

***PART 2A OF FORM ADV: FIRM BROCHURE***

Hillswick Asset Management, LLC

600 Summer Street, Suite 203

Stamford, CT 06901

Website Address: [www.hillswickasset.com](http://www.hillswickasset.com)

Ms. Kathy Mienko, Chief Compliance Officer

Telephone: (203) 425-1442

Facsimile: (203) 425-1432

[kathy.mienko@hillswickasset.com](mailto:kathy.mienko@hillswickasset.com)

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This brochure provides information about the qualifications and business practices of Hillswick Asset Management, LLC (hereinafter "Hillswick" or "firm" or "we"). If you have any questions about the contents of this brochure, please contact us at (203) 425-1420 or at [kathy.mienko@hillswickasset.com](mailto:kathy.mienko@hillswickasset.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 Hillswick Asset Management, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Hillswick is 131468.

There were no material changes to this document since we last updated it on March 21, 2013.

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**ABOUT OUR ADVISORY FIRM**

Hillswick Asset Management, LLC is a fee-based, \*SEC-registered investment adviser with offices located in Stamford, Connecticut. Our firm is organized as a limited liability company registered in the State of Delaware. We have been in business since 1987, when we were originally established as ABB Investment Management. In 1998, we were acquired by and became SEB Asset Management America, Inc. Finally, in 2004, we became Hillswick Asset Management, LLC as a result of the senior management buyout of the Fixed Income business. We manage client funds held in separately-managed-accounts or invested in our private fund, or both.

*\*Registration does not imply a certain level of skill or training*

**PRINCIPAL OWNERS**

We are 100% management owned by the four partners. Our principal owner is Mr. Anders Ekernas, who has been the Chief Investment Officer of our firm since inception in 1987.

**ADVISORY SERVICES WE OFFER**

Our firm offers portfolio management services to institutions and high-net-worth individuals. We specialize in the following Fixed Income products: Short, Intermediate, Core, and Long duration. We also serve as the Manager and General Partner of a pooled investment vehicle, The Hillswick Macro Strategy Fund, established as a Delaware Statutory Trust with Bank of New York Mellon as Trustee and Custodian, investing in Exchange Traded Funds representing sectors of the S&P 500 Index. Since-October 2011 we also offer a balanced product, which comprises of a tactical asset weighted blend of investments from our Core Fixed Income and Equity (ETF) strategies. Our investment advice is limited to these types of investment strategies.

In addition to investment advisory services, we may provide, for a fee and to a limited number of clients, investment advice/consultation, which does not include asset management services.

We are a macro-driven top-down manager, seeking to add value by opportunistically adopting portfolio postures that may differ from the benchmark index while operating within the parameters defined by the client's investment guidelines. We construct and implement strategies based on yield curve posture, overall portfolio duration, sector weights, etc. in reflection of our macro-based analysis of the attractiveness of current risk premiums and our expectations of changes in such risk premiums over the next twelve-month period.

Our investment objective is to maximize the medium to long term total return while incurring a modest amount of risk, typically with a mandate allowing us to adjust overall duration within + or – 40% band around the benchmark index, along with an amount of credit or structure risk equal to or smaller than that embedded in the benchmark index. For Fixed Income assignments, we invest exclusively within the U.S. investment grade Fixed Income universe. We believe that credit and structure risks should be taken selectively and opportunistically, when investor risk aversion is sufficiently great enough to make the risk premiums attractive.

In the equity market sector selection strategy, we seek to add value by applying our top-down, macroeconomic expertise to the active management of the exposures of individual sectors within the S&P 500 Index. The sector selection strategy is a long-only equity strategy which specifically seeks to outperform the S&P 500 Index. We use equity exchange traded funds to establish index exposures, which are then adjusted by sector to be overweight or underweight versus the S&P 500 Index. By applying the same opportunistic and value-driven, top-down methodology that we have successfully used in the construction of Fixed Income portfolios, we expect to be able, over time, to generate meaningful excess returns versus the S&P 500 Index.

#### **TAILORING ADVISORY SERVICES TO THE INDIVIDUAL NEEDS OF THE CLIENTS**

Through personal discussions and/or the completion of investment questionnaires, we will build a thorough understanding of each client's investment objectives and risk tolerances. Each client defines his/her portfolio's benchmark index and target duration as well as investment guidelines (permissible instruments and sectors, minimum credit criteria, maximum size of positions etc.). We will manage each client's account based on such criteria.

At least annually, we will contact or meet with the client to review the portfolio, to determine whether there have been any changes in the client's financial situation or investment objectives and to ascertain whether the client wishes to impose additional investment restrictions or modify existing restrictions. On a quarterly basis, we will contact the client in writing and ask if there have been changes in the client's financial situation or investment objectives and whether the client wishes to impose additional investment restrictions or modify existing restrictions. We are always available to discuss with clients their accounts and individual circumstances.

#### **PARTICIPATION IN WRAP FEE PROGRAMS**

As an institutional investment manager, we provide investment management services to a few municipal pension fund clients through Private Network Program and Masters Program sponsored by Wells Fargo Advisors. We are also an approved manager in Wells Fargo Advisors' Diversified Managed Allocations (DMA) Program.

