



PRINCETON FUND  
ADVISORS, LLC

# Princeton Fund Advisors, LLC

Part 2A Form ADV Brochure  
For Clients and Prospective Clients

1580 Lincoln Street, Suite 680  
Denver, CO 80203

1-888-862-3690

[www.princetonfundadvisors.com](http://www.princetonfundadvisors.com)

March 31, 2026

This brochure provides information about the qualifications and business practices of Princeton Fund Advisors, LLC ("PFA"). If you have any questions about the contents of this brochure, please contact PFA's Chief Compliance Officer at 888-862-3690. Alternatively, you may contact [AdvisReqA@princetonfundadvisors.com](mailto:AdvisReqA@princetonfundadvisors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

PFA is registered as an investment adviser with the SEC. Registration of an investment adviser does not imply any level of skill or training. Additional information about PFA also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

This brochure does not constitute an offer of a solicitation of an offer to buy shares or interests in any investment fund that PFA sponsors, manages or advises. An offer of those funds can only be made to qualified investors by way of the approved offering materials for those funds and only in jurisdictions in which that offer will comply with applicable rules and regulations.

**Item 2. Material Changes**

The following material changes have been made to the Brochure since the last annual amendment filed on March 31, 2025.

Significant updates were made throughout the Brochure (i.e., all sections except Item 9) to reflect PFA's offering of advisory services to separately managed accounts and services as a model portfolio provider.

This section does not address other modifications made to this Brochure, such as updates to dates and numbers, stylistic changes and clarifications.

**Item 3. Table of Contents**

Item 4.	Advisory Business .....	4
Item 5.	Fees and Compensation .....	4
Item 6.	Performance-Based Fees and Side-By-Side Management .....	5
Item 7.	Types of Clients.....	5
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9.	Disciplinary Information.....	15
Item 10.	Other Financial Industry Activities and Affiliations .....	15
Item 11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	16
Item 12.	Brokerage Practices.....	17
Item 13.	Review of Accounts .....	18
Item 14.	Client Referrals and Other Compensation .....	18
Item 15.	Custody .....	19
Item 16.	Investment Discretion .....	19
Item 17.	Voting Client Securities.....	20
Item 18.	Financial Information .....	20

#### **Item 4. Advisory Business**

PFA, organized in 2011, offers its investment advisory services to mutual funds and closed-end funds (“Registered Funds”) and separately managed accounts (“SMAs”). PFA also offers model portfolio services. PFA is wholly owned by Elevation Point, LLC, whose control persons and principal direct and indirect owners are its Board of Managers: John L. Sabre, Greg D. Anderson, James R. Dickson and Bradford Smithy. Certain owners hold their ownership interests through estate planning vehicles for the benefit of such owners and their families.

Where PFA provides advisory services to a Registered Fund, PFA tailors its advisory services to such Registered Fund’s overall investment program, and not to the needs of any underlying investor therein.

As detailed below, where PFA provides advisory services to SMAs, clients are permitted to impose reasonable restrictions if such restrictions are not materially different from a strategy’s investment objectives. Clients who impose investment restrictions should be aware that the performance of their accounts may differ from that of the investment strategies not subject to investment restrictions.

Where PFA provides model portfolio services, PFA tailors its advisory services to the financial intermediary receiving the model portfolio, and not to the needs of any underlying client or investor of the financial institution.

#### Assets Under Management

As of December 31, 2025, PFA manages approximately \$780,000,000 in regulatory assets under management on a discretionary basis and no client assets on a non-discretionary basis.

#### **Item 5. Fees and Compensation**

The extent and nature of advisory services that PFA provides will vary depending upon the specific arrangements it makes with each client. As a result, PFA’s fees will differ among its client accounts due to a number of factors, such as account type, the level of service provided to the account, investment strategy employed by the account, the size of the account, relationships to other accounts, the historical or projected nature of trading for the account, and the extent of supplemental client services to be provided to the account, among other factors.

#### Registered Funds

Information regarding PFA’s fees for advisory services to a Registered Fund is available in the applicable Registered Fund’s prospectus. The Registered Funds each bear certain other expenses as described in the prospectuses of each Registered Fund. Fees for advisory services and any additional compensation paid to PFA may be waived by PFA in its sole discretion, both voluntarily and on a negotiated basis with a Registered Fund’s Board of Directors or similar body (though not with individual investors in the Registered Fund).

#### SMAs

PFA generally charges an annual management fee from each SMA client ranging up to 2.0% per annum. In addition to an asset-based management fee, PFA may enter performance-based compensation arrangements with certain SMA clients. Performance-based compensation may be structured in a variety of ways, generally ranging up to 30% of net profits achieved over a high water mark and/or hurdle. Any performance compensation arrangements comply with Section 205 of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and the rules thereunder. The services rendered to each SMA will be pursuant to a written advisory contract generally terminable by either party on 30 days’ (or less, depending on the contract) prior written notice. Fees are negotiable and may differ from the above range. Accounts managed with the same investment strategy may not have the same fee structure. Please see each SMA client’s applicable governing documents for specific fee terms applicable to the SMA client.

### Model Portfolios

For its model portfolio provider services, PFA has agreements with independent financial intermediaries to provide model portfolios for a fee. PFA's model portfolio fees are negotiable, can take the form of an asset-based fee or fixed fee, and vary from client to client.

### Additional Fees and Expenses

PFA's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client in connection with transactions effected or recommendations made by PFA. Clients will incur certain charges imposed by custodians, brokers, third party investment managers and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

### **Item 6. Performance-Based Fees and Side-By-Side Management**

PFA simultaneously manages the portfolios of various client accounts, according to the same or similar investment strategy (i.e., side-by-side management). The simultaneous management of these different investment accounts creates certain conflicts of interest, as the fees for the management of certain types of accounts are higher than others.

PFA is entitled to receive performance-based compensation from certain clients (i.e., performance allocation, performance fee or incentive fee). Performance-based compensation arrangements create an incentive for PFA to recommend investments that may be riskier or more speculative than those that might be recommended under a different fee arrangement, such as a management fee only arrangement. Similarly, PFA charges asset-based fees to clients which vary. Different fees incentivize PFA to dedicate increased resources and allocate more profitable investment opportunities or best investment ideas to clients whose fees (asset-based or performance-based arrangements) are more profitable for PFA. A similar conflict exists from managing accounts containing assets owned by PFA and/or its employees.

Nevertheless, when managing the assets of such accounts, PFA seeks to treat all such accounts fairly and equitably over time. Although PFA seeks to treat all portfolios within an investment strategy fairly and equitably over time, such portfolios will not necessarily be managed the same at all times. Specifically, there is no requirement that PFA use the same investment practices consistently across all portfolios. PFA will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible portfolios, and one account's performance will not necessarily be reflective of the performance of another account managed using a similar strategy, due to a variety of factors including the nature of the services provided by PFA, the structure of the accounts, differences in cash flows and the timing of trading. As a result, although PFA may manage multiple portfolios with similar or identical investment objectives, or may manage accounts with different objectives that trade in the same securities, the portfolio decisions relating to these accounts, and the performance resulting from such decisions, may differ from portfolio to portfolio.

