



3 Sisters

Sustainable Management LLC

ADV 2A Brochure

October 31, 2012

This brochure provides information about the qualifications and business practices of 3Sisters Sustainable Management, LLC. If you have any questions about the contents of this brochure, please contact us at 215-525-4857. 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 3Sisters Sustainable Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

3Sisters Sustainable Management, LLC

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Item 2: MATERIAL CHANGES

The SEC adopted “Amendments to Form ADV” in July 2010. This version of Part 2A of Form ADV (“Firm Brochure”) and Part 2B of Form ADV (“Supplement Brochure”), dated September 26, 2012, is our initial brochure document prepared in accordance to the SEC’s new requirements. As you will see, this document is narrative format. Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Firm Brochures within 120 days of the close of our business’ fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure and/or Supplemental Brochure, please contact Jessy Joyce Nadar by telephone at 215-525-4857 or by email at nadar@3sistersinvest.com.

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Item 4 ADVISORY SERVICES

A. Firm Description

3Sisters Sustainable Management, LLC (“3Sisters Sustainable Management”) is an investment management firm that was organized as a Pennsylvania limited liability corporation in 2012. Its primary place of business is located in Pennsylvania; as such, it is registered as an investment advisor with the State of Pennsylvania through the Pennsylvania Securities Commission.

3Sisters Sustainable Management’s current advisory activities consist of providing personal portfolio management services and investment advisory services to individuals, pooled investment vehicles and charitable organizations. It also provides investment advisory services to two pooled investment vehicles: Scarab Funds, LLC and SHIP Compensation Fund, LLC.

Principal Owner: The principal owner of our firm is George Benjamin Bingham, who owns 100% of 3Sisters Sustainable Management. In addition to serving as Managing Member, George Benjamin Bingham is the Investment Advisor Representative and Chief Compliance Officer of 3Sisters Sustainable Management.

B. Types of Advisory Services

1. Investment Management Services

3Sisters Sustainable Management provides investment management services to individuals whose primary objective is to preserve and enhance capital. To the extent possible, 3Sisters Sustainable Management seeks to achieve the investment goals of its clients through socially responsible investments in sustainable enterprises. 3Sisters Sustainable Management’s approach is to help each client individually establish and then meet specific goals, while staying within the risk tolerance level indicated by each client. 3Sisters Sustainable Management accomplishes this by spending focused time with each client, asking questions and discussing alternative ideas with clients.

3Sisters Sustainable Management develops a personal investment policy for each client through personal discussions with the client concerning their individual goals and objectives. 3Sisters Sustainable Management will create and manage a portfolio based on that policy which takes into consideration the client's objectives (e.g. maximum capital appreciation, growth and income) and risk tolerance. This portfolio will typically include, but will not necessarily be limited to, investments in stocks, bonds and mutual funds. 3Sisters Sustainable Management will have discretionary authority to manage such advisory accounts, and will not obtain approval prior to placing trades or the purchase or sale of assets. Prior to engagement of services with a broker dealer or third party manager, 3Sisters Sustainable Management will discuss, and reach agreement with the client prior to selection (or termination) of a broker dealer and/or third party investment manager. 3Sisters Sustainable Management does not receive a commission on the buy or sell of any security and selects a broker dealer whose fee schedule best suits the client's needs. 3Sisters Sustainable Management requires a written Investment Advisory Agreement to be signed by the client prior to engagement of services.



This agreement outlines the services rendered by 3Sisters Sustainable Management and the fees clients will be charged.

2. The Funds

3Sisters Sustainable Management provides investment advisory services to Scarab Funds, LLC (the “Scarab Funds”) and SHIP Compensation Fund, LLC (the “SHIP Fund”) (collectively, the “Funds”), each of which is a Delaware limited liability company operating as a private investment fund. 3Sisters Sustainable Management also acts as Manager of each Fund, and as Manager is solely responsible for the management and the daily operations of the Funds. Investors in each Fund are members (the “Member”).

Scarab Funds, LLC: Scarab Funds was formed in early 2012. Its investment objectives are to achieve superior absolute returns and long-term appreciation. The Scarab Funds currently offers five (5) portfolios: (1) Scarab Global All-Cap Portfolio; (2) Scarab Hedged Equity Portfolio; (3) Scarab Global Community Impact Portfolio; (4) Scarab Enhanced-Cash Portfolio; and (5) Scarab Green Real Asset Portfolio.

SHIP Compensation Fund, LLC: SHIP Fund was formed in early 2012 to act as a vehicle to liquidate and fairly distribute the proceeds of certain assets of Safe Haven Investment Portfolios, LLC (“Safe Haven”), an investment fund which terminated operations in 2011. The investment objective of the SHIP Fund is to liquidate the investments contributed to the SHIP Fund, and distribute the proceeds to its members. At this time, all of the equity interests of SHIP Fund are owned by several different Safe Haven portfolios. **The SHIP Fund is closed, is not offering interests to investors, and is not seeking to make any new investments.**

The Funds are all private investment companies that are exempt from registration under the Investment Company Act pursuant to Section 3(c)(1) thereunder. Scarab Funds is offering its interests pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933 and the “safe harbor” provisions of Regulation D and Rule 506 thereof. As noted above, SHIP Fund is not offering interests to investors.

C. Tailored Services

1. Investment Management Services

The portfolio management advisory programs offered by 3Sisters Sustainable Management are based on individual needs of our clients and the suitability of products and services. Our advice is based on thorough assessment of our client’s goals, objectives, investment horizon, and risk tolerance.

