



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
OFFICE OF COMPLIANCE INSPECTIONS AND EXAMINATIONS
100 F STREET NE
WASHINGTON, DC 20549-7041B

, 2019

DELIVERY VIA SECURE E-MAIL

Dear _____ :

The staff of the U.S. Securities and Exchange Commission is conducting an examination of the Adviser pursuant to Section 204 of the Investment Advisers Act of 1940 (the “Advisers Act”). The purpose of the examination is to assess the Adviser’s compliance with provisions of the Advisers Act and the rules thereunder.

Additional information about compliance examinations and the examination process is included in the enclosed brochure *Examination Information for Entities Subject to Examination or Inspection by the Commission* (SEC Form 2389, available at https://www.sec.gov/about/offices/ocie/ocie_exambrochure.pdf). Also enclosed is information regarding the Commission’s authority to obtain the information requested and additional information: *Supplemental Information for Entities Directed to Supply Information to the Commission Other Than Pursuant to Commission Subpoena* (SEC Form 1661, available at <https://www.sec.gov/files/sec1661.pdf>).

Information Requested

Please provide all of the information specified in the enclosed information request list by _____.

The staff requests that items be provided in an electronic format, to the extent possible. Additional information about the desired electronic format is included in the document request list. If the Adviser becomes aware of the need for delay in the production of any requested information,

the Adviser should immediately contact the undersigned at the telephone number indicated. During the examination, the staff may also request additional or follow-up information, and will discuss timeframes for the Adviser to produce this information.

As part of the pre-examination planning process, the staff actively coordinates examination oversight to ensure that regulatory efforts are not duplicative. If you have any concerns in this regard, please contact the undersigned.

Organizing the Information to be Provided

Please label the information so that it corresponds to the item number in the request list. If information provided is responsive to more than one request item, you may provide it only once and refer to it when responding to the other request item numbers. If any request item does not apply to your business, please indicate “N/A” (not applicable) and provide an explanation.

Data Delivery

Unless a file format is specifically requested by the exam team, please provide all requested data electronically in the file format ordinarily used and maintained by your business (i.e., “native format”). For example, if a requested spreadsheet is created by your business in Microsoft Excel, produce the file in Microsoft Excel format.

Please contact the exam team if you have any questions regarding file format or if the nature of your production requires additional data delivery guidance or technical specifications. If you are producing a Concordance load file, please ask exam staff for additional guidance.

The requested electronic data may be delivered through the following methods:

Secure and Preferred Methods:

- **Accellion.** Accellion is OCIE’s preferred file transfer system. The use of Accellion should minimize the risk of inadvertently disclosing or compromising personally identifiable information (PII). Accellion may also be quicker and less expensive than other delivery methods. The SEC External Guide for Using Accellion can be found on sec.gov or by visiting <https://www.sec.gov/about/offices/ocie/accellionguide.pdf>.
- **Secure Email.** Secure Email (smail) encrypts emails and attachments sent to the SEC. For attachments under 15MBs, smail is a preferred and secure delivery method. To use smail, you must first register with Zixmail. The SEC External Guide for Using the E-mail Encryption Solution, which includes Zixmail registration instructions, can be found on sec.gov or by visiting <https://www.sec.gov/about/offices/ocie/secureemailguide.pdf>.
- **Transport Layer Security.** If your business has created a Transport Layer Security (TLS) connection with the SEC, you may securely send the requested data via email.

Disfavored Methods:

- **Unencrypted Email.** Sending documents through unencrypted email is not secure. There is a risk it may be intercepted and revealed to outside parties. Emailing password protected files reduces the risk, but remains inferior to TLS or smail.
- **Electronic Media.** Electronic media such as hard drives, compact disks, thumb drives and laptops are also a disfavored means of data delivery. There is a heightened risk that information on electronic media could be lost or stolen. Any produced electronic media should be encrypted. If your business chooses to provide documents on electronic media, please provide passwords separately either via email or in a separate cover letter from the electronic media. Please be advised that such electronic media may be retained, returned or destroyed.

