

FIRM BROCHURE
(Part 2A of Form ADV)

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Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of Lido Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at (310) 278-8232 and/or compliance@lidoadvisors.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Lido Advisors, LLC is a registered investment adviser with the U.S. Securities and Exchange Commission; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about Lido Advisors, LLC and its investment adviser representatives is also available on the SEC’s website at <https://adviserinfo.sec.gov>.

ITEM 2: MATERIAL CHANGES

There have been material changes, described below, to this Brochure since the January 2, 2019 previous filing. All other changes are updates and routine in nature.

Item 5 – Fees and Compensation – added information concerning the compensation received by LAL principals through Oakhurst Advisors, LLC’s real or equity stake in the managing member of Oakhurst Advisors’ affiliated funds.

Item 11 – Conflicts of interest – added information concerning the potential conflicts of interest arising from the compensation received by LAL principals through Oakhurst Advisors’ real or equity stake in the managing member of Oakhurst Advisors’ affiliated funds.

This Disclosure Brochure is being provided to all Clients and prospective clients.

Pursuant to SEC Rules, Lido Advisors, LLC (“LAL”) will send clients a summary of any materials changes to this Brochure within 120 days of the close of LAL’s fiscal year. For more information about the firm, please visit www.lidoadvisors.com. Additional information about LAL and its IARs is available on the SEC’s website at <https://advisorinfo.sec.gov>.

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ITEM 4: ADVISORY BUSINESS

A. Description of Firm

Lido Advisors, LLC (“LAL”) is an SEC-registered, Los Angeles-based investment advisor founded in 2001.¹ LAL offers a variety of services, including, but not limited to, investment management and asset allocation, financial planning, family office services, and retirement and estate planning. LAL offers these services to high-net-worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other types of business entities. LAL has 14 branch offices located in Dallas, Texas; Rancho Santa Fe, California; San Diego, California; Pasadena, California; Broomfield, Colorado; Las Vegas, Nevada; Boca Raton, Florida; Atlanta, Georgia; Chicago, Illinois; Bellevue, Washington; San Francisco, California; Scottsdale, Arizona; and New York, New York. LAL conducts business in states reflected in its Form ADV Part 1 (copy available upon request or on <https://advisorinfo.sec.gov>).

LAL is majority-owned by Lido Advisors Holdings, LLC (“LAH”), a Delaware limited liability company (“LAH”), with the remaining minority interests held by K&W, LLC (“K&W”), a California limited liability company (“K&W”) and 1001 Development, LLC (“1001”). Neither K&W nor 1001 are involved in LAL’s day-to-day management and have limited rights. K&W is owned by a family office and LAL client. 1001 is an affiliate of a LAL client.

LAH is owned and managed by its members, which include Kushner Holdings, Inc. (“KHI”), a California corporation. Gregory Kushner, LAL’s Chairman and Chief Executive Officer, as KHI’s sole shareholder, has limited preferential rights related to certain material corporate actions. Aside from Mr. Kushner, through KHI, Jason Ozur, LAL’s Senior Managing Director and President, Ken Stern, Senior Managing Director, through APS Holdings, Inc., Alyssa Weinberger, Senior Managing Director; Jeffrey Westheimer, Senior Managing Director is the other LAH owner (individually, “principal” or collectively, “LAL principals”). LAL’s Management Committee also includes Jason P. Lee, Senior Managing Director, General Counsel, and Chief Compliance Officer, and Bradford Hixson, Executive Vice President.

B. Advisory Services

1. Investment Management

LAL utilizes unique investment strategies to seek to help our clients achieve their investment goals while seeking to reduce market risks and manage volatility. We use an integrated wealth strategy that involves tailored investment services, that among other things, select assets for our clients that are less correlated to one another. These assets include not only the traditional asset

¹ The Firm operated as Lido Advisors, Inc. prior to July 1, 2015.

classes such as fixed income², equities³, and cash⁴, but also real estate debt, foreign securities, American Depository Receipts, hybrid offerings⁵, and Alternative Investments, such as Liquid⁶ and Non-Liquid⁷ Alternative Investments and Non-Liquid Fixed Income investments⁸.

LAL believes it has the discipline to implement a strategy while remaining nimble to take advantage of potential opportunities. LAL's main strategies include:

- *Hedged Hybrid Strategy* is a proprietary investment strategy designed to provide exposure to equities with less risk than the overall stock market. This Liquid Alternative Investment is a "Mutual Fund-of-Funds" comprised of mutual funds that have daily liquidity, holding transparency, and often lower costs (particularly compared to a hedge fund-of-funds strategy). This strategy attempts to reduce volatility and correlation amongst the funds with strong oversight on volatility, beta, and other statistical metrics. These funds are monitored daily for investment changes, volatility, and other metrics to better assist us in our allocations.
- *Core Equity Strategy* is a strategy driven by asset allocations that emphasizes stocks with a certain geography or market capitalization, economic cycles, momentum and fundamental drivers that can result in tactical opportunities, all reflected in combined mutual funds, ETFs, or separate account managers.
- *SectorStrat™* is a tactical, value-driven, U.S. large-cap strategy involving low-cost ETFs in different economic sectors.
- *Equity Collar Strategy* is an options-based equity strategy that seeks to limit downside participation by both purchasing downside protection (buying a put option) while financing (partially or fully) the protection with selling some potential upside participation (writing a covered call option). This strategy also is referred to as the "Capped and Cushioned Equity/Option Strategy." In connection with this strategy, LAL is, through a wholly-owned entity, Lido Private Funds

² Fixed income includes government bonds, municipal bonds, corporate bonds, high yield bonds, foreign bonds, preferred stocks, CDs, loans, Exchange Traded Funds ("ETFs") based on bond indices, fixed income mutual funds, short-term fixed income instruments, structured notes, and certain preferred stocks.

³ Equities include common stocks, ETFs based on stock indices, equity mutual funds, publicly-traded master limited partnerships, publicly-traded royalty trusts, and publicly-traded real estate investment trusts ("REITs").

⁴ Cash represents either money market funds or cash equivalents.

⁵ Hybrid offerings generally includes merger funds, long-short commodity funds, structured notes, covered options, and other hybrid mutual funds (based on equity volatility).

⁶ Liquid Alternative Investments are investments in exclusively single sector or commodities ETFs or alternative mutual funds.

⁷ Non-Liquid Alternative Investments include Private Funds, which include, but are not limited to, hedge funds, fund of funds, real estate funds, managed futures funds, mezzanine funds, private equity funds, venture capital funds, and other types of private pooled investment vehicles, private real estate investment trusts, private real estate holdings, and oil and gas limited partnerships.

⁸ Non-liquid fixed income investments are defined as longer-term investments in loans secured by first trust deed mortgages, including first trust deed loans, bridge loans and client directed family mortgages.

LLC, the General Partner of two private funds, Lido Cap and Cushion Fund LP and Lido Cap and Cushion Fund (Institutional) LP (collectively, “Lido Private Funds”). Lido Private Funds offers and manages this strategy applied to the S&P 500 Index through limited partnership interests in the Lido Private Funds.

- *Fixed Income* is a strategy that seeks both the potential for current income and reduction in portfolio risk by using various fixed income strategies. Through an open architecture platform, we have identified several independent non-affiliated managers that buy bonds at institutional pricing. We also utilize mutual funds and ETFs to further diversify the fixed income allocation, sometimes in less volatile or opportunistic strategies that can aim to assist in better control duration and credit risk.
- *Alternative Investments* is a strategy that seeks to provide critical diversification and can, under the right circumstances, achieve results uncorrelated to equity and fixed income investments.
- *Weighted Sector Strategy* seeks to track the investment results of a sector index, and is designed to outperform the index due to slight differences in the sector weights used by Lido versus the sector weights used by the index. This strategy uses ETFs and offers exposure to each sector in the market. Sectors are examined on a monthly basis and are over or under-weighted based on factor analysis.

In some cases, LAL also uses certain third-party asset managers (“TPAMs”) and sub-advisors to affect various strategies on behalf of a client. See Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) for further information.

LAL generally manages all client assets on a fully discretionary basis.⁹ In exercising full discretionary authority, LAL selects, without first obtaining client’s authorization:

- the securities to be bought and sold;
- the amounts of securities to be transacted and whether it will be individually or blocked traded;
- the broker dealer through which transactions will be executed; and where applicable;
- the TPAM used to manage the client’s assets.

A client may, at LAL’s sole discretion, impose parameters to LAL’s discretionary authority, including, but not limited to, restrictions in certain companies or industry sectors or directed brokerage. In these instances, clients are solely responsible for informing LAL in writing of these parameters, changes to these parameters, or their overall investment goals and objectives. Finally, clients may also direct LAL to execute certain trades or purchase certain investments.

⁹ In certain instances, and at its sole discretion, LAL will provide clients courtesy trading accounts at a broker dealer/custodian on a non-discretionary basis.

Clients assume full responsibility for these directed trades or investments, including any negative impact these may have on LAL's strategies employed on their other assets.

LAL integrates Alternative Investments as part of its overall investment strategy. Not all clients are suitable for these investments. For those that are, LAL recommends, among other alternative investments, real estate-related private funds sponsored or operated by Oakhurst Advisors, LLC ("Oakhurst"), which is a separately registered investment adviser owned and controlled in part by LAL principals. Prior to June 2018, these real estate-related private funds were sponsored or operated by S&R Real Estate Advisors, LLC ("S&R"). In June 2018, Oakhurst and S&R entered into a business combination. The combined entity is now known as Oakhurst.

Richard Goldman, Stanley Itskowitch, and Chuck Ng, former S&R principals, are now Oakhurst principals. Mr. Goldman, Mr. Itskowitch, and Mr. Ng and certain LAL principals have long-standing relationships. LAL also sublets its office to Oakhurst. This long-standing relationship and the resulting business combination present significant, potential conflicts of interests, including, but not limited to, the potential that LAL and its principals are biased in favor of Oakhurst investments given that LAL principals have an ownership interest in Oakhurst. Moreover, it is possible that LAL clients may incur higher fees in connection with Oakhurst investments than those associated with other Alternative Investments. *See* Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) for further information regarding LAL's mitigation efforts; *see* Item 5 (Fees and Compensation) for further information regarding the fees paid to Oakhurst.

2. Asset Allocation Services

At the onset of a client relationship, LAL develops an asset allocation plan that aims to balance a client's overall financial objectives with individual attributes including risk tolerance, income requirements, liquidity requirements, income taxes, and time horizon. LAL accomplishes this by gathering pertinent information from a client during the account opening process through a Client Risk Profile Form, Investment Policy Statement ("IPS"), or other similar documentation.

LAL professionals perform the following services in determining and maintaining the appropriate allocation plan for clients:

- Analysis of the client's current financial situation and prior investment experience;
- Assistance in setting goals to determine appropriate time horizons, investment objectives, income taxes, family structure and amounts needed to accomplish investment goals;
- Analysis of the client's risk tolerance;
- Selection of appropriate asset classes;
- Investment selection utilizing, as appropriate, no-load mutual funds, equity and fixed income securities, private funds, private real estate funds, private first trust deed funds, and TPAMs;
- Ongoing monitoring of fund, securities, and manager performance;

- Ongoing portfolio performance analysis; and
- Portfolio modifications and reallocation as appropriate.

3. TPAM Selection

LAL may delegate management of all or part of a discretionary client's assets to one or more independent third party asset manager ("TPAM"). LAL provides access to TPAMs through a third-party platform of approved investment managers made available by agreement between LAL and the platform provider, or through an arrangement between LAL and TPAMs.

TPAMs have discretionary authority over those assets allocated to them and they are authorized to buy, sell, and trade in securities in accordance with the client's investment objectives, risk tolerance, and time horizon. If and when LAL determines that a TPAM is in the client's best interest, the client may enter into a separate and independent advisory relationship with that TPAM. As such, the client may incur fees separate and in addition to any fees charged by LAL. The TPAM may invoice its fee to the client through LAL or debit the client's custodial account directly.

LAL continues to monitor the TPAM to ensure the TPAM adheres to the philosophy and investment style for which they were selected and will provide recommendations to the client accordingly. If the client has entered into a direct relationship with the TPAM, only the client can terminate that relationship.

4. Sub-Advisory Arrangements

In certain circumstances, LAL has entered into a sub-advisory arrangement for management of a particular style or strategy desired by clients. On January 1, 2019, LAL and Ken Stern & Associates ("KS&A"), a previously unaffiliated SEC-registered investment advisor located in San Diego, California, completed their business combination. Among other events, KS&A has withdrawn its SEC registration, assigned its clients to LAL, and closed its operations.

