



UCAP AMERICAS

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dba UCAP AMERICAS

Brochure

March 2025

This Brochure provides information about the qualifications and business practices of UCAP Asset Management, LLC. If you have any questions about the contents of this Brochure, please contact Dinah Caratini, Chief Compliance Officer, by phone (646) 809-3600, direct line (646) 809-3609 or e-mail dcaratini@ucapamericas.com. The information in this brochure has not been approved or verified by the U. S. Securities and Exchange Commission or by any state securities authority. UCAP Asset Management, LLC, is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

Additional information about UCAP Asset Management, LLC, also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Section addresses only the material changes that have been made to this Brochure since the last update, filed in March 2024.

Since the last amendment and/or update, the Adviser has not had any material changes.

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Item 4 – Advisory Business

UCAP Asset Management, LLC (“UCAP” or the Firm) is an investment advisory firm that is registered with the U.S. Securities and Exchange Commission. It has been in business since 2015. UCAP is a wholly owned subsidiary of Union Capital Group USA, LLC, which is wholly owned by Lawrence D. Howell by way of Holdco LDH LLC.

UCAP provides portfolio management (implemented by UCAP, a sub-advisor, or an independent, third-party money manager), investment consulting, and financial planning. We generally market under the *UCAP AMERICAS* brand.

INVESTMENT ADVICE

Clients may engage UCAP to manage all or a portion of their assets on a discretionary or non-discretionary basis or to provide investment advice on consulting non-binding basis. UCAP and its representatives provide advice that is tailored to the individual needs of the client based on the financial information and the investment objective(s) communicated by the client. Clients may impose restrictions on investing in certain securities or groups of securities by notifying the firm or representative in writing (including in the Account Application).

UCAP may recommend that clients authorize the active discretionary management of all or a portion of their assets by and/or among certain sub-advisors, based on the stated investment objectives of the client or upon the client's request. The terms and conditions under which the client engages the sub-advisor are set forth in a separate written agreement between UCAP or the client and the designated sub-advisor. UCAP provides the service of selecting or recommending the sub-advisor. UCAP also periodically monitors and reviews the account performance and the client's investment objectives. UCAP receives an advisory fee which is based on a percentage of the market value of the assets being managed, including assets being managed by a sub-advisor. UCAP pays a portion of its advisory fee to the sub-advisors; the client does not pay an additional fee for management by a sub-advisor. Fees charged by the broker-dealer/custodian of the client's assets are exclusive of, and in addition to, UCAP's investment advisory fee, and the client may incur additional fees beyond those charged by UCAP/the sub-advisor and the broker-dealer/custodian. In addition to UCAP's Brochure, the client also receives the Brochure or other disclosure documents, if applicable, of the sub-advisor. Clients should be aware that non-U.S. sub-advisors who serve only non-U.S. clients may not be registered in the United States, with the U.S. Securities and Exchange Commission or any State; depending on the laws of their home jurisdictions, they may be registered in their home jurisdictions. Certain sub-advisors may impose more restrictive account requirements or may have billing practices that differ from UCAP's; UCAP may, in its discretion, alter its account requirements and/or billing practices to accommodate those of the sub-advisors who manage or participate in managing the client's assets. UCAP will notify clients about changes in account requirements and/or billing practices prior those changes become effective.

FINANCIAL PLANNING SERVICES

UCAP does not generally offer financial planning services on a stand-alone basis. UCAP prefers to enter into long-term, holistic relationships with clients, in which its financial planning services are part of its overall engagement for investment management services. The scope of the plan will be discussed with the client. Financial plans may encompass all or some of the following areas of financial concern to the client:

- Insurance Planning/Risk Management
- Investments
- Asset Allocation Review and Recommendations

The representative obtains appropriate information from the client through personal interviews (including a discussion of current financial status, future goals and attitude towards risk) and reviews the documents and data supplied by the client. The implementation of financial plan recommendations is entirely at the discretion of the client. Financial plans are not limited in any way to products or services provided by any particular company.

ASSETS UNDER MANAGEMENT

As of December 31, 2024, UCAP had \$139,316,626 in assets under management on a discretionary basis and \$26,625,225 on non-discretionary basis for a total of \$165,941,851 in regulatory assets under management.

Item 5 – Fees and Compensation

FEES FOR INVESTMENT ADVICE

UCAP provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by UCAP.

These fees are negotiable at the sole discretion of the Firm or representative, but annual fees shall not exceed 2% of the assets under the Firm's management. Some representatives use a tiered fee schedule; others charge a flat percentage applied to all assets under management. The fee to be charged to each client will be stipulated within each client's advisory agreement with UCAP and applies to all of the assets within the portfolio or household (as defined in the agreement).

Fees are billed 4 times a year for each quarter of the year. The fees are calculated each month based on the AUMs of the last day of the month. UCAP calculation uses the annual fee percentage divided by 365 days times the days of the month and the AUM of the last day of the month. The fee calculation process is repeated every month. At the end of each quarter, the fees calculated for each month are added together to determine the total fee to be billed to the client. The fee is then billed in the month following the end of the quarter. Note that the quarters are: January to March, April to June, July to September, and October to December. Fees for the first quarter are billed in

April, fees for the second quarter are billed in July, fees for the third quarter are billed in October, and fees for the fourth quarter are billed in January.

