



Item 1 Cover Page

Hudson Edge Investment Partners, Inc.
Form ADV Part 2A
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www.HudsonEdgeIP.com
March 30, 2024

This brochure provides information about the qualifications and business practices of Hudson Edge Investment Partners, Inc. (“**Hudson Edge**”). If you have any questions about the contents of this brochure, please contact us at 201-659-3700. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

Additional information about Hudson Edge is also available on the SEC’s website at www.adviserinfo.sec.gov.

Hudson Edge is registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser. Registration as an investment adviser does not imply that the adviser has attained any level of skill or training. The oral and written communications of Hudson Edge provide you with information about which you determine to hire or retain Hudson Edge.



Item 2 Material Changes

This brochure dated March 30, 2024, is an amendment to the Company's last updated brochure dated September 8, 2023. The following material changes have been made:

- Item 4 has been updated to reflect Hudson Edge's AUM as of December 31, 2023
- Item 5 Fees and Compensation

The maximum annual fee rates charged by Hudson Edge for the following investment strategies offered by Hudson Edge have changed:

Large cap core has changed from 100 bps to 75 bps;
Balanced has changed from 100 bps to 75 bps

Hudson Edge no longer offers Small Cap International

Hudson Edge now offers Core Plus Fixed Income: 45 bps

We will further provide you with a new brochure as necessary based on changes or new information, at any time, without charge. Currently, our brochure may be requested free of charge by contacting JoAnn Conry, Chief Compliance Officer, at 201-659-3700 or JConry@HudsonEdgeIP.com.



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Item 4 Advisory Business

Hudson Edge is an independent registered investment adviser located in Jersey City, New Jersey. Hudson Edge was founded in 1983 and is 100% owned by current and former employees. Hudson Edge devotes its resources primarily to the service of institutional investors and high net worth individuals. Hudson Edge provides equity, fixed income, balanced and international equity investment strategies for a variety of client accounts, including separately managed accounts, wrap accounts, and private funds.

Hudson Edge participates as the sub-adviser in several wrap fee programs by providing portfolio management services to institutions. The wrap fee programs are managed depending on the particular platform utilized, and Hudson Edge receives a portion of the wrap fee paid to the sponsor for its services.

Principal Owner

Hudson Edge's principal owner is The Hudson Edge Investment Partners Employee Stock Ownership Plan (ESOP).

The stock of Hudson Edge is owned 100% by its employees, and former employees, through the ESOP, that is available to all employees tenured at least one year, and directly by the employees and former employees of Hudson Edge.

Types of Services

Hudson Edge provides portfolio management services to its clients based on the investment guidelines of each client.

Hudson Edge also participates in wrap fee programs with certain broker-dealers whereby it provides investment recommendations to such broker-dealers that use Hudson Edge's investment advice to manage their own client accounts. The only difference in managing these programs is that the sponsors execute the trades directly, based on Hudson Edge's advice. For this service, Hudson Edge receives a portion of the wrap fee the sponsor charges their clients.

As of December 31, 2023, Hudson Edge's total assets under advisement was \$ 2,736,407,122. The amount of client assets under management on a discretionary basis was \$ 2,484,465,561, and the amount of assets managed by broker-dealers on Hudson Edge's investment recommendations was \$ 251,941,561.



Item 5 Fees and Compensation

In general, Hudson Edge charges asset management fees based on a fixed percentage of market value of a client's assets under management. The maximum annual fee rates charged by Hudson Edge for the various investment strategies offered by Hudson Edge are as follows:

- Large cap value: 50 basis points ("bps");
- Mid cap value: 32 bps;
- Small cap value: 80 bps;
- Large cap core: 75 bps;
- Fixed Income Core: 45 bps;
- Intermediate Fixed Income: 40 bps;
- Short-Term Fixed Income: 30 bps;
- International Equity: 90 bps;
- Global Equity: 75 bps;
- Balanced: 75 bps;
- Core Plus Fixed Income: 45 bps

Fees vary from client to client depending on the size and needs of the particular client and the amount of assets under management, but all fees for all clients are negotiable. Fees are calculated and billed in arrears, on the basis of the prior quarter-end asset value, based on Hudson Edge's valuation or the custodian's valuation, based on client instructions.

Fees are often deducted directly from a client's investment account. However, they may also be billed directly to the client. The specific manner in which fees are charged by Hudson Edge is established in a client's written agreement with Hudson Edge. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

Hudson Edge may recommend or invest client's assets in exchange traded funds ("ETFs") to minimize potential deviations in the market or to diversify investments. When buying or selling ETFs, brokers-dealers customarily charge the same commission they would charge on any other equity order.

Hudson Edge's advisory fees are exclusive of brokerage commissions, transaction fees, and other related transaction costs and expenses, which are incurred by the client. Clients may also incur certain charges imposed by custodians, brokers, third-party investment consultants and other third parties, such as fees charged by managers, 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. ETFs may also charge internal management fees, which are disclosed in the ETF's prospectus. Such charges, fees and commissions are in addition to Hudson Edge's advisory fee and Hudson Edge does not receive any portion of such commissions, fees, and costs.



Hudson Edge provides investment advisory services to the HGK-Trinity Street International Equity Fund, LP pursuant to an investment management agreement (the “Investment Management Agreement”). The Investment Management Agreement, along with the applicable Funds’ Governing Documents, set forth in detail, the fee structure relevant to the Fund. The terms of the Investment Management Agreement and applicable Governing Documents are generally established at or around the time of the formation of the Fund, subject to amendment in accordance with the terms of the Governing Documents. All investors and prospective investors in the Fund should review the Governing Documents of the Fund in conjunction with this Brochure for complete information on the fees and compensation payable with respect to the Fund.

