

Titleist ASSET MANAGEMENT, LTD.

Member FINRA-SIPC

Titleist Asset Management, Ltd. ADV IIA Client Brochure

CRD NUMBER: 126136
SEC NUMBER: 801-80959

This brochure provides information about the qualifications and business practices of Titleist Asset Management, Ltd., a Registered Investment Advisor. If you have any questions about the contents of this brochure, please contact us at 210.826.2424 or via email directly to compliance@tamgmt.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC). Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Titleist Asset Management, Ltd. is also available on the SEC's Web site at www.adviserinfo.sec.gov.

JANUARY 1, 2019
TITLEIST ASSET MANAGEMENT, LTD.
777 E. Sonterra Blvd., Suite 330, San Antonio, Texas 78258
www.tamgmt.com

Item 2: Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV II” which amends the disclosure document that we provide to clients as required by SEC Rules. SEC Rules require that this be provided within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

This brochure has been amended to include information about Shorebird Avocet Fund, LP. (“the Fund”) a private investment fund that will be offered to investment advisory clients of Titleist Asset Management, Ltd. as well as any public investor who have accounts at Charles Schwab or TD Ameritrade. The Fund is not limited to only Titleist Asset Management, Ltd. investment advisory clients. Mr. Austin Graff, the Investment Manager of the Fund, is registered with Titleist Asset Management, Ltd. as an investment advisor representative. Please refer to Sections 4, 5, 8, 10, 11, 15 and 16 for more information about this Fund.

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Item 4: Advisory Business

Description of the Advisory Firm

Titleist Asset Management, Ltd. (referred hereinafter to as “Advisor”) provides personalized investment advisory and consulting services to individuals, trusts, estates, corporations and other business entities. Advisor shall perform a review of the variables presented including, but would not necessarily be limited to, investment objectives, the client’s overall financial condition, income and tax status, personal and business assets, risk profile, and other factors unique to the client’s particular circumstances to determine a suitable course of action for the client. The firm does not engage in any other business activity other than acting as a securities broker-dealer.

Mr. Byron L. Fields and Mr. Joe-Ben O’Banion are both managing partners of Fields and O’Banion Investments, LLC, established since 2003, which is owner of the Advisor. Mr. Fields and Mr. O’Banion are the Managing Partners of the Advisor which has been established since 2003. Mr. Leon A. Mimari is the Chief Compliance Officer of the Advisor.

Byron L. Fields, Managing Partner

Education Background: University of Texas – B.A. Finance, 1999

Business Background: Titleist Asset Management, Ltd. Managing Partner:
01/2003 – Present

Fields & O’Banion Investments, LLC. Managing Partner:
01/2003 – Present

Shorebird Capital, LP Member of the General Partner
10/2016 - Present

Joe-Ben O’Banion, Managing Partner

Education Background: Texas State University – B.A. Management, 1997

Business Background: Titleist Asset Management, Ltd. Managing Partner:
01/2003 – Present

Fields & O’Banion Investments, LLC. Managing Partner:
01/2003 – Present

Leon A. Mimari, Chief Compliance Officer

Education Background: University of the Incarnate Word – B.S.B.A. General Business,
2003

Business Background: Titleist Asset Management, Ltd. Chief Compliance Officer:
10/2015 – Present

Shorebird Capital, LP Chief Compliance Officer
10/2016 – Present

Investment Professionals, Inc. Compliance
Associate/AVP/Compliance Officer/Sr. Compliance Officer:
02/2006 – 09/2015

Investment Management Services

Advisor provides Investment Management Services to clients wishing to have their investments managed on a discretionary and non-discretionary basis. When discretionary authority is granted by a client, Advisor is free to select the securities to buy and sell, the amount to buy and sell, and when to buy and sell. The Advisor will be restricted to having limited trading authorization. Advisor is available to provide management services to a wide variety of clients including individuals, pension and profit sharing plans, trusts, estates, corporations and other entities.

Investment Management Services begin by Advisor assisting each new client in determining the client's investment objectives. Once a portfolio is established, Investment Advisor Representative then manages each client's investments in a manner consistent with the client's objectives and risk tolerance. Clients may impose restrictions on investing in certain securities or types of securities. Advisor also assists each client in establishing a securities account at a brokerage firm, which maintains custody of client securities either directly or with the assistance of its clearing firm. Advisor may recommend clients establish a brokerage account with the Advisor's clearing firm, and most clients typically do so.

