

# **Cantor Fitzgerald Investment Advisors, L.P.**

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## **Firm Brochure**

June 8, 2021

This brochure provides information about the qualifications and business practices of Cantor Fitzgerald Investment Advisors, L.P. (“CFIA” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Chief Compliance Officer of CFIA at (212) 915-1722. 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. An investment adviser’s registration with the SEC does not imply a certain level of skill or training.

Additional information about Cantor Fitzgerald Investment Advisors, L.P. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2. MATERIAL CHANGES**

Cantor Fitzgerald Investment Advisors has purchased the assets of registered investment advisor Flippin, Bruce & Porter, Inc. (FBP). FBP will be a business of Cantor Fitzgerald Investment Advisors. In addition, this brochure includes a variety of wording changes and clarifications from the last update to the Firm Brochure on March 3, 2021.

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## **ITEM 4. ADVISORY BUSINESS**

As described more fully in Item 8 below, CFIA pursues primarily three investment advisory services/strategies: (1) investment management and advisory services to individuals, retirement plans, charitable foundations, mutual funds, and corporations. Our services are offered to clients through advisors and as a Turnkey Asset Management Program provider (collectively, “Clients”), (2) a short-term notes strategy and (3) private investment funds that participate in sale-leaseback transactions for retail commercial real estate within the United States.

Within the investment management and advisory services offering, the Firm offers a variety of Efficient Market Advisors (“EMA”) Model Portfolios that consist of lower-cost, tax-efficient, and liquid exchange-traded funds (ETFs). In addition, CFIA manages two mutual funds, the FBP Appreciation & Income Opportunities Fund and the FBP Equity & Dividend Plus Fund. The firm will also manage accounts as an adviser, sub adviser, and/or research provider to sponsored, all-inclusive asset-based fee programs or relationships.

Within the short-term note strategy, CFIA provides advisory services to one or more financing vehicles (each a “Vehicles” and collectively the “Vehicles”). Within the private investment fund (each a “Fund” and collectively the “Funds”) space, CFIA can provide advisory services for investment vehicles that are exempt from registration under the Advisers Act of 1940 (the “1940 Act”), and whose securities are not registered under the Securities Act of 1933 (the “Securities Act”).

### **Efficient Market Advisors (“EMA”) Business**

Investment management and advisory services, offered through Efficient Market Advisors, a Business of CFIA (“EMA”), are tailored to each Client’s stated objectives. At the beginning of the relationship, EMA gathers information regarding a Client’s overall investment objectives, risk tolerance and time horizon. Once an appropriate Portfolio has been selected for the Client, EMA provides investment management through a three-step process:

- Asset Allocation
- Portfolio Construction
- Periodic Rebalancing

#### *ASSET ALLOCATION*

EMA offers a variety of Model Portfolios, and each Portfolio considers both a Client’s risk tolerance and their stated time horizon for meeting their investment goals.

#### *PORTFOLIO CONSTRUCTION*

EMA constructs proprietary ETF investment Portfolios using strategic, tactical, and opportunistic asset allocation techniques. EMA's investment philosophy emphasizes macroeconomic research in creating an active asset allocation strategy. This strategy is implemented through unique time and risk-based Portfolios. EMA has also developed a dynamic volatility strategy that utilizes a rules-based methodology with a qualitative overlay to build incremental positions that are either long or short in volatility using ETFs/ETNs. We are either long or short, but never both when utilizing this strategy. EMA primarily utilizes index-based ETFs, which are passive investment vehicles, in order to gain diversified exposure to a desired asset class or category.

Asset Classes and Categories may include:

- Equities (Stocks) - Includes, but is not limited to, US or Foreign Large Cap, Mid Cap, Small Cap, Real Estate Investment Trusts (REITs), Sector, Industry, and Emerging, Frontier and Other Global Markets
- Fixed Income (Bonds) - Includes, but is not limited to, Investment Grade, High Yield, Preferred Stocks, Foreign or Domestic Government and Agency and Emerging, Frontier and Other Global Markets
- Alternative Investments (Absolute Return) - Includes, but is not limited to, Commodities, Precious Metals, Currencies, Timber, Agriculture, Managed Futures, YieldCo's, Inflation Expectations, Energy Master Limited Partnerships (MLPs), Hedge Fund Replication and Arbitrage
- Money Market, Bank Deposits, or equivalents.

Please refer to **Item 8** for further information on our methods of analysis and investment strategies, including details on the specific risks associated with these strategies.

#### *REBALANCING A PORTFOLIO*

Rebalancing is the process of selling a portion of an investment in a particular asset class or security that has increased as a percentage of the overall Portfolio to a level beyond its intended or target allocation. Proceeds from rebalancing sales are used to buy additional positions in other asset classes or securities that have fallen below their intended target allocation.

Client Portfolios are reviewed at least quarterly to determine if rebalancing is appropriate.

Please refer to **Item 13** for further information on account reviews performed by CFIA.

### **Flippin, Bruce & Porter (“FBP”) Business**

Flippin, Bruce & Porter, a Business of CFIA (“FBP”), focuses its primary investment expertise on implementing a large capitalization value approach in achieving its clients’ investment objectives. However, it may offer advice on a range of securities, which include and are generally limited to the following:

- Publicly traded equity securities
- Corporate debt securities
- Commercial paper
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- Exchange-traded funds (ETFs)
- United States government securities
- Option contracts on securities

As financial markets and products evolve, FBP may invest in other instruments or securities, whether currently existing or developed in the future, when consistent with client guidelines and objectives.

Please refer to **Item 8** for further information on its methods of analysis and investment strategies, including details on the specific risks associated with these strategies.

FBP generally has investment discretion. Clients may limit its discretion by prohibiting or limiting the purchase of securities or industry groups or by imposing other limitations and/or requests.

#### ***SPONSORED PROGRAM SERVICES***

FBP participates in sponsored programs as more fully described in **Item 10**. Generally, FBP manages accounts in these programs consistent with all other accounts it manages independently with similar investment objectives, risk tolerances and time horizons. The firm receives a portion of the total fee from the sponsoring organization for its services.

## **Private Funds and Vehicles**

Investment advice is provided directly to each Fund or Vehicles (subject, in the case of a Fund to the discretion and control of the General Partner or Board of Directors of the Fund), and not individually to Fund investors or Vehicles note holders. Investment advisory services are provided to each Fund in accordance with the Investment Advisory Agreement with the Fund and/or the Fund's organizational documents. Investment Advisory Services are provided to each Vehicle in accordance with the Vehicle's organizational documents. Investment restrictions for a Fund or Vehicle, if any, generally are established in the organizational or offering documents of the Fund or Vehicle.

## **Gathering Client Information**

At the onset of the Client relationship, CFIA gathers investment objectives, risk tolerance and time horizon for the investment management and advisory services offered by its' EMA<sup>1</sup> and FBP divisions. The information is used by CFIA to determine the appropriate asset allocation Portfolio for each Client. CFIA does not assume any responsibility for the accuracy of the information provided by Clients and is not obligated to verify any information received from the Client or from the Client's other professionals (e.g., advisor, attorney, accountant, etc.) and is expressly authorized to rely on such information. Under all circumstances, Clients are responsible for promptly notifying CFIA in writing of any material changes to the Client's financial situation, investment objectives, time horizon, or risk tolerance.

## **Model Portfolios to Third Parties**

EMA provides services under written platform agreements to non-affiliated third parties advisors, wherein CFIA provides the third-party advisors with model Portfolios in different investment strategies for a fee. The third-party advisor may in turn, at its sole discretion, use the model Portfolios as investment strategies to invest assets of the third-party advisor's clients. EMA does not receive any personal or investment guideline information pertaining to the third-party advisor's clients and does not manage or have discretion over any third-party advisor clients' assets.

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<sup>1</sup> When acting as a sub-advisor to another RIA or when EMA's model portfolios are utilized through a TAMP platform, that RIA is responsible for gathering client information including, but not limited to, investment objectives and risk tolerance.

As of December 31, 2020, CFIA had assets under advisement (TAMP) of approximately \$424,370,090.

As of December 31, 2020, CFIA had discretionary assets under management of approximately \$3,297,396,993.

## **ITEM 5. FEES AND COMPENSATION**

CFIA is both a fee-only investment advisory firm for its separately managed accounts in EMA and FBP. CFIA will also receive a performance-based allocation fee for its real estate pooled investment vehicles. We do not receive commissions from any other parties for investment management services.

### **Investment Management Fees for Clients of the EMA Division**

Compensation for our services is calculated in accordance with the Investment Advisory Agreement (“IAA”) entered into with each Client when we begin our professional relationship. The IAA may be amended from time to time by us upon 30-days prior written notice to the Client.

In consideration for our investment management services, Clients pay EMA an ongoing fee (Account Fee) that is negotiable and is set out in the IAA. The Account Fee is typically a percentage based on the value of all assets in the account, including cash holdings. The Account Fee is generally paid to EMA quarterly in advance (on occasion, an accommodation may be made for the fee to be paid in arrears), with payment due within 10 days from the date of the invoice. However, the Account Fee may also be structured on a tiered basis, with a reduced percentage rate based on reaching certain thresholds. Fees will be equal to the agreed upon rate per annum, times the market value of the account, divided by the number of days in the agreed upon year and multiplied by the number of days in the quarter. The market value will be construed to equal the sum of the values of all assets in the account, not adjusted by any margin debt.

For purposes of determining value, securities and other instruments traded on a market for which actual transaction prices are publicly reported will be valued at the last reported sale price on the principal market in which they are traded (or, if there are no sales on such date, then at the mean between the closing bid and asked prices on such date). Other readily marketable securities will be priced using a pricing service or through quotations from one or more broker-dealers. All other assets shall be valued at fair value by EMA whose determination shall be conclusive.



Our maximum Account Fee is 2.00%. The Account Fee is paid to EMA, and EMA frequently shares a portion of the Account Fee with an Investment Advisor Representative (IAR) or Solicitor based on the particular agreement between EMA and the IAR or Solicitor. Please refer to Item 14 for further disclosures.

Fee adjustments for additional assets received into the account during a quarter will be provided on a pro-rated basis contingent on the number of days that are remaining in the quarter.

#### **Turnkey Asset Management Program (“TAMP”) Accounts and Model Portfolio Fees**

For the Model Portfolio arrangements, the third-party advisor will calculate and pay EMA a fee for providing ongoing Model Portfolio recommendations. The fee paid to EMA is generally equal to an annual percentage of the total assets invested in the Model Portfolios and is paid either in arrears or advance, as outlined in each written agreement between EMA and the TAMP platform. The fee ranges from .20% to .50% and is paid quarterly. The remainder of the fee paid by the TAMP client is retained by the third-party advisor for providing the other services outlined in the third-party Advisor’s ADV Part 2A. It is possible that comparable or similar services may be available to a client at a lower aggregate cost if they were separately provided. Accordingly, a TAMP client should consider the amount of the total TAMP fee in regard to the aggregate services being obtained.

#### **Sub-Advisory Clients**

Management fees for EMA Sub-Advisory Clients are paid directly to EMA from the account by the custodian holding a client’s assets upon submission of an invoice from us to the custodian. Payment of fees may result in the liquidation of a portion of a client’s securities if there is insufficient cash in the account. Copies of invoices are provided to Clients upon request for every applicable billing period. The amount of the investment management fees paid to EMA is reflected on the account statements sent to clients by their custodian.

#### **Vehicles**

CFIA’s fee for its investment advisory services to Vehicles is expected to consist of the excess of any interest payments received in connection with the Vehicles’ financing activities less the sum of the interest payments owed on any notes issued by the Vehicles and any other expenses incurred by the Vehicles in connection with its financing activities (which may include, among other expenses, rating agency, legal, accounting, and dealer fees).

#### **Private Funds**

The Funds will participate in real estate and/or other funds with fixed income investments. Certain funds may have different fee schedules based upon the

subscription documents. There may also be instances where CFIA does not receive a management fee for a given private fund.

The General Partner can be entitled to a performance-based allocation, to be distributed annually, in an amount equal to the net profit of a Fund for such period after considering the return payable to the Limited Partners and their respective capital contributions. The Fund will pay, or reimburse the Manager, the General Partner, and their respective affiliates (if applicable), for certain expenses.