### **Item 7. Types of Clients**

PFA offers investment advisory services to registered investment companies, individuals (including high net worth individuals), trusts, institutions, corporations, pension and profit-sharing plans, state or municipal government entities, insurance companies, charitable organizations, model providers, investment advisers, broker-dealers, banks and other financial intermediaries.

The minimum account requirements for the Registered Funds are described in the for the applicable Registered Fund, and may be modified or waived as described therein.

In general, minimum account sizes for SMA clients vary by investment strategy, beginning with a \$25,000 minimum.

Account minimums may be waived at the discretion of PFA.

There is no minimum applicable to PFA's model portfolio services.

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

The nature of the advisory services PFA provides vary depending on the arrangements PFA makes with each client. PFA offers a variety of different investment strategies that can be applied across various client account structures. PFA constructs portfolios for clients using a broad mix of investment types, including but not limited to, individual stocks, bonds, exchange-traded funds ("ETFs"), mutual funds, closed-end funds, private pooled investment vehicles, options, futures and derivatives. The Firm manage client assets through the direct purchase of securities, by allocating to other managers and/or by investing in a variety of underlying funds. Each client's asset allocation is determined by their specific objectives and strategy.

Below are general descriptions of PFA's principal investment strategies. Clients should consult their account's governing or offering documents for a complete description of the investment strategy applicable to their account.

Principal Investment Strategies

*Princeton Quality Growth 10, 20 & 25.* The Princeton Quality Growth Strategy (the "Growth Strategy") seeks to achieve long-term capital appreciation by investing primarily in equity securities of companies that PFA believes exhibit above-average growth potential. Under normal circumstances, the Growth Strategy invests primarily in equity securities of U.S. companies of any market capitalization that PFA believes meet its investment criteria. PFA utilizes an investment process that seeks to identify equities with either an investment opportunity or a potential growth catalyst. The screening process is intended to identify companies with durable growth characteristics, including strong revenue and earnings growth. In selecting investments, PFA evaluates factors such as revenue growth, earnings potential, competitive positioning, management quality, and free cash flow generation. While valuation is considered, the Growth Strategy may invest in companies trading at higher valuations where PFA believes growth prospects are not fully reflected in current market prices. There are three portfolios based on the Growth Strategy, with a concentrated portfolio of 10, 20 and 25 equity securities respectively, reflecting a high-conviction approach. Portfolio composition may vary based on market conditions and the availability of investment opportunities. The Growth Strategy may invest in foreign securities, including securities of companies located in emerging markets, and may invest to a limited extent in privately placed securities. The Growth Strategy may be non-diversified and may allocate a significant portion of its assets to a limited number of positions or asset classes at any given time, which may increase volatility.

*Princeton Quality Value 10, 20 & 25.* The Princeton Quality Value Strategy (the "Value Strategy") seeks to generate long-term returns through a combination of capital appreciation and dividend income by investing in equity securities that PFA believes have either intrinsic value or an investment opportunity. Under normal circumstances, the Value Strategy invests primarily in equity securities of primarily U.S. companies of any market capitalization that PFA believes meet its investment criteria. PFA utilizes an investment process that seeks to identify equities with either intrinsic value or investment opportunity. The screening process incorporates valuation, dividend, and quality metrics, including net profit margin, free cash flow, return on equity, and other measures of financial strength and profitability. The Quality Strategy focuses on companies with perceived attractive valuations, strong or improving cash flow generation, and the potential for value realization through catalysts such as operational improvements, capital returns, or changes in market conditions. There are three portfolios based on the Quality Strategy, with a concentrated portfolio of 10, 20 and 25 equity securities respectively, reflecting a high-conviction approach. Portfolio composition may vary based on market conditions and the availability of investment opportunities. The Quality Strategy may invest in foreign securities, including securities of companies located in emerging markets, and may invest to a limited extent in privately placed securities. Income generation is an important component of the Quality Strategy, and PFA seeks to invest in companies with sustainable dividend yields supported by underlying cash flows. The Quality Strategy may be non-diversified and may allocate a significant portion of its assets to a limited number of positions or asset classes at any given time, which may increase volatility.

*Princeton Macro Opportunities.* The Princeton Macro Opportunities Strategy (the “Macro Opportunities Strategy”) seeks to generate long-term total return by employing a systematic, quantitative investment process to allocate capital across a broad range of global asset classes, including equities, fixed income, currencies, commodities, and alternative investments. Under normal circumstances, the Macro Opportunities Strategy invests primarily in ETFs to obtain exposure to a broad range of asset classes without limitation as to geography, market capitalization, sector, or investment style. These ETFs may provide exposure to, among other things, domestic and international equities (including developed and emerging markets across all market capitalizations), fixed income securities (including government, corporate, and high-yield bonds of varying maturities), commodities (including metals, energy, and agricultural products), currencies, and alternative asset classes. The Macro Opportunities Strategy may also invest in ETFs that provide exposure to specific countries, sectors, industries, investment factors (such as value, growth, momentum, and low volatility), real assets (including real estate and infrastructure), and other specialized or thematic areas. The Macro Opportunities Strategy allocates capital based on the strength of underlying signals and expected risk/return characteristics. PFA seeks to construct a portfolio that balances multiple sources of return while managing overall portfolio volatility and drawdown risk. The Macro Opportunities Strategy may adjust exposures frequently in response to changing market conditions and model outputs. As a result, the Macro Opportunities Strategy may have high portfolio turnover. The Macro Opportunities Strategy may invest in instruments of issuers located in both developed and emerging markets and may have significant exposure to non-U.S. markets. Currency exposure may be actively managed and may be a significant source of return. The Macro Opportunities Strategy may hold significant cash or cash equivalents during periods when the models indicate limited investment opportunities. The Macro Opportunities Strategy may be non-diversified and may allocate a significant portion of its assets to a limited number of positions or asset classes at any given time, which may increase volatility.

