ITEM 1: COVER PAGE

Part 2A of Form ADV: Firm Brochure

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November 30, 2022

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This brochure provides information about the qualifications and business practices of SpiderRock Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at Support@SpiderRockAdvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

SEC registration does not constitute an endorsement of the firm by the Commission, nor does it indicate that the adviser has attained a particular level of skill or ability.

ITEM 2: MATERIAL CHANGES

Item 2 discusses only the material changes made to the Brochure since the last annual update to the Brochure on March 15, 2022. The material changes to this Brochure include updates throughout to reflect:

- The firm has entered into a contractual relationship with an affiliated broker dealer.

This section does not describe other modifications to this Brochure, such as updates to certain dates and numbers, stylistic changes, or clarifications.

ITEM 3: TABLE OF CONTENTS

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ITEM 4: ADVISORY BUSINESS

Overview

SpiderRock Advisors, LLC ("hereafter "SRA" or the "Firm") is an investment advisor registered with the United States Securities and Exchange Commission ("SEC") and the Commodity Futures Trading Commission ("CFTC"). SRA is principally controlled, operated, and owned by Eric J. Metz, President and Chief Investment Officer, Web Holdings, LLC, and SpiderRock Holdings. SRA was incorporated in January 2013.

SRA offers advisory services to a variety of clients, across different formats. The Firm primarily provides automated investment advisory and strategy management services to asset managers, registered investment advisors, banks, broker-dealers, family offices, pensions and endowments, and other fiduciaries (collectively "Advisors") for use with their clients and constituents in several different capacities as further described below. The Firm also offers advisory services directly to high-net-worth individuals, family offices, pension funds, endowments and other institutional investors through separately managed accounts ("SMAs"). SRA also serves as sub-advisor to certain investment companies organized under the Investment Company Act of 1940, as amended, structured as exchange-traded funds ("ETFs").

Discretionary Investment and Trading Solutions

SRA seeks to manage proprietary overlay investment strategies for client portfolios (collectively, "Advisory Services"). These strategies, collectively, and in conjunction with the strategies pursued in a client's portfolio, can potentially be an efficient means to achieving greater risk adjusted portfolio returns and enhanced yields. The strategies may also seek to hedge certain specific risks inherent in a client's underlying portfolios.

SRA's overlay strategies are designed to mitigate risk and augment yield in a client portfolio. The Firm generally provides investment advice and implements strategies that utilize listed derivatives, namely listed equity and index options. SRA can also offer advice on a wide range of securities, including, but not limited to, fixed income and exchange listed and over-the-counter securities.

All SRA services are generally offered on a discretionary basis.

Alternative Model Program

Through the Alternative Model Program (or "AMP"), SRA acts as sub-advisor to an Advisor. In instances in which this model is pursued, the Advisor is typically provided with a distinct investment model that is specifically designed for the Advisor's client base at the Advisor's direction. A "Model" consists of a defined investment strategy along with defining the associated weights, holdings and signals that make up a given trading or investment strategy. In most instances, SRA will issue buy and sell orders as a part of its discretionary investment services. In other instances, SRA provides the Advisor with a licensing agreement for a Model created by SRA.

Throughout any AMP relationship, an end-client's direct Advisor solely determines whether strategies made available by SRA as sub-advisor are appropriate for the end-client and is solely responsible for (i) determining suitability of SRA's strategies, (ii) communications with the end-clients, (iii) compliance with applicable know-your-client laws and (iv) determining the assets to be allocated to SRA strategies. The Advisor is responsible for selecting and vetting strategies that are available via the SRA platform and the Advisor can terminate SRA's advisory services and the SRA platform in the manner described in Item 5 below. SRA will provide appropriate information to Advisors regarding the investment discipline and/or general approach, and changes that can occur. The Advisor is ultimately responsible for reviewing the performance and making recommendations to its end-clients.

Separately Managed Accounts

SRA also provides discretionary investment advisory services directly to high-net-worth individuals, family offices, pension funds, endowments, private funds and other institutional investors, including on a sub-advisory basis. SMA clients generally select an investment strategy after consultation with SRA. SMA clients are permitted to impose reasonable restrictions if such restrictions are not materially different from a strategy's investment objectives. SMA clients who impose investment restrictions should be aware that the performance of their accounts may differ from that of the investment strategies not subject to investment restrictions.

Exchange-Traded Funds

SRA also serves as sub-advisor to ETFs. SRA tailors its sub-advisory services to an ETF's overall investment program, and not to the needs of any underlying investor therein. As sub-advisor of an ETF, SRA is responsible for the day-to-day management of the portfolio, selection of portfolio investments and supervision of its portfolio transactions subject to the general oversight of the board of trustees of the ETF and the unaffiliated primary adviser.

Other Advisory Activities

SRA may also provide other advisory services to clients, including but not necessarily limited to, business and investment consulting. In this regard SRA may furnish advice and consultation to clients on matters involving option and other derivative strategies, options trading idea generation, derivative trading technology, and risk offset.

Wrap Fees

SRA does not currently sponsor or serve as portfolio manager for any wrap fee program or charge wrap fees to clients.

AUM: As of November 30, 2022, SRA's discretionary assets under management totaled approximately $3,020,700,911. As of that date, SRA did not manage any assets on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

Advisory Fees

SRA typically charges a management fee for its Advisory Services provided through AMPs and SMAs (collectively, "Advisory Fees"). In general, fees for these programs range up to 85 basis points per annum (i.e., 0.85%) depending on the client, strategy, amount of assets managed, and service level. The Advisory Fee is generally payable based upon the notional value of the assets in the client account allocated to SRA. As noted below, fees are negotiable and the Advisory Fee can exceed the range above in certain circumstances.

Advisory fees are typically assessed on the same schedule as the fees assessed by the Advisor, if applicable. Advisory Fees can be assessed monthly or quarterly, in advance or arrears. In cases where fees are paid in advance, any unearned portion of the fee is generally subject to refund if the relationship is terminated prior to the end of the relevant billing period.