Your cooperation is greatly appreciated in the examination process.

Sincerely,

Office of Compliance Inspections & Examinations

Enclosures:

- Examination Information Request List
- Examination Information Brochure (SEC Form 2389)
- Supplemental Information (SEC Form 1661)
- Exhibit 1: Trade Blotter and Portfolio Starting Positions - List of Requested Fields

Examination Information Request List

Examination Period

Information is requested for the period _____ (the “Examination Period”), unless otherwise noted.

Organizing the Information to be Provided

Please provide the requested information by _____, 2019. Please organize your information so that it corresponds to the item number in the request list. If information provided is responsive to more than one request item, you may provide it only once and refer to it when responding to the other request item numbers. If any request item does not apply to your business, please indicate “N/A” (not applicable). We prefer receiving information in electronic format. We request electronic records to be sent to us via our secure email system or through our secure file uploading system (“Accellion”) for which we will send you links via secure email.

Requests

General Information

1. A copy of Registrant’s organization chart showing: ownership percentages and control persons; a schedule or chart of all affiliated entities; the structure by name and title of the management team and the compliance department. Include all entities that are commonly controlled by, or under common control with, Registrant.
2. A list of all legal entities affiliated with Registrant, if not previously listed in Registrant’s organization chart.
3. A list of current employees, partners, officers, and/or directors and their respective titles, and when each person started at Registrant.
4. List of entities Registrant shares office space with.
5. Part 2B of Form ADV furnished to clients during the Examination Period and any disclosure document used in conjunction with or in lieu of Part 2B.

6. Names of any of Registrant's officers, employees, and/or directors who resigned, were disciplined, and/or terminated during the Examination Period and information regarding the reason for their departure.
7. A list of the names of any joint ventures or any other businesses in which Registrant or any officer, director, portfolio manager, or trader participates, has any interest (other than their employment with Registrant), or is an officer or director, including a description of each relationship.
8. Names of any publicly traded companies for which employees of Registrant serve as officers and/or directors, and the name(s) of such employees.
9. List of all committees, the members of each committee, and the responsibilities of each committee and all committee minutes for the Examination Period.
10. A list of threatened, pending, and settled litigation or arbitration to which Registrant or a related or supervised person was a party during the inspection period. Provide a description of the allegations forming the basis for each issue, the status of each pending issue, and a brief description of any "out of court" or informal settlement. If none, please provide a written statement to that effect.
11. If applicable, an inventory of supporting documentation evidencing custody of investment assets maintained at Registrant (i.e., safety deposit box on-site or at a bank).
12. The names and location of all service providers/consultants (including affiliates) and the services they perform for Registrant. In addition, please provide copies of the most recent agreement in effect during the Examination Period.
13. A list of all parties that received compensation/remuneration for referring prospective clients or investors to Registrant, the fees received by each party during the Examination Period, and a list of current clients introduced by these parties.
14. Any correspondence with the staff of the Commission or other regulatory agencies.

Information Regarding Registrant's Compliance Program, Risk Management, and Internal Controls

15. A copy of Registrant's compliance manual, all compliance policies and procedures, and standard operating procedures that were in effect during the Examination Period.
16. Annual compliance reviews for **and** **(if completed)**.
17. Any annual and interim reports, or other summary documents, regarding the review of Registrant's compliance program for **calendar years** **and** .
18. Any internal audit review schedules and completed audits during the Examination Period.
19. A record of any breach with Registrant's compliance policies and procedures during the Examination Period and of any action taken as a result of such non-compliance.
20. A list of compliance risks, including conflicts of interest, (i.e., an inventory of compliance risks) that Registrant has identified and has used as part of its compliance process.
21. All service agreements between Registrant and any compliance consultants.
22. Documentation evidencing the initial and annual delivery/offer of Registrant's disclosure documents (e.g. Form ADV 2A) and Privacy Notice.
23. Registrant's Code of Ethics and insider trading policies and a list of all access persons, including any contract employees, required to report transactions.
24. Copy of all employee Compliance Manual and Code of Ethics attestations.
25. Records of violations of the Code of Ethics.
26. Quarterly transaction reports for all access persons during the Examination Period.

