

INVESTMENT ADVISER
BROCHURE SUPPLEMENT FOR
BANCTRUST ADVISORS
dba BANCTRUST ADVISORS
CRD# 171947

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1111 Brickell Avenue, Suite 2803, FL 33131

This brochure provides information about the qualifications and business practices of BancTrust Advisors dba BancTrust Advisors ("BancTrust Advisors"). If you have any questions about the contents of this brochure, please contact us at (305) 415-4209 or write to info@banctrustadvisors.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 BancTrust Advisors is also available on the SEC's website at www.adviserinfo.sec.gov.

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II - MATERIAL CHANGES

On July 28, 2010, the SEC published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 31, 2011 is a new document prepared according to the SEC’s new requirements and rules.

In the future, this item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Alicia Mayi, Compliance Officer at (305) 415-4209 or compliance@banctrustadvisors.com.

Additional information about BancTrust Advisors is also available via the SEC’s website www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with BancTrust Advisors who are registered, or are required to be registered, as investment adviser representatives of BancTrust Advisors.

ITEM III - ADVISORY BUSINESS

BT Advisors LLC dba BancTrust Advisors (“BancTrust Advisors”) principal business is to provide fee-based investment advisory services. The company was founded in 2014 by Mr. Carlos Fuenmayor, Founder, Chairman & CEO of the BancTrust & Co. Holdings, an investment banking group dedicated to the Emerging Markets.

The advisor, first and foremost, will discuss at length, with each of its clients their investments objectives, their risk tolerance and their general well-being necessities, in the case of individual persons or families, in order to adjust the investment strategy to their needs. In the case of institutional investors or businesses, the advisor will analyze

and execute the investment strategy in accordance to the client's mandate or mutually agreed parameters, in order to achieve the predetermined financial objectives.

The advisor manages portfolios, on a discretionary or non-discretionary basis, according to the client's objectives. The advisor's main approach is to use three levels of analysis: a) at a general level, top-down macroeconomic analysis, to determine general economic conditions and potential macroeconomic risks or opportunities worldwide; b) at a security level, fundamental and financial analysis to determine the attractiveness of a particular security; and c) to a lesser extent, for the execution of investment decisions, technical analysis to determine the timing of purchases or sales of selected securities.

The advisor thinks that the best approach to attain consistent long-term returns is to diversify risk, avoid excessive leverage and carefully select each investment using objective criteria with a view to protect downside risk as much as seeking upside rewards. Furthermore, the advisor concentrates on the selection of individual security investments, risk diversification, protection of downside risks and a long term horizon. The advisor may use exchange listed securities, over-the-counter securities, foreign securities, corporate or sovereign debt securities, CDs, mutual funds, hedge funds, options in securities and commodities, and futures on tangibles to accomplish this objective. The advisor may invest in Mutual Funds or Hedge Funds when it is more economic or practical to build a portfolio in this fashion. This may be due to the costs of building a portfolio in non-OECD¹ local markets; the difficulties of gaining exposure to a sector/country for the size of investment contemplated, or due to superior expertise in picking securities in specific sub-sectors by mutual fund specialists. The advisor may invest in Closed End Funds, in particular when those trade at a significant discount to the net value of their underlying assets. The advisor may invest in Hedge Funds, to the extent that it believes that a particular Hedge Fund offers a superior advantage to what could be done by the advisor both in terms of absolute return and risk control via strategy diversification.

The advisor may reduce risk exposure and carry significant levels of cash positions as a possible hedge against market movement which may adversely affect the portfolio. The advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio.

¹ OECD stands for Organization for Economic Cooperation and Development, an international economic organization of 34 countries founded in 1961 to stimulate economic progress and world trade. It is a forum of countries committed to democracy and the market economy, providing a platform to compare policy experiences, seek answers to common problems, identify good practices and co-ordinate domestic and international policies of its members.

The advisor may sell securities short, sell against the box, covered call writing, naked put writing and/or other strategies to reduce risk and/or improve performance.

BancTrust Advisors will only provide investment advisory services and portfolio management services but will not provide securities custodial services. The firm may provide additional administrative services for certain clients. At no time will BancTrust Advisors accept or maintain custody of client's securities. Exceptionally, BancTrust Advisors may have authority over a client's bank account, only to facilitate the payment of fees and other advisory related expenses, according to the Investment Advisory Agreement.