In some instances, fees are billed quarterly in arrears. The applicable annual fee percentage is divided by four, and then multiplied by the asset value on the last day of the prior quarter. (Some existing clients are charged in advance; the firm is no longer offering this billing option to new clients. For clients who are charged in advance, the applicable annual percentage fee is divided by four and then multiplied by the total market value of the assets on the last day of the prior quarter.)

Clients generally authorize UCAP and/or sub-advisors to debit the client's account for the amount of their advisory fees and to remit that fee directly to UCAP and/or the sub-advisors. Clients may elect to be billed separately. All qualified custodians recommended by UCAP have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the management fees paid directly to UCAP or any sub-advisor.

Clients whose accounts are maintained with Charles Schwab will incur a \$25 ticket charge for certain transactions in mutual funds, which is imposed and collected by the clearing broker.

Clients who custody their assets at StoneX Financial Inc., via the introduction of the Adviser's affiliate, UCAP Securities, will pay a fixed ticket fee (clearing fee) of \$15.00 per transaction. A portion of this fee (\$2.00) is charged by StoneX directly, and the remainder (\$13.00) is retained by UCAP Securities as an additional form of compensation to recover certain fees and costs charged to it by StoneX. This fee is not negotiable, but some of UCAP Asset Management's IARs elect to pay this fee for their clients. This is a conflict of interest as an affiliate of the Adviser (UCAP Securities) collects a portion of the transaction cost assessed to those advisory clients with assets custodied at StoneX. The additional compensation to the affiliate and additional ticket cost to the client would not be applicable to clients that do not custody their assets at StoneX.

FEES FOR FINANCIAL PLANNING SERVICES

Fees are negotiated between the representative and the client on a case-by-case basis. They are charged on a fixed fee basis. Once determined, the fee arrangement is set forth in the Client Agreement with UCAP.

Fees are typically determined by estimating the number of hours to be spent preparing the plan and then quoting a fixed price. If additional work is requested (beyond the original scope of the project), it may be billed on an hourly basis or a fixed price basis as negotiated. Fixed fees will be invoiced monthly or quarterly depending upon the negotiated agreement with the client and the anticipated delivery of the plan. Other limited planning services are billed monthly. In addition, some or all of the financial planning fees may be included in the investment management fees agreed upon by clients and their representative. Financial planning is not always billed separately. Total costs for financial plans, whether per hour or on a fixed basis, may range from as little as \$500 to as much as \$5,000 or more. There is no "typical" plan, as services are customized to the particular needs of the client, so there is a wide range of fees that may be imposed. If a contract is terminated prior to the service being completed, UCAP will bill for work completed. In the case

of prepayment of fees, the prorated refund will be based upon an hourly rate assigned to the individuals who provided services.

GENERAL INFORMATION ON ADVISORY SERVICES AND FEES

Account Maintenance Fee. The Adviser's affiliated broker-dealer, UCAP Securities, LLC charges an annual account maintenance fee of \$150.00 to all advisory accounts. This fee is not included in the advisory fee rate established with the client and is an additional cost to the client for the length the advisory relationship.

Fee Differentials. Fees are typically set or negotiated by each representative, up to our maximum fee set forth above (2%). As a result, any UCAP client could pay fees that are higher or lower than the fees charged to other UCAP clients, based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall investment advisory and/or consulting services to be rendered. Further, the services to be provided by UCAP to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Fees For Management During Partial Month or Quarters Of Service. For the initial period of investment management services, the fees are calculated on a pro rata basis.

All advisory agreements may be terminated upon written notification by either party at any time, or in accordance with any written advisory agreement. UCAP's fees are prorated through and including the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Any transactional or custodial charges levied by the custodian after the termination of UCAP's advisory agreement will be the client's responsibility and not the responsibility of UCAP. UCAP has no obligation to refund these fees to its clients.

Cash Management. UCAP considers cash to be an asset class, which the Firm generally manages as part of its portfolio management services. The value of cash in client accounts is therefore generally included in the Firm's fee calculation, although the Firm reserves the right to make exceptions to this practice in its sole discretion. At times of low yield, the Firm's management fee will exceed the yield on the cash.

Margin Balances. The Firm reserves the right to base its advisory fees on the market value of the securities held in clients' accounts, including the value of assets purchased using margin. This practice creates a conflict of interest, because the greater the value of the assets in the client's account, the more the client will pay in fees, which means the Firm has an incentive to encourage these clients to use margin to increase the assets in his or her account. Clients who use margin will also pay margin interest on the margin balance.

Additional Costs. The Firm does not provide brokerage services. Similarly, the Firm does not sponsor or manage a wrap fee program (in which fees or charges for securities brokerage are included in the total fee charged to the client for advisory services.) All fees paid to UCAP for

investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or other funds to their shareholders. These fees and expenses are described in each fund's prospectus/ offering documents. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. Clients should review such additional fees and the fees UCAP charges to understand the total amount of fees paid, as investments in mutual funds may be made by clients, independent of and without the services provided by UCAP. Although UCAP's representatives generally recommend and purchase only no-load or load-waived mutual funds for client advisory accounts, some funds may impose an initial or deferred sales charge. Clients may also own some of these funds when they transfer their account(s) to UCAP. Although UCAP does not receive any portion of these additional fees or expenses, UCAP participates indirectly in the sales charges imposed by mutual funds through its affiliated broker-dealer, UCAP Securities, LLC. UCAP Securities, LLC, receives 12b-1 fees in connection with certain mutual funds, including certain money market funds, purchased for clients' accounts, which were recommended by UCAP IARs. Since UCAP Securities, LLC is under common ownership the receipt of indirect compensation and the dual association of UCAP's IARs creates a conflict and incentive to recommend purchases whereby 12b-1 fees are received by UCAP Securities, LLC. Please see the Adviser's conflict of interest and disclosures sections of its Brochure and Regulation BI disclosures for further details.