27. Initial and Annual holdings reports for all access persons during the Examination Period.
28. Copies of any reporting used to monitor the outside business activities of Registrant or its supervised persons.
29. Copies of any documentation in response to the potential receipt of material, non-public information.

Financial Information

30. Registrant's balance sheet, trial balance, general ledger, cash receipts and disbursements journal, income statement, and cash flow statements for the two **most recent fiscal years and year-to-date**. To the extent possible, please provide the general ledger in Microsoft Excel.
31. A copy of Registrant's quarterly brokerage and bank statements for the Examination Period.
32. List of compensation arrangements, in addition to advisory and performance-based fees, if any. Please provide the amount of compensation received, quarterly and yearly for the Examination Period.
33. Copies of any line of credit agreements involving Registrant, including whether the lines have been drawn on and the current outstanding balance.
34. A schedule of any expenses paid, or shared, by anyone other than Registrant, including the name of the payer or co-payer of each expense.
35. Any loans involving Registrant or any affiliates, including promissory notes, to and from clients, service providers, officers, directors, employees or other shareholders.

Client Information

36. Copies of a representative sample of Registrant's current client advisory contract or agreement.

37. All sub-advisory agreements executed with other investment advisers.
38. An up to date general fee schedule along with comprehensive list of separately negotiated fee schedules.
39. Provide the information below for all current advisory clients, including registered investment companies and privately offered funds (if any), as of **, 2019**. The preferred format for this information is **in Excel**.
- Account number, account name and the current balance;
 - Account inception date
 - Whether the client is a related person or a proprietary account;
 - Type of account (e.g., individual, family office, defined benefit retirement plan, registered fund, privately offered fund);
 - Whether the Registrant directly manages the account or acts as a sub-adviser;
 - Investment strategy (e.g., global equity, high-yield, aggressive growth, long-short, statistical arbitrage);
 - Whether the Registrant has discretionary authority;
 - Whether the Registrant, an officer, or an affiliate acts as trustee, co-trustee, or successor trustee or has full power of attorney for the account;
 - Whether the Registrant or related persons are deemed to have custody of, possession of or access to the client's assets, and if so, the location of the assets;
 - Whether the client has a directed brokerage (dealing) arrangement (include name of broker and purpose for such direction, if known), in which the client has directed the Registrant to use one or more brokers to transact all or a portion of deals placed for its account;
 - Value of each client's account at end of period that was used for purposes of calculating its advisory fee for the most recent billing period;
 - Whether the client pays a performance fee;
 - Account custodian and location;
 - Whether or not the custodian sends periodic account statements directly to the client; whether or not the delivery is electronic, if so, a copy of the authorization; and the form of electronic delivery (e.g., email or website login).
 - Name of any composites in which the account is included, if any.
40. Names of any financial planning, financial consulting, pension consulting, or other advisory clients not named above.

41. A list of client account/relationships that have been terminated for any reason during the Examination Period, their effective dates of termination, the asset value at termination, and the reason for termination.
42. A list of clients acquired during the Examination Period, their effective dates of when they became a client, the asset value at the time they became a client, and how the client was obtained.
43. Copies of the quarter ending custodial statements showing the value for the basis of calculating advisory fee billing, most recent fee invoice, and documentation of the fee refund, if any, for all terminated clients during the Examination Period.
44. Any client complaints, and information about the process used for monitoring client correspondence and/or complaints, including names of any third-party service providers used and the Registrant's oversight of the service providers.
45. If not provided in response to another request item, policies and procedures related to trading errors (e.g., bought rather than sold, entered limit order at wrong price, entered for wrong account, etc.) that occur in client or proprietary accounts. Please also provide any testing of the implementation of such policies and procedures ensuring the appropriate handling of any trade errors.