In such programs, our investment services are made available to clients subject to account minimums specified in the program's brochure. The program sponsor or an independent financial advisor will work with the client to complete an investment questionnaire and recommend our investment products (as described above). When the client selects us as their portfolio manager through the wrap-fee program, we may ask the client to complete additional documents, similar to what is required of our non-wrap fee clients. We will manage such client portfolios according to the strategy selected by the client and subject to reasonable client restrictions.

In order for us to obtain best execution of trades for clients participating in wrap programs, we will reserve the right to execute transactions away from the sponsoring broker in order to provide the client with the benefit of best price execution and trade aggregation.

If we are unable to secure the right to use broker/dealer of our own choice to so as to aggregate a wrap-fee account with our other client accounts, our policy is to execute securities transactions for such wrap-fee clients after we have completed all non-wrap/non-directed brokerage orders. Because wrap fee-accounts would not

benefit from the advantages of trade aggregation with our other accounts, their returns may lag behind clients who do not impose similar restrictions.

Wrap accounts are not used to generate any soft dollar benefit for Hillswick.

We do not have special fee arrangements for wrap-fee clients. We typically invoice the client or the program sponsor in arrears (as directed to do so by the client or the program sponsor) for our management fee.

In Wells Fargo Advisors Masters Program, we are unable to invoice the client and are required to adhere to the billing procedures of the program sponsor. In such cases, the fee calculation and payment is controlled by the program sponsor. The fees are debited by Wells Fargo Advisors quarterly in advance from the client's account.

The wrap fee collected by a sponsor includes Hillswick's advisory fee, the sponsors' fee (which may be shared with an independent referring party), the client's portfolio transactions without commission charge (subject to any restrictions) and custodial services for the client's assets. Certain additional costs may be charged by the wrap-fee sponsor. For a complete description of the fee arrangement, including billing practices and account termination provisions, clients should review the respective sponsors' wrap fee brochure.

The client should consider that, depending upon the level of the wrap fee charged by the broker dealer, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services, if they were to be provided separately. It is the clients' responsibility and not ours, to ascertain on an initial and ongoing basis whether or not this arrangement is economically advantageous to the client.

#### **ASSETS UNDER MANAGEMENT:**

Discretionary assets under our management as of February 28, 2014 amounted to \$1,253,410,353.55.

As of February 28, 2014 we had \$478,981.36 in non-discretionary assets under our management.

**FEE SCHEDULE**

Hillswick charges a management fee for portfolio management services. We offer both asset-based and performance-based fee structures. Performance based fees are available to eligible clients only. Additional information about performance-based fees is provided in item 5 of this brochure.

We offer the following two types of fee structures for our *Fixed Income Portfolios*:

*Option 1: Asset-based tiered fee structure*

<u>Account size</u>	<u>Annual Fee (%)</u>
First \$10 million	0.40%
Next \$15 million	0.30%
Next \$25 million	0.25%
Next \$50 million	0.20%
Above \$100 million	0.15%

*Option 2: Performance-based fee structure*

Performance-based fees include a negotiated asset-based fee plus a negotiated percentage of the excess return generated by the portfolio (before management fees) each calendar year over and above the benchmark agreed to with the client (with interest/dividends reinvested).

We offer the following two types of fee structures for *Hillswick Macro Strategy Fund or ETF Strategy Portfolios*:

*Option 1: Asset-based flat fee structure*

<u>Account size</u>	<u>Annual Fee (%)</u>
Any	0.50%

*Option 2: Performance-based fee structure*

<u>Account size</u>	<u>Annual Fee (%)</u>
Any	0.35%

**PLUS**

15% of the excess return generated by the portfolio (before management fees) each calendar year over and above the S&P 500 Index (with dividends reinvested).

We may impose a minimum annual management fee for accounts below our set minimum account size.

Certain legacy clients may have fee arrangements which are governed by fee schedules different from those listed below.

Depending on specific circumstances, our management fees may be negotiable.

## PAYMENT OF THE MANAGEMENT FEES

The specific manner in which fees are charged by us is established in writing in our agreements with clients. We invoice our clients for our management fees on a quarterly basis in arrears. Our management fees are typically calculated based upon the value (market value or fair market value in the absence of market value) of the client's account at the end of the previous quarter.

Clients are able to instruct us where and to whom the management fee invoice should be issued: the client, the consultant, the custodian, or another party.

With the exception of investors in the Hillswick Macro Strategy Fund, we do not, nor do we have the authority to, deduct our management fees out of our client's accounts. Investors in Hillswick Macro Strategy Fund may choose if they want us to invoice them or to debit their participant account for the management fee. In the latter case we will still provide the investor with a copy of the quarterly management fee invoice.

Hillswick's partners may invest in the Hillswick Macro Strategy Fund, in which case management fees may be waived for these investors.

### Management fee proration for asset additions/withdrawals during the billing period:

Unless otherwise contractually agreed upon with the client, we will prorate our management fee for any single contribution or withdrawal as specified below, based on the number of days in the billing period the funds remained in the portfolio.

- Client Deposit amounting to 10% or more of the portfolio's value and occurring in the last month of the billing period.
- Client Withdrawal amounting to 25% or more of the portfolio's value and occurring in the last month of the billing period.

### Account terminations:

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice, or any other period mutually agreed upon between the parties and as specified in an advisory agreement.

Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Terminating clients who had elected to pay a performance-based management fee will be charged this incentive fee based on the performance of the account for the measuring period, from the date on which the incentive fee was last assessed to the termination date.

