



Form ADV Part 2A

125 Park Avenue, Suite 1700

New York, NY 10017-5529

212-492-7000

www.klingenstein.com

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This Brochure provides information about the qualifications and business practices of **Klingenstein, Fields & Co., L.L.C., doing business as KLINGENSTEIN FIELDS WEALTH ADVISORS** (“KFWA,” “ADVISER,” “we,” “us” or “our”). If you have any questions about the contents of this Brochure, please contact Maria Chambers at 212-492-6169 or maria.chambers@klingenstein.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

We are a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an adviser, including this Brochure, provide you with information that may help you determine to hire or retain an adviser.

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

Item 2 – Material Changes

This Brochure dated March 28, 2019 serves as an update to the Brochure dated March 28, 2018. While there have been no material changes to the Brochure, we have made certain routine updates throughout for readability, clarity and consistency, as well as, included expanded disclosures as follows:

1. Item 5: Added fees and expenses disclosures pertaining to affiliated private funds;
2. Item 6: Expanded performance-based fees disclosures pertaining to affiliated private funds; and
3. Item 11: Added disclosures pertaining to internal cross transactions and the circumstances under which we may on occasion engage in these transactions.

We offer or deliver information about our qualifications and business practices to clients at least annually. We send this full Brochure or a summary of any material changes to all of our clients each year, or as required, pursuant to SEC Rules, within 120 days of the close of our business' fiscal year, each December 31st. We may further provide other ongoing disclosure information about material changes, as necessary.

We will provide our clients with a new full Brochure, as necessary, based on changes or new information, in accordance with applicable law.

Our current Brochure may be requested by contacting Maria Chambers, Chief Compliance Officer at 212-492-6169 or maria.chambers@klingenstein.com. The Brochure is also available on our website at www.klingenstein.com. The Brochure is available at no charge.

The current Brochure and additional information about KFWA is available via the SEC's web site at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with KFWA who are registered as investment adviser representatives of KFWA.

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Item 4 – Advisory Business

KFWA, formed in 1998, is successor to Klingenstein, Fields & Co., L.P., formed and registered with the SEC as an adviser in 1988. The principal owner of 25% or more of the ADVISER is a trust for the benefit of the Klingenstein family. Additional owners include active members of management of KFWA. Please see our Brochure Supplement on Form ADV Part 2B for more information about our investment advisory personnel.

KFWA provides investment advice to selected clients primarily on a discretionary basis and, to a lesser extent, on a nondiscretionary basis, based upon the individual investment objectives, risk tolerance and constraints, time horizon and liquidity needs of our clients. Individual accounts may have differing asset allocation, different securities or different amounts of specific securities to reflect their individual objectives, risk tolerance and constraints, time horizon and liquidity needs. Clients may impose reasonable restrictions on our investment discretion with respect to investing in certain securities or types of securities or may indicate that a particular held security is not to be sold; however this may affect their investment results.

Services include ongoing advice and supervision over client accounts principally regarding both equity and fixed income securities, and to a lesser extent other asset classes (e.g. liquid alternatives), which exposures may be achieved through investments in mutual funds and exchange traded funds (“ETFs”). KFWA has developed several model portfolios that represent the implementation of the firm’s core equity strategy and that can be applied consistently across applicable new and existing accounts, as deemed appropriate (as described in **Item 8**). These activities are primarily based upon fundamental research and an analysis of general economic, business and market conditions. In 2017, KFWA entered into a sub-advisory relationship with Wasmer, Schroeder & Company, LLC. (“Wasmer Schroeder”), whereby KFWA intends to allocate a percentage of a client’s account to Wasmer Schroeder for subset of accounts seeking to invest in municipal and/or taxable fixed income products. We do not regularly issue any publication or report to our clients other than a quarterly valuation of their individual accounts. KFWA produces and distributes a variety of communications on topics relevant to our clients, which vary in frequency and format, including emails, white papers, newsletters, videos, etc., and may be distributed electronically, in print or posted on our website.

We serve as the investment adviser to several pooled investment vehicles which we refer to in this Brochure as “Funds.” Additional information regarding the Funds can be found in **Item 8**, below and in the Fund’s offering documents, available upon request.

We on occasion provide investment advice to clients with respect to pooled investment vehicles such as partnerships or other private entities engaging in investment strategies including, but not limited to, private equity and venture capital. Where appropriate, we provide advice with respect to, and solicit certain clients to participate in, such entities, some of which are affiliated with us.

As discussed in **Item 10**, KFWA is affiliated with various private investment funds. KFWA, on a non-discretionary basis, may recommend that qualified clients consider allocating a portion of their investment assets to the *affiliated private funds*, where appropriate. The terms and conditions for participation in the *affiliated private funds*, including management and incentive fees, are set forth in the fund's offering documents. KFWA's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s). In addition, as further described in **Item 11** and in **Item 12**, in the paragraph headed **Trade Aggregation and Allocation**, KFWA officers, Members and other employees ("Employees"), and their immediate family members and certain other persons and entities associated with those Employees ("Related Persons") may invest alongside these funds, provided that such investments are consistent with KFWA's Code of Ethics and Insider Trading Policy and Trade Allocation Policies and Procedures, which, in relevant part, among other things, require (i) the pre-clearance of private investments by certain Employees and Related Persons, (ii) the participating private funds to receive a right of first refusal, and (iii) that KFWA's clients' interests are placed ahead of any KFWA employee.