Besides managing various types of securities for clients, such as common and preferred stocks, mutual funds, annuity subaccounts, warrants, rights, bonds, municipal securities, options and government bonds, a portion of the securities in client accounts may be held in cash or cash equivalents, including money market mutual funds.

Advice given to any client may differ from advice given, or the timing and nature of the action taken, to other client accounts. Advisor will make a reasonable effort to follow all investment management restrictions and instructions expressed to the firm by a client. Clients are encouraged to contact their Investment Advisor Representative at any time if they have questions.

Privately Managed Portfolios

Privately Managed Portfolios are managed on a discretionary basis by independent third-party money managers. Money managers offer a variety of investment portfolio strategies for clients to choose from. SEI Investments is currently approved by the Advisor as a Privately Managed Portfolios provider. Clients should be sure to review the Form ADV Part II Brochure of each account manager whom they choose to do business. A copy will be provided by the Company and is also available on the SEC's website, www.adviserinfo.sec.gov.

Private Investment Fund

As of the date of this brochure, the Firm will begin offering limited partnership interests in the Shorebird Avocet Fund, L.P. ("the Fund"). The Fund is also available to any public investor who have accounts at Charles Schwab or TD Ameritrade. The Fund is not limited to only Titleist Asset Management, Ltd. investment advisory clients. This private fund's objective is to generate above-market returns and long-term capital appreciation by investing principally in publicly traded, marketable securities of U.S. and non-U.S. companies.

Shorebird Avocet Fund G.P., LLC, a Texas limited liability company, serves as the General Partner of the Fund. The General Partner is primarily responsible for the management of the Fund. The General Partner has engaged Shorebird Capital, L.P., a Delaware limited

partnership, to act as the registered investment advisor for the Fund. Affiliates of Shorebird Capital, L.P. and its general partner, Shorebird Capital G.P., LLC, own a twenty-five percent (25%) interest in the General Partner of the Fund as well as 100% ownership in the Advisor.

Item 5: Fees and Compensation

Clients are charged for Advisor's asset management services based on a percentage of assets under management. Fees are negotiable based on factors such as, but not necessarily limited to, the number of accounts being managed, the amount of assets under management and the overall complexity of the client's financial situation. The following is a sample fee schedule provided for illustrative purposes:

<i>*Advisory Fees:</i>	<i>Total Assets</i>	<i>Fee</i>
	<i>Up to \$1,000,000</i>	<i>.90% - 1.50%</i>
	<i>\$1,000,001 - \$3,000,000</i>	<i>.85% - 1.25%</i>
	<i>\$3,000,001 or greater</i>	<i>.50% - 1.00%</i>

***This schedule is used as a guideline only. All fees are subject to negotiation at the sole discretion of the Advisor.**

The exact services and fees will be agreed upon and disclosed in the agreement for services prior to services being provided. Annual fees for investment advisory services may be billed and payable quarterly in advance or billed and payable quarterly in arrears. Fees will be prorated based on the number of days that services are provided when the account is established or terminated at any time other than the beginning of a calendar quarter.

Advisor requires to have its advisory fees deducted directly from the client's account. In these cases, clients must provide the Advisor with written authorization to have fees deducted from the account and paid to Advisor. The custodian delivers quarterly or monthly account statements to clients. Among other details, account statements list disbursements for the account including the amount of the advisory fee when deducted directly from the account.

Fees may be billed and payable quarterly in advance or billed and payable quarterly in arrears. The terms of which are stated below:

Quarterly fees billed in advance at the beginning of each calendar quarter based on the value of assets under management at the end of the previous quarter and is payable within 30 days after the beginning of each calendar quarter. Should the advisory agreement be terminated, the client will be charged a prorated fee in accordance with the number of days that have elapsed from the end of the last billed quarter through the date of termination.

Quarterly fees billed in arrears in each following calendar quarter based on the value of assets under management at the end of the previous quarter and is payable within 30 days after the beginning of each following calendar quarter. Should the advisory agreement be terminated, the client will be charged a prorated fee in accordance with the number of days that have elapsed from the beginning of the quarter in which the agreement was terminated through the date of termination.