UCAP's representatives primarily direct execution of trades to UCAP Securities LLC, its affiliated broker-dealer. This relationship is a conflict of interest because there is a financial incentive to direct trading to its affiliate in order to generate revenue. In an effort to mitigate those conflicts of interests UCAP Securities LLC does not charge commissions on transactions executed for UCAP's advisory clients' accounts. UCAP Securities LLC receives certain revenue-sharing payments from its clearing firm; to the extent revenue received by UCAP Securities LLC is not identified as related to specific client accounts, the brokerage firm retains this revenue and UCAP does not offset or credit it against advisory fees. Virtually all investments purchased by prospectus or private placement memorandum have internal fees that are borne by the client in addition to any trading, execution, or UCAP advisory fees. UCAP's advisory fees are charged only as described within this Brochure and as specifically set forth in the advisory agreement with the client. See Item 12, below, for more information on brokerage practices and costs.

Other Fees and Expenses. Adviser's fees are exclusive of brokerage commissions, transaction fees, maintenance fees, and other related costs and expenses which are typically incurred by the client unless alternative arrangements have been made with the Adviser. The impact of markups and mark-downs shall also be incurred by the client. Clients are assessed certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. All such charges, fees and commissions are in addition to Adviser's fee, and Adviser does not directly receive a portion of these custodial fees, and costs. Adviser's related persons, including its affiliated broker-dealer, receive a portion of these commissions, fees, and costs. The Adviser and its individual IARs reserve the right to make exceptions regarding the additional fees being assessed to customer advisory accounts in their sole discretion, including but not limited to absorbing the brokerage commissions, transaction fees, and other costs and expenses related to

trade execution conducted at UCAP Securities, which may vary by customer. IARs that elect to absorb all or a portion of brokerage commissions, transaction fees, and other costs and expenses related to customer investment advisory accounts results in the individual IARs overall compensation being reduced by such fees. For further details regarding other fees and expenses, Clients should contact the Adviser's Compliance Department or individual IARs. Item 12 further describes the factors that Adviser considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (i.e., commissions).

Additional compensation. Most of UCAP's representatives also receive compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. Please see Item 10, below, for further information. This practice presents a conflict of interest, because it gives the Firm and its representatives an incentive to recommend investment products based on the compensation received, or that the products be purchased in a brokerage account which will result in transaction-based compensation instead of in a fee-based account, rather than on the client's needs. No client is under any obligation to purchase any securities or insurance commission products from UCAP and/or its representatives. Clients are reminded that they may purchase securities recommended by UCAP through other, non-affiliated broker-dealers.

Clients who custody their assets at StoneX Financial Inc., via the introduction of the Adviser's affiliate, UCAP Securities, will pay a fixed ticket fee (clearing fee) of \$15.00 per transaction. A portion of this fee (\$2.00) is charged by StoneX directly, and the remainder (\$13.00) is retained by UCAP Securities as an additional form of compensation to recover certain fees and costs charged to it by StoneX. This fee is not negotiable, but some of UCAP Asset Management's IARs elect to pay this fee for their clients. This is a conflict of interest as an affiliate of the Adviser (UCAP Securities) collects a portion of the transaction cost assessed to those advisory clients with assets custodied at StoneX. The additional compensation to the affiliate and additional ticket cost to the client would not be applicable to clients that do not custody their assets at StoneX.

Recruiting and Transition Assistance. To assist in the cost of transitioning from another investment advisory firm or, in the case of dually-licensed IARs, their former Broker-Dealer, UCAP extends loans or transition assistance to certain IARs when joining UCAP to assist with the IAR's transition costs. The proceeds of the transition assistance loans are intended to be used for a variety of purposes, including but not limited to providing working capital to assist in funding the IAR's business, satisfying outstanding debt owed to the IAR's previous firm, technology set-up fees, marketing and mailing costs, stationery and licensure transfer fees, moving expenses, office space expenses, and staffing support and additional labor costs. These loans are generally forgivable in nature based on the IAR reaching agreed-upon revenue targets or continuing to remain affiliated with UCAP for a specified period of time. As these loans are generally forgivable, they should be considered as additional compensation to the IAR, which creates a conflict of interest.

A forgivable loan based on a revenue or production target creates a conflict of interest in that the IAR is incentivized to act in a manner that results in the IAR earning more revenue in order to ensure that the loan is forgiven. Similarly, a loan that is forgiven based on the IAR remaining with

UCAP for a specified period of time is a conflict of interest in that the IAR may be incentivized to keep sales or revenue levels up to avoid being terminated for low production prior to the expiration of the forgivable term. More generally, the receipt of the recruiting/transition assistance creates a conflict of interest in that the IAR has a financial incentive to recommend that a client open and maintain an account with the Adviser because, in addition to the fees that the IAR would earn directly from the client by opening and maintaining an account with UCAP, the IAR also benefits if he/she is able to meet the specified production levels or length of service requirements in that the IAR can avoid having to repay the transition loan, which can be substantial. Clients are under no obligation to purchase any recommended investment-related products or services through UCAP or the Adviser's associated IARs.