LAL conducts due diligence on each sub-advisor, which includes review of its quarterly performance returns, management team and adherence to the guidelines and restrictions of the strategy. In its sole discretion, LAL has the authority to add, replace or remove any sub-advisor on behalf of a client without the client's prior consent.

5. Financial Planning

LAL may also provide financial planning services. These services are generally provided for no additional fee, and include, but are not limited to, providing advice on the following:

- Investment portfolio analysis and asset allocation;
- Evaluation of outside investment accounts and assessment of overall financial position;
- Insurance and risk management evaluation;
- Estate and retirement planning;

- Tax awareness;
- Wealth transfer and charitable giving;
- College savings; and
- Family governance and living expense considerations.

To begin the process, LAL generally collects, organizes, and assesses various client data including information concerning the client's lifestyle, risk tolerance, and cash flow, as well as identification of the client's financial concerns, goals, and objectives. LAL's primary objective is to assist clients in developing a strategy for the successful management of income, assets, and liabilities to meet their financial goals and objectives.

LAL will provide clients with a comprehensive plan and options of utilizing LAL to implement this plan. Should a client adopt LAL's plan, LAL will advise on all potential conflicts of interest, including LAL's use of its own advisory services or products including those offered in connection with pre-existing broker dealer or insurance agency relationships. Finally, LAL makes no assurances that its plan will be successful in meeting a client's financial goals and objectives.

Clients can accept or reject LAL's plan and may retain the authority and discretion over all implementation decisions. Should the client proceed with LAL's plan, potential conflicts of interest may arise as LAL will likely utilize its own products or services and will receive fees or other monetary benefits as a result. A client, however, is under no obligation to utilize LAL's plan or its services to implement the plan. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

6. Family Office Services

LAL also provides a broad range of family office services, which include non-investment related matters, such as a review of estate and tax planning issues. LAL and its IARs do not provide specific estate or income tax advice but will introduce the client to unaffiliated CPAs or attorneys upon the client's request. LAL will also work directly with a client's advisor as needed.

A client who initially engages LAL for consultation services only and later wishes to engage LAL for discretionary investment management services is required to enter into a separate written agreement with LAL for those services, for which LAL will be paid a separate and additional fee based on the client's assets under management. Similarly, to the extent that clients desire to implement securities transactions recommended in a financial plan through an LAL IAR in that representative's capacity as a broker dealer registered representative ("RR") or insurance agent, that IAR would receive usual and customary commissions or fees for effecting those transactions. *See* Item 5 (Fees and Compensation) for further information.

C. Important Information About All LAL Services

1. Gathering Individual Client Information

LAL's investment advice is customized to each client's portfolio based upon the individual needs, objectives, and other financial goals of the client. At the onset, LAL memorializes a client's investment objectives, risk tolerance, time horizon, and other relevant information in a client's Risk Profile, IPS, or similar document. The Risk Profile or IPS, together with the information gathered by LAL will be used to determine an investment strategy or financial plan.

A client is also responsible for promptly notifying LAL in writing of any material changes in the client's financial situation, investment objectives, risk tolerance, time horizon, or any other factor that may impact LAL's recommended investments. When a client notifies LAL of these changes, LAL requires a client to execute certain agreements reflecting the terms and conditions of LAL's services (collectively, the "Agreement"). The Agreement sets forth the entirety of LAL's and a client's relationship and can only be amended or modified in writing upon both LAL's and the client's agreement. LAL will review and recommend any necessary revisions to the client's investment strategy or financial plan upon modification of these changes. An LAL IAR will generally meet with all clients no less than annually to review the client's investment goals and current advisory portfolios. LAL IARs are also available during normal business hours to consult with clients.

2. Client Relationship

LAL substantially relies on the information provided by the client and that client's other advisors, such as accountant and lawyers, to provide its services. A client authorizes LAL to rely on this information and LAL will not assume any responsibility for information provided by a client or third parties on behalf of the client. LAL's relationship with a client is further described in this Brochure and certain Brochure Supplements (Form ADV Part 2B), which are provided to the client at the onset of the relationship. LAL's and the client's relationship will remain in effect until the Agreement is terminated by either LAL or the client. LAL does not participate in any wrap fee programs.

D. Assets Under Management

As of March 15, 2019, LAL manages the following client assets on a discretionary and non-discretionary basis:

Type of Account	Assets Under Management ("AUM")
Discretionary	\$3,744,188,872
Non-Discretionary	\$342,301,755
Total:	\$4,086,490,628

Assets currently managed by Oakhurst are reflected separately on its Form ADV.

ITEM 5: FEES AND COMPENSATION

A. Advisory Fees

LAL typically charges a percentage fee based on a client's total assets managed by LAL ("Asset Management fee"). LAL has also entered into other fee arrangements including, but not limited to, fixed fees based on client specific circumstances or the advisory service being rendered. The Agreement will reflect all fee arrangements with the client. Although LAL believes its fees are competitive, the client should be aware that lower fees for comparable services may be available from other sources.

1. Asset Management Fees

LAL's Asset Management fee is calculated based on a variable, annual percentage determined by the client's managed assets' value as of the last quarter end. The variable annual percentage is determined by the client's managed assets' value reflected below:

Percentage	Managed Asset Amount
1.25%	on account assets under \$1,000,000
1.00%	on the next \$9,000,000
0.75%	on next \$10,000,000
0.50%	on next \$30,000,000
0.25%	over \$50,000,000

This fee schedule applies only to LAL's Asset Management fee. Other fees, such as those levied by custodians, TPAMs, or sub-advisors, will be in addition to the Asset Management fee.

Relevant in determining the total Asset Management fee is LAL's valuation of the client's account at the time the fee is assessed. LAL determines the client managed assets' value in order to calculate its Asset Management Fee. LAL employs the following methodology to accomplish this. When determining market value of an account for purposes of calculating advisory fees, LAL's policy is as follows:

- For all publicly traded, marketable securities held by the client, LAL receives daily prices electronically from a third-party provider, which are reconciled with daily prices received by clients' custodians. Any noted discrepancies are promptly corrected, and the reconciled prices are used for determining market value. Market value of an account includes securities and cash and cash equivalents in the account.
- For unmarketable, privately held or hard to value securities, such as Alternative Investments, LAL calculates the value by analyzing values provided by the third party managing the investment, LAL's own valuation due diligence practices and quarterly review of those investments.

The Asset Management fee is prorated by quarter and is paid per quarter in arrears in four quarter increments. LAL determines the average daily balance of a client's assets on the fifteenth (15th) of the last month of each quarter and assesses the Asset Management fee based on

that average daily balance for each day of that quarter. For example, for the first quarter, LAL will determine the average daily balance of the client's assets on March 15th and use that average daily balance to calculate the Asset Management fee from January 1 through March 31.

A \$2,500 minimum fee per quarter applies, and the minimum fee is not reduced by amounts paid to Oakhurst. LAL has discretion to waive or reduce this minimum. LAL also has discretion to waive or reduce Asset Management fees with respect to any client, based on account size, the investment strategy, and the relationship between the client and LAL. LAL generally waives fees for its employees and their friends or relatives. Lower fees for comparable services may be available from other sources.

Finally, should a client begin its relationship with LAL during a quarter, the Asset Management fee will be prorated for assets held for a partial quarter based on the number of days that the account was open during the quarter. If LAL's services are terminated prior to quarter end, LAL will prorate the Asset Management fee. *See* Item 13 (Review of Accounts) for further information.

2. Solicitor Fees / Referral Arrangements and Fees

LAL utilizes solicitors that solicit and refer clients to it and receive compensation from LAL for the referrals. In addition, LAL Investment Advisory Representatives ("IAR"), that are also Registered Representatives ("RR") of Investment Security Corporation ("ISC"), a FINRA member and broker dealer, receive compensation for client referrals to certain Alternative Investments. *See* Items 11 (Code of Ethics) and 14 (Client Referrals and Other Compensation).

LAL may, as an accommodation to a client, track or monitor client assets that are not being actively managed in which LAL has no discretionary authority. LAL incorporates these unmanaged assets into a customized and comprehensive periodic client report. LAL typically charges a reduced annual fee for these unmanaged assets of 0.25%. As with all its fees, LAL retains discretion on its application and amount.

3. Fixed Management Fees

LAL generally negotiates a fixed rate management fee with certain ultra-high-net-worth clients. This fixed fee generally also include other services, such as tax and estate planning, in coordination with a client's advisors, such as lawyers and accountants, and concierge services. LAL's billing schedule varies based on individual client negotiations. LAL will credit any unearned fee should its relationship with the client end.

4. Client Consultation Fees

LAL offers consultation services at a \$500 hourly or negotiated fixed rate. LAL maintains sole discretion as to these rates.

5. Billing Authorization

A client authorizes the automatic debit of quarterly fees through the custodial account as soon as practicable following the last business day of each calendar quarter. A client may, if preferred,

pay LAL's quarterly fees by check. In such cases, LAL will send the invoice directly to the client. The custodian will issue periodic statements to the client that will reflect any fees paid to LAL. LAL will also provide information concerning its fees on a periodic basis. A client will then be able to compare fees to accuracy, the independent custodian's statements and LAL's information. *See* Item 13 (Review of Accounts).

B. Other LAL Fees and Expenses

LAL's fees do not include third-party fees, such as custodial, mutual funds, ETFs, TPAMs, and Alternative Investment-related fees and expenses. The client is also subject to, as applicable, transaction costs, retirement plan administration fees, deferred sales charges on mutual funds initially deposited in the account, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes.

A client invested in mutual funds and ETFs will be subject to certain fees and expenses, which are imbedded in the price of the mutual fund or ETF. These fees are described in each fund's prospectus or other applicable offering documents. Mutual funds also charge a distribution/service fee (12b-1 fee), and in some cases, a front-end load (commission) or deferred sales or surrender charge. Brokers executing mutual funds and ETFs may also impose transaction fees.

A client invested in Alternative Investments, such as Private Funds, is also subject to management fees, performance fees, and other expenses as described in the Alternative Investments' offering materials. These fees are in addition to LAL's fees. Certain LAL IARs are also ISC, a SEC-registered broker dealer and FINRA member, RRs. In some instances, these LAL IARs, in their capacity as ISC RRs, receive commissions when a client invests in certain Alternative Investments. This creates a potential conflict of interest in that the LAL IARs may be incentivized to recommend the investment product based on the compensation received, rather than on the client's investment goals and objectives. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information. Clients may, however, purchase these products through other brokers or agents unaffiliated with LAL.

LAL has negotiated substantial discounts for investments in Oakhurst-affiliated real estate-related private funds:

LAL Client Class	Annual Payment to Consultant (Asset Management fee to Fund)	Carried Interest Payment
LAL Client Investing \$1M+	.5% of the invested amount	6% of Net Profit
LAL Client Investing \$500,000 - \$999,999	.7% of the invested amount	8% of Net Profit
LAL Client Investing <\$500,000	.9% of the invested amount	10% of Net Profit

For certain Oakhurst-affiliated funds, Oakhurst negotiates a real or equity stake in the managing member of these Oakhurst-affiliated funds. Oakhurst will disclose such arrangements in these

Oakhurst-affiliated funds' offering materials. As a consequence, Lido principals, by virtue of their ownership interest in Oakhurst, receive compensation should the Oakhurst-affiliated fund managing member receive certain compensation, including, but not limited to, performance fees, which creates a potential conflict of interest with LAL and any LAL client that invests in these Oakhurst-affiliated funds. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

Investors in certain funds have also been charged other transaction and real property-related fees by third-party operators of funds that Oakhurst-affiliated funds have invested in, including, for example, acquisition and disposition fees, property and improvement management fees, and loan origination and exit fees. These fees were charged in addition to any fees that LAL charged its clients.

These discounted fees are a result of, in part, the fact that investment in Oakhurst-affiliated funds were offered only to LAL clients and the long-standing but then-independent relationships between certain owners of LAL and Oakhurst (formerly S&R owners). *See* Items 4 (Advisory Business), 5 (Fees and Compensation), 8 (Methods of Analysis, Investment Strategies, and Risk of Loss), and 10 (Other Financial Industry Activities and Affiliations) for further information. These fees and any discounts varied based on, for example, the amount of capital invested by the specific LAL client, and whether the specific Oakhurst-affiliated fund was a "feeder fund" into another fund which may have charged fees of its own to investors or a fund that managed an underlying real estate asset (including real property secured debt). These amounts are in addition to fees charged by LAL. Additional information regarding the negotiated fees is available in Oakhurst's brochure, which is available at <https://adviserinfo.sec.gov>.