As discussed in "Participation in Wrap Fee Programs" section on page 5 and 6 of this document, Wells Fargo Advisors as the plan sponsor to the Masters Program requires that we adhere to their fee payment procedures which are different than our own. Specifically, in this program the quarterly sponsor fee, which includes Hillswick's management fee, is calculated and debited in advance with no intra-quarter fee adjustments for subsequent client additions, withdrawals or account terminations.



## OTHER FEES AND EXPENSES

In addition to our management fee, clients will typically incur other fees related to their portfolios. These fees may include, but are not limited to:

### Bank custody and transaction fees:

Clients are responsible for the fees and expenses charged by their custodians for custody and safekeeping of their assets and for per transaction costs. These fees are negotiated, independently of Hillswick, directly between the custodian bank and the client. Depending upon the fee arrangement between the client and the custodian bank, some or all of these fees may be invoiced, debited by the custodian bank out of the account managed by Hillswick or from another client's account of the client.

### Brokerage expenses:

Clients are responsible for the fees and expenses charged by broker dealers. These may include transaction charges (commissions) which Hillswick may arrange for the execution of transaction. Brokerage expenses are typically included in the net settlement account of each security transaction and, therefore, are paid directly out of the client account under our management. Item 12 of this brochure discusses our process of selecting brokers for client transactions.

### Mutual Fund fees:

While we do not anticipate that mutual funds will be included in clients' portfolios, money market mutual funds may be used to 'sweep' unused cash balances until they can be appropriately invested. These instruments are typically selected by the clients with their custodian banks. The client's custodian will invest any cash balance in a client's account pursuant to an automatic cash investment program. Clients should recognize that all fees paid to Hillswick for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each Fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee.

### Hillswick Macro Strategy Fund fees:

Investors in Hillswick Macro Strategy Fund are responsible for payment of accounting fees such as financial audit, financial statement and tax returns preparation, as well as custodian bank fees for valuation and accounting. These fees are currently paid by the Fund and thus reduce the overall value of the Fund. Investors are requested to refer to the Fund's documents for complete fee information.

## PAYING MANAGEMENT FEES IN ADVANCE

We do not accept management fees paid in advance and we do not bill clients for management fees in advance.

As discussed above, certain wrap fee plan sponsors may have different fee paying arrangements with clients and may charge the client an overall plan fee, which may include Hillswick's management fee, in advance.

## COMPENSATION FOR SALE OF SECURITIES OR OTHER PRODUCTS

Other than our management fees, we do not receive any fees from any mutual funds, investment managers, custodians, broker dealers, underwriters or sponsors of securities.

**ABOUT PERFORMANCE-BASED FEES**

As we disclosed in Item 5 of this Brochure, our firm accepts performance-based fees from certain clients and investors in Hillswick Macro Strategy Fund. Performance-based fees are based on a share of the incremental total return of the portfolio relative to the total return generated by the account's benchmark index.

To qualify for a performance-based fee arrangement, a client must either demonstrate a net worth of at least \$2,000,000 or must have at least \$1,000,000 under management immediately after entering into a management agreement with us.

Performance-based allocations are calculated and made annually (or at the time of certain withdrawals or redemptions). If the incremental return in any calendar year were to be negative (i.e. the total return on the client's account does not reach the return of the agreed upon benchmark index), no incentive fee shall be payable to Hillswick for any subsequent year until such time as the accumulated incremental return (measured in US dollars) since the account inception date or since the date at which an incentive fee was last earned (whichever is later) is positive.

PERFORMANCE-BASED FEES WILL ONLY BE CHARGED IN ACCORDANCE WITH THE PROVISIONS OF REG. 205-3 OF THE INVESTMENT ADVISERS ACT OF 1940 AND/OR APPLICABLE STATE REGULATIONS. THE FEES WILL NOT BE OFFERED TO ANY CLIENT RESIDING IN A STATE IN WHICH SUCH FEES ARE PROHIBITED.

**PERFORMANCE-BASED FEES AND OUR POOLED INVESTMENT VEHICLE**

Although we offer performance-based fees to investors in our pooled investment vehicle, The Hillswick Macro Strategy Fund, we do not expect material risks to arise from this arrangement, as we currently do not have any separately managed accounts sharing the Fund's investment guidelines and/or strategy. Furthermore, all investors in the Fund, irrespective of whether they are charged performance-based fees or asset-based fees, receive the same benefit from the securities transactions we execute for the Fund.

Certain Partners at Hillswick serve as portfolio managers of this Fund and all partners are themselves limited partners of the Fund. Management fees and performance-based allocations may be reduced, waived or calculated differently with respect to certain investors in the Hillswick Macro Strategy Fund.

**CONFLICT OF INTEREST DUE TO PERFORMANCE-BASED FEES**

Clients should be aware that performance-based fee arrangement may create an incentive for a manager to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Furthermore, since we also have clients who do not pay performance-based fees, there exists a potential risk of us favoring performance-based fee accounts because compensation we receive from these clients is more directly tied to the performance of their accounts. We are greatly aware of such risks and since we have a fiduciary responsibility to put the interest of our clients ahead of our own, we take the following steps to mitigate and address these potential conflicts of interest:

1. We disclose to clients the existence of all material conflicts of interest;
2. We have implemented policies and procedures for fair and consistent allocation of investment opportunities among all client accounts and for securing equal treatment of all clients by aggregating trade transactions whenever possible to ensure consistency of prices and timing;
3. Our management and compliance conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
4. We periodically compare holdings and performance of all accounts with similar strategies to identify significant performance disparities indicative of possible favorable treatment;
5. We periodically review trading frequency and portfolio turnover rates to identify possible patterns of "window dressing," "portfolio churning," or any intent to manipulate trading to boost performance near the reporting period; and
6. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients and equitable treatment of all clients, regardless of the fee arrangement.

