

ZEO CAPITAL ADVISORS, LLC

ADV Part 2A, Firm Brochure

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This brochure provides information about the qualifications and business practices of Zeo Capital Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (415) 875-5604 or venk@zeo.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 Zeo Capital Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Zeo Capital Advisors, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

Since Zeo’s most recent Annual Amendment filing on January 15, 2015, there have been no material changes to this Brochure.

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Item 4 Advisory Business

- A. Zeo Capital Advisors, LLC (referred to herein as “Zeo”) is a limited liability company formed under the laws of California. Zeo has been registered with the Securities and Exchange Commission since May 24, 2011 and was previously registered with the State of California. Zeo is principally owned by Venkatesh Reddy, Managing Member and Bradford Cook, Director of Credit Research.
- B. As discussed below, Zeo offers investment advisory services to high net worth individuals, institutions and the Zeo Strategic Income Fund, an investment company registered under the Investment Company Act of 1940 (the “Fund”).

INVESTMENT ADVISORY SERVICES

The client can engage Zeo to provide investment advisory services. Before engaging Zeo, clients are required to enter into an agreement setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the fee that is due from the client. Zeo’s services are limited to investment management and do not generally include financial planning.

Zeo provides investment advisory services specific to the needs of each client. Before providing investment advisory services, an investment adviser representative will ascertain each client’s investment objectives. Then, Zeo will allocate and/or recommend that the client allocate investment assets consistent with the designated investment objectives. Zeo generally recommends that clients purchase investment grade and high yield corporate bonds, convertible debt, syndicated loans and distressed securities. Once allocated, Zeo provides ongoing monitoring and review of account performance, asset allocation and client investment objectives.

For the Fund, Zeo’s advisory services are provided in accordance with the Fund’s investment objectives and policies as outlined in the Fund’s prospectus and statement of additional information and in accordance with the agreement under which we provide our investment advisory services to the Fund.

MISCELLANEOUS

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

Disclosure Statement. A copy of Zeo’s written Brochure as set forth on Part 2A of Form ADV shall be provided to each client before, or contemporaneously with, the execution of the *Investment Advisory Agreement*.

Fee Differentials. As indicated below, Zeo shall price its services based upon various objective and subjective factors. As a result, Zeo’s clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level

and scope of the overall investment advisory services rendered. As a result similarly situated clients could pay different fees, and the services to be provided by Zeo to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

- B. Zeo shall provide investment advisory services specific to the needs of each client. Before providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Zeo shall allocate or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at anytime, impose reasonable restrictions, in writing, on Zeo's services.
- C. Zeo does not participate in a wrap fee program.
- D. As of December 31, 2015, Zeo had \$254,381,804 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

A. INVESTMENT ADVISORY SERVICES

The client can engage Zeo to provide investment advisory services for a negotiable annual investment advisory fee.

Fee Differentials. As indicated above, Zeo shall price its services based upon various objective and subjective factors. As a result, Zeo's clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall investment advisory services rendered. As a result similarly situated clients could pay different fees, and the services to be provided by Zeo to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

- B. Clients may elect to have Zeo's advisory fees deducted from their custodial account. Both Zeo's *Investment Advisory Agreement* and the custodial or clearing agreement may authorize the custodian to debit the account for the amount of Zeo's investment advisory fee and to directly remit that management fee to Zeo in compliance with regulatory procedures. Clients receive a detailed invoice by electronic mail each month with the amount due. If a client has given us permission to withdraw fees directly from the account, the payment request is submitted to the custodian on the invoice date, and fees are withdrawn from each account as soon as practicable thereafter unless otherwise agreed with the client. Zeo shall deduct fees and/or bill clients monthly in advance, based upon the market value of the assets on the last business day of the previous month
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, Zeo shall generally recommend that US Bank Institutional Trust and Custody ("*US Bank*") serve as the custodian for client investment management assets. Custodians such as *US Bank* may charge transaction fees for effecting certain securities transactions (i.e. ticket charges for settling trades or transaction fees for some mutual funds) and/or periodic custodial fees on the value of client accounts for custodial services. If a client directs Zeo to use a brokerage as custodian for client assets, such broker/dealers may also impose additional charges, such as brokerage commissions, for

effecting certain securities transactions (i.e. individual equity and fixed income securities transactions). Zeo shall also select broker/dealers as counterparties to effect transactions for client accounts away from the custodian, who may impose brokerage commissions or transaction fees that will be incurred by clients. In addition to Zeo's management fee and brokerage commissions and/or transaction fees imposed by the custodian and any counterparties, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). Client may also incur costs for account administration fees (generally paid as a percentage of account value) or separately incurred transaction settlement fees (e.g. legal fees to settle syndicated bank loan transactions for institutional clients). All costs incurred on behalf of a client will be invoiced to that client.