In addition to Advisor's investment advisory fee(s), client may be assessed other fees by parties independent from Advisor. The client may also incur, relative to certain investment products (such as mutual funds), charges imposed directly at the investment product level (e.g. advisory fees, administrative fees, and other fund expenses).

To the extent mutual funds are selected to fill components of the overall investment strategy, the Advisor may receive additional compensation in the form of 12b-1 fees. The Advisor will assess mutual fund share classes and reasonably attempt to select the share class with the lowest cost(s) available to the client in addition to being aligned with the client's risk tolerance and investment objectives.

In most cases, mutual fund companies offer multiple share classes of the same mutual fund. Some share classes of a fund charge higher internal expenses, whereas other share classes of a fund charge lower internal expenses. Institutional and advisory share classes typically have lower expense ratios and are less costly for a client to hold than Class A shares or other share classes that are eligible for purchase in an advisory account. Mutual funds that offer institutional share classes, advisory share classes, and other share classes with lower expense ratios are available to investors who meet specific eligibility requirements that are described in the mutual fund's prospectus or its statement of additional information. These eligibility requirements include, but may not be limited to, investments meeting certain minimum dollar amounts and accounts that the fund considers qualified fee-based programs. The lowest-cost mutual fund share class for a particular fund may not be offered through Titleist or made available by Titleist for purchase. Clients should never assume that they will be invested in the share class with the lowest possible expense ratio or cost.

Titleist urges clients to discuss with their advisor whether lower-cost share classes are available in their account. Clients should also ask their advisor why the particular funds or other investments that will be purchased or held in their managed account are appropriate for them in consideration of their expected holding period, investment objective, risk tolerance, time horizon, financial condition, amount invested, trading frequency, the amount of the advisory fee charged, whether the client will pay transaction charges for fund purchases and sales, whether clients will pay higher internal fund expenses in lieu of transaction charges that could adversely affect long-term performance, and relevant tax considerations. Your advisor may recommend, select, or continue to hold a fund share class that charges you higher internal expenses than other available share classes for the same fund.

Brokerage fees/commissions charged to client for securities trade executions may be billed to the client by the broker-dealer or custodian of record for the client account, not the Advisor. From time to time and as allowed by regulatory rule or law, Advisor or its representatives may receive commissions as a result of certain securities transactions effected on behalf of client, where such transactions are effected in connection with Advisor's advisory services provided to client. Any such commissions/fees are exclusive of, and in addition to compensation charged by Advisor.

Advisor is a FINRA registered broker-dealer. Through its registration as a broker-dealer, Advisor may offer general securities products, which may be offered separately from Advisor's investment advisory services. As a result of certain investment-related recommendations (or other investment advisory services) provided to its clients, Advisor may facilitate certain securities purchases or sales related thereto, on behalf of such client.

Advisor may, in its capacity as a broker-dealer, effect certain securities transactions that may have been recommended as part of its investment advisory services. Further, Advisor or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Advisor's compensation related to its investment advisory services.

Shorebird Avocet Fund, L.P. Fees

The Fund is currently being offered to investment advisory clients of Titleist Asset Management in addition to any public investor who have accounts at Charles Schwab or TD Ameritrade. The Fund is not limited to only Titleist Asset Management, Ltd. investment advisory clients. As such, the Advisor will not be paid a commission for the sale of the Fund. The Fund currently pays to its General Partner a fee for investment management services equal to one percent (1%) per annum. Of this one percent (1%), the General Partner will pay Shorebird Capital, L.P. twenty-five basis points (0.25%) for its services as the Registered Investment Adviser of the Partnership.

In addition, the General Partner to the Fund shall receive an annual profit performance allocation in an amount equal to twenty percent (20%) of the net capital appreciation during each calendar provided, *however*, that such Performance Allocation shall be subject to a loss carry-forward provision, also known as a “high water mark.” Of this twenty percent (20%), the General Partner will pay Shorebird Capital, L.P. five percent (5%) for its services as the Registered Investment Adviser of the Partnership.

An advisory client will be charged an advisory fee as agreed upon in their specific advisory agreement with the Advisor in addition to any fees incurred by investing in the Fund.

From time to time, associated persons of Advisor may recommend that clients buy or sell securities or investment products that the Advisor also owns. In such circumstances, Advisor shall institute the following policies and procedures.