Please Note: As further described in **Item 8**, private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement. **Please Also Note: Conflict Of Interest:** Because KFWA can earn compensation from the *affiliated private funds* that may exceed the fee that the KFWA would earn under its standard asset based fee schedule referenced in **Item 5** below, the recommendation that a client become an *affiliated private fund* investor presents a **conflict of interest**.

Miscellaneous

Financial Planning and Non-Investment Consulting/Implementation Services. To the extent specifically requested by the client or when we think appropriate, KFWA provides **financial planning** services and assists in the development of detailed financial plans and strategies, including non-investment related matters, such as estate planning, insurance, etc. Neither KFWA, nor any of its representatives, serves as an attorney, accountant, or

insurance agent, and no portion of KFWA's services should be construed as same. To the extent requested by a client or when we think appropriate, KFWA recommends the services of unaffiliated professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.). KFWA does not receive any direct or indirect compensation from clients' use of any recommended professionals, including KFWA's financial planning services. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from KFWA. **Please Note:** If the client engages any unaffiliated recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify KFWA if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/ revising KFWA's previous recommendations and/or services.

PLEASE NOTE: RETIREMENT ROLLOVERS-No Obligation/Conflict of Interest: A client leaving an employer typically has four options (and may engage in a combination of these options): i) leave the money in his former employer's plan, if permitted, ii) roll over the assets to his new employer's plan, if one is available and rollovers are permitted, iii) rollover to an IRA, or iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). KFWA may recommend an investor roll over plan assets to an Individual Retirement Account (IRA) managed by KFWA. As a result KFWA and its representatives may earn an asset-based fee (see **Please Note** below). In contrast, a recommendation that a client or prospective client leave his or her plan assets with his or her old employer or roll the assets to a plan sponsored by a new employer will generally result in no compensation to KFWA (unless you engage KFWA to monitor and/or manage the account while maintained at your employer). KFWA has an economic incentive to encourage an investor to roll plan assets into an IRA that KFWA will manage or to engage KFWA to monitor and/or manage the account while maintained at your employer. There are various factors that KFWA may consider before recommending a rollover, including but not limited to: i) the investment options available in the plan versus the investment options available in an IRA, ii) fees and expenses in the plan versus the fees and expenses in an IRA, iii) the services and responsiveness of the plan's investment professionals versus KFWA, iv) protection of assets from creditors and legal judgments, v) required minimum distributions and age considerations, and vi) employer stock tax consequences, if any. KFWA's determination of a recommendation may be limited by the availability of information about the client's employer plan alternatives. No client is under any obligation to rollover plan assets to an IRA managed by KFWA or to engage KFWA to monitor and/or manage the account while maintained at your employer. **Please Note:** If KFWA's engagement will include the management of the client's retirement account per the

same fee schedule set forth in **Item 5** below, regardless of custodian or the client's decision to process a rollover, the above economic incentive to recommend a rollover is moot.

Client Obligations. In performing its services, KFWA shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify KFWA if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising KFWA's previous recommendations and/or services.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by KFWA) will be profitable or equal any specific performance level(s).

We provide investment advice to clients with respect to other types of investments or other financial matters.

Our investment advisory clients may terminate their investment advisory agreement with us immediately by providing written notice to us requesting termination; or at such time as is otherwise mutually agreed upon in writing by the client and us. KFWA may resign as adviser to an account with notice, after five business days.

Assets Under Management

As of December 31, 2018 we managed:

- 1,184 Discretionary accounts, valued at \$3.5 Billion (\$3,455,506,704)
- 12 Non-Discretionary accounts, valued at \$6.6 Million (\$6,587,177)

calculated in accordance with the guidelines for Regulatory Assets Under Management of Form ADV Part 1.

Item 5 – Fees and Compensation

Investment Advisory Fees

As compensation for standard investment advisory services provided to clients, KFWA charges an investment advisory fee based upon the total market value of all managed assets in a client's account at an annual rate of:

A. Fixed Income Securities:

- 0.40% on fixed income securities with original maturity of more than one year, AND

B. All other Assets:

- 1.00% on the first \$ 10,000,000 of all other assets,
- 0.75% on the second \$ 10,000,000 of all other assets,
- 0.60% on the third \$ 10,000,000 of all other assets,
- 0.40% on the next \$ 70,000,000 of all other assets, and
- 0.30% on all other assets above \$ 100,000,000

Fees are generally not negotiable. Fees may vary from the schedule shown above to reflect circumstances that may apply to a specific client or account, including, but not limited to: the nature of the assets in the account, account size, certain historical arrangements, and the client's investment requirements. Fees for accounts within a family group are generally calculated for the combined market value of all accounts in the group, to the extent allowable, and paid by the individual accounts in proportion to their market values.

We compute investment advisory fees in arrears for each quarter as of the close of trading on the last business day of March, June, September and December. Fees for each quarter are charged within 15 days after the beginning of the following quarter. Fees may be prorated for substantial capital contributions or withdrawals made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, but unpaid, fees will be due and payable.

Fees for KFWA private funds differ from the schedule shown above, as described in the respective private fund organizational documents. Fees for KFWA private funds are

computed annually, in arrears, following completion of the funds' financial audits, except for one fund, which computes and collects fees quarterly, in arrears.