2. The Funds

Our Firm provides investment advisory services to the Funds based on the investment objectives of the Funds. Our Firm does not provide tailored investment advice to the Members in the Funds.

D. Wrap Fee Programs

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions and affiliated and unaffiliated investment advisers through which the clients of such firms receive



discretionary investment advisory, execution, clearing and custodial services in a “bundled” form. In exchange for these “bundled” services, the clients pay an all-inclusive (or “wrap”) fee determined as a percentage of the assets held in the wrap account. 3Sisters Sustainable Management does not participant in nor is a sponsor of any Wrap Fee Program.

E. Assets under Management

3Sisters Sustainable Management manages \$46,377,902 in client assets on a discretionary basis. This Asset under Management figure is based on calculations as of June 30, 2012.

Item 5 FEES AND COMPENSATION

A. Advisory Fees

3Sisters Sustainable Management earns its fees and compensation by providing advisory services.

1. Investment Management Services

3Sisters Sustainable Management offers two levels of advisory services to clients, which are described below:

Regular Advisory Services. Our regular advisory services are designed for clients who are “qualified clients” as defined by SEC regulations. Our regular advisory clients receive continuous and regular management of their investments, including an annual financial check-up and portfolio review. The fee schedule is as follows:

ASSETS UNDER MANAGEMENT	ANNUAL FEE PERCENTAGE
Assets up to \$1 million	1.00%
\$1 million to \$5 million	0.75%
\$5 million to \$10 million	0.50%
\$10 million and higher	0.25%

The annual fee is computed as a percentage of the total value of the assets under management (based upon a formal valuation) at the beginning of each quarter. Our fees are negotiable.

Fees charged by 3Sisters Sustainable Management do not include any brokerage commissions, any fees and expenses charged by mutual funds or exchange traded funds, or any fees charged by 3Sisters Sustainable Management to the Funds. However, 3Sisters Sustainable Management credits against its management fees any fees charged the client by US Bank for assets held at US Bank. Mutual fund fees and expenses are described in each fund's prospectus. Fund fees will generally include a management fee, other fund expenses and a possible distribution fee. If a mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge. Clients could invest in a mutual fund directly, without the services of 3Sisters Sustainable Management. In that case, the client would not receive the services provided by 3Sisters Sustainable Management in determining which mutual funds are most appropriate to the client's financial condition and objectives. Accordingly, the client should review both the fees charged by mutual funds and the



fees charged by 3Sisters Sustainable Management to fully understand the total amount of fees to be paid and to thereby evaluate the advisory services being provided. The fees that 3Sisters Sustainable Management charges the Funds are disclosed below.

Financial Check-Up Services. Our Financial Check-Up/Investment Portfolio Review services are designed for clients who are not “qualified clients” as defined by SEC regulations. We provide these clients with one meeting per year to review their financial situation and objectives, and to adjust their portfolio if necessary. These services generally include the discretionary buying and/or selling of mutual funds or other publicly traded investments appropriate to the client’s risk profile and asset allocation. We charge Financial Check-Up/Investment Portfolio Review clients an annual fee of 0.50% of their assets under management, generally as of December 31st of each year. If the client requires additional services such as multiple meetings during a single calendar year, or further research, there will be an additional hourly fee charged at the rate of \$250 per hour. No additional billable work will be performed without the express consent of the client.

Fees charged by 3Sisters Sustainable Management do not include any brokerage commissions, any fees and expenses charged by mutual funds or exchange traded funds. Fund fees will generally include a management fee, other fund expenses and a possible distribution fee. If a mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge. Clients could invest in a mutual fund directly, without the services of 3Sisters Sustainable Management. In that case, the client would not receive the services provided by 3Sisters Sustainable Management in determining which mutual funds are most appropriate to the client's financial condition and objectives. Accordingly, the client should review both the fees charged by mutual funds and the fees charged by 3Sisters Sustainable Management to fully understand the total amount of fees to be paid and to thereby evaluate the advisory services being provided.

2. The Funds

The Funds compensate 3Sisters Sustainable Management in the form of management fees (the “Management Fee”) for rendering advisory services to each Fund.

The Management Fee assessed to the Scarab Funds is paid monthly in arrears based on the capital account balance of each Member as of the last business day of the preceding calendar month, including, for this purpose, such Member’s interest in all Side Pocket Investments. The Management Fee varies by Portfolio, and is set forth below:

INVESTMENT PORTFOLIO	ANNUAL FEE PERCENTAGE
Scarab Global All-Cap Fund	1.00%
Scarab Global Community Impact Fund	1.50%
Scarab Hedged Equity Fund	1.00%
Scarab Enhanced-Cash	0.50%
Scarab Green Real Asset Fund	1.00%



The Management Fee assessed to the SHIP Fund is 2% per annum, and is paid monthly to the extent there is adequate liquidity based on the capital account balance of each Member as of the last business day of the calendar month.

B. Billing Procedures

1. Investment Management Services

The advisory fees are billed quarterly based on the value of the assets at the end of each quarter regardless of performance. These fees are billed directly to the client after the completion of each quarter. These fees are not paid in advance by the client.

2. The Funds

The Management Fees are billed directly to the Funds on a monthly basis and are not paid in advance by the portfolios. These Management Fees are not billed to clients directly, however, they are indirectly borne by clients by virtue of the pro rata reduction of such client's assets invested in the portfolios.

C. Other Fees & Expenses

Investment Management Services: There may be additional costs associated with portfolio management. Clients may incur no-load, 12b-1 distribution fees, or certain deferred sales charges on previously purchased mutual funds. Accounts can also incur certain charges imposed by other third parties in connection with investments made through the account, including but not limited to, annual maintenance fees. There may be additional fees such as, brokerage, clearance, custody and administrative; however, these fees are exclusive of the advisory fees.