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

The Firm does not charge performance-based fees or enter into performance-based arrangements of any kind.

Item 7 – Types of Clients

UCAP offers its advisory services to individuals, high net worth individuals, family offices, pension and profit-sharing plans, trusts, corporations and other business entities. UCAP generally seeks a minimum portfolio size of \$1,000,000 for institutional clients and \$100,000 for individuals. UCAP may, in its sole discretion, accept clients with smaller portfolios or may aggregate the portfolios of related clients to meet the minimum portfolio size. In addition, UCAP may raise, waive or modify its account requirements to accommodate those of sub-advisors.

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

Investing in securities involves risk of loss that clients should be prepared to bear.

The Firm's representatives strive to learn the client's goals, risk tolerance and time horizon through a verbal interview process. Based on the information obtained, UCAP or the representative will recommend investment management strategies to help a client pursue its financial goals.

Specific investment strategies vary in accordance with the specific needs of each client. For most clients, UCAP attempts to design a strategy based on the concept of asset allocation, or spreading investments among a number of asset classes (domestic stocks vs. foreign stocks; large cap stocks vs. small cap stocks; corporate bonds vs. government securities). Asset allocation seeks efficient diversification of assets in an attempt to lessen the risk of concentrated exposure to a particular security or asset class. Diversification does not guarantee a profit or protect against loss.

UCAP may use trading strategies that involve frequent trading of securities. Frequent trading strategies may affect negatively investment performance, particularly through increased brokerage and other transaction costs and taxes.

UCAP's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. The firm uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

UCAP uses long term trading, short term trading, and options writing strategies (including covered options, uncovered options, or spreading strategies) that are designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Short sales and options writing generally hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies.

Other investment strategies may be chosen by the representative or sub-advisor if they meet a client's particular financial needs, risk profile, and overall investment strategy. Cash management and some treasury services may also be offered. Representatives may recommend that advisory clients engage in margin transactions. Purchasing securities on margin can amplify potential returns and losses. As such, purchasing securities on margin may result in losses greater than an advisory client's original principal. Clients should carefully review disclosures regarding risks, fees, and other considerations appearing in margin account agreements prior to opening margin accounts.

Sub-advisors. UCAP may recommend the use of sub-advisors for certain clients, or may place client assets for management by certain sub-advisors at client request. UCAP performs due diligence review on the sub-advisors, and regular, ongoing monitoring and review of account performance and asset allocation. Based on the assessment of the sub-advisor's performance and the continuing suitability of its services for the client, UCAP will provide the client with recommendations whether to retain, change or terminate the services of the sub-advisor (or, if the client has engaged the Firm to provide this service on a discretionary basis, the firm will make these decisions for the client).

Unaffiliated Private Investment Funds. UCAP may also provide investment advice regarding unaffiliated private investment funds. UCAP, on a non-discretionary basis, may recommend that qualified clients consider an investment in unaffiliated private investment funds. UCAP provides initial and ongoing due diligence review of private investment, and regular, ongoing monitoring and advice on whether to redeem or sell the investment (if permitted pursuant to the investment's offering documents). When the Firm provides these ongoing supervisory and management services, unless the client purchases the fund on a commission basis from UCAP Securities, the value of the private funds is included in the assets under the Firm's management for purposes of UCAP's advisory fee calculation. Since these investments do not trade on a market, it can be

difficult to ascertain a fair value of the investment. For its fee calculations, UCAP uses the most recent valuation provided by the fund sponsor unless UCAP believes, or has reason to believe, it is inaccurate or unreliable. Some fund sponsors report only the initial purchase price (or a value as of a previous date), which means that the current value (to the extent ascertainable) could be significantly more or less than the original purchase price.

Private investment funds generally involve unique risks, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. These risks include potential for complete loss of principal. They are generally illiquid. Unlike other investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective investor must complete a Subscription Agreement, establish that he/she is qualified for investment in the fund, and acknowledge and accept all risks of the investment.

UCAP's clients are under no obligation to consider or make an investment in a private investment fund(s).

Client Obligations. In the process of creating customized financial plans, UCAP is not required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely on the information provided. Moreover, it is the client's responsibility to notify UCAP promptly upon any change in the client's financial situation or investment objectives. If the client does not provide this notice or information, UCAP and its representatives will not be in a position to perform an accurate review, evaluation or revision of their previous recommendations and/or services.

Non-Discretionary Service Limitations. UCAP's representatives generally provide investment advice on a discretionary basis - meaning that the representative is authorized to make transactions on the client's behalf in the client's account at the discretion of the advisor. If a client engages UCAP on a non-discretionary investment advisory basis, the client must be willing to accept that UCAP cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, if the client is unavailable during a market event, UCAP will be unable to effect any account transactions (as it would for its discretionary clients) because it must first obtain the client's verbal consent.

No Future Performance Guarantee. No one should assume that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by UCAP) will be profitable or equal any specific performance level(s).