BancTrust Advisors may also provide Business Consulting Services in the U.S. or abroad. These consulting services will be offered to institutional and / or qualified clients. Fees for Consulting Services are based on the scope of each project and discussed with and approved by the client in writing.

BancTrust Advisors does not have any clients or assets under management at this time.

BancTrust Advisors is a Delaware limited liability corporation, authorized to conduct business in Florida. The shareholder and principal owner of BancTrust Advisors is BTCM Holdings LLC (100%). Mr. Carlos Fuenmayor is the sole owner of BTCM Holdings LLC and the founder of BancTrust Advisors.

Mr. Fuenmayor is the Founder, Chairman & Chief Executive Officer of BancTrust & Co. Holdings, an investment banking group dedicated to the Emerging Markets and highly specialized in credit markets in Latin America. The group offers Capital Markets, Sales & Trading and Asset Management products and services to its Private, Corporate & Institutional clients worldwide. As CEO, Mr. Fuenmayor is in charge of overseeing the firm's global operations. He is also responsible for the firm's global growth and is its lead strategist. Mr. Fuenmayor's experience prior to BancTrust & Co. includes several roles in Private Banking at Merrill Lynch and Citi. He initiated his career in Corporate Finance at KPMG. He holds a BSc in Accounting from Universidad Santa Maria, Venezuela. He also holds several securities licenses.

ITEM IV - FEES AND COMPENSATION

Asset Management Fees

Pursuant to an investment advisory contract signed by each client, the client pays a monthly Advisory Fee, payable in advance, based on the net asset value of the assets managed by the advisor as of the first business day of the current month (i.e. advisory fees for May are paid in April, based on the NAV of the assets under management as of

April 1st). BancTrust Advisors will refund any pre-paid fees charged to the client in the event the advisory contract is terminated before the end of the billing period. Quarterly fees will be pro-rated and a check for any balance will be mailed to the client's address of record.

BancTrust Advisors doesn't have any clients at the time of this filing. The fees to be charged to each future client are a function of the type of portfolio. These fees range from 0.25% to 2.00% per annum (payable on a monthly basis, calculated as 1/12 of the percentage fee multiplied by the Net Asset Value of each account). These fees may be negotiated by the advisor under unusual circumstances, at the sole discretion of the advisor.

BancTrust Advisors may also provide Business Consulting Services, mainly Offshore. These consulting services will be offered to institutional clients. Fees for Consulting Services are based on the scope of each project and discussed with and approved by the client in writing. Certain consulting services may be billed at an hourly rate, at the request of the client. An Hourly Fee Schedule will be provided to the client prior to the engagement. The standard Hourly Fee is \$250.00 /hr.

BancTrust Advisors will eventually provide Portfolio Management Services to affiliated or unaffiliated Private Funds or Hedge Funds. The fees charged to each Fund are a function of the type of portfolio. These fees range from 0.25% to 2.00% per annum (payable on a monthly basis, calculated as 1/12 of the percentage fee multiplied by the Net Asset Value of each Fund). Asset management fees are paid by the custodian as directed by the independent Administrator of the Funds. These fees may be negotiated by the advisor under unusual circumstances, at the sole discretion of the advisor.

All fees paid to the Firm for investment advisory services are separate and distinct from the expenses charged by any third-party Mutual or Hedge Funds in the portfolio, the administrator, custodian, auditor, etc. As described in the investment management agreements of the Funds managed by the advisor, these fees and expenses are paid directly by the Fund. These fees may include a management fee, other Fund expenses, and a possible distribution or performance fee.

ITEM V - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Performance Fees

Qualified investors, as defined by Rule 205-3 of the Investment Adviser's Act, may enter into advisory agreements where the Firm is entitled to a performance fee as part or all of its compensation. A performance fee arrangement is a method of compensating an

investment adviser on the basis of a share of the gains or appreciation of the assets under management.