Advisory Fee Collection

Typically, Advisory Fees are collected by sending the Advisor or clients, as applicable, an invoice for services rendered and collecting such fees from either the Advisor or the underlying client accounts. Alternatively, the fee can be debited directly from the client's account.

Termination

Pursuant to the advisory agreement entered into with each Advisor or SMA client, as applicable (the "Advisory Agreement"), the Advisor and/or client generally can terminate SRA's services at any time by submitting written notice as provided for in the Advisory Agreement. SRA can generally terminate an Advisory Agreement at any time. With respect to AMPs, termination of a client's relationship with an Advisor can also result in termination of SRA's Advisory Agreement.

If SRA or a client terminates access to the Advisory Service, SRA will charge Advisory Fees through the termination date. For intra-month terminations, the amount of the Advisory Fee refund will be pro-rated to the termination day, using the termination date's closing assets and marks.

Performance-Based Compensation

In certain circumstances, SRA may enter into relationships where it is entitled to receive performance-based compensation for its Advisory Services. In such instances, the performance-based compensation will be set forth in the applicable Advisory Agreement.

ETF Fees

The fees and expenses for ETFs are set forth in the corresponding prospectus for the ETF but generally include a management fee accrued daily and paid monthly in arrears.

Where SRA serves as the sub-advisor, the ETF's primary adviser pays SRA a portion of the annual management fee paid by the ETF to the primary adviser.

Consulting and Fixed Fees

From time to time, SRA may choose to charge Advisors and/or clients a flat fee for certain consulting engagements, as noted in Item 4 above. These engagements may pertain to advice concerning option and other derivative strategies, options trading idea generation, derivative trading technology or risk offset. These fees are independently negotiated on a case-by-case basis depending upon the nature and complexity of the project involved. Fees for consulting services are generally charged monthly in arrears, although a portion of the total is sometimes charged in advance per consulting contract.

Negotiability of Fees

SRA can, in its sole discretion, negotiate the fees for its services depending upon various factors, including account size, investment strategy being used, responsibilities involved, relationship to SRA, potential growth, and composition of the portfolio.

Affiliate Fees

Certain clients may also be clients of SRA's affiliates. These clients receive investment management services from SRA and receive other services from SRA's affiliates. In such situations, SRA and the affiliate will each charge their own fees to the client. In certain circumstances, these arrangements will result in total costs to the client that are higher than the client would have paid had it obtained all services from either SRA or its affiliate alone or from other unrelated brokers and investment advisers.

Other Expenses

SRA's fees are exclusive of brokerage commissions, transaction fees, exchange fees, and other related costs and expenses. ETFs also charge their own various management and operating fees and expenses that are disclosed in the respective ETF's prospectus. To the extent a client invests in an ETF, such client will bear its pro rata portion of the fees and expenses of the ETF. Such other charges, fees, taxes, costs, and commissions are exclusive of, and in addition to, SRA's management fee, and SRA does not receive any portion of these other charges, fees, taxes, costs and commissions. Clients should consult the ETFs' prospectuses for a complete description of all fees and expenses.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

"Performance-Based Compensation" is compensation based on a share of the capital gains or capital appreciation of the assets of an account.

Generally, SRA does not charge performance-based compensation in connection with its Advisory Services. However, as discussed in Item 5: Fees and Compensation, and as permitted by applicable law, SRA is entitled to receive performance-based compensation in connection with the provision of Advisory Services to certain Advisor and/or clients. Performance-based compensation can include an annual performance allocation or fee based on a set percentage of net profits, often subject to a loss carry forward and/or hurdle.

To the extent SRA manages accounts that charge only an asset-based fee and accounts that charge an asset-based fee and/or performance-based compensation, SRA has a conflict of interest in that an account with a performance-based compensation arrangement would offer the potential for higher profitability to SRA when compared to an account with only a management fee. In such instances, performance-based compensation arrangements create an incentive for SRA and/or its portfolio managers or business development persons to recommend investments and/or investment strategies, as applicable, that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Performance-based compensation arrangements also create an incentive to favor higher fee-paying accounts over other accounts in the devotion of time and resources and the allocation of investment opportunities.

SRA has adopted a number of compliance policies and procedures to ensure that all accounts with substantially similar investment objectives are treated equitably. These policies and procedures include (i) the SRA Code of Ethics (see Item 11.A), (ii) the SRA Compliance Manual, (iii) trade allocation and aggregation policies, which seek to ensure that investment opportunities are allocated fairly among clients, and (iv) allocation review procedures reasonably designed to identify unfair or unequal treatment of accounts. SRA does not consider fee structures in allocating investment opportunities.

ITEM 7: TYPES OF CLIENTS

SRA offers Advisory Services to a variety of clients, across various different formats. The Firm provides automated investment advisory and strategy management services to asset managers, registered investment advisors, family offices, pensions and endowments, and other fiduciaries (collectively "Advisors") for use with their clients and constituents in several different capacities as further described below. The Firm also offers advisory services directly to high-net-worth individuals, family offices, pension funds, endowments, private funds, and other institutional investors through separately managed accounts ("SMAs"). SRA also serves as sub-advisor to certain investment companies organized under the Investment Company Act of 1940, as amended, structured as exchange-traded funds ("ETFs").

Account minimums are negotiable and can be subject to changes depending on complexity or other factors with respect to certain strategies. Any applicable investment minimums for an ETF are described in the corresponding prospectus for the ETF.

ITEM 8: METHOD OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investment Strategies Employed by SRA

SRA seeks to create a balance between risk and reward over a given time period by utilizing a systematic, technical, and rules-based approach in making investment decisions, as well as quantitative and fundamental considerations. Investment parameters are programmed into SRA systems and decisions are driven by SRA software tools under the oversight of SRA portfolio and risk managers who leverage these tools. The number of issues traded and positions vary depending upon the strategy traded and capital allocation to each strategy. SRA, via its technology-based algorithms, implements strategies based on the clients' individual portfolios, the objectives of the chosen strategies, and risk constraints. For each client, SRA seeks to optimize portfolio risk through the use of rules-based algorithms, while operating within the agreed-upon risk tolerance parameters specified by each client. For purposes of this section, references to "clients" herein include all clients of SRA, as well as Advisors and their end-clients, as appropriate.