Clients generally authorize us to collect quarterly fees by instructing custodians to debit the client's account in the appropriate amount computed as described above. This authorization is in the general form of investment advisory agreement entered into between KFWA and our clients. In that case, we send fee notices to each client and the custodian for each client's account at the same time, indicating the amount of the fee to be debited from the account, how it was calculated and the value of assets on which the determination of the fee was based. In addition, KFWA requests that the custodian for each client's account notify the client, at least quarterly, of the amount of the fee debited from the client's account.

Clients may elect to pay investment advisory fees directly and, in that case, we send invoices similar to the notices described above to such clients.

Performance Fees

As set forth in Item 6 below, for one KFWA private fund, the General Partner will charge a performance or incentive fee constituting a percentage of profits or gains, if the relevant threshold is exceeded, in addition to the management fees paid to KFWA, as mentioned above. Please refer to the private fund documents for specific details of these arrangements.

Expenses

In addition to investment advisory fees paid to us, our clients pay brokerage commissions, transaction fees, and other related costs and expenses of securities transactions executed for their account. Clients may incur certain charges imposed by custodians, brokers, trustees and other third parties such as custodial fees, trustees fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund transfer fees, account maintenance fees and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and ETFs also charge internal management fees, which are disclosed in a fund's Prospectus. Such charges, fees and commissions are in addition to KFWA's fee, and we do not receive any portion of these costs paid by clients. **Item 12** further describes the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Expenses borne by the private funds managed by KFWA are set forth in the respective fund's offering documents, and generally include payment (or reimbursement to KFWA or the General Partner, where applicable) for costs and expenses as follows:

(i) organizational and offering costs and expenses; and (ii) operating costs and

expenses, *including, but not limited to* the sourcing, acquiring, holding of investments or proposed investments. Please refer to the respective private fund offering documents, available upon request, for more information about a private fund's expenses.

Item 6 – Performance-Based Fees and Side-By-Side Management

We do not charge our clients any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) for any separately managed accounts. As a result, we avoid managing accounts paying a fee based on a percentage of assets side-by-side with accounts that pay us performance-based fees. Since we do not have any such financial incentive, we avoid this potential conflict among our separately managed account clients.

The terms of one of KFWA's private funds include performance-based incentive payments to the General Partner once investors have received a return of their contributed capital. This Fund engages in a distinct investment strategy that minimizes the potential for conflicts with other managed accounts.

The simultaneous management of clients that pay performance-based fees and clients that pay only management fees creates a potential conflict of interest as the portfolio manager may have an incentive to favor clients with the potential to generate greater fees. Performance-based compensation arrangements reward KFWA for positive performance, and thus create an incentive for KFWA to recommend investments that may be riskier or more speculative than those that would be recommended under a different compensation arrangement. Such performance-based compensation arrangements also create an incentive to favor accounts that pay higher fees over other accounts in the allocation of investment opportunities. For instance, a portfolio manager will face a potential conflict of interest when allocating scarce investment opportunities, which creates an incentive to allocate opportunities to client accounts that pay performance-based fees as opposed to client accounts that pay no performance based fees. The above conflicts of interest are mitigated by KFWA's allocation and best execution policies and procedures, which are designed to ensure KFWA acts in the best interests of its clients in accordance with its fiduciary duties.

Item 7 – Types of Clients

KFWA provides portfolio management and investment advisory services to individuals, high net worth individuals and families, trusts, estates, IRAs, charitable institutions, foundations, endowments, personal and, to a lesser extent corporate, pension, defined benefit and profit-sharing plans, and pooled investment vehicles including private investment funds.

The minimum account size necessary to open and maintain an account with us varies by client and type of client. We typically set a minimum investment of at least \$3,000,000 for a new account relationship. We may, however, consider the fitness or appropriateness of our investment style or methods with the client's investment needs, among other factors, in determining whether to take on new clients, some of whom may invest less than that minimum amount.

Investors in our private funds must generally be "accredited investors" as defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended; "and may also need to be "qualified purchasers" within the meaning of the Investment Company Act. In addition, investors may also need to be "qualified clients" as defined in Rule 205-3 of the Investment Advisers Act of 1940.

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

KFWA provides ongoing advice and supervision over client accounts principally regarding both equity and fixed income securities and to a lesser extent other asset classes (e.g. liquid alternatives), which exposures may be achieved through investments in mutual funds and ETFs. KFWA has developed several model portfolios that represent an implementation of the firm's core equity strategy and that can be applied consistently across applicable new and existing accounts, when deemed appropriate (as described in **Item 4**). These activities are primarily based upon fundamental research and an analysis of general economic, business and market conditions. We have access to a wide range of information and analyses from both large and small investment research providers, some of whom are affiliated with broker dealers or other financial institutions. KFWA also maintains access to primary and secondary sources of information, regularly communicates with company managements via attendance at management conferences or conference calls and, on occasion, visits and inspects the facilities of certain issuers of securities in which it invests client assets. KFWA's portfolio managers and research team monitor and assess current holdings and a range of prospective investments on an ongoing basis.

For the majority of our clients, we follow a long-term investment approach that strives to preserve and grow clients' assets, after taxes and the impact of inflation. While investing inherently comes with significant risks (potential risks are outlined in more detail below), KFWA attempts to select securities which allow for growth while minimizing clients' exposure to excessive risks.