### **Additional Information**

The fees discussed above for Clients of EMA do not include charges imposed by third parties. For example, custodial fees, ETF fees and expenses, and any additional fees charged by third party advisors or platforms are not included in CFIA's investment management fees. In addition to our fee, a Client is responsible for paying a proportionate share of any ETF fee (outlined in each ETF prospectus), brokerage commissions, stock transfer fees and other similar fees incurred in connection with transactions for his/her account. These fees are paid out of the assets in a Client's account and are in addition to the investment management fees paid to us.

In addition to management fees and performance fees or incentive allocations, Funds typically incur other types of fees and expenses, either directly or indirectly, which may include, among others, administrative, registrar and/or transfer agency, corporate secretarial, registered office, custodial and director fees and expenses. Funds also incur other operational expenses such as expenses associated with the offering and sale of Fund interests, audit and legal fees, taxes, and other miscellaneous costs.

Funds also bear brokerage and other transaction costs in connection with their transactions. See "**Item 12. Brokerage Practices**" for more information.

### **Investment Management Fees for Clients of the FBP Division**

#### **Independently Managed Accounts**

On an annual basis, FBP will charge for services as adviser on the market value of the assets, which may include accrued dividends and accrued interest, in a client's account as computed at the end of each quarter, and FBP will charge them on a quarterly basis. A client's advisory agreement with us authorizes their custodian to deduct and pay our fee from their account upon receipt of billing; or at a client's request, we will bill them directly. A client, subject to our approval, may pay our fee in advance. We would refund any unearned prepaid fee should the account close. A client will incur other fees, including brokerage, transaction, and custody fees, which other parties will charge. See "**Item 12. Brokerage Practices**" for more information.

The fee schedule that applies generally to accounts FBP manages (other than the FBP Appreciation & Income Opportunities Fund and the FBP Equity & Dividend Plus Fund, which is

discussed under Item 10) is as follows:

Annual Fee Schedule

.75%	on the first	\$ 1,000,000
.60%	on the next	\$ 9,000,000
.50%	thereafter	

Under certain circumstances, FBP reserves the right to negotiate fees, which may result in different fees for similar investment management services.

Clients' funds held in exchange-traded funds (ETFs), mutual funds and trust certificates, including custodians' money market funds or other similar investment vehicles, are charged a fee within and by the fund's management in addition to the fee that the firm charges for managing the account.

Either FBP's clients or the firm may terminate investment advisory contracts without penalty upon thirty days' written notice, unless otherwise negotiated. In the event of termination prior to the end of a quarter, FBP will prorate the fee for that quarter.

Upon request, FBP may also provide portfolio analysis and review through consultation at a negotiable hourly rate, payable subsequently.

**Sponsored Account Relationships**

For accounts managed as an adviser, subadvisor, or research provider in sponsored programs, the sponsoring entity pays the management fee on behalf of their client. That sponsoring entity executes their client's portfolio transactions without separate commission charges. The same sponsoring entity also monitors FBP's performance, and may also act as custodian, or provide some combination of these or other services, all for a single, all-inclusive asset-based fee, which the sponsoring entity charges their client.

Sponsored program clients are encouraged to review materials prepared by the program sponsors, such as a sponsor's Form ADV 2A and Appendix I (Firm brochure and Wrap Fee Program brochure). Those sponsor-provided documents should describe the business, financial terms and arrangements between the program sponsors and investment advisers such as FBP.

The sponsoring entity generally will handle all brokerage for accounts managed under sponsored programs and in instances where FBP is compensated through sponsored arrangements. FBP does reserve the right though, to direct the brokerage in a client's best interest. The firm may exercise this right if it believes in good faith that a broker-dealer other than the sponsoring one can affect a transaction at a price, including any brokerage commissions or dealer mark-up or mark-down, more favorable than if the sponsoring entity effected the transaction. In many cases, brokers other than the sponsoring entity will

execute transactions that involve fixed income securities.

They will do so on a principal basis and the transaction will include a mark-up/mark-down or spread. Under an all-inclusive asset-based fee arrangement, FBP does not typically negotiate commissions; the fee that the client pays the sponsoring or referring entity includes brokerage services, with a portion of the fee in place of commissions. If FBP uses a broker-dealer other than the sponsor to execute trades, the client's account will be charged for any additional costs incurred in the transaction.

In evaluating an all-inclusive asset-based compensation arrangement, a prospective client should consider the level of the all-inclusive fee in relation to the costs of obtaining similar services independently, specifically:

- The investment management services
- The commission costs
- The value attributed to monitoring the account
- The cost of custodial and any other services

The aggregate cost of the services listed above may be less than a single all-inclusive asset-based fee. This all-inclusive fee structure, however, may make FBP's investment management services and other professional services available to clients with accounts not meeting its minimum size requirement.

FBP may serve as a research provider to one or more investment advisers. It is compensated based on a percentage of total assets attributable to accounts that use its research under a research-provider arrangement.

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

EMA and FBP do not charge any performance-based fees calculated on a share of capital gains upon or capital appreciation of the assets or any portion of the assets of an advisory client.

Certain Private Funds managed by CFIA are structured as multi-class funds, with classes that charge and classes that do not charge performance fees or incentive allocations (except for one Private Fund that has only one share class). Other Private Funds will participate in real estate and/or other funds with fixed income investments. Certain private funds may have different fee schedules based upon the subscription documents. There may also be instances where CFIA does not receive a management fee for a given private fund.

The investment strategies of the Funds and the Vehicles in the short term note strategy do not overlap.

## **ITEM 7. TYPES OF CLIENTS**

CFIA currently provides investment advisory services to:

- Individuals
- High net worth individuals
- Corporations
- Pension and profit-sharing plans
- Trusts & estates
- Charitable organizations
- Other investment advisers
- The Funds and the Vehicles
- Investment Companies (including mutual funds)
- State or municipal government entities

### **FBP Minimum Account Size**

The minimum account sizes for FBP's services are generally as follows:

- Independently managed - \$500,000
- Sponsored Programs – varies by sponsor
- FBP Mutual Funds
  - Regular accounts - \$5,000
  - Tax-deferred retirement accounts - \$1,000

Fund interests and Vehicles' notes are offered pursuant to applicable exemptions from registration under the 1940 Act and the Securities Act. Fund investors and Vehicles' note holders may include, but are not limited to, high net worth individuals, banks, investment companies, trusts, estates, corporations, foundations, endowments, and pension plans.

Funds generally require a minimum investment of \$1,000,000, although the General Partner or Board of Directors, as applicable, of a Fund may waive the investment minimum in its discretion. Certain Funds may have lower or higher minimum investment amounts.

## ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### **EMA Business**

EMA's proprietary investment process and real-world experience is comprised of strategic, tactical, and opportunistic elements using ETFs.

**Strategic Asset Allocation** considers an investor's time horizon and the historical interrelationship of asset class prices irrespective of the current macroeconomic environment or the state of the business cycle. EMA uses this historical perspective to create the base upon which our investment thesis and opinions are implemented.

**Tactical Asset Allocation** implements CFIA's investment views by adjusting upward or downward the various asset class weightings in a Portfolio. EMA uses a top-down approach that considers multiple variables including relative valuation, economic cycle positioning, interest rate spreads, monetary, fiscal policy, political factors, yield curve analyses, and industry/sector valuations.

**Opportunistic Investing** provides the potential to add "alpha" or value to a Portfolio by maintaining the flexibility and willingness to act when unexpected events occur that cause over or under valuations of an asset class, sector, or industry.

### **FBP Business**

FBP is a value manager. This value orientation is at the core of how it evaluates securities, makes purchase and sale decisions, and structures accounts. FBP strives to meet its clients' investment objectives by investing in high-quality securities with a value philosophy that factors in human emotion, price, historical valuation, and fundamental analysis. Investment decisions are made by FBP's investment team.

## **FBP's Approach to Equities**

FBP will seek to acquire securities of companies, which, in FBP's judgment, are undervalued in the securities markets because they are currently "out of favor" with the market or temporarily misunderstood by the investment community. As investors overreact to near-term events, they create overvalued and undervalued security prices in relation to a company's long-term outlook. As the price of a security separates from what FBP believes to be its value, an opportunity may be created. In determining whether an equity security is undervalued, FBP considers, among other things:

- Current valuation with respect to price-to-sales, price-to-book value, price-to-cash flow, price-to-earnings, and dividend yield, compared to historical valuations of the same measure and past and future prospects for the company.
- Analysis of the fundamentals of the business including balance sheet strength, return on and use of capital, industry/economic climate, management history and strategy, and earnings potential under various business scenarios.
- Wall Street opinions and largest institutional holders
- Information from various sources including research material generated by the brokerage community; periodic company reports, announcements and discussions with management, conference calls; and other investment and business publications.

FBP's fundamental analysis includes a focus on long-term drivers of value helping it to determine investment merit. Revenue growth, profit margin potential, profitability, financial flexibility, free cash flow, competitive position, and management's track record are key drivers. FBP adds securities to the account based on this analysis and when a substantial discount to its estimated value is present.

The account will hold companies that will be evidencing stages of recovery and the investment community will, in varying degrees, be recognizing this recovery. Recognition may take many forms, some of which may be:

- Favorable research reports and purchase recommendations by brokerage firms and other investment professionals
- Renewed institutional interest through reported large block purchase transactions.
- Favorable market price movements relative to the stock market as a whole

As these securities approach FBP's estimated value, they become candidates for partial sale to lower the weighting in the account or outright elimination from the account. They may also become candidates for the option-writing activity described under the heading Types of Securities – Covered Call Options.

### **FBP's Approach to Fixed Income**

FBP manages fixed income securities as part of its balanced (equity and fixed income) account management. FBP will also manage separate fixed income accounts. FBP believes the primary purpose of fixed income is to provide stability and income. Therefore, FBP typically maintains an average maturity in the two- to five-year range and individual issues will generally not exceed ten years in maturity as the longer the maturity, the higher the volatility. Depending on each client's investment objectives, FBP's approach would use primarily U.S. government or agency securities, investment-grade corporate bonds or tax-exempt securities. Diversification attributes, analysis of quality rankings, yield and sector spreads, and the business cycle help FBP to determine which securities to select. FBP will determine the asset allocation for a balanced account based on the client's investment objectives as well as risk tolerance, time horizon and any other consideration. The firm may sell a fixed income security due to changes in market conditions, credit worthiness, interest rates, fiscal policies, or a change in its outlook.

### **FBP's Approach to Dividend Income Equities**

For clients, whose investment objectives include an above-average income requirement and who also want equity market exposure, FBP will invest in equities of companies that have above- average dividend yield, attractive valuation, and dividend growth potential. The firm also uses covered call option writing strategies to generate additional income for the account as described below under the heading Types of Securities – Covered Call Options. In researching companies, FBP will assess the fundamentals of a business including the sustainability of its dividend, its competitive position, and industry dynamics. Generally, these companies will exhibit one or more of the following characteristics:

- Dividend yield greater than the market
- Attractive valuation based on historic, absolute and/or relative value
- History of growing dividends with the likelihood of sustainable dividend growth
- Availability to use covered call options

FBP will attempt to control risk through diversification among major market sectors.



FBP will sell securities when it believes potential for capital appreciation no longer exists, option writing activity results in sale, when the dividend yield is no longer attractive, when the fundamentals of the issuer's business or general market conditions have changed, or when opportunities that are more attractive become available.

## **Types of Securities**

**Equity Securities** – The accounts FBP manages invest in a variety of companies, industries, and economic sectors to seek the best opportunities for capital appreciation and growth with moderate risk. FBP invests the accounts primarily in securities of the largest 1,000 domestic companies having operating histories of 10 years or longer. Although FBP will invest primarily in common stocks, it may also invest a portion of the assets in other equity securities, including straight preferred stocks, convertible preferred stocks, and convertible bonds, that are rated at the time of purchase in one of the four highest grades assigned by a nationally recognized rating agency, or unrated securities determined by it to be of comparable quality.