*Princeton Premium Strategy.* The Princeton Premium Strategy (the “Premium Strategy”) utilizes two principal investment components: (i) a premium collection strategy involving sale or purchase of put options on the S&P 500 Index, and (ii) investing in fixed income securities. PFA will determine the allocation between these components from time to time. PFA typically intends to allocate between 30% to 100% of the strategy assets to the premium collection strategy at any given time under normal market circumstances. The Premium Strategy may purchase and sell put options on the S&P 500 Index utilizing a premium collection strategy. PFA utilizes quantitative models that allow it to determine what it believes is the probability of certain put options expiring worthless; the sale of a put option is done at a price that PFA believes has a 99.5% or greater probability of the puts sold expiring worthless. These models utilize a formula to calculate probabilities by utilizing verifiable market data such as real volatility or implied volatility as measured by the CBOE Volatility Index (“VIX”), time to expiration for the option contracts and current S&P 500 Index level to determine the probability an option will expire worthless. Within the Premium Strategy, because the trades are put spreads where an offsetting position is taken for each option contract, the potential risk is well defined. PFA seeks to further mitigate risk and maximize profits by continuing its quantitative analysis and monitoring the trade during the term of the contracts; and may close a trade early if it determines (i) the probability of the put or call option expiring worthless declines below a defined probability level (typically 85% or higher) (ii) it can close the trade for minimum cost or (iii) it can close the trade early and achieve the target profit objective for such trade. The Premium Strategy is required to pledge collateral for the option trades and will hold cash, treasury bills, money market instruments or other fixed-income securities as collateral for all such options trades. The client’s independent custodian will segregate such collateral for the benefit of the counterparty. Therefore, the client must typically maintain a large percentage of cash and cash equivalents within the account. The amount collected by the account when opening a trade represents the maximum profit (or premium) for the position. PFA may also allocate a portion of assets under the Premium Strategy to a fixed income strategy. The Premium Strategy may invest directly or indirectly in fixed income securities of any maturity. Such fixed income investments will be rated investment grade at the time the investment is made. The Premium Strategy may invest directly in U.S. Treasury bonds. The Premium Strategy may also invest in ETFs, money market funds or open-end mutual funds whose principal investment strategy is to invest primarily in investment grade fixed income securities of U.S. issuers of any size, including smaller issuers. PFA considers a variety of factors in determining whether to sell a fixed income investment: changes in market condition, changes in credit quality, changes in prospects for alternative investment possibilities or return opportunities for other fixed income instruments, current return expectation of such security, any changes in interest rates, liquidity of the security, and the cash needs of the account, among others. If a fixed income investment is downgraded after purchase PFA may, but is not obligated to, dispose of such investment. PFA’s investment process attempts to combine risk management, experienced portfolio construction and portfolio monitoring. The Premium

Strategy may also invest a substantial portion of its assets in U.S. Treasury bonds, high-quality short-term debt securities and money market instruments, to maintain liquidity for shareholder redemptions or pending selection of other investments.

### Registered Funds

Under the terms of the investment advisory agreement with each Registered Fund, PFA is responsible for formulating the Registered Funds' investment program. Information concerning each Registered Fund, including advisory fees and investment minimums, is available in the applicable Registered Fund's prospectus and statement of additional information.

With respect to certain Registered Funds managed by third party sub-advisers or co-advisers, the sub-adviser or co-adviser will utilize their own individual security analysis methods with respect to the advisory services provided to the applicable Registered Funds, subject to appropriate oversight by PFA. PFA's investment oversight process combines risk management, due diligence and portfolio monitoring, as appropriate. PFA monitors each Registered Fund's strategy as executed for investment performance and achievement of the Registered Fund's investment objectives. If necessary, investment portfolios may be rebalanced as a result of PFA monitoring policies based on the Registered Fund's investment objectives, policies or restrictions. PFA will also manage the Registered Fund's investment strategy directly. As part of its monitoring process of each sub-adviser or co-adviser, PFA requests and reviews information about each sub-adviser's investment strategy, performance, and other material deemed relevant. Additional information regarding the investment strategy of a Registered Fund is available in the Registered Fund's prospectus.

This Brochure should not be considered an offering document for any Registered Fund. Please see the respective Registered Fund's offering materials such as the prospectus, statement of additional information, and other reports to investors for complete disclosures relating to such Registered Fund.

### SMAs

PFA offers discretionary investment advisory (and sub-advisory) services to SMA clients. SMA clients generally select an investment strategy after consultation with PFA. As detailed below, clients are permitted to impose reasonable restrictions if such restrictions are not materially different from a strategy's investment objectives. Clients who impose investment restrictions should be aware that the performance of their accounts may differ from that of the investment strategies not subject to investment restrictions.

### Model Portfolios

PFA provides investment strategies via model portfolios to other financial intermediaries, including its affiliates. As the model portfolio provider, PFA designs, monitors and updates the model portfolio. The financial institutions may then implement the model portfolio for their clients and adjust the model portfolio as recommended by PFA. PFA does not have discretion over client assets as a model portfolio provider. While PFA typically does not have discretion over client assets as a model portfolio provider, certain financial intermediaries may grant shared trading authority to PFA or "dual-discretion" over the clients' assets whereby PFA has discretion to execute trades on behalf of the clients.

Contribution and withdrawal activities by clients may impact PFA's management of an account and its ability to achieve the account's objectives.

The investment strategies provided by PFA do not represent a complete investment program, and a client may lose money by investing in it. All investments carry a certain amount of risk, and there is no guarantee that an account will achieve its investment objectives. An investment in an account is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other agency, entity or person.

### **Risk of Loss**

In connection with providing its advisory and model portfolio services, PFA invests and/or recommends different types of securities which involve a number of different types of risks, among them those described below. As with all investments, the value of a client's investment will fluctuate, and there is the risk that a client will lose money.

Clients should carefully review the risks of investing and be prepared to bear those risks, including the possible loss of their principal.

**General Investing Risks.** The investment strategies offered by PFA are not intended to be a complete investment program. Clients generally should have a long-term investment perspective and be able to tolerate potentially sharp declines in value and/or investment losses. Investment advisers, other market participants and many securities markets are subject to rules and regulations and the jurisdiction of one or more regulators. Changes to applicable rules and regulations could have an adverse effect on securities markets and market participants, as well as on the ability to execute a particular investment strategy.

**Equity Investing Risk.** A portfolio may be sensitive to stock market volatility, and the stocks in which a portfolio is invested may be more (or less) volatile than the stock market as a whole. The value of equity investments and related instruments may decline in response to conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; currency, interest rate and commodity price fluctuations; or issuer- or sector-specific events. Market conditions may affect certain types of securities to a greater extent than other types of securities. If the stock market declines, the value of a stock portfolio will also likely decline, and although stock values may rebound, there is no assurance that they will return to previous levels. Preferred stocks may also be sensitive to changes in interest rates, typically falling in value when rates rise.

**Credit Risk.** Investments in fixed income and other debt obligations, including loans, (referred to below as “debt instruments”) are subject to the risk of non-payment of scheduled principal and interest. Changes in economic conditions or other circumstances may reduce the capacity of the party obligated to make principal and interest payments on such instruments and may lead to defaults. Such non-payments and defaults may reduce the value of such investments. The value of debt instruments also may decline because of concerns about the issuer’s ability to make principal and interest payments. In addition, the credit ratings of debt instruments may be lowered if the financial condition of the party obligated to make payments with respect to such instruments deteriorates. In the event of bankruptcy of the issuer of a debt instrument, a client could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing the instrument.