Item 12 (below) further describes the factors that Hudson Edge considers in selecting broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions). Hudson Edge is not affiliated with any broker-dealers and clients have the option to purchase investment products that Hudson Edge recommends through other brokers or agents not recommended by Hudson Edge.

Item 6 Performance-Based Fees and Side-by-Side Management

Hudson Edge does not generally receive performance fees. However, Hudson Edge has engaged Trinity Street Asset Management, LLP (“TSAM”) to sub-advise one, Hudson Edge global equity separately managed account. This account pays Hudson Edge a performance fee of 20% of the account’s out-performance compared to its benchmark, the calculation of which is based on net realized and unrealized profits and losses less account expenses, including the account’s management fee. In turn, Hudson Edge remits this fee to TSAM, pursuant to its sub-advisory agreement with TSAM

Item 7 Types of Clients

Hudson Edge provides investment advisory services to its clients worldwide including individuals, banks or thrift institutions, accounts invested in wrap fee programs, private funds, pension and profit-sharing plans (covered under ERISA), trusts, estates or charitable organizations, corporations or other business entities.

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

Hudson Edge’s investment strategy involves a fundamentally driven quantitative and qualitative security analysis, coupled with a risk-averse approach to portfolio construction, which has provided long-term results regardless of market conditions. Clients may impose restrictions on investing in



certain securities or types of securities. Hudson Edge’s long tenured investment team draws on its historical perspective to navigate through ever evolving securities markets.

Hudson Edge employs several investment strategies to implement investment advice given to clients.

Domestic Equity Investment

Hudson Edge’s domestic equity investment philosophy has been employed in its current form since 1990. The Equity Team screens the investment universe for disciplined companies with improving cash flows selling below their discounted present value. Rigorous qualitative fundamental analysis is applied to make the final security selection. During this analysis, the Equity Team focuses on identifying undervalued companies that operate from a position of competitive advantage and whose management team understands the principles of shareholder wealth creation.

In order to reduce portfolio volatility, the strategy maintains exposure to all major industry sectors. Each fund strategy adheres to guidelines that limit its sector and security allocations relative to a designated market benchmark. Additionally, this process serves to reduce systematic risk and allows Hudson Edge to demonstrate its stock picking abilities, and thereby generating alpha for its clients.

Internal constraints on sector weighting and position size minimize portfolio risk. While risk statistics generally substantiate the Domestic Equity strategies’ conservative portfolio management style, Hudson Edge does not manage the portfolios to meet specific quantitative benchmarks. Constraints on sector weightings and position sizes are documented in our client guidelines.

International and Global Equity Investment

Hudson Edge’s International and Global Equity strategies employ a bottom-up, fundamental research-driven and concentrated investment approach built on decades of global investing experience. A vast majority of the research for the International and Global strategies is created in house, based mainly from extensive company visits each year. The team typically invests in companies that are undergoing significant strategic transformations or in companies whose operational capabilities are undervalued by the market.

The portfolios are not index-based and securities are generally in the mid to large capitalization range in developed markets. Additionally, security weight is driven by the team’s conviction in the name as well as the life cycle of the position.

Trinity Street Asset Management LLP (“**TSAM**”), a London-based investment adviser registered with the Financial Conduct Authority (“**FCA**”) in the United Kingdom, as well as the SEC, provides sub-advisory services and manages Hudson Edge’s clients’ international and global equity strategies.

Risk management is an integral part of our portfolio construction and management process. While the portfolio is never composed of more than 38 holdings, we don’t want one single holding to have a disproportional amount of influence on the portfolio. As a result, individual positions tend to be 3-



5% in weight and capped at 10% of the portfolio's net asset value. Recognizing the risk similarities in small-cap and equities from less developed geographies (i.e., that liquidity can shrink during times of systematic market distress), we limit the aggregate weight of these two asset classes to 30% of the portfolio. Additionally, no one industry or country will comprise a 50% or greater position in the portfolio.

Domestic Fixed Income

Hudson Edge's fixed income investment process focuses on the active management of spread and credit risk. By utilizing extensive credit research, economic models, and security option-adjusted analysis, Hudson Edge is able to identify and capitalize on opportunities and pricing inefficiencies in the bond market.

Within the course of this active portfolio management, Hudson Edge employs balanced portfolio construction with exposure to all broad sectors (i.e., Treasury, Agency, Corporate, MBS, ABS) of the fixed income market as a means of reducing volatility of returns relative to portfolio benchmarks. Portfolio duration is maintained between 90% and 110% of the designated market benchmark in order to limit the portion of relative performance tied to an interest rate forecast, leaving sector allocation and individual security selection as the primary drivers of relative performance.

Hudson Edge's Fixed Income style merges a broad macroeconomic strategy (top-down) with a bottom-up individual security selection strategy. We feel the combination adds value by providing consistent outperformance and lower volatility to the benchmark over the long run.

Public Health Emergencies

Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, Ebola and COVID-19, have resulted in market volatility and disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to the Funds. It will be difficult to assess what the longer-term impacts of an extended period of unprecedented economic dislocation and disruption will be on future macro- and micro-economic developments, the health of certain industries and businesses, and commercial and consumer behavior. Any public health emergency could have a significant adverse impact and result in significant losses to the Fund. The extent of the impact on the Funds' and their portfolio companies' operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Funds to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy the Funds intend to pursue, all of which could adversely affect the Funds' ability to fulfill their investment objectives. They may also impair the ability of portfolio companies or their counterparties to perform their



respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of the Funds, their portfolio companies, the General Partners and the Advisers may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, restrictions on travel and movement, remote-working requirements, and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

General Economic and Market Conditions

General Economic and Market Conditions, which is the risk that the firm's activities will be affected by general economic and market conditions, such as global and local economic growth, interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of clients' investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, such as the Russia-Ukraine conflict, Gaza conflict, terrorist acts or security operations), and more recently in 2020, a pandemic (i.e. coronavirus). These factors may affect the level and volatility of the prices and the liquidity of clients' investments. Volatility or illiquidity could impair clients' profitability or result in losses.