**Covered Call Options** – When FBP believes that individual equity securities held by the account are approaching the top of our growth and price expectations, the firm may write (sell) covered call options against those securities. FBP writes options for income generation and for hedging purposes and not for speculation. FBP will only write options that are issued by the Options Clearing Corporation and listed on a national securities exchange. FBP will only use covered call options in accounts that have agreed in writing to use options as part of their overall investment strategy.

**Fixed Income Securities** – Fixed income securities include corporate debt obligations, U.S. Government obligations and tax-exempt obligations. FBP will generally invest in securities that mature in 1 to 10 years from the date of purchase except when, in its opinion, long-term interest rates are expected to be in a declining trend, in which case maturities may be extended longer. Corporate debt obligations will consist primarily of "investment grade" securities rated in one of the four highest rating categories by a nationally recognized rating agency, or, if not rated, are, in its opinion, of equivalent quality. U.S. Government obligations include direct obligations of the U.S. Treasury and securities issued or guaranteed as to interest and principal by agencies or instrumentalities of the United States. FBP may use tax-exempt obligations for accounts it manages independently and if consistent with the account's investment objectives and tax considerations. Tax-exempt securities may include general obligation bonds, revenue bonds, lease obligations, pre-refunded obligations, and certain types of revenue bonds.

**Money Market Instruments** – FBP primarily will use the custodian's available money market funds for investment of an account's cash reserves. FBP may also use other

money market instruments such as U.S. Government obligations and corporate debt securities (including those subjects to repurchase agreements), bankers' acceptances, certificates of deposit and commercial paper, including variable amount demand master notes.

***Mutual Funds and Exchange-Traded Funds ("ETFs")*** – These securities are used to adjust an account's exposure to the broad markets or to industry sectors without purchasing a large number of individual securities. They may also be used to provide additional diversification for certain clients.

### **Principal Risks of Loss**

The investment strategies described above are not intended to be a complete investment program and there can be no assurance that the strategies will achieve their investment objectives. As with any investment, there is a risk that you could lose money by investing in any of the strategies described above. An investment in the securities markets is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

***Stock Market Risk*** – The return on and value of an investment in equities will fluctuate in response to stock market movements. Stocks and other equity securities are subject to inherent market risks and fluctuations in value due to earnings and other developments affecting a particular company or industry, stock market trends and general economic conditions, investor perceptions, interest rate changes and other factors beyond our (the adviser's) control. Stocks tend to move in cycles and may experience periods of volatility and instability.

***Large Company Risk*** – Larger capitalization companies may be unable to respond quickly to new competitive challenges, such as changes in technology and consumer tastes, and may not be able to attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion.

***Covered Call Option Risk*** – The use of options requires special skills and knowledge of investment techniques that are different from those normally required for purchasing and selling securities. If FBP is incorrect in its price expectations and the market price of a security subject to a call option rises above the exercise price of the option, the account will lose the opportunity for further appreciation of that security.

***Fixed Income Risk*** – Fixed income securities held are subject to fluctuation in value based on changes in interest rates or in the creditworthiness of individual issuers.

- ***Interest Rate Risk*** – The value of fixed income securities will normally vary inversely with the direction of prevailing interest rate movements. Generally, when interest rates rise, the value of fixed income securities can be expected to decline.
- ***Maturity Risk*** – The value of fixed income securities also depends on their maturity.

Generally, the longer the maturity of a fixed income security, the greater its sensitivity to changes in interest rates.

- **Credit Risk** – The value of fixed income securities also depends on the creditworthiness of an issuer. A deterioration in the financial condition of an issuer, or a deterioration in general economic conditions could cause an issuer to fail to pay its principal and interest when due. Corporate debt obligations rated in the fourth highest category by a nationally recognized rating agency have speculative characteristics and changes in economic conditions or other circumstances are more likely to lead to a weakened capacity to pay principal and interest than is the case with higher-grade securities. While obligations of some U.S. Government-sponsored entities are supported by the full faith and credit of the U.S. Government, several are supported by the right of the issuer to borrow from the U.S. Government, and still others are supported only by the credit of the issuer itself. The guarantee of the U.S. Government does not extend to the yield or value of the U.S. Government securities held by the account. Tax-exempt issues often are un-rated due to the size of the offering or of the outstanding issue. These issues require credit analysis by our firm, and we may be incorrect in our assessment of the credit worthiness of the issuer.
  - **Risks Associated with Credit Rating** – A rating by a nationally recognized rating agency represents the agency’s opinion as to credit quality of a security but is not an absolute standard of quality or guarantee as to the credit worthiness of an issuer. Ratings of nationally recognized rating agencies present an inherent conflict of interest because such agencies are paid by the entities whose securities they rate. The credit rating of a security does not necessarily address its market risk (that is, the risk that movements in the overall financial markets or changes in the level of interest rates will adversely affect the value of a security). In addition, ratings may not be revised promptly to reflect developments in the issuer’s financial condition.
  - **Liquidity Risk** – Liquidity risk is the risk that a security could not be sold at an advantageous time or price due to a security downgrade or adverse conditions within the fixed income market.

***Investment Style and Management Risk*** – FBP’s method of security selection may not be successful and the securities in the account may not perform as well as the market as a whole. There can be no assurance that FBP will be correct in its expectations of recovery for the equity securities selected for equity-oriented accounts or to select equity securities or fixed income securities for balanced accounts correctly. There is no assurance FBP will allocate the account’s investments between equities and fixed income correctly. Some undervalued securities the firm selects may continue to be undervalued for long periods of time and some “out of favor” companies may never regain a favorable position in the market. Equities FBP selects for above-average dividend yield may reduce or stop paying dividends, which would reduce the account’s ability to generate income.

## **Vehicles**

The Vehicles issue highly rated short-term notes to investors. The Vehicles use the proceeds of their note issuances to make loans to counterparties that are fully supported by collateral. Such collateral (i.e., permissible Vehicles investments) may include (1) "Match-Funded Assets" and (2) debt securities, equity securities and other financial instruments issued or guaranteed by the U.S. government or its agencies, sovereign governments, supranational entities, corporations, financial institutions, and asset-backed or mortgage-backed issuers that are the subject of credit support agreements.

Match-Funded Assets refer to assets that (1) are denominated in the same currency as the short-term notes issued by Vehicles; (2) at the time of acquisition, are not past due; (3) mature on the maturity date of each short-term note issued by Vehicles to fund such acquisition; (4) are either a discount obligation that does not bear interest or an interest-bearing obligation that at all times bears interest at a fixed rate (and not at a floating rate); (5) if an interest-bearing obligation, have interest payment dates that in each case match the interest payment dates of the short-term notes issued by Vehicles to fund such acquisition; and (6) have certain required credit ratings.

Investments other than Match-Funded Assets may include, among others, commercial paper, certificates of deposit, bankers' acceptances, asset-backed or mortgage-backed securities, loans, bonds, stocks, trust receipts, custodial certificates, and credit support agreements. The credit support agreements related to those assets are provided by the counterparties who finance assets through the Vehicles. Those counterparties must themselves be either (a) highly rated or (b) the beneficiary of highly rated credit support.

## **Risks – Private Funds and Vehicles**

As with all investments, investing in a strategy, Fund or Vehicles involves substantial risks, including the risk that an investor will lose money. A summary of the material risks associated with the significant investment strategies of CFIA is set forth below.

### *Investment Risk*

There can be no assurance that the strategies employed by a Fund or Vehicles will be successful or that a Fund or Vehicles will achieve its investment objectives.

### *Counterparty Risk*

The credit rating of notes issued by Vehicles in CFIA's short-term notes strategy is highly dependent on the creditworthiness of the counterparties who finance assets and who guarantee the payment of the notes. Such Vehicles are exposed to the risk that

counterparty will fail to meet its obligations, causing the Vehicles to suffer losses.

#### *Accumulation of Fees and Expenses*

The fees and expenses borne by Fund investors, in the aggregate, may be higher, on a relative basis, than would be borne in another investment entity.

#### *Concentration of Positions*

A Fund may at any time hold fewer positions than anticipated and hence increase the concentration of its positions. It is also possible that a Fund might take substantial positions in the same security at the same time. This inadvertent concentration could interfere with a Fund's goal of diversification.

#### *Credit Facility*

A Fund can have the authority to borrow any amount for any reason, including without limitation, to fund settlement timing differences, to settle foreign currency exchange transactions, to fund redemptions and to purchase investments ahead of expected subscriptions.

#### *Currency Risk*

A Fund's net asset value may be denominated in a currency that is different than the currency in which the investments may be acquired directly or indirectly. Changes in the rates of exchange between such currencies may have a negative effect on the value of the Fund's interests.

#### *Currency Hedging Risk*

As set forth in a Fund's Explanatory Memorandum, a Fund denominated in a currency other than US dollars may engage in currency hedging transactions. In such cases, there can be no assurance that currency hedging transactions will be effective to mitigate changes in exchange rates. In addition, to the extent forward contracts are used in connection with currency hedging, a Fund will be exposed to credit risk with respect to the counterparty with which the Fund trades, as parties to such contracts are not afforded the same protections as may apply to participants trading similar instruments on organized exchanges. The counterparty in a forward currency exchange transaction

will be the specific company or firm involved in the transaction rather than a recognized exchange and accordingly the insolvency, bankruptcy, or default of any such counterparty with which a Fund enters into such contracts could result in substantial losses. A Fund may have contractual remedies upon any default pursuant to agreements relating to forward contracts, however such remedies could be inadequate to the extent that the collateral or other assets available are insufficient.

### *Leverage*

A Fund may, from time to time, borrow from certain lenders for investment or other purposes. To the extent that the cost of borrowing exceeds the rate of return, if any, on the loan proceeds, the use of leverage will decrease profits or generate losses.

### *Swaps*

A Fund may enter into swaps. Swaps are not traded on exchanges; rather, banks and dealers act as principals in these markets. Consequently, a Fund is subject to the risk of swap counterparty's inability or refusal to perform.

In addition to the risks set forth above, the Funds are subject to risks (which may be substantial) at the Underlying Fund level, which may include the following, among others:

### *Concentration*

Funds may concentrate in only one geographic area or asset investment category, thereby taking on the risk of the market and of rapid changes to the relevant geographic area or investment category.

### *Counterparty and Settlement Risks*

Some of the markets in which the Funds effect their transactions are over the counter or inter-dealer markets. Such Funds therefore will be exposed to the risk that counterparty will fail to meet its obligations, causing the Funds to suffer a loss.

### *Debt Securities*

The Funds may invest in various types of debt securities. Such securities are subject to interest rate risk as well as the risk that a borrower will be unable or unwilling to make timely principal and/or interest payments or otherwise honor its obligations. Debt instruments purchased by a Fund may be unsecured and structurally or contractually

subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured.

#### *Dependence on Key Personnel*

Some Fund managers may have only a limited number of principals and/or rely on the services of key personnel. If one or more of such principals or key personnel were to become unavailable, such unavailability might have a material and adverse effect on the Fund and its performance.

#### *Derivatives*

Swaps, derivatives, and certain options and other custom derivative or synthetic instruments are subject to the risk of non-performance by the counterparty to such instrument. Derivatives are highly specialized instruments used to obtain exposure to movements in the price of underlying securities. Derivatives can have the effect of leverage and significantly increase a Fund's investment risk. A Fund also may use financial derivative instruments to take short exposure to underlying securities, which can be riskier than investing on a long-only basis.

#### *Distressed Securities*

The Funds may invest in securities of companies that have become financially distressed. Distressed securities or other assets or investments acquired by a Fund may have to be held for extended periods of time, thereby reducing the Fund's liquidity.

#### *Emerging Markets*

When a Fund invests in securities of issuers incorporated in or whose principal operations are based in emerging markets, additional risks may be encountered. These include:

- **Currency Risk:** The currencies in which investments are denominated may be unstable, may be subject to significant depreciation and may not be freely convertible.
- **Country Risk:** The value of the Fund's assets may be affected by political, legal, economic, and fiscal uncertainties within the emerging markets. Existing laws and regulations may not be consistently applied, and it may be difficult to obtain and enforce a judgment in certain of the emerging market countries.