The Funds: The Funds shall pay for all ordinary operating and other expenses, including, but not limited to, investment-related expenses (such as brokerage commissions, clearing and settlement charges, custodial fees, interest expenses, expenses relating to consultants, brokers or other professionals or advisors who provide research, advice or due diligence services with regard to investments, appraisal fees and expenses and investment banking expenses); research costs and expenses (including fees for news, quotation and similar information and pricing services); legal expenses (including, without limitation, the costs of on-going legal advice and services, blue sky filings and all costs and expenses related to or incurred in connection with our Firm's compliance obligations under applicable federal and/or state securities and investment adviser laws arising out of its relationship to the Funds, as well as extraordinary legal expenses); accounting fees and audit expenses; administrative fees; tax preparation expenses and any applicable tax liabilities (including transfer taxes and withholding taxes); other governmental charges or fees payable by each Fund; director and officer and/or errors and omissions liability insurance premiums or fiduciary liability insurance premiums for directors, officers and personnel of our Firm; costs of printing and mailing reports and notices; and other similar expenses related to each Fund, as our Firm determines in its sole discretion. To the extent that expenses borne by a Fund are paid by our Firm, the Fund will reimburse our Firm for such expenses. There



may be additional fees or charges that result from the maintenance of a Member's participation including, but not limited to, fees associated with purchasing Interests via an IRA and Qualified Retirement Plan. Other fees are generally deducted from the capital account of each Member.

D. Refund Policy

An Investment Advisory Agreement may be canceled at any time, by either party, for any reason upon 30 days written notice. In the event of termination, fees are prorated from the date of last billing to the date of termination. Upon termination, fees paid in advance will be prorated to the date of termination specified in the notice of termination and any unearned portion thereof will be refunded to the client.

E. Other Compensation

3Sisters Sustainable Management does not accept compensation for the sale of securities or other investment products.

Item 6 PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Performance-Based Fees ("Performance Fees") are based on a share of the capital gains or capital appreciation of the assets of a client. Fees based on performance means 3Sisters Sustainable Management participates directly in the account's results. The Performance Fee may, indirectly, create an incentive for the Adviser to make investments on behalf of the Client that are riskier or more speculative than would be the case in the absence of such a fee.

3Sisters Sustainable Management does not assess Performance-Based Fees.

"Side-by-Side Management" refers to a situation in which the same Adviser manages accounts that are billed based on a percentage of assets under management ("Management Fee") and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because 3Sisters Sustainable Management has no performance-based fee account, it does not conduct side-by-side management.

Item 7 TYPES OF CLIENTS

3Sisters Sustainable Management provides investment advice to pooled investment vehicles and separate accounts used by high net worth families, trusts, endowments, plan sponsors and other investment advisors.



The minimum investment requirement is \$100,000 for the Funds, while the minimum for separate accounts is \$1 million.

Item 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES & RISK OF LOSS

A. Methods of Analysis

3Sisters Sustainable Management utilizes a variety of investment strategies including charting, fundamental, technical, and cyclical analyses. The main sources of information we use include but are not limited to financial newspapers and magazines, inspections of corporate activities, research material prepared by others, annual reports, prospectuses, and corporate filings with the SEC.

We employ fundamental analysis as our primary method for analyzing securities to achieve the investment objectives and goals of the Fund. Fundamental analysis consists of analyzing financial statements of companies, calculating financial ratios, and reviewing cyclical trends of industries in conjunction with other monetary policy indicators to assess the overall performance and profitability of companies. We may at times also employ technical analysis and charting to analyze securities.

B. Investment Strategies

3Sisters Sustainable Management is a registered investment advisor and fund incubator that synthesizes professional management with positive sustainable investments in all asset classes. Our unique approach begins with research and due diligence focusing on the most relevant long term solutions for our time. Each of our investment strategies can be used singly to fill out existing client portfolios or the strategies may be combined into one healthy ecosystem. With expertise in diverse asset classes, the firm serves wealth advisors, consultants, family offices, high-net worth individuals, charitable organizations and institutional investors.

At 3Sisters Sustainable Management, we have developed the building blocks for a strategic ecosystem of sustainable investments that works synergistically to sustain people, our planet and healthy profits. “Strategic” because each investment strategy can be weighted strategically to provide appropriate growth and financial security. “Ecosystem” because of the diverse assortment of synergistic investments both traditional and alternative. And “sustainable” because the research process focuses on global and local initiatives with products and services that provide positive impact.

3Sisters Sustainable Management invests in the securities of companies that demonstrate social and environmental responsibility. This falls into three general categories:

- Companies that directly contribute to a sustainable society by offering products or services that have a high positive social or environmental impact.
- Pioneers in corporate social responsibility. These organizations are purpose-driven and demonstrate their ability to balance profit generation, responsible environmental stewardship and positive social change.



- Organizations that are making significant efforts to follow in the footsteps of pioneers with meaningful commitments to social responsibility that span their operations and have tangible results.

3Sisters Sustainable Management's research process applies a "positive" approach to screening, using four principles (outlined below) derived from the natural step framework (<http://www.naturalstep.org/the-system-conditions>) which forms the foundation of our research process:

- Rather than extracting substances from below the earth's crust, give preference to products and services that recycle and reuse materials;
- Rather than creating synthetic compounds with unknown long term issues, give preference to natural processes and compounds;
- Rather than degrading the environment, give preference to solutions for cleaning up and enhancing the biosphere and life on earth;
- Most importantly, always look first at what are the key human needs of our time and find ways to resolve them sustainably and with respect for local cultures.