Firm Procedures

In order to implement Advisor’s investment policy, the following procedures have been put into place with respect to Advisor and its associated persons:

- (1) If Advisor is recommending for purchase by any of its clients, any security, associated persons shall make best efforts to receive the best price for clients before effecting personal transactions in that security.

Advisor’s activities as a broker-dealer represent approximately **thirty-five (35)** percent of its overall business activities.

At Advisor’s discretion, Advisor may reduce advisory fees where both advisory fees and commissions are charged.

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

The Advisor does not participate in performance-based fees or side-by-side management.

Item 7: Types of Clients

The types of clients the Advisor generally provides investment advice to includes, but is not limited to, individuals, high net worth individuals, trusts, estates, corporate retirement plans, charitable organizations, corporations or businesses. The Advisor does not have a minimum account size requirement.

If an account is subject to the Employee Retirement Income Security Act of 1974, as amended, (“ERISA”), the Advisor acknowledges that the Advisor is a fiduciary within the meaning of the Act and the ERISA client is a named fiduciary with respect to the control or management of the assets in the account. In each instance, the client will agree to obtain and maintain a bond satisfying the requirements of Section 412 of ERISA and to include the Advisor and the Advisor’s principals, agents, and employees under those insured under that bond and will deliver the Advisor a copy of the governing plan documents. If the account assets for which the Advisor provides services represents only a portion of the assets of an employee benefit plan, client will remain responsible for determining an appropriate overall diversification policy for the assets of such plan.

The Advisor reserves the right to decline to provide investment advisory services to any person or firm in its sole discretion and for any reason.

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

Methods of Analysis

The Advisor may use some or all of the following methods of analysis: Fundamental, Technical, Charting or Quantitative

Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

The risk of fundamental analysis is that information obtained may be inaccurate and the analysis may not provide a correct estimate of earnings, which could potentially be the basis for a stock's value. If a stock's price adjusts rapidly to newly released information, fundamental analysis may not result in favorable performance.

Charting Analysis – involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to help predict future price movements based on price patterns and trends.

Charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Technical Analysis - involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

The risk of market timing based on technical analysis is that charts, inherently, may not accurately predict future price movements. Current prices of securities may reflect all information known about the security. Day to day changes in prices of securities may follow random patterns and not be predictable with any reliable degree of accuracy. This is the risk of technical analysis.

Quantitative Analysis - involves analyzing income statements, balance sheets, cash flows. Comparing current valuations with historical valuations and how those compare with other companies in the same industry. Generally, doesn't put much weight on the industry or sector, nor the trends of those sectors.

Investment Strategies

The Advisor provides numerous investment management styles and strategies, including large and small cap equity, international equity, fixed income, and a broad spectrum of mutual funds and exchange traded funds, either individually or in combination. Generally, the Advisor recommends and provides clients a diversified investment strategy incorporating domestic and international equities, fixed income, mutual funds, exchange-traded funds, unit investment trusts among other asset classes. The exact composition of recommended programs and investment strategies will be determined by the client's legal and tax considerations and greatly influenced by the client's liquidity needs and tolerance for

risk.

Principal Risks

Each client should be aware that securities investing involves risk of loss and should be prepared to bear any such loss of that investment. We make no representation or guarantee that our services or methods of analysis can or will predict future results, opportunistically identify market trends, or protect clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is not indicative of future results.

Interest-rate Risk – Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

Market Risk - Even when companies aren't in danger of failing, their stock price may fluctuate up or down. Large company stocks as a group, for example, have lost money on average about one out of every three years. Market fluctuations can be unnerving to some investors. A stock's price can be affected by factors inside the company, such as a faulty product, or by events the company has no control over, such as political or market events.

Inflation Risk – This type of risk is the chance that future cash from an investment will not be worth as much due to inflation. Inflation is the increase in the price of goods and services, which causes purchasing power to erode.

Currency Risk – Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Reinvestment Risk – This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

Business Risk – These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of loss than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Liquidity Risk – Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, U.S. Treasury Securities are highly liquid, while real estate properties are not.

Counterparty/Default Risk – This is the risk that a party to a contract will not live up to (or will default on) its contractual obligations to the other party to the contract.