**Derivatives Risk.** The use of derivatives may lead to losses resulting from adverse movements in the price or value of the underlying asset, index, rate or instrument, due to failure of a counterparty or to tax or regulatory constraints. Derivatives may create investment leverage in a portfolio, magnifying a portfolio’s exposure to the underlying investment. The risks associated with derivatives use in a portfolio may be heightened when they are used to enhance return or as a substitute for a position or security, rather than solely to hedge the risk of another investment held in the account. When derivatives are used to gain exposure to a particular market or market segment, their performance may not correlate as expected to the performance of that market or segment, thereby causing the account to fail to achieve its original purpose in using such derivatives. Derivatives used for hedging purposes may not reduce portfolio risk if they are not sufficiently correlated to the position being hedged. A decision as to whether, when and how to use derivatives involves the exercise of specialized skill and judgment, and even a well-conceived transaction may be unsuccessful because of subsequent market behavior or unexpected events. Derivative instruments may be difficult to value, illiquid, and subject to wide swings in valuation caused by changes in the value of the underlying asset, index, rate or instrument. The loss on a derivatives transaction may substantially exceed the initial investment.

**Risk Associated with Active Management.** The success of a client’s account that is actively managed depends upon investment skills and analytical abilities of PFA to develop and effectively implement strategies that achieve the client’s investment objective. Subjective decisions made by PFA may cause a client portfolio to incur losses or to miss profit opportunities on which it may otherwise have capitalized.

**Concentration Risk.** A strategy that concentrates its investments in a particular sector of the market (such as the utilities or financial services sectors) or a specific geographic area (such as a country or state) may be affected by events that adversely affect that sector or area and the value of a portfolio using such strategy may fluctuate more than that of a less concentrated portfolio.

**Risks Related to Uncertain Economic, Social and Political Environment.** Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of PFA and the companies in which it invests to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This may slow the rate of future investments by PFA and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon a client's holdings.

**Inflation Risk.** Inflation and rapid fluctuations in inflation rates have had in the past, in the current economic environment are having, and may in the future have, negative effects on the economies and financial markets, particularly in emerging economies. For example, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, countries may impose wage and price controls or otherwise intervene in the economy. Governmental efforts to curb inflation often have negative effects on the level of economic activity. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on a client's returns.

**Sector Risk.** A strategy that, under certain market conditions, invests a significant portion of its investments in one or more sectors may be affected by events that adversely affect such sector(s) and may fluctuate more than that of a strategy that invests more broadly.

**Liquidity Risk.** Clients are exposed to liquidity risk when trading volume, lack of a market maker or trading partner, large position size, market conditions, or legal restrictions impair PFA's ability to sell particular investments or to sell them at advantageous market prices. Consequently, clients may have to accept a lower price to sell an investment or continue to hold it or keep the position open, sell other investments to raise cash or abandon an investment opportunity, any of which could have a negative effect on the account's performance. These effects may be exacerbated during times of financial or political stress.

**Currency Risk.** In general, the value of investments in, or denominated in, foreign currencies increase when the U.S. dollar is weak (i.e., is losing value relative to foreign currencies) or when foreign currencies are strong (i.e., are gaining value relative to the U.S. dollar). When foreign currencies are weak or the U.S. dollar is strong, such investments generally will decrease in value. The value of foreign currencies as measured in U.S. dollars may be unpredictably affected by changes in foreign currency rates and exchange control regulations, application of foreign tax laws (including withholding tax), governmental administration of economic or monetary policies (in the U.S. or abroad), intervention (or the failure to intervene) by U.S. or foreign governments or central banks, and relations between nations. A devaluation of a currency by a country's government or banking authority will have a significant impact on the value of any investments denominated in that currency. Currency markets generally are not as regulated as securities markets and currency transactions are subject to settlement, custodial and other operational risks. Exposure to foreign currencies through derivative instruments will be subject to the Derivatives Risks described above.

**Options Risk.** Several risks are unique to options trading that the client must be fully aware of before engaging PFA. Options involve additional risk and are not suitable for all investors. The following is a list of some specific common risks to options trading but it is by no means intended to be an exhaustive list and clients should consult with their Advisor and tax advisor before participating in a service offered by PFA. Please refer to the Options Clearing Corporation Publication: "The Characteristics & Risks of Standardized Options," (<https://www.theocc.com/about/publications/publication-listing.jsp>) for additional information.

Writing and buying options are speculative activities and entail investment exposures that are greater than their cost would suggest, meaning that a small investment in an option could have a substantial impact on performance that

may result in losses exceeding the amounts invested. PFA's use of call and put options can lead to losses because of adverse movements in the price or value of the underlying stock, index, or other asset, which may be magnified by certain features of the options. These risks are heightened when PFA uses options to enhance a client's return or as a substitute for a position or security. When selling a call or put option, a client will receive a premium; however, this premium may not be enough to offset a loss incurred by the client if the price of the underlying asset is above or below, respectively, the strike price by an amount equal to or greater than the premium. The value of an option may be adversely affected if the market for the option becomes less liquid or smaller and will be affected by changes in the value or yield of the option's underlying asset, an increase in interest rates, a change in the actual or perceived volatility of the stock market or the underlying asset and the remaining time to expiration. Additionally, the value of an option does not increase or decrease at the same rate as the underlying asset(s).

#### Assignment

Writing a call or put in a position can result in an assignment and involuntary transaction (i.e., "called away"), which cannot otherwise be avoided, upon an exercise of a call or put in the client account. In the case of a short call, an assignment can result in a forced sale of the underlying security being held as collateral for the options trading, whether the security is held long in the portfolio (covered) or not (uncovered). Being short a put can lead to a forced purchase of the underlying security for which additional capital may have to be contributed to the account by the account holder (i.e., "margin call"). Such involuntary sale and purchase transaction may occur at inopportune market times, which could result in losses to an account.

#### Manage Call Away Risk

American-style options carry risk of assignment for the option seller, which means that the client may be required to sell (in the case of a short call option) or purchase (in the case of a short put option) the underlying security. For The likelihood of assignment increases around important calendar dates relating to the option and/or underlying security, such as ex-dividend dates and option expiration dates. In evaluating these factors and the probability of assignment, PFA may seek to purchase to close the option prior to maturity and reset the option at a new strike and tenor in an effort to avoid the underlying security from being sold or purchased (as described above). However, these efforts may not fully protect against the risk of assignment and the potential resulting taxable event for a client.

#### Losses and Limited Gains

In the case of an option purchase (long call or long put), a client's entire initial investment of premium can be lost. In the case of a covered option short sale (short call or short put), upside gains can be limited by the sale of a short call against an underlying stock position (see also Assignment" risk above) and a forced purchase of stock can occur in the case of a short cash covered put sale. In the case of a naked call or put sale (a call with no underlying stock position or a put with no cash to cover the possibility of a forced stock purchase), there is the risk of unlimited loss in the call position and substantial loss in the put position.

#### Lack of Liquidity

Some option markets are very thinly traded and highly illiquid, resulting in wide markets and limited trading opportunities. Should it be determined that an option trade will be attempted in such a market, there is the risk of a fill price that is either substantially higher (purchase) or substantially lower (sale) than mid-market. In such illiquid markets and despite best efforts there is the risk that no fill will occur at all for the intended order.

#### Other Options Risks

There are various other risks associated with option positions. Options are complex derivative securities and should not be traded without full knowledge of all the factors affecting their value. These factors include changes in implied volatility in the market that can cause an increase or decrease in the value of an option with no concurrent change in the underlying price of the stock. In addition, changes in the underlying stock dividend, time to expiration, market interest rates and other factors can affect the value of an option position.