Equity Strategies

We aim to be long-term investors, and generally are not short-term traders. We assess investments with care and try to select most with the intention of holding for years. Long

holding periods and low turnover can boost overall returns by reducing transaction costs and delaying taxation of gains. Our attention is focused primarily on equity portfolios comprised of listed, marketable securities because we believe that, over time, equities offer greater potential for appreciation within reasonable levels of risk than many other types of securities.

We concentrate on companies that, in our judgment, reflect better relative value and risk characteristics than comparable investments. Generally, these are large U.S.-based companies, but may include non-U.S. or smaller companies, often in rapidly growing industries.

Using a team approach to the research and portfolio management processes, and including qualitative and quantitative analyses, we seek to identify well-managed companies in industries that are likely to expand faster than the economy as a whole. Our methods include what is known as a “top down approach,” (monitoring global trends and identifying sectors likely to have strong secular growth), and a “bottom up approach,” (seeking individual companies whose shares are attractively priced by the market relative to our estimates of inherent value, absolute levels of demonstrable earnings and future earnings growth).

For relatively small portions of some client portfolios, we may also invest for “opportunistic” reasons such as in companies where there may be a change in management, capital structure or control, or another catalyst that may help hidden value to be realized.

International

We believe that economic opportunities and financial markets throughout the world are increasingly inter-related and inter-dependent. Many areas outside the U.S. have greater growth potential than here in our relatively mature economy. These expectations lead us to focus on investing a significant proportion of clients’ assets in securities that may be sheltered from or benefit from these long-term trends.

We invest client assets for international exposure through U.S. companies with business abroad, mutual funds and ETFs that focus on a particular region, country or sector and direct investments in foreign-based issuers through American Depositary Receipts (ADRs), or ordinary shares traded in local markets. Mutual funds and ETFs charge internal management fees, which are disclosed in a Fund’s Prospectus.

Fixed Income Strategies

We utilize a variety of fixed income securities to help protect clients' cash reserves and, for some clients, to generate income. Our focus is on high quality, investment grade US treasury, corporate and municipal bonds. Where appropriate, we build laddered portfolios that may enhance income, reduce risk and transaction costs, and provide needed liquidity, or invest selectively in securities that are not investment grade. We may invest client assets in mutual funds and ETFs that invest in income generating securities. These funds charge internal management fees, which are disclosed in a Fund's Prospectus. KFWA does not rely solely on third party credit ratings to select fixed income securities for client portfolios. Certain fixed income accounts are delegated to Wasmer Schroder for specific strategies. Please note that fixed income securities have significant risks and uncertainties, as outlined below.

Risks of Investing in Securities

Investing in securities involves risk of loss that clients should be prepared to bear. Securities fluctuate in value, depending on many factors that are unpredictable and outside of our control. There is no guaranty that the investment strategies we recommended will turn out to meet a client's investment needs.

General Risks. All investments are subject to many inherent risks. Investments in accounts managed by KFWA are no exception. Accordingly, you may lose money by investing in the manner that we recommend. When you sell an investment, it may be worth less than you paid because the value of the investments will fluctuate, reflecting day-to-day changes in market conditions, interest rates and numerous other factors.

Asset Allocation Risk. If clients rely on us to determine the allocation of investments among various asset classes for their account, the primary choices are equities, fixed-income securities and short-term cash equivalents. These asset classes may increase or decrease in value at different times or may all move together. While a goal of this diversification is to reduce risk, that result is not assured. The asset allocation of your account may have a significant effect on account performance.

Interest Rate Risk. Many investments are subject to interest rate risk, which is the risk that the value of a security will decline because of a change in general interest rates.

Investments subject to interest rate risk will usually decrease in value when interest rates rise and rise in value when interest rates decline. Also, securities with longer maturities typically experience a more pronounced change in value when interest rates change. Interest rates, generally, are at historically low levels, in part due to the policies of US and non-US governments. As a result of these policies and their reasonably predictable

repercussions, we think it is more likely that interest rates will rise than fall over the next several years. Interest rate risk most directly affects the value of fixed income securities, but many equity securities can also change in value due to changes in interest rates. As a result, client accounts may be more exposed to interest rate risk than it appears.

Credit Risk. Fixed income investments are subject to credit risk. An issuer's credit quality depends on its ability to pay interest on and repay its debt and other obligations. Defaulted securities (or those expected to default) are subject to additional risks in that the securities may become subject to a plan of reorganization that can diminish or eliminate their value. The credit risk of a security may also depend on the credit quality of any bank or financial institution that provides credit enhancement for the security.

Inflation Risk. This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the real value of client assets may decline, and income earned may have less value. Government policies in the US and abroad in recent years have created conditions that may lead to greater inflation in the US economy in the future than we have recently experienced.

Market Risk. Markets can trade in random or cyclical price patterns, and prices can fall over sustained periods of time. The value of the investments in client accounts will change as markets fluctuate and could decline over short- or long-term periods. KFWA does not attempt to track or replicate the performance of any specific index. As a result, it is likely that the performance of client accounts will differ from standard published indices.