Securities Risk. Clients should take careful note that:

- Securities are not FDIC insured
- Securities are not a bank deposit
- Securities may lose value
- Securities are not bank guaranteed

- Securities, unless issued by a governmental entity, are not insured by any governmental entity

Advisory Risk. Clients' portfolios success depends in large part on the securities selection process, which includes interpretation of market data and prediction of future market movements. Clients' accounts may underperform the broader markets. Any factor that would make it more difficult to execute more timely trades, such as a significant lessening of liquidity in a particular market, may also be detrimental to profitability. No assurance can be given that any investment strategies will be successful under all or any market conditions.

The prices of securities and derivatives instruments change, sometimes rapidly. Prices can be volatile. Volatility is a form of risk. Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets and related investments to move rapidly.

Conflicts of Interests. The principals, officers, IARs, portfolio managers, and employees of UCAP are involved in various other service and product offerings, such as brokerage and insurance, through UCAP affiliates or other entities. They also serve in various capacities at UCAP-affiliated and non-affiliated entities, including but not limited to serving as directors or principals of those entities. Thus, any of UCAP's principals, officers, IARs and employees may have a conflict between their duties at UCAP and their duties to, and financial or other interest in, the other companies, some of which compensate these persons for their activities on behalf of the companies.

UCAP's representatives generally direct execution of trades to UCAP Securities LLC, an affiliated broker dealer. This is a conflict of interest because the Firm has a financial incentive to direct trading to its affiliate in order to generate revenue. UCAP Securities does not charge commissions on transactions executed for UCAP's advisory clients' accounts. UCAP Securities receives revenue from the clearing firm on certain products. To the extent that revenue received by the brokerage firm is identified as related to a specific client's account, the revenue is declined or is applied as a credit against the client's advisory fees. Not all revenue received by the brokerage firm is identified as related to specific client accounts, however, which means that the brokerage firm retains this revenue and UCAP does not offset or credit it against advisory fees. Virtually all investments purchased by prospectus or private placement memorandum have internal fees that are borne by the client in addition to any trading, execution, or UCAP advisory fees. UCAP's advisory fees are charged only as described within this Brochure and as specifically set forth in the advisory agreement with the client.

Derivatives. Derivatives are financial contracts whose value depends on, or is derived from, an underlying product, such as the value of a securities index. Among the types of derivatives that

may be traded by the portfolio managers on behalf of and/or to be recommended by Investment Adviser Representatives to UCAP clients are futures, options and swaps. The risks generally associated with derivatives include the risks that: (1) the value of the derivative will change in a manner detrimental to the clients' portfolios; (2) before purchasing the derivative, portfolio managers will not have the opportunity to observe its performance under all market conditions; (3) another party to the derivative may fail to comply with the terms of the derivative contract; (4) the derivative may be difficult to purchase or sell; and (5) the derivative may involve indebtedness or economic leverage, such that adverse changes in the value of the underlying asset could result in a loss substantially greater than the amount invested in the derivative itself or in heightened price sensitivity to market fluctuations. All clients should read the Options Clearing Corporation's disclosure booklet, Characteristics And Risks Of Standardized Options, before engaging in trading derivatives.

Leveraged and Inverse Exchange-Traded Funds (ETFs). Portfolio managers may invest clients' assets in leveraged and inverse ETFs for hedging or investment purposes. Inverse ETFs (also called "short" funds) are typically registered investment companies whose shares represent an interest in a portfolio of securities that track an underlying benchmark or index and seek to deliver the opposite of the performance of the index or benchmark they track. Leverage inverse ETFs (also being called "ultra-short" funds) seeks to achieve a return that is a multiple of the inverse performance of the underlined index or benchmark. To accomplish their objectives leveraged and inverse ETFs pursue a range of investment strategies through the use of swaps, futures contracts, and other derivative instruments. Most of leveraged and inverse ETFs are being "reset" daily because they are designed to achieve their stated objectives on a daily basis. Their performances for longer periods of time can differ significantly from inverse of the performance of their underlined index or benchmark during the same period of time. This effect can be magnified in volatile markets. Clients could suffer significant losses if the long-term performance of the correspondent index or benchmark showed a gain. Inverse ETFs often are being marketed as a way for investors to profit from, or at least hedge their exposure to, downward moving markets. Leveraged and inverse ETFs may be costly and less tax-efficient than traditional ETFs partly because daily resets can cause the ETF to realize significant short-term capital gains that may not be offset by a loss. Portfolio Managers and/or Investment Advisor Representatives shall explain clients risks associated with investment to these securities to allow clients determine whether these securities are suitable for the clients' portfolios.

Short Sales. The Portfolio Managers may sell securities short. Short selling involves the sale of a security that the client does not own and must borrow in order to make delivery in the hope of purchasing the same security at a later date at a lower price. Securities sold short are subject to unlimited risk of loss because there is no limit on the price that a security may appreciate before the short position is closed.

Accuracy of Public Information. Portfolio managers and IARs select and/or recommend securities for clients' portfolios based, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to portfolio managers and IARs by the issuers or through sources other than the issuers. Although portfolio managers and IARs evaluate such information and data and ordinarily seeks independent corroboration when they

consider it is appropriate and reasonably available, portfolio managers and IARs might not be in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Trades On Margin. When deemed appropriate and agreed in writing by a client, and subject to applicable regulations, portfolio managers may conduct trades on margin, including the use of borrowed funds and investments in certain types of options, such as puts, calls and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. To the extent portfolio managers might purchase securities with borrowed funds, clients' net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. The level of interest rates generally, and the rates at which such funds may be borrowed in particular, could affect the performance of clients' portfolios. Depending on the specific situation presented by a client, the Firm's fees can be based on the market value of the assets in the client's account, without reduction to account for the margin debt. This means that clients will pay fees as well as margin interest on those assets. Please see Item 5, above, for further information about this practice.