- **Market Characteristics:** Emerging markets are still in the early stages of their development, have less volume, are less liquid and experience greater volatility than more established markets. Emerging markets are often not highly regulated. Settlement of transactions may be subject to delay and administrative uncertainties.
- **Custody Risk:** Custodians in emerging markets may not offer the level of service and safe-keeping, settlement and administration of securities that are available in more developed markets and there is a risk that a Fund may not be recognized as the owner of securities held on its behalf by a custodian.
- **Disclosure:** The legal infrastructure and accounting, auditing and reporting standards in certain emerging market countries may not provide the same degree (in terms of completeness and reliability) of investor protection or information to investors as would generally apply in major securities markets.

### *Futures and Forward Contracts Trading*

The Funds may transact in any futures, forward or cash market or directly with institutions (e.g., banks or other dealers with which forward contracts may be entered into or traded). Futures trading involve trading in contracts for future delivery of standardized, rather than specific, lots of an asset. Futures are typically traded on margin. Open margin positions must be marked-to-market daily, requiring additional margin deposits if the position reflects a loss that reduces the Fund's equity below the level required to be maintained and permitting release of a portion of the deposit if the position reflects a gain that results in excess margin equity. The level of margin that must be maintained for a given position is sometimes subject to increase, requiring additional cash outlays. Because margin requirements normally range upward from as little as 2% or less of the total value of the contract, a comparatively small commitment of cash or its equivalent may permit trading in futures contracts of substantially greater value. As a result, price fluctuations may result in a contract profit or loss that is disproportionate to the amount of funds deposited as margin. Such a profit or loss may materialize suddenly, since the prices of futures frequently fluctuate rapidly and over wide ranges, reflecting both supply and demand changes and changes in market sentiment.

### *Illiquid Assets*

Securities or other assets owned or acquired by Fund managers may cease to be actively traded after the Funds have invested in them. In such cases, and in the event of market activity and dislocation (including volatility, widening of spreads and illiquidity), the Fund managers may not be able to promptly liquidate their investments. In addition, the sales of thinly traded or illiquid investments by Fund managers could depress the



market value of such investments and thereby reduce the Fund's profitability or increase its losses. In addition, the Fund's investments could generally not be liquid.

### *Leverage*

The Funds may buy securities on margin and borrow money from banks and brokerage firms against a pledge of securities. While the use of borrowed funds may substantially improve the return on invested capital if the Fund's assets increase in value, such use may also substantially increase losses if such assets decline in value.

### *Market Risk and Volatility*

Markets at times can be illiquid and/or volatile and this can affect a Fund's ability to initiate, close out or hedge positions on appropriate terms. Price movements result from market participants' supply and demand and are in addition governed by factors difficult to predict or control (e.g., changes in regulations and political tensions). These risks may be increased where a Fund is required to liquidate positions to meet redemption requests or to comply with the Fund's investment restrictions. As a result, movements in the net asset value may be volatile from month to month and the risk of loss exists.

### *Options Trading*

Options are speculative in that the whole cost of the option is lost unless the price of the underlying security (or other financial instrument) exceeds (in the case of a call) or is less than (in the case of a put) the strike price at the time of expiration (assuming the option is held to expiration); however, a purchaser's liability is limited to the premium paid for the option. An option writer becomes obligated to purchase or sell the referenced property at a specified price during a specified period. Ordinarily, option writing may subject the writer to unlimited liability. Thus, in exchange for the premium received upon writing an option, an Underlying Fund bears the risk of from adverse price movements in the underlying referenced property so long as the position remains open.

### *Short Sales*

A short sale involves the risk of a theoretically unlimited increase in the market price of the security sold short, which could result in an inability to cover the short position and theoretically unlimited loss to the Fund.

### *Small Capitalization Companies*

It may sometimes be difficult to obtain price quotes in significant size for equities of small cap companies. Investments in small cap companies typically involve a high degree of business and financial risk and can result in substantial losses due to special risk factors.

#### *Recent Market Events and Government Regulation*

New laws and regulations, changing regulatory schemes and the burdens of regulatory compliance with respect to CFIA and the Funds, the Underlying Fund managers, the Underlying Funds, or any related entities all may have a material negative effect on the performance of the Funds. Such laws and regulations may, directly or indirectly, (1) require CFIA to provide reports and other disclosure to investors, counterparties, creditors, and regulators, (2) cause CFIA to alter its management of a Fund, (3) limit the types and structures of investments available to a Fund, including limitations on the use of leverage, or (4) otherwise change or restrict the operations of a Fund.

#### *Equity Securities*

The values of equity securities are tied to, among other things, general market and economic conditions as well as the performance of individual companies, and as such, those values may decrease over the short-term or longer-term. In addition, financial markets (or sectors of such markets) may be adversely affected by geopolitical or economic developments, as well as by unanticipated events such as natural disasters or terrorist attacks, war, and other geopolitical events.

#### *Fixed Income Securities*

The prices of fixed income securities are subject to fluctuation. As interest rates rise and fall, the price will of the security will be inverse with interest rates. Fixed income securities are also subject to credit risk and risk of issuer default.

#### *Non-U.S. Securities*

The value of foreign securities issued by non-U.S. issuers will be subject to political, economic and exchange rate risk associated with the geographic locations of those issuers. In addition, those securities may be trade in less liquid markets than the U.S., making it more difficult to transact in a security at the desired price. Investments in emerging or developing markets involve exposure to economic structures that are generally less diverse and mature, and to political systems which can be expected to have less stability, than those of more developed countries. As a result, emerging market governments are more likely to take actions that are hostile or detrimental to

private enterprise or foreign investment, which may include expropriation of assets, confiscatory taxation, or unfavorable diplomatic developments.

## **ITEM 9. DISCIPLINARY INFORMATION**

The Firm does not have any legal or disciplinary action to report.

## **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **Broker-Dealer Affiliations**

Thomas Anzalone, Kenneth Paulson, and Stephen Merkel are registered representatives of the following broker-dealer entities that are affiliates of CFIA:

1. Cantor Fitzgerald & Co.
2. Mint Brokers
3. BGC Financial, L.P.
4. Aqua Securities L.P.
5. CF Secured, LLC
6. GFI Securities, LLC
7. Fenics Executions, LLC

Michael Millard is a registered representative of Cantor Fitzgerald & Co. Walter D. Karle is a registered representative of Cantor Fitzgerald & Co.

Other individuals will be employed by the Firm for purposes of receiving hard dollar payments for research that is product of Cantor Fitzgerald & Co. These individuals would be subject to the same compliance regime as any other employee of the CFIA. These individuals would not be conducting any other advisory business activity on behalf of the CFIA other than research.

### **Related General Partners**

Affiliates of CFIA serve as General Partners of certain Funds. For a description of material conflicts of interest created by the relationship among CFIA and those General Partners, as well as a description of how such conflicts are addressed, please see **Item 11** below.

Affiliates may also carry ownership percentages of certain trading exchanges, which creates a conflict in that Affiliates may inadvertently profit from CFIA trading on said exchanges.

## Mutual Funds

CFIA sponsors the organization of the FBP Appreciation & Income Opportunities Fund and the FBP Equity & Dividend Plus Fund. We have an active interest in both of these funds. Each of these funds is a no-load, diversified, open-end series of the Williamsburg Investment Trust, a registered management investment company, commonly known as a mutual fund.

The investment objectives of the FBP Appreciation & Income Opportunities Fund are long term capital appreciation and current income, assuming a moderate level of investment risk.

The investment objective of the FBP Equity & Dividend Plus Fund is to provide above average and growing income while also achieving long-term growth of capital.

These funds have retained us as investment adviser, and subject to the authorization of the Trust's Board of Trustees, we provide a continuous program of supervision for the funds' assets. Under our investment advisory agreements with these funds, we are entitled to compensation for our management services, based on each separate fund's daily average net assets at the following annual rates: .70% on the first \$250 million, .65% on the next \$250 million and .50% on assets over \$500 million.

Certain principals of our firm are officers of these funds, and one principal is a trustee of the Williamsburg Investment Trust. Our retirement plans as well as our employees may be shareholders of these funds. We may recommend to current and prospective clients that they invest in these funds as an alternative to investing in an independently managed account.

## Sponsored Programs

We participate in multiple programs sponsored by various companies (bank, broker, insurance or investment consultant) within the financial services industry. These programs are generally advisory, sub advisory or research provider in nature. Under these relationships, we provide investment management services to accounts of the sponsoring firms. We refer to these accounts generally as all-inclusive asset-based fee accounts. The sponsoring firms pay us a portion of the client fee for the investment management services we provide. Please refer to **Item 5** for additional information. These relationships may create a conflict of interest. Please refer to **Item 14** for additional information.

## **Other Affiliations**

Herbert W. Morgan, III is also the CEO of Morgan Financial Enterprises, Inc. (“Morgan Financial”), the General Partner to a Limited Partnership engaged in real estate development. The Limited Partnership is not soliciting new investors and there are no new developments planned.

## **ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **Code of Ethics**

CFIA has adopted a written code of ethics that is applicable to all its partners, officers, and employees, as well as certain other Supervised Persons (collectively, “Access Persons”). The Code of Ethics, which is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940, establishes guidelines for professional conduct and personal trading procedures, including certain preclearance and reporting obligations. Access Persons and their families and households may purchase investments for their own accounts, including the same investments as may be purchased or sold for a client, subject to the terms of the Code of Ethics. Under the Code of Ethics, Access Persons are required to file certain periodic investment holdings and transaction reports as required by Rule 204A-1. The Code of Ethics helps CFIA to detect and to prevent potential conflicts of interest.

Access Persons who violate the Code of Ethics may be subject to sanctions, including, but not limited to, profit disgorgement, fines, censure, demotion, suspension, or dismissal. Access Persons also are required to report promptly any violation of the code of ethics of which they become aware. Access Persons are required to annually certify compliance with the Code of Ethics.

A copy of our Code is available to current and prospective advisory Clients upon request.

## **Participation or Interest in Client Transactions**

### Private Funds

CFIA and its personnel generally may engage in trades or invest directly into Private Funds managed by CFIA. From time to time, CFIA may determine that it is appropriate to transfer a position in a Fund between two Funds (“cross transactions”). Investments by CFIA and/or its personnel in a Fund could, in the aggregate, exceed 25%, in which case a cross transaction with such Fund would become a “principal transaction.” Additionally, transactions between CFIA or a Fund on one hand, and an affiliated entity on the other hand, could be deemed “principal transactions.” In the event that a potential cross or other transaction is determined to be a potential principal transaction, in addition to ensuring compliance with CFIA’s procedures for cross transactions, the Chief Operating Officer or his designee will ensure that all requisite disclosures are made to, and consents received from, the transacting Funds.

Certain conflicts of interest may arise from the fact that the Manager of the respective Fund and its affiliates provide investment management services to managed accounts or collective investment vehicles (other than the Fund), and may, in the future, carry on investment activities for other clients, including without limitation, other investment funds, managed accounts and proprietary accounts in which the Fund will have no interest and whose respective investment programs may or may not be substantially similar to that of the Fund’s. The investment strategies employed for such other investment programs could conflict with the transactions and strategies employed in managing a Portfolio investment and affect the prices and availability of the investment opportunities in which the Portfolio investment may be sold or otherwise disposed. Investment decisions and allocations are not necessarily made in parallel among all the Manager’s advised managed accounts and collective investment vehicles (including the Fund). The Manager, in its discretion, may make non-pro rata allocations among such managed accounts and collective investment vehicles (including the Fund) based on a wide variety of factors including, among other things, tax and regulatory considerations, the overall Portfolio composition of such managed accounts and collective investment vehicles (including the Fund), and the risk profile and investment restrictions for such managed accounts and collective investment vehicles (including the Fund).