Focused Portfolio and Non-Diversification Risks. Most accounts we manage own a far smaller number of securities than make up the S&P 500 or other broad market indices. Accordingly, client accounts may have more volatility and are considered to have more risk than an index fund or a managed account that invests in a greater number of securities. Changes in the value of a single security may have a more significant effect, either negative or positive, on a particular account. To the extent that a client account invests in fewer securities, the account is subject to greater risk of loss if any of those securities become permanently impaired. Client accounts may also have a greater percentage of assets invested in particular industries than a more diversified account, exposing such a client account to the risk of unanticipated industry conditions as well as the risks of a single company or the securities of a single company. Lack of broad diversification also may cause a client account to be more susceptible to economic, political, regulatory, liquidity or other events than a more diversified account.

Foreign Securities Risk. We may invest a portion of our client accounts in foreign securities, and, from time to time, a significant percentage of a client account may be composed of foreign investments. Such investments involve greater risk in comparison to domestic investments for the following reasons: some foreign companies are not subject to

the same degree of regulation as U.S. companies, and there may be less publicly available information about foreign issuers than U.S. issuers; some foreign companies are not subject to uniform accounting, auditing and financial reporting standards; dividends and interest on some foreign securities will be subject to foreign withholding taxes, and such taxes reduce the net return to shareholders; and foreign securities are often denominated in a currency other than the U.S. dollar (see Currency Risk, outlined below). Although KFWA will seek only to invest in foreign issuers that are domiciled in nations considered to have stable and friendly governments, these conditions can change rapidly and there is the possibility of expropriation, confiscation, taxation, currency blockage, or political or social instability, any of which could negatively affect the value of a client account.

Currency Risk. Client accounts are subject to currency risk because fluctuations in the exchange rates between the U.S. dollar and foreign currencies will affect the value of investments in foreign securities or funds that invest in assets denominated in foreign currencies. Some issuers or funds may hedge currency exposure. Hedging activity may not be effective or beneficial to a client account.

For More Information About Risks

Current and prospective clients are encouraged to ask their designated KFWA investment manager any questions they may have about the risks described above and other risks associated with investing with us.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of KFWA or the integrity of the ADVISER's management.

To the best of our knowledge, we have no legal or disciplinary events to report.

Item 10 – Other Financial Industry Activities and Affiliations

KFWA operates as a registered investment adviser and does not have any other material business. We are not a broker-dealer, insurance broker, futures commission merchant, swap dealer, commodity pool operator or commodity trading advisor and we are not affiliated with any such organizations.

A number of advisory clients of KFWA have engaged Brandywine Trust Company, LLC ("Brandywine"), a Delaware-chartered non-deposit trust company, to serve as a corporate trustee. Brandywine has engaged KFWA to provide investment advisory services for a number of its trust clients, some of whom are affiliated with us or our related persons. Our

related persons serve as directors of Brandywine, and as trustees of a trust (for the benefit of one such person's family), which has a minority ownership interest in Brandywine. We do not consider Brandywine to be our related person or affiliate but disclose this information to describe and explain the potential conflict of interest.

Affiliates of KFWA are General Partner or Managing Member of a number of pooled investment vehicles (i.e. private funds) that invest primarily in other private funds and private placements, including venture capital. Participation in these entities, with the exception of one private fund, has been historically limited to qualified affiliates of the ADVISER and only this one fund accepted investments from both affiliated and unaffiliated, qualified clients.

Item 11 - Code of Ethics

KFWA has adopted a Code of Ethics (the "Code") for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to our clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on excessive gifts and entertainment and the reporting of certain gifts and business entertainment items, personal securities trading limitations and procedures, and guidance for handling complex situations, among other things. All supervised persons at KFWA must acknowledge the terms of the Code.

The ADVISER's officers, Members and other employees ("Employees"), and their immediate family members and certain other persons and entities associated with those Employees ("Related Persons"), are permitted to engage in personal trades, only provided they comply with KFWA's Code. Because Employees and their Related Persons may engage in personal trades, the ADVISER may be effecting transactions on behalf of our clients in the same security or Instrument (as defined in the Code) on the same day as the Employee or Associated Person.

In addition, KFWA manages a substantial amount of assets on behalf of Employees' extended families and entities that they control but that are not Associated Persons ("Extended Families"). We treat accounts of Extended Families as client accounts not subject to the trading restrictions of the KFWA Code. As used in this **Item 11**, "client" means anyone whose assets are managed by the ADVISER, other than Employees and Associated Persons.

We seek, when reasonably possible, to aggregate transactions in the same security or Instrument on the same day on behalf of multiple clients, as well as Employees and their Associated Persons. All participants in an aggregated transaction block receive the same average price. Thus, while KFWA strives to serve the best interests of each client,

permitting Employees, their Associated Persons and their Extended Families to participate in an aggregated transaction could result in clients (other than Extended Families) receiving less favorable prices or smaller allocations than might otherwise be the case.

In these situations, there is a potential conflict of interest between KFWA's desire to treat all clients equitably and fairly and the desire to serve the best interests of its Employees, Associated Persons and Extended Families.

From time to time, a KFWA Employee may serve as an officer or director of a public company and receive compensation therefore. As a result, such Employees might acquire material non-public information (commonly called "inside information") about the company. Since client accounts may be invested in securities of the company, and since we would be prohibited from trading while in the possession of material, non-public information, we would be unable to trade the company's securities for the benefit of clients and might be forced to hold the securities when selling would otherwise be indicated. As of this date, no KFWA Employees currently have any officer or director roles with any public company.