High Yield Risk – Debt obligations that are rated below investment grade and unrated obligations of similar credit quality (commonly referred to as “junk” or “high yield” bonds) may have a substantial risk of loss. These obligations are generally considered to be speculative with respect to the issuer's ability to pay interest and principal when due. These obligations may be subject to greater price volatility than investment grade obligations, and their prices may decline significantly in periods of general economic difficulty or in response to adverse publicity, changes in investor perceptions or other factors. These obligations may

also be subject to greater liquidity risk.

Credit Risk – If debt obligations held by an account are downgraded by ratings agencies or go into default, or if management action, legislation or other government action reduces the ability of issuers to pay principal and interest when due, the value of those obligations may decline and an account's value may be reduced. Because the ability of an issuer of a lower-rated or unrated obligation (including particularly "junk" or "high yield" bonds) to pay principal and interest when due is typically less certain than for an issuer of a higher rated obligation, lower rated and unrated obligations are generally more vulnerable than higher-rated obligations to default, to ratings downgrades, and to liquidity risk. Political, economic and other factors also may adversely affect governmental issues.

Financial Risk – Excessive borrowing to finance a business' operations increases the risk of profit loss, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Correlation Risk – This is the risk that the actual correlation (a statistical measure of how two or more variables move in relation to each other) between two assets (or variables) will be different than the correlation that was assumed or expected. Differences between the actual and expected correlation may result in a portfolio being riskier than was anticipated.

Valuation Risk – This is the risk that an asset is improperly valued in relation to what would be received upon its being sold or redeemed at maturity.

Tax Risk – This is the risk that tax laws may change and impact the underlying investment premise or profitability of an investment.

Cybersecurity Risk – Intentional cybersecurity breaches include unauthorized access to systems, networks, or devices (such as through "hacking" activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. In addition, unintentional incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). A cybersecurity breach could result in the loss or theft of customer data or funds, the inability to access electronic systems ("denial of services"), loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs. Such incidents could cause an investment fund, the advisor, a manager, or other service providers to incur regulatory penalties, reputational damage, additional compliance costs, or financial loss.

Technology Risk – The Advisor must rely in part on digital and network technologies to conduct its business and to maintain substantial computerized data relating to client account activities. These technologies include those managed by the Advisor as well as those owned or managed by others, such as financial intermediaries, pricing vendors, transfer agents, and other parties used by the Advisor to provide services and maintain its business operations. These technology systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond the Advisor's or its service providers' control. Technology failures, whether deliberate or not, including those arising from use of third-party service providers or client usage of systems to access accounts, could have a material adverse effect on our business or our clients and could result in, among other things, financial loss, reputational damage, regulatory penalties or the inability to conduct business.

Private Fund Risk – We may recommend that certain clients invest in privately placed collective investment vehicles (*e.g.*, the Fund). The investment managers of this Fund has broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments, which may be traded, and no requirement to diversify. There are numerous other risks in investing in these securities. Clients should consult the Funds private placement memorandum and/or other documents explaining such risks prior to investing.

Management Risk – Titleist actively manages portfolios, and the value of the accounts may be reduced if Titleist pursues unsuccessful investments or fails to correctly identify risks affecting the broad economy or specific issuers in which the accounts invest.

Item 9: Disciplinary Information

The Firm has had two disciplinary events since its inception in 2003. Details may be found on [FINRA's BrokerCheck®](#) system or the [Investment Advisor Public Disclosure](#) database.

You may access such information by searching the Company name, CRD or SEC number(s).

Titleist Asset Management, Ltd.

SEC number: 801-80959

CRD number: 126136

If you have any questions regarding accessing the system or database, please contact the Firm's Compliance Department.

Titleist Asset Management, Ltd.