#### Option Investment Strategy and Portfolio Management Risk

There can be no assurance that an investment strategy will produce an intended result, which could result in losses to a client. The performance of a strategy depends on the skill of PFA in making appropriate investment decisions and many other factors beyond PFA's control.

### Hedging with Options

Hedging techniques may involve one or more of the following risks: (i) imperfect correlation between the performance and value of the hedging instrument and the position being hedged; (ii) possible lack of a secondary market for closing out a position in such instruments; (iii) losses resulting from interest rate, spread or other market movements not anticipated by PFA; and (iv) the possible obligation to meet additional margin or other payment requirements, all of which could worsen the client's position. Furthermore, to the extent that any hedging strategy involves the use of derivatives instruments, such a strategy will be subject to the risks applicable to such instruments, including the effects of the implementation of the various regulations adopted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act.

**Futures Risk.** PFA may utilize futures contracts on a security or on an index of securities. Futures positions may include both long and short positions. Because of the low margin deposits normally required in futures trading, a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses and, like other leveraged investments, any trade may result in losses in excess of the amount invested.

**Risk of Commodity-Related Investments.** The value of commodities investments will generally be affected by overall market movements and factors specific to a particular industry or commodity, which may include weather, embargoes, tariffs, and health, political, international and regulatory developments. Economic and other events (whether real or perceived) can reduce the demand for commodities, which may reduce market prices and cause the value of a client portfolio to fall. The frequency and magnitude of such changes cannot be predicted. Exposure to commodities and commodities markets may subject a client portfolio to greater volatility than investments in traditional securities. No active trading market may exist for certain commodities investments, which may impair the ability to sell or to realize the full value of such investments in the event of the need to liquidate such investments. In addition, adverse market conditions may impair the liquidity of actively traded commodities investments. Certain types of commodities instruments (such as total return swaps and commodity-linked notes) are subject to the risk that the counterparty to the instrument will not perform or will be unable to perform in accordance with the terms of the instrument.

**Interest Rate Risk.** As interest rates rise, the value of a client portfolio invested primarily in fixed-income securities or similar instruments is likely to decline. Conversely, when interest rates decline, the value of such a client portfolio is likely to rise. Securities with longer maturities are more sensitive to changes in interest rates than securities with shorter maturities, making them more volatile. A rising interest rate environment may extend the average life of mortgages or other asset-backed receivables underlying mortgage-backed or asset-backed securities. This extension increases the risk of depreciation due to future increases in market interest rates. In a declining interest rate environment, prepayment of certain types of securities may increase. In such circumstances, PFA may have to reinvest the prepayment proceeds at lower yields. A strategy that is managed toward an income objective may hold securities with longer maturities and thereby be more exposed to interest rate risk than a strategy focused on total return.

**Duration Risk.** Duration measures the expected life of a fixed-income security, which can determine its sensitivity to changes in the general level of interest rates. Securities with longer durations tend to be more sensitive to interest rate changes than securities with shorter durations. A portfolio with a longer dollar-weighted average duration can be expected to be more sensitive to interest rate changes than a portfolio with a shorter dollar weighted average duration. Duration differs from maturity in that it considers a security's coupon payments in addition to the amount of time until the security matures. As the value of a security changes over time, so will its duration.

**Maturity Risk.** Interest rate risk will generally affect the price of a fixed income security more if the security has a longer maturity. Fixed income securities with longer maturities will therefore be more volatile than other fixed income securities with shorter maturities. Conversely, fixed income securities with shorter maturities will be less volatile but generally provide lower returns than fixed income securities with longer maturities. The average maturity of a client portfolio's investments will affect the volatility of the portfolio's rate of return.

**Underlying Fund Risk.** Allocating client assets to an underlying fund (including, but not limited to, private funds, mutual funds, interval funds and ETFs) exposes a client portfolio to all of the risks of the underlying fund's investments and subjects it to a pro rata portion of the underlying fund's fees and expenses. As a result, the cost of investing in an underlying fund may exceed the cost of investing directly in each of the underlying fund's positions. In addition, with respect to ETFs, shares trade on an exchange at a market price which may vary from the ETF's net asset value. ETFs may be purchased at prices that exceed the net asset value of their underlying investments and may be sold at prices below such net asset value. Because the market price of ETF shares depends on the demand in the market for them, the market price of an ETF may be more volatile than the underlying portfolio of securities the ETF is designed to track, and a client account may not be able to liquidate ETF holdings at the time and price desired, which may impact its performance. In certain circumstances, a client portfolio may consist entirely or primarily of investments in underlying funds.

**Selection and Monitoring of Sub-Advisers and Co-Advisors.** Where PFA retains a co-adviser or sub-adviser to manage all or a portion of an account, there is a risk that PFA will not identify in its selection process: an appropriate co-adviser or sub-adviser for the asset class; existing weaknesses in the compliance or operational infrastructure of the co-adviser or sub-adviser; or existing material regulatory, financial or other operational issues. There is a risk that a co-adviser or sub-adviser will not meet PFA's expectations from an investment performance perspective over time; will develop significant weaknesses in their compliance or operational infrastructure that could lead to a material adverse event; or will develop material regulatory, financial or other operational issues.

When PFA engages a co-adviser or sub-adviser, PFA is highly dependent upon their investment expertise and abilities as they have day-to-day investment discretion over the underlying portfolio assets. Therefore, there is a risk that an event having a negative impact on a co-adviser or sub-adviser (such as a significant change in personnel, corporate structure or resources) may adversely impact a client's investment results.

PFA conducts due diligence in selecting, monitoring, and overseeing its co-adviser or sub-adviser. However, due diligence is not foolproof and may not uncover problems associated with a particular manager. For example, one or more of the managers may engage in improper conduct (including unauthorized changes in investment strategy) that may be harmful and may result in losses. PFA may rely upon representations made by co-adviser or sub-adviser, accountants, attorneys, and/or other service providers. If any of these representations are misleading, incomplete or false, this may result in the selection of a co-adviser or sub-adviser that might otherwise have been eliminated from consideration if fully accurate and complete information had been made available to us. Even if PFA's due diligence efforts are effective at ensuring that PFA has a thorough understanding of a particular co-adviser or sub-adviser, PFA's judgment about whether a particular co-adviser or sub-adviser is able to perform in a manner that meets expectations over the long-term may be incorrect.

Although co-advisers and sub-advisers are generally subject to investment policies, strategies, and guidelines, there can be no assurance that a co-adviser or sub-adviser will comply with these policies, strategies, and guidelines. Failure to comply with the policies, strategies, and guidelines could result in an unintended deviation in the investment strategy and could result in losses.

**Short Sale Risk.** Short sale risk includes, among other things, the potential loss of more money than the actual cost of the investment, and the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to the client portfolio.