TPAMs will also charge fees in addition to LAL fees. TPAMs will provide disclosures relating to those fees in their respective Form ADV Part 2A fees.

Clients will incur brokerage commissions and other execution costs charged by the custodian or executing broker dealer in connection with transactions for a client's account. Clients should further understand that all custodial fees and any other charges, fees and commissions incurred in connection with transactions for a client's account will be paid out of the assets in the account and are exclusive of and in addition to the fees charged by LAL. *See* Item 12 (Brokerage Practices) for further information.

LAL, in certain circumstances, absorbs third-party fees, including, but not limited to, fees charged by Alternative Investments, TPAMs, and other third-parties. In those instances, LAL will inform the client. A client should review all LAL and third-party fees charged, in addition to the LAL fees, to understand the full cost of LAL's investment recommendation. Notably, all fees will have a substantial impact on an investment's overall performance and must be accounted for in a client's investment decisions.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

LAL does not charge fees calculated based on a share of capital gains upon or capital appreciation of an investment, otherwise termed performance-based fees. Consequently, LAL does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee.

ITEM 7: TYPES OF CLIENTS

A. Clients

LAL provides advisory services to high-net-worth individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, insurance companies, and other types of business entities.

B. Client Accounts

LAL generally requires a minimum of \$1 million to open an account. LAL may waive this minimum as well as decline any potential client for any reason. LAL's client relationship is reflected in the Agreement. *See* Items 4 (Advisory Business) and 5 (Fees and Compensation).

Clients covered under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") will be provided certain required disclosures to the "responsible plan fiduciary" in accordance with ERISA Section 408(b)(2). These disclosures provide written notice setting forth LAL services and the direct and indirect compensation LAL receives from the services. LAL provides information related to its compensation arrangements in its Brochure and Agreement. These disclosures are collectively designed to enable the ERISA fiduciary to determine the reasonableness of all compensation received by LAL, identify any potential conflicts of interests and satisfy reporting and disclosure requirements to plan participants. A client meeting the definition of "qualified client" prior to the definitional change is grandfathered from these new requirements.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

LAL analyzes its recommended investments using a combination of qualitative and quantitative information, including, but not limited to, news, financial publications, internal and external research reports, interviews, prospectuses, and exchange market data. KS&A and its IARs, who also serve as LAL IARs, also provide investment analysis services. *See* Items 4 (Advisory Business), 10 (Other Financial Industry Activities and Affiliations), 12 (Brokerage Practices), and 14 (Client Referrals and Other Compensation) for further information.

LAL recommends investment strategies that are informed by each client's investment objectives, risk tolerance, and time horizon, among other factors. LAL will also:

- Redistribute investment allocations in order to diversify a client's portfolio and in an effort to reduce risk and increase performance.

- Utilize specific investments to increase sector weighting and/or dividend potential and employ cash positions in an effort to hedge against market movement.
- Sell positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in a client's portfolio, change in the risk tolerance of the client, or any risk deemed unacceptable for the client's risk tolerance.

LAL provides no assurances that these strategies will ultimately meet client objectives. LAL's recommend investments bear risk, some more than others, and a client should be prepared to assume those risks, including the potential for complete loss. *See* Items 4 (Advisory Business) for further information.

B. Material Risks

LAL's recommended investments, as with all securities, involve a significant risk of loss, including, but not limited to, complete loss of any initially invested capital or principal. LAL's recommendations are subject to various market, currency, economic, political, and business risks, and these investment decisions are not always profitable. Moreover, there is risk that the initial principal will be lost due to these risks. Clients must be prepared to bear these risks and the possibility of total loss for any LAL recommended investment. LAL cannot and does not make any assurance that any recommended investment will successfully meet a client's expectations. Before investing, clients should:

- Commit assets that can be invested on a long-term basis, usually a minimum of three to seven years;
- Understand that volatility from investing can occur and recommended investments can fluctuate widely; and
- Understand that over time the client's assets may be valued more or less than the amount invested.

LAL typically invests for the long-term and generally does not engage in daily or high-frequency trading. Nevertheless, TPAMs selected by LAL can employ such strategies, and as a result, such frequent trading can result in increased brokerage and other transaction costs, which may lower an investment's overall performance.

The following is an outline of overall risks relevant to the asset classes utilized by LAL:

- *Market Risk:* A security's price can drop for any reason, including reasons independent of the security's underlying assets' perceived value in reaction to tangible and intangible, publicly known and unknown events and conditions.
- *Equity Risk:* Historically, the equity markets have moved in cycles, and the value of equity securities can fluctuate significantly from day-to-day. A public company may report poor results or be negatively affected by industry or economic trends

and developments. Consequently, a public company's securities can suffer a price decline in response. These factors contribute to price volatility.

- *Business Risk:* This risk is associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity regardless of the economic environment.
- *Foreign Risk:* Investments in foreign securities pose special risks, including currency fluctuation and political risks, and these investments can be more volatile than that of a U.S. public company's securities. The risks are generally intensified for investments in emerging markets.
- *Currency Risk:* Foreign investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Political and Legislative Risk:* Public companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly and without warning, with significant impact, especially for companies operating outside of the United States or those companies who conduct a substantial amount of their business outside of the United States.
- *Credit Risk:* The risk that principal and/or interest on a fixed income investment will not be paid in a timely manner or in full due to changes in the financial condition of the issuer. Generally, the higher the perceived credit risk, the higher the rate of interest investors will receive on their investment.
- *Interest Rate Risk:* The risk that the value of an interest-bearing investment will change due to changes in the general level of interest rates in the market. The market value of a bond fluctuates inversely to the change in interest rates; that is, as interest rates rise, bond prices fall and vice versa. Interest rate risk is commonly measured by a bond's duration; the greater a bond's duration, the greater the impact on price of a change in interest rates. Investors can incur a gain or loss from bonds sold prior to the final maturity date. Many bonds are rated by third-party Nationally Recognized Statistical Rating Organization (NRSRO), for example, Moody's Investor Services or Standard & Poor's Inc. While ratings may assist investors to determine the creditworthiness of the issuer, they are not a guarantee of performance. U.S. Treasury bills, notes and bonds are guaranteed by the full faith and credit of the United States and therefore are deemed to carry no risk of default.
- *Reinvestment Risk:* The risk that interest and principal payments from a bond will be reinvested at a lower yield than that received on the original bond. During periods of declining interest rates, bond payments may be invested at lower rates; during periods of rising rates, bond payments may be invested at higher rates.

- *Call Risk:* The risk that a bond will be called by its issuer. A callable bond has a provision which allows the issuer to purchase the bond back from the bondholders at a predetermined price. Generally, issuers call bonds when prevailing rates are lower than the cost of the outstanding bond. Call provisions allow an issuer to retire high-rate bonds on a predefined call schedule.

Prepayment Risk: Some types of bonds are subject to prepayment risk. Similar to call risk, prepayment risk is the risk that the issuer of a security will repay principal prior to the bond's maturity date, thereby changing the expected payment schedule of the bonds. Prepayment risk is particularly prevalent in the mortgage-backed bond market, where a drop-in interest rates can trigger a refinancing wave. When investors in a bond comprised of the underlying pool of mortgages receives his or her principal back sooner than expected, they may be forced to reinvest at prevailing, lower rates.

- *Liquidity Risk:* The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss. Liquidity risk is typically reflected in a wide bid-ask spread or large price movements or recover invested capital to meet other financial needs. Alternative Investments typically are subject to this risk.
- *Inflation Risk:* When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Opportunity Cost Risk:* The risk that an investor can forego profits or returns from other investments.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

The following is an outline of risks pertaining to strategies involving options utilized by LAL:

- *Call Risk:* When writing covered call options to produce income for a client's account, there can be times when the underlying stock is "called" (call option contract exercised or assigned) by the investor that purchased the call option. That means the client would be required to sell the underlying security at the exercise (pre-determined) price to that investor.
- *Margin Risk:* Clients are usually required to open a margin account in order to invest in options, which carries additional risks and would result in margin interest costs to the client.
- *General and Specific Market Rule:* Option positions tend to be adversely affected by company specific issues (the issuer of the underlying security) which can include but are not limited to bankruptcy, insolvency, failing to file with regulatory bodies, being delisted, having trading halted or suspended, corporate reorganizations, asset sales, spin offs, stock splits, mergers and acquisitions. In

addition, market related actions, political issues, and economic issues may adversely affect the option market. These factors could restrict, halt, suspend, or terminate option positions written (sold) or purchased.

- *Valuation Risk:* Changes in value of the option do not always correlate with the underlying security, and the account could lose more than principal amount invested.

Options involve a high degree of risk and are not suitable for all clients. A client should read “Characteristics and Risks of Standardized Options”, which can be obtained from any exchange on which options are traded, at www.optionsclearing.com, or by calling 1-888-OPTIONS, or by contacting your broker or custodian.

The following outlines risks relevant to Alternative Investments recommended by LAL:

LAL recommends Alternative Investments, including Private Funds, as an integral part of its overall investment strategy. In making these recommendations, LAL evaluates clients on a number of factors, including, but not limited to, sophistication, risk tolerances and qualifications, investment objectives, and available assets. LAL endeavors to allocate Alternative Investments to clients in a fair and equitable manner, but not all qualifying clients will have an opportunity to invest. A client’s Alternative Investments are held at the custodian selected by each Alternative Investment sponsor or investment manager. Alternative Investment performance is typically reported directly by sponsor or manager and is monitored by LAL.

Clients should review all offering materials, including private placement memoranda, if applicable, before investing as these materials provide important information about the investment’s terms and conditions, risk factors, and potential conflicts of interest. LAL may also provide additional material to highlight important information concerning the Alternative Investment. This may include, but is not limited to, information concerning:

- *Liquidity Risk:* Most, if not all, Alternative Investments do not have a ready, public market for resale. In those instances, a client cannot sell or otherwise dispose of the investment. In instances where a client is provided an opportunity to divest, those opportunities carry significant fees and potential loss in value. In other words, a client will be unable to sell the Alternative Investment without substantial loss, including principal loss.
- *Capital-Deployment risk:* Certain Alternative Investments, particularly those involving real estate, may not have immediate opportunities to deploy investor capital. Although a client may have invested in the Alternative Investment, that investment may not be immediately utilized because appropriate opportunities may not yet exist or have been identified. As such, a client’s investment may not be used until such opportunities are available, which may have an immediate and detrimental impact on a client’s overall expected and actual return.
- *Tax Risk:* Many Alternative Investments are structured as limited partnerships. As a result, a client will receive K-1s reflecting that limited partnership interest. In addition, depending on the nature of the Alternative Investment, these K-1s may be issued for multiple states, resulting in a client filing taxes in those states.

Finally, a client may be required to file tax filing extensions as these K-1s may be issued after the tax deadline.

- *Bridge Loans Financing Risk:* If a client is contemplating an Oakhurst-affiliated investment, Oakhurst may have obtained a bridge loan to initially fund the investment. If Oakhurst obtained a bridge loan, that bridge loan may be structured so that investor monies will be used to pay the bridge loan interest until repayment. In those circumstances, a client's investment will be used to satisfy the interest obligation until the bridge loan is paid in full, which will have an adverse impact on the timing of returns and expected and actual performance.
- *Suitability Risk:* LAL may recommend Alternative Investments as part of its overall investment strategy. These investments present unique risks that include but are not limited to, illiquidity, higher fees, volatile performance, heightened risk of loss, limited transparency, special tax considerations, subjective valuations and limited regulatory oversight. Thus, LAL only recommends these investments to clients that it believes can bear these risks. A client must also meet regulatory requirements to be eligible to make these investments, including minimum net worth and sophistication requirements. Any client investing in an Alternative Investment must carefully review corresponding offering documents to understand, among other things, the terms, conditions, risks, and conflicts of interest of the investment.
- *Performance-Based Fee Incentive Allocation Risk:* Alternative Investments often impose performance-based fees or incentive allocations payable to the fund manager or general partner. Those performance-based fee or incentive allocation structures create an incentive for the managers of these investments to make investment choices that are riskier or more speculative than would be the case in the absence of a performance-based fee/incentive allocation structure. When applicable, the performance-based fee structure could also cause those managers to devote a disproportionate amount of time to manage these investments, and compensation may be larger than it otherwise would have been because the fee/incentive allocation will be based on account performance instead of a percentage of assets under management. *See* Item 6 (Performance-Based fees and Side-by-Side Management) for further information.
- *Leverage/Hedging Risk:* Certain Alternative Investments employ the use of leverage or hedging, which also creates additional risk. Leverage is the use of debt to finance an activity. Hedging on the other hand occurs when an investment is made in order to reduce the risk of adverse price movements in a security. For example, hedging is used when one takes an offsetting position in a related security, such as an option or short sale. While leverage or hedging can operate to increase rates of return, it also increases the amount of risk inherent in an investment.
- *"Fund-of-Funds" Risk:* LAL also recommends Alternative Investments that are considered "funds of funds" and the investments and strategies for some of the underlying portfolio funds include leverage, short sales, uncovered options,

futures, derivative instruments, forward and swap foreign exchange contracts, non-U.S. securities, “junk” bonds, and illiquid investments. These investments carry high costs, substantial risks, such as the risks inherent in an investment in securities, as well as specific risks associated with each underlying fund’s investment strategy.