Using the natural step framework as the foundation, we have constructed leading goals/themes for a broad range of industries. Additionally we may consider different ideals for equities, fixed income and cash management. As there are no standardized metrics or independent scoring systems which track this, decisions about what companies to include in the portfolios are based on 3Sisters Sustainable Management's judgment on the meaningfulness of accomplishments, the severity of any company-related controversy and the quality of available information. This allows 3Sisters Sustainable Management to create, track and monitor best practices among the investees and to raise standards as more companies and institutions advance their commitments to sustainability and as the 3Sisters Sustainable Management team evolves its own internal understanding of the same.

The investment strategies of 3Sisters Sustainable Management consist of asset diversification. Our primary approach for client portfolios is recommending investment strategies based upon information relating to using diversified investment styles. Our general recommendations consist of diversifying assets over several different asset classes. This diversification process includes equities, mutual funds, bonds, and alternative investments of different companies in diverse industry sectors.



C. Risk of Loss

Notwithstanding the method of analysis or investment strategy employed by our firm, the assets within your portfolio are subject to risk of devaluation or loss. 3Sisters Sustainable Management wants you to be aware that there are many different events that can affect the value of your assets or portfolio including, but not limited to, changes in financial status of companies, market fluctuations, changes in exchange rates, trading suspensions and delays, economic reports, and natural disasters.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

Scarab Enhanced Cash Portfolio (“EC Portfolio”)

1. Interest rate risk is present in this strategy. Market interest rate rises may lead to a decrease in principal value.
2. Credit risk is present in this strategy. Investors rely on 3Sisters’ ability to carefully underwrite the direct loans that make up this strategy, which is based on our due diligence report including financials, business model, ability to repay the loans and social impact. However, even loans that satisfy our due diligence review may default and suffer a loss of principal.



3. The EC Portfolio is designed to have 60 day liquidity. If investors in this strategy choose to liquidate their positions simultaneously there may be inadequate liquidity to provide timely pay-outs.
4. While the EC Portfolio is small, its investments may be concentrated in a relatively small number of loans, thus presenting a risk that its loan portfolio is not fully diversified.

Scarab Global Community Impact Portfolio (“GCI Portfolio”)

1. Interest rate risk is present in this strategy. Market interest rate rises may lead to a decrease in principal value.
2. Credit risk is present in this strategy. Investors rely on 3Sisters’ ability to carefully underwrite the direct loans that make up this strategy. However, even loans that satisfy our due diligence review may default and suffer a loss of principal.
3. Loans in GCI Portfolio are held until maturity between 1 and 4 years. If investors in this strategy choose to liquidate their positions simultaneously there may be inadequate liquidity to provide timely pay-outs.
4. The Community Impact Strategy targets below market rate investments in order to maximize social impact. Investors should be clear that the returns in this strategy may be less than what is available in market rate investments.
5. While the GCI Portfolio is small, its investments may be concentrated in a relatively small number of loans, thus presenting a risk that its loan portfolio is not fully diversified.

Scarab Green Real Asset Portfolio (“GRA Portfolio”)

1. This strategy invests in other funds that in turn invest in real assets. Investments in this GRA Portfolio are expected to be held to maturity, and to realize maximum value over a long term which is 7 to 10 years on an average. Clients whose circumstances change may find complete illiquidity.
2. There is also risk of capital loss as most of these underlying investments depend on market conditions for pricing. Examples are timber and real estate.

Public Equity Strategies

1. All of the Equity Strategies are subject to market risk. Stock markets of the world rise and fall in value. The value of the investors’ positions will rise and fall with the markets.
2. All of the equity strategies are subject to selection risk. 3Sisters may invest in equities that do significantly worse than the underlying markets leading to a decline in value.
3. In the Scarab Global All-Cap Portfolio investors are subject to possible liquidity risk. Investment in micro-cap companies is often the same as investing in very thinly traded stocks. Should



redemptions require liquidation 3Sisters may not be able to sell these positions in an orderly manner. Risk of loss is increased.

4. The Scarab Hedged Equity Portfolio strategy involves the use of derivatives (options). Options involve more price volatility than traditional equity investments, and therefore the returns generated by this strategy may be more volatile than other strategies that we offer. These always involve time risk.

The Funds

There can be no assurance that Scarab Funds will achieve its investment objective or avoid substantial losses. An investor could lose all or a substantial amount of his or her investment. Notwithstanding the method of analysis or investment strategy employed by the Firm, the assets within each portfolio of Scarab Funds are subject to risk of devaluation or loss. An investor should not make an investment in Scarab Funds with the expectation of sheltering income or receiving cash distributions. An investment in each portfolio of Scarab Funds should form only part of a complete investment program, and an investor must be able to bear the loss of its entire investment. Investors are urged to consult with their personal advisers before investing in any portfolio of Scarab Funds.

3Sisters Sustainable Management believes that substantial returns can be achieved by investing in Scarab Funds; however, such investment involves a high degree of risk. Because risks are inherent in all the investments in which Scarab Funds engages, no assurances can be given that each Fund's investment objectives will be realized. 3Sisters Sustainable Management urges investors to review carefully the risk factors set forth in each Fund's Memorandum. Each Fund's Memorandum contains important information concerning risk factors and other material aspects of the Fund and must be read carefully before any decision whether to invest is made. The risk factors set forth in each Fund's Memorandum are those deemed by 3Sisters Sustainable Management to be the most significant.