- D. Zeo's annual investment advisory fee shall be prorated and paid monthly in advance, based upon the market value of the assets on the last business day of the previous month. Zeo generally does not require a minimum annual investment advisory fee. Zeo, in its sole discretion, may reduce or waive its investment advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, familial relationship, dollar amount of assets to be managed, related accounts, account composition, etc.).

The *Investment Advisory Agreement* between Zeo and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, Zeo shall debit the account for the pro-rated portion of the unpaid advanced advisory fee, if any, based upon the number of days that services were provided during the billing month.

- E. Neither Zeo, nor its representatives accept compensation from the sale of securities or other investment products.

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

Neither Zeo nor any supervised person of Zeo charges performance-based fees at this time. However, it reserves the right to separately negotiate fees with its clients.

Item 7 Types of Clients

Zeo's clients shall generally include individuals, high net worth individuals, institutions and a registered investment company. Zeo generally does not require a minimum annual investment advisory fee. Zeo, in its sole discretion, may reduce or waive its investment advisory fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, familial relationship, dollar amount of assets to be managed, related accounts, account composition, etc.).

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

- A. We use a top-down/bottom-up method to identify potential investments. Top-down methods for narrowing the opportunity set include comprehensive screens across the entire universe of corporate debt, filtering by criteria such as duration, liquidity and fundamental metrics, as well as economic and sector analysis. We also monitor corporate news for opportunities resulting from corporate actions (e.g. called bonds or new issues), and we actively watch market activity for liquidity in otherwise infrequently-traded securities. We employ a bottom-up approach when making investment decisions, including rigorous credit analysis, risk/return analysis and comparisons to existing investments and their impact on overall portfolio risk. When researching the credit quality of a particular issuer, we evaluate the entire capital structure of that issuer and other issuers in the same industry to identify the best investment that is consistent with our conclusions from the analysis. This analysis may allow us to further expand the investment universe to include bonds from other issuers and other securities of the issuer whose bonds we were originally researching. We may invest a majority of client assets in high yield and convertible debt. Furthermore, we may invest in securities of companies that are already in bankruptcy or undergoing a restructuring or reorganization.

There is a risk that the issuers of such debt may not make interest or principal payments, and lower credit quality may result in greater price volatility and lower liquidity. Convertible bonds also include a sensitivity related to the equity into which these instruments may be converted. We may also invest in less liquid securities, such as syndicated loans and derivatives, which may impair our ability to sell those assets quickly. Our tendency toward fixed income investments may also introduce interest rate risk to the portfolios. In general, we specifically consider liquidity and interest rate risk as part of our overall portfolio management process when determining the size of individual positions and the diversification within the portfolio.

Please Note: Investment Risk. Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Zeo) will be profitable or equal any specific performance level(s).

- B. Zeo's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis Zeo must have access to current/new market information. Zeo has no control over the dissemination rate of market information; therefore, unbeknownst to Zeo, certain analyses may be compiled with outdated market information, severely limiting the value of Zeo's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Zeo's primary investment strategies have their own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to

allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

There is a risk that the issuers of such debt may not make interest or principal payments, and lower credit quality may result in greater price volatility and lower liquidity. Convertible bonds also include a sensitivity related to the equity into which these instruments may be converted. We may also invest in less liquid securities, such as syndicated loans and derivatives, which may impair our ability to sell those assets quickly. Our tendency toward fixed income investments may also introduce interest rate risk to the portfolios. In general, we specifically consider liquidity and interest rate risk as part of our overall portfolio management process when determining the size of individual positions and the diversification within the portfolio

- C. Zeo recommends asset allocations based on a particular client's economic situation, liquidity needs, risk tolerance, proposed investment period, need for diversification, reliance upon current income, and present and anticipated tax situation. Zeo also considers historical yields, potential appreciation and marketability before making investment recommendations. Zeo recommends and manages primarily high yield and convertible debt.

Item 9 Disciplinary Information

Zeo has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither Zeo, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Zeo, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. **Zeo Strategic Income Fund.** The Zeo Strategic Income Fund, is an open-end investment company registered under the Investment Company Act of 1940. A conflict of interest is present when Zeo recommends to a client that they invest in the fund because Zeo will receive dual fees. To mitigate this conflict of interest Zeo maintains a policy that it will not double bill on client assets invested in the affiliated fund. Zeo accomplishes this by offering a credit against its investment advisory fee for client assets invested in the fund in the amount of its advisory fee charged to the fund.
- D. Zeo does not recommend or select other investment advisors for its clients.

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

- A. Zeo maintains an investment policy relative to personal securities transactions. This investment policy is part of Zeo's overall Code of Ethics, which serves to establish a standard of business conduct for all of Zeo's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, Zeo also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Zeo or any person associated with Zeo.