The following outlines risks relevant to First Trust Deeds and Real Property:

LAL recommends to certain clients that they consider investments in first trust deeds (whereby the client will lend money to a borrower to purchase real property and in return, receives a deed of trust on the real property until the loan is paid in full). In other cases, LAL will recommend certain Alternative Investments that utilize invested assets to purchase real property (e.g., private residences, commercial property or a combination of both) or first trust deeds. While LAL believes these investments are suitable for certain clients, these investments may have substantial risk. There is no publicly traded securities market for these types of investments. In addition, investments in trust deeds and real estate are not insured by the Federal Deposit Insurance Corporation (FDIC) or any other state or federal agency.

The following outlines the risks specific to First Deed Trusts:

- *Valuation Risk:* The value of the underlying property is appraised as of a specific date. There is no guarantee or assurance that the appraised value reflects a value that a buyer would be willing to pay.
- *Borrower Risk:* The borrower’s ability to continue to make payments and repay the loan will depend upon the borrower’s financial condition, which could change over time.
- *Default Risk:* Default by the borrower could affect monthly payments. Under extreme cases, it may be necessary to foreclose or take other actions to protect your investment. The total amount received upon foreclosure could be more or less than the total amount invested.
- *Bankruptcy Risk:* If a borrower files a reorganization or full insolvency bankruptcy, the foreclosure process could be stalled. Additionally, investors could incur significant legal fees and costs in attempting to obtain a relief. (Relief consists of getting court approval to release the property out of the bankruptcy so that the property can be foreclosed upon.) Furthermore, the court could modify the terms of the loan by extending the due date, changing the interest rate and payment structure, or causing the priority of the loan to be subordinated to a bankruptcy court-approved financing plan.
- *Environmental Risk:* Investing in any trust deed investment also is subject to possible loss due to uninsured losses from disasters such earthquakes, floods, tsunami, terrorist attacks, etc. Clients should carefully review the risk factors section in the relevant offering documents for complete information.

The following outlines the risks specific to Real Property:

- *Real Estate Market Risk:* The value of the real estate property is generally appraised upon purchase. Over time, the value of the real estate property can vary widely depending on market conditions. There is no guarantee or assurance that the carried value reflects a value that a buyer would be willing to pay.
- *Foreclosure Risk:* If the real estate investments are obtained by a loan and the borrower is unable at any time to make the loan payments, it may cause the holder of the note to foreclose or take other actions to protect their investment.

Additional risks include economic conditions, neighborhood values, interest rates, the supply of and demand for properties of like kind, the ability of the borrower to obtain necessary alternative financing and certain city, state and/or federal regulations. Investing in any general real estate investment also is subject to possible loss due to uninsured and unpredictable losses from acts of nature or systemic shocks such as earthquakes, floods, tsunamis, terrorist attacks, and acts of war. Clients should carefully review the risk factors section in the relevant offering documents for complete information. These risks are in addition to the principal risks associated with investing in a private investment vehicle, which are outlined in their respective offering materials provided to clients prior to investing.

The following outlines risks relevant to Bridge Loans:

Oakhurst or other third parties may independently request that certain ultra-high-net-worth clients contemplate bridge loan opportunities. See Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information. LAL may play a role on behalf of clients exploring these opportunities. There are material risks involved in bridge loan investment opportunities. Bridge loan opportunities are high risk investments that are only suitable for clients that can tolerate complete loss of the Bridge loan, which may be in upwards of \$10 million.

A bridge loan is a short-term investment which provides interim financing until next stage or permanent financing is made available. Bridge loans are typically for and provided to Oakhurst and are used for Oakhurst-affiliated investments, namely to purchase commercial real estate or to develop a property and may offer a higher rate of return than other investments. Bridge loans have substantial risks and there is no guarantee that, for example, Oakhurst-affiliated investments will be formed, completed, or meet client expectation on performance. Clients considering bridge loans should consult with their legal counsel prior to committing to a bridge loan.

The following outlines risks relevant to Oakhurst-affiliated investments:

- *Concentration Risk:* Notably, the majority of Oakhurst investors originate from LAL, which causes a potential bias in the level of due diligence provided by LAL related to the fund investments. This is mitigated through due diligence to evaluate the strength of the underlying investment opportunities. As LAL and Oakhurst have overlapping ownership, efficiencies can be created through due diligence by both or either entities. LAL's and Oakhurst's affiliation, however, does create potential conflicts of interest. Furthermore, due to the concentration

of clients in the Oakhurst-affiliated investments, certain risks exist related to Oakhurst's reliance on LAL to fund its offerings, and there is the potential for LAL investment adviser representatives to be biased in their recommendations to the Oakhurst-affiliated investments in order for certain real estate deals to close. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

- *Control Risk:* In addition, in most if not all cases, the Oakhurst-affiliated investments are minority investors in the underlying opportunity and do not have management rights or voting control rights. Therefore, investors in the Oakhurst-affiliated investments do not have the power to exercise significant control over the activities of the underlying company, and thus, must rely upon the judgment and experience of the underlying company and its managers, officers, directors, employees and affiliated individuals and entities.

Additional conflicts of interest and policies to address those conflicts are disclosed in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

ITEM 9: DISCIPLINARY INFORMATION

LAL is required to disclose all material facts regarding any legal or disciplinary events in the past ten years that would be material to a client's or prospective client's evaluation of LAL or the integrity of its management. LAL does not have any of these legal or disciplinary events and thus has no information to disclose with respect to this Item 9.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Other Financial Industry Activities

1. Registered Representative Affiliations

Mr. Kushner, LAL's Chairman, Senior Managing Director, and CEO, is an ISC RR and branch manager. ISC is a SEC-registered broker dealer and FINRA member. LAL and ISC are separate, non-affiliated entities. Mr. Kushner conducts securities brokerage and related business through ISC and receives commissions and other fees as a result. As an ISC RR, Mr. Kushner may introduce money managers to other unaffiliated broker dealers and introduces potential clients to money managers who may direct trades to such broker dealers. Mr. Kushner may also recommend Alternative Investments in his capacity as an ISC RR. For these referrals, Mr. Kushner receives commissions on trades through the introduced broker dealer or portion of fees from the Alternative Investment. As such, Mr. Kushner has a potential conflict of interest as these fees may influence him to recommend these investments over others. *See* Item 11 (Conflicts of Interest, Potential Conflicts of Interest) for further information.

2. Independent Contractors / Outside Activities

LAL has engaged independent contractors who serve as LAL IARs, Scott Gunn and Natalie Hocott. These IARs are also associated with outside, unaffiliated investment advisory and broker dealer firms. Mr. Gunn is a senior manager and LGT Financial Advisors, LLC (“LGT”) IARs, an SEC-registered investment advisor, and an ISC RR.

Craig Sheftell, another LAL IAR, performs advisory services on behalf of LAL as an independent contractor and is a Fallbrook Capital Securities Corporation RR.

All of the above-identified individuals conduct business through their outside investment advisory and brokerage firms. They also receive compensation for doing so. Although they devote as much time to the business and affairs of LAL as is necessary to perform their duties, they also devote a significant amount of time to performing services for the outside businesses. The dual roles and additional compensation create potential conflicts of interest because their obligations to the outside businesses take time away from their LAL duties. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

3. Passive Ownership Interests / Passive Investment Affiliations

- *K&W*: K&W is a passive owner of LAL. K&W also is a client. Due to these relationships, potential conflicts of interest exist in that K&W will receive benefits not available to other clients. *See* Item 4 (Advisory Business) for further information.
- *1001*: 1001 is a passive owner of LAL. 1001 also is affiliated with a LAL client. Due to these relationships, potential conflicts of interest exist in that K&W will receive benefits not available to other clients. *See* Item 4 (Advisory Business) for further information.
- *Lido Flamingo, LLC (“LF”)* was created to purchase and hold minority interests in real estate-related investments. LF members include Mr. Kushner, Mr. Ozur, Mr. Westheimer, Ms. Weinberger, and their family members. Mr. Kushner and Mr. Ozur serve as LF’s Managing Members. In certain circumstances, LF makes investments that result in significant minority interests in those investments. These investments generally do not meet the investment criteria for the majority of other LAL clients due to investment size or risk. Certain clients, however, have made the decision to participate in the same investments as LF. In those circumstances, clients make those investments on the same terms as LF.
- *AG Associates, LLC (“AG”)* is co-managed by Mr. Goldman. He and certain LAL clients are members and managers of AG. Pursuant to the Oakhurst Consulting Agreement, formerly an agreement between S&R and LAL, AG is to invest up to \$250,000 into any Oakhurst-affiliated investment, which is intended to be a side-by-side investment with clients. LAL principals or entities owned or controlled by them are members of AG and have invested in AG opportunities in the past. The LAL clients, including those that are managers, became involved or associated with AG prior to them becoming LAL clients.

- LAL recommends investments in *Mapleton Capital Management, LLC* (“Mapleton”), a hedge fund, of which Mr. Goldman is a principal. Mapleton also sublets space from LAL.
- *Lido Bellagio, LLC* (“LB”) was created to participate in a variety of investment opportunities, including, among others, equity investments, Alternative Investments, and real estate investments. LB members include Mr. Kushner, Mr. Ozur and Ms. Weinberger. Members may invest at their individual discretion. In general, investments made by LB do not meet investment criteria applicable to the significant majority of clients due to, among other things, investment size or risk. Certain clients, however, have made the decision to participate in the same investments as LB. In those circumstances, clients make those investments on the same terms as LB.
- *Archway Realty* (“Archway”) is a real estate company created by Scott Weiss. Mr. Weiss is also a client. Clients and LAL IARs or entities controlled by those IARS have invested in real estate operated by Archway. Certain clients participate in the same investments as those made by Archway. In each case where a client invests in an investment sponsored or operated by Archway, that client does so on the same terms as participating LAL professionals.
- *Lakeside Housing* (“Lakeside”) is a real estate investment fund organized to purchase and operate apartment buildings. LAL is entitled to receive a carried interest from Lakeside pursuant to a written agreement with the Lakeside operator. Clients and LAL principals, through LF (which holds a minimal, minority interest), are investors in Lakeside, and participate in this investment on the same terms and conditions. See Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.
- *Oakhurst* is a registered investment adviser to a mutual fund and real estate-related private funds. Members and partial owners of this affiliated investment adviser include Mr. Kushner, Mr. Ozur, Ms. Weinberger, Mr. Westheimer, Mr. Stern, Jeff Garden, and Jason Lee. Mr. Goldman, Mr. Itskowitch, and Mr. Ng also became Oakhurst principals when S&R merged with Oakhurst in June 2018. See Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.
- *Other Passive Investments/Affiliations* – LAL principals are from time to time introduced to certain investment opportunities from their clients, from family members of their clients, and from a variety of other sources. The principals conduct their own independent due diligence and obtain approval from LAL’s CCO to participate in these investments. Most if not all of these investments are deemed too speculative for clients. In instances where LAL believes that the opportunity is suitable for clients, they will establish the criteria for determining suitability and then obtain an indication of interest from those clients. See Items 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

4. Subletting Activities

LAL subleases office space to multiple subtenants, including Oakhurst. The rental fees, activities performed by certain subtenants, and the proximity of the subtenants to LAL create potential conflicts of interest. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest).