D. Recommendation of Specific Types of Securities

3Sisters Sustainable Management provides sustainable investment management services across a variety of asset classes including US equities, international equities, fixed income, real assets and alternative investments including private equity and hedged equity.

3Sisters Sustainable Management's clients may be solicited to invest in pooled investment vehicles. Pooled investment vehicles are sophisticated investments designed for investors who have the knowledge and experience in financial matters to evaluate the merits and risks of such investments.

Item 9 DISCIPLINARY INFORMATION

The Firm is required to disclose whether there are legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Neither the Firm nor its employees have been convicted, found liable or barred from an investment-related activity by any civil



court, criminal court, or in any proceeding before the Securities and Exchange Commission, any state, federal or foreign regulatory agency, or any self-regulatory organization proceeding (a) for violating any investment-related statute, rule or order, or (b) for fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion, nor are they a named subject in any pending criminal proceeding involving an investment-related business.

Item 10 OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATION

A. Financial Industry Activities

3Sisters Sustainable Management is not a registered broker dealer and does not have an application pending to register as a broker dealer. Furthermore, none of 3Sisters Sustainable Management's management or supervised persons are registered as representatives or have applications pending to register as representatives of a broker dealer.

B. Financial Industry Affiliations

3Sisters Sustainable Management is not a registered Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor and does not have an application pending to register as such. Furthermore, none of 3Sisters Sustainable Management's management or supervised persons are registered as, or have applications pending to register as, an associated person of the foregoing entities.

C. Other Material Relationships

3Sisters Sustainable Management does not have any other arrangements that are material to its advisory or its clients with a related person who is a broker dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

D. Other Investment Advisers

3Sisters Sustainable Management does not currently have any other arrangements that are material to its advisory or its clients with other investment advisers. We may in the future pay referral fees to persons who refer advisory clients to us. Any such referral fee will typically be a percentage of the advisory fee that we receive from assets that we manage for the referred client. The portion of the advisory fee that we pay to a referring party will not increase the total advisory fee paid by the client, and will be paid with all disclosures required by SEC Rule 206(4)-3.



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

A. Code of Ethics

All employees of 3Sisters Sustainable Management must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, 3Sisters Sustainable Management has determined to adopt a Code of Ethics to specify and prohibit certain types of transactions deemed to create conflicts of interest (or at least the potential for or the appearance of such a conflict), and to establish reporting requirements and enforcement procedures relating to personal trading by 3Sisters Sustainable Management personnel. 3Sisters Sustainable Management's Code of Ethics, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

B. Participation or Interest in Client Transactions

3Sisters Sustainable Management recommends the purchase and sale of interests in Scarab Funds to clients. 3Sisters Sustainable Management is also the Manager and investment manager of Scarab Funds. As noted in Item 5, 3Sisters Sustainable Management earns a Management Fee for providing advisory services to Scarab Funds, which Management Fee varies by portfolio.

C. Proprietary/Simultaneous Trading

At times, we at 3Sisters Sustainable Management may buy or sell securities for our own accounts that we have also recommended to clients. Our firm will not intentionally favor a proprietary account over a client account, nor will it knowingly permit a proprietary account to trade ahead of a client account. 3Sisters Sustainable Management will always document any transactions that could be construed as a conflict of interest. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, we will monitor our proprietary and personal trading reports for adherence to our Code of Ethics.

From time to time, representatives ("related persons") of 3Sisters Sustainable Management may buy or sell securities for themselves at or around the same time as clients. In any instance where similar securities are being bought or sold, we will uphold our fiduciary duty by always transacting on behalf of our client before transacting for our own benefit.

It is the policy of 3Sisters Sustainable Management that related persons must avoid security transactions and activities for their own accounts which might conflict with or be detrimental to the interest of the client. To the extent that related persons are aware of trades in individual issues being considered, recommended, or traded for client accounts, the related persons will make every effort to trade in their own account after trades are executed for the client accounts. However, at no time is the related person trades expected to be of such volume as to affect the price of an individual issue.



Item 12 BROKERAGE PRACTICES

A. Selection and Recommendation

3Sisters Sustainable Management will recommend broker dealers to clients. Where 3Sisters Sustainable Management has discretion with respect to broker dealer selection, 3Sisters Sustainable Management will seek “best execution” for each trade, which is a combination of price, quality of execution and other factors. In making brokerage suggestions, 3Sisters Sustainable Management will consider a number of factors, including, without limitation: 1) clearance and settlement capabilities; 2) quality of confirmations and account statements; 3) the ability of the broker dealer to settle the trade promptly and accurately; 4) the financial standing, reputation and integrity of the broker dealer; 5) the broker dealer’s access to markets, research capabilities, market knowledge, and any “value added” characteristics; 6) 3Sisters Sustainable Management’s past experience with the broker dealer; 7) 3Sisters Sustainable Management’s past experience with similar trades; and 8) any other factors. Recognizing the value of these factors, clients may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction.

We are advisory platform participants of Charles Schwab & Co., Inc. (“Schwab”) and US Bank, whereby custodial and brokerage services are provided to our firm. This custodian was chosen based on their relatively low transaction fees, client services, back-office support, and product selections.