**Systems Risk.** PFA relies on computer programs and systems in its proprietary modeling to evaluate securities, monitor its portfolios, and to generate reports that are critical to oversight of its activities. In addition, certain systems are operated by third parties, including counterparties and service providers. These programs, whether operated by PFA or a third party, may be subject to defects, failure and interruptions, including, but not limited to, those caused by computer "worms," viruses and power failures. Any such defect or failure could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect PFA's ability to monitor its investment portfolios and risks.

**Risk of Leveraged Transactions.** Certain types of investment transactions may give rise to a form of leverage. Such

transactions may include, among others, the use of when-issued, delayed delivery or forward commitment transactions, residual interest bonds, short sales and certain derivative transactions. A client portfolio may be required to segregate liquid assets or otherwise cover the portfolio's obligation created by a transaction that may give rise to leverage. To satisfy the portfolio's obligations or to meet segregation requirements, portfolio positions may be required to be liquidated when it may not be advantageous to do so. Leverage may cause the value of a client portfolio to be more volatile than if it had not been leveraged, as certain types of leverage may exaggerate the effect of any increase or decrease in the value of securities in a client portfolio. The loss on leveraged transactions may substantially exceed the initial investment.

**Tax Risks.** Certain of the investment strategies offered by PFA contain tax management components ("Tax Management Strategies"). Market conditions and future tax legislation may limit PFA's ability to execute Tax Management Strategies effectively. Tax laws and regulations are complex and subject to interpretation. There can be no assurance that the Internal Revenue Service will not challenge the tax treatment of the Tax Management Strategies, which could materially impact investment results. PFA's offering of Tax Management Strategies should not be construed as financial, legal or tax advice. PFA does not provide tax advice. Clients seeking a Tax Management Strategy must consult their independent financial, legal and tax advisors as to the tax consequences of such an investment strategy.

**Cybersecurity.** PFA's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although PFA has implemented various measures to protect the confidentiality of its internal data and to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, PFA will likely have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in PFA's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to clients. Such a failure could harm PFA's reputation or subject it or its affiliates to legal claims and otherwise affect their business and financial performance. PFA will seek to notify affected clients of any known cybersecurity incident that will likely pose substantial risk of exposing confidential personal data about such clients to unintended parties.

**Other Risks, Information and Sources of Information.** Client accounts are also subject to investment style risk. A client account invested in one of PFA's investment strategies involves the risk that the investment strategy may underperform other investment strategies or the overall market. PFA does not offer any products or services that guarantee rates of return on investments for any time period to any client. All clients assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products.

**Technological Advances -- Artificial Intelligence; Machine Learning.** Recent technological advances in artificial intelligence and related machine learning technologies (collectively, "AI Technology") pose risks to the Firm, its clients, and its portfolio investments. AI Technology and its applications, including in the financial sector, continue to develop rapidly, and it is impossible to predict the future risks that may arise from such developments.

The use of AI Technology has become increasingly prevalent in recent years, and presents risks and challenges that could affect the business of the Firm and its portfolio investments. AI Technology is generally expected to be disruptive to certain businesses and service offerings, particularly with respect to data processing, customer service, and automation of routine tasks. Failure by a portfolio investment to appropriately integrate and/or manage the impacts of AI Technology to its business may experience significant negative impacts on its business revenues and valuation, which could in turn have a negative impact on the performance of client accounts holding such portfolio investments. Additionally, AI Technology, and the processes used to develop AI Technology, can raise privacy concerns, subjecting the Firm and its portfolio investments to legal liability, and brand or reputational harm. AI Technology is generally highly reliant on the collection and analysis of large amounts of data, and it is not possible or practicable to review all data upon which AI Technology is trained, or which is otherwise utilized. Certain data in such models will inevitably contain a degree of inaccuracy and error - potentially materially so - and could be

inadequate, biased or otherwise flawed. Similarly, it is not possible to review whether all relevant data has been used to develop the relevant models, the combined effect of which would be likely to degrade the effectiveness of AI Technology. To the extent that the Firm and/or its portfolio investments use AI Technology, any such inaccuracies, errors or flaws could have adverse impacts on such persons. Conversely, to the extent competitors of such persons utilize AI Technology more extensively than the Firm or its portfolio investments, there is a possibility that such competitors will gain a competitive advantage.

Use of AI Technology by the Firm, its personnel or its service providers could include the input of confidential information, including confidential information of the Firm's clients and investors, either by third parties in contravention of non-disclosure agreements, or by the Firm's personnel in contravention of the Firm's policies, contractual or other obligations or restrictions, or otherwise in violation of applicable laws or regulations relating to treatment of confidential and/or personally identifiable information (including material non-public information). By inputting data into AI Technology, such confidential information may become part of a dataset that is accessible by other third-party AI Technology applications and users. Further, some AI Technology scenarios may present ethical issues. For example, if the Firm uses, enables or offers AI Technology that are controversial because of their impact on human rights, privacy, employment or other social issues, the Firm may incur legal liability or experience brand or reputational harm.

Intellectual property ownership issues, licensing and privacy rights surrounding AI Technology are evolving which may expose the Firm and its portfolio investments to claims of intellectual property infringement or misappropriation or privacy rights violations, or result in inquiries by government bodies or agencies. In addition, many jurisdictions have passed laws implementing regulations or are considering the same related to the use and development of AI Technology which could have an adverse effect on the Firm, its clients, portfolio investments and their businesses.

**Force Majeure.** Global markets are interconnected, and events like hurricanes, floods, earthquakes, forest fires and similar natural disturbances, war, terrorism or threats of terrorism, civil disorder, public health crises, and similar "Act of God" events have led, and may in the future lead, to increased short-term market volatility and may have adverse long term and wide-spread effects on world economies and markets generally. Clients may have exposure to countries and markets impacted by such events, which could result in material losses.

The foregoing list of risk factors does not purport to be a complete explanation of the risks involved in PFA's advisory services. Investors should read the applicable offering materials, prospectus, or similar account opening documents for such client, if any, in addition to consulting with their own financial and tax advisers.

#### **Item 9. Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding certain legal or disciplinary events that would be material to a client's evaluation of PFA or the integrity of PFA's management. PFA has no legal or disciplinary event to disclose that is responsive to this.

#### **Item 10. Other Financial Industry Activities and Affiliations**

##### Other Investment Advisers

PFA is affiliated through common ownership and/or control with other investment advisers, including Elevation Point Wealth Partners, LLC ("EPWP"), a SEC-registered investment adviser. Such affiliated advisers design, recommend, implement or assist with the implementation and monitoring of customized investment portfolios for a variety of clients. Where appropriate and where permitted by applicable law, advisers affiliated with PFA make allocations to and/or recommendations that clients invest in the investment products and/or services offered by PFA. In addition, PFA provides model portfolio services to EPWP and/or other affiliated advisers, for use in connection with the management of the client accounts of the affiliated advisers

PFA shares a Board of Managers with the affiliated advisers. The Board of Managers spends a significant amount of

time on non-PFA activities.