B. Affiliations

Mr. Kushner is also the founder and President of Lido Consulting, Inc., a consulting firm specializing in providing education and other services to family offices and high-net-worth individuals. Lido Consulting does not provide investment advice or offer, purchase, or sell securities. Mr. Kushner also is a member and partial owner of an affiliated investment adviser, Oakhurst.

Mr. Kushner also serves as the managing member for several limited liability companies that invest in commercial and residential real estate, both directly and through investments in private limited partnerships, including certain Alternative Investments with client investments. The LLC members are family members and close friends and the main purpose of each LLC is passive real estate investing. While Mr. Kushner serves as the managing member for the LLCs, he is not involved in the day to day management of the various properties. Additionally, Mr. Kushner serves as trustee to two family related trusts and CFO to a family foundation, and all three are clients of LAL. Also, Mr. Kushner serves as CFO and is a shareholder of a California corporation that performs real estate management services. This company does provide management services to some of the real estate invested in by the family LLCs. Mr. Kushner spends less than 10% of his work time performing his duties for these outside entities.

Mr. Westheimer, a Senior Managing Director, is also the owner of 10 Fifteen Consulting, which is a sole proprietor that provides non-investment related business consulting services. Additionally, Mr. Westheimer is a managing member of a limited liability company, which invests in various commercial and residential real estate, both directly and through investments in private limited partnerships, including certain Alternative Investments with client investments. Mr. Westheimer spends less than 5% of his time on his outside business activities.

Mr. Ozur also provides back office, accounting and related services to certain Alternative Investments, including Private Funds managed by Mapleton Capital Management, LLC and related entities, and Thomas James Capital (TJC),¹⁰ in which certain clients have invested. Mr. Ozur also is a member and partial owner of Oakhurst. Additionally, Mr. Ozur is a managing member of a limited liability company that invests in commercial and residential real estate, both directly and through investments in private limited partnerships, including certain Alternative Investments with client investments. Mr. Ozur spends less than 5% of his time on these outside business activities.

Mr. Stern is the owner of Asset Planning Solutions, Inc. (“APS”), an insurance agency. As the owner of the insurance agency, Mr. Stern receives a portion of the fees or commissions received

¹⁰ TJC is a fund managed and operated by Richard Goldman. *See* Items 4 (Advisory Business) and 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

by the agency. Some of these fees or commissions are generated by insurance products sold to LAL clients, among others. Additionally, Mr. Stern serves as the Managing Director for APS Holdings, Inc. (“APS Holdings”), the holding company for APS. Also, through 5X International, LLC (“5X International”), in addition to his role as Senior Managing Director, Mr. Stern is a consultant/business manager and also has authored and published several books and DVDs on money management. From time to time, he hosts various personal finance and financial planning television and radio shows and also periodically serves as a consultant for various companies through 5X International. As noted above, Mr. Stern is also an Oakhurst principal. Mr. Stern receives no compensation from Oakhurst.

Mr. Kushner, Mr. Ozur, Ms. Weinberger, and Mr. Westheimer invest through affiliated entities in Alternative Investments in which clients also invest, which creates a potential conflict of interest. Certain Alternative Investments, including Private Funds, are limited by the number of investors due to, among other things, applicable law and regulations or the investment’s structure. LAL principals’ investments under these circumstances may result in a displacement of a client. In other words, LAL principals’ investment will have used a “slot” that would otherwise have been available to a client. LAL addresses and mitigates the potential conflicts through its Code of Ethics that includes pre-approval and reporting requirements of certain personal securities transactions by LAL principals, directors, officers, agents or employees (“Associated Persons”), including Alternative Investments, and through disclosures to clients.

Ms. Weinberger, who is a LAL IAR and a partial owner of LAH, the parent company of LAL, also is a member and partial owner of Oakhurst and a partial owner of Lido Consulting, Inc.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics Summary

LAL has adopted a Code of Ethics (“Code”) in compliance with Advisors Act Rule 204A-1. The Code establishes standards of conduct for supervised persons and includes general requirements that supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, potential conflicts of interest and confidentiality of client information. The Code reflects policies reasonably designed to prevent the unlawful use of material, non-public information by LAL or any of its associated persons. The Code also requires that certain of LAL’s personnel (called “Access Persons”) report their personal securities assets and transactions and obtain pre-approval of certain investments, including initial public offerings and limited offerings. Other than certain exceptions that are outlined in the Code, LAL’s Access Persons generally may not effect transactions for themselves or for their immediate family members (i.e., spouse, minor children, and adults living in the same household as the Access Person) within three (3) business days before and one (1) business day after any client transaction in the same security.

The Code also requires supervised persons to report any violations of the Code promptly to the CCO. Each supervised person receives a copy of the Code and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must

certify that he or she complied with the Code during that year. LAL will provide a copy of its Code of Ethics to any client or prospective client upon request.

Consistent with the Code, the following is a summary of LAL’s potential conflicts of interest:

LAL-related potential conflicts of interest	
Entities/Individuals	Description
K&W, LLC	K&W, LLC (“K&W”) is a client and minority owner of LAL. K&W participates in LAL’s profitability and has certain limited ownership rights. K&W, however, is not involved in LAL’s day-to-day operations. As both a client and LAL owner, there are significant, potential conflicts of interest, including, but not limited to, LAL favoring K&W over other clients or LAL providing preferential or sole access to certain recommended investments. K&W and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and do invest in certain investments that would not be suitable for all but a few clients.
1001 Development, LLC	1001 Development, LLC (“1001”) is an affiliate of a LAL client and minority owner of LAL. 1001 participates in LAL’s profitability and has certain limited ownership rights. 1001, however, is not involved in LAL’s day-to-day operations. As both a client and LAL owner, there are significant, potential conflicts of interest, including, but not limited to, LAL favoring 1001 over other clients or LAL providing preferential or sole access to certain recommended investments. 1001 and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and does invest in certain investments that would not be suitable for all but a few clients.
Oakhurst Advisors, LLC	LAL principals formed a separate but affiliated SEC-registered investment advisor, Oakhurst, which advises a mutual fund, Oakhurst Strategic Defined Risk Fund (“OASDX”). Although LAL does not currently offer OASDX to any client, with the exception of K&W and its affiliates, LAL may do so in the future. K&W is a minority owner of LAL and Oakhurst. LAL’s potential conflict of interest arises as LAL benefits from the sale of OASDX shares and LAL principals must spend a portion of their time working at Oakhurst and on, among other things, OASDX. Should LAL recommend OASDX to clients, LAL will earn fees for managing client assets and LAL principals, by virtue of their Oakhurst ownership, may earn fees on OASDX sales. In those circumstances, LAL will evaluate both LAL’s and Oakhurst’s

	<p>fees to determine the appropriate fee rebate or waiver in order to mitigate these potential conflicts of interest.</p> <p>In June 2018, Oakhurst and S&R Real Estate Advisors, LLC (“S&R”), an investment adviser managing a number of private, real estate-based funds, entered into a business combination and are now known as Oakhurst Advisors, LLC. Prior to this transaction, LAL clients invested in S&R-affiliated funds. Prior to this business combination, LAL did not earn any additional direct or indirect compensation from LAL client investments in S&R-affiliated funds.</p> <p>Following this business combination, LAL intends to continue recommending these private funds and future private funds now managed by Oakhurst, provided that these private funds meet LAL’s suitability and other requirements. LAL will continue to only earn its asset management fee on client investments in Oakhurst-affiliated funds. Any LAL principal that is also a principal of Oakhurst is specifically precluded from receiving any revenue derived from an Oakhurst-affiliated funds’ management fee earned from any LAL client investment. In certain Oakhurst-affiliated funds, Oakhurst may negotiate an economic or equity stake in the funds’ managing members. Oakhurst may earn a portion of performance fees, among other fees, as a result. As LAL principals also own, in varying percentages, Oakhurst, this arrangement may result in LAL principals receiving a proportional share of these accrued performance and other fees. LAL principals’ receipt of this direct compensation is a potential conflict of interest. Oakhurst will disclose the existence of any such arrangement in the relevant offering materials.</p> <p>There is also the possibility that LAL’s recommendation of Oakhurst-affiliated funds to LAL clients will indirectly benefit LAL principals who are also Oakhurst principals by increasing Oakhurst’s assets under management and thus increasing Oakhurst’s enterprise value. Relatedly, LAL principals that are also Oakhurst principals may favor Oakhurst-affiliated funds over other alternative investments in order to increase Oakhurst’s enterprise value, which would cause these LAL principals’ ownership interest in Oakhurst to appreciate. LAL will continue to monitor this potential conflict of interest and address as appropriate. LAL will request specific consent for investment in all Oakhurst-affiliated funds. Other Oakhurst-related potential conflicts of interest include:</p>
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	<p><i>Shared Premises and Address:</i> Oakhurst is a LAL subtenant. LAL and Oakhurst share use of various common areas.</p> <p><i>LAL's Relationship to the Oakhurst-affiliated investments' Bridge Loan Lender:</i> Oakhurst may obtain or has obtained bridge loans from certain clients ("Bridge Loan Lender") that have or will be used to secure certain underlying assets of Oakhurst-affiliated investments prior to being opened to other clients for investment. To date, the only Bridge Loan Lender has been K&W, which is a part owner of Oakhurst. For those Oakhurst-affiliated investments involving the Bridge Loan Lender, the Bridge Loan Lender will receive interest during the loan's duration. Oakhurst makes these interest payments from subsequent investments. Typically, if the loan is not fully paid by a date certain, the remaining balance is converted into an equity stake in the fund. Oakhurst has provided in the past and may provide in the future due diligence services to the Bridge Loan Lender regarding several investment opportunities unrelated to the Oakhurst-affiliated investments. Additionally, the Bridge Loan Lender shares in revenues generated by LAL. Potential conflict of interest exists in that the Bridge Loan Lender may receive an investment opportunity and economic benefit unavailable to other clients, and the placement of Oakhurst-affiliated investment with other clients directly results in the repayment of the portion of the outstanding principal of the loan. Any bridge loans and any use of equity offering proceeds to redeem those loans are specifically disclosed in offering materials relating to Oakhurst-related funds.</p> <p><i>LAL and Oakhurst Compliance functions:</i> LAL's and Oakhurst's General Counsel and CCO is the same individual and many of their compliance functions are performed by dual LAL and Oakhurst employees. Both entities' overlapping compliance functions can result in potential conflicts of interests, including, but not limited to, the allocation of resources dedicated to the respective entities' compliance functions, LAL clients being disadvantaged by the potential bias in favor of LAL or Oakhurst, and the relationship between LAL and Oakhurst results in potential unidentified compliance risks. LAL will remediate these potential conflicts of interests by enhancing its conflict of interest policies and procedures.</p>
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<p>Ken Stern & Associates APS Holdings, Inc. APS Solutions, Inc. Ken Stern Brendan Van Cleve Jeff Christie Eric Hoffman</p>	<p>On January 1, 2019, LAL and Ken Stern & Associates (“KS&A”), a previously unaffiliated SEC-registered investment advisor located in San Diego, California, consummated its business combination. Among other events, KS&A has withdrawn its SEC registration, assigned its clients to LAL, and ceased operations.</p> <p>APS Holdings, Inc. is a partial owner of LAL and its members are Ken Stern, Brendan Van Cleve, Jeff Christie, and Eric Hoffman. APS Holdings wholly owns APS Solutions, Inc., a California-registered insurance company. Certain LAL clients obtain insurance products through APS Solutions and its affiliates that will result in compensation earned by APS Solutions and its affiliates. In addition, APS Solutions may earn compensation from referrals to other insurance companies or insurance-related services or products sold to or involving LAL clients.</p>
<p>LAL Subletting Relationships</p>	<p>LAL receives rental payments for subletting space to certain clients and strategic partners. This relationship may give rise to certain conflicts:</p> <p><i>Potential Conflicts Created by Receipt of Additional Rental Fees:</i> While these sublease arrangements were done at arm’s length, subtenants pay LAL a rental rate per square foot that exceeds the rate that LAL pays to its landlord. The increased rental rate compensates LAL for the subtenant’s use of common areas, certain office equipment, phone and internet licenses, and administrative and support services. Certain subtenants perform advisory services on behalf of LAL and its clients and LAL’s receipt of higher rental fees creates a potential conflict of interest in that LAL can be incentivized to utilize subtenants for advisory services as opposed to other similarly-situated providers who do not pay rent to LAL.</p> <p><i>Potential Conflicts Due to Activities between Subtenants and LAL:</i> Although subtenants’ activities are conducted independently of LAL, there exist potential conflicts of interest between LAL and certain subtenants due to certain interactions and agreements. Specifically, Mapleton Capital Management, LLC (“Mapleton”) is a subtenant of LAL that performs advisory activities on behalf of LAL and its clients and has pre-existing business relationships with LAL personnel.</p> <p>Mapleton is an unaffiliated California-registered investment adviser. LAL has entered into a sub-advisory arrangement with Mapleton whereby LAL will delegate active discretionary</p>