Market Risk

The success of Client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls, and national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in Client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

Conflicts of Interest

In administering client portfolios and financial reporting, advisers face inherent interest conflicts. They mitigate these conflicts through comprehensive written supervisory compliance policies and procedures and COE, which provides that the client's interest is always held above that of the firm and its Associates.



Item 9 Disciplinary Information

Hudson Edge and its principals have not been the subject of any material legal proceeding required to be disclosed in response to this Item.

Item 10 Other Financial Industry Activities and Affiliations

Hudson Edge has a minority, non-controlling ownership interest in Bruce Nelson Cayman Limited, which serves as a holding company for TSAM. Pursuant to Hudson Edge's sub-advisory agreement with TSAM, TSAM provides global investment advisory services to Hudson Edge clients, when such a strategy is included in the client's advisory agreement.

Hudson Edge is the sole member of the HGK-Trinity Street International Equity Fund GP, LLC, the general partner of HGK-Trinity Street International Equity Fund, LP, a commingled international equity fund.

Joseph Caretti, a Hudson Edge employee, is the sole member of Caretti Insurance Agency, a Michigan limited liability company that is not, in any other way, affiliated with Hudson Edge. Joseph Caretti does not refer Hudson Edge clients to Caretti Insurance Agency and Caretti Insurance Agency does not refer its clients to Hudson Edge.

Matthew Witschel, a Hudson Edge employee who primarily identifies potential clients for Hudson Edge and performs client service for existing Hudson Edge clients, is also a registered representative with Buckman, Buckman & Reid, Inc. ("BBR"), a broker-dealer registered with the Financial Industry Regulatory Authority ("FINRA"). In his capacity as a registered representative of a registered broker-dealer, Mr. Witschel provides brokerage services exclusively to personal "friends and family" that are not related to Hudson Edge or Hudson Edge clients. Mr. Witschel does not refer any Hudson Edge clients to BBR and does not refer any BBR or personal friends and family to Hudson Edge.

Jay Baglio, a Hudson Edge Employee, is a Principal at Jace Marketing Solutions, a New York LLC. Mr. Baglio does not refer Hudson Edge Clients to Jace Marketing Solutions, and Jace Marketing Solutions does not refer its clients to Hudson Edge.



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

Hudson Edge has adopted a Code of Ethics (the “**Code**”) for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, 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. Hudson Edge’s employees and persons associated with Hudson Edge are required to follow the Code and each such person must acknowledge the terms of the Code annually, or as amended.

Subject to satisfying the Code and applicable laws, officers, directors and employees of Hudson Edge and its affiliates are permitted to trade for their own accounts in securities that are recommended to and/or purchased for Hudson Edge’s clients.

The Code is designed to ensure that the personal securities transactions, activities and interests of the employees of Hudson Edge will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities and transactions have been designated as exempt and/or exempt from certain reporting requirements. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code, to reasonably prevent conflicts of interest between Hudson Edge and its clients.

Hudson Edge’s internal procedures with respect to transactions in which Hudson Edge or a related person buys or sells securities that are also recommended to clients include: (i) the Chief Compliance Officer or a designated Hudson Edge officer must pre-clear the transaction before the employee may execute the transaction, (ii) all transactions in securities by Hudson Edge or a related person during any calendar quarter must be reported prior to the 30th day after the end of such calendar quarter; and (iii) all transactions in securities are reviewed quarterly by the Chief Compliance Officer or a designated Hudson Edge officer.

Hudson Edge’s clients or prospective clients may request a copy of the Code by contacting the Chief Compliance Officer at 201-659-3700.



Item 12 Brokerage Practices

Hudson Edge generally has full discretionary authority to determine, without obtaining its client's consent, securities to be bought and sold, including the type of security, the amount of the security, the broker-dealer to be used and the commission rate or spread to be paid. The broker-dealers used by Hudson Edge are not affiliated with Hudson Edge.

When selecting executing brokers for both institutional and individual clients, Hudson Edge evaluates execution capabilities for securities, overall prior service, the quality of research and the ability to provide constructive investment input.

With respect to fixed income, it is Hudson Edge's policy to receive quotes from three brokers before entering orders for our clients. Hudson Edge does not receive any portion of the brokerage commissions and/or transaction fees charged to clients.

Directed Brokerage

If a client so instructs, Hudson Edge will direct commission business from the client's account to a particular broker-dealer. However, since Hudson Edge cannot negotiate with such broker-dealers to obtain the best price and execution, clients who direct Hudson Edge to use designated executing brokers may receive less favorable prices or may pay commission rates that are less favorable than those that Hudson Edge can negotiate when it selects executing brokers to transact on behalf of its clients because Hudson Edge may not be able to aggregate orders to reduce transaction costs.

The brokerage commissions and/or transaction fees charged by executing brokers are exclusive of, and in addition to, Hudson Edge's investment management fee. Although Hudson Edge endeavors to obtain best execution in each case, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction when Hudson Edge determines, in good faith, that the commission paid is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not necessarily the lowest possible cost but is instead whether the transaction represents the best qualitative execution taking into consideration the financial integrity and strength and stability of the broker, the full range of the broker-dealer's services (including the comprehensiveness, frequency, quality and value of research or other services provided), the broker's execution capability, commission rates, responsiveness and quality of service. Accordingly, although Hudson Edge will seek competitive rates, it may not necessarily obtain the lowest possible commission rates on any particular transaction.