Compliance Department

777 E. Sonterra Blvd., Suite 330

San Antonio, Texas 78258

lmimari@tamgmt.com

Phone: 210.775.4335

Fax: 210.579.7177

Other valuable resources for investors are listed below:

U.S. Securities and Exchange Commission (SEC)

SEC.gov

Investor.gov

North American Securities Administrators Association (NASAA)

[NASAA Site](#)

[State Regulators](#)

Financial Industry Regulatory Authority (FINRA)

[FINRA Site](#)

Securities Investor Protection Corporation (SIPC)

[SIPC Site](#)

Item 10: Other Financial Industry Activities and Affiliations

The Advisor is also registered as a broker-dealer, Member FINRA & SIPC, which conducts business with both retail and institutional clients. The Advisor is also a Registered Investment Advisor with the United States Securities and Exchange Commission. On a fully disclosed basis, the Advisor introduces its business into the following custodial and clearing firms:

- Raymond James Financial Services, Ltd.
- T.D. Ameritrade Institutional
- Charles Schwab & Co, Inc.
- COR Clearing, LLC

Some of our Investment Advisor Representatives are also registered securities agents of the broker-dealer. In this capacity these dually registered advisors/agents may recommend securities or other products and receive normal securities transactions commissions. Some of our Investment Advisor Representatives who are properly licensed may also be insurance agents appointed with various insurance companies. In these capacities they may receive insurance commissions for insurance products purchased by customers. Clients of those advisors/agents/insurance agents are under no obligation to act upon any recommendations, or effect any transactions through them unless they decide to follow the recommendations.

The Advisor may have Investment Advisor Representatives that have its own legal business entity or entities. The client should understand that only the Individual Advisor Representative is registered with the Firm, and that no affiliation exists between the legal business entity or entities of the Investment Advisor Representative, and either the Registered Investment Advisor, or the Custodian. Customers working with these Investment Advisor Representatives will be dealing solely through the Advisor with respect to their advisory services and transactions. Other services or businesses provided by the Investment Advisor Representative are disclosed in the Form ADV Part IIB Brochure Supplement.

The Advisor controls, is controlled by, or is under common control with a related advisor, Shorebird Capital, LP. Shorebird Capital, LP is registered with the SEC as a related adviser under rule 203A-2(b) that controls, is controlled by, or is under common control with, the Advisor, Titleist Asset Management, Ltd., that is registered with the SEC.

Mr. Byron L. Fields is a Managing Partner of the Advisor. Mr. Fields is also a limited partner of the related advisor, Shorebird Capital, LP and member of the general partner, Shorebird Capital GP, LLC, who is the general partner of the related advisor. Mr. Fields has a controlling stake in both the Advisor and the Shorebird Group.

Mr. Joe-Ben O'Banion is a Managing Partner of the Advisor. Mr. O'Banion also has a minority, non-controlling interest in the related advisor, Shorebird Capital, LP. Mr. O'Banion has no management duties, responsibilities or otherwise for Shorebird Capital, L.P.

Mr. Russell C. King is a Partner of the Advisor. Mr. King also has a minority, non-controlling interest in the related advisor, Shorebird Capital, LP. Mr. King has no management duties, responsibilities or otherwise for Shorebird Capital, L.P.

Mr. Austin Graff is the sole Member of Shorebird Avocet Fund GP, LLC, the General Partner to Shorebird Avocet Fund, LP. Shorebird Capital, LP serves as the registered investment advisor for Shorebird Avocet Fund, LP. Mr. Graff is also registered with TAM. Mr. Graff is compensated for services provided to TAM. Mr. Graff does not have a controlling stake in the Advisor or TAM.

The Shorebird Group has entered into a shared services agreement with its related advisor and its affiliated broker dealer, Titleist Asset Management, Ltd., whereby individuals associated with the Advisor and/or Shorebird devote time and resources to each other. Under the shared services agreement, the affiliates also share office space, back office support, personnel, and vendor systems.

Mr. Leon A. Mimari is the Chief Compliance Officer of the Advisor and its affiliated broker dealer, Titleist Asset Management, Ltd., effective October of 2015. Mr. Mimari is also the Chief Compliance Officer of the related advisor, since September of 2016. Mr. Mimari has no controlling interest in either entity.

Due to the related advisor status between TAM and the Shorebird Group, including the Fund, certain conflicts of interest may exist between the two companies due to the potential incentives that exist in compensation arrangements. To mitigate potential conflicts, both firms have established policies which establish written objective criteria to evaluate each affiliate agreement and the compensation arrangements of such agreements, including the potential impacts to clients of both firms. Investors in the Fund should refer to the Private Placement Memorandum for the Fund for a description of additional potential conflicts of interest.