The proprietary strategies SRA deploys as part of its Advisory Services are active and dynamic strategies, typically using single stock and index options as key components, and where SRA seeks to establish optimal hedges for portfolios and concentrated positions using a variety of option strategies. For certain strategies SRA will employ Flexible Exchange® Options on an index or ETF ("FLEX Options"). FLEX Options are customizable exchange-traded option contracts guaranteed for settlement by the Options Clearing Corporation. SRA may employ FLEX Options in any of its strategies.

Based on the client portfolio information provided to SRA by the client, SRA considers multiple time horizons, (long, medium, and short term) when determining hedging strategies. SRA tracks a variety of portfolio risk exposures and attempts to create appropriate option-based strategies to hedge these risk exposures of the underlying portfolios. As the strategies seek to be dynamic, portfolio risk is measured in real-time and the strategies are rebalanced with respect to market exposure and risks at any given time. Finally, SRA attempts to identify and capitalize on equity market mispricing to allow for a savings on the costs of the strategy implementation, typically achieved by tracking the valuation of option contracts in the market, tracking implied and realized volatility of underlying stocks and indexes, and attempting to place trades intelligently in the marketplace.

The following summaries are not intended to be a complete statement of the investment strategies and related risks. More detailed descriptions of the investment strategies, methods of analysis and risks of a specific ETF are included in the applicable prospectus.

Discretionary Investment and Trading Solutions

SpiderRock Hedged Equity Concentrated Stock (SRHEC)

A risk management option overlay model which seeks to hedge downside risks for concentrated stock positions. The strategy uses options and combinations of options to construct a hedge structure that protects the underlying securities from large downside moves, while at the same time preserving a portion of the upside. The strategy seeks a consistent reduction in stock volatility, while also allowing Program Clients to maintain their current stock positions and related dividends. The option positions are dynamically rebalanced during times of market volatility, and systematically implemented to take advantage of option pricing inefficiencies. SpiderRock Advisors allows for up to three tickers per Allocated Sleeve.

SpiderRock Hedged Equity Portfolio (SRHEP)

A risk management option overlay model which uses option combinations of puts and calls to construct a dynamic collar structure that protects the underlying portfolio from large downside moves, while at the same time preserving a portion of the upside. The strategy seeks a consistent reduction in portfolio volatility, while also allowing Program Clients to maintain their underlying portfolio positions and dividends. The option positions are dynamically rebalanced during times of market volatility, and systematically implemented to take advantage of option pricing inefficiencies.

SpiderRock Cash Secured Put (SRCSP)

The objective of SRCSP is to write puts systematically against cash in Program Client's Allocated Sleeves. This allows a Program Client to potentially enhance portfolio yield, and acquire long positions in the underlying securities, should the price of the underlying security decline by a predetermined amount. The SRCSP program can be implemented on 50/75/100 allocation of the Allocated Sleeve in which the SRCSP program is applied, and is available in taxable and non-taxable Allocated Sleeves.

SpiderRock Managed Index Income (SRMII)

An option overlay model which seeks to profit from the excess premium that is generally attached to major market, index options. The SRMII program sells index call options to target a net long market exposure of 40-60% for a combined stock-and-options Allocated Sleeve. The SRMII program has been designed as a cost effective, hedging vehicle, and can be implemented on a 25/50/75/100 % allocation of the Allocated Sleeve in which the SRMII program is applied. The SRMII program is only available in taxable Allocated Sleeves.

SpiderRock Opportunistic Yield Enhancement (SROYE)

The objective of SROYE is to write calls opportunistically against Program Clients' Allocated Sleeves, single securities, and broad based indices, thus allowing a Program Client to potentially enhance portfolio yield while possibly lowering portfolio volatility by monetizing the volatility of the Program Client's underlying positions in the Allocated Sleeve. The SROYE program can be implemented on a 50/75/100 % allocation of the Allocated Sleeve, and is available in taxable and non-taxable Allocated Sleeves.

SpiderRock Exchange Fund Replication (SREFR)

SREFR is a risk management option overlay model that seeks to reduce market exposure to concentrated single name equity positions while replacing it with exposure to a broad based index in order to reduce idiosyncratic risk in an Allocated Sleeve. The SREFR program uses options and combinations of options to construct a hedge structure that protects the underlying securities from large downside moves, while at the same time preserving a portion of the upside. Additionally, the SREFR program uses options to create synthetic long exposure to a broad based index. The option positions are dynamically rebalanced during times of market volatility, and systematically implemented to take advantage of option pricing inefficiencies.

SpiderRock Structured Note Replication (SRSNR)

The objective of SRSNR is to structure a payoff profile at a future date to align with client views using listed derivatives and eligible collateral instruments. This allows an investor to create a profile that equity and/or fixed income would not be able to achieve. Strategy structures tend to provide less downside and tailored upside given market conditions versus the long only equivalent. The program can be cash or security collateralized and is available in taxable and non-taxable accounts (certain structures).

SpiderRock Index/Stock Replacement (SRISR)

This strategy seeks to create long index/equity exposure through listed index/stock options. The combination of short puts and long calls in various ratios can "replicate" desired exposures often more efficiently than owning the underlying outright in certain market environments. For Program Clients who are desiring to replicate index or single stock equity exposure in order to gain a different risk reward profile or gain access to the characteristics and investment exposures that options can deliver as compared to an equivalent long only underlying, SRISR is customizable to fit those objectives.

Advisor Accounts and Alternative Model Program

The strategies deployed in the AMP, as well as strategies deployed through SRA's other Advisory Services, are concentrated in the delivery of alternative strategies that seek to diversify a client portfolio using alternative sources of portfolio return, alternative asset classes, and that offer a low correlation to the underlying portfolio.

The strategies in the AMP typically use advanced techniques and strategies, and may take advantage of other asset classes, including single stock and index options in portfolio construction. A Model represents the investment recommendations of a "Model Manager," in the form of a list of securities or derivative contracts to hold and the relative weight of each. Furthermore, each Model dictates a certain established set of rules or guiderails, which dictate the appropriate constraints that the Model must obey to be effective.