### *Related Party Transactions*

Subject to the terms of a Partnership Agreement, a Management Agreement,

and any internal compliance policies of the responsible parties, the Manager or any of their affiliates, as applicable, are permitted to effect or recommend transactions between the Fund and any of the Manager and/or any of their affiliates, acting as principal. This includes the possible sale of one or more of the Portfolio investments to an affiliated entity. In addition, the Fund and/or any of their affiliates may engage in transactions where the Manager and/or one of their affiliates or another person acts for both the Fund and another person on the other side of the same transaction, which person may be an account or client for which the Manager or any of their affiliates serves as investment adviser. The term “Related Party Transactions” refers to all such transactions described in this paragraph. Related Party Transactions involve special risks to Limited Partners because the Manager or any of their affiliates may receive compensation from, and have a potentially conflicting loyalty and responsibilities regarding, both parties to any such transaction. By conducting Related Party Transactions, the Manager and their affiliates will have the opportunity to, and may be incentive to, favor another client, or their own accounts, over the Fund. Additionally, such arrangements will not be negotiated on an arm’s length basis and may not be as favorable to the Fund as if it had been negotiated with an unaffiliated third party.

#### *Transactions with Affiliates*

The General Partner expects that the Fund will participate in transactions in which the Manager, the General Partner or their respective officers, employees, partners, or affiliates will be directly or indirectly interested. In connection with such transactions, the Fund, on the one hand, and the Manager, the General Partner and their affiliates, officers, employees, and partners, on the other hand, may have conflicting interests.

#### *EMA Business*

CFIA, including EMA as applicable, our employees and individuals associated with CFIA, buy and sell some of the same securities for their own accounts that we buy and sell for our clients. While this practice could cause a conflict of interest, the conflict is mitigated because our employees are required to obtain pre-clearance from CFIA’s CCO for all personal securities transactions before executing any trade and report all transactions in personal accounts.

#### *FBP Business*

CFIA, including FBP as applicable, and our mutual funds (FBP Appreciation & Income Opportunities Fund and the FBP Equity & Dividend Plus Fund) may at times have an interest or position in securities recommended to our advisory clients. While this

practice could cause a conflict of interest, the conflict is mitigated because our employees are required to obtain pre-clearance from CFIA's CCO for all personal securities transactions before executing any trade and report all transactions in personal accounts.

### **Conflicts of Interest**

In the ordinary course of conducting its activities, the interests of CFIA, including EMA & FBP as applicable or its affiliates, may conflict with the interests of a client or Private Fund. CFIA has adopted written compliance policies and procedures, many of which are designed to mitigate potential conflicts of interest. CFIA may deem it appropriate to recommend that one Fund redeem an Underlying Fund interest while at the same time recommend that another Fund subscribe for an interest, or remain invested in the same Underlying Fund, depending on each Fund's investment strategies, investment restrictions, liquidity, cash needs or other relevant factors.

Certain CFIA investment professionals or persons associated with CFIA's affiliates may sit on the Board of Directors or advisory board of an Underlying Fund in order to obtain a better understanding of both the operations of the Underlying Fund and the Underlying Fund manager. To the extent an investment professional sits on the Board of Directors of an Underlying Fund, the professional will owe fiduciary duties to the Underlying Fund. Investment professionals will take board seats on Underlying Fund boards only following consultation with the Chief Compliance Officer.

Occasionally, CFIA personnel or the personnel of CFIA affiliates may buy for their own accounts securities or other instruments that CFIA also recommends to Funds and may engage in transactions for their own accounts in a manner that is inconsistent with CFIA's recommendations to a Fund. Such transactions may require pre-approval, are subject to oversight and are reportable pursuant to CFIA's code of ethics, as described above under "Code of Ethics."

CFIA may recommend or buy interests on behalf of a Fund in an Underlying Fund in which CFIA, its personnel or its affiliates have an ownership interest. Additionally, CFIA or its affiliates may from time-to-time conduct business with one or more Underlying Funds. There may be limited capacity in certain Underlying Funds, and CFIA may not be able to allocate such interests to all Funds that otherwise would invest in such interests. CFIA has adopted an investment allocation policy that sets forth factors for consideration when allocating investment opportunities with limited capacity. Such policy is designed to ensure a fair allocation among Funds and does not permit



consideration of CFIA compensation when allocating such opportunities.

CFIA in its discretion, may contract with any related person of CFIA to perform services for CFIA in connection with its provision of services to the Funds. When engaging a related person to provide such services, CFIA may have an incentive to recommend the related person even if another person may be more qualified to provide the applicable services and/or can provide such services at a lesser cost.

CFIA generally may, in its discretion, recommend to a Fund that it contract for services with (1) a related person of CFIA or (2) an entity with which CFIA or its affiliates or their personnel have a relationship or from which CFIA or its affiliates or their personnel otherwise derive financial or other benefit. When making such a recommendation, CFIA may, because of its financial or other business interest, have an incentive to recommend the related or other person even if another person is more qualified to provide the applicable services and/or can provide such services at a lesser cost.

CFIA, its affiliates and partners, officers and employees may buy or sell securities or other instruments that CFIA has recommended to Funds. In addition, partners, officers, and employees may buy securities in transactions offered to but rejected by Funds. Such transactions are subject to the policies and procedures set forth in CFIA's Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments may vary from those of the Funds. If partners, officers, and employees of CFIA have made large capital investments in a Fund they may have conflicting interests with respect to those investments. Because certain expenses are paid for by a Fund or, if incurred by CFIA, are reimbursed by a Fund, CFIA may not necessarily seek out the lowest cost options when incurring (or causing a Fund to incur) such expenses.

Certain investment professionals involved with CFIA may also provide services to other CFIA affiliates. Accordingly, there may be a conflict with respect to the allocation of the times of such professionals among CFIA and its affiliates. CFIA management periodically considers the demands on the time of its investment professionals to ensure that such professionals can devote enough business time to CFIA operations.

Third-party vendors (e.g., product sponsors, custodian, Technology firms, mutual fund companies...etc....etc.) may offer CFIA employers financial assistance in the form of marketing reimbursement, complimentary, or a discounted cost in attending a conference or due diligence trip. The reimbursement allows a third-party vendor to help CFIA grow their client

base or to be educated current market new, platforms, technology, and various financial products. The reimbursement will not exceed the cost of attending the trip, meeting, and or conference. The level of support is typical in the industry and modest relative to the total value of the cost.

## **ITEM 12. BROKERAGE PRACTICES**

### **EMA Business**

EMA does not maintain physical custody of clients' assets although we are deemed to have custody of client assets when the client has given us authority to debit fees from the client's account (see Item 15 Custody below). Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. The custodian that EMA recommends that clients use is TD Ameritrade Institutional, a division of TD Ameritrade, Inc. ("TDA"), which is a FINRA registered broker-dealer and member of SIPC; however, EMA does not have an exclusive relationship with TDA and, therefore, may use other qualified custodians. EMA is not affiliated with TDA. TDA will hold client assets in a brokerage account and buy and sell securities when we instruct them to. While EMA recommends that clients use this custodian, the client will decide whether to open an account with them or enter into an account agreement directly with their selected custodian. TDA offers to independently registered investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. EMA receives some benefits from TD Ameritrade through its participation in the program.

When performing investment management services, EMA will place transactions for client accounts through the client's appointed custodian in cases where the custodian is a broker-dealer, such as TDA. These types of custodians generally do not charge clients custodian fees so long as transactions for client accounts are executed through them as broker-dealer.

EMA periodically evaluates the commissions charged and the services provided by the custodian and compares those with other broker-dealers to evaluate whether we feel that overall best qualitative execution has been achieved (“best execution”).

The factors we consider when evaluating for best execution include but are not limited to:

- Execution price
- Commission rate/other costs
- Execution speed
- Financial responsibility
- Responsiveness to CFIA
- Custodian capabilities and settlement
- The value of any research services/brokerage services provided.
- Any other factors that we consider relevant.

If a client requests that EMA use a particular broker-dealer to execute some or all transactions for that client, the client should understand that they are responsible for negotiating the terms and arrangements for the account with that broker-dealer, and EMA will not seek better execution services or prices from other broker-dealers. Also, we may not be able to aggregate client transactions for execution through other broker-dealers with orders for other accounts managed by EMA (as described below) and we will have limited ability to ensure the broker-dealer selected by the client will provide best possible execution. As a result, the Client could pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account. Subject to its duty of best execution, EMA may decline a Client’s request to direct brokerage if, in EMA’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by that broker-dealers.

EMA is a client of TDA’s Institutional Program. TDA is an unaffiliated SEC registered broker-dealer and FINRA member that offers independent investment advisor services which include custody of securities, trade execution, clearance, and settlement of transactions. We receive some benefits from TDA through our participation in the Program.

Through our participation in the Program, TDA provides us with the following products, services, and assistance:

- a. Products that allow us to download account information, place and allocate trades, and submit advisory fees to TDA.
- b. Research, which we may use to service all accounts, including accounts that do not necessarily execute trades with TDA.
- c. Receipt of duplicate Client statements and confirmations
- d. Research related products and tools
- e. Consulting services
- f. Access to a trading desk serving advisor participants.
- g. Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts)
- h. The ability to have advisory fees deducted directly from Client accounts.
- i. Access to an electronic communications network for Client order entry and account information
- j. Access to conferences and educational meetings with product sponsors
- k. Access to ETFs with no transaction fees and to certain institutional money managers
- l. Discounts on compliance, marketing, research, technology, and practice management products or services provided to EMA by third party vendors.

While we do not pay a fee for these products and services, all Client accounts may not be the direct or exclusive beneficiary of such products and services.

Other services made available by TDA are intended to help us manage and further develop our business and do not depend on the amount of brokerage transactions directed to TDA. As part of our fiduciary duties to Clients, we will work to put the interests of its Clients first. However, Clients should be aware that our receipt of economic benefits may create a potential conflict of interest and may indirectly influence our choice of TDA for custody and brokerage services.

EMA participates in TDA's institutional customer program and we will recommend TDA to Clients for custody and brokerage services. There is no link between EMA's participation in the Program and the investment advice we give to our clients, although EMA receives economic benefits through its participation in the Program that are typically not available to TDA retail investors.

Additionally, Orion Advisor Services, LLC, who provides portfolio accounting, back-office technology, support, and reporting services to EMA, credits

EMA's quarterly invoice \$10 for each new account a client opens at TD Ameritrade.

EMA is authorized in its discretion to aggregate purchase and sale transactions made for the account with purchase and sale transactions in the same or similar securities or instruments for other Clients of ours. When transactions are aggregated, there will be an average price and the account will be deemed to have purchased or sold its proportionate share of the securities or instruments involved at the average price obtained. If the aggregate orders do not fill at the same price, transactions will generally be average priced and allocated among participating accounts pro rata to the purchase and sale orders placed for each participating account. If such orders cannot be fully executed under prevailing market conditions, EMA will allocate the securities traded among participating accounts and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders, the relative cash positions of each account, the investment objectives of the accounts, and liquidity of the security.

### **FBP Business**

In general, FBP will have discretion over the broker-dealers used to place orders for the investments selected for client accounts. Clients may request that all or a portion of their transactions be directed to their designated broker-dealer. They may do this because of relationship reasons, a broker-dealer is acting as their qualified custodian, or an all-inclusive asset-based fee arrangement is in place or for other services they may receive. When an order is executed for a client's account, the account will pay a commission to the broker-dealer. In the case of an all-inclusive asset-based fee arrangement, no additional commission charge is incurred as the trading costs are included as part of the fee.

Where FBP is given discretion in the selection of brokers-dealers, FBP determines the broker or brokers through whom and the commission rate at which securities transactions for clients' accounts will be executed. FBP maintains trading relationships with a limited list of broker-dealers for use in executing discretionary trades. That list is periodically reviewed for possible additions or deletions. In creating this list, FBP considers the full range and quality of a broker-dealer's services including, among other things, the value of research provided as well as execution capability, commission rates, financial integrity, reliability, and responsiveness. This list will include firms capable of executing trades that would result in the best execution of a particular order at the time placed. Considerations in placing a particular order are:

- Trading liquidity
- Urgency in completing the order
- Broker activity or indicated interest
- Commission cost
- Value of research services provided

The primary objective is to seek the best combination of price and execution for a particular transaction. In doing so, FBP may group or block various client orders to execute orders more efficiently and to receive reduced commission rates. Broker-dealers may execute block orders at various prices and will price-average for allocation to client accounts. Where block orders are not executed in total, we attempt to allocate executed trades on a basis that will be fair to clients over time with procedures in place to prevent favoring any client or group of clients.

