



**KDP ASSET MANAGEMENT, INC.**

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**KDP ASSET MANAGEMENT, INC.**

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

PART 2A OF FORM ADV

July 21, 2023

This brochure provides information about the qualifications and business practices of KDP Asset Management, Inc. If you have any questions about the contents of this brochure, please contact us at 802-223-0440 or [highyield@kdpam.com](mailto:highyield@kdpam.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about KDP Asset Management, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

KDP Asset Management, Inc. is a Registered Investment Adviser. Registration with the Securities and Exchange Commission does not imply a certain level of skill or training.



## ITEM 2 – MATERIAL CHANGES

There was a Material Changes since the last update of its Brochure filed on June 7, 2023.

On June 7, 2023, KDP, LLC and its subsidiaries, KDP Asset Management, Inc. and KDP Investment Advisors, Inc. ("KDP") filed for bankruptcy court protection under Subchapter 5 of Chapter 11 of the US Bankruptcy Code. Obra Capital Inc. provided Debtor-in-Possession financing to the KDP companies and signed an Asset Purchase Plan. This demonstrates Obra Institutional Capital's continued support for the fundamentals of our business. The transaction, approved by the Court and filed July 21<sup>th</sup>, 2023, improves the stability and outlook of KDP. The KDP team is expected to have the opportunity to grow as a part of Obra Capital, with the intent to expand our universe of coverage and add resources to our team that will support and enhance the firm's execution of its credit strategies and reporting. We do not expect any change or interruption in our regular operations or services.

On November 5, 2020, Connecticut Investments LLC filed a lawsuit against the KDP companies in U.S. Federal District Court, District of Vermont under federal diversity authority. In the lawsuit, the plaintiff claimed that it made loan advances to KDP, totaling \$2,175,000. According to the lawsuit, Connecticut Investment LLC alleged that it entered into a written contract with KDPIA to provide \$600,000 in loans (convertible to equity, but which were not converted) and oral contracts to provide KDP loans of an additional \$1,575,000 for a total of \$2,175,000 in monetary damages plus interest and attorney's fees. Both Plaintiff and Defendants filed dispositive motions for summary judgement in 2023. On March 13, 2023, the Federal Court found that Connecticut Investments is entitled to summary judgement for its breach of contract claim on a \$600,000 promissory note. In addition, the court concluded that the statute of fraud bars Connecticut Investments breach of contract claims for \$1,575,000. The court denied both parties' motions for summary judgement as it related to unjust enrichment. The court did not address which of the KDP entities may or may not be determined to be liable on the unjust enrichment claim. The outcome of this claim will be a factual issue, decided at trial. The court found that neither KDP Asset Management, Inc. nor KDP, LLC are liable for the \$600,000 promissory note, At the conclusion of this case, the court will enter a judgement against KDP Investment Advisors, Inc. for \$600,000 plus interest and costs.

Our Brochure may be requested by mail addressed to: CJ Flynn, Compliance Officer, KDP Asset Management, Inc. 24 Elm Street, Montpelier, Vermont 05602. Mr. Flynn may also be reached by phone 802-223-0440 (ext. 653) or via email at [cj.flynn@kdpam.com](mailto:cj.flynn@kdpam.com).

Additional information about KDP Asset Management, Inc. is available via the SEC's web site <https://www.adviserinfo.sec.gov/>. The SEC's website provides information about any persons affiliated with KDP Asset Management, Inc. who are registered, or are required to be registered, as investment adviser representatives of KDP Asset Management, Inc.

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## ITEM 4 – ADVISORY BUSINESS

### FIRM DESCRIPTION & OWNERSHIP

KDP Asset Management, Inc. is registered as an investment adviser with the Securities and Exchange Commission ("SEC") specializing in the management of high yield bonds and leveraged loans. The investment advice provided is limited to fixed income directives with an emphasis on high yield bonds and leveraged loans. The firm was established in 1999 and is headquartered in Montpelier, Vermont. In 2003, a holding company, KDP, LLC, was created to further ensure alignment of interests between KDP Asset Management, Inc. and its research affiliate, KDP Investment Advisors, Inc. KDP, LLC is a holding company currently owned 72% by Kingman Penniman, CEO. KDP, LLC owns 98.2% of KDP Asset Management, Inc. The remaining 1.8% is owned by outside investors. KDP, LLC also owns 100% of KDP Investment Advisors Inc., the firm's high yield investment research business.

KDP Asset Management, Inc. manages separately managed accounts for institutional clients such as foundations, public plans, corporate pensions, insurance companies, endowments, banks, and high net worth individuals. KDP Asset Management, Inc. may agree, at its sole discretion, to manage separate accounts below the stated minimum account size. References in this brochure to "KDP" are intended to apply collectively to KDP Asset Management, Inc. and its research affiliate, KDP Investment Advisors, Inc. KDP Asset Management, Inc. provides investment management services to both institutional clients and high net worth individuals. KDP Investment Advisors, Inc. provides high yield and leveraged loan research to institutional clients. KDP Investment Advisors, Inc., through a Research and Database Service Agreement, provides KDP Asset Management, Inc. with access to: (i) the detailed industry knowledge possessed by its investment professionals; (ii) its significant proprietary database; and (iii) its analytical support capabilities. The service agreement between KDP Asset Management, Inc. and KDP Investment Advisors, Inc. is reviewed for conflicts of interest and firewalls are erected and supervised, as necessary.

### TYPES OF SERVICES OFFERED

The primary focus of KDP Asset Management, Inc. is on US Dollar denominated high yield bonds and leveraged loans, but under certain specific client guidelines may also own securities such as second lien loans, defaulted bonds, convertible bonds, convertible preferred securities, common stock, or distressed credit securities. KDP Asset Management, Inc. may invest in a broad array of securities and reserves the right to pursue other investment strategies.

KDP Asset Management, Inc. provides investment management services based on the individual needs and objectives of its clients. Clients may impose restrictions on investing in certain securities, types of securities, credit ratings, industry sectors, or other restrictions. Select clients may elect to have socially responsible, environmental, religious, or other guidelines applied to their portfolios. In addition, KDP Asset Management, Inc. provides clients with the ability to set customized guidelines in terms of asset class weightings, sector weightings, industry emphasis, credit ratings, and other restrictions. There can be no assurances that

investments or trading activities will be profitable. KDP Asset Management, Inc. does not currently participate in wrap fee programs.

KDP also seeks to provide bank clients with a comprehensive suite of loan services via its KDP Bank Loan Services including analytical & regulatory loan support, existing loan portfolio surveillance, pricing, loan administration, and trade facilitation.

As of December 31, 2022, KDP Asset Management, Inc. managed assets of \$ 90,322,333 on a discretionary basis. As of December 31, 2022, KDP Asset Management, Inc. managed assets of \$ 351,458,706 on a non-discretionary basis.

## ITEM 5 – FEES AND COMPENSATION

Fees charged by KDP Asset Management are specified within an Investment Management Agreement, signed with each client. KDP Asset Management, Inc. charges most clients a fixed percentage fee, which is paid in arrears based on a percentage of assets under management according to the schedule below. KDP's fees are negotiable and may vary based on account type and client services required. Accounts with special investment guidelines or other circumstances and requirements may also be charged differently based on the services rendered. Certain existing clients may pay different fees that are not available to new clients.

### **KDP DEFENSIVE HIGH YIELD STRATEGY**

75 bps	for the first	\$10,000,000
60 bps	for the next	\$25,000,000
50 bps	for the next	\$25,000,000
40 bps	thereafter	

### **KDP CREDIT STRATEGY**

80 bps	for the first	\$10,000,000
65 bps	for the next	\$25,000,000
55 bps	for the next	\$25,000,000
45 bps	thereafter	

### **KDP LOAN STRATEGY**

80 bps	for the first	\$10,000,000
65 bps	for the next	\$25,000,000
55 bps	for the next	\$25,000,000
45 bps	thereafter	

### **KDP Bank Loan Services**

*Fees dependent on scope of investment management services.*

## FEE BILLING

KDP Asset Management, Inc. charges different fee schedules for different accounts. Investment advisory clients are either charged a flat fee, or a fee based on the value of assets in the account(s).

Most separately managed accounts billing is done on a quarterly basis in arrears for fees based on the total market value on the last day of the quarter, utilizing Annual Fee Rates, although there are exceptions. Select clients pay monthly based on the custodian's total market value on the last day of the month. Unless otherwise directed, total market value includes net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest of the assets in the client account on the last day of the month or quarter. Select clients use KDP Asset Management, Inc.'s quarter end market value to determine fees, however, certain clients request that the average market value of the three-month ends be used within the quarter. KDP Asset Management, Inc. is responsible, in several cases, for calculating managed account fees using KDP Investment Advisors, Inc.'s pricing of individual issues. Under the pricing policy, we price bonds and loans at the "mid" between the bid and ask prices. A potential conflict of interest may arise in those circumstances where we use the prices of KDP Investment Advisors (our affiliate), because KDP Asset Management, Inc. receives an asset-based advisory fee based on our determination of the value of the assets we managed. In these circumstances, we price the assets in good faith in accordance with the internal pricing policy.

KDP Asset Management, Inc. does not deduct fees from client assets.

If any separately managed account's contribution/withdrawal accounts for more than 10% of the market value in any quarter, their fee is prorated. If any separately managed account is not under management for a full quarter, the fee is prorated.

Bank Loan Services Fee Invoices are provided to clients at the time of settlement for each transaction.

KDP Asset Management, Inc. may serve as a sub-advisor to other third-party managers. Fees received from these subadvisory arrangements may differ from the general fee schedules.

## OTHER FEES

KDP Asset Management, Inc. does not have physical custody of any client assets. KDP Asset Management, Inc. fees are exclusive of transaction fees and other related costs and expenses which are incurred by the client. Clients may incur certain charges imposed by custodians, brokers-dealers, and other third parties. Such charges, including custodial fees and transaction charges are exclusive of and in addition to KDP Asset Management, Inc.'s fee. Please see Item 12 of this brochure for further information on brokerage selection.

**FEES IN ADVANCE**

KDP Asset Management, Inc. does not accept payment of asset management fees in advance.

**ADDITIONAL COMPENSATION**

Neither KDP Asset Management Inc. nor any of its supervised persons accept third party compensation for the sale of securities or other investment products to its clients.

KDP Asset Management, Inc. may be assumed to be a fiduciary to certain advisory clients that are employee benefit plans or individual retirement accounts (“IRAs”) pursuant to the Employee Retirement Income and Securities Act (“ERISA”). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include, among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, KDP Asset Management, Inc. may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, unless KDP waives these fees.

**ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

KDP Asset Management, Inc. does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

**ITEM 7 – TYPES OF CLIENTS**

KDP Asset Management, Inc. manages separately managed accounts for institutional clients, such as foundations, public plans, corporate pensions, insurance companies, endowments, banks, (through KDP Bank Loan Services), and high net worth individuals. KDP Asset Management, Inc. may agree, at its sole discretion, to manage separate accounts below the stated minimum account size.

**KDP DEFENSIVE HIGH YIELD STRATEGY**

Separately Managed Accounts	\$3,000,000
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**KDP LOAN STRATEGY**

Separately Managed Accounts:	\$10,000,000
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**KDP CREDIT STRATEGY**

Separately Managed Accounts:	\$10,000,000
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**KDP Bank Loan Strategy**

Separately Managed Non-Discretionary Accounts:

N/A

KDP Asset Management, Inc. provides non-discretionary investment advisory services for Bank Loan Strategy clients. Pursuant to written agreements, KDP Asset Management, Inc. may provide asset allocation solutions, investment consulting, investment and investment policy monitoring, along with periodic reports. Clients retain discretion over all assets under these investment advisory services, and are responsible for implementing or declining to implement any Investment Advisory provided by KDP Asset Management, Inc.

**ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS****INVESTING IN HIGH YIELD SECURITIES INVOLVES THE RISK OF LOSS, INCLUDING THE RISK OF PRINCIPAL, WHICH CLIENTS SHOULD BE PREPARED TO BEAR.**

KDP offers a variety of key advantages to its clients:

- The breadth and depth of its investment team
- Its research affiliate's rigorous bottom-up research and proprietary Default Risk and Leveraged Loan Recovery Rankings
- The functional capacity, flexibility and client transparency of its management platform and operations

KDP Asset Management, Inc. believes that the key to delivering superior risk adjusted returns lies in controlling credit risk. To do this, we combine rigorous bottom-up credit analysis with a conservative top-down management approach that helps ensure a strong overall credit profile and broad portfolio diversification. Our analysts are always searching for innovative ideas or fresh perspectives on long-standing concepts and are responsible for monitoring all the credits in the industries that they cover as well as relevant developments in these industries that have the potential to impact the industry.

KDP Asset Management, Inc. employs a value-oriented, long-term approach to investing that leverages our research affiliate's strong fundamental research capabilities. KDP Asset Management, Inc. seeks to take advantage of market inefficiencies and anomalies on an opportunistic basis to capture excess credit spreads. A strong emphasis is placed on issuer, industry and sector diversification. Investment Strategies focus on larger and better-quality credits in the high yield and leveraged loan universe, as they are often more resilient in times of

difficulty and their securities tend to be more liquid and less volatile. Analysts conduct a thorough legal analysis of all covenants as well as corporate structure to ascertain potential future risk and to ensure downside protection. The objective is to provide an elevated level of current income with a strong emphasis on principal preservation through avoiding defaults and maximizing portfolio returns for risk.

Portfolios are actively managed, and trading focuses on taking aggressive action to eliminate weakening credits and on selectively realizing investment gains. While specific strategies may differ slightly, the basic investment philosophy remains the same for all products and styles. None of KDP's significant strategies, or any of its customized client solutions, involve the frequent trading of securities.

## **INVESTMENT STRATEGIES**

### **KDP DEFENSIVE HIGH YIELD**

Seeks to provide a prominent level of current income, with an emphasis on principal preservation. Investing in higher-quality high yield bonds, the strategy employs an investment approach based on fundamental analysis and active portfolio and risk management. Portfolios are positioned by KDP in the mid-to-higher quality segment of the U.S. High Yield bond market.

### **KDP SENIOR SECURED BANK LOAN STRATEGY**

Seeks to provide an elevated level of current income, with an emphasis on principal preservation, investing in higher-quality leveraged loans. The strategy employs an investment approach based on fundamental analysis and active portfolio and risk management. Positioning of portfolios by KDP is in the mid-to-higher quality segment of the US Leveraged Loan market. The bank loan strategy targets syndicated; first lien secured term loans that are senior in the capital structure of non-investment grade issuers. Clients pursuing this strategy may also permit allocations to second lien secured term loans as well.

### **KDP CREDIT STRATEGY**

Seeks to obtain attractive annual returns over the long term through a blend of income and capital appreciation by allocating between defensive high yield bonds and senior secured loans.

KDP Asset Management, Inc. believes that this strategy allows for the flexibility to move into what it assesses to be the optimum asset allocation depending on the prevailing environment.

## **BANK LOAN SERVICES**

KDP Asset Management, Inc. seeks to provide federally regulated financial institutions with a comprehensive suite of loan management and due diligence services including analytical and regulatory support, existing loan portfolio surveillance and administration and trade facilitation.

## RISK OF LOSS

KDP Asset Management, Inc.'s does not guarantee nor represent that any of the investment strategies will be successful.

**Below Investment Grade Securities Risk:** KDP Asset Management, Inc. invests in below investment grade securities (sometimes referred to as 'junk bonds') and leveraged loans. These issuers have a credit rating equal to or lower than BB+ (Standard & Poors) or Ba1 (Moody's). These securities may be highly illiquid. Fixed income securities rated below investment grade are especially susceptible to credit risk. No entity should invest that cannot afford to hold the investment for a substantial period or who cannot afford the loss of the entire investment.

**Economic Risk:** High yield issuers are highly leveraged and are prone to be affected negatively by economic downturns and adverse market conditions due to their high leverage or legal uncertainties. Thus, credit risk tends to increase during economic recessions, which usually results in wider credit spreads and price depreciation.

**Credit Risk:** The risk that an issuer of a security will fail to pay interest and or principal in a timely fashion or that negative perceptions of the issuer's ability to make such payments will cause the price of the security to decline. The credit quality of securities may be lower if an issuer's financial condition changes.

Lower credit quality may lead to greater volatility in the price of a security which may affect liquidity and our ability to sell the security.

**Interest Rate Risk:** Fixed income securities increase or decrease in value based on changes in interest rates. If rates increase, the value of fixed income securities often declines. On the other hand, if interest rates fall, the value of the fixed income unsecured securities often increases.

Certain fixed income securities pay interest at floating or variable rates. Variable rate securities reset at specified intervals, while floating rate securities, such as senior secured loans, reset whenever there is a change in a specified index rate or as market conditions and/or issuer conditions warrant. The market prices of these securities may fluctuate significantly when interest rates change.

**Perpetual Call Risk:** There is the risk that future cash flows from existing investments may require reinvestment at lower rates of return than the rates originally achieved. This risk amplifies in the case of securities which have embedded optionality which may cause prepayments to accelerate as rates decline.

**Liquidity Risk:** The markets for fixed income securities can become "illiquid" in many circumstances. In other words, the spread between the "bid" (level where a market participant would sell) and the "ask" (the level at which one would buy) becomes very wide. In these instances, it may become difficult or even impossible to transact in the affected securities. Certain fixed income securities may be less liquid compared to other securities.

The frequency at which prepayments (including voluntary prepayments and accelerations due to defaults) occur on the investments are affected by a variety of factors, including the prevailing level of spreads as well as economic, demographic, geographic, tax, social, legal, and other factors.

The success of KDP Asset Management, Inc. will be dependent upon the investment decisions made by its portfolio managers and key employees. Certain key individuals at KDP have been material to its business. The loss of any one or more of such persons could be material to KDP Asset Management, Inc. and its clients.

**Small and Medium Sized Company Risk:** High yield securities of small and medium-sized companies may be less liquid, and therefore more volatile in price, than those of larger companies. Certain small companies especially are less seasoned, are not well-known to the investing public, not significantly owned by institutions and can have cyclical, static or only moderate growth prospects, as compared to larger companies.

**Use of Leverage:** KDP Asset Management, Inc.'s strategies do not utilize leverage.

**Senior Secured Bank Loan Risk:** The risks associated with floating rate loans are like the risks of below investment grade securities. In addition, the value of the collateral securing the loan may decline, causing a loan to be unsecured. The sale and purchase of a leveraged loan are subject to the requirements of the underlying credit agreement governing the leveraged loan. These requirements may limit the eligible pool of potential leveraged loan holders by placing conditions or restrictions on sales and purchases of leveraged loans. Leveraged loans do not trade on an exchange and purchasers and sellers of leveraged loans rely on market makers, usually the administrative agent for a particular leveraged loan. These factors, in addition to overall market volatility, may negatively impact the liquidity of leveraged loans. Difficulty in selling a floating rate loan may result in a loss.

Bank loan clients are bound by contractual obligations established under the bank debt's loan documentation and the transfer agreements executed when purchasing and selling bank debt. These factors, in addition to overall market volatility, may negatively impact the liquidity of loans. Purchases and sale transactions for this asset class involve heightened risk of extended and delayed settlement times which can result in increased counterparty and liquidity risk. Bank debt is neither registered nor regulated under federal securities laws.

The London Interbank Offer Rate ("LIBOR") is historically referred to, extensively, in the U.S. and globally as a "benchmark" or "reference rate" for various commercial and financial contracts, including corporate and municipal bonds, bank loans, asset-backed and mortgage-related securities, interest rate swaps and other derivatives. In July 2017, the head of the United Kingdom Financial Conduct Authority had announced their intention to phase out the use of LIBOR by December 31, 2021, and all other USD LIBOR settings are set to cease after June 30, 2023.

The US Federal Reserve has begun publishing Secured Overnight Financial Rate Data ("SOFR") with the intention to replace U.S. dollar LIBOR. The full transition to SOFR is underway. The upcoming elimination of LIBOR could have a significant impact on the financial markets in general and may also present heightened risk to market participants, including public companies, investment advisors, investment companies, and broker-dealers. It is difficult to project the full impact of the completed switch from LIBOR to SOFR on KDP's clients until the deadline has been reached and the new reference rates and fallbacks for both legacy and new instruments and contracts are commercially reflected, and market practices become settled.

**Issuer Risk:** The value of securities may decline for several reasons that relate to a security's issuer, such as its financial strength, financial leverage, management performance and reduced demand for the issuer's goods and services, as well as the historical and prospective earnings of the issuer and the value of its assets. A change in the financial condition of a single issuer may affect entire securities markets.

**Potential Concentration Risk:** Client portfolios may have highly concentrated positions in issuers engaged in one or a select few industries. If investments involving a particular obligor, industry or geographic location represent more than a small proportion of the investments, and that obligor, industry or geographic location were to experience difficulties that would affect payments on such investments, the overall timing and amount of collections on the investments may differ from what the portfolio manager may have expected, and portfolios may be adversely affected. This increases the risk of loss relative to the market.

**Sector Risk:** The value of securities focused on a particular industry or market sector will be extremely sensitive to financial, economic, political and other changes affecting that industry or market sector, and conditions that negatively impact that industry or market sector will have a greater impact as compared to an account that does not have its holdings similarly concentrated.

Examples of changes that might cause adverse outcomes on a sector's valuations include legislative actions, regulatory changes, tax or accounting changes, and technical conditions specific to that market segment. These conditions that negatively impact on an industry or market sector will have a greater impact as compared to an account that does not have its holdings similarly concentrated. In addition, defaults may be highly correlated with obligors, industries or geographic locations.

**Extraordinary Events Risk:** Global terrorist activity and United States involvement in armed conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure.

**Recent Epidemic or Natural Disaster Risk:** Global financial markets continue to react to conditions resulting from natural disasters as well as the post-COVID-19 environment. The market continues its gradual return towards the pre-pandemic "normal", COVID-19, or other pandemics or epidemics that might arise in the future, may continue to impact the global

economy, the economics of certain nations, certain asset classes and individual issuers – all of which can negatively impact the performance of accounts in ways that cannot be foreseen at the present time. Also, increased regulations that may restrict trading activity could adversely impact profit potential or markets. Such health crises could exacerbate other governmental, social and economic risks for the immediate future.

None of the KDP investment stratagems follow environmental, social and/or governance (“ESG”) guidelines. While some ESG factors may produce value added outcomes, KDP remains true to its fiscal responsibility and thus believes that ESG factors are not solely governing factors, by themselves, to any investment decision. Unless specifically required by the client, there are no restrictions on the investment universe of strategies by reference to ESG factors.

**Cyber Security Risk:** KDP Asset Management, Inc. depends on telecommunication, information technology and other operational systems, whether its own or those of others (e.g., custodians, financial intermediaries, and others that we or our service providers use). These systems may fail to operate properly or become disabled because of events wholly or partly beyond KDP's (or the others') control. While KDP uses risk management and information security measures, its information technology and other systems, (and those of others), could be subject to physical or electronic break-ins, unauthorized tampering or other security breaches, resulting in a failure to maintain the security, availability, integrity and confidentiality of data assets. Technology failures or cyber security breaches, whether deliberate or unintentional, including those arising from use of third-party service providers or client usage of systems to access accounts, could delay or disrupt KDP's ability to do business and service its clients, harm its reputation, result in a violation of applicable privacy and other laws, require additional compliance costs, subject KDP to regulatory inquiries or proceedings and other claims, lead to a loss of clients and revenues or financial loss to its clients or otherwise adversely affect its business.

KDP will seek to notify affected clients of any known cybersecurity incidents posing a risk of harm to clients as required by law or regulation. KDP has developed a business continuity plan that provides for the availability of critical personnel and systems in the event of a business interruption, including preparations in the event of a pandemic outbreak. The plan is designed to address specific types of events that could impact KDP's ability to continue active management of their clients' portfolios and to provide services contracted for by their clients. KDP's policy is to consider the events that it might face given its business and location and to have procedures in place to allow KDP to resume providing service to its clients as soon as possible. The head of KDP's Investment Technology Group is responsible for the recovery effort and various departments participate in both the updating and testing of the plans.

## ITEM 9 – Business Continuity

KDP has developed a Business Continuity plan that provides for the availability of critical personnel and systems in the event of a significant business interruption, including necessary preparations and activities in the event of a pandemic outbreak. The plan was devised to address specific types of events that could impact KDP's ability to continue active management of the portfolios of our clients and to provide services contracted for by our clients. KDP's policy is, proactively, to consider events that might face our company, its business and location and to have procedures already existing and in place to allow KDP to resume providing service to our clients as soon as possible. KDP IT Technology team is responsible for the recovery efforts and various related departments will participate in both the updating and testing of the plans.

## ITEM 10 – DISCIPLINARY INFORMATION

There is a requirement for all Asset Managers to disclose any material facts regarding any legal or disciplinary events that might be material to a client's evaluation of KDP or the integrity of KDP's Management Team. On March 13, 2023 (see note page 24) Federal District Court denied KDP Investment Advisors, Inc. motion for a Summary Judgement as it related to an unjust enrichment claim for \$1,575,000. The court did not address which of the KDP entities may or may not be determined to be liable on the unjust enrichment claim. The outcome of the claim will be a factual issue, decided at trial.

## ITEM 11 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

In 2003 a holding company was created, called KDP, LLC, Inc., as a condition of an equity investment, to further ensure alignment of interests between KDP Asset Management, Inc. and its research affiliate KDP Investment Advisors, Inc. KDP, LLC owns 98.2% of KDP Asset Management, Inc. Outside Investors own the remaining 1.8% of the additional shares. KDP, LLC also owns 100% of KDP Investment Advisors, the firm's investment research business. KDP, LLC is a holding company owned 72% by Kingman Penniman, CEO.

KDP Investment Advisors, Inc., through a Research and Database Service Agreement, provides KDP Asset Management, Inc. with access to: (i) the detailed industry knowledge possessed by its investment professionals; (ii) its significant proprietary database; and (iii) its analytical support capabilities.

KDP Asset Management, Inc. has a relationship with KDP Investment Advisors, Inc. that one might regard as material. In a variety of instances, KDP Investment Advisors, Inc. and KDP Asset Management Inc. utilize personnel and services of one another in the performance of their business including, without limitation, finance, accounting, human resources, compliance, legal, technology platforms and market analysis. Such utilization can take a variety of forms including dual employee or delegation arrangements.

## ITEM 12 – CODE OF ETHICS AND PERSONAL TRADING

KDP Asset Management, Inc. has a responsibility to treat clients fairly and avoid actual or potential conflicts of interest. The employees of KDP Asset Management, Inc. have an obligation to act solely in the best interests of clients, and to make full and fair disclosure of all material facts, particularly where the clients' interests may conflict with the interests of the firm or its employees. Information concerning the trading activities, and the identity of securities and financial circumstances of KDP Asset Management, Inc.'s clients is kept confidential.

To address any potential conflicts between KDP Asset Management, Inc., its affiliate, and its employees, KDP Asset Management, Inc. or KDP Investment Advisors Inc. may recommend that clients buy and sell securities that KDP Asset Management, Inc. has interest in. This creates a potential conflict of interest between and among the manager, its employees, and its clients. KDP implemented a Code of Ethical Conduct pursuant to SEC Rule 204A-1, which is reviewed and updated annually as necessary. The Code and other policies cover, among other things, portfolio management and advertising, personal investment and insider trading. All persons to whom the Code of Ethical Conduct is applicable must avoid investment activities and practices which may work to the detriment of the firm, or which would impair, or appear to impair, their ability to act for our clients in an objective and unbiased way. No employee can buy or sell any company's securities without prior approval in writing from a member of the Compliance Committee, to prevent the purchase or sale of a security if the security is part of a current or contemplated trade. The term "security" includes stocks, bonds, derivatives, and any other financial instruments.

Employee security transactions are subject to KDP Asset Management, Inc.'s Policies and Procedures regarding personal securities trading, as well as to the requirements of the Investment Advisers Act. This requires reporting of personal securities accounts, transactions, and/or holdings to the Compliance Committee. The Compliance Committee periodically monitors reported personal securities trading activities. This includes a quarterly review of the reported trading activities of all employees, compared to the pre-approval records.

Employees may not undertake business activities outside of the firm that may cause, or appear to cause, any conflict of interest. All employees are subject to pre-approval of all political contributions. The practice of accepting gifts or gratuities is not only unnecessary and undesirable, but also contrary to the clients' interest. Therefore, employees may not accept anything other than token gifts valued at less than \$100 per year, from firms, organizations, vendors, their employees, agents or other individuals who may do or conduct business with the firm or furnish materials, goods and services to the firm.

While providing its services, KDP Asset Management, Inc. and its research affiliate KDP Investment Advisors, Inc. may come into possession of material, non-public information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, KDP Asset Management, Inc. and KDP Investment Advisors, Inc. cannot disclose or use such information for their personal benefit or for the benefit of any other person, including KDP's clients.



KDP Asset Management, Inc. maintains an Insider Trading Policy which was created to identify and prevent the misuse of material, non-public information. There may be certain instances in which employees receive material, non-public information due to investment activities and, consequently, this may restrict KDP Asset Management, Inc. with respect to that investment. KDP Asset Management, Inc., when required, institutes trading and communication prohibitions, including, but not limited to restricted lists, trading walls, or firm-wide restrictions.

KDP Asset Management, Inc. maintains a Privacy Policy which was intended to educate employees about KDP Asset Management, Inc. policies, establish procedures, and monitor and ensure, to the extent feasible, that KDP Asset Management, Inc. satisfies its obligations in this area. KDP Asset Management, Inc. will have access to client non-public personal information. KDP Asset Management, Inc. does not disclose any non-public, personal information about current or former clients without their authorization, except as permitted by law or in response to governmental inquiries. Access to client non-public personal information is accessible only to employees who need to know such information to provide services to clients. KDP Asset Management, Inc. may also disclose non-public personal information to third parties (such as brokers, custodians, administrators, or back-office service providers) only as permitted by law and on an as-needed basis. Safeguards are maintained to protect non-public personal information. If, at any time in the future, it becomes necessary to disclose non-public personal information in a way that is inconsistent with this policy, KDP Asset Management, Inc. shall provide advance notice of the proposed change to provide clients the opportunity to provide prior written authorization to opt-in to such disclosure.

KDP Asset Management, Inc. has a Whistleblower policy to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act. A supervised person, when reporting a concern or making a complaint, is to report such an action to the Chief Compliance Officer or to KDP Asset Management, Inc.'s other senior management in the event the concern pertains to the Chief Compliance Officer.

All KDP Asset Management, Inc. employees must accept in writing at time of hire, annually and when revised, the terms of the Code of Ethical Conduct Policy, Insider Trading Policy, the CFA Institute's Asset Manager Code of Professional Conduct and Code of Ethics and Standards of Professional Conduct.

These policies are meant to avoid actual and apparent conflicts of interest and to ensure that clients' interests are put first. KDP may impose sanctions for violations of these policies. Sanctions include a ban on personal securities trading, suspension, or termination of employment.

KDP Asset Management, Inc. considers all employees to be "Access Persons" and thus all employees at KDP Asset Management, Inc. and its affiliate KDP Investment Advisors, Inc. are held to the same strict standards.

A copy of each of these policies is available to any client or prospective client upon request by mail; CJ Flynn: Compliance Officer, KDP Asset Management Inc. 24 Elm Street, Montpelier, Vermont 05602; by phone 802-223-0440; or email at [highyield@kdpam.com](mailto:highyield@kdpam.com).

## **ITEM 13 – BROKERAGE PRACTICES**

### **BROKERAGE DISCRETION AND BEST EXECUTION**

Fixed Income securities purchased and sold for clients are traded over the counter. And unless otherwise directed by a client, KDP Asset Management, Inc. has full authority and discretion to engage any broker-dealer that is on its list of "approved broker dealers" and to negotiate commissions and to execute investment decisions and transactions for its clients. The overriding objective in broker-dealer selection is to be consistent with our fiscal duty of best execution of orders for our clients. Fixed income transactions do not have stated commissions and such transactions are typically affected on a "net" basis which may reflect a markup or markdown. Debt Instruments may also be purchased from underwriters and dealers in fixed-price offerings, the cost of which may include undisclosed fees and concessions received by the underwriters. Loans are purchased and sold directly between loan counter parties in dealer markets.

KDP Asset Management, Inc. will use its best judgement in evaluating the services of a broker-dealer. In selecting broker-dealers, KDP Asset Management, Inc. seeks broker-dealers that it believes can provide the best execution of transactions. In seeking out best execution under the circumstances, a number of factors may be considered, including but not limited to: the nature of the security being traded; the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security; the quality of the execution, clearance and settlement services; financial stability of the broker-dealer, and the broker-dealer's execution capabilities, including block positioning, access to public offerings, and ability to obtain best price and execution. Portfolio managers execute all trades with internally approved broker-dealers.

Although KDP Asset Management, Inc. seeks competitive commission rates and dealer spreads, it will not necessarily pay the lowest commission or commission equivalent. In any transaction for its clients, KDP Asset Management, Inc. uses reasonable diligence to ascertain the best market for the security (unless required to use a specific broker designated by the client) and buy or sell in such market so that the resultant price to the client is as favorable as possible under prevailing market conditions.

If mutually agreed upon, a client may instruct KDP Asset Management, Inc. to direct brokerage for a client's account to a particular broker. If a client directs the use of a particular broker, KDP Asset Management, Inc. may be unable to negotiate commissions, obtain volume discounts, batch trades and ensure best execution on the client's behalf. Clients may also pay higher commissions than those clients who do not direct the use of a particular broker. No assurances can be given that the transactions executed in accordance with such a client's directed broker arrangement will result in the best execution for the client.

## USE OF RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Subject to the criteria of Section 28(e) of the Securities Exchange Act of 1934, KDP may pay a brokerage commission more than that which another broker might have charged in recognition of the value of the brokerage and research services provided. Research services include advice as to the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities or purchasers or sellers of securities; furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and performance of accounts; and effecting securities transactions and performing functions incidental thereto (such as clearance and settlement). Research obtained in this manner based on the safe harbor requirements of Section 28(e) may be used by KDP Asset Management, Inc. in servicing any or all its clients. Clients may benefit from research obtained through the commissions paid by any of KDP Asset Management, Inc.'s client accounts.

KDP Asset Management, Inc. may also from time to time participate in certain "soft dollar" arrangements with broker dealers to obtain third-party research and market data services. The company participates in such arrangements only under the safe harbor provision of Section 28(e). No soft dollars were generated in 2022. If soft dollars were to be used, KDP has a soft dollar policy in place. Services obtained may include Bloomberg Terminals (research, market information and corporate data), and Advent Software (trading and portfolio accounting software). The Compliance Committee must formally approve all new third-party soft dollar services.

KDP Asset Management, Inc. does receive unsolicited research from the broker dealers it trades with during the normal course of business. KDP Asset Management, Inc. makes a good faith determination in relation to the value of the brokerage and research service provided by the broker-dealer. Receipt of research or brokerage services from brokers who execute trades involve conflicts of interest with our best execution efforts, given an incentive to transact with those brokers from whom we may obtain such research and services. Such transactions are carefully considered and reviewed by the Investment Management Committee and Compliance Committee to ensure conformity with the safe harbor provisions of Section 28(e).

## TRADE AGGREGATION

Trades are aggregated where possible and advantageous to clients. Clients will share transaction costs equally on a pro-rata basis. If purchases of securities are considered at the same time for two or more clients, the transactions in such securities will be allocated among the clients in a manner deemed to be fair and equitable by KDP Asset Management, Inc. Trade aggregation allocation policies are designed, in part, to prevent conflicts of interest that may arise. These policies consider factors that include but are not limited to, the assets of such accounts, the respective size of such accounts, the amount of securities proposed to be purchased or sold in the accounts, diversification within the respective accounts, the investment objectives of the accounts (including portfolio duration targets, sector allocation and structure relevant to client benchmark). Each client that participates in a block trade will receive the average security price and pro-rata portion of the trade transaction cost. Although KDP Asset

Management, Inc. believes that the ability to aggregate orders for client accounts will in general benefit its clients, over time, in any instance, such aggregation may result in a less favorable price or execution for any client than might have been obtained if a particular transaction had been affected on an un-aggregated basis. Our portfolios are monitored by KDP's compliance personnel for consistency with client objectives and restrictions, and the Chief Compliance Officer or designee, conducts regular reviews, monthly, to confirm that KDP has treated its client accounts fairly and with respect to the allocation of investment opportunities.

KDP Asset Management, Inc. uses electronic platforms through which multiple brokers compete for trading opportunities for trading certain debt securities. This usually results in equal or more favorable overall executions for the transactions.

### **NEW ISSUES**

KDP Asset Management, Inc.'s new issue policy is to allocate all these securities fairly and equitably among our advisory clients over time. However, there may be circumstances where a portfolio manager may allocate investments in a way that does not treat all clients fairly and equitably. The guidelines provide for adjustments to allocation amounts in certain cases as an allocation may not always accommodate all accounts. For example, adjustments may be made: (1) to reallocate considering a participating portfolio's characteristics, such as available cash, issuer or industry concentration, credit exposure, and duration; (2) to eliminate de minimis positions; (3) to give priority to accounts that are ramping up; and (4) to give priority to accounts with specialized investment guidelines. Also, with private placement transactions (144A's), certain conditions required by the client or issuer may limit availability of allocations to client accounts. The portfolio manager will submit for approval a proposed new issue allocation report to the Chief Compliance Officer or in his absence a member of the Compliance Committee.

### **CROSS TRADES**

It is KDP's policy that KDP will not affect any principal or agency cross securities transactions for client accounts. Principal transactions, defined as transactions where an adviser, 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 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 adviser to one side of the transaction and broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions arise where an adviser has dual registration as a broker-dealer or has an affiliated broker-dealer; KDP has no such affiliations. KDP does not engage in cross transactions, where KDP causes one client to buy a security from another client.

Cross trades may still benefit clients on both sides of the trade because the one client sells the security for more than the bid price (i.e., the price it would have received in the open market) and the other client purchases the security at less than the ask price (i.e., the price it would

have paid in the open market). Neither KDP Asset Management, Inc. nor any related party would receive any special compensation in connection with any such "cross" transactions.

KDP Asset Management, Inc. has controls in place for monitoring execution in our clients' portfolios including risk workflows, monthly review of trades for best execution and maintaining an approved broker-dealer list. Compliance will monitor cross trades to ensure that all trade allocation policy is enforced consistently. Compliance will ensure that the rationale for any cross trading is documented properly.

#### **TRADE ERRORS**

KDP Asset Management, Inc. has the responsibility to effect orders correctly, promptly, and in the best interests of our clients. In the event an error occurs in the handling of any client transactions, due to KDP Asset Management, Inc.'s actions, or inaction, or actions of others. KDP Asset Management, Inc.'s policy is to seek to identify and correct any errors as promptly as possible without disadvantaging the client or benefiting KDP Asset Management, Inc. in any way. If the error is the responsibility of KDP Asset Management, Inc., any client transaction will be rectified. KDP Asset Management, Inc. will reimburse clients for any direct loss resulting from the correction of a guideline breach or trade error where such is the result of an action taken by KDP Asset Management, Inc. and will be responsible for any client loss resulting from an inaccurate or erroneous order and the client will retain any gain realized in connection with the error correction. KDP Asset Management, Inc.'s policy and practice is to monitor and reconcile all trading activity, identify and resolve any trade errors promptly, document each trade error with appropriate supervisory approval, and maintain a trade error file.

#### **ITEM 14 – REVIEW OF ACCOUNTS**

KDP monitors all portfolio activity on a daily, post-trade basis via a proprietary web portal to ensure compliance with client-specified investment criteria and constraints. KDP monitors portfolio compliance, pricing, performance, credit risk, and other risk factors daily. Any violations or discrepancies triggered by the automated report are sent to the Investment Committee for review and immediate appropriate action. In addition, the Investment Committee receives an automated daily electronic report that provides information as to compliance with all individual client directives.

All transactions are reviewed and approved by either the Chief Executive Officer of KDP Asset Management, Inc. or a designee. The review's focus is on consistency of portfolio investments with firm policy and asset allocations. The portfolio managers review client accounts on an ongoing basis to monitor performance and for consistency with client guidelines, objectives, and restrictions. Account performance is computed monthly and is reviewed by the Investment Committee.

The portfolio managers also meet daily with our research affiliate's Industry and Market Analysts. Price movements, news stories, and any earnings releases as well as industry and issuer positions are discussed covering all securities held in a client's portfolio to include

potential transactions. Monthly performance is reviewed for all clients by senior KDP investment professionals. One or more members of the portfolio team are responsible for corresponding directly with the client. All accounts are reviewed with clients as directed by clients.

Clients may receive written monthly report statements that are generated by the KDP Asset Management, Inc. systems. Clients receive these written reports if they are required in their contracts. These reports include performance analysis, portfolio holdings, and transactions.

KDP Asset Management, Inc. includes and makes available to all clients across all strategies and services a sophisticated and proprietary web-based portfolio management platform to monitor their portfolios. This client-specific / portfolio-specific platform is password protected and is available to clients and authorized users on a 24/7-basis. Information is updated twice daily and includes:

- Summary of key client portfolio characteristics
- Compliance testing against key portfolio criteria and guidelines
- Detailed holdings report with screen and sort capability.
- Research reports, analytics and pricing history for all portfolio companies
- Current and historical transaction reporting

#### **ITEM 15 – CLIENT REFERRALS AND OTHER COMPENSATION**

KDP Asset Management, Inc. does not pay referral fees to third parties. From time-to-time KDP Asset Management, Inc. may enter into agreements, which comply with Rule 206(4)-3 and other requirements of the Advisers Act, which provide for the payment of cash compensation to solicitors who secure clients for KDP Asset Management, Inc. Fee arrangements are based on a retainer and/or percentage of the advisory fee associated with any new business secured by the solicitor.

KDP Asset Management, Inc. has also instituted an incentive compensation plan for all employees. Employees will receive a reward for each qualified prospect that becomes a client of KDP Asset Management, Inc.

#### **ITEM 16 – CUSTODY**

KDP Asset Management, Inc. does not have physical custody of either client funds or assets. Clients receive account statements from their custodians or broker-dealers. Clients should carefully review the account statements that are provided. Clients should carefully compare the account reports that they receive from KDP Asset Management, Inc. with the statements from their custodian or broker-dealer.

Although KDP Asset Management, Inc. does not provide custodial services to clients, under the SEC's Custody Rule, KDP Asset Management, Inc. could be perceived to have custody since

KDP Asset Management, Inc. can inform the custodian to remit investment advisory fees directly to KDP Asset Management, Inc.

There may be differences in market values between our account statements and the custodian's account statement for a variety of reasons. For example, KDP and your custodian may use different pricing sources to value securities held in your portfolio. Other differences can be because KDP and the custodian may generate account statements based on a trade date versus settlement date basis or may be due to a custodian's policies for overseeing certain assets or changes in the values of certain assets. To the extent you find such discrepancies and would like to obtain an explanation, KDP encourages you to call our firm to obtain such information.

### **ITEM 17 – INVESTMENT DISCRETION**

KDP Asset Management, Inc. ordinarily exercises discretionary authority from the client at the outset of an advisory relationship to select the identity and number of securities 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 client account.

When selecting securities and determining amounts, KDP Asset Management, Inc. observes the investment policies, limitations, and restrictions of the clients for which it advises. Clients may restrict KDP Asset Management, Inc. from purchasing securities in certain industries, a specified issuer, or may impose certain social restrictions. Investment guidelines and restrictions must be disclosed to KDP Asset Management, Inc. in writing. KDP Asset Management, Inc. may also manage accounts for clients on a non-discretionary basis and would follow the instructions of clients as to the securities to be bought or sold and any other transaction-related instructions the client directs.

### **ITEM 18 – VOTING CLIENT SECURITIES**

Because KDP Asset Management, Inc., manages fixed income securities, proxy voting is neither requested nor required. However, in certain cases, there may be a request to vote from time to time.

Clients may obtain a copy of KDP Asset Management, Inc.'s complete proxy voting policies and procedures upon request. Clients may also obtain information from KDP Asset Management, Inc. about how KDP Asset Management, Inc. voted any proxies on behalf of their account(s).

When voting on corporate debt actions for clients, our main concern is that all decisions be made solely in the best interest of the client (and for ERISA accounts, plan beneficiaries and participants, in accordance with the letter and spirit of ERISA). KDP Asset Management, Inc. will act in a prudent and diligent fashion intended to enhance the economic value of the assets of the client's account except to the extent otherwise required by the agreement with the client. Examples of such corporate actions could include changes to the credit agreement, exchange for tender offer consents, and bank loans with cashless rollovers.

## ITEM 19 – FINANCIAL INFORMATION

On June 7, 2023, KDP, LLC and its subsidiaries, KDP Asset Management, Inc. and KDP Investment Advisors, Inc. ("KDP") filed for bankruptcy court protection under Subchapter 5 of Chapter 11 of the US Bankruptcy Code. Obra Capital Inc. has provided Debtor-in-Possession financing to the company and has signed an Asset Purchase Plan. We believe that this demonstrates continued support for the fundamentals of our business, and we look forward to ultimately becoming part of the Obra Capital enterprise. The proposed transaction is expected to improve the stability and outlook of KDP. The KDP team is expected to have the opportunity to grow as part of Obra Capital, with the intent to expand our universe of coverage and add resources to our team that will support and enhance the firm's execution of its credit strategies and reporting. We do not expect any change or interruption in our regular operations or services.

On November 5, 2020, Connecticut Investments LLC filed a lawsuit against the KDP companies in U.S. Federal District Court, District of Vermont under federal diversity authority. In the lawsuit, the plaintiff claimed that it made loan advances to KDP, totaling \$2,175,000. According to the lawsuit, Connecticut Investment LLC alleged that it entered into a written contract with KDPIA to provide \$600,000 in loans (convertible to equity, but which were not converted) and oral contracts to provide KDP loans of an additional \$1,575,000 for a total of \$2,175,000 in monetary damages plus interest and attorney's fees. Both Plaintiff and Defendants filed dispositive motions for summary judgement in 2023. On March 13, 2023, the Federal Court found that Connecticut Investments is entitled to Summary Judgement for its breach of contract claim on a \$600,000 promissory note. In addition, the court concluded that the statute of fraud bars Connecticut Investments breach of contract claims for \$1,575,000. The court denied both parties' motions for summary judgement as it related to unjust enrichment. The court did not address which of the KDP entities may or may not be determined to be liable on the unjust enrichment claim. The outcome of this claim will be a factual issue, decided at trial. The court found that neither KDP Asset Management, Inc. nor KDP, LLC are liable for the \$600,000 promissory note, At the conclusion of this case, the court will enter a judgement against KDP Investment Advisors, Inc. for \$600,000 plus interest and costs.



## ***KDP Privacy Policy***

The purpose of this notice is to comply with SEC Regulation S-P which specifies privacy rules promulgated under section 504 of the Gramm-Leach-Bliley Act. Section 504 requires the Commission and other federal agencies to adopt rules implementing notice requirements and restrictions on a financial institution's ability to disclose non-public personal information about consumers. Under the Gramm-Leach-Bliley Act, a financial institution must provide its customers with a notice of its privacy policies and practices and must not disclose non-public personal information about a consumer to non-affiliated third parties unless the institution provides certain information to the consumer and the consumer has not previously elected in writing to opt-in to the disclosure. The Act also requires the Commission to establish for financial institutions appropriate standards to protect customer information.

We may collect the following non-public personal information about you from the following sources:

Information we receive from you on applications or other forms; and

Information about your transactions with us, our affiliates, or others

However, we do not disclose any non-public, personal information about our customers or former customers to anyone, except as permitted by law. We do not sell information about current or former customers to any third parties.

We restrict access to non-public personal information about you to those employees who need to know that information to provide products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your non-public, personal information.