Personal Trading

The Code's rules, restrictions and reporting requirements for personal securities transactions by Employees and their Associated Persons are designed to prevent Employees and their Associated Persons from taking advantage of client transactions or disadvantaging client transactions, and to prevent such activity from interfering with our making decisions in the best interest of clients. The ADVISER's Chief Compliance Officer or designee monitors these personal transactions to ensure compliance.

Nonetheless, because the Code permits Employees to invest in the same securities or Instruments as clients, there is a possibility that Employees might benefit from market activity by a client in a security or Instrument held by an Employee.

Transactions by Extended Families and transactions in certain types of securities (enumerated in SEC rules) are not subject to the restrictions of the Code.

Upon request, KFWA will furnish a copy of the Code to any client, prospective client, or any Employee or Associated Person with accounts managed by the ADVISER.

Cross Trades

KFWA does not generally engage in cross trades and prohibits principal cross transactions and all cross transactions in ERISA accounts. On occasion, however, KFWA may execute an internal cross transaction between client accounts in which one client will purchase securities held by another client, provided (i) the transaction is in the best interest of, and

appropriate for, both clients; (ii) KFWA does not receive any compensation in addition to its advisory fee in connection with the transaction; and (iii) the transactions is effected at a price KFWA has determined by reference to independent market indicators to constitute "best execution" for both parties. While we will seek to ensure that the terms of cross trades are fair and reasonable, and the transactions are executed in a manner that is in the best interest of the clients involved in the cross trade, clients should be aware that the price of a security bought or sold through a cross trade may not be as favorable as it might have been had the trade been executed on the open market and any benefit of a cross trade may not be equally distributed among participating clients. Neither we nor any related party receives any compensation in connection with such "cross" transactions.

Item 12 – Brokerage Practices

KFWA clients authorize us to utilize the services of any broker-dealer to execute securities transactions by executing our investment advisory agreement. The authority granted in the agreement permits us to use the services of any broker or dealer without obligation to shop for lower commissions from others and, in compliance with Section 28(e) of the Securities Exchange Act of 1934, to pay a commission on transactions higher than another broker or dealer would have charged in exchange for investment research. The agreement further discloses that lower commission rates might be available elsewhere. We may negotiate commission rates on an individual basis with respect to each transaction, or as a standard rate.

KFWA maintains executing brokerage relationships with many different broker-dealers. KFWA receives investment research and related products and services from many of the broker-dealers that execute transactions for clients. These products and services include written reports and recommendations about companies and industries, economic trends and analysis, access to online reports and databases, the right to attend meetings with analysts and/or public company managements and access to large conferences and one-on-one meetings. These services are generally provided only to institutional investors that do business with the broker-dealer. We do not use client commissions to pay for services from third-parties, except as described in this paragraph.

How We Select Brokers

We seek to select brokers who will execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Effectiveness and quality of transaction execution services;
- Capability to execute, clear, and settle trades (buy and sell securities for client accounts);

- Breadth of or specialization in available investment products (stocks, bonds, mutual funds, ETFs, etc.);
- Availability of investment research and tools that assist us in making investment decisions;
- Competitiveness of commission rates;
- Reputation, financial strength, and stability;
- Prior service to us and our other clients;
- Availability of other products and services that benefit us, as discussed in this **Item 12**.

We have a duty to seek “best execution” in connection with all client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Clients may direct KFWA to execute some or all of their securities transactions through one or more broker-dealers. However, this may limit our ability to achieve best execution, limit the ability to participate in aggregated transactions and result in differences in timing from the transactions executed for other clients’ accounts. **Please Note:** In the event that a client directs KFWA to effect securities transactions for the client’s accounts through a specific broker-dealer, the client may pay higher commissions or transaction costs, or greater spreads, or receive less favorable net prices on transactions for the account. Higher transaction costs adversely impact account performance.

Subject to the exception stated in the previous paragraph and below under Research and Additional Benefits, we will select brokers on the basis of where we believe our clients will get the best execution of the securities transaction on an individual trade. Among brokers deemed equally capable of providing best execution, we may also consider the value of products, research or services we get. These products, research or services help us to service all of our advisory clients and no client pays any additional amount for them. We do not allocate specific benefits based on the amount of clients’ commission expenditures.

KFWA benefits from commissions paid to brokers that provide research services because it does not have to produce or pay for these services directly. The availability of investment research conditioned upon brokerage activity may give us an incentive to choose a broker-dealer based on the need for the services rather than our clients’ interests in receiving most favorable execution.

Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, KFWA may receive from Charles Schwab & Co., Inc. (“Schwab”) (or another broker-dealer/custodian or platform) without cost (and/or at a discount) support services and/or products, certain of which assist KFWA to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by KFWA may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by KFWA in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *are* received may assist KFWA in managing and administering client accounts. Others do not directly provide such assistance, but rather assist KFWA to manage and further develop its business enterprise.

KFWA’s clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement, except for the tradeaway/prime broker fees described below. There is no corresponding commitment made by KFWA to Schwab or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

Tradeaway/Prime Broker Fees. As more fully described above in this **Item 12**, relative to its discretionary investment management services, individual equity and/or fixed income transactions are effected through broker-dealers other than the account custodian, in which event, the client generally will incur both the fee (commission, mark-up/mark-down) charged by the executing broker-dealer and a separate “tradeaway” and/or prime broker fee charged by the account custodian.