- B. Neither Zeo nor any related person of Zeo recommends, buys, or sells for client accounts, securities in which Zeo or any related person of Zeo has a material financial interest, except for the Zeo Strategic Income Fund. See Item 10.C for a more complete description of this relationship.
- C. Zeo and/or representatives of Zeo *may* buy or sell securities that are also recommended to clients. This practice may create a situation where Zeo and/or representatives of Zeo are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if Zeo did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed before those of Zeo's clients) and other potentially abusive practices.

Zeo has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Zeo's "Access Persons." Zeo's securities transaction policy requires that Access Person of Zeo must provide the Chief Compliance Officer or his/her designee with a written report of the their current securities holdings within ten (10) days after becoming an Access Person. Furthermore, Access Persons must provide the Chief Compliance Officer with a quarterly transaction report, detail all trades in the Access Person's account during the previous quarter; and on an annual basis, each Access Person must provide the Chief Compliance Officer with a written report of the Access Person's current securities holdings. However, at any time that Zeo has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. Zeo and/or representatives of Zeo *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Zeo and/or representatives of Zeo are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11C, Zeo has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Zeo's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that Zeo recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Zeo to use a specific broker-dealer/custodian), Zeo generally recommends that investment management accounts be maintained at *US Bank*. Prior to engaging Zeo to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Zeo setting forth the terms and conditions under which Zeo shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Zeo considers in recommending *US Bank* (or another broker-dealer/custodian, investment platform and/or mutual fund sponsor) include historical relationship with Zeo, financial strength, reputation, execution and/or custodial capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Zeo's clients shall comply with Zeo's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Zeo determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Zeo will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Zeo's investment management fee. Zeo's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

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

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

Zeo's clients do not pay more for investment transactions effected and/or assets maintained at *US Bank* or any other custodian/broker/dealer or broker/dealer counterparty as a result of this arrangement. There is no corresponding commitment

made by Zeo to *US Bank* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Zeo's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

2. Zeo does not receive referrals from broker-dealers.
3. Zeo does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Zeo will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Zeo. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Zeo to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Zeo.

Zeo's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that Zeo provides investment advisory services to its clients, the transactions for each client account generally will be effected independently, unless Zeo decides to purchase or sell the same securities for several clients at approximately the same time. Zeo may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Zeo's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Zeo shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom Zeo provides investment supervisory services, account reviews are conducted on an ongoing basis by Zeo's Principal. All investment supervisory clients are advised that it remains their responsibility to advise Zeo of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with Zeo on an annual basis.

- B. Zeo *may* conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Zeo may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. Please see Item 12.A.1 above, for a description of the additional benefits and services Zeo may receive from *US Bank*.

Zeo's clients do not pay more for investment transactions effected and/or assets maintained at *US Bank* or any other custodian/broker/dealer or broker/dealer counterparty as a result of this arrangement. There is no corresponding commitment made by Zeo to *US Bank* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Zeo's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

- B. Zeo does not compensate, directly or indirectly, any person, other than its representatives, for client referrals.

Item 15 Custody

Zeo shall have the ability to have its advisory fee for each client debited by the custodian on a monthly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Zeo may also provide a written periodic report summarizing account activity and performance.

Please Note: Zeo provides clients with periodic account statements and the client should compare these statements with the account statements received from the custodian. Occasionally, there may be inconsistencies between the statements. **Please Also Note:** The account custodian does not verify the accuracy of Zeo's advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage Zeo to provide investment advisory services on a discretionary basis. Prior to Zeo assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming Zeo as the client's attorney and agent in fact, granting Zeo full authority to buy, sell, or

otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Zeo on a discretionary basis may, at anytime, impose restrictions, **in writing**, on Zeo's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Zeo's use of margin, etc.).

Item 17 Voting Client Securities

- A. Zeo votes client proxies Although it is rare given that Zeo's investment recommendations are almost exclusively bonds, in the event that we do receive a client proxy to vote, we maintain the discretion to vote proxies on behalf of our clients. When we accept such responsibility, we will only cast proxy votes in a manner consistent with the best interest of our clients. Absent special circumstances, which are fully described in our Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established therein.

At any time, clients may contact us to request information about how our firm voted proxies for that client's securities or to get a copy of our Proxy Voting Policies and Procedures. A brief summary of our Proxy Voting Policies and Procedures is as follows:

- Mr. Reddy will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
 - Mr. Reddy will generally vote proxies according to our then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
 - Although the Proxy Voting Guidelines are to be followed as a general policy, certain issues will be considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, we shall devote an appropriate amount of time and resources to monitor these changes.
 - In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that we maintain with persons having an interest in the outcome of certain votes, we will take appropriate steps to ensure that proxy voting decisions are made in the best interest of our clients and are not the product of such conflict.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Zeo to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. Zeo does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. Zeo is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Zeo has not been the subject of a bankruptcy petition.

ANY QUESTIONS: Zeo's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.