Each client must have its own custodian, which is generally a registered broker-dealer or bank. A client may utilize any custodian that meets the definition of a Qualified Custodian that it desires.



Soft Dollars

The Adviser and/or sub-advisers/fund managers limit the use of “soft dollars” to obtaining research and brokerage services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 (“Section 28(e)”). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants’ advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

With regard to domestic equity and domestic fixed income strategies managed directly by Hudson Edge, in return for effecting securities transactions through executing broker-dealers, Hudson Edge expects to receive certain investment research or brokerage products and/or services. Although these products and/or services that may be obtained by Hudson Edge will generally be used to service all of Hudson Edge’s clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client’s account.

With regard to international and global equity strategies managed by Trinity Street Asset Management, LLP (“TSAM”) as a sub adviser to Hudson Edge, as a UK investment manager, TSAM is impacted by the European “MiFID II” regulations. TSAM has set up a research payment account and research budgets are agreed upon with client, and trade execution is priced separately with brokers (research providers may also be brokers, but the arrangements for research are separate from broking activities). These arrangements have unbundled the cost of research and executions services required by the UK Financial Conduct Authority, and will be consistent with Section 28(e) of the Securities Exchange Act of 1934 (including the SIFMA AMG No-Action Letter dated October 26, 2017) which permits the use of "soft dollars" in certain circumstances. The availability and quality of research provided is assessed by TSAM periodically. Services that assist TSAM solely in its performance of non-research related functions will be paid by the Firm.

Since Hudson Edge may execute the same security with multiple broker-dealers on behalf of its institutional clients, Hudson Edge employs a random order generator to randomize the order in which orders are directed to the market based on the specified trade order type. Accounts are



assigned to a particular trade order type based on whether the client’s contract with Hudson Edge specifies “commission recapture arrangements” (wherein a portion of the trading commission is rebated to the pension), “client mandated execution” (wherein the client has expressly dictated the trade or directed brokerage arrangements where Hudson Edge is directed to send all or a specified minimum percent of the client’s trades to the directed broker), or “free trades” (wherein it is in Hudson Edge’s discretion to determine the trade). These institutional trade groups are listed with the platform trade groups and then randomized, so that the order in which a trade group’s transaction is executed will vary with each transaction.

In the circumstance that an order has not been completed by the end of the day, Hudson Edge allocates a partial filling of the orders of each of the clients on a *pro rata* basis across accounts based on the original trade allocation, to the extent possible.

Hudson Edge always aims for best execution and price on all trades.

Item 13 Review of Accounts

At Hudson Edge, portfolio management is an ongoing process. Portfolio managers review and/or monitor all investments daily. Additionally, Hudson Edge holds weekly investment meetings at which time longer term product performance and investment schemes are discussed.

Reviews for fixed income portfolios are conducted by: David C. Hauck, CPA, Chief Operating Officer, Managing Partner/Head of Fixed Income, Eric Chung, Portfolio Manager and Christopher Gerne, Portfolio Manager. Reviews for domestic equity portfolios are conducted by: Michael Pendergast, CFA, Chief Investment Officer, Managing Partner/Equity Investments and Chief Executive Officer; Stevens C. Sheppard, CCM, Portfolio Manager; Matthew Kosara, CFA, Portfolio Manager/Product Manager; Geoffrey Hauck, CFA, Portfolio Manager/Senior Analyst; Helena Scholz, CFA, Portfolio Manager/Senior Analyst; David Ayres, CFA, Portfolio Manager/Senior Analyst.

All domestic equity and domestic fixed income accounts for institutional and individual accounts are managed at Hudson Edge’s Jersey City office. All accounts are managed using a team approach, with investment decisions implemented across the account base.

All International Equity and Global strategies are managed by Trinity Street Asset Management at their London office. All strategies are managed using a team approach, with investment decisions implemented across the account base.

Hudson Edge’s institutional clients receive portfolio statements at least quarterly, and when requested, on a monthly basis, and in-person meetings as requested.



HGK-Trinity Street International Equity Fund clients receive statements monthly.

HGK-Trinity Street International Equity Fund, LP prepares audited financial statements on an annual basis in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”), and such audited financial statements are delivered to the investors in the Hudson Edge-Trinity Street International Equity Fund, LP upon completion of the audit, which is not more than 120 days after the Fund’s fiscal year-end.

Item 14 Client Referrals and Other Compensation

Hudson Edge has relationships with various professionals, where those professionals are compensated for referring and servicing clients to/of Hudson Edge for the provision of investment management services. Each servicing agreement will be governed by the requirements set forth in the Marketing Rule, Rule 206(4)-1 under the Investment Advisers Act of 1940, and any corresponding state or federal securities laws or requirements. Each arrangement is unique and there is no one single servicing arrangement. Any such servicing fee shall be paid solely from Hudson Edge’s investment management fee and will not result in any additional charge to the client.