SRA, in conjunction with the Model Manager, provides appropriate information to Advisors regarding the investment discipline and/or general approach for the Model Managers, and any changes that may occur.

SRA Risk Management

SRA has a disciplined approach to risk management that is intended to limit risk exposure by evaluating the different ways clients can lose money and their absolute dollars at risk. SRA has established specific risk guidelines for the portfolios of the clients which its portfolio managers monitor. SRA also utilizes risk management software to evaluate the effect of potential movements in the market for the various model strategies, as well as specific positions. The software allows for real-time monitoring of potential profit and loss in the clients' assets. The software is used, among other purposes, to allow SRA to: (i) analyze risk according to each instrument, issuer, portfolio manager, industry group or option contract expiration date, each as is applicable to a client; (ii) evaluate the effect of potential movements in various markets on each of the clients' portfolios as well as each individual position in each clients' inventory; and (iii) attempt to hedge price exposure in an efficient manner. The software attempts to give SRA the ability to identify positions and portfolios that have moved outside of these parameters so that it may take corrective action. Please refer to the following section, which further discusses the attributes of SRA technology and software.

Material Risk Factors

Investing in securities and derivatives involves a risk of loss that clients should be prepared to bear. By investing, clients are relying on the discretionary market judgment of SRA. The following is a general summary of some of the material risk factors associated with SRA and Model Manager strategies. The information below does not attempt to describe all of the risk associated with an investment in the strategies, but instead presents a brief summary of certain of the risks involved.

- **Identification of Opportunities**
  SRA activities require a continual ability to monitor and analyze market activity, price movements, individual transactions, the client positions, and a wide range of other information regarding market demand for particular options. SRA may fail to identify and/or take advantage of profit opportunities and opportunities to hedge the portfolios and individual positions. This may be due to flaws in SRA's or the Model Managers' overall investment strategy, the failure of SRA systems to identify these opportunities, or SRA's inability to implement the strategy.

- **Market Disruption**
  It is possible that accounts may incur losses in the event of disrupted markets, and other extraordinary events that may not be consistent with historical pricing relationships on which SRA or Model Managers base their models. The risk of loss can be compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. Global markets are interconnected, and events like hurricanes, floods, earthquakes, forest fires and similar natural disturbances, war, terrorism or threats of terrorism, civil disorder, public health crises, and similar "Act of God" events have led, and can in the future lead, to increased short-term market volatility and can have adverse long-term and wide-spread effects on world economies and markets generally. Such market disruptions, or those caused by unexpected credit crises or other economic issues, can from time to time cause losses for certain strategies SRA undertakes, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

- **Model Risk**
  SRA will utilize quantitative and technical valuation models in implementing its investment strategies. As market dynamics shift over time, a previously successful model could become outdated or inaccurate, perhaps after losses are incurred. There can be no assurance that SRA will be successful in developing and maintaining effective quantitative and technical models. Correlations among the instruments in a portfolio will change over time and could result in a loss of diversification and/or substantially more risk than SRA's models, methods and techniques would have estimated. SRA relies on historical data as part of its risk management, but historical data can prove to be quite different from future dynamics in the market place and thus result in a materially greater risk profile than SRA would expect. There is no standard, approved or accepted methodology for calculating risks in the investment management industry and SRA uses its best efforts to measure and control risk. However, its methodologies can differ from other investment managers.

- **Market Judgment**
  Although SRA relies heavily on technology, software and systems to evaluate trades and portfolio risks, strategies are by no means wholly systematic; the market judgment and discretion of SRA staff are fundamental to the

implementation of these strategies. There can be no assurances that the market judgment and discretion of SRA staff will be successful when applied to current or future markets.

- **Hedging Risks**
  Although certain of SRA investment strategies are intended, in part, to hedge the client portfolios and/or individual holdings, there is no guarantee that they will do so to the degree predicted by historical practice and theory. In fact, hedges could result in losses. SRA can enter into risk offsetting transactions in instruments with which SRA expects to hedge exposure to risk. If the value of the positions change in a direction or manner that SRA has failed to protect against with hedging transactions or if the instruments used in the hedging transactions are not as "correlated" as anticipated, the result may be an imperfect hedge.

- **Illiquid Instruments**
  A portion of the strategies used by SRA and Model Managers can consist of securities and other financial instruments that are not actively and widely traded. Consequently, it may be relatively difficult for SRA to dispose of such investments rapidly and/or at favorable prices in connection with a client's withdrawal requests due to adverse market developments or other factors. Adverse market conditions can lead to a "liquidity crisis," i.e., the inability to sell many securities at expected prices. There can be no assurance that future market conditions will not result in similar liquidity crises.

- **Margin Investing**
  Certain client accounts can utilize margin financing; some at the discretion of the client and the client's Advisor. A client account utilizing margin financing may be required to segregate liquid assets or otherwise cover the account's obligation created by a transaction that can give rise to leverage. To satisfy the account's obligations or to meet segregation requirements, positions may be required to be liquidated when it may not be advantageous to do so. Leverage can cause the value of a client account to be more volatile than if it had not been leveraged, as certain types of leverage can exaggerate the effect of any increase or decrease in the value of securities in an account. The loss on leveraged transactions may substantially exceed the initial investment.

- **Risks Associated with Tax Management Strategies**
  Certain of the investment strategies offered by SRA contain a tax management component designed to generate tax losses and/or dividend income taxed at favorable tax rates ("Tax Management Strategy"). Market conditions and future tax legislation may limit SRA's ability to execute a Tax Management Strategy effectively. ***SRA's offering of a Tax Management Strategy should not be construed as financial, legal or tax advice. Clients seeking a Tax Management Strategy must consult their own financial, legal and tax advisors as to the tax consequences of such an investment strategy.***

- **Structured Downside (Buffered) Protection Risk**
  There can be no guarantee that SRA will be successful in its strategy to provide downside protection against ETF or index losses if the ETF or index decreases in the investment period by an amount greater than the targeted downside protection. A client may lose its entire investment. The strategy seeks to deliver returns that match an ETF or index (but will be less than the ETF or index due to the cost of the options used by SRA), while limiting downside losses, over the investment period. If a client exits the strategy prior to the expiration of the options, the downside protection that SRA seeks to provide may not be available. SRA does not seek to provide principal protection and a client may experience significant losses on its investment, including the loss of its entire investment.