### **Research and Other Soft Dollar Benefits**

When we use client brokerage commissions to obtain research or other products or services, we will receive a “soft dollar” benefit because we do not have to produce or pay for the products or services received. This may create an incentive to select or recommend a broker-dealer based on our interest in receiving this research or other product or service, rather than in the client’s interest in receiving the lowest possible cost. We are permitted by Section 28(e) of the 1934 Securities and Exchange Act to pay a commission in excess of the commission another broker might have charged if we determine that the commission is reasonable relative to brokerage and research services provided by the broker. We believe this is a benefit to a client, as the research we receive is useful in various ways to our investment decision process.

In selecting a broker-dealer to execute a transaction, we may consider as one factor the research services provided by the broker-dealer. Research services include both proprietary research as well as third party research. Proprietary research is information or products created or developed by the broker-dealer. Third party research is research that is created or developed by another party but offered through the broker-dealer.

Research services we receive include and/or allow:

- Written or oral company reports, industry reports, economic and political reports and developments, and market strategy
- Evaluation of performance in comparison with industry benchmarks

- and/or indexes
- Statistical, quote and security evaluation systems
- Any other research services within the meaning of Section 28(e) of the Securities and Exchange Act of 1934

Some of the research services furnished by brokers can be and are used in servicing all of our clients' accounts; however, not all those services are necessarily used for the direct benefit of the accounts that actually paid the commissions to the broker who provided the services. We do not attempt to direct a transaction in a particular account. Instead, we obtain research services from brokers that we believe are useful to a broad range of accounts but may not be useful to every account in every case.

FBP will pay cash, in part, for any service that has a mixed use. A mixed-use service is one where part of the service is used for research and part is not related to the investment decision-making process. We will determine the percentage of the total cost to be paid in cash versus brokerage based on percentage use that is non-investment decision related.

FBP also may engage in what are known as "step-out" transactions. A step-out transaction involves our placing a transaction with a particular broker-dealer with the instruction that they execute the transaction and pay, or "step out," all or a portion of the commission in favor of another, different broker-dealer that is providing us with third-party research services or proprietary research, as well as in situations in which our clients have directed brokerage.

## **Directed Brokerage**

FBP will not recommend, request or require that a client direct us to execute transactions through a specified broker-dealer; however, clients may direct us to place some or all of the transactions in their accounts with a particular broker-dealer. A client may do so for one or more reasons. They may use a broker-dealer to act as their qualified custodian, and/or they may receive various services or have other reasons not known to us.

In directed brokerage relationships, clients themselves normally negotiate the commission rate to be used. Any client should recognize that if they enter into a directed brokerage relationship, they may pay a higher brokerage commission or receive less favorable execution than might otherwise be possible. A client should also be aware of our inability to obtain volume discounts and/or best execution for directed brokerage accounts in some transactions, that disparities in commission charges for similar trades in various accounts may exist and that a potential conflict of interest may arise from referrals and directed brokerage practices. A client who designates use of a particular broker-dealer, including a client who requests the use of a broker-dealer that will also serve as that client's custodian (whether or not recommended by us) should consider several factors. The client must decide whether the services provided by the designated broker-dealer are comparable to those that would be obtainable through separate service providers, and if our firm had discretion with regard to brokerage services. Among the services a client must consider are:

- Commission expenses
- Execution capabilities
- Clearance capabilities
- Settlement capabilities
- Amount, if any, allocable to the custodian's fee
- Any other services provided.

## **Allocation of Investment Opportunities and Orders**

FBP will not enter block (grouped) orders simultaneously for all accounts. FBP bases the timing of order entries upon its judgment of the optimal method to get the best execution for the order.

One way FBP ensures equitable treatment is through its trade rotation procedures. FBP typically rotates the order of execution of its discretionary and directed brokerage accounts. As a research provider, FBP communicates changes to its program sponsors regarding the model portfolio on a separate rotation schedule. FBP requires that all purchases and sales be approved by a principal of the firm, and that trades be suitable investments within the context of a client's account, given their specific investment objectives and risk tolerance.



## **Other Brokerage or Trading Considerations**

FBP's investment team is responsible for research and security selection for representative portfolios to be used as a guide for investing its clients' accounts. As a general matter, client accounts with similar objectives, risk tolerances and time horizons will be managed with similar portfolio structure. Client account holdings and transactions may differ, however, due to tax considerations, investment restrictions, cash flow considerations and FBP's ability to complete security transactions on a timely basis for all accounts. Also, FBP may purchase a particular security for one or more accounts at the same time it is selling the same security in one or more other accounts. This could happen because of changing investment objectives, client direction, tax considerations or other circumstances. FBP also may purchase or sell the same securities or instruments for a number of client accounts simultaneously. Additionally, among all the accounts managed, FBP may give advice and take action on any one or more of those accounts, which may differ from the advice given, or the timing or nature of the action taken, on one specific account. In all cases, FBP strives to manage each client account in a manner that over time is equitable to all clients.

Clients and potential clients often ask for assistance in selecting a custodian. FBP may suggest that clients use a bank, or a broker-dealer to act as a qualified custodian. Although FBP may help a client analyze which alternative would be suitable for their circumstances, it is ultimately the client's decision to select their custodian. Should a client select a broker-dealer, they need to be aware that the majority of trades will be executed with the broker-dealer. FBP may place trades away from the broker-dealer for best execution reasons and these trades may be subject to extra costs. The firm may receive benefits and have possible conflicts of interest when a client chooses a broker-dealer custodian FBP suggests. FBP may receive access to institutional trading and operational services not typically available to retail investors. These services include technology that may facilitate trading, trade settlement, account reconciliation as well as other back-office functions. The firm may receive investment research as well as services such as compliance, legal and business consulting to help in the management of its firm.

Generally, FBP's policy is not to engage in buying or selling securities from one managed account to another (typically referred to as a "cross trade"). FBP places the vast majority of trades for its client accounts through the open market.

## **Additional Required Disclosures Not Applicable to our Firm**

FBPe does not select or recommend broker-dealers for client referrals.

## **Funds and Vehicles**

The Funds do not trade in securities and the Vehicles select financing counterparties based on credit quality.

### **ITEM 13. REVIEW OF ACCOUNTS**

#### **EMA Business**

CFIA, including EMA, as applicable, regularly reviews the status of all securities in Client accounts. An overall assessment is usually performed on a quarterly basis. All reviews are based on Clients' stated investment objectives. More frequent reviews may be triggered by a change in Client's investment guidelines, tax considerations, large deposits or withdrawals, large security sales or purchases, loss of confidence in corporate management objectives, or a change in opinion of a security or market(s). Clients receive custodian account statements on a monthly basis. Additionally, CFIA provides Clients with performance reports on a quarterly basis. CFIA urges Clients to compare the custodian statement with reports provided by us.

#### **FBP Business**

Portfolio managers are responsible for the ongoing management and monitoring of their assigned accounts. A member of the Executive Committee reviews all firm trading daily and account performance monthly. Portfolio managers conduct quarterly reviews of account holdings and weightings to ensure portfolio uniformity and adherence to client objectives and guidelines.

The firm provides written portfolio reports consisting of a listing of holdings and transactions quarterly to clients that have independently managed portfolios. For accounts managed as part of a sponsored program, the sponsor provides portfolio reports in accordance with the written agreement between the sponsor and the client.

#### **Private Funds and Vehicles**

Each Private Fund's investment Portfolio is reviewed continually by CFIA investment professionals, including senior management, in order to determine that investment objectives and guidelines are being met and followed. CFIA investment professionals, along with members of its research staff, and other managers in control functions, are also responsible for day-to-day Fund operations and for reviewing Fund Portfolios.

CFIA provides reports in accordance with each Fund's organizational and offering documents and as agreed with particular Fund investors. CFIA also has engaged an independent public accounting firm to prepare audited financial statements for each Fund.

## ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

CFIA at times will enter into solicitation agreements with individuals in which they receive a portion of the net asset management fees for Clients they refer to us for asset management services. This arrangement is commonly referred to as a “Solicitor” arrangement. All Solicitor arrangements we have in place follow SEC Rule 206(4)-3 under the Advisers Act.

CFIA does not have supervisory duties over Solicitors, and we are only responsible for those investments we have been engaged to manage. Accordingly, any and all other financial advice and recommendations that may be made by a Solicitor, including but not limited to, losses from any insurance or commission-based product recommendations, is neither the responsibility of nor warranted by CFIA in any manner whatsoever.

Solicitor referral arrangements between CFIA and a third-party solicitor are in writing and set forth in the following:

- The scope of the Solicitor’s activities
- A covenant that the Solicitor will perform its activities consistent with CFIA’s instructions and in compliance with the Act and associated rules
- A covenant that the Solicitor will provide the end Client with: A copy of CFIA’s Form ADV Part 2A Brochure; and a separate written Solicitor Disclosure
- The separate written Solicitor Disclosure must include the following information:
  - The name of the Solicitor
  - The nature of the relationship between the Solicitor and CFIA
  - A statement that the Solicitor will be compensated by CFIA for the referral and a description of the compensation paid
  - The amount the Client will be charged in addition to the advisory fee (if any)

We will not engage any Solicitors who are disqualified from acting as a Solicitor under Section 203 of the Advisers Act. For example, CFIA will not pay a Solicitor a referral fee to any person who has been barred or prohibited from acting as an investment advisor or broker-dealer or convicted within the past ten years of certain felonies or misdemeanors.

As disclosed above, CFIA, including EMA as applicable, participates in TDA’s institutional

customer program, and CFIA may recommend TDA to Clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give our Clients, although CFIA receives economic benefits through its participation in the program that are typically not available to TDA retail investors. On occasion, we may co-host or participate in joint marketing activities with custodians, ETF managers or third-party wholesaling organizations, which might be construed as providing an economic benefit to us. TDA is a discount broker-dealer independent of and unaffiliated with CFIA, and there is no employee or agency relationship between us.

Some Clients can be brought to a CFIA's affiliated investment vehicles by affiliated solicitors registered with the broker-dealer Cantor Fitzgerald & Co. Cantor Fitzgerald & Co. will be compensated for such referrals to the Adviser pursuant to the terms of a placement agent agreement, as applicable.

CFIA may make payments to firms within the financial services industry that use it as an investment adviser or include it on a list of available investment advisers. CFIA also may make payments to firms that sponsor all-inclusive asset-based fee programs in which it participates. These payments may be for educational and/or training programs, sponsorship of consulting conferences and sometimes for meals and entertainment for registered representatives. These payments are recorded and are subject to internal review and approval.

CFIA may pay fees to consulting firms for their advice and services, including research, statistics, and general services. General services include fees for attending conferences. These payments are recorded and are subject to internal review and approval.

As the manager of the FBP mutual funds, CFIA may enter into arrangements with broker-dealers and with other financial institutions, including banks and insurance companies. CFIA may compensate the organizations with which it has arrangements for the specific services they provide. These arrangements may include:

- Administrative services
- Shareholder sub-accounting services
- Sales and marketing-related services and activities

CFIA may make charitable contributions. It may also assist in sponsoring charitable events at others' requests, including the requests of individuals who may be affiliated with its clients. These payments may vary significantly one from the other, depending on the nature of the relationship with the individual who makes the request. These payments are recorded and are subject to internal review and approval.

CFIA has incentive compensation plans for some of its employees. These plans are tied

to new business and may lead to additional employee compensation.

## **ITEM 15. CUSTODY**

### **EMA and FBP Business**

EMA and FBP have custody of Client assets held in advisory accounts. In accordance with Rule 206(4)-2 of the Advisers Act, all EMA and FBP client account assets are maintained with an unaffiliated, qualified custodian. EMA will recommend TD Ameritrade for custodial services, but other custodians may be used by clients to custody assets. Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to the statements/reports provided by EMA and FBP. The reports will vary from custodial statements based on, among other things, accounting procedures, reporting dates, information provided, and/or valuation methodologies of certain securities.