#### Administrative Services

As part of its broader enterprise affiliate structure, PFA has entered into a resources sharing arrangement with its affiliate, Elevation Point Administrative Services, LLC (“EPAS”), whereby EPAS provides PFA with certain resources, personnel and operational and administrative services. All personnel of PFA are provided under this arrangement. PFA is reliant on the resources, personnel and services provided by EPAS in order to provide the advisory services described in this Brochure. EPAS has entered into similar resource sharing arrangements with other PFA affiliates.

While PFA and its affiliates operate independently, PFA shares a principal place of business and certain resources and personnel with its affiliates, pursuant to the resource sharing arrangements discussed above. PFA does not believe that this relationship creates a material conflict of interest with its clients. Notwithstanding the foregoing, the firm has implemented policies and procedures reasonably designed to guard against risks that may be enhanced by having certain persons associated with multiple advisers at one time, including but not limited to policies and procedures related to trade allocation conflicts of interest, material nonpublic information and the misappropriation of proprietary or private information

#### Policies and Procedures to Address Conflicts of Interest

Except as may otherwise be required by applicable law, conflicts of interest described or contemplated herein and such other conflicts of interest that may arise from time to time will be resolved in the sole discretion of PFA, and its affiliates. There can be no assurance that any actual or potential conflicts of interest will not adversely affect a client’s portfolio and its performance. Furthermore, present and future activities of PFA and its affiliates in addition to those described or contemplated herein may give rise to additional conflicts of interest.

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

PFA has adopted a Code of Ethics for all employees of the Firm describing its standards of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All employees at PFA must acknowledge the terms of the Code of Ethics annually, or as amended.

PFA’s clients or prospective clients may request a copy of the Firm’s Code of Ethics by contacting the Chief Compliance Officer at 1- 888-862-3690, or emailing [AdvisReqA@princetonfundadvisors.com](mailto:AdvisReqA@princetonfundadvisors.com). A copy of PFA’s Code of Ethics is also posted at [www.princetonfundadvisors.com](http://www.princetonfundadvisors.com).

PFA employees may trade for their own accounts securities which are recommended to and/or purchased for PFA’s clients. Because PFA permits such personal trading, this creates the conflict that employees could use their knowledge of pending client transactions in an attempt to benefit their own personal transactions. For example, if an employee owns a security the employee knows PFA will be selling out of client accounts, the employee could sell the personal holding ahead of time in an effort to obtain a higher price than might exist when the client account holdings are sold (front running). To address certain conflicts related to personal trading, the Code of Ethics prohibits excessive trading, prohibits the purchase of securities in an initial public offering and requires pre-clearance of personal transactions with respect to any Registered Fund where PFA acts as an advisor. Because PFA does not prohibit employees from investing in the same securities in which client accounts invest, PFA reviews the periodic personal securities transactions and holdings reports in an effort to ensure that employees do not personally benefit from, or try to take advantage of, their knowledge of upcoming buys and sells within client accounts. In general, given the nature of PFA clients’ investments, the available liquidity and trading volume of securities generally included in client accounts, PFA’s limited trading activities and the limited personal securities activities of its personnel, PFA does not believe as a practical matter that its personnel will be able to benefit personally from such knowledge. PFA’s Code of Ethics also requires employees to obtain pre- approval of any personal transactions in the Registered Funds to address

any potential conflicts related to their knowledge of a Registered Fund's activities.

PFA managers and employees may invest in the Registered Funds without the imposition of a front-end sales load or in a share class with lower overall expenses than otherwise available.

In the circumstances where PFA has investment discretion, it is PFA's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts. PFA does not generally engage in cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

## **Item 12. Brokerage Practices**

### Registered Funds

Unless otherwise delegated to a sub-adviser or co-adviser with respect to a particular Registered Fund, PFA is responsible for selecting the broker-dealer and negotiating pricing. In making its selection, PFA is directed to seek for the Registered Fund the best qualitative execution, taking into account, among other relevant factors, trading size of the fund, price (including the applicable brokerage commission or dealer spread), the execution capability, financial responsibility and responsiveness of the broker-dealer and the brokerage and research services provided by the broker or dealer.

### SMA's

As a general matter, SMA clients direct PFA in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client directs PFA to utilize the services of a particular broker-dealer in recognition of custodial or other services provided to the client by the broker-dealer, and PFA 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 PFA (as described below). 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.

### Model Portfolios

While PFA typically does not have discretion over client assets as a model portfolio provider, financial intermediaries may grant shared trading authority to PFA or "dual-discretion" over the clients' assets whereby PFA has discretion to execute trades on behalf of the clients.

### Trading Client Accounts

Where PFA is responsible for trading in its investment advisory programs, given the nature of such programs, PFA will generally purchase or sell the same security at the same time for a number of clients that all use the same broker-dealer/custodian. In these cases, and where determined practicable and desirable by PFA, trades in the same security for clients using the same broker-dealer/custodian will generally be "bunched" in a single order in an effort to obtain the best execution available with or through the broker-dealer/custodian, or to allocate equitably among the clients of PFA, differences in prices and commissions or other transaction costs that might have been obtained or incurred if client orders were individually placed. In bunched trades, all transactions (including any partial fills) will be averaged as to price (including transaction costs) and allocated among PFA's clients in proportion to the purchase and sale orders placed for each client on any given day.

PFA does not receive research (both proprietary and non-proprietary) or other products or services (otherwise known as "soft dollar benefits") other than execution services from a broker-dealer or a third party in connection with client securities transactions. PFA receives no client referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### Allocation of Investment Opportunities among Clients

Because PFA manages more than one client account, clients are subject to conflicts of interests over PFA's time devoted to managing any one account and the allocation of investment opportunities among all accounts managed by PFA. In such case, PFA will attempt to resolve all such conflicts in a manner that is generally fair to all of its clients. PFA may give advice and take action with respect to any of its clients that may differ from advice given or the timing or nature of action taken with respect to any particular client.

It is PFA's policy, to the extent practicable, to allocate investment opportunities over a period of time on a fair and equitable basis overall among clients. PFA is not obligated to acquire for any account any security that PFA or its affiliate or any of their managers, members or employees may acquire for its or their own accounts or for the account of any other client, if in the absolute discretion of PFA, if it is not practical or desirable to acquire a position in such security for that account.

PFA has implemented a trade rotation policy ("Rotation Policy") to provide approximately equal preference to clients where the purchase, sale or exchange of the same security is in the best interests of more than one client. When PFA communicates a portfolio update to multiple clients, the Rotation Policy provides a method of rotating the clients. PFA's Investment Committee is responsible for determining the rotation. PFA's proprietary accounts do not trade until each client has received notice of the portfolio update.

Even though PFA utilizes the Rotation Policy, PFA's discretionary accounts and accounts to which PFA provides model portfolio or non-discretionary services may trade the same securities at the same time. In these circumstances, PFA will effect trading on the behalf of its clients and deliver model providers portfolio updates in a manner which it believes to be fair and equitable. Due to the nature of the trade rotation process, trading for PFA's discretionary accounts may be conducted at the same time as trading being conducted by model sponsors or accounts where PFA is not granted trading discretion. As a result, PFA's discretionary accounts may obtain more favorable execution prices than non-discretionary or model portfolio accounts or vice versa.