- **Risks Unique to Options**
  There are several risks that are unique to options trading that the client must be fully aware of before entering into the SRA program. Options involve additional risk and are not suitable for all investors. The following is a list of some specific common risks to options trading but it is by no means intended to be an exhaustive list and clients should consult with their Advisor before participating in a service offered via the SRA platform. Please refer to the Options Clearing Corporation Publication: "The Characteristics & Risks of Standardized Options," (https://www.theocc.com/about/publications/publication-listing.jsp) for additional information.

  Writing and buying options are speculative activities and entail investment exposures that are greater than their cost would suggest, meaning that a small investment in an option could have a substantial impact on performance. SRA's use of call and put options can lead to losses because of adverse movements in the price or value of the underlying stock, index, or other asset, which may be magnified by certain features of the options. These risks are heightened when SRA use options to enhance a client's return or as a substitute for a position or security. When selling a call or put option, a client will receive a premium; however, this premium may not be enough to offset a loss incurred by the client if the price of the underlying asset is above or below, respectively, the strike price by an amount equal to or greater than the premium. The value of an option may be adversely affected if the market for the option becomes less liquid or smaller, and will be affected by changes in the value or yield of the option's underlying asset, an increase in interest rates, a change in the actual or perceived volatility of the stock market or the underlying asset and the remaining time to expiration. Additionally, the value of an option does not increase or decrease at the same rate as the underlying asset(s).

  Assignment
  Writing a call or put in a position can lead to an assignment and involuntary transaction (i.e., "called away"), which cannot otherwise be avoided, upon an exercise of a call or put in the client account. In the case of a short call, an assignment can lead to a forced sale of the underlying security being held as

collateral for the options trading, whether the security is held long in the portfolio (covered) or not (uncovered). Being short a put can lead to a forced purchase of the underlying security for which additional capital may have to be contributed to the account by the accountholder (i.e., “margin call”). Such involuntary sale and purchase transaction may occur at inopportune market times, which could result in losses to an account.

Losses and Limited Gains

In the case of an option purchase (long call or long put), a client’s entire initial investment of premium can be lost. In the case of a covered option short sale (short call or short put), upside gains can be limited by the sale of a short call against an underlying stock position (see also Assignment risk above) and a forced purchase of stock can occur in the case of a short cash covered put sale. In the case of a naked call or put sale (a call with no underlying stock position and a put with no cash to cover the possibility of a forced stock purchase) there is the risk of unlimited loss in the call position and substantial loss in the put position.

Lack of Liquidity

Some option markets are very thinly traded and highly illiquid, resulting in wide markets and limited trading opportunities. Should it be determined that an option trade will be attempted in such a market, there is the risk of a fill price that is either substantially higher (purchase) or substantially lower (sale) than mid-market. In addition, in such illiquid markets and despite best efforts there is the risk that no fill will occur at all for the intended order.

Other Options Risks

There are various other risks associated with option positions. Options are complex derivative securities and should not be traded without full knowledge of all the factors affecting their value. These factors include changes in implied volatility in the market that can cause an increase/decrease in the value of an option with no concurrent change in the underlying price of the stock. In addition, changes in the underlying stock dividend, time to expiration, market interest rates and other factors can affect the value of an option position.

Option Investment Strategy and Portfolio Management Risk

There can be no assurance that an investment strategy will produce an intended result, which would result in losses to a client. The performance of a strategy depends on the skill of SRA in making appropriate investment decisions.

Hedging with Options

Hedging techniques involve one or more of the following risks: (i) imperfect correlation between the performance and value of the hedging instrument and the position being hedged; (ii) possible lack of a secondary market for closing out a position in such instruments; (iii) losses resulting from interest rate, spread or other market movements not anticipated by SRA; and (iv) the possible obligation to meet additional margin or other payment requirements, all of which could worsen the client's position. Furthermore, to the extent that any hedging strategy involves the use of derivatives instruments, such a strategy will be subject to the risks applicable to such instruments, including the effects of the implementation of the various regulations adopted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). The Dodd-Frank Act has initiated a dramatic revision of the U.S. financial regulatory framework and consumer credit markets that is expected to continue to unfold over several years.

FLEX Options Risk
SRA may invest in FLEX Options issued and guaranteed for settlement by the OCC. The client will bear the risk that the OCC will be unable or unwilling to perform its obligations under the FLEX Options contracts. Additionally, FLEX Options may be illiquid, and in such cases, a client may have difficulty closing out certain FLEX Options positions at desired times and prices.

- **Risks Associated with Equity Securities**
  SRA uses equity-related instruments in its investment program. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and could have adverse long-term effects on world economies and markets generally.

- **Exchange-Traded Funds**
  From time to time, SRA invests client assets in ETFs to gain exposure to certain markets or implement certain hedging or risk management strategies. ETFs represent shares of ownership in funds, unit investment trusts or depository receipts that hold portfolios of securities or individual issuers that closely track the performance of specific instruments, including broad market, sector or international indexes. There is typically some tracking error between an ETF and the index that the ETF attempts to replicate and ETFs can be subject to periods of illiquidity. There must be an active market in order to use ETFs effectively to express market views, and there can be no assurance that there will be adequate liquidity.

- **Futures Risk**
  In certain strategies, SRA utilizes futures contracts, including options on futures, on securities or on an index of securities. Futures positions may include both long and short positions. Because of the low margin deposits normally required in futures trading, a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses and, like other leveraged investments, any trade may result in losses in excess of the amount invested.