**TYPES OF CLIENTS**

We provide investment advisory services for a variety of clients including endowments, foundations, corporations, municipalities, high-net-worth individuals, trusts, non-profit organizations, insurance companies, financial institutions, private investment funds and other institutional clients.

**MINIMUM ACCOUNT SIZE**

We require a minimum account size of \$10,000,000 for Fixed Income accounts.

The minimum account size for investment in Hillswick Macro Strategy Fund or for a separately managed portfolio in this strategy is \$5,000,000 and subsequent contributions require a minimum of \$300,000. Prospective investors in the Fund should refer to the Offering Memorandum and other Fund documents for complete information.

Occasionally, we may make exceptions to minimum account sizes or subsequent investments because of existing client relationships or for other reasons.

We reserve the right to refuse to accept proposed management responsibilities or to resign from the management of any account.

**METHODS OF ANALYSIS AND INVESTMENT STRATEGIES**

As mentioned in Item 4, we provide the following investment strategies:

- Fixed Income products:
  - o Short Duration
  - o Intermediate Duration
  - o Core Duration
  - o Long Duration
- Equity product:
  - o S&P 500 Sector Selection
- Balanced product:
  - o U.S. Strategic Balanced (a tactical asset weighted blend of investments from our Core Fixed Income and Equity strategies)

In doing so, we may invest, within the limitations of client's investment guidelines, in a wide range of securities and other financial instruments, including, but not limited to:

- United States Government and Agency securities
- Mortgage-backed securities
- Corporate Debt securities
- Certificates of deposit
- Mutual Fund shares
- Exchange Traded Funds
- Exchange-listed equity securities
- Option contracts on securities

As financial markets and products evolve, we may invest in other instruments or securities, whether currently existing or developed in the future.

We apply fundamental and technical methods of analysis to all strategies. As part of our fundamental analysis process, we attempt to determine the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions and the financial condition and management of the company itself) to determine if the company's securities are underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). As part of our analysis, we may also analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and to potentially predict future price movement.

In conducting our security analysis we may utilize a broad spectrum of information including: financial publications, third-party research materials, annual reports, prospectuses, regulatory filings, company press releases, corporate rating services, inspections of corporate activities and meetings with management of various companies.

**Clients and investors should understand that investing in securities involves risk of loss which clients should be prepared to bear.**

## RISKS ASSOCIATED WITH METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

Fundamental analysis cannot anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

We use subjective judgment to forecast security prices by examining past price movements and other observable indicators of market activity. Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Our firm employs the following investment strategies to implement investment advice given to clients:

*Long-term purchases:* We mostly purchase securities with the idea of holding them in the clients' account for a year or longer. We may do this because we believe the securities to be currently undervalued. We may also invest because we want exposure to a particular asset class or sector over time, regardless of the current projection for this category.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our expectations are incorrect, a security may decline in value before we make the decision to sell.

*Short-term purchases:* At times, we may also purchase securities with the idea of selling them within a relatively short time period. We do this in an attempt to take advantage of conditions that we believe will soon result in a favorable price change in the securities we purchase.

A risk in a short-term purchase strategy is that, should the anticipated price move not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

## SPECIFIC SECURITY TYPE RECOMMENDATIONS

Our Fixed Income strategies involve investing in bond markets. Although the bond market is typically less risky than the stock market, there are still numerous risks an investor may bear, such as:

- Interest rate risk: When interest rates rise, bond prices fall and vice versa. The longer the time to a bond's maturity (its duration), the greater its sensitivity to changes in market rates.
- Reinvestment risk: When interest rates are declining, investors have to reinvest their interest income and any return of principal, whether scheduled or unscheduled, at lower prevailing rates.
- Inflation risk: Inflation reduces the purchasing power of a bond investor's future interest income and of future principal redemptions.

- Credit risk: The risk that the bond issuer becomes unable to service his debt.
- Legislative risk: The risk that a change in the tax code could affect the value of taxable or tax-exempt interest income.
- Prepayment risk: The probability of an earlier or later than anticipated amortization of principal, affecting investments in callable bonds such as mortgage backed securities.

Our Sector Selection strategy involves investing in Exchange Traded Funds (ETF) equity securities. There are numerous risks associated with investing in the stock market. Equities represent shares of ownership of corporations whose value fluctuate in reflection of macro-economic conditions, sales growth, profit margins, technological changes and changes in capital market return requirements.

Our Balanced strategy utilizes a targeted blend of Fixed Income and Sector Selection strategies and therefore contains the risks of both strategies (as detailed above).

We have not had any disciplinary events.



**OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS***Pooled Investment Vehicle*

We act as the investment manager and general partner to the Hillswick Macro Strategy Fund, a private investment company. In such a capacity we are provided with the general authority in the various Fund documents to operate the business of the Fund. The Hillswick Macro Strategy Fund is not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered. Hillswick manages the Fund on a discretionary basis in accordance with the terms and conditions of the Fund's offering and organizational documents.

On a limited basis, we may solicit our investment advisory clients to invest in the Hillswick Macro Strategy Fund. However, we do not have the authority to invest any such advisory clients in unregistered investment companies we manage, without the client's authorization.

Prospective investors in the Hillswick Macro Strategy Fund are requested to refer to the Fund's Offering Memorandum and other Fund documents for complete information.

We recognize that potential conflicts of interest may arise from industry affiliations and we take the following steps to address these conflicts:

1. We disclose to clients the existence of all material conflicts of interest;
2. We have implemented policies and procedures for fair and consistent allocation of investment opportunities among all client accounts;
3. Our management and compliance conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
4. We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
5. We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
6. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

*Third Party Marketers*

We have existing compensation arrangements with a Third Party Marketer (TPM) to seek and solicit new clients and facilitate our marketing activities in Sweden. These activities fall under the Rule 206(4)-3 – Cash Payments for Client Solicitations under the Investor Advisor Act. Accordingly, all TPMs contracted by us are required to adhere to the regulations stated in the Rule 203(4)-3.

We recognize that potential conflicts of interest may arise because the interests of Third Party Marketing firms/individuals may be different from our own. We therefore mitigate these conflicts of interests by ensuring that the TPM:

- Enters into an official agreement with our firm detailing in writing: 1) the scope of services to be performed, 2) the compensation structure (see item 14 below for compensation details), 3) require the TPM to perform his/her duties consistent with our instructions and provisions of the Advisers Act, 4) disclose in writing to the

client or prospect the existence of our arrangement, and 5) provide the client/prospect with a copy of our most recent Form ADV, Part 2A and 2B.

- Is not a person subject to SEC's censure or other limitations.
- Has not been convicted of felony or misdemeanor in the previous 10 years as described in sections 203(e)(2)(A)-(D) of the Investment Advisers Act of 1940.
- Is not a subject to an order, judgment or decree described in section 203(e)(4) of the Investment Advisers Act of 1940.
- Activity is reviewed annually by our firm.

#### **AFFILIATIONS WITH OTHER INVESTMENT ADVISERS**

We do not recommend or select other investment advisers for our clients.

We do have an existing relationship with Pier Capital, LLC, a non-affiliated investment advisory firm. This relationship exists in reflection of our shared corporate history and benefits both firms through "economies of scale" in the administration of the businesses.

Our predecessor company was originally founded in 1987 as a subsidiary of ABB Asea Brown Boveri, a global engineering firm. In 1998 ABB sold the business unit to SEB, one of the largest financial institutions in Scandinavia. The business was subsequently renamed SEB Asset Management America, Inc. (SAMA) and continued to operate on a standalone basis. In September of 2004, Hillswick's management acquired 100% of the Fixed Income advisory business from SAMA and Hillswick Asset Management, LLC was formed. The equity investment business of SAMA was also subject to a management buy-out and continued under Pier Capital, LLC (Pier).

While Hillswick and Pier are not affiliated through ownership or control, the two firms share office space in Stamford, Connecticut and have a formal agreement where certain Hillswick employees also perform accounting, compliance, administrative and back-office operations for Pier. Due to this arrangement all Pier employees are considered Access Persons of Hillswick and vice versa, and are, therefore, subject to the Code of Ethics of each firm.

Since Hillswick is primarily a Fixed Income and ETF manager and Pier is a Small/Smid/Large Cap Growth equity securities manager, we do not anticipate any conflicts of interest arising as a result of this arrangement.

**ABOUT OUR CODE OF ETHICS**

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct required of all our employees and owners ("supervised persons"). Our Code of Ethics includes policies and procedures for compliance with applicable federal securities laws, personal securities transactions and holdings, as well as policies pertaining to various potential conflicts of interests our employees and owners may encounter while working at our firm.

The Code of Ethics is designed to assure that the personal securities transactions and activities and interests of the supervised persons at our firm will not interfere with making and implementing decisions in the best interest of our advisory clients while, at the same time, allowing employees to invest for their own account.

The Code of Ethics includes provisions requiring supervised persons to:

- Pre-clear personal trades in specified reportable securities
- Provide the Compliance Officer with initial and annual personal securities holdings reports for a review
- Acknowledge and comply with the terms of the Code of Ethics
- Report known or suspected violations to the company's Code of Ethics

As disclosed in Item 10 above, all employees and owners of Pier are also subject to Hillswick's Code of Ethics and vice versa.

A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request to Hillswick's, Chief Compliance Officer, at our principal office address or phone number.

**SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS WITH MATERIAL FINANCIAL INTEREST TO HILLSWICK**

As discussed earlier, we are a portfolio manager and a general partner to Hillswick Macro Strategy Fund. As such, the Fund is considered an affiliated account to our firm and, therefore, represents a potential conflict of interests as Hillswick has an interest in soliciting client investments in the Fund.

We have established a trade aggregation and allocation policy to mitigate such potential conflicts of interests (as described in detail in section 12 below). As part of this procedure, in situations where the purchase or sale of a particular security is appropriate for more than one client portfolio, we will whenever possible aggregate "purchase" or "sell" orders to obtain best executions and to ensure minimal dispersion of returns between all participating accounts.

**SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS ALSO BOUGHT/SOLD IN OUR OWN ACCOUNTS**

Our firm or individuals associated with our firm may buy or sell for their personal accounts securities identical to those recommended for customers. This practice results in a potential conflict of interest, as we may have an

incentive to manipulate the timing of personal securities transactions to obtain a better price or more favorable allocation in rare cases of limited availability.

To mitigate these potential conflicts of interests and to ensure the fulfillment of our fiduciary responsibilities we require that all supervised persons receive pre-clearance for personal transactions in certain security types prior to execution and report these securities transactions to us on a monthly (or in certain cases quarterly) basis. A pre-approval will be granted if Hillswick (or Pier) is not or is not expecting to trade the specific security on the same day.

Because certain securities or security types are so liquid and large that no one personal transaction can influence its price in the market, our Code of Ethics does not require that supervised persons receive pre-clearance for them. Specifically, under our Code of Ethics, certain classes of securities (Open-ended Mutual Funds, Direct obligations of the US government, Money Market funds and instruments, Unit Investment Trusts) have been designated as exempt transactions. These securities transactions do not need to be pre-cleared or reported, however, holdings in all security types must be reported to compliance annually and at the start of the employment. Our Code of Ethics also designates certain security types (such as indices, currency, commodities, broad and broad-sector ETFs as well as derivatives of these securities) as exempt from pre-clearance but reportable for quarterly review.

Any individual not in observance of the above will be asked to reverse the inappropriate trade, regardless of possible losses, and may be subject to disciplinary action or termination.

#### **SECURITIES TRANSACTIONS RECOMMENDED TO CLIENTS ALSO BOUGHT/SOLD IN OUR OWN ACCOUNTS AT OR ABOUT THE SAME TIME**

With very limited exceptions, our Code of Ethics restricts trading a security in personal accounts on the same day we also trade the same security in the accounts of our client(s).

We make every effort to mitigate the potential conflict of interests resulting from trading in personal accounts; nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity in a client's account in a security held by an employee.

Employee trading is monitored under the Code of Ethics to ensure the Code of Ethics reasonably prevents conflicts of interest between Hillswick and its clients.

**SELECTING BROKER-DEALERS***Research and other Soft Dollar benefits*

In the absence of any client direction to utilize a particular broker or dealer for the execution of transactions in specific client accounts, our overriding objective in securities transactions is to obtain the best combination of price and execution. We seek to execute securities transactions at a price and commission that provides the most favorable total cost or proceeds reasonably attainable under the circumstances.

In selecting broker-dealers, we may consider various factors, including, but not limited to, the nature of the portfolio transaction, the size of the transaction, the desired timing of the transactions, the quality of execution, clearing and settlement capabilities of the broker or dealer, broker's reliability and financial condition, its commission rates, the desired timing of the transactions, confidentiality, and, under appropriate circumstances, the research made available by the broker-dealer.

Research may be provided to us in the form of written reports, telephonic communications, analyst earnings revisions, etc., and may contain information concerning securities markets, the economy, individual companies, pricing information, performance studies and other information providing assistance in the formulation of our investment decisions.

*How we benefit from Soft Dollar usage and the conflict of interests it may create*

When we use client brokerage commissions to obtain research services, we receive a benefit to the extent that our firm does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services.

Therefore, such use of client brokerage commissions results in a conflict of interest, whereby we have an incentive to direct client brokerage to those brokers who provide research utilized by us, even if these brokers do not offer the best price or commission rates for our clients. In addition, our firm theoretically could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products or services.

*Soft Dollar allocation in client accounts*

Research furnished by brokers and dealers with whom we effect transactions may be beneficial only to certain client accounts. It is possible that a particular account may be charged a commission paid to a broker-dealer who supplied research services not utilized by such account. However, we expect that each account will be advantaged overall by such practice because each is receiving the benefit of research services.

Broker-dealers selected by our firm may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions, if we determine in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to our clients.

*Types of products and services acquired with client brokerage commissions*

We are very conservative and selective in the area of Soft Dollars. We may, on selective occasions, when we believe our clients will benefit, enter into arrangements with certain brokerage firms to allocate commissions and receive eligible research and services within the "Safe Harbor" section 28(e) of the 1934 Securities and Exchange Act.

In addition to soft dollar arrangements we may also receive “bundled research” from brokers. “Bundled research” is a term we use to explain that although we may not have an actual soft-dollars account with certain broker-dealers where soft dollar credits can be accumulated, we may receive research from brokers who are compensated indirectly by the commission or bid-ask spread business we generate with them. Although it is not possible to assign an exact dollar value to these “bundled services”, they may, if and to the extent used, tend to reduce our expenses. The management fees paid by our clients are not reduced because we receive such bundled research.

We may receive certain types of research products and services from broker-dealers designed to expand our own internal research and investment strategy capabilities. The research products and/or services we receive comply with Section 28(e) of the Securities Exchange Act of 1934.

The research services we received from broker-dealers during the last fiscal year included:

- Analyses or reports concerning issuers, industries, securities, economic factors and trends;
- Reports concerning interrelated political and economic factors;
- Access to research analysts and management meetings;
- Corporate governance research;

This may be done without prior agreement or understanding by the client (and done at our discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties, which are compensated by the broker.