B. Soft Dollar Benefits

3Sisters Sustainable Management will comply with the “safe harbor” of Section 28(e) of the Securities Exchange Act of 1934, as amended regarding “soft dollar” arrangements. Under “soft dollar” arrangements, one or more of the brokerage firms would provide or pay the costs of certain services, equipment or other items for the benefit of 3Sisters Sustainable Management or one or more of their affiliates in consideration of allocating to the broker firm securities transactions (with resulting commission income) made on behalf of 3Sisters Sustainable Management’s clients on both an agency and net basis. Although these soft dollar arrangements may benefit clients and 3Sisters Sustainable Management by reducing its expenses, the amount of the Management Fees payable to 3Sisters Sustainable Management will not be reduced. 3Sisters Sustainable Management believes, however, that to the extent it makes allocations of brokerage business with soft dollar arrangements, these would generally enhance 3Sisters Sustainable Management’s ability to obtain research, optimal execution, and other benefits to clients.

3Sisters Sustainable Management may generate “soft dollars” with respect to the each Fund’s trades, and if it does so, 3Sisters Sustainable Management intends to comply with the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended. Under “soft dollar” arrangements, the brokerage firms would provide or pay the costs of certain services, equipment or other items for the benefit of the Fund, 3Sisters Sustainable Management, or one or more of their affiliates in consideration of the allocation to the firm of brokerage transactions (with resulting commission income) made on behalf of the Fund on both an agency and net basis. Services that may be furnished or paid for by brokers or dealers may include, without limitation (in addition to the research products and services described below) special execution capabilities, clearance,



settlement, net pricing, online pricing, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, performance measurement data, consultations, financial strength and stability, efficiency of execution and error resolution, availability of stocks to borrow for short sales, custody, recordkeeping and similar services. Although these soft dollar arrangements may benefit the Fund and 3Sisters Sustainable Management by reducing their respective expenses, the amount of the Management Fees payable to 3Sisters Sustainable Management will not be reduced.

Because such services could be considered to benefit 3Sisters Sustainable Management and its affiliates, and the “soft dollars” used to acquire them are the assets of the Fund, 3Sisters Sustainable Management could be considered to have a conflict of interest in allocating brokerage business on behalf of the Fund. Nonetheless, 3Sisters Sustainable Management believes that to the extent it makes allocations to brokerage business with soft dollar arrangements, this would generally enhance the ability to obtain research, optimal execution and other benefits on behalf of the Fund. The Fund will not necessarily benefit from all such soft dollar services. 3Sisters Sustainable Management may also derive substantial benefits from these services, particularly to the extent that 3Sisters Sustainable Management uses soft dollars to pay for expenses it would otherwise be required to pay itself. Furthermore, because the extent of the products and services provided by these brokers will be based largely on the volume of commissions generated by the Fund’s trading activities, these soft dollar arrangements may create an incentive for 3Sisters Sustainable Management to increase the volume of the Fund’s trading activities.

C. Brokerage For Client Referrals

When selecting or recommending broker dealers to clients, 3Sisters Sustainable Management does not consider whether it receives client referrals from a broker dealer or third party.

D. Directed Brokerage

Clients may direct 3Sisters Sustainable Management to use a particular broker for custodial or transaction services on behalf of the client’s portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or other account fees, obtain less favorable execution, or the designation limits the investment options available to the client. The arrangements that 3Sisters Sustainable Management have with Schwab and US Bank are designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative broker dealers are used. While every effort is made to treat every client equally, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades and otherwise effectively managing the account(s).

E. Order Aggregation



3Sisters Sustainable Management may, at times, aggregate buy and sell orders of securities for the purpose of obtaining the best pricing averages and minimizing trading costs. This practice is reasonably likely to result in administrative convenience to 3Sisters Sustainable Management. Clients also benefit with better purchase or sell execution prices, lower commission expenses or beneficial timing of transactions or a combination of these and other factors. Our policies and procedures mandate aggregating multiple orders. Aggregate orders will be allocated to accounts in a systematic non-preferential manner.

Item 13 REVIEW OF ACCOUNTS

A. Periodic Reviews

3Sisters Sustainable Management's criterion for reviewing client accounts is as follows:

Client accounts are reviewed quarterly. In each review, the performance of the portfolio is compared with the client's goals and risk tolerance. Any recommendations developed from the review with respect to rebalancing in order to maintain suitability and risk tolerance are communicated to the client by email, phone or in person. The investment consultant for the client and/or the Managing Member of 3Sisters Sustainable Management, Benjamin Bingham, will meet with each client at least annually to review the client's investment goals, changes in the client's financial situation, account performance and any re-balancing recommendations.

3Sisters Sustainable Management reviews Scarab Fund's investment program, including current holdings, on a continual basis. The Firm reviews Scarab Fund's investment program to analyze rates of return, allocation of assets and to verify that the Fund's portfolio is consistent with its investment objective.

SHIP Fund holds only illiquid investments, and its investment objective is to provide guidance and advice to to management of each investment to enable the investment to become profitable and achieve a liquidity event. SHIP Fund will not reinvest any funds received as a result of a liquidity event by an investment, but instead will distribute such proceeds to its members. 3Sisters Sustainable Management continually reviews each of the investments held by SHIP Fund.

Benjamin Bingham conducts such reviews.

B. Intermittent Review Factors

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or by changes in your financial status (such as retirement, termination of employment, relocation, or inheritance).

C. Client Reports

Clients shall receive a report on their account from 3Sisters Sustainable Management at least on a quarterly basis setting forth details of their account, including, but not limited to account performance and activity within the account.



Clients will receive account statements from the Custodian (Schwab or US Bank as the case may be) according to the terms of the contract with the Custodian. Clients with 401(B) accounts receive quarterly statements from the custodian. The statements include a description of the assets held, the value of the assets as of the end of the period, the change in the value of the assets during the period and transactions during the period.