Qualified investors must meet the following requirements: (a) have at least \$1,000,000 in assets under management with the adviser; or (b) have a net worth of at least \$2,000,000 in investable assets, in order to enter into performance based compensation agreements with BancTrust Advisors. BancTrust Advisors typically requires that performance fee accounts have a minimum account size of \$1,000,000. Suitability will be determined through the use of a detailed suitability questionnaire and follow up due diligence inquiries. The Firm at its sole discretion, may reject any client application where the above financial standards are not met and/or where it reasonably believes the investor lacks the necessary financial sophistication, who purport to not fully understand the Firm's method of compensation and the nature of its risks, or who are otherwise deemed to be unsuitable for such an arrangement.

The fee structure consists of a base fee and a performance fee. The base fee for equity and fixed income objectives is negotiable and the performance fee, if earned, will be calculated as follows:

Performance fees may range from 5% to 20% of gains depending on each specific arrangement and they may be subject to a "hurdle rate" or minimum gain by the client. If this "hurdle rate" is not met, the Performance Fee is therefore not paid to the advisor.

Performance Fees are generated if the net asset value of the client's account(s) exceeds an assumed amount defined with the client at the time the advisory contract is signed.

The fee arrangement described above may be perceived as providing an incentive for BancTrust Advisors to seek to maximize the investment return by making investments that are subject to greater risk, or are more speculative than would be the case if BancTrust Advisors' compensation were not based upon the investment return. BancTrust Advisors' performance is contingent upon the return experienced by the client, which is computed based upon unrealized and realized appreciation of assets in the client's account. Accounts participating in a performance fee arrangement may pay BancTrust Advisors more compensation when compared to standard fee rates.

Performance fee rates are negotiable. A client may negotiate the base fee rate, performance fee rate, the index / benchmark used to calculate the performance fee, or the use of no index in calculating the performance fee.

Advice may be provided on assets held offshore.

ITEM VI - TYPES OF CLIENTS

BancTrust Advisors will provide advice to Pooled Investment Vehicles, Private Funds, High Net Worth Individuals, and other Corporate and Institutional Clients.

Clients may be U.S. persons, U.S. Institutional clients or, international persons or institutions.

BancTrust Advisors' cumulative minimum account is \$1,000,000.00, however, based on various facts and circumstances, the advisor may, at its sole discretion, accept accounts of lower value.

ITEM VII - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The advisor's main approach is to use three levels of analysis: a) at a general level, top-down macroeconomic analysis, to determine general economic conditions and potential macroeconomic risks or opportunities worldwide; b) at a security level, fundamental and financial analysis to determine the attractiveness of a particular security; and c) to a lesser extent, for the execution of investment decisions, technical analysis to determine the timing of purchases or sales of selected securities.

The advisor thinks that the best approach to attain consistent long-term returns is to diversify risk, avoid leverage and carefully select each investment using objective criteria with a view to protect downside risk as much as seeking upside rewards. The advisor may use exchange listed securities, over-the-counter securities, foreign securities, corporate or sovereign debt securities, CDs, mutual funds, hedge funds, options in securities and commodities, and futures on tangibles to accomplish this objective. The advisor may invest in Mutual Funds or Hedge Funds when it is more economic or practical to build a portfolio in this fashion. This may be due to the costs of building a portfolio in non-OECD local markets; the difficulties of gaining exposure to a sector/country for the size of investment contemplated, or due to superior expertise in picking securities in specific sub-sectors by mutual fund specialists. The advisor may invest in Closed End Funds, in particular when those trade at a significant discount to the net value of their underlying assets. The advisor may invest in Hedge Funds, to the extent that it believes that a particular Hedge Fund offers a superior advantage to what could be done by the advisor both in terms of absolute return and risk control via strategy diversification.

The advisor may reduce risk exposure and carry significant levels of cash positions as a possible hedge against market movement which may adversely affect the portfolio. The advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio. The advisor may sell securities short, sell against the box, covered call writing, naked put writing and/or other strategies to reduce risk and/or improve performance. The advisor may eventually manage different affiliated Funds, each with a distinctive risk profile and objectives. Each prospective investor in the Funds should evaluate the risk of each vehicle, the investment restrictions of their respective mandates, and the consistency between the Funds' and the investors' objectives and risk tolerance. Disclosure and transparency for our qualified clients, who invest in these funds, will be of our highest concern.