We do not consider client referrals in selecting broker-dealers.

Trade Errors

KFWA’s trade error policy is designed to ensure that its clients are treated fairly in the event of a trading error. We expect our portfolio managers and traders to communicate clearly with clients, counterparties and each other, and to be thorough and exercise the utmost care in the development and execution of transactions, with the goal of minimizing

errors in all transaction-related activities. KFWA understands that, on occasion, errors will occur in effecting trade orders. In the event KFWA is responsible for a trade error, we will take all reasonable measures to place the client in the same position as if the error had not occurred. KF & Co has established a segregated trading error account to offset trade errors. When it is not possible to correct an error through the error account, due to timing, venue or other circumstances, KFWA will make adjustments directly with the client. KFWA is not responsible for errors caused by third parties.

Trade Aggregation and Allocation

KFWA is a fiduciary to its clients. As such, KFWA owes each client a duty of loyalty. No client is owed a greater or lesser degree of fiduciary loyalty and, therefore, no client or group of clients may be given preferential treatment in connection with investment opportunities. KFWA's duty of loyalty and equitable treatment of client accounts is the basic principle underlying its allocation and aggregation procedures.

Investment decisions for each client are made based on their individual investment objectives, and in each client's best interest. We may, however, purchase or sell the same securities or Instruments on the same day for a number of client accounts, including those of or related to Employees or Associated Persons, as further described in **Item 11**. When circumstances allow, and we determine that it would be in clients' best interest, contemporaneous orders placed on behalf of eligible clients in the same security or Instrument, and on the same terms (e.g., orders at market), will be aggregated in a single block order at an average price. In addition, Clients will share in the commissions and other transactional costs on a pro rata basis.

We aggregate orders to facilitate best execution, reduce brokerage commissions or other transaction costs or to allocate price and quantities equitably among our clients. This procedure helps to mitigate the potential conflicts of interest described in **Item 11**. Aggregating orders may create other conflicts, costs or other inefficiencies, but we strive to apply this tool to maximize the benefit to our clients. We do not receive any compensation or remuneration as a result of such aggregation.

In general, the quantities purchased or sold in such block orders are sufficient to fill all of the individual orders. Infrequently, when transacting in a security that is thinly traded or is subject to a significant movement in price, we may not be able to buy or sell the full quantity required in a single trading day. In that case, we allocate the available quantities in a manner designed to place clients' best interests ahead of any Employee's or Associated Person's account. We do this by one of the following methods: a sequential or pro rata allocation, or filling orders based on factors including the size of the account, family groupings, whether it is a client account rather than an Employee/Related Person account,

the relative cost of the transaction for the account, the size of the existing position in the account and the account's standard position size.

In situations where clients direct brokerage for their accounts, because the clients have placed limitations on the selection of brokers to execute trades, their trades will generally be excluded from aggregated block orders.

Item 13 – Review of Accounts

A supervisor reviews transactions for all investment advisory accounts daily. Each client account manager reviews each client's account at least quarterly with respect to performance during the previous quarter. KFWA utilizes various analytic processes to support supervisor oversight of the account review function. The account managers and supervisors performing these reviews are listed in the Brochure Supplement on Form ADV Part 2B.

Account managers and supervisors are available to meet with clients on request.

We send quarterly statements to clients showing a summary of the investments in their account, including cost, current market value, yield, income, and other relevant information. As noted in **Item 15** (below), clients should compare the statements we provide with statements for the same account from the client's custodian.

Item 14 – Client Referrals and Other Compensation

Our clients pay us fees to manage their financial assets and provide financial advice, as described in **Item 5**. We are not paid in cash or prizes or with any other economic benefits by anyone else to manage client accounts.

Client account managers may benefit directly or indirectly by adding new clients or more client assets. KFWA, from time to time, engages one or more individuals or entities to solicit investment advisory clients in accordance with SEC rules. The general form of arrangement and compensation would entail a share of such fee revenues paid to the solicitor for a period of time. As of this writing, the number of accounts and amount of assets subject to these arrangements is not material to KFWA. As noted in **Item 15**, Schwab is the custodian for the majority of KFWA clients. We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see **Item 12**).

The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients. We do not require clients to maintain custody of their assets at Schwab. The availability of these products and services would not change materially, even if a substantial number of our clients moved custody of their assets away from Schwab, because the amount of assets our clients have in custody at Schwab is many times larger than their threshold for providing such products and services. Accordingly, we do not believe that this relationship creates a material conflict of interest.

We believe that the availability of these products and services and the high level of coordination between Schwab and KFWA provides a material benefit to our clients who choose to use Schwab as their custodian.

Item 15 – Custody

KFWA is not a Qualified Custodian, so we will not hold funds and securities for client accounts. Under government regulations, however, we may be ***deemed to have custody*** of client assets due to the following circumstances:

- we are authorized to instruct a custodian to deduct our advisory fees directly from an account;
- we are authorized to move client funds or assets to another account of client or to another person's account;
- we (or one of our employees) serve as trustee for a client;
- a client invests in a pooled investment vehicle that we control; or
- contractual provisions in the agreement between client and custodian may lead to inadvertent custody.