- **Derivatives Risk**
  The use of derivatives can lead to losses resulting from adverse movements in the price or value of the underlying asset, index, rate or instrument, due to failure of a counterparty or to tax or regulatory constraints. Derivatives can create investment leverage in an account, magnifying an account's exposure to the underlying investment. The risks associated with derivatives use in an account may be heightened when they are used to enhance return or as a substitute for a position or security, rather than solely to hedge the risk of another investment held in the account. When derivatives are used to gain exposure to a particular market or market segment, their performance may not correlate as expected to the performance of that market or segment, thereby causing the account to fail to achieve its original purpose in using such derivatives. Derivatives used for hedging purposes may not reduce portfolio risk if they are not sufficiently correlated to the position being hedged. A decision as to whether, when and how to use derivatives involves the exercise of specialized skill and judgment, and even a well-conceived transaction may be unsuccessful because of subsequent market behavior or unexpected events. Derivative instruments may be difficult to value, illiquid, and subject to wide swings in valuation caused by changes in the value of the underlying asset, index, rate or instrument. The loss on a derivatives transaction may substantially exceed the initial investment.

- **Portfolio Turnover Risk**
  Because a client may "turn over" some or all of its options as frequently as monthly, a client may incur high levels of transaction costs from commissions or mark-ups in the bid/offer spread. Higher portfolio turnover may result in the client paying higher levels of transaction costs and generating greater tax liabilities. Portfolio turnover risk may cause a client's performance to be less than you expect.

- **Brokerage and Custodial Risk**
  There are risks involved in dealing with the custodians or brokers that settle client trades. A client will maintain custody accounts with its brokers and primary custodians. Although SRA will monitor the broker and custodial relationships, there is no guarantee that the brokers or a custodian that a client uses will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a broker-dealer or custodian, there is no certainty that, in the event of a failure of a broker or custodian that has custody

of client assets, a client would not incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

- **Pandemic Risks**
  An outbreak of disease or similar public health threat, or fear of such an event could have a material adverse impact on the performance of client accounts. In addition, outbreaks of disease could result in increased government restrictions and regulation, including quarantines, which could adversely affect the Fund's operations. In December 2019, a novel strain of coronavirus ("COVID-19") was reported in Wuhan, China. The World Health Organization has declared COVID-19 to constitute a "Public Health Emergency of International Concern" and a pandemic. The U.S. government has also implemented enhanced screenings, quarantine requirements and travel restrictions in connection with the COVID-19 outbreak. As of the date of this Brochure, the COVID-19 pandemic has significantly and negatively impacted the global economy, disrupted global supply chains, and created significant volatility and disruption of financial markets. The extent of the impact of the COVID-19 pandemic on the financial performance of client accounts, including SRA's ability to execute a client account's investment strategy in the expected time frame, will depend on future developments, including the duration and spread of the pandemic and the impact of the pandemic on local, national, and global financial markets, all of which are uncertain and cannot be predicted. An extended period of global supply chain and economic disruption could materially affect the performance of client accounts, results of operations, access to sources of liquidity, and financial condition.

- **Risks of Technology**
  SRA's services are highly reliant on the accurate performance of its technology infrastructure, including software, communication networks, market data, and algorithms. A malfunction or failure in any of these could cause you to experience losses, some or all of which could be significant. With respect to each of its clients, SRA seeks to direct required transactions on an automated basis to meet the parameters of a given strategy or risk limit. However, there are numerous scenarios including failure of the communication lines, networks, technology and software systems, or inaccurate data, which could prove critical in SRA's ability to fulfill its responsibility. As with any technology, software, algorithm, data point, or communication line, their performance or accuracy can be compromised or prove unpredictable. It is important to note that SRA's reliance on the collective technology and communication infrastructure is critical for SRA to perform its advisory services. Any interruption or failure of these systems could have an adverse effect on client accounts, as it could limit or prohibit SRA from performing its advisory duties. In addition, this interruption could result in material client losses.

- **Cybersecurity Risk**
  With the increased use of the Internet to conduct business, SRA and its clients are susceptible to operational and information security risks. In general, cyber

incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to digital systems through system-wide "hacking" or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks could also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on a website. In addition, authorized persons could inadvertently or intentionally release confidential or proprietary information stored on the systems of SRA or a client.

Cyber security failures or breaches by third party service providers of SRA or a client (including, but not limited to, the custodians and financial intermediaries) and the issuers of securities in which a client invests, could cause disruptions and impact the business operations of the service providers, SRA and its clients, potentially resulting in financial losses, the inability of a client to transact business or process transactions, inability to calculate a client's net asset value, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs.

While SRA has established business continuity and cyber security plans and risk management systems designed to prevent or reduce the impact of such cyber-attacks, there are inherent limitations in such plans and systems including the possibility that certain risks have not been adequately identified or prepared for. Furthermore, a client cannot directly control any cyber security plans and systems put in place by third party service providers, or by issuers in which a client invests. A client could be negatively impacted in the event of a cyber security failure or breach.

SRA does not offer any technology products, option strategies, or services that guarantee rates of return on any investments for any time period to any client. Investing in securities of any type may result in the loss of principal. All clients also assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products. Investment returns can fluctuate as the investment environment changes.

Investing in any type of securities involves a risk of loss and is inappropriate for those who are unable to bear the economic risk of loss. The recommendations provided by SRA are not intended to comprise any client's complete investment program. SRA does not make any assurance that its services, algorithms, and the technology that generates these algorithms can result in profitable return or avoidance of loss.

SRA services are highly reliant on the accuracy of the information provided to it by the Advisor or custodian regarding their clients. If a client or a client's representatives or agents were to provide SRA with inaccurate information, this could result in losses and materially impact the quality and applicability of SRA's services. Information could include accurate client positions, client's portfolio values, client's approved affirmation to participate in SRA programs, client's suitability to participate as determined by Advisor, and clients' general circumstances which might change from time to time and dictate whether certain investment risks are appropriate.

SRA makes no guarantee or representation that investment recommendations will be successful. Past performance is no guarantee of future results. Investing in options involves additional risk and is not suitable for all investors.