Investment Information

46. A trade blotter (i.e., purchases and sales journal) that lists transactions (including all trade errors, cancellations, re-bills, and reallocations) in securities and other financial instruments (including privately offered funds) for: current and former clients; proprietary and/or trading accounts and access persons. The preferred format for this information is to provide it in Excel. Please exclude trades related to dividend reinvestments, corporate actions, and cancelled trades. Provide explanation for all abbreviation codes used in the trade blotter. Include the following fields:
 - a. Account ID – the unique identifier for the account
 - b. Account Description – a short description of the account
 - c. Account IAR's and/or RR's internal code or number
 - d. Trade Date – standard internet date/time format (yyyy-mm-dd)
 - e. Trade Time – 24-hour format to the highest precision available as (HH:MM:SS.000)
 - f. Settlement Date – standard internet date/time format (yyyy-mm-dd)
 - g. Trade Direction – abbreviation codes for the trade directions (e.g., "BL" for buy long, "CS" for cover short)

- h. Quantity
- i. Price
- j. Notional Value – total notional amount paid for the transaction
- k. Commission
- l. Fee(s)
- m. Net Amount – total amount paid for the trade, including fees and commissions
- n. Broker
- o. Security Identifier – unique identifier; it can be a proprietary value unique to Registrant’s trading system
- p. Symbol – the exchange’s symbol for the security traded
- q. Symbol Description – description of the security
- r. CUSIP
- s. Instrument Type – e.g., Equity, Fixed Income, Option

47. Names of securities held in all client portfolios (aggregate position totals for all instruments) as of _____, **2019**. Please provide in Excel format and it should include:
- t. The security name;
 - u. Security description (equity, ETF, mutual fund, bond, etc.)
 - v. Name of each client holding an interest;
 - w. The amount owned by each client;
 - x. The aggregate number of shares or principal and/or notional amount held; and
 - y. The total market value of the position and the location/custodian where the security may be found.
48. A list of third-party funds or investment vehicles recommended or utilized by Registrant. Please include investment managers terminated during the Examination Period and details regarding termination, if applicable.
49. A list of all proprietary trading or investment accounts of Registrant or related persons.
50. A description of each model portfolio including the following:
- Model name
 - Investment goal
 - Risk profile
 - Representative portfolio as of _____, **2019**

51. Documents relating to investment restrictions or investment policy statements.
52. Any exception reports relating to violations of investment restrictions.
53. If not stated in policies and procedures, information about the process used to monitor and control the receipt, flow and use of non-public information, including any restricted, watch or grey lists.
54. All initial public offerings and secondary offerings in which clients, proprietary accounts or access persons participated during the Examination Period and, if not stated in policies and procedures or if the allocation did not follow standard policies and procedures, information regarding how allocation decisions were made. Include the trade date, security, symbol, total number of shares, and participating accounts. For initial public offerings, indicate whether shares traded at a premium when secondary market trading began. Provide electronically in Excel format.
55. Any written trade allocation policies and procedures, including order entry and execution allocation policies.
56. List of all principal transactions that took place during the Examination Period between current or former clients and/or proprietary or affiliated accounts. Please identify the security, number of shares, price, total dollar value, the client accounts and the reason for the principal transactions.
57. List all cross transactions that took place during the Examination Period between current or former clients and/or proprietary or affiliated accounts. Please identify the security, number of shares, execution price, pricing sources, total dollar value, the client accounts and the reason for the crosses.
58. Registrant's **five** most profitable and **five** least profitable (including unrealized gain or loss) investment decisions based on total return % of positions opened and closed during the Examination Period. Please include the purchase date, sale date, percentage of gain and/or loss, and dollar amount of the gain and/or loss.
59. For each client account managed by Registrant during the Examination Period, provide monthly performance returns of each client, as well as the returns for the accounts' comparable indices or benchmarks.