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 UCAP or the integrity of UCAP's management. UCAP has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

UCAP is owned 100% by Union Capital Group USA, LLC. Union Capital Group USA, LLC, is owned 100% by Lawrence D. Howell.

Mr. Howell also a minority shareholder and Chairman of the Board of Capital Union Bank Ltd., which is a Bank licensed under the Banks and Trust Companies Regulation of the Commonwealth of the Bahamas. Capital Union Bank Ltd. serves as qualified custodian for certain advisory clients of UCAP.

The Adviser is under common control with UCAP Bahamas Limited ("UCAP Bahamas"), an asset management company regulated by the Securities Commission of the Bahamas. UCAP Asset Management maintains a Business Introducing Agreement with UCAP Bahamas, and the Adviser is subject to receiving remuneration for the business introduced to UCAP Bahamas. The receipt of remuneration creates a conflict of interest and material incentive for the Adviser to introduce business to its affiliate. The Adviser has a program to identify and mitigate any potential conflicts of interest, which if any, will be disclosed promptly to clients.

Many of UCAP's representatives are also registered representatives of UCAP Securities, LLC. These representatives, in their separate capacities as registered representatives of the broker-dealer,

may receive a commission or other form of compensation in connection with securities transactions executed through UCAP Securities, LLC. Clients are not obligated to use UCAP Securities, LLC, as their broker-dealer.

Some of UCAP's representatives also are licensed to sell insurance. In that capacity those representatives offer various insurance products and receive a commission or other form of compensation in connection with sale of those products. Clients are not obligated to purchase insurance products through those representatives.

UCAP does not permit its representatives to receive commissions or any other form of transaction-based compensation for transactions executed in accounts under its advisory portfolio management. To the extent UCAP is providing financial planning services, however, clients should be aware that a recommendation by UCAP representatives that a client purchase a securities from the firm's affiliated broker-dealer presents a conflict of interest, as the receipt of commissions or other compensation may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any securities from UCAP Securities, LLC, and/or its representatives. Clients are reminded that they may purchase securities recommended by UCAP through other, non-affiliated broker-dealers. UCAP's Chief Compliance Officer, Dinah Caratini, is available to address any questions that a client or prospective client may have regarding this conflict of interest.

Sixto Campano serves as the Chief Executive Officer of UCAP Asset Management LLC and UCAP Securities LLC. Juan Massens serves as the Chief Operating Officer of UCAP Asset Management LLC and UCAP Securities LLC. Dinah Caratini serves as Chief Compliance Officer of UCAP Asset Management LLC and UCAP Securities LLC.

Non-Investment Consulting/Implementation Services. UCAP or its representatives provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. UCAP is not a law firm or accounting firm, none of its representatives is authorized to act as an attorney or accountant on behalf of the firm (even if licensed to provide those services), and no portion of UCAP's services should be construed as legal or accounting services. UCAP or its representatives may recommend the services of other professionals (e.g., attorneys, accountants, insurance brokers, etc.) including UCAP representatives who are also registered representatives of UCAP's affiliated broker-dealer or are licensed insurance agents. The client is under no obligation to engage the services of any recommended professional. The client retains absolute discretion over all implementation decisions and is free to accept or reject any recommendation from UCAP.

If the client engages any recommended professional, and a dispute relating to that engagement arises later, the client agrees to seek recourse exclusively from and against the engaged professional.

It is always the client's responsibility to notify UCAP promptly upon any change in the client's financial situation or investment objectives. If the client does not provide this notice or

information, UCAP and its representatives will not be in a position to evaluate or reconsider their previous recommendations for products, services or service providers.

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

UCAP has adopted a Code of Ethics pursuant to the SEC's rules. It describes the high standard of business conduct we expect from our representatives and other members of our staff, and the fiduciary duty we each owe our clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumormongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other topics. All supervised persons at UCAP must acknowledge the terms of the Code of Ethics annually, or as amended.

The Firm or its related persons may recommend to clients, or buy or sell for client accounts, securities in which the Firm or its related persons have a material financial interest. Under certain circumstances, this presents a conflict of interest. UCAP's Code of Ethics addresses this conflict; employees and associated persons are required to follow the Firm's policy and applicable laws. Subject to these requirements, officers, directors and employees of UCAP and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for UCAP's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of UCAP will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of UCAP's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. The Firm regularly monitors employee trading to ensure that clients' interests are protected in the event of any conflict of interest between UCAP/a representative and a client.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with UCAP's obligation of best execution. In these circumstances, the affiliated accounts and client accounts will share commission costs equally and receive securities at a total average price. UCAP will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

UCAP's clients or prospective clients may request a copy of the firm's Compliance Manual and Code of Ethics by contacting Dinah Caratini, Chief Compliance Officer.