Item 15 Custody

Hudson Edge generally does not have custody of clients’ investment assets, except due to directly debiting its management fee from client accounts. Client investment assets in separately managed accounts and wrap accounts are held and maintained by a broker dealer, bank or other qualified custodian and the client receives not less than quarterly statements from such custodian that identify the amount of funds and of each security in the account at the end of the period and include all transactions in the account during that period. Hudson Edge urges its clients to carefully review such statements and compare such official custodial records to the statements that Hudson Edge may provide. Hudson Edge’s statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

HGK-Trinity Street International Equity Fund GP, LLC, the general partner of the HGK-Trinity Street International Equity Fund, LP (“the Fund”) is a wholly owned subsidiary (or “related party”) of Hudson Edge. Because the general partner of a fund has the discretion to direct allocations of the assets of such fund, the general partner is deemed to have control over the funds’ assets, and Hudson Edge indirectly through its related person. The assets of the Fund are physically maintained by one or more qualified custodians, with which Hudson Edge has no affiliation, and the Fund’s investors receive monthly statements from the custodian to the Fund. In addition, the Fund’s independent auditor, an independent accounting firm that is registered with, and subject to, review by the Public Company Account Oversight Board, prepares annual audited financial statements in accordance with U.S. GAAP. Hudson Edge or TSAM will provide all investors with audited financial statements for



the Fund within 120 days of such Fund's fiscal year end. Investors should carefully review the audited financial statements of the Funds.

Item 16 Investment Discretion

Hudson Edge receives discretionary authority (limited trading authority) from its clients at the outset of advisory relationships, as set forth in each client's advisory agreement, to select the identity and amount and timing of investments to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, Hudson Edge observes the investment policies, limitations and restrictions of the clients for whom it provides investment advisory services and honors any directed brokerage arrangements to which it has agreed.

Item 17 Voting Client Securities

Unless a client directs otherwise, Hudson Edge uses Broadridge Financial Solutions, Inc. ("Broadridge") to vote proxies on client securities, according to policies adopted pursuant to SEC Rule 206(4)-6, the Proxy Voting Rule, that are reasonably designed to ensure that proxies on client securities are voted in the best interest of the clients. Hudson Edge customarily follows the Glass Lewis & Co - Taft-Hartley guidelines when directing Broadridge as to how to vote.

While proxy voting issues are numerous and guidelines cannot be fashioned for all issues that may arise, Hudson Edge and Broadridge maintain a set of broad policies and procedures to deal with the most significant and frequent proxy issues such as proposals relating to participation on Boards of Directors; corporate governance issues; compensation, benefits and liabilities of officers and directors; capital-related and restructuring proposals; and other social and corporate issues.

Hudson Edge will report, to any client who requests it, how proxies were voted on their behalf. Clients may, at any time, also request a copy of Hudson Edge's proxy voting policies by contacting their account executive or by calling Hudson Edge's office at 201-659-3700

Item 18 Financial Information

Hudson Edge has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.



Item 1 Cover Page

Michael Pendergast, CFA

CEO, CIO, Managing Partner, Portfolio Manager—Large Cap Value

Form ADV Part 2B

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March 30, 2024

This brochure provides information about the above named professional and supplements the Hudson Edge Investment Partners, Inc. (“Hudson Edge”) brochure. You should have received a copy of that brochure. Please contact us at (201) 659-3700 if you did not receive Hudson Edge’s brochure or if you have any questions about the content of this supplement. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about the above named professional also is available on the SEC’s website at www.adviserinfo.sec.gov.



Item 2 Educational Background and Business Experience

The qualifications for persons who will be involved in the investment advisory services will be examined for excellence in training, experience and professional reputation. While no set criteria exist for every individual to be employed, persons with account responsibilities will generally have graduate degrees in finance, business or related fields. Some persons involved in the investment field will hold certain professional designations.

Michael Pendergast, born October 7, 1960, began working at Hudson Edge Investment Partners, Inc. at the firm's inception in June 1983. As one of the original members of the firm, Michael worked as an analyst until 1991 when he began managing the Large Cap Value strategy. Today, Michael is the Chief Executive Officer of Hudson Edge. He also continues to manage Hudson Edge's Large Cap Value and Mid Cap Value strategies, serves as the firm's Chief Investment Officer and is a member of the Board of Directors and Management Committee.

Michael earned a Bachelor of Business Administration in Economics and Finance from Bernard M. Baruch College where he graduated Magna Cum Laude.

Michael completed the Chartered Financial Analyst program in 1988, and is a member of the CFA Society of New York. Michael is registered as an investment adviser representative in the State of New Jersey.

1. To become a CFA, you must

- meet one of the following criteria:
 - Have a bachelor's (or equivalent) degree,
 - Be in the final year of a bachelor's degree program,
 - Have four years of professional work experience, or
 - Have a combination of professional work and university experience that totals at least four years.
- be prepared to take the exams in English.
- have a valid international passport.
- meet the professional conduct admission criteria.

2. Pass the Level I, II, and III Exams

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2. QUANTITATIVE METHODS
3. ECONOMICS



4. FINANCIAL REPORTING AND ANALYSIS
5. CORPORATE FINANCE
6. EQUITY INVESTMENTS
7. FIXED-INCOME INVESTMENTS
8. DERIVATIVES
9. ALTERNATIVE INVESTMENTS
10. PORTFOLIO MANAGEMENT AND WEALTH PLANNING

3. Have four years of professional work experience in the investment decision-making process (accrued before, during, or after participation in the CFA Program).

4. Join CFA Institute as a regular member

Item 3 Disciplinary Information

There are no legal or disciplinary actions to report on the aforementioned professional at this time.

Item 4 Other Business Activities

There are no other business activities to be reported for the aforementioned professional at this time.

Item 5 Additional Compensation

The aforementioned professional does not receive any additional compensation from non-clients for providing advisory services.

Item 6 Supervision

The aforementioned professional is supervised by the Management Committee. The Management Committee can be reached at (201) 659-3700.



Item 1 Cover Page

David C. Hauck, CPA

COO, Managing Partner, Head of Fixed Income
Form ADV Part 2B

Hudson Edge Investment Partners, Inc.

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dhauck@HudsonEdgeIP.com

www.HudsonEdgeIP.com

March 30, 2024

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David Hauck joined Hudson Edge Investment Partners, Inc. in 1999. David is Hudson Edge's Head of Fixed Income, the firm's Chief Operating Officer, and a member of the Board of Directors, and Management Committee.