ITEM 9: DISCIPLINARY INFORMATION

SRA has nothing to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

With respect to the management of a limited number of investment strategies, SRA is registered with the Commodity Futures Trading Commission as a "commodity trading advisor" and is a member of the National Futures Association, the self-regulatory organization for the futures industry.

As a result of ownership by SpiderRock Holdings, LLC ("Holdings") (https://spiderrock.net), SRA is affiliated with a number of financial services companies. Founded in 2006, Holdings creates and deploys execution and risk management technology available for the US equity, futures, and options markets. Its subsidiaries include: 1) SpiderRock Platform Services LLC, ("SR Platform"), a technology services company; 2) SpiderRock EXS, LLC, a SEC registered broker dealer specializing in electronic order routing; 3) SpiderRock Gateway Technology, LLC ("SR Gateway"), a provider of direct access to exchange market data feeds; and 4) CenterStar Asset Management, LLC, a SEC registered investment advisor that provides advisory services on a discretionary basis to private funds and separately managed accounts.

Each of the affiliated entities identified above operates independently of SRA. As discussed below, SRA currently has relationships or arrangements with affiliated entities that are material to its advisory business and its clients.

SRA has entered into a contract with SR Gateway whereby SR Gateway provides data feeds and FIX connections to SRA for a fee. Such services are necessary for SRA to conduct its advisory business. **While this agreement has been negotiated on an arm's length basis, it represents a conflict of interest as SRA has an incentive to choose its affiliate over a third party for these services.**

SRA has entered into a platform license agreement with SR Platform, which enables SRA to use SR Platform's "front end" internet-based platform that contains software tools and data to support order entry, risk management, routing, FIX connections and other technology that SRA requires to conduct its advisory business. SRA pays SR Platform a fee under the platform license agreement. **While this agreement has been negotiated**

on an arm's length basis, it represents a conflict of interest as SRA has an incentive to choose its affiliate over a third party for these services.

SRA has entered into a customer agreement with SR EXS which permits SRA to facilitate client trades through SR EXS. Such trades are executed through unrelated broker dealers that may utilize SR EXS' order routing technology. SR EXS' fees are paid by the broker dealer that executes the trade. SRA and its clients do not pay fees to SR EXS. **While this agreement has been negotiated on an arm's length basis, it represents a conflict of interest as SRA has an incentive to choose its affiliate over a third party for these services.**

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

Code of Ethics

SRA has adopted a Code of Ethics in accordance with Rule 204A-1 under the Advisers Act, which is applicable to all of its employees, managers and officers. The Code of Ethics includes, among other things, provisions concerning the confidentiality of client information, a prohibition on insider trading, restrictions on giving and receiving gifts, and personal securities trading procedures of SRA employees and principals, including certain pre-clearance and reporting obligations. Under the Code of Ethics, SRA principals and employees are required to file certain periodic reports with SRA's Chief Compliance Officer as required by Rule 204A-1 of the Advisors Act.

The Code of Ethics will be provided upon request by any Advisor and/or client.

Participation or Interest in Client Transactions

SRA may participate or have an interest in client transactions as described below. SRA makes all investment management decisions in its clients' best interests.

- **Affiliated Broker**
  SRA is affiliated with SR EXS, a limited purpose broker-dealer. SRA has entered into a customer agreement with SR EXS which permits SRA to facilitate client trades through SR EXS. Such trades are executed through unrelated broker dealers that may utilize SR EXS' order routing technology. This trading is monitored to ensure adherence to SRA's Best Execution Policy.

- **Employee Accounts**
  SRA provides sub-advisory services to accounts maintained by SRA employees and/or their family members. SRA adheres to its trade allocation procedures for all accounts.

- **Buying and Selling Securities that are Recommended to Clients**
  SRA recommends to clients its strategies in which its affiliates or employees are also invested. SRA could also recommend to clients, securities in which a related person has established an interest independent of SRA. SRA provides investment advisory services to various clients that may differ from the advice given, or the timing and nature or action taken, with respect to any one account. SRA, its affiliates, and employees (to the extent not prohibited by the Code of Ethics), and other clients may have, acquire, increase, decrease, or dispose of securities or interests at or about the same time that SRA is purchasing or selling securities or interests for an account which are or may be deemed to be inconsistent with the actions taken by such persons. All such investments are made in conformity with SRA's Code of Ethics and Compliance Manual.

- **Personal Trading**
  SRA, or one or more of its affiliates, including employees, from time to time, may invest for their own account directly or through an affiliated or non-affiliated private fund or in equity, fixed income, derivative or other investments in which SRA may also invest on behalf of client accounts. Moreover, SRA and its affiliates and their respective employees may buy, sell, or hold securities while entering into different investment decisions for one or more client accounts. All such investments are made in conformity with SRA's Code of Ethics and Compliance Manual.

  It is the Firm's policy to monitor and, in some cases, prohibit personal securities transactions for the Firm, its affiliates, and their respective employees. The conflicts procedures contain employee trading policies and procedures that are monitored by the compliance department.

ITEM 12: BROKERAGE PRACTICES

Broker Selection and Trade Order Routing

SRA considers broker selection and trade order generation and routing as important aspects of every trade placed via its technology for a client account. In accordance with its Best Execution Policy, SRA periodically reviews executing brokers and determines the reasonableness of their compensation based on a range and quality of a broker's services, including, but not limited to, execution capability, depth of connectivity, reputation, prior working experience, financial strength, and fairness in resolving disputes. However, neither SRA, the technology utilized, nor ideas generated are obligated to select a broker offering the lowest commission rate or security price in connection with any given transaction. Trade orders are routed on the direction of SRA.

Client Directives

Certain clients may wish to restrict brokerage to a particular broker or dealer in recognition of custodial or other services provided to the client by the broker or dealer. A client that chooses to designate use of a particular broker or dealer on a "restricted" basis, including a client that designates a broker or dealer as custodian of the client's assets, should consider whether such a designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions than might otherwise be obtainable by SRA, or receive less favorable net prices and executions of some or all of the transactions. Less favorable services could include, but are not limited to, connection speeds, technology, and timely and accurate trade communication information.