It is UCAP's policy that the firm will not initiate or conduct any principal or agency cross securities transactions for client accounts. UCAP will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

UCAP does not maintain custody of clients' assets, although UCAP may be deemed to have custody of a client's assets if the client gives UCAP authority to withdraw assets from the client's account. Clients' assets must be maintained in an account at a Qualified Custodian ("QC"), generally a broker/dealer or bank. UCAP may recommend an affiliate, UCAP Securities LLC, a registered broker-dealer and member SIPC, which maintains a fully disclosed clearing agreement with StoneX Group Inc. ("StoneX", formerly INTL FCStone Financial Inc.). Under this agreement, StoneX provides custody and clearing services for brokerage accounts introduced by UCAP Securities LLC. UCAP is independently owned and operated and is not affiliated with StoneX. Also, UCAP may recommend, Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer and member SIPC. UCAP is independently owned and operated and is not affiliated with Schwab. Schwab provides custody and clearing services for advisory accounts introduced by UCAP.

The QC may hold clients' assets in a brokerage account and buy and sell securities when UCAP instructs them to. While UCAP recommends that clients use one of the aforementioned as custodian/broker, a client will decide whether to do so and will open his/her account with a qualified custodian by entering into an account agreement directly with them. UCAP does not open the account for clients, although UCAP may assist clients in doing so. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though clients' accounts are maintained at one of the aforementioned QCs, UCAP can still use other brokers to execute trades for the client's account as described below.

Clients could contract UCAP to manage their assets already placed with a QC different from QCs recommended by UCAP. Currently, this group of QCs includes Morgan Stanley Smith Barney, LLC ("MS"), Interactive Brokers ("IB"), Charles Schwab & Co., Inc. ("Schwab"), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("ML") and Capital Union Bank (CUB). MS, IB, ML, and Schwab are registered broker-dealers and members of FINRA and SIPC. CUB is an independent private banking institution, incorporated in the Commonwealth of The Bahamas. CUB is regulated by the Central Bank and the Securities Commission of the Bahamas.

How UCAP Selects Brokers/Custodians

UCAP seeks to recommend a custodian/broker who will hold client's assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. UCAP considers a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for a client's account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETF), etc.)
- Availability of investment research and tools that assist UCAP in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to UCAP and its other clients
- Availability of other products and services that benefit UCAP, as discussed below.

Brokerage and Custody Costs Attributable to Clients

For our clients' accounts that a QC maintains, the QC generally does not charge clients separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into a client's QC account.

In addition to commissions, a QC charges clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a client's QC account. These fees are in addition to the commissions or other compensation a client pays the executing broker-dealer. Because of this, in order to minimize clients' trading costs, UCAP executes most trades for a client's account at the QC, however, in some cases, UCAP may obtain better pricing on a security or be able to obtain a security that may not be available at the QC at a different broker-dealer.

UCAP has determined that having a QC execute most trades is consistent with UCAP's duty to seek "best execution" of clients' trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Products and Services Available to UCAP From QCs

QCs provide UCAP and its clients with access to institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to retail customers. QCs

also make available various support services. Some of those services help UCAP manage or administer its clients' accounts, while others help UCAP manage and grow its business. QCs' support services generally are available on an unsolicited basis (UCAP doesn't have to request them) and at no charge to UCAP. Following is a more detailed description of QCs' support services:

Services That Benefit Clients. Institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available include some to which UCAP might not otherwise have access or that would require a significantly higher minimum initial investment by its clients. The services described in this paragraph generally benefit clients and their accounts.

Services That May Not Directly Benefit Clients. Other products and services are available to UCAP that benefit UCAP but may not directly benefit clients or their accounts. These products and services assist UCAP in managing and administering its clients' accounts. They include investment research, both a QC's own and that of third parties. UCAP may use this research to service all or a substantial number of its clients' accounts, including accounts not maintained at the QC. In addition to investment research, the QC also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of fees charged by UCAP from its clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only UCAP. QCs also offer other services intended to help UCAP manage and further develop its business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

A QC may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to UCAP. A QC may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. A QC may also provide UCAP with other benefits, such as occasional business entertainment of UCAP personnel.

UCAP Interest in a QC's Services. The availability of these services benefits UCAP because the Firm does not have to produce or purchase them. UCAP doesn't have to pay for services so long as its clients collectively keep a minimum dollar amount of their assets in accounts at the QC. That minimum dollar amount may vary with each QC. Beyond that, these services are not contingent upon UCAP committing any specific amount of business to a QC in trading commissions or assets in custody. The applicable minimum may give UCAP an incentive to recommend that a client

maintains his/her account with a particular QC, based on UCAP's interest in receiving services that benefit its business rather than based on a client's interest in receiving the best value in custody services and the most favorable execution of the client's transactions. This is a potential conflict of interest. UCAP believes, however, that its selection of an aforementioned QC as custodian and broker is in the best interests of its clients. Selection done by UCAP is primarily supported by the scope, quality, and price of services and not by the services that benefit only UCAP.

Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients. Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Brokerage Discretion – Prime Brokerage. For some discretionary client accounts, UCAP may be granted the discretionary authority to select a broker (other than a client's current Custodian) to execute a fixed income trade. Each trade placed at a broker other than a client's selected Custodian might be subject to additional fee, which, if happen, is charged by the Custodian to settle the trade. This is in addition to any mark-up or mark-down that may be paid to the broker/dealer UCAP selects to buy or sell the security. Clients must qualify for prime brokerage to participate in these transactions. To qualify for prime brokerage transactions, clients must maintain a minimum portfolio value of \$1,000,000 or more for institutional clients and \$250,000 for individual clients, and sign the appropriate prime brokerage paperwork with the custodian. UCAP may use this discretionary authority to trade away from the custodian when purchasing or selling fixed income securities only. It is not used in all cases. Reasonable restrictions on this authority may be imposed, as described above.