Item 11: Code of Ethics:

Participation or Interest in Client Transactions and Personal Trading

The Advisor and its associated persons are subject to a Code of Ethics that imposes certain procedures, disclosures, and/or restrictions designed to avoid conflicts of interest between Advisor and its clients, as enforced through one or more of the following provisions:

- Review of all securities transactions in which they have a direct or indirect interest except transactions in government securities, banker's acceptance notes, bank certificates of deposit ("CD"), commercial paper and mutual fund shares.
- Request duplicate confirms or statements be sent to Advisor's compliance officer.
- Provide a monthly or quarterly statement of transactions to Advisor's compliance officer.

An Advisor is considered a fiduciary according to the Investment Advisers Act of 1940. As a fiduciary, it is an Advisor's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Advisor has a fiduciary duty to all clients.

This fiduciary duty is considered the core underlying principle for the advisor's Code of Ethics which also covers its Insider Trading and Personal Securities Transactions Policies and Procedures. Advisor requires all of its supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and when changes occur, all supervised persons will sign an acknowledgement that they have read, understand and agree to comply with the advisor's Code of Ethics. Advisor has the responsibility to make sure that the interests of all clients are placed ahead of Advisor's or its supervised person's own investment interest. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being conducted. Advisor and its supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of advisor's Code of Ethics. However, if a client or a potential client wishes to review advisor's Code of Ethics in its entirety, a copy will be provided promptly upon written request.

Advisor or its personnel may invest for their own accounts or have a financial interest in the same securities or other investments that the firm recommends or acquires for the accounts of its clients, and may engage in transactions that are the same as or different than transactions recommended to or made for client accounts. In order to minimize this conflict of interest, securities recommended by Advisor, with the exception of the Fund, are widely held and publicly traded. In addition, in accordance with its fiduciary duty to clients, Advisor and its associated persons will place client interests ahead of their own interests.

The receipt of 12b-1 fees by the Advisor, creates a conflict of interest because many mutual funds offered a variety of share classes, including some that have a lower-cost share classes than those that pay 12b-1 fees. For example, when an advisory client is eligible for a non-12b-1 fee share class, it generally is in the client's best interest to invest in this share class rather than a 12b-1 fee share class of the same fund because the clients' returns will not be reduced by 12b-1 fees. In order to ensure that the specific client fully understands this conflict, the Advisor will explain to each specific client the various share classes it is recommending, as well as the reason(s) for recommending share-classes that pay 12b-1 fees.

Reports of personal transactions in securities by Advisor personnel are reviewed by the firm's compliance department no less than quarterly, but more frequently if required.

Item 12: Brokerage Practices

Since the Advisor is also a broker-dealer entity, it is probable that Investment Advisor Representatives will suggest that clients identify Advisor as the broker-dealer of record in reference to their investment advisory account. Advisor will, however, allow clients to select the broker-dealer of record that most suits them, should a client have a request for a broker-dealer in contravention to Advisor. Whereby Advisor will attempt to negotiate the transaction fees on behalf of a client that has selected another broker-dealer of record, Advisor cannot assure the client will be charged fees that are equal to or lower than fees charged by Advisor and/or its custodian/clearing firm.

Factors which Advisor considers in recommending any other broker-dealer to clients shall include that firm's financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged by broker-dealers to which Advisor may direct its clients' securities/brokerage transactions or services may vary. These fees are exclusive of, and in addition to, Advisor's investment management fee.

The Advisor's IARs may also be registered representatives of a broker-dealer and may receive compensation in the form of commissions for each transaction that is processed through a broker-dealer with which an IAR is registered.

In return for effecting securities transactions through another broker-dealer, Advisor may receive certain investment research products and/or services that assist the Advisor in its investment decision-making process for the client. All such transactions shall be effected in compliance with Section 28(e) of the Securities Exchange Act of 1934.

The brokerage commissions and/or transaction fees charged by Advisor or other designated broker-dealer are exclusive of, and in addition to, Advisor's investment advisory fee. Although the commissions (related to securities transactions) paid by Advisor's clients shall comply with the Advisor's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Advisor determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received.

Advisor's selection or recommendation of broker-dealers to clients is not contingent upon whether or not Advisor or a related will receive client referrals as a result of such selection or recommendation.

Advisor does not direct brokerage; however, Advisor may, at its discretion, accept a client request to direct transaction executions through a specified broker-dealer.