Our firm does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to all clients.

*Procedures used to direct client transactions to a particular broker-dealer*

We recognize that Soft Dollar benefits, bundled or not, cause a conflict of interest. Therefore, we have adopted the following policies and procedures to monitor and mitigate this conflict:

- We use client commissions to pay for eligible services only, as defined in Section 28(e) and subsequent regulatory and industry guidance;
- We do not use client commissions for “mixed-use” services
- We conduct periodic analysis of volume of transactions sent to each approved broker along with the competitiveness of the commission schedules of each such broker; and
- We periodically evaluate the usefulness of services received from brokers in relation to the amount of commissions directed to each broker.
- In cases where a soft-dollar arrangement exist, we will track and periodically review the soft dollar activity to ensure that the commissions paid are reasonable in light of the value of brokerage research and/or service received.

*Directed Brokerage*

We do not recommend, request or require that a client directs us to execute transactions through a specified broker-dealer.

In certain cases, a client may direct us to execute some or all transactions in the client's account with a specific broker-dealer. Although we may accept this direction from the client, we do not prefer to execute securities transactions through a client directed broker-dealer.

Directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions or higher bid-ask spread because we may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices. We do not have the ability to negotiate commission rates or prices in client directed-brokerage arrangements.

Trades for accounts with "client directed brokerage" typically need to be executed over the phone, often with several phone calls required, which becomes a more time-consuming process that oftentimes can only be completed after the "Aggregated" trade is executed for the non-directed accounts. In the event that a client directs us to use a particular broker or dealer, such client should understand that under those circumstances we will not have authority to obtain volume discounts and best execution may not be achieved. As such, under these circumstances a disparity may arise in the transaction price obtained for each client and the transaction price obtained for other clients that have not directed the use of another broker. In our experience the performance of accounts with "directed brokerage" typically lags behind that of accounts without such directives.

We execute securities transactions for directed-brokerage clients after we have completed all non-directed brokerage orders. As a result of the delay in trade execution and limitations to trade aggregation, the portfolios of directed-brokerage clients may not generate returns equal to clients who do not impose similar restrictions.

Prior to directing us to execute securities transaction with a particular broker-dealer for client's account, the client should consider:

- Our brokerage placement practices;
- Client who directs us to use a specific broker may pay higher commissions or higher bid-ask spread on some transactions than might be attainable by us, or may receive less favorable execution of some transactions, or both;
- A client who directs us may forego any benefit from savings on execution costs that we could obtain for our clients through negotiating volume discounts on batched transactions;
- A client who directs us may not be able to participate in an allocation of securities held in inventory by the broker/dealer we;
- A client who directs us may restrict us from receiving research available from other brokers;
- We may not begin to execute client securities transactions with broker-dealers which have been directed by clients until all non-directed brokerage orders are completed;
- Clients directing commissions may not generate returns equal to clients which do not direct commissions.

#### **AGGREGATING SECURITIES TRANSACTIONS**

When we trade the same security in more than one client account, we generally attempt to batch or "bunch" the trades in order to create a "block transaction" to obtain best executions and to ensure minimal dispersion of returns between all participating accounts. Whenever possible, we will also attempt to batch or aggregate trades for clients who use the same directed brokers or are in the same wrap-fee program in order to create a "block

transaction.” Our trade order allocations are based on each client’s investment guidelines and risk profile. Trades are always allocated based on the market value of the portfolio so that every account is always proceeds-neutral.

In placing orders for purchase and sale of securities for our clients, we seek quality execution at favorable prices through respectable broker-dealers. Selection of brokers/dealers for execution of fixed income transactions is typically done by obtaining “live” real-time competitive bids and offers from at least three Primary Dealers via the electronic trading platform TradeWeb, or another electronic trading platform, where we will award the trade to the broker/dealer offering best execution. For executing client transactions in securities that are not traded on TradeWeb, we will search for attractive offerings or bids on broker/dealer inventory screens and/or by phone in an effort to ensure competitive price executions, selecting such broker/dealers based on our knowledge of which broker/dealers most actively make a market in the type of issues we are looking to trade.

Client participation in the allocation is based on such considerations as: investment objectives, restrictions, duration, availability of cash balances, the amount of existing holdings of similar securities, as well as other factors. Typically we allocate completed orders at approximately the time of execution and before the end of the trading day. Subsequent reallocations (which will be documented) may be made in unusual circumstances due to recognition of specific account restrictions.

Our fiduciary duty requires that we treat all clients equitably and we strive to minimize dispersion of returns between accounts managed with similar investment guidelines. We believe that our trade allocation methodology allows us to meet this requirement. Before executing of an aggregated order, we create a pre-allocation memorandum listing the participating client accounts and their share allocations. Once the order is executed and completed, we will allocate it among client portfolios so as to ensure as much consistency/synchronicity between accounts as is consistent with their investment guidelines.

## **CROSS-TRADING**

Generally, with the exceptions set forth below, it is our policy not to engage in buying or selling of securities from one managed account to another (typically referred to as a “cross trade”). All of the trades we make for our client accounts are executed through the open market. All cross-trades will be executed through the use of a broker.

We may, engage in cross trading under limited circumstances (for example, when an existing client account is requesting a redemption and we are forced to sell a security not readily available in the market, but which may be suitable for another client account). However, we will only do so when we can ensure neither party is disadvantaged. Under such circumstances, we will take appropriate steps to ensure that cross-trades follows best execution and are in the best interests of both client accounts.