No Brokerage Discretion. If a client account does not qualify for prime brokerage, UCAP will not have the ability to trade at any other broker other than the client's selected Custodian (without the client's specific consent). All transactions for a client's account will be directed to its chosen Custodian unless permission is granted by a client to UCAP for prime brokerage trades.

Trade Errors. If a trade error occurs in a client account and it is UCAP's error, UCAP will correct the error so the client account does not suffer a loss. However, it is possible that the client may not profit from the error, even if the correction results in a profit. For example, certain custodians keep all trade profits on an error regardless of how the error was caused.

Block Trading (Mini Blocks) and Trade Allocations. UCAP may "aggregate" or "block" purchases or sales of the same security for multiple accounts. Each account participating in the block will receive the average price if multiple executions are required to complete the order. UCAP may block multiple client accounts together that qualify for prime brokerage trading activity. Participating clients will receive the average execution price and their pro rata share of transaction costs. However, because of UCAP's practice of managing portfolios on an individual basis, UCAP does not frequently block transactions except for certain accounts managed in accordance with a model. Thus, UCAP's ability to take advantage of volume discounts or other potential cost and execution advantages of block trades may be limited.

Directed Brokerage. In directing UCAP to use a specific custodian and/or broker/dealer (other than those recommended by UCAP) clients should understand that UCAP will not have the authority to negotiate commissions among various Custodians or obtain volume discounts. This may also affect our ability to achieve best execution.

For StoneX accounts: By recommending certain programs, UCAP is also recommending itself and its affiliated broker/dealer, UCAP Securities, LLC. UCAP may have an incentive to recommend programs that generate revenue for UCAP and its affiliated broker/dealer over other programs to the extent that such arrangements generate higher total income for UCAP and its affiliates. In addition, clients should understand that this brokerage arrangement may cause the client to forego any potential savings on execution costs that UCAP otherwise might be able to negotiate with different broker/dealers, such as reduced execution costs that may result from utilizing alternative trading services.

Item 13 – Review of Accounts

Each client is offered at least an annual account review by a representative. Interim reviews may be triggered by client request, or by material market, economic or political events, or by changes in clients' financial situations (such as retirement, termination of employment, physical move, or inheritance).

Reviews are based on objectives or parameters established by clients, which are generally memorialized through their individual advisory agreements and/or investment policy statements.

Item 14 – Client Referrals and Other Compensation

UCAP receives an economic benefit from QCs in the form of the support products and services made available to UCAP and other independent investment advisors whose clients maintain their accounts with the aforementioned QCs. These products and services, how they benefit UCAP, and the related conflicts of interest are described above in Item 12. The availability to UCAP of products and services is not based on provision of particular investment advice, such as buying particular securities for its clients.

UCAP does compensate for client referrals pursuant to a Promoter Agreement in accordance with applicable state securities laws and fully in compliance with requirements of Rule 206(4)-1 under the Advisers Act.

Item 15 – Custody

Although UCAP is deemed to have custody of a client's assets under certain circumstances -- for example, if the client authorizes UCAP to instruct a qualified custodian to deduct UCAP's advisory fees directly from the client's account, if the client grants UCAP authority to move the client's money to another person's account, or if a Firm employee serves as Trustee of a client's Trust -- each client's qualified custodian is the party which maintains actual custody of the clients' assets.

Some of UCAP's clients utilize Capital Union Bank Ltd., a banking institution in which the ultimate owner of UCAP has a controlling ownership stake, as qualified custodian for their assets. As a result of this common ownership relationship between the two companies, UCAP is deemed to have custody of client assets held at Capital Union Bank Ltd.

Clients will receive account statements directly from their qualified custodians at least quarterly. They will be sent to the email or postal mailing address provided to the qualified custodians by UCAP clients. Clients should carefully review those statements promptly when received.

Some UCAP representatives provide their clients with periodic statements reflecting information about their accounts. Clients should compare these statements with the statements they receive from the qualified custodians who hold their account assets. Clients should immediately notify Dinah Caratini, Chief Compliance Officer, *and* the custodian, of any identified discrepancy.

Item 16 – Investment Discretion

UCAP usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. The discretionary authority is set forth in the advisory agreement or in a separate limited power of attorney/ trading authorization executed by the client. Clients also may give UCAP discretionary authority to determine any sub-advisors to be used for client account(s). In all cases, discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, UCAP observes the investment policies, limitations and restrictions of the clients it advises.

Clients may impose reasonable restrictions on this authority, (i.e., no defense stocks, no tobacco, etc.). Investment guidelines and restrictions, and any subsequent modifications thereto, must be provided to UCAP in writing. UCAP reserves the right to refuse to open an account or to terminate an account if UCAP believes, in its sole opinion, that the restrictions placed are excessive or would limit its abilities to manage the account effectively and prudently. Clients should also understand that the imposition of portfolio restrictions may affect performance of the affected portfolio(s), either positively or negatively.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, UCAP does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Some of UCAP's registered investment advisor representatives provide advice to clients regarding the clients' voting of proxies, if requested to do so by the client.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about UCAP's financial condition. UCAP has no financial commitment

that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.