Advisor may aggregate the purchase or sale of securities for various client accounts. Some of the conditions surrounding the Advisor's decision to aggregate securities transactions may include, but are not limited to, overall market conditions, earnings reports, advance or decline in position, etc.

As a fiduciary, we have the responsibility to effect orders correctly, promptly and in the best interests of our clients. In the event any error occurs in the handling of any transactions, due to Advisor's actions, or inaction, or actions of others, our policy is to assess each trade error on a case-by-case basis.

As described in Item 10, Shorebird Capital, LP is a related Advisor to TAM. Both TAM and the related Advisor may engage in trading the same underlying securities in block transactions. In such cases, the Advisor and related Advisor have policies and procedures in place to eliminate, to the best of its ability, conflicts of interest.

Item 13: Review of Accounts

Account reviews are provided in connection with advisory accounts. The Advisor's representatives will contact clients at least annually for the purpose of reviewing their account and to determine if there have been changes in their financial situation or investment objectives. The underlying investments held in client accounts are reviewed on a more frequent basis. Triggering factors for changes to underlying portfolios include the relative valuation changes between asset classes, valuation of the individual security, or economic or political changes that change the perceived risk/reward ratio of a sector or sub-sector of the global or national economy. Portfolios are reviewed on an ongoing basis.

Stand-alone financial planning services terminate upon completion of such services and full payment of all fees due. Therefore, no reviews are conducted for these clients. If clients elect to have a review and update to an original consultation, additional fees may be charged and clients may be required to sign a new client agreement.

Clients will receive account statements directly from the custodian. Statements will be delivered no less than quarterly but as frequent as monthly. In addition, Advisor may provide quarterly newsletters covering general financial and investment topics, explaining current views of the global economies and factors driving investment decisions.

Item 14: Client Referrals and Other Compensation

The Advisor does not have arrangements with someone who is not a client that provides an economic benefit to the Advisor for providing investment advice or other advisory services to its clients.

Advisor does not compensate any person, directly or indirectly, for client referrals.

Item 15: Custody

Pursuant to Rule 206(4)-2 under the Investment Advisers Act of 1940, the Advisor is viewed for regulatory purposes as having custody of client assets. While the Advisor does not maintain physical possession of any client funds or securities, it is deemed to have custody of client assets because, among other things, it has the authority to deduct advisory fees from the clients' accounts. Custody of the clients' assets are maintained with one or more of the qualified custodians listed below.

- Raymond James Financial Services, Ltd.
- T.D. Ameritrade Institutional, a Division of TD Ameritrade, Inc.
- Charles Schwab & Co, Inc.
- COR Clearing, LLC

The Fund uses Interactive Brokers as its custodian.

Clients will receive account statements directly from the custodian. Statements will be delivered no less than quarterly but as frequent as monthly.

Item 16: Investment Discretion

With the client's authorization as provided in the custodial account forms and the Advisor's Agreement, the Advisor will maintain limited discretionary trading authority to execute securities transactions in the investor's portfolio within investor's designated investment objectives, to include the securities to be bought and sold, and the amount of securities to be bought and sold. The Advisor will not have full power of attorney nor will the Advisor ever have authority to withdraw funds or to take custody of investor funds or securities other than the ability to deduct advisory fees via investor's qualified custodian and only with client authorization.

It is expected that investments in the Fund will be executed on both a discretionary and non-discretionary basis.

Item 17: Voting Securities

Advisor does not perform proxy-voting services on a client's behalf. Clients are instructed to read through the information provided with the proxy-voting documents and to make a determination based on the information provided. Upon request from the client, Advisor may provide limited clarifications of the issues presented in the proxy-voting materials based on Advisor's understanding of issues presented in the proxy-voting materials. The Advisor has the ability to recommend proxy votes based on its understanding of issues presented in the proxy-voting materials. However, the client will have the ultimate responsibility for making all proxy-voting decisions.

Proxy is voted for securities held in the Fund's portfolio.

Item 18: Financial Information

Advisor does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients. Advisor has not been the subject of a bankruptcy petition at any time during the past ten years. Advisor is not organized as a sole proprietorship. Advisor does not require or solicit prepayment of investment advisory services of more than \$1,200 in fees per client, six months or more in advance.

Item 19: Additional Information

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