We do not enter into cross transactions involving one or more ERISA accounts unless written consent of the plan fiduciary is received, and then only in accordance with applicable laws.



**PERIODIC REVIEW CLIENT ACCOUNTS**

Our portfolio management team, under the supervision of the Chief Investment Officer will continuously monitor the underlying securities in client accounts and perform at least quarterly reviews of account holdings for all clients. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark.

Our Chief Compliance Officer utilizes Compliance Portal of the Charles River Investment Management System to monitor and review that all investments were made in compliance with the client's investment guidelines. As part of this process, our Chief Compliance Officer codes investment guidelines of each portfolio in the system so that it can automatically verify pre and post trade conflicts. The CCO reviews Charles River compliance reports daily and conducts a periodic review of the system setup, which includes changes to compliance rules for portfolios, exception reports, as well as verification of correct security setup (such as credit ratings, maturity and issue dates, issuer information, etc.)

**NON-PERIODIC REVIEW CLIENT ACCOUNTS**

More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Geopolitical and macroeconomic specific events may also trigger reviews.

**CLIENT REPORTS**

In addition to the monthly statements and confirmations of transactions that clients receive from their custodian banks, we provide clients with written monthly portfolio reports and quarterly portfolio commentaries.

The monthly portfolio reports are available to interested clients on our secure Client Website and include the following report types:

- Detailed Security Holdings (shares, cost and market value)
- Transactions
- Cash Ledger
- Purchases & Sales
- Realized Gains & Losses
- Performance

Our quarterly portfolio commentary reports include a written analysis of the market and the portfolio and supplemental holdings and performance versus benchmark reports. In addition all clients will receive a proprietary forward looking "Financial Market Outlook" report prepared by our Chief Investment Officer. These reports are delivered to the clients via e-mail or mail and are also available on our secure Client Website.

**CLIENT COMPENSATION**

We do not receive compensation from people or institutions who are not our clients.

Brokers or dealers that we select to execute transactions may from time to time refer clients to us. We will not make commitments to any broker or dealer to compensate that broker or dealer through brokerage or dealer transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and our interest in receiving future referrals.

**Investment Advice-Only/Consultation Fees:**

As mentioned in Item 4, we may on certain occasions provide investment advice to clients without providing asset management services ("advice-only"). Under such circumstances, we will charge "advice-only" clients a flat fee, which is determined on a case by case situation. Such fee arrangements are formally agreed to in the written agreement with the client and are typically invoiced quarterly in arrears.

**COMPENSATION TO OUTSIDE PARTIES**

As explained in Item 10 above, we have existing arrangement with certain Third Party Marketer (TPM) to seek and solicit new clients and facilitate our marketing activities in Sweden.

We compensate Third Party Marketers according to contractually agreed upon terms, which may include an annual retainer and a percentage (typically not exceeding 25%) of management fees received by us from the clients brought to us by the TPM. Typically, the fee we pay a TPM is structured as a 5-year downward sliding scale.

We do not add a differential of any kind to the fee we charge the clients introduced to us by the TPMs as a way to recapture the cost of the TPM.

**ADDITIONAL COMPENSATION**

We may have compensation arrangements with certain marketing employees that include a base salary plus a commission based on amount of assets raised.

Custody is defined as any legal or actual ability by our firm to access client funds or securities. With the exception of Hillswick Macro Strategy Fund, we do not have custody of client accounts and we, therefore, do not take physical possession of these client assets.

We do have custody of Hillswick Macro Strategy Fund. The Fund's custody is at a qualified custodian, which sends monthly account statements directly to each investor. In addition, we will also provide each investor with our own monthly and quarterly reports (as described in Item 13).

Because we act as investment adviser and as general partner to the Fund, we are deemed to have custody of client assets under current applicable regulatory interpretations. As an adviser with custody, we seek to have the Fund audited on an annual basis by an independent public accountant that is both registered with and subject to regular inspection by the Public Companies Accounting Oversight Board (PCAOB) and to have an annual audited financial statement sent to the investors in the Fund.

We urge all investors in the Hillswick Macro Strategy Fund to carefully review and compare their account holdings and/or performance results received from us to those they receive from the custodian of the Fund.

Should you notice any discrepancies, please notify us and/or your custodian as soon as possible.

We receive discretionary authority to select the identity and amount of securities to be bought or sold from the client at the outset of an advisory relationship. We request that such authority be granted in writing, typically in the executed investment management agreement. In all cases such discretion is to be exercised in a manner consistent with the stated investment objectives, investment policies and restrictions of the client.

Should a client wish to impose reasonable limitations on this discretionary authority, such limitations will be included in the executed investment advisory agreement. Clients may change/amend these limitations as desired. Such amendments must be submitted to us by the client in writing.

**PROXY VOTING**

We do not vote proxies on behalf of our clients. As a Fixed Income and Exchange Traded Funds manager we do not invest in securities that require proxy voting.

**CLASS ACTIONS, BANKRUPTCIES AND OTHER LEGAL PROCEEDINGS**

We will not act on behalf of the client in legal proceedings involving companies, whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may request information from us in order to complete class action notices.

We do not require or solicit prepayment of any fees from clients.