Item 14 CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Advisory Services Rendered

3Sisters Sustainable Management does not receive and does not have any arrangement to receive economic benefits (such as sales awards or other prizes) from any non-client as a result of providing investment advice or other advisory services to clients.

B. Compensation for Client Referrals

Neither the Firm nor any of its related persons pay any compensation directly or indirectly to any person who is not a supervised person for client referrals.

Item 15 CUSTODY

A. Custodian of Assets

3Sisters Sustainable Management does not have direct custody of any client funds or securities. Our firm has indirect custody of your funds and securities, also sometimes referred to herein as your portfolio assets, by virtue of our discretionary authority over your account. Currently, custody of any Scarab Funds assets that are publicly traded securities is at JP Morgan Chase, and any other Scarab Funds assets are at US Bank.

3Sisters Sustainable Management has custody of the Funds' portfolio assets because it has the ability to deduct advisory fees payable to it, and has a general power of attorney over the Funds' accounts. Additionally, as the manager of the Funds, it has custody of the Fund's portfolio assets (funds and securities). The physical assets of each Fund, however, are held at each Fund's qualified custodian.

B. Account Statements

Although we are your adviser, you will also receive statements from any institution at which assets are held on your behalf, such as US Bank or Schwab, in addition to the statements that we provide. When you receive these statements, please review them carefully. Please compare asset values, holdings, and fees on your statement to the comparable statement that you received in the prior period.

On a quarterly basis, we will provide Members in the Funds with unaudited performance reports and other pertinent information regarding each Fund's performance.



Item 16 INVESTMENT DISCRETION

It is 3Sisters Sustainable Management's customary procedure to have full discretionary authority in order to supervise and direct the investments of your accounts. You grant this authority upon execution of our Investment Management Agreement. This authority is for the purpose of making and implementing investment decisions, without your prior consultation. All investment decisions are made in accordance with your stated investment objectives. You may inform our firm of restrictions that you would like to impose regarding investment strategies or types of securities transactions within your account(s). While maintaining discretion, clients are contacted should there be changes in strategy. In addition clients may request consideration of potential changes and their views will be considered and we will use our best effort to inform clients of what is in their best interest. Inside pooled funds, 3Sisters Sustainable Management has complete discretion once the subscription documents have been signed by the client. Separately managed accounts will be managed with discretion.

3Sisters Sustainable Management is not limited in its authority to purchase securities for Scarab Funds. Our Firm has full discretion and authority to make all investment decisions with respect to the types of securities to be bought or sold or the amount of securities to be bought or sold for the Scarab Funds.

Item 17 VOTING CLIENT SECURITIES

3Sisters Sustainable Management has a proxy voting policy in which proxy votes will be submitted based on the principles followed in our research process including social, environmental and financial considerations. Clients cannot direct our vote. Clients may obtain a copy of our proxy voting policy upon request. Clients may also request a copy of historical voting.

With respect to the Funds: 3Sisters Sustainable Management will exercise all rights, powers and privileges of ownership in all Fund property, including the right to vote, give assent, execute, and deliver proxies, and each Fund's proxy voting policies override the undersigned's proxy voting policies. Fund investors are required to adopt the voting policies of the Fund for purposes of their investments in the Fund.

Item 18 FINANCIAL INFORMATION

A. Balance Sheet Requirement

3Sisters Sustainable Management does not require or solicit prepayment of more than \$500 in advisory fees per client, six months or more in advance; therefore, 3Sisters Sustainable Management is not required to include a balance sheet herein.



B. Discretionary Authority

3Sisters Sustainable Management has discretionary authority to manage client assets and by client's written authority, has the ability to deduct advisory fees payable to it. As noted in Item 15, 3Sisters Sustainable Management has indirect custody of client assets because of its ability to deduct advisory fees payable to it.

The firm does not have any financial impairment that will preclude it from meeting contractual commitments to clients.

C. Bankruptcy Petition

The Firm has not been the subject of a bankruptcy petition at any time during the last 10 years.

Item 19 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

A. Firm Management

3Sisters Sustainable Management has one managing principal, George Benjamin Bingham. Mr. Bingham is also the investment adviser representative of 3Sisters Sustainable Management. George Benjamin Bingham's education and business background can be found in the attached Brochure Supplement (Part 2B of Form ADV).

B. Other Business Activities

3Sisters Sustainable Management is not engaged in any other business other than giving investment advice.

C. Performance-Based Fees

3Sisters Sustainable Management does not assess performance based fees. Additionally, supervised persons of our firm do not receive performance-based compensation.

D. Disciplinary Disclosure Reporting

1. Arbitration Claims

None. Neither the Firm nor its management persons have been found liable in any arbitration claim alleging damages in excess of \$2,500 involving an investment or investment-related business or activity, fraud, false statements or omissions, theft, embezzlement or other wrongful taking of property, bribery, forgery counterfeiting or extortion or dishonest, unfair or unethical practices.

2. Civil Litigation, Self-Regulatory Organization Proceeding or Administrative Action

None. Neither the Firm nor its management persons have been found liable in any civil, self-regulatory organization, or administrative proceeding involving an investment or investment related business or activity, fraud, false statements or omissions, theft embezzlement or other wrongful taking of property bribery, forgery, counterfeiting, or extortion or dishonest, unfair or unethical practices.



E. Relationships or Arrangements with Securities Issuers

Neither. 3Sisters Sustainable Management nor its management persons have any relationship or arrangement with any issuer of securities.