David has more than 38 years of investment experience. Prior to joining Hudson Edge, David was at Donaldson Lufkin Jenrette, where he was SVP/Institutional Sales specializing in high yield and mortgage-backed securities.

David received his BS in Accounting from C.W. Post School of Professional Accountancy and has completed all the requirements as a Certified Public Accountant.

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Item 1 Cover Page

Eric H. Chung
Senior Fixed Income Portfolio Manager

Form ADV Part 2B

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Eric Chung, born March 25, 1977, joined Hudson Edge in July of 2023. Eric is a senior fixed income portfolio manager at Hudson Edge. Eric has over 20 years of experience as an investment professional, working at various hedge funds, asset managers and banks including NWI, Oppenheimer Funds, Gracie Asset Management and JP Morgan Chase. He is a global macro, fixed income and sovereign credit specialist.

Eric received his BA in Sociology and English from Tufts University in 1999.

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Item 1 Cover Page

Stevens C. Sheppard, CCM
Portfolio Manager

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Stevens Sheppard, born June 4, 1958, joined Hudson Edge Investment Partners, Inc. in 2000 after co-founding Pequot Investment Advisors, Inc. Currently, Steve is responsible for managing Hudson Edge's Large Cap Core strategy as well as equity investments for some of Hudson Edge's high net worth clients.

Steve began his Wall Street career in the early 1980s, starting at Euro Broker Harlow Ltd. and then working in PaineWebber's institutional Capital Markets division. Steve moved on as a Senior Associate in Barclays bank's international Capital Markets division directing the trading and sales of Preferred Stock. Steve was also a Vice President in Smith Barney's Capital Markets Division. His experience has ranged from analyst, trader, institutional sales, and portfolio manager.

Steve earned a Bachelor of Arts degree from the University of Arizona where he majored in Political Science, and minored in Economics and History.

Steve is registered as an investment adviser representative with the State of New Jersey.

Item 3 Disciplinary Information

There are no legal or disciplinary actions to report on the aforementioned professional at this time.

Item 4 Other Business Activities

There are no other business activities to be reported for the aforementioned professional at this time.

Item 5 Additional Compensation

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Christopher R. Gerne
Senior Fixed Income Portfolio Manager

Form ADV Part 2B

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Chris Gerne, born September 12, 1971, joined Hudson Edge Investment Partners, Inc. in 2002. Chris currently works as portfolio manager for the Hudson Edge 1-3 year strategy. He is also responsible for trading and research for the fixed income team. Chris came to Hudson Edge from Deutsche Bank, where he was an assistant trader in the Capital Markets division. Chris also has experience as an auditor at State Street Bank where he was responsible for Taft Hartley/Multi-Employer retirement plans.

Chris earned a B.B.A. Degree in Finance from Radford University – College of Business and Economics.

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Item 1 Cover Page

Matthew Kosara, CFA

Managing Partner, Chief Risk Officer, Senior Client Portfolio Manager

Form ADV Part 2B

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Matthew Kosara, born April 3, 1983, joined Hudson Edge Investment Partners, Inc. in 2005. Matt currently works as the Chief Risk Officer for the Value Equity team and Client Portfolio Manager for Hudson Edge's institutional clients. Matt joined Hudson Edge from MAP Management, LLC. He earned a BS in Management & Finance from Rensselaer Polytechnic Institute's Lally School of Management. Matt is Hudson Edge's Chief Risk Officer, and a member of the Board of Directors, and Management Committee.

Matt completed the Chartered Financial Analyst program in 2012, is a holder of the Chartered Alternative Investment Analyst designation, and a member of the CFA Society of New York.

1. To become a CFA, you must

- meet one of the following criteria:
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 - Have four years of professional work experience, or
 - Have a combination of professional work and university experience that totals at least four years.
- be prepared to take the exams in English.
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2. Pass the Level I, II, and III Exams

Level I focuses on the broad knowledge and comprehension of investment tools used in industry. Level II narrows the focus and tests the candidates application and analysis of asset valuations. Finally, Level III tests the advanced application of the skills learned throughout the first two levels in Portfolio Management techniques.

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6. EQUITY INVESTMENTS



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Item 1 Cover Page

David Ayres, CFA
Co-Portfolio Manager, Small Cap Value

Form ADV Part 2B

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DAyres@HudsonEdgeIP.com

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David Ayres, born May 9, 1987, joined Hudson Edge Investment Partners, Inc. in 2009 as an Equity Analyst/Trader for the Hudson Edge Value Equity team. David currently works as a Co-Portfolio Manager for the Hudson Edge Small Cap Value and the Small Cap International strategies. He is also responsible for research for the Hudson Edge Large Cap Value strategy.

David earned a B.S. Degree in Economics at the College of Holy Cross.

David completed the Chartered Financial Analyst program in 2014 and is a member of the CFA Society of New York.

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Geoffrey Hauck, CFA
Co-Portfolio Manager, Small Cap Value

Form ADV Part 2B

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GHauck@HudsonEdgeIP.com

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Geoffrey Hauck, born August 13th, 1988, joined Hudson Edge Investment Partners in 2010. Geoff began working at Hudson Edge as an Equity Research Analyst for the Value Equity Team. Currently, Geoff works as a Co-Portfolio Manager of the Small Cap Value and the Small Cap International strategies. He is also responsible for research for the Large Cap Value strategy.

Geoff earned a Bachelor of Arts degree in Economics from Colgate University.

Geoff completed the Chartered Financial Analyst program in 2014 and is a member of the CFA Society of New York.