	<p>management of all or part of a discretionary client’s assets to Mapleton. Mapleton pays Ozur Consulting, LLC, an entity controlled by Mr. Ozur, to provide accounting and back-office support. Mr. Ozur also served as a Mapleton Vice President prior to joining LAL in 2009. Finally, Mr. Goldman, a member of Mapleton, is also an Oakhurst principal. This creates potential conflicts of interest in that there may be an incentive for LAL to sublet space to Mapleton and utilize Mapleton as a sub-advisor for client assets, even though Mapleton’s rates for these sub-advisory services may not be the lowest rates in the market. To mitigate such potential conflicts, LAL does not assess higher fees on Mapleton-managed client assets than LAL-managed assets and does not assess Mapleton’s sub-advisory fees in addition to LAL advisory fees.</p>
<p>Client-Sponsored or Operated Alternative Investments</p>	<p>Clients or their relatives have sponsored or operated Alternative Investments that certain LAL principals have invested in, including, but not limited to, 11905 Alpheus LLC, Champion Greenhill, Cottages, Fossil Creek RE, Overton Trails, Redwood, Scotchmore Green, Victory, Vieux Coulee, and West Gate Series LLC. LAL principals were and continue to be passive investors. This creates a potential conflict of interest as LAL may be incentivized to recommend these investments that may result in a direct or indirect benefit to other clients or their relatives.</p>
<p>Alternative Investments compensation to LAL for providing specific services</p>	<p>LAL also has entered into business arrangements for certain services with certain Alternative Investment affiliates. Certain Alternative Investment affiliates have also entered into business arrangements for certain services with LAL principals or employees. These services generally are not directly related to the Alternative Investments. A potential conflict of interest exists since LAL recommends these Alternative Investments to clients.</p>
<p>Alternative Investments Allocation Practices</p>	<p>The Alternative Investments that LAL recommends are generally considered limited offerings due to a limited aggregate investment amount or total number of investors. In certain instances, there will be more clients interested in investing in these Alternative Investments than space available. LAL attempts to allocate client investments to these Alternative Investments fairly and equitably and as clients’ individual financial wherewithal, sophistication, and risk tolerance may vary, LAL’s allocation decisions may be subjective. Not all clients who are interested in investing in</p>

	<p>these Alternative Investment may have an opportunity to do so.</p> <p>Further, Oakhurst has an independent fiduciary duty to its funds, which are its clients, and must allocate investors in its funds consistent with its duty. LAL's allocation policies and procedures may be different than and conflict with Oakhurst's policies and procedures. As LAL principals are also Oakhurst principals, instances where the outcome of LAL's and Oakhurst's allocation policies and procedures differ – LAL may present certain clients for investment in Oakhurst-affiliated funds in accordance with its allocation policies and procedures but Oakhurst may allocate LAL client investments differently, either in order of or amount of investment – presents a potential conflict of interest.</p> <p>Finally, there may be instances where LAL principals invest in these Alternative Investments. These investments may result in clients not being able to invest due to the above-described limitations.</p> <p>These situations present potential conflicts of interest. LAL mitigates these potential conflicts by additional policies and procedures relating to Alternative Investment allocations. See Item 12.D (Alternative Investment Allocation) for further information.</p>
<p>Soft Dollars and Other Brokerage-related Compensation or Benefits</p>	<p>LAL enters into soft dollar arrangements whereby brokerage transactions are directed to certain broker dealers in return for investment research products or services. Although customary, these arrangements give rise to potential conflicts of interest, including the incentive to allocate securities transactional business to broker-dealers based on the receipt of such benefits rather than on a client's interest in receiving most favorable trade execution. Additionally, LAL generally recommends that clients use Fidelity, Schwab, or TD Ameritrade, as their custodial broker dealer. Fidelity, Schwab, and TD Ameritrade make available to LAL other products and services that benefit LAL but do not directly benefit clients. LAL has an incentive to recommend that clients maintain their assets in accounts at Fidelity, Schwab, or TD Ameritrade due to the benefit to LAL and the availability of some of the products and services provided, which creates potential conflicts of interest.</p>
<p>Solicitors and Compensation for Client Referrals</p>	<p>LAL has entered into written agreements with individuals and organizations to refer clients to LAL for compensation. These solicitor agreements comply with the requirements of Rule 206(4)-3 of the Advisers Act. Although the specific terms of</p>

	each agreement may differ, LAL generally provides compensation to these individuals calculated based on a portion of the Asset Management fee, when a prospective client becomes a client, and how long that client stays with LAL.
Third-party-related potential conflicts of interest	
Entities/Individuals	Description
Investment Securities Corporation Greg Kushner	Investment Securities Corporation (“ISC”) is a SEC-registered broker dealer and FINRA member. LAL and ISC are unaffiliated and separate entities. Certain LAL IARs are also ISC Registered Representatives (“RRs”). In certain circumstances, LAL IARs in their capacity as ISC RRs receive commissions when a client invests in certain Alternative Investments. Mr. Kushner, LAL’s Chairman and CEO, is an LAL IAR, ISC RR and ISC branch manager. ISC is an SEC-registered broker dealer and FINRA member. Mr. Kushner conducts securities brokerage and related business through ISC and receives commissions and other fees as a result. As an ISC RR, Mr. Kushner may introduce money managers to other unaffiliated broker dealers and may introduce potential clients to money managers who may direct trades to such broker dealers. This creates a potential conflict of interest in that the LAL IARs may be incentivized to recommend the Alternative Investment based on the compensation received, rather than on the client’s investment goals and objectives. LAL mitigates this potential conflict by requiring the transfer of any of these commissions to LAL, and thereafter, LAL offsets the advisory fee for that client’s account by the commission amount. A client will not receive the offset if the client relationship ends before LAL has an opportunity to account for these commissions.
LGT Financial Advisors, LLC Scott Gunn Natalie Hocott	LGT Financial Advisors, LLC (“LGT”), is a SEC-registered investment advisor located in Dallas, Texas. Scott Gunn, and Natalie Hocott are LGT IARs that also serve as LAL IARs as independent contractors. Mr. Gunn is also an ISC RR. Mr. Gunn and Ms. Hocott provide investment advice to LAL clients and also conduct business through LGT and ISC. They receive compensation from LAL, LGT, and ISC. These relationships present potential conflicts of interest. Although they devote as much time to the business and affairs of LAL as is necessary to perform their duties, they also devote a significant amount of time to performing services for the outside businesses. Their obligations may take time away

	<p>from their LAL duties and their compensation arrangement may result in them favoring LGT clients over LAL clients.</p>
<p>Fallbrook Capital Securities Corp. Craig Sheftell</p>	<p>Craig Sheftell, a LAL IAR, performs advisory services on behalf of LAL as an independent contractor and is a Fallbrook Capital Securities Corporation (“Fallbrook”) RR. Fallbrook is an SEC-registered broker dealer and FINRA member. Mr. Sheftell conducts business through Fallbrook and receives compensation for doing so. His relationships present potential conflicts of interest. Although he devotes as much time to the business and affairs of LAL as is necessary to perform his duties, he also devotes a significant amount of time to performing services for Fallbrook. His obligations may take time away from his LAL duties and his compensation arrangement may result in them favoring Fallbrook clients over LAL clients.</p>
<p>Richard Goldman Mapleton Capital Management, LLC</p>	<p>LAL recommends Alternative Investments sponsored or operated by Oakhurst, the affiliated SEC-registered investment advisor that entered into a business combination with S&R in June 2018. Many LAL clients have invested in real estate-related private funds that were sponsored or operated previously by S&R and are now sponsored or operated by Oakhurst. Mr. Goldman, who was a S&R principal and is now an Oakhurst principal, has long-standing relationships with LAL principals. This relationship and the resulting business arrangements result in significant, potential conflicts of interest:</p> <p>Other of Mr. Goldman’s relationships that may present potential conflicts of interest include:</p> <p>Mr. Goldman and certain LAL clients are members and managers of AG. Pursuant to the Oakhurst Consulting Agreement, AG is to invest up to \$250,000 into any Oakhurst-affiliated investment, which is intended to be a side-by-side investment with clients. LAL principals or entities owned or controlled by them are members of AG and have invested in AG opportunities in the past. The LAL clients, including those that are managers, became involved or associated with AG prior to them becoming LAL clients.</p> <p>LAL recommends investments in Mapleton, a hedge fund, which Mr. Goldman is a principal. Mapleton also sublets space from LAL.</p>

	<p>Mr. Goldman introduced LAL to almost all of its current subtenants. Pursuant to the Oakhurst Consulting Agreement, Mr. Goldman benefits from LAL recommendations to its clients to invest in Oakhurst-affiliated investment.</p> <p>Collectively, there are significant business dealings between LAL, its principals and Mr. Goldman – Mr. Ozur has been involved in various business dealings with Mr. Goldman for over 20 years –that benefit Mr. Goldman and may cause a bias in favor of Mr. Goldman or his affiliates. LAL mitigates these potential conflicts of interest with policies and procedures relating to this relationship.</p>
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B. Participation or Interest in Client Transactions

LAL’s policy prohibits principal transactions or agency cross transactions on behalf of clients. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

Based upon a client’s stated objectives, LAL may, under certain circumstances, recommend the purchase or sale of securities in which LAL or its affiliates have invested personally. These recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the client. Importantly, as part of LAL’s fiduciary duty to clients, LAL and its Associated Persons will endeavor at all times to put the interests of the clients first and at all times are required to adhere to LAL’s Code. See Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information. LAL and its Associated Persons also invest personally in certain securities that are purchased for clients, including Private Funds. LAL’s Code contains certain requirements designed to address the potential conflicts that arise with regard to personal trading by LAL or its Associated Persons. For example, other than certain exceptions as outlined below, when LAL is purchasing or considering for purchase a security on behalf of a client, no Associated Person may knowingly effect a transaction in that security within three (3) business days before and one (1) business day after any client transaction in the same security. The exceptions include: (i) when the Associated Person’s transaction is aggregated with client transactions and the Associates Person receives the same average price as all client participating in such aggregated transaction, (ii) a limited amount of shares of any common stock listed on the S&P 500 Index; (iii) when pre-approved by the CCO or designee; (iv) direct obligations of the Government of the United States; (v) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (vi) shares issued by mutual funds or money market funds; and (vii) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

There also are times when LAL's Associated Persons buy and sell certain securities for their own accounts based on personal investment considerations, which LAL does not deem appropriate to buy or sell for clients.

ITEM 12: BROKERAGE PRACTICES

The following discussion summarizes the material aspects of LAL's practices for the recommendation of custodians and the selection of broker dealers to execute client transactions.

A. Selection Criteria

LAL does not maintain physical custody of clients' assets although we are deemed to have custody of clients' assets where the client has given us authority to debit fees from the client's account. See Item 15 (Custody) for further information. Client assets must be maintained in an account at a "qualified custodian," generally a broker dealer or bank. The custodians that LAL recommends that clients use are National Financial Services LLC ("NFC"), Fidelity Brokerage Services LLC ("FBS") ("NFC" and "FBS", collectively, "Fidelity"), Charles Schwab & Co., Inc. ("Schwab"), and TD Ameritrade, Inc. ("TD Ameritrade"), all of which are FINRA registered broker dealers and members of Securities Investor Protection Corporation (SIPC). LAL is independently owned and operated and not affiliated with any of these broker dealers. These broker dealers will hold client assets in a brokerage account and buy and sell securities at LAL's instructions. While LAL recommends that clients use one of these custodians, the client will decide whether to open an account with one of them by entering into an account agreement directly with the selected custodian. LAL does not open the custodian account for clients.