Each of these arrangements gives KFWA or its related persons access to client assets. This means we must have procedures in place to ensure that we use those broad powers only for the benefit of our clients. In addition, KFWA is subject to an annual surprise CPA examination to verify the assets for which we are deemed to have custody.

Clients typically designate a Qualified Custodian to hold their funds and securities and open an account. This may be a broker-dealer, a bank or other financial institution. KFWA is authorized to give instructions to the custodian with respect to all investment decisions regarding a client account as described in the client's investment advisory agreement with us.

Unless a client directs KFWA otherwise in writing as to custody arrangements of their account, the client will be deemed to have designated the Schwab Advisor Services division of Schwab, a registered broker-dealer, member SIPC, as their custodian and we will ask them to open a brokerage and custody account in their name. We do not open the accounts for our clients, although we may assist them in doing so. The custodian will hold all cash, securities and other property of the client account. We are independently owned and operated and are not affiliated with Schwab. A copy of Schwab's current fee schedule is available on request.

Clients will receive statements from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets, at least quarterly.

We urge clients to carefully review such statements and compare such official custodial records to the account statements that we provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Clients are encouraged to notify us immediately of any material differences between these statements.

Item 16 – Investment Discretion

Most KFWA clients give us discretionary authority at the outset of an advisory relationship to determine the mix of assets and select the identity and amount of securities to be bought or sold for their account. Our authority is stated and described more fully in each client's Investment Advisory Agreement with us.

In all cases, however, we make decisions in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, KFWA's observes, where applicable, the investment policies, limitations and restrictions of the clients it advises. Clients may limit the amounts or proportions of specific types of assets owned, specify securities to purchase, or that may not be purchased in their accounts, or provide other guidelines that they consider appropriate.

Any specific client direction that limits KFWA's discretionary authority as to investment objectives, policies, guidelines and restrictions must be provided to KFWA in writing and may be changed by the client at any time by further written notice.

By giving us discretion to manage a client account, a client trusts us to do what is in their best interests. U.S. securities laws recognize this special relationship, and require investment advisers to be subject to a fiduciary duty, the law's highest standard of care. That means that we must put our client's interests ahead of ours at all times by providing

advice and recommending investments that we believe are the best for our client. We must also explain any conflicts of interest that exist in our business and have policies and procedures to limit and mitigate these conflicts and protect clients from any damage. Certain of these disclosures may be found throughout this brochure.

Item 17 – Voting Client Securities

Unless a client directs KFWA otherwise in writing, KFWA votes proxies for securities owned by its clients consistent with its proxy voting policy and procedures, as may be amended from time-to-time. Clients may request a copy of our proxy voting policy and procedures (or those of our service provider) and information on how their proxies were voted by calling the telephone number or mailing a request to the address found on the cover page of this Part 2, or by emailing maria.chambers@klingenstein.com. Clients for whom we vote proxies may direct us, in writing, as to how to vote their shares in a particular solicitation.

In light of the volume of proxy votes related to client holdings and in order to mitigate risks involved with any conflicts of interest that might otherwise arise in the voting of client proxies, KFWA relies on its proxy voting administrator Broadridge, an unaffiliated third party service provider, through its ProxyEdge® platform to:

- (a) through its integrated Glass Lewis & Co.'s Investment Manager Guidelines (the "Glass Lewis Guidelines"), and to a lesser extent and as requested by clients the Glass Lewis & Co.'s ESG Policy Guidelines, provide research and make voting recommendations for securities held in client portfolios;
- (b) vote and submit proxies in a timely and efficient manner;
- (c) handle other administrative functions of proxy voting, including reconciliations;
- (d) maintain records of proxy statements received in connection with proxy votes and provide copies of such proxy statements promptly upon request; and
- (e) maintain records of votes cast.

KFWA generally votes in accordance with Glass Lewis' recommendations. In limited circumstances, such as when voting on non-routine matters for securities that represent a significant KFWA holding, KFWA will periodically review the proxy materials and recommendations, including any relevant research reports provided by Glass Lewis, for any conflicts and any other relevant issues and make a final decision that in KFWA's judgment best represents the client's best interests.

KFWA may vote client shares inconsistent with Glass Lewis' recommendations if KFWA believes it is in the best interests of its clients. KFWA retains final authority and fiduciary responsibility for proxy voting. KFWA has identified potential instances where there may be a material conflict between the interests of the firm and our client's best interests. Our identified conflicts derive from the fact an employee or an employee's immediate family

may be affiliated on a significant level with a public company whose proxies are to be voted. These conflicts do not relate to any activities of KFWA, because KFWA does not engage in underwriting, investment banking or other similar financial activities. In addressing any potential conflicts, KFWA will (i) in cases where Glass Lewis has made a voting recommendation, take no further action, in which case such proxy will be voted in accordance with the Glass Lewis voting recommendations, as applicable or (2) in cases where Glass Lewis has not made a voting recommendation, erect information barriers around the person or persons making the particular voting decision, sufficient to insulate the decision from the conflict.

KFWA's voting procedures may be amended from time to time. When an amendment is material, we will promptly send clients a description of the change or a new complete summary of the procedures.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the adviser's financial condition.

KFWA has no financial commitment or condition that impairs its ability to meet contractual and fiduciary commitments to clients. KFWA has not been the subject of a bankruptcy proceeding. We do not collect investment advisory fees in advance.

No other disclosures are required.