There is a substantial risk of loss in trading in securities and other financial instruments, including any affiliated Funds managed by the advisor. Past results are no guarantee of future performance. You should carefully consider whether trading is appropriate for you in light of your experience, objectives, financial resources and other relevant circumstances. Trading in futures and options is not suitable for many members of the public.

ITEM VIII -DISCIPLINARY INFORMATION

Neither BancTrust Advisors nor any employee of the Firm has been subject to any disciplinary actions by the Securities Exchange Commission (SEC) or any other regulatory authority.

To the best of our knowledge, Mr. Carlos Fuenmayor, has not been involved in an event that resulted in an award or otherwise being found liable in an arbitration claim alleging damages in excess of \$5,000; or in a civil, self-regulatory organization, or administrative proceeding involving any of the following events:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

ITEM IX - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

BancTrust Advisors has no direct distributions agreements.

ITEM X - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

BancTrust Advisors has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of BancTrust Advisors deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of BancTrust Advisors are conducted in a manner that avoids any actual or potential conflict of interest between such persons and clients of the adviser or its affiliates. BancTrust Advisors collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest. BancTrust Advisors maintains a code of ethics and they will provide a copy to any client or prospective client upon request.

BancTrust Advisors and/or its investment advisory representatives may from time to time purchase or sell products that they may recommend to clients.

The Firm prohibits itself and its associated persons from benefiting from the short-term market effects of transactions for clients. The Firm gives preference to clients trading over it. The Compliance Officer reviews all transactions executed by the Firm daily, and conducts an additional review of all securities transactions by officers and employees quarterly.

ITEM XI - BROKERAGE PRACTICES

Best Execution: As an investment advisory company, the Firm has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. The Firm may not necessarily pay the lowest commission or commission equivalent as specific transactions may involve specialized services on the part of the broker.

This would justify higher commissions (or their equivalent) than other transactions requiring routine services. If the Firm is directed by the client to direct trades to a specific broker dealer other than the custodian typically used for trade execution, it is disclosed that the Firm's ability to negotiate commissions (where applicable), obtain

volume discounts, or otherwise obtain best execution may not be as favorable as might otherwise be obtained.

Order Aggregation: the Firm may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (e.g. for the purposes of reducing brokerage commissions or obtaining a more favorable execution price). Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of the Firm's investment advisory agreements. Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive, to the extent possible, the same execution price (average share price) for the securities purchased or sold in a trading day. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. The Firm may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

BancTrust Advisors never discloses the nonpublic personal information about its clients to anyone except to those persons necessary to effect the transactions and provide the services that the clients requires (such as broker-dealers, custodians, etc.) or as otherwise provided by law.

A copy of BancTrust Advisors' Business Continuity Plan Disclosure Document will be provided to the Client at the time of account opening as well as when material changes to the plan occur. A copy of this document may be obtained at any time upon request.

ITEM XII - REVIEW OF ACCOUNTS

Accounts are monitored on an ongoing basis. The factors that may change allocations would be: changes in economic conditions, changes in the fundamentals of the securities in the accounts, or technical factors. Re-balancing of assets may be also performed to comply with each client's investment instructions and profile. The Advisor produces a written quarterly statement, using information supplied directly by the custodian (s).

ITEM XIII - CLIENT REFERRALS AND OTHER COMPENSATION

BancTrust Advisors may use solicitors' agreement in order to compensate for client referrals. At this time, the firm has no solicitor's agreements in place.

ITEM XIV - CUSTODY

The Firm provides investment advisory services and portfolio management services and does not under any circumstance provide securities custody or other administrative services. On special circumstances, the Firm may have authority over bank accounts in name of a client, in order to facilitate the payment of fees or other administrative expenses related to the advice provided to the client.

ITEM XV - INVESTMENT DISCRETION

The advisor may be granted discretion over the selection and amount of securities to be bought or sold in the client's accounts without obtaining prior consent or approval from the client. However, these purchases or sales may be subject to specified investment limitations previously set forth in the investment management agreement between the advisor and the clients.

ITEM XVI - VOTING CLIENT SECURITIES

The Firm will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, the Firm cannot give any advice or take any action with respect to the voting of these proxies. The client and the Firm agree to