LAL will execute transactions for clients through their appointed custodian since these custodians generally do not charge custodian fees so long as transactions for clients are executed through them as broker dealer. LAL periodically evaluates the commissions charged and the services provided by the custodian and compare those with other broker dealers to evaluate whether overall best qualitative execution could be achieved by using alternative custodians. Other factors LAL considers when evaluating its choice of custodian include but are not limited to:

- Ability to trade mutual funds and other investments that LAL determines suitable for a client's portfolio;
- Any custodial relationship between the client and the broker dealer;
- Quality of customer service and interaction with LAL;
- Discount transaction rates; and
- Reliability and financial stability.

For those clients who wish to direct brokerage and select broker dealers/custodians not recommended by LAL, clients should be aware that LAL does not negotiate specific brokerage commission rates with the broker on the client's behalf or seek better execution services or prices from other broker dealers. As a result, the client could pay higher commissions and/or receive less favorable net prices on transactions for their account than might otherwise be the case, and LAL

will have limited ability to ensure that the broker dealer selected by the client will provide best possible execution.

1. Fidelity Custodian Arrangement

LAL has an arrangement with Fidelity that provides LAL with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping, and related services that are intended to support intermediaries like LAL in conducting business and in serving the best interests of their clients but that benefit LAL. LAL is not affiliated with Fidelity.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (*i.e.*, transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables LAL to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, Fidelity's commissions and transaction fees may be higher or lower than those charged by other custodians and broker dealers.

As part of the arrangement, Fidelity also makes available to LAL, at no additional charge, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by LAL within specified parameters. LAL's use of these research and brokerage services may or may not directly or indirectly benefit clients. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest).

LAL also receives certain no-cost services that do not directly benefit clients. As a result, LAL has an incentive to continue to use or expand the use of Fidelity's services, which creates a potential conflict of interest. LAL reviewed this potential conflict at the onset of its relationship with Fidelity and has determined that the relationship is in its clients' best interest. A client may, however, pay a commission or transaction fee that is higher than another qualified broker dealer might charge for that same transaction. LAL has determined that the commission or transaction fee is reasonable in relation to the value of the brokerage and research services received.

2. Schwab Custodian Arrangement

The following highlights LAL's custodial relationship with Schwab:

- *Client Custody and Brokerage Costs:* For clients' accounts that Schwab maintains, Schwab is compensated by charging the client commissions or other fees on trades that it executes or that settle into the client's Schwab account. Schwab's commission rates applicable to client accounts were negotiated based on a commitment to maintain \$10 million of clients' assets at Schwab. This commitment benefits clients utilizing Schwab because the overall commission rates a client pays may be lower than they would be if LAL had not made the commitment. In addition to commissions, Schwab charges custodial clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that LAL has had executed by a different broker dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Schwab

account. These fees are in addition to the commissions or other compensation a client pays the executing broker dealer. Because of this, in order to minimize client trading costs, LAL has Schwab execute most trades for client accounts maintained at Schwab.

- *Products and Services Available to LAL from Schwab:* Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firm. They provide LAL and the clients custodied at Schwab with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help LAL manage or administer Schwab custodied clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis and at no charge to LAL as long as we keep a total of at least \$10 million of our clients' assets in accounts at Schwab. Here is a more detailed description of Schwab's support services:
- *Services that Benefit LAL's Client:* Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which LAL might not otherwise have access or that would require a significantly higher minimum initial investment by clients. Schwab's services described in this paragraph generally benefit LAL Schwab custodied client accounts.
- *Services that Do Not Directly Benefit LAL's Client:* Schwab also makes available to LAL other products and services that benefit LAL but do not directly benefit our clients. These products and services assist LAL in managing and administering our clients' accounts maintained at Schwab. They include investment research, both Schwab's own and that of third parties. LAL can use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that provide access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution and allocates aggregated trade orders for multiple client accounts; provides pricing and other market data; facilitates payment of our fees from our clients' accounts; and assists with back-office functions, recordkeeping and client reporting.
- *Services that Generally Benefit Only LAL:* Schwab also offers other services intended to help LAL manage and further develop our business enterprise. These services include educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers. Schwab's provision of these services increases LAL's profitability as LAL would typically pay for these services from its operating revenue.

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services. Schwab also discounts or waives certain of its fees for some of these services or will pay all or a part of a third party's fees. Schwab also provides us with other benefits such as occasional business entertainment of our personnel.

LAL benefits from Schwab's services as those services are either little or no cost to LAL. Schwab provides these services at little or no cost as long as LAL maintains at least \$10 million in assets with Schwab. The \$10 million minimum gives LAL an incentive to recommend that a client maintain their account with Schwab. This is a potential conflict of interest. LAL believes, however, that our selection of Schwab as a recommended custodian and broker is in the best interests of our clients even in light of the low or no cost services.

3. TD Ameritrade Custodian Arrangement

LAL participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker dealer. TD Ameritrade offers to independent investment advisers certain services which include custody of securities, trade execution, clearance and settlement of transactions. LAL receives some benefits from TD Ameritrade through its participation in the program, which are similar to the Schwab custodian arrangement and potential conflicts of interest therefrom outlined above. See Item 14 (Client Referrals and Other Compensation) for further information.

B. Best Execution

Except as otherwise provided in the client's investment advisory agreement, LAL has full discretion to place buy and sell orders with or through such brokers or dealers as it deems appropriate. LAL's general policy is to place client trades with Fidelity, Schwab, or TD Ameritrade, and LAL will continue to do so as long as LAL believes that the broker custodian is providing the best overall value for the client and they remain competitive in relation to executions and the cost of each transaction ("best execution").

Although LAL will strive to achieve the best execution possible for client securities transactions, this does not require LAL to solicit competitive bids and LAL does not have an obligation to seek the lowest available commission cost. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker dealer's services, including among other things, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while LAL will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions. LAL is not required to negotiate "execution only" commission rates; thus the client may be deemed to be paying for research and related services (*i.e.*, "soft dollars") provided by the broker which are included in the commission rate.

To ensure that brokerage firms recommended by LAL are conducting overall best qualitative execution, LAL will periodically (and no less often than annually) evaluate the trading process and broker/custodians utilized. LAL's evaluation will consider the full range of brokerage

services offered by the brokers, which may include, but is not limited to price, commission, timing, research, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers and administrative ability.

1. Research and Other Soft Dollar Benefits

LAL selects a broker dealer in recognition of the value of various services or products, beyond transaction execution, that such broker dealer provides where, considering all relevant factors, it believes the broker dealer can provide best execution. Selecting a broker dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with “soft dollars.” The amount of compensation paid to such broker dealer (which may include disclosed markups and markdowns on riskless principal transactions with market-makers if LAL were to conduct such transactions) may be higher than what another, equally capable broker dealer might charge. Except for the benefits received from Fidelity, Schwab, and TD Ameritrade, LAL currently has no other soft dollar arrangements in place. The following discussion is intended to provide clients with certain important information regarding these practices, including the potential conflicts of interest that arise under soft dollar arrangements. *See* Item 14 (Client Referrals and Other Compensation) for further information.

The receipt of these services benefit LAL, because LAL does not have to produce or pay for the research or other products or services when it obtains such products and services by using client commissions. Although customary, these arrangements present potential conflicts of interest in allocating securities transactional business to broker dealers in exchange for soft dollar benefits, including an incentive to select or recommend a broker dealer based on LAL’s interest in receiving the research or other products or services, rather than on clients’ interests in receiving most favorable execution. Additionally, LAL may have an incentive to effect more transactions than might otherwise be the case in order to obtain those benefits. The agreements between LAL and its clients generally authorize LAL to use client soft dollars for a wide range of purposes. The extent of any such potential conflict depends in large part on the nature and uses of the services and products acquired with soft dollars.

Section 28(e) of the Securities Exchange Act of 1934 recognizes the potential conflicts of interest involved in this activity, but generally allows investment advisers to use client commissions to pay for certain research and brokerage products and services under certain circumstances without breaching their fiduciary duties to clients. For these purposes, “research” means services or products used to provide lawful and appropriate assistance to LAL in making investment decisions for its clients. “Brokerage” services and products are those used to effect securities transactions for LAL’s clients or to assist in effecting those transactions.

Consistent with obtaining best execution, brokerage transactions have been in the past, and can be in the future, directed to certain broker dealers in return for investment research and brokerage products and services which assist LAL in its investment decision-making process. LAL can cause clients to pay commissions that are higher than those that another qualified broker dealer might charge to effect the same transaction where LAL determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received.

Research and other products and services purchased with soft dollars will generally be used to service all of LAL's clients, but brokerage commissions paid by one client can be used to pay for research that is not used in managing that client's portfolio, as permitted by Section 28(e). In other words, there can be certain client accounts that benefit from the research services, which did not make the payment of commissions to the broker dealer providing the services.

Brokerage services obtained with soft dollars can include, for example, quotation and communication equipment and services, other order management systems that provide trading software or provide connectivity to such software, trade analysis software, on-line pricing services, communication services relating to execution, clearing and settlement and message services used to transmit orders.

Research and related services furnished by brokers can include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; recommendations as to specific securities; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; and discussions with research personnel, along with hardware, software, data bases and other technical and telecommunication services and equipment utilized in the investment management process. Research received by LAL under such soft dollar arrangements can include both proprietary research (created or developed by the broker dealer) and research created or developed by a third party.

As stated above, LAL recommends that clients establish brokerage accounts with Fidelity, Schwab, or TD Ameritrade to maintain custody of clients' assets and to effect trades for their accounts. Fidelity, Schwab, and TD Ameritrade are SEC-registered broker dealers and members of FINRA/SIPC. While there is no direct link between the investment advice given to clients and LAL's recommendation to use the custodial or brokerage services of these custodians, certain benefits are received by LAL due to this arrangement. See Item 14 (Client Referrals and Other Important Information) for further information.

LAL currently has a soft dollar arrangement with Fidelity and receives research products from NYSE Market, Inc. and Thomas Reuters. LAL receives soft dollar credits based upon a ratio applied to eligible equity transactions which are charged at a rate of \$4.95 per trade and calculated on a going-forward basis.

2. Directed Brokerage

If requested by a client, LAL may accept written direction from a client regarding the use of a particular broker dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker dealer, and LAL will not seek better execution services or prices from other broker dealers or be able to "batch" client transactions for execution through other broker dealers with orders for other accounts managed by LAL (as described below). LAL will have limited ability to ensure the broker dealer selected by the client will provide best possible execution. As a result, the client could pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best

execution, LAL may decline a client's request to direct brokerage if, in LAL's sole discretion, these directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker dealers.

C. Trade Aggregation and Allocation

Transactions for each client will be effected independently unless LAL decides to purchase or sell the same securities for several clients at approximately the same time. LAL performs investment management services for various clients, some of which may have similar investment objectives. LAL will aggregate sale and purchase orders with other clients, including proprietary (employee) accounts that have similar orders being made at the same time, if in LAL's judgment such aggregation is reasonably likely to result in an overall economic benefit to the affected accounts. These benefits can include better transaction prices and lower trade execution costs. LAL can (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among LAL's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. If all aggregate orders do not fill at the same price, transactions will generally be averaged as to price and allocated among participating accounts pro rata to the purchase and sale orders placed for each participating account on any given day. If these orders cannot be fully executed under prevailing market conditions, LAL will allocate the securities traded among participating accounts and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders placed, the relative cash positions of each account, clients' investment objectives, and liquidity of the security.

D. Alternative Investment Allocation

LAL recommends investments in Alternative Investments, including Private Funds, to certain clients. Generally, these investments are available only to a limited number of sophisticated investors who meet the definitions of "accredited investor" under Regulation D of the Securities Act of 1933, as amended (the "Securities Act") and "qualified client" under the Investment Advisers Act of 1940. Additionally, Private Funds are considered "limited offerings" since they only accept a limited amount of funds for investment.

When determining which clients should receive a recommendation to invest in a Private Fund, LAL considers a number of factors, including but not limited to a client's sophistication, risk tolerances and qualifications, investment objectives, and the amount of available assets. LAL's goal is to allocate in a fair and balanced manner; however, given these differing factors, the allocation of investment opportunities in Private Funds to clients is mainly subjective and not all qualifying clients will be provided an investment opportunity. Additionally, there are times when LAL Associated Persons invest in certain Private Funds that are recommended to clients. When this occurs, a potential conflict exists and to address the potential conflict Associated Persons are required to receive prior written approval by the CCO.