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Helena Scholz, CFA, CIPM
Co-Portfolio Manager, Small Cap Value

Form ADV Part 2B

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Helena Scholz, born January 16, 1986, joined Hudson Edge Investment Partners, Inc. in 2008 as an Equity Analyst for the Hudson Edge Value Equity team. Helena currently works as a Co-Portfolio Manager for the Hudson Edge Small Cap Value and the Small Cap International strategies. She is also responsible for research for the Hudson Edge Large Cap Value strategy.

Helena earned a B.S. Degree in Marketing from Lehigh University– College of Business and Economics.

Helena completed the Chartered Financial Analyst program in 2015, is a CIPM certificate holder, and a member of the CFA Society of New York.

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FORM CRS – CLIENT RELATIONSHIP SUMMARY

Hudson Edge Investment Partners, Inc.

MARCH 30, 2024

Hudson Edge Investment Partners, Inc. is an investment adviser registered with the Securities and Exchange Commission. Services and fees of investment advisers and broker-dealers differ, and it is important to understand those differences. Simple tools for researching firms and financial professionals are freely available at www.Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

Relationship and Services

What investment services and advice can you provide me?

Hudson Edge Investment Partners provides investment advisory services, including financial planning and portfolio management, to retail investors, including individuals, family foundations and trusts. Hudson Edge Investment Partners also participates as the sub-adviser to several wrap fee programs by providing portfolio management services to institutions. While Hudson Edge Investment Partners' advice is holistic, broadly covering each client's financial situation, our investment recommendations most often involve stocks, bonds, mutual funds, and exchange traded funds. Hudson Edge Investment Partners' standard services include monitoring and advising on clients' investment portfolios on a continuous basis.

Our clients typically grant us ongoing discretionary authority to manage their accounts, which means that we can buy and sell investments on behalf of our clients without seeking client permission on a trade by trade basis.

Hudson Edge Investment Partners accepts clients with a minimum of \$50,000 of investible assets. Assets of family members may be aggregated for purposes of meeting this minimum.

More detailed information about Hudson Edge's services is available on Part 2 of our Form ADV, which is available [Here](#).

Conversation Starters:

- *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- *How will you choose investments to recommend me?*
- *What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

Fees, Costs, Conflicts, and Standard of Conduct

What fees will I pay?

Hudson Edge Investment Partners charges clients an investment management fee that is based on the value of each client's assets under management. Fees are negotiable and range between .30 % and .90 % annually, depending on the size and complexity of each client's accounts. Fees are charged quarterly in arrears, based on account values at the end of each quarter. Hudson Edge's fees generally increase as client accounts grow, so we have an incentive to encourage our clients to increase the amount of assets in the accounts that are under our management. Additional information about Hudson Edge's fees is included in Item 5 of Part 2 of Form ADV, available [Here](#).

In addition to Hudson Edge Investment Partners' investment management fee, clients bear transaction fees when Hudson Edge buys or sells investments. Clients also pay fees to the broker-dealer or bank that maintains each account (called "custody" fees). Hudson Edge may select purchases of mutual funds and exchange traded funds for a portion of clients' portfolios. Such investment vehicles pay their own management, transaction, and administrative fees and expenses, and those fees and expenses are indirectly borne by the investors in those vehicles, including Hudson Edge's clients.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Conversation Starter: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

- We manage accounts for multiple clients, and we allocate our time based on each client’s needs. Hudson Edge earns more as we expand our client base and grow our assets under management, and we seek to balance our staffing with the individualized needs of each client.
- A portion of the commissions that our clients pay broker-dealers may be allocated to pay for research provided by such broker-dealers. These “soft dollar” arrangements help Hudson Edge Investment Partners make investment decisions, but they can have the effect of increasing clients’ transaction costs.

More detailed information about conflicts of interest between Hudson Edge and its clients is available on Part 2 of our Form ADV, which is available [Here](#).

Conversation Starter: How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

Hudson Edge Investment Partners’ financial professionals receive a salary and may receive a discretionary bonus. Compensation is set with the intention of attracting and retaining highly qualified professionals. Compensation is based on a variety of factors, including the number, value and complexity of accounts under management, the performance of those accounts, and client satisfaction and retention.

Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

No. Neither Hudson Edge Investment Partners, nor its financial professionals, has legal or disciplinary events to disclose. You can research Hudson Edge and our financial professionals using the free and simple search tool available at www.Investor.gov/CRS.

Conversation Starter: As a financial professional, do you have any disciplinary history? For what type of conduct?

Additional Information

Updated copies of this form, and additional information about Hudson Edge, can be found at www.HudsonEdgeIP.com. You can also request an up-to-date version of this Relationship Summary, or the more detailed Part 2 of Form ADV, by calling 201-659-3700.

Conversation Starter: Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?



EXHIBIT A – FORM CRS

Below is a summary of the material changes made to this Form CRS since the previous version dated March 30, 2023:

Our firm name has changed from HGK Asset Management, Inc., to Hudson Edge Investment Partners, Inc.

More detailed information about Hudson Edge’s services, fees, and conflicts of interest, is available on Part 2 of our Form ADV, which is available [Here](#) .

What fees will I pay?

Updated to: Fees are negotiable and range between .30 % and .90 % annually.

Updated copies of this form, and additional information about Hudson Edge, can be found at WWW.HudsonEdgeIP.com.

Hudson Edge strongly encourages clients and prospective clients to review this Form CRS in its entirety and to call us at 201-659-3700 with any questions you may have.



PROTECTING YOUR PRIVACY

At **Hudson Edge Investment Partners, Inc.** maintaining the trust and confidence of our investors is of paramount importance. We are committed to safeguarding your personal information and providing you with facts and options about how this information may be shared. Please read this notice to learn more about our privacy policies and the options available to you.