#### **Item 13. Review of Accounts**

Each client portfolio is reviewed on a regular basis. The review process is supervised by PFA's Investment Committee. Certain market, geopolitical or economic events may prompt more frequent reviews.

SMA clients will receive account statements from their independent custodian. PFA encourages SMA clients to review the account statements sent directly by their custodian to confirm the holdings and transactions in their accounts. Any statement sent directly by PFA is not intended to be a substitute for account statements and other reports provided directly by the custodian. If a client does not receive an account statement from its custodian, PFA encourages the client to follow-up directly with its custodian.

Where a Registered Fund has a co-advisor or sub-advisor, subject to the oversight of PFA and the Investment Committee of PFA, the co-advisor or sub-advisor, as applicable, continually reviews the Registered Fund's portfolio in light of the its investment objective and investment policies and restrictions and may look to such factors as movements in the securities markets, including particular securities in which a Registered Fund's assets are invested, sector exposure and asset allocation in connection with any such review. A Registered Fund itself will provide regular written reports of performance to its investors as well as annual and semi-annual reports.

#### **Item 14. Client Referrals and Other Compensation**

PFA may engage certain parties to provide client and investor referral services. PFA also receives referrals of clients and/or investors from its affiliates. Any such referrals are conducted on a fully disclosed basis, in accordance with applicable law. PFA may also compensate certain personnel for business development activity, including for referring,

attracting, and retaining client assets, in accordance with applicable law. Clients and investors referred by a solicitor are subject to a conflict of interest, as the solicitor is incentivized by the referral fee to recommend the advisory services of PFA, as opposed to those another adviser where no such referral fee is paid.

PFA (or one of its affiliates) generally expects to provide additional compensation out of its own resources, and not the assets of any client account, to certain brokers, dealers, financial advisors or other third-parties, other industry professionals and affiliates thereof, in connection with the sale of referral of prospective clients and investors, in accordance with applicable law, and also in connection with various other services including those related to the support and conduct of due diligence, investor account maintenance, the provision of information and support services to clients and investors and the inclusion on preferred provider lists.

PFA and its affiliates may each, at its own expense and out of its own assets, including its legitimate profits from Registered Fund-related activities, provide additional cash payments, travel or other expense reimbursements to financial intermediaries who sell shares of a Registered Fund or assist in the marketing of a Registered Fund, including placement agents and marketing specialists. Financial intermediaries include brokers, financial planners, banks, insurance companies, retirement or 401(k) plan administrators and others. These payments are generally made to financial intermediaries that provide shareholder or administrative services, or marketing support. Marketing support may include access to sales meetings, conference sponsorships, costs or expenses of attending adviser-sponsored due diligence conferences, sales representatives and financial intermediary management representatives, inclusion of a Registered Fund on a sales list, including a preferred or select sales list, or other sales programs. These payments also may be made as an expense reimbursement in cases where the financial intermediary provides shareholder services to Registered Fund shareholders.

**Item 15. Custody**

PFA does not act as a custodian for client assets.

For SMA clients, PFA generally may directly debit client accounts for the payment of advisory fees but does not take physical custody of any client funds and/or securities. Funds and securities will be held with a bank, broker-dealer or other independent, qualified custodian. SMA clients receive account statements periodically from the independent, qualified custodian holding their funds and securities. The account statements from the custodian will indicate the amount of advisory fees deducted from the account each billing period. Clients should carefully review account statements for accuracy.

In the case of the Registered Funds, arrangements have been made with qualified custodians as disclosed in the relevant offering documents.

**Item 16. Investment Discretion**

Except as described below, PFA generally has full discretionary authority to trade, invest and manage client assets on a day-to-day basis, including the discretionary authority to determine the securities to be bought or sold by or on behalf of the client and the amount to be bought or sold.

When selecting securities and determining amounts to be bought or sold on behalf of clients, PFA observes the respective clients' investment guidelines, policies, limitations and restrictions. For Registered Fund clients, PFA's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

In order to be effective, investment guidelines, policies, limitations and restrictions must be agreed to by PFA in writing with the respective client, generally at the outset of the advisory relationship.

As discussed above, PFA may delegate such investment discretion with respect to a Registered Fund to one or more co-advisors or sub-advisors.

PFA does not have investment discretion or manage client assets in connection with its model portfolio services.

## **Item 17. Voting Client Securities**

### Registered Funds

For each of the Registered Funds where PFA retains a co-adviser or sub-adviser to manage all or a portion of the fund, such co-adviser or sub-adviser will be responsible for voting proxies as part of the co-advisor or sub-advisor agreement with PFA. When PFA is the adviser, PFA will vote all proxies in accordance with its written proxy voting procedures, which are available upon request. PFA has developed written proxy voting policies and procedures with the general principle that PFA will vote any proxy or other beneficial interest in an equity security prudently and solely in the best long-term economic interest of applicable clients, considering all relevant factors and without undue influence from individuals or groups who may have an economic interest in the outcome of a proxy vote. PFA's proxy voting guidelines cover certain types of proposals. These guidelines indicate whether PFA votes for or against a particular proposal, or whether the matter should be considered on a case-by-case basis. PFA is responsible for reviewing all proxies and voting them consistent with the policies and procedures.

PFA will make its best efforts to avoid material conflicts of interest in the voting of proxies. However, where material conflicts of interest arise, PFA is committed to resolving the conflict in its clients' best interest. In situations where PFA perceives a material conflict of interest involving it or any of its affiliates, PFA may disclose the conflict to the relevant advisory clients and obtain their consent before voting; defer to the voting recommendation of the relevant advisory clients or an independent third party provider of proxy services; send the proxy directly to the relevant advisory clients for a voting decision; vote the proxy based on the voting guidelines set forth in the policies if the application of the guidelines to the matter presented involved little discretion on the part of PFA; or take such other action in good faith which would protect the interest of advisory clients. Under certain circumstances, PFA may not be able to vote proxies or may find that the expected economic costs from voting outweigh the benefits associated with voting. For example, PFA may not vote proxies on certain foreign securities because of local restrictions or customs.

Clients for whom PFA has proxy voting responsibilities may obtain a copy of PFA's proxy voting policies and procedures or information about how PFA voted any proxies on behalf of their securities by contacting the Chief Compliance Officer at 1-888-862-3690, or emailing [AdvisReqA@princetonfundadvisors.com](mailto:AdvisReqA@princetonfundadvisors.com)

PFA does not assume any responsibility for taking action in class-action claims or litigation with respect to securities in client's account. Clients shall be solely responsible for determining whether to participate in any litigation or class action lawsuits involving securities they hold and for making all such related filings.

### SMAs

PFA does not accept proxy voting authority, and does not vote proxies, on behalf of its SMA clients. SMA clients will receive proxies directly from their custodian or transfer agent.

### Model Portfolio

Proxy voting is not applicable to PFA's provision of model portfolios.

## **Item 18. Financial Information**

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about their financial condition. PFA has no financial condition that impairs its ability to meet contractual commitments to clients, and has never been the subject of a bankruptcy proceeding.