CFIA is deemed to have custody of client assets for these reasons:

1. Its investment advisory fees are directly debited from the majority of its clients' managed accounts; and
2. Several client accounts have Standing Letters of Authorization ("SLOA") granting its firm authority to transfer client funds from the managed account to a client specified third-party

### **Private Funds**

CFIA maintains custody for the private investment funds. CFIA relies on the "audit exception" of the "Custody Rule" (Rule 206(4)-2 under the Investment Advisers Act of 1940) in order to comply with the rule. The Firm uses an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (PCAOB). The audited financial statements are then delivered to the investors within 120 days of the fund's fiscal year end.

## **ITEM 16. INVESTMENT DISCRETION**

### **EMA Business**

Unless otherwise instructed, Clients grant EMA ongoing and continuous discretionary authority to execute its investment recommendations in accordance with the Investment Policy Statement (or similar document used to establish Client's objectives and suitability), without the Client's prior approval of each specific transaction. Under this authority, Clients allow EMA to purchase and sell securities and instruments in this account, arrange for delivery and payment in connection with the foregoing, and act on behalf of the Client in most matters necessary or incidental to the handling of the

account, including monitoring certain assets. Clients will execute instructions regarding our trading authority as required by each custodian.

In some limited circumstances, Clients grant us non-discretionary authority to execute its investment recommendations in accordance with the Investment Policy Statement (or similar document used to establish Client's objectives and suitability) and the directions and preferences provided to us by the Client. Non-discretionary authority requires us to obtain a client's prior approval of each specific transaction prior to executing investment recommendations.

### **FBP Business**

FBP will have discretionary authority to select the securities, including the quantities, which are to be bought and sold, for most clients. This authority is provided in its agreement with each client. In many cases this discretion is subject to mutually agreed upon investment guidelines, which govern the client's account. Client investment guidelines may or may not limit potential investments. As a result, clients can impose restrictions on investing in certain securities or types of securities. Generally, FBP will not accept an account that would significantly restrict its ability to manage the account according to FBP's investment philosophy and process.

To establish an independently managed account with FBP, it requires that a prospective client sign an investment management agreement, provide investment objectives and guidelines, and designate a qualified custodian. Additionally, if applicable, a client will authorize FBP to direct brokerage. FBP will deliver to the client Form ADV Parts 2A (firm brochure) and 2B (brochure supplement), a copy of its privacy policy and, if applicable, a copy of the *Characteristics and Risks of Standardized Options* booklet.

The procedures followed before assuming discretionary authority to manage accounts in sponsored programs will vary, depending on the requirements of each program.

### **Private Funds and Vehicles**

The investment advice and management services that CFIA provides to a Fund is fully discretionary and is tailored to the investment objective and strategies of that Fund, as disclosed in the Fund's organizational and offering documents. A Fund may impose certain investment restrictions. Such investment restrictions typically are memorialized in the Fund's organizational and/or offering documents. CFIA does not have investment discretion of the assets held by the Vehicles. The investment advisory services that CFIA provides to each Vehicle are described in the Vehicle's organizational documents.

## **ITEM 17. VOTING CLIENT SECURITIES**

EMA may vote proxies on behalf of clients, but it will generally not provide advice to clients on how the client should vote. All proxy materials received on behalf of a client account are to be sent directly to the client or a designated representative of the client, who is responsible for voting the proxy. Some participants in managed money platforms (e.g., Schwab Managed Account Access) may require EMA to vote proxies.

FBP has a Proxy Policy committee, comprised of portfolio managers/analysts, whose responsibility is to monitor, review and revise the firm's proxy voting policies and procedures. This committee adopted and implemented policies that are designed to ensure that proxies are voted in the best interest of clients in accordance with its fiduciary duties.

The client agreement gives FBP authority to vote proxies on behalf of the client. However, clients may choose to vote their own proxies or provide FBP with special written instructions for voting proxies on their behalf.

### **Proxy Policies**

- General – FBP will generally vote with management on routine matters related to the operation of the company that are not expected to have a material impact on the company and/or shareholders. FBP will review and analyze on a case-by-case basis, non-routine proposals that are more likely to affect the structure and/or operation of the issuer and to have a greater impact on the value of the investment.
- Corporate Governance – FBP generally approves director slates and auditors that are sufficiently independent of company management. FBP generally opposes proposals that unreasonably impair shareholder standing, such as cumulative voting, classified boards, preferred shares with reserved rights and poison pills.
- Compensation – FBP generally opposes management proposals for overly generous stock option plans and management and directors incentive plans.
- Social and Miscellaneous – FBP generally opposes shareholder resolutions on behalf of special interest groups. FBP intends that corporate managements appreciate the necessity of promoting corporate responsibility and accountability on social issues because it is generally in the best long-term interest of shareholders.

### **Procedures**

FBP will receive proxy materials and ballots at its offices, record and immediately distribute them to the appropriate member of its Investment Committee in charge of voting proxies for that particular company. Those individuals will review the proxy material and decides on each ballot item. While the final decision may be based, in part, upon the judgment of that individual, the decision is governed by its proxy voting

policies as outlined above.

### **Conflict of Interest Policy**

FBP's client agreement specifies that FBP has the authority to vote proxies on behalf of the client. If the client wishes, they may specify in writing their intent to vote their own proxies.

From time to time, issues come to a shareholder vote that may present a conflict of interest for FBP as investment adviser. FBP maintains a master list of all public companies where a conflict may potentially develop either because of a commercial relationship with that company, where a client is a party to a shareholder proposal or where one of its employees serves in a professional capacity (such as director) for that company.

In any instance when a conflict of interest arises, the FBP Executive Committee is notified of the circumstances. If a true conflict of interest exists, FBP will consult an independent third party under a special contractual arrangement. They will determine that the third party does not have a conflict of interest regarding the issuer in question. FBP will vote the proxy in accordance with the recommendation of that third party consultant. One such potential conflict of interest currently exists due to the merger of BB&T Corporation and SunTrust Banks, Inc. to form Truist Financial Corporation. Some of the firm's managed portfolios hold Truist common stock, and the firm has a commercial relationship with Truist Investment Services.

In an instance where an apparent conflict does exist and the shares represented are deemed immaterial, the proxy will be voted according to FBP's de minimis policy guidelines without consulting an independent third party.

CFIA's other businesses generally do not vote proxies, specifically for its Vehicles; however, in the event a financing counterparty defaults, and the Vehicles must take possession of securities provided as collateral, CFIA will vote any proxies related to such securities in accordance with the foregoing.

## **ITEM 18. FINANCIAL INFORMATION**



CFIA does not solicit or require prepayment of fees of more than \$1,200 per client, six months or more in advance.

Other than having the ability to deduct fees from Client accounts, we do not have custody of Client's funds or securities. We manage Client assets on a discretionary basis and have no financial commitments that would impair our ability to meet the contractual and fiduciary commitments to our Clients.

CFIA has never been the subject of any bankruptcy proceedings.

# **CANTOR FITZGERALD INVESTMENT ADVISORS, L.P.**

## **Form ADV Part 2B Brochure Supplement**

### **Glenn A. Ambach, CFA®**

Regents Park Financial Centre  
4180 La Jolla Village Drive, Suite  
315 La Jolla, CA 92037  
Office Phone (858) 847-0690

### **Cantor Fitzgerald Investment Advisors, L.P.**

CRD #159296  
110 East 59<sup>th</sup> Street  
New York, NY 10022  
Phone: (212) 915-1722

March 3, 2021

This Brochure Supplement (Form ADV Part 2B) provides information about Glenn A. Ambach, CFA® that supplements Cantor Fitzgerald Investment Advisors, L.P.'s ("CFIA") Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. If you have not received CFIA's Brochure or have any questions about the contents of this Brochure Supplement, please contact us at (212) 915-1722.

Additional information about Glenn A. Ambach, CFA® or CFIA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**GLENN A. AMBACH, CFA®**

Year of Birth: 1974

## **Item 2 – Educational Background and Business Experience**

### **EDUCATION**

Bachelor of Arts Degree, Economics & Political Science, University of Wisconsin, Madison, WI (1997)

### **BUSINESS BACKGROUND**

03/2017 to Present	Vice President and Portfolio Manager Cantor Fitzgerald Investment Advisors, L.P. (La Jolla, CA)
11/2012 to 2/2017	Senior Portfolio Manager Efficient Market Advisors, LLC (La Jolla, CA)
05/2011 to 11/2012	Financial Advisor Associate Morgan Stanley Wealth Management (San Diego, CA)
01/2008 to 01/2010	Vice President of Wealth Management FAC Wealth Management (Naples, FL)
04/2007 to 11/2007	Associate Financial Advisor Alan H. Kodama & Associates, Ameriprise Financial (Honolulu, HI)
04/2006 to 3/2007	Financial Advisor Ameriprise Financial (Honolulu, HI)
05/2000 to 10/2005	Trading Representative Wells Fargo Investments (Minneapolis, MN)
02/1998 to 5/2000	Accounting Specialist American Express Retirement Services (Minneapolis, MN)

### **Industry Examinations and Professional Designations:**

Glenn Ambach has taken and passed the following industry examinations: Series 7, 63, and 66.  
Mr.

Ambach is currently registered in California as an Investment Advisor Representative. Mr. Ambach holds the professional designations of Chartered Financial Analyst (CFA®).

### **Item 3 – Disciplinary Information**

Mr. Ambach has never been subject to any legal or disciplinary proceedings which would be considered material (or otherwise) to a Client's evaluation of him or any of the services Efficient Market Advisors provides.

**Item 4 – Other Business Activities** Mr. Ambach does not participate in any other business activities.

**Item 5 – Additional Compensation**

Mr. Ambach does not receive any other compensation or economic benefits.

**Item 6 – Supervision**

Mr. Ambach is responsible for the services and advice provided to CFIA's Clients. Oversight is performed by Herbert W. Morgan, III, Senior Managing Director, through a review of activities in our management systems which incorporate documentation of client interactions, paper flows and trading activities. Mr. Morgan can be reached at (858) 847-0690.

# **CANTOR FITZGERALD INVESTMENT ADVISORS, L.P.**

## **Form ADV Part 2B Brochure Supplement**

### **Spencer H.W. Morgan**

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315 La Jolla, CA 92037  
Office Phone (858) 847-0690

### **Cantor Fitzgerald Investment Advisors, L.P.**

CRD #159296  
110 East 59<sup>th</sup> Street  
New York, NY 10022  
Phone: (212) 915-1722

March3, 2021

This Brochure Supplement (Form ADV Part 2B) provides information about Spencer H.W. Morgan that supplements Cantor Fitzgerald Investment Advisors, L.P.'s ("CFIA") Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. If you have not received CFIA's Brochure or have any questions about the contents of this Brochure Supplement, please contact us at (212) 915-1722.

Additional information about Spencer H.W. Morgan or CFIA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**SPENCER H.W. MORGAN**

Year of Birth: 1993

## **Item 2 – Educational Background and Business Experience**

### **EDUCATION**

Gonzaga University, Spokane, WA; Bachelor of Business Administration in Finance (2016)

### **BUSINESS BACKGROUND**

3/2017 to Present      Associate Portfolio Manager  
Cantor Fitzgerald Investment Advisors, L.P. (La Jolla, CA)

7/2016 to 02/2017      Associate Portfolio Manager,  
Efficient Market Advisors, LLC (La Jolla, CA)

### **Industry Examinations and Professional Designations:**

Spencer Morgan has taken and passed the following industry examination: Series 65. Mr. Morgan is currently registered in California as an Investment Advisor Representative.

## **Item 3 – Disciplinary Information**

CFIA is required to disclose information regarding any legal or disciplinary events material to a client's evaluation of Mr. Morgan. Mr. Morgan has never been subject to any legal or disciplinary proceedings that would be considered material (or otherwise) to a Client's evaluation of him or any of the services CFIA provides.

**Item 4 – Other Business Activities** Mr. Morgan does not have any outside business activities.

## **Item 5 – Additional Compensation**

Mr. Morgan does not receive additional compensation outside his primary job duties with CFIA.

## **Item 6 – Supervision**

Mr. Morgan is responsible for portfolio manager responsibilities of Efficient Market Advisors, a Business of CFIA. Oversight is performed by Glenn Ambach, Vice President at CFIA through a review of activities in our management systems which incorporate documentation of client interactions, paper flows and trading activities. Mr. Ambach can be reached at (858) 847-0690.