PRIVACY POLICY

3Sisters Sustainable Management does not disclose nonpublic personal information about its clients or former clients to any persons other than as described below. 3Sisters Sustainable Management collects information about its clients (such a name, address, social security number, assets and income) from discussions with clients, from documents that clients may deliver to 3Sisters Sustainable Management (such as account applications) and in the course of providing services. In order to service its client accounts and effect client transactions, 3Sisters Sustainable Management may provide client personal information to its affiliates and to firms that assist it in servicing client accounts and which have a need for such information. 3Sisters Sustainable Management does not otherwise provide information about its clients to outside firms, organizations or individuals except as required by law. Any party that receives this information will use it only for the services and as allowed by applicable law or regulations, and is not permitted to share or use this information for any other purpose.



Part 2B of Form ADV

Brochure Supplement

GEORGE BENJAMIN BINGHAM

3Sisters Sustainable Management, LLC

1700 Sansom Street, 12th Floor

Philadelphia, PA 19103

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Email: bingham@3sistersinvest.com

www.3sistersinvest.com

This brochure supplement provides information about Benjamin Bingham that supplements the 3Sisters Sustainable Management, LLC's brochure. You should have received a copy of that brochure. Please contact Benjamin Bingham, Chief Compliance Officer, at (215) 525-4857 if you did not receive our Firm's brochure or if you have any questions about the content of these attached supplements.

Additional information about Benjamin Bingham is available on the SEC's website at www.adviserinfo.sec.gov

October 31, 2012



Item 2 Education and Business Experience

A. General Requirements

Generally, 3Sisters Sustainable Management, LLC (“3Sisters Sustainable Management”) requires employees to have relevant working experience in the securities industry. Any employee of 3Sisters Sustainable Management acting in a representative capacity will be appropriately licensed and registered as such.

B. Educational Background and Business Experience

George Benjamin “Ben” Bingham

Managing Member/Chief Compliance Officer/Investment Adviser Representative

CRD No: 4284995

Year of Birth: 1950

Mr. Bingham is the Chief Investment Officer and founder of the company after many years at Legg Mason, Citigroup/Smith Barney, Benchmark Asset Managers and 3 Sisters Sustainable Investments, LLC, where he developed a unique portfolio management strategy for socially conscious investors. He began by advising a network of social entrepreneurs and philanthropists who were dissatisfied with the lack of imagination and direct positive impact found in mutual funds or screened portfolios. Changing the emphasis to positive screening, Mr. Bingham has found it beneficial, financially, socially and environmentally to look for companies that, by their numbers seem to be undervalued by the market, not followed by Wall Street, and with positive stories that meet current problems with long term solutions.

Mr. Bingham is a Fellow of Economists for Peace and Security (EPS). He is a member of the Investor’s Circle and the Social Venture Network, and, as a social entrepreneur/investor/money manager, draws on broad experience from hands on management experience at two technology start-ups, one in biological healthcare, and the other a global workflow solution provider.

Mr. Bingham is a Certified Financial Planner (CFP)*, with a background in philanthropy. In the seventies and early eighties he was a founder of a mixed use residential community with special needs students and apprentices, raising approximately \$1M to fund a start-up furniture production and housing. His understanding for the ecology of how things work was also schooled by 10 years of work as a trained bio-dynamic farmer in the 70’s and 36 years of marriage, with five grown children and four granddaughters. His training in Gestalt Psychology may also help in understanding the psychology of the market! He attended Groton School, Yale University and Emerson College in England. He is working on two books and writes regularly for New View magazine in the UK.

*The Certified Financial Planner (“CFP”) is a professional certification conferred by the CFP Board. Designed for financial analysts, the CFP Certification is a graduate-level program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass the CFP Certification Examination which covers areas such as accounting, economics, portfolio management, security



analysis, and ethics. Candidates for the CFP certification must meet the minimum investment or finance professional experience requirements and hold at least a bachelor's degree from an accredited college or university.

Item 3 Disciplinary Information

The Firm is required to disclose whether there are legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Benjamin Bingham has not been convicted, found liable or barred from an investment-related activity by any civil court, criminal court, or in any proceeding before the Securities and Exchange Commission, any state, federal or foreign regulatory agency, or any self-regulatory organization proceeding (a) for violating any investment-related statute, rule or order, or (b) for fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion, nor is he a named subject in any pending criminal proceeding involving an investment-related business.

Item 4 Other Business Activities

Ben Bingham is not actively engaged in any other investment-related and non-investment related businesses or occupations.

Item 5 Additional Compensation

Ben Bingham does not receive any economic benefit from any third party for providing investment advisory services.

Item 6 Supervision

The Firm has and provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The Firm's Chief Compliance Officer, Ben Bingham, is primarily responsible for implementation of the Registrant's policies and procedures. Should an employee or investment adviser representative of the Registrant have any questions regarding the applicability/relevance of the *Act*, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Mr. Bingham can be reached at (215)523-4857.



Item 7 Requirements for State-Registered Advisers

A.1 Arbitration Claims

Ben Bingham has not been found liable in any arbitration claim alleging damages in excess of \$2,500 involving an investment or investment-related business or activity, fraud, false statements, or omissions, theft, embezzlement or other wrongful taking of property, bribery, forgery, counterfeiting or extortion, or dishonest, unfair or unethical practices.

A.2 Self-Regulatory Organization or Administrative Proceedings

Ben Bingham has not been found liable in any civil, self-regulatory organization or administrative proceeding involving an investment or investment related business or activity, fraud, false statements or omissions, theft embezzlement or other wrongful taking of property bribery, forgery, counterfeiting, or extortion; or dishonest, unfair or unethical practices.

B. Bankruptcy Petitions

Ben Bingham has not been the subject of a bankruptcy petition at any time during the last 10 years.