It is important that qualifying clients receiving a recommendation to invest in a Private Fund read the offering or private placement memorandum prior to investing to fully understand the

risks and potential conflicts pertaining to the Private Fund investment. See Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

E. Brokerage for Client Referrals

In selecting or recommending broker dealers, LAL receives client referrals from a broker dealer, which creates a potential conflict of interest. This is because LAL has an incentive to select or recommend a broker dealer based on its interest in receiving client referrals rather than on the client's interest in receiving most favorable execution.

To mitigate this potential conflict, LAL reviews and monitors execution and services provided to all clients to help ensure that the client's accounts are managed as effectively as possible and are receiving best execution.

ITEM 13: REVIEW OF ACCOUNTS

A. Periodic Reviews

LAL investment strategies are reviewed by the Investment Committee on a continuous basis. LAL reviews client assets and risk profiles on a periodic basis; IARs review client assets not less than annually. Accounts are reviewed for consistency with the investment strategy and other parameters set forth for the account and to determine if any adjustments need to be made. Financial plans are reviewed only upon request unless LAL is retained to update the plan on a recurring basis.

B. Other Reviews and Triggering Factors

In addition to the periodic reviews described above, reviews also are triggered by changes in an account holder's personal, tax or financial status. Other events that can trigger a review of an account are material changes in market conditions as well as macroeconomic and company-specific events. Clients are encouraged to notify LAL and its advisory representatives of any changes in his/her personal financial situation that might affect his/her investment needs, objectives, or time horizon.

C. Regular Reports

Custodian account statements are generated no less than quarterly and are sent directly from the account custodian. The account statement lists the account positions, activity in the account over the covered period, and other related information, including all additions and withdraws from the account. Clients also receive confirmations following each account transaction unless confirmations have been waived. These reports are provided in written form.

In addition to the regular statements clients receive from their custodian, LAL provides detailed reports concerning relevant account and/or market-related information. Our client reports generally consist of: (1) a list of client assets by class that includes the purchase date, name of security, number of shares, purchase price per share, current price per share, current market value and unrealized gain/loss; (2) the account performance; and (3) the total market value of the

account(s). If a client has more than one account, the accounts are consolidated into one report. LAL reports are provided upon client request and for “in person” client meetings.

Clients are urged to compare the statements received from LAL to those received from the account custodian.

For clients in Private Funds, those assets may not appear on their custodian statement (depending on the custodian) but they are included in account reports and statements provided by LAL. LAL’s policy for valuing these types of securities is to rely upon the valuations provided by the operator/issuer of the holding. However, there can be times when LAL does not receive an updated valuation prior to LAL sending account statements to clients. When this happens, LAL will report the last known valuation received by the issuer, or depending on circumstances, will provide a fair valuation estimate based on a good faith valuation determined by either LAL, the applicable issuer, or third-party firms. These fair valuations are unaudited and actual values can be higher or lower than the amount reported. *See* Item 5 (Fees and Compensation) for further information.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits Received

LAL enters into soft dollar arrangements whereby brokerage transactions are directed to certain broker dealers in return for investment research products or services which assist LAL in its investment decision-making process. The receipt of these services is deemed to be the receipt of an economic benefit by LAL, and although customary, these arrangements give rise to potential conflicts of interest, including the incentive to allocate securities transactional business to broker dealers based on the receipt of these benefits rather than on a client’s interest in receiving most favorable execution. *See* Item 12 (Brokerage Practices) for further information.

Additionally, LAL generally recommends that clients use Fidelity, Schwab, or TD Ameritrade as their custodian and broker of record and certain benefits are received by LAL due to these arrangements. Fidelity, Schwab, and TD Ameritrade make available to LAL other products and services that benefit LAL but do not benefit its clients’ accounts. Some of these other products and services assist LAL in managing and administering clients’ accounts. While as a fiduciary, LAL endeavors to act in its clients’ best interests, LAL has an incentive to recommend that clients maintain their assets in accounts at Fidelity, Schwab, or TD Ameritrade due to the benefit to LAL and the availability of some of the products and services provided, which create a potential conflict of interest. *See* Item 12 (Brokerage Practices) for further information.

B. Compensation for Client Referrals

LAL has entered into agreements with individuals and organizations, some of whom are affiliated with LAL, that refer clients to LAL.

All of these agreements are in writing and comply with the requirements of Rule 206(4)-3 of the Advisers Act. If a solicitor introduces a client to LAL, LAL pays that solicitor a fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding

state securities law requirements. While the specific terms of each agreement may differ, generally, the compensation will be based upon LAL's engagement of new clients and the retention of those clients and is calculated using a varying percentage of the fees paid to LAL by those clients. LAL may also pay compensation to its employees for their referrals of LAL clients, which is disclosed to the referred LAL client. Any fee is paid solely from LAL's Asset Management fee. Any solicitor introducing a prospective client to LAL is required to provide this Brochure and a separate disclosure reflecting the nature of the relationship between the solicitor and LAL and the amount of compensation that will be paid by LAL to the solicitor. The solicitor is required to obtain the client's signature acknowledging receipt of both documents. See Item 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

LAL participates in the Fidelity Wealth Advisor Solutions Program (the "WAS Program"), through which LAL receives referrals from Strategic Advisers, Inc. ("SAI"), a registered investment adviser and subsidiary of FMR LLC, the parent company of Fidelity. LAL is independent and not affiliated with SAI or FMR LLC. SAI does not supervise or control LAL, and SAI has no responsibility or oversight for LAL's provision of investment management or other advisory services.

Under the WAS Program, SAI acts as a solicitor for LAL, and LAL pays referral fees to SAI for each referral received based on LAL's assets under management attributable to each client referred by SAI or members of each client's household. The WAS Program is designed to help investors find an independent investment adviser, and any referral from SAI to LAL does not constitute a recommendation or endorsement by SAI of LAL's particular investment management services or strategies. More specifically, LAL pays the following amounts to SAI for referrals:

The sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets by SAI and (ii) an annual percentage of 0.25% of all other assets held in client accounts. For referrals made prior to April 1, 2017, these fees are payable for a maximum of seven years. Fees with respect to referrals made after that date are not subject to the seven-year limitation. In addition, LAL has agreed to pay SAI a minimum annual fee amount in connection with its participation in the WAS Program. These referral fees are paid by LAL and not the client.

To receive referrals from the WAS Program, LAL must meet certain minimum participation criteria, but LAL also has other business relationships with SAI and its affiliates, including FBS. As a result of its participation in the WAS Program, LAL has a potential conflict of interest with respect to its decision to use certain affiliates of SAI, including FBS, for execution, custody and clearing for certain client accounts, and LAL has an incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to LAL as part of the WAS Program. Under an agreement with SAI, LAL has agreed that it will not charge clients more than the standard range of advisory fees to cover solicitation fees paid to SAI as part of the WAS Program. Pursuant to these arrangements, LAL has agreed not to solicit clients to transfer their brokerage accounts from affiliates of SAI or establish brokerage accounts at other custodians for referred clients other than when LAL's fiduciary duties would so require; therefore, LAL has an incentive to suggest that referred clients and their household members

maintain custody of their accounts with affiliates of SAI. However, participation in the WAS Program does not inhibit LAL's duty to select brokers on the basis of best execution.

C. Other Compensation

LAL IARs, in their capacities as ISC RRs, receive commissions related to the sale of certain Alternative Investments and other securities sold to clients of LAL. They also receive a portion of the management and incentive fees that are paid to the Alternative Investment manager. Advisory representatives of LAL, in their capacity as ISC RRs, also receive 12b-1 payments from certain mutual funds.

Generally, all commissions and other net compensation received by LAL IARs in their capacities as ISC RRs from client transactions in certain Alternative Investments are used to offset advisory fees payable by clients of LAL. Notwithstanding the fee offset, advisory representatives of LAL have a potential conflict of interest in recommending Alternative Investments and other securities with respect to which ISC has selling agreements, due to the fact that the receipt of additional compensation can affect the judgment of these individuals when making recommendations. As part of LAL's fiduciary duty to its clients, LAL and its advisory representatives will endeavor at all times to put the interest of the clients first and will only make recommendations when they are reasonably believed to be in the best interests of the client.

Certain LAL IARs are affiliated with APS Solutions, an independent, California-registered insurance company. These LAL IARs may receive compensation from their sale of insurance products or referral of insurance products or services through APS Solutions. *See* Item 11 (Code of Ethics, Potential Conflicts of Interest).

Certain LAL IARs have outside business activities with unaffiliated registered investment advisers, unaffiliated registered broker dealers, and other firms. Consequently, these activities create potential conflicts of interest. *See* Item 10 (Other Financial Industry Activities and Affiliations) and respective LAL IAR's Form ADV Part 2B (Supplemental Brochure), for further information.

LAL subleases office space to multiple lessees. The sublease arrangements were done at arm's length; however, potential conflicts of interest are present with regards to these sub-letting arrangements. Moreover, one sub-tenant is a client that remits subletting payments to LAL directly and another is a vendor that provides research services. *See* Items 4 (Advisory Business), 5 (Fees and Compensation), 10 (Other Financial Industry Activities and Affiliations), and 11 (Code of Ethics, Potential Conflicts of Interest) for further information.

ITEM 15: CUSTODY

Pursuant to Rule 206(4)-2 of the Advisers Act, LAL is deemed to have custody of client funds, with details outlined in Item 9 of Form ADV Part 1. To mitigate any potential conflicts of interests, all client assets will be maintained with an independent qualified custodian. Generally, LAL recommends Fidelity, Schwab, or TD Ameritrade for custodial services, but from time to time, other custodians may be accepted by LAL for custody of client assets. In the case of asset management services utilizing a TPAM, the TPAM may select the custodian. In addition, for

certain clients' assets where LAL is deemed to have custody, LAL obtains annual surprise exams by an independent accounting firm.

Notably, in most cases a client's broker dealer also acts as the custodian of the client's assets for little or no extra cost. Clients should be aware, however, of the differences between having their assets held at a broker dealer versus at a bank or trust company. Some of these differences include, but are not limited to, custodian costs, trading issues, security of assets, client reporting and technology.

LAL will only implement its investment management recommendations after the client has arranged for and furnished LAL with all information and authorization regarding its accounts held at the designated qualified custodian.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to the statements provided by LAL. LAL's statements vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. *See* Item 12 (Brokerage Practices) for further information.

ITEM 16: INVESTMENT DISCRETION

A. Discretionary Authority; Limitations

LAL performs services generally on a discretionary basis, unless otherwise agreed upon at the inception of the client relationship and memorialized in the Agreement. In exercising its discretionary authority, LAL has the ability to determine the type and amount of securities to be transacted and whether a client's purchase or sale should be combined (aggregated) with those of other clients and traded as a "block." This discretion is to be exercised in a manner consistent with each client's investment objectives, risk tolerance, and time horizon. In addition, LAL's authority to trade securities can be limited in certain circumstances by applicable legal and regulatory requirements. Clients are permitted to impose reasonable limitations on LAL's discretionary authority, including restrictions on investing in certain securities or types of securities. All limitations, restrictions, and investment guidelines must be provided to LAL in writing.

B. Limited Power of Attorney

Clients authorize LAL to exercise full discretionary authority with respect to all investment transactions in their accounts upon execution of the Agreement. Among other things, the Agreement designates LAL as the client's attorney-in-fact with discretionary authority to conduct investment transactions, including, but not limited to, giving instructions to third parties in furtherance of such authority. Should a client desire to limit LAL's authority, either by designating the account as non-discretionary or other specific limitations, the client must do so in writing.

ITEM 17: VOTING CLIENT SECURITIES

LAL's policy and practice is to not vote proxies on behalf of its clients and therefore, shall have no obligation or authority to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities held in a client's account.

Consequently, the client retains the responsibility for receiving and voting all proxies for securities held within the client's account. LAL shall not be deemed to have proxy voting authority solely as a result of providing advice or information about a particular proxy vote to a client unless the account is an ERISA account and such authority has not been delegated to another named fiduciary in the plan's written documents. Furthermore, in the case of ERISA clients, while LAL generally does not vote proxies for ERISA client accounts, should proxy materials be forwarded on to LAL at the request of the plan sponsor, LAL will strive to vote the proxy in the best interest of the client. A copy of LAL's proxy voting record and policies are available upon written request by the plan sponsor.

LAL typically does not advise or act for clients with respect to any legal matters, including bankruptcies and class actions, for the securities held in clients' accounts.

ITEM 18: FINANCIAL INFORMATION

LAL does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. LAL does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to clients and has not been the subject of a bankruptcy proceeding.