This notice replaces all previous statements of our privacy policy, and may be amended at any time. We will provide you with annual reminders of our policies and with revised policies if there are any changes in how we handle your personal information. If you end your relationship with Hudson Edge Investment Partners, Inc., we will continue to adhere to the policies and practices described in this notice. If you have any questions about this privacy policy you may call us at 201-659-3700.

Information That We Collect. As part of providing you with our services we obtain nonpublic personal information about you which may include the following:

- Information we receive from you on client agreements, or other forms, including name, address, social security/tax ID number, assets and income.
- Information about your transactions with us or others.

Information That We Share. We, along with our affiliates, use or share information in a limited and carefully controlled manner. We do not disclose any nonpublic information about our investors or former investors to anyone, except as permitted by law, unless authorized by you. Instances in which we may be required to share your information include:

- Disclosure to companies that provide services necessary to affect a transaction that you request or to service your account such as brokers, accountants, banks, attorneys or administrators.
- Disclosure to government agencies, courts, parties to lawsuits, or regulators in response to subpoenas. In such cases, we share only the information that we are required or authorized to share.

Confidentiality and Security. The security of your account information is important to us. Only those persons who need your information to perform their job have access to it. In addition, we maintain physical, electronic and procedural security measures that comply with U.S. regulations to protect your information. Our employees have limited access to your personal information based upon their responsibilities. All employees are instructed to protect the confidentiality of your personal information as described in these policies, which are strictly enforced.



**Hudson Edge Investment Partners, INC.
("Manager" or "we" or "us")**

**ERISA 408(b)(2) Fee Disclosure Notice
Guide to Services and Compensation**

The following is a guide to important information that you should consider in connection with the services provided by Manager. The information contained herein is intended to satisfy the initial disclosure requirements set forth in the regulations promulgated under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and found at 29 C.F.R. §2550.408b-2(c)(1)(iv), to the extent applicable.

Should you have any questions concerning this guide or the information provided to you concerning our services or compensation, please do not hesitate to contact JoAnn Conry at jconry@HudsonEdgeIP.com.

Required Information	Description ¹
Description of the services that we provide to your Plan	<p>We provide discretionary investment advisory and management services to our clients, in accordance with the investment objectives, guidelines and restrictions set forth in the Investment Advisory Agreement between us and the client, (as amended, the "Investment Advisory Agreement").</p> <p>We provide the services described above to the client as a fiduciary (within the meaning of Section 3(21) of ERISA) and as an investment adviser registered under the Investment Advisers Act of 1940, as amended.</p>
Compensation we will receive from your Plan ("direct" compensation)	<p>Pursuant to the Investment Advisory Agreement, as compensation for our services to be provided to the client thereunder, the client will pay us an investment management fee computed and payable at the end of each calendar quarter (in arrears) based on the market value of the managed assets. Please see the Investment Advisory Agreement for a more detailed description of how such investment management fee will be calculated.</p> <p>All investment management fees described in the prior paragraph will generally be invoiced to the client on a quarterly basis.</p>

¹ Although we have included in this guide certain information with respect to the referenced materials and documents for your convenience, we suggest that you review the entirety of the referenced materials and documents, all of which should have been provided to you. To the extent you have not received any of the referenced materials and documents (either concurrent with the delivery of this guide or otherwise), please do not hesitate to contact us. Please note that this guide is not intended as an agreement for services nor is it intended to change, modify or otherwise amend the referenced materials and documents or any other existing agreements between the client and Manager.

<p>Compensation we will receive from other parties that are not related to us (“indirect” compensation)</p>	<p>Soft Dollar Benefits: We may receive certain indirect benefits from parties that are not related to us, including brokers and counterparties selected by us to execute transactions on behalf of the client. These benefits may include research and related services such as written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing services; discussions with research personnel; databases; fees for attendance at industry conferences; and other news, technical and telecommunications services. We do not expect to receive any benefits from brokers outside the safe harbor for the use of commissions or “soft dollars” under Section 28(e) of the Securities Exchange Act of 1934, as amended. For the calendar year ended December 31, 2023, soft dollar credits generated by trading by the Manager equaled approximately \$136,200, and the only providers of soft dollar benefits to us were Credit Suisse, JP Morgan, and Capital Institutional Services. Please see Manager’s Form ADV Part 2A for additional information regarding soft dollar benefits.</p> <p>Gifts and Entertainment: In accordance with industry practice, we and our affiliates may, from time to time, receive non-monetary gifts and gratuities, such as promotional items (coffee mugs, calendars, gift baskets, etc.), meals and entertainment (collectively, “gifts”) from third parties, including brokers and dealers that may be selected to execute transactions for the client. These items are not provided to our employees based on our firm’s relationship with any particular client. The aggregate annual value of such gifts and gratuities from any one individual or entity would not be reportable for purposes of the Form 5500 Schedule C reporting rules and the receipt of such items is consistent with the guidelines set forth in the U.S. Department of Labor’s Enforcement Manual.</p>
<p>Compensation that will be paid among us and related parties</p>	<p>Not applicable.</p>
<p>Compensation we will receive if you terminate the Investment Advisory Agreement</p>	<p>We will be entitled to receive all accrued but unpaid fees in the event of termination of the Investment Advisory Agreement. Since Manager is paid quarterly in arrears, if the Investment Advisory Agreement is terminated during a calendar quarter, Manager shall be entitled to receive a prorated portion of its quarterly investment management fee based on the number of days in the calendar quarter for which Manager provided services prior to the termination.</p>
<p>The cost to client of recordkeeping services</p>	<p>We do not anticipate providing any recordkeeping services to the client.</p>