In the case of a "restricted" designation, SRA can direct trade orders that could deviate from the client's designation in situations in which, in its judgment, a significantly more advantageous net price is available from another dealer or it may authorize the designated broker dealer to effect the transaction as agent in order to obtain a better price from another dealer, but allow the designated "agent" broker-dealer a scheduled mark-up or mark-down on the transaction (Step Out).

For directed relationships, SRA utilizes software provided by its affiliate, SR Platform, to facilitate order execution through the directed broker. SRA bears the cost of this trading software pursuant to the platform license agreement described in Item 10 herein.

Aggregation of Orders/Allocation of Trades

There are occasions when SRA decides to purchase or sell the same security for several clients at approximately the same time. SRA can (but is not obligated to) combine or "bunch" such orders in order to secure certain efficiencies and results with respect to execution, clearance, and settlement of orders. Securities bought or sold pursuant to "bunch" orders are allocated among all participating accounts on an average-price basis. On partial fills, trade executions will generally be allocated across participating accounts ratably, based on the number of shares on order for each such account. Transactions for a client account may not be aggregated for execution if the practice is prohibited or inconsistent with the client's investment management agreement.

While SRA effects trades in this manner to reduce the overall level of brokerage commissions paid or otherwise enhance the proceeds or other benefits of the trade for its clients, SRA can also direct transactions to brokers based on both the broker's ability to provide high quality execution and the nature and quality of research services, if any, such brokers provide to SRA. As a result, clients may not always pay the lowest available commission rates where their trades are effected in this manner, so long as SRA believes that they are nonetheless obtaining best price and execution under the circumstances.

SRA will aggregate and allocate orders in a manner designed to ensure that no particular client or account is systematically favored and that participating client accounts are treated in a fair and equitable manner over time.

Research or Other Soft Dollar Benefits

SRA does not presently receive research or other products or services ("soft dollar benefits") other than execution from a broker-dealer or third-party in connection with client securities transactions.

Brokerage for Client Referrals

At this time, SRA does not enter into agreements with, or make commitments to, any broker-dealer that would bind SRA to compensate that broker-dealer, directly or indirectly, for client referrals (or sale of fund interests) through the placement of brokerage transactions.

Affiliations

Other than its affiliation with SR EXS noted in Item 10 above, SRA is not affiliated with any of its broker-dealer relationships, and such broker-dealers do not supervise SRA, its agents, or its activities.

ITEM 13: REVIEW OF ACCOUNTS

In general, all client accounts are continuously monitored and reviewed via technology on a daily basis to reasonably ensure that the client positions are in balance according to the client's investment parameters and to verify the accuracy of accounting. Client accounts are monitored for the client's stated objectives and risk tolerance. All SRA's accounts are reviewed periodically to ensure that transactions:

- Conform to client objectives and investment/restriction guidelines;
- Are consistent with available cash and other holdings in the client's account; and
- Conform to SRA agreed to investment strategy.

SRA accounts are reviewed by any of the following SRA employees: the firm's Chief Investment Officer, operations and trading personnel, and Chief Compliance Officer. Additionally, certain controls have been built into SRA's licensed and proprietary software, technology, algorithms, and daily bookkeeping processes to provide multiple checks and balances.

Nature and Frequency of Reporting to Clients

Each client's custodian provides electronic access to trade activity, account holdings, cash balances and account statements for each account. SRA augments this by providing to each client quarterly performance reports at the account level. The information contained in these reports is collected from sources believed by SRA to be reliable. However, the client should always rely on the custodian's statements, which are provided on a monthly basis. The custodian's statements include a detailed valuation of the individual securities, their cost and market value, and a summary of the total account holdings. The custodian monthly report also includes a transaction history showing each purchase and sale during the period covered. Clients should always refer to the custodian's statement as the primary record reflecting their account holdings and value.

Non-Periodic Reports

Other than the periodic review of accounts described above, certain account or market anomalies may trigger non-periodic reviews of client accounts.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

SRA has engaged third party solicitors for client referrals, including broker-dealers, investment advisers and other financial intermediaries. Such solicitors receive compensation from SRA for such client referrals. Under these arrangements, the client will not pay higher fees than the normal/typical fees. Such arrangements will comply with applicable law.

Clients referred by a solicitor are subject to a conflict of interest, as the solicitor is incentivized by the referral fee to refer clients to SRA, as opposed to another adviser where no such referral fee is paid. Referral fees paid to a solicitor are contingent upon a client engaging SRA to provide investment advisory services.

To the extent permitted by applicable law, the compensation of certain SRA personnel whose job responsibilities are related primarily to marketing, sales, or business development are determined based in part on the amount of new client fees generated by their efforts. Accordingly, SRA personnel could have a conflict of interest in recommending products where SRA personnel receive compensation over other products where no compensation may be paid.

ITEM 15: CUSTODY

Neither SRA nor its affiliates maintain physical possession of client funds or securities. Assets typically are deposited with a qualified custodian chosen by the client. Clients and institutional accounts typically select their own custodian. Where SRA is deemed to have custody over client funds solely due to its ability to collect its advisory fees directly from certain client accounts, in all such instances, the client accounts are held with "qualified custodians", as defined under the Advisers Act.

In the case of ETFs sub-advised by SRA, arrangements have been made with qualified custodians as disclosed in the relevant prospectus.

SRA is not affiliated with any custodians with which it interacts, and any such custodians do not supervise SRA, its agents, or its activities.

ITEM 16: INVESTMENT DISCRETION

Typically, SRA is authorized by the client or the Advisor to conduct transactions without further consultation on a transaction-by-transaction basis.

Clients can limit SRA's authority within their advisory agreement. Advisors can also limit SRA's authority by contract or amendment to the advisory contract if it so chooses.

ITEM 17: VOTING CLIENT SECURITIES

SRA generally does not trade voting securities or accept authority to vote client securities.

Proxy voting is not applicable to SRA's provision of model portfolios.

ITEM 18: FINANCIAL INFORMATION

SRA is not aware of any financial commitment or condition that likely impairs its ability to meet its contractual and fiduciary commitments to clients and SRA has not been the subject of a bankruptcy proceeding.