60. A list of all securities for which Registrant or its related persons made 13F, 13D and/or 13G filings for the relevant reporting dates with corresponding ownership percentages. In addition, please provide all 13D, 13F, and 13G filings made pursuant to Section 13 of the Securities Exchange Act of 1934, preferably in an electronic format, by Registrant or its related persons during the Examination Period.

Information Regarding Custody

61. The custodian(s), including a contact name, e-mail, phone number, and mailing address for further correspondence for each client account.
62. Please identify any advisory accounts in which you, an officer, employee, or a related person/affiliate:
- serve as trustee, co-trustee, or successor trustee;
 - have been granted power of attorney;
 - provide bill paying services or are otherwise authorized to withdraw funds or securities from client accounts;
 - directly access online accounts (i.e., password/login access) creating an ability to withdraw funds or securities from client accounts, including, but not limited to: 401(k), 529 plan, bank account, or other;
 - are a general partner of a limited partnership or a comparable position in a pooled investment vehicle;
 - have physical possession of client assets, such as securities certificates;
 - have signatory or check writing authority; and/or
 - are/have been in receipt of checks made out to the client.
63. If Registrant or its related persons is deemed to have custody or possession of or access to any client funds or securities, please provide:
- Names of all affected clients;
 - Current market value of all assets in possession or to which access is available;
 - Location(s) where such assets are held and the name(s) of the custodians holding them;
 - Whether these clients receive account statements from the custodian or Registrant; and
 - Name(s) of any independent representative designated by the client to receive these statements.
64. Names of all qualified custodians at which advisory client funds or securities (that Registrant or affiliate has custody of) are held.

65. A list of all custodians which Registrant has received login access by clients, and the authorities or level of access granted to Registrant.
66. Provide copies of trust agreements for which you, an officer, employee, or a related person/affiliate serve as trustee, co-trustee, or successor trustee.
67. Copy of powers of attorney or discretionary authority Registrant obtains from clients if not incorporated directly in the advisory contracts.

Information Regarding Brokerage

68. A list of approved broker-dealers currently in use by Registrant's trading staff.
69. A copy of each standard brokerage contract or agreement used in conjunction with any advisory accounts.
70. All reports and analysis related to Registrant's periodic and systematic evaluation of brokerage execution prepared and/or reviewed by Registrant during the Examination Period.
71. Commission-sharing arrangements including the name of the broker-dealer and total dollars allocated to each arrangement during calendar years 2017, 2018 and most recent year to date.
72. List of the soft dollar arrangements to which Registrant is a party. This list should include the name of the broker or other entity involved in each arrangement, description of the products and services received by Registrant under each arrangement, and how the amount of soft dollars are allocated towards those products or services. State the annual hard and soft dollar costs of each product or service. If the product or service is a "mixed" use, please state the amount paid in both hard and soft dollars.

73. Provide a list of any other products and services, not included in response to item 72 above, which Registrant received or receives from a third-party for which it did/does not provide remuneration to the third-party, including the name of the provider and what the product or service is used for.

Advertising/Marketing Information

74. All advertisements used by Registrant to inform or solicit investors. If information on services and investments is available on the Internet, such as websites and blogs, make all versions available as either printouts or electronic archives.
75. All pitch books, one-on-one presentations, pamphlets, brochures, and any other promotional and/or marketing materials furnished to existing and/or prospective investors, including materials used when providing educational seminars.
76. A list of all parties compensated for soliciting clients including: total cash and non-cash compensation paid. In addition, copies of any agreements executed with any third party solicitors, any correspondence with such solicitors, and any separate disclosure documents disseminated by such solicitors.
77. A list of all completed requests for proposals (“RFPs”) and due diligence questionnaires (“DDQs”) provided to prospective investors or consultants.
78. Copies of investor letters, investor quarterly management reports, or other communications with current or prospective clients made by or on behalf of Registrant.