# **CANTOR FITZGERALD INVESTMENT ADVISORS, L.P.**

## **Form ADV Part 2B Brochure Supplement**

### **Herbert W. Morgan, III**

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4180 La Jolla Village Drive, Suite 315  
La Jolla, CA 92037  
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### **Cantor Fitzgerald Investment Advisors, L.P.**

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Phone: (212) 915-1722

March 3, 2021

This Brochure Supplement (Form ADV Part 2B) provides information about Herbert W. Morgan, III that supplements Cantor Fitzgerald Investment Advisors, L.P.'s ("CFIA") Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. If you have not received CFIA's Brochure or have any questions about the contents of this Brochure Supplement, please contact us at (212) 829-4952.

Additional information about Herbert W. Morgan, III or CFIA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**HERBERT W. MORGAN, III**

Year of Birth: 1966

## **Item 2 – Educational Background and Business Experience**

### **EDUCATION**

Bachelor of Arts Degree, Economics (with Honors), University of California, Santa Cruz, CA (1988)

### **BUSINESS BACKGROUND**

03/2017 to Present	Senior Managing Director Cantor Fitzgerald Investment Advisors, L.P. (La Jolla, CA)
07/2004 to 02/2017	ounder, CEO, Chief Investment Officer and Chief Compliance Officer Efficient Market Advisors, LLC (San Diego, CA)
01/2004 to Present	CEO Morgan Financial Enterprises, Inc. (San Diego, CA)
11/2002 to 01/2004	Senior Vice President Linsco/Private Ledger (San Diego, CA)
07/2000 to 11/2002	Senior Vice President Dreyfus Service Corporation (New York, NY)
07/1996 to 03/2000	Senior Vice President Pilgrim Securities, Inc. (Phoenix, AZ)
12/1990 to 06/1996	Regional Vice President Seligman Advisors, Inc. (New York, NY)
01/1990 to 12/1990	Account Executive Dean Witter Reynolds, Inc. (La Jolla, CA)

### **Industry Examinations:**

Herb Morgan has taken and passed the following industry examinations: Series 3, 7, 8, 24, 63 and 65. Mr. Morgan is currently registered in California and Texas as an Investment Advisor Representative.

### **Item 3 – Disciplinary Information**

Mr. Morgan has never been subject to any legal or disciplinary proceedings that would be considered material (or otherwise) to a Client's evaluation of him or any of the services CFIA provides.



#### **Item 4 – Other Business Activities**

Mr. Morgan is the sole owner of Morgan Financial Enterprises; Inc. Morgan Financial Enterprises serves as a general partner in real estate development projects. Mr. Morgan spends approximately 5 hours per month conducting such business. Generally, certain Clients of CFIA are not invested in, solicited to invest in, or otherwise involved with the outside business of Mr. Morgan. However, certain Clients who had a prior existing relationship with Mr. Morgan (e.g. family members or close personal friends) may be invested in this outside business.

This scenario may present a conflict of interest as Mr. Morgan may receive additional compensation from an advisory Client who is also invested in this outside business activity. As a fiduciary Mr. Morgan must act primarily for the benefit of Clients of CFIA. He will only transact business with Clients when suitable, and appropriate, and on a fully disclosed basis.

#### **Item 5 – Additional Compensation**

Mr. Morgan does not receive any other compensation or economic benefits.

#### **Item 6 – Supervision**

Mr. Morgan is responsible for the services and advice provided to certain Clients of CFIA. Michael Millard, Global Head of Asset Management, is generally responsible for supervising Mr. Morgan's advisory activities on behalf of CFIA. Oversight is performed by Mr. Millard through a review of activities in our management systems which incorporate documentation of client interactions, paper flows and trading activities. The telephone to reach Mr. Millard is (212) 915-1867.

# **CANTOR FITZGERALD INVESTMENT ADVISORS, L.P.**

## **Form ADV Part 2B Brochure Supplement**

### **John Thomas Bruce, CFA**

800 Main Street, 2<sup>nd</sup> Floor  
Lynchburg, VA 2450-1508  
Office Phone (434) 845-4900

### **Cantor Fitzgerald Investment Advisors, L.P.**

CRD #159296  
110 East 59<sup>th</sup> Street  
New York, NY 10022  
Phone: (212) 915-1722

May 24, 2021

This Brochure Supplement (Form ADV Part 2B) provides information about John Thomas Bruce that supplements Cantor Fitzgerald Investment Advisors, L.P.'s ("CFIA") Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. If you have not received CFIA's Brochure or have any questions about the contents of this Brochure Supplement, please contact us at (212) 829-4952.

Additional information about John Thomas Bruce or CFIA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2: Educational Background and Business Experience**

### ***John Thomas Bruce, CFA***

Portfolio Manager/Analyst, Founder and Executive Committee Member

Year of Birth: 1953      Investment Experience: 44 Years

1985 – Present      Flippin, Bruce & Porter, Inc.  
1979 – 1985      Capitoline Investment Services, Inc., V.P.;  
Portfolio Manager  
1977 – 1979      Anderson & Strudwick, Account Representative  
Virginia Polytechnic Institute and State University, BS – Finance

The Chartered Financial Analyst (CFA) designation is earned upon passing three successive levels of examinations. According to information provided by the CFA Institute, the body that administers the examinations, the CFA charter is the definitive standard by which the competence, integrity, and dedication of serious investment professionals is measured.

## **Item 3: Disciplinary Information**

John Thomas Bruce has no reportable disciplinary events.

## **Item 4: Other Business Activities**

John Thomas Bruce is a Trustee of the Williamsburg Investment Trust and an officer of the FBP Funds.

## **Item 5: Additional Compensation**

John Thomas Bruce has no other compensation arrangements.

## **Items 6: Supervision**

Mr. Bruce is responsible for the services and advice provided to certain Clients of CFIA. Michael Millard, Global Head of Asset Management, is generally responsible for supervising Mr. Morgan's advisory activities on behalf of CFIA. Oversight is performed by Mr. Millard through a review of activities in our management systems which incorporate documentation of client interactions, paper flows and trading activities. The telephone to reach Mr. Millard is (212) 915-1867.

# **CANTOR FITZGERALD INVESTMENT ADVISORS, L.P.**

## **Form ADV Part 2B Brochure Supplement**

### **Norman Delmas Darden III, CFA**

800 Main Street, 2<sup>nd</sup> Floor  
Lynchburg, VA 2450-1508  
Office Phone (434) 845-4900

### **Cantor Fitzgerald Investment Advisors, L.P.**

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Phone: (212) 915-1722

May 24, 2021

This Brochure Supplement (Form ADV Part 2B) provides information about Norman Delmas Darden III that supplements Cantor Fitzgerald Investment Advisors, L.P.'s ("CFIA") Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. If you have not received CFIA's Brochure or have any questions about the contents of this Brochure Supplement, please contact us at (212) 829-4952.

Additional information about Norman Delmas Darden III or CFIA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2: Educational Background and Business Experience**

### ***Norman Delmas Darden III, CFA***

Portfolio Manager/Analyst, Principal and Executive Committee Member

Year of Birth: 1965      Investment Experience: 33 Years

1999 – Present	Flippin, Bruce & Porter, Inc.
1997 – 1999	AmSouth Bank, Senior V.P.; Portfolio Manager; Director of Portfolio Management
1994 – 1997	AmSouth Bank, V.P.; Portfolio Manager; Director of Regional Portfolio Management
1991 – 1994	AmSouth Bank, Assistant V.P.; Portfolio Manager; Research Analyst
1987 – 1991	AmSouth Bank, Trust Investment Officer; Portfolio Manager; Research Analyst

University of Montevallo, BBA – Business Administration

The Chartered Financial Analyst (CFA) designation is earned upon passing three successive levels of examinations. According to information provided by the CFA Institute, the body that administers the examinations, the CFA charter is the definitive standard by which the competence, integrity, and dedication of serious investment professionals is measured.

## **Item 3: Disciplinary Information**

Norman Delmas Darden III has no reportable disciplinary events.

## **Item 4: Other Business Activities**

Norman Delmas Darden III is an officer of the FBP Funds.

## **Item 5: Additional Compensation**

Norman Delmas Darden III has no other compensation arrangements.

## **Items 6: Supervision**

As an investment professional Norman Delmas Darden III is subject to peer review as set forth in Part 2A (Brochure) Item 13.

# **CANTOR FITZGERALD INVESTMENT ADVISORS, L.P.**

## **Form ADV Part 2B Brochure Supplement**

### **David Jarrell Marshall, CFA**

800 Main Street, 2<sup>nd</sup> Floor  
Lynchburg, VA 2450-1508  
Office Phone (434) 845-4900

### **Cantor Fitzgerald Investment Advisors, L.P.**

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May 24, 2021

This Brochure Supplement (Form ADV Part 2B) provides information about David Jarrell Marshall that supplements Cantor Fitzgerald Investment Advisors, L.P.'s ("CFIA") Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. If you have not received CFIA's Brochure or have any questions about the contents of this Brochure Supplement, please contact us at (212) 829-4952.

Additional information about David Jarrell Marshall or CFIA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2: Educational Background and Business Experience**

### ***David Jarrell Marshall, CFA***

Portfolio Manager/Analyst, Principal and Executive Committee Member

Year of Birth: 1956      Investment Experience: 42 Years

1994 – Present	Flippin, Bruce & Porter, Inc.
1986 – 1994	Capitoline Investment Services, Inc., V.P.; Portfolio Manager
1983 – 1986	E.F. Hutton & Co., Account Executive
1979 – 1983	Dean Witter, Account Executive
The College of William and Mary, BBA – Management	

The Chartered Financial Analyst (CFA) designation is earned upon passing three successive levels of examinations. According to information provided by the CFA Institute, the body that administers the examinations, the CFA charter is the definitive standard by which the competence, integrity, and dedication of serious investment professionals is measured.

## **Item 3: Disciplinary Information**

David Jarrell Marshall has no reportable disciplinary events.

## **Item 4: Other Business Activities**

David Jarrell Marshall is an officer of the FBP Funds.

## **Item 5: Additional Compensation**

David Jarrell Marshall has no other compensation arrangements.

## **Items 6: Supervision**

As an investment professional David Jarrell Marshall is subject to peer review as set forth in Part 2A (Brochure) Item 13.

# **CANTOR FITZGERALD INVESTMENT ADVISORS, L.P.**

## **Form ADV Part 2B Brochure Supplement**

### **Joseph Scott Morrell, CFA**

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Lynchburg, VA 2450-1508  
Office Phone (434) 845-4900

### **Cantor Fitzgerald Investment Advisors, L.P.**

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New York, NY 10022  
Phone: (212) 915-1722

May 24, 2021

This Brochure Supplement (Form ADV Part 2B) provides information about Joseph Scott Morrell that supplements Cantor Fitzgerald Investment Advisors, L.P.'s ("CFIA") Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. If you have not received CFIA's Brochure or have any questions about the contents of this Brochure Supplement, please contact us at (212) 829-4952.

Additional information about Joseph Scott Morrell or CFIA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## **Item 2: Educational Background and Business Experience**

### ***Joseph Scott Morrell, CFA***

Portfolio Manager/Analyst and Principal

Year of Birth: 1957      Investment Experience: 38 Years

1995 – Present	Flippin, Bruce & Porter, Inc.
1985 – 1995	Capitoline Investment Services, Inc., V.P.; Portfolio Manager
1983 – 1985	J.C. Bradford & Company, Account Executive
East Tennessee State University, BS – History	

The Chartered Financial Analyst (CFA) designation is earned upon passing three successive levels of examinations. According to information provided by the CFA Institute, the body that administers the examinations, the CFA charter is the definitive standard by which the competence, integrity, and dedication of serious investment professionals is measured.

## **Item 3: Disciplinary Information**

Joseph Scott Morrell has no reportable disciplinary events.

## **Item 4: Other Business Activities**

Joseph Scott Morrell does not engage in other business activities.

## **Item 5: Additional Compensation**

Joseph Scott Morrell has no other compensation arrangements.

## **Items 6: Supervision**

As an investment professional Joseph Scott Morrell is subject to peer review as set forth in Part 2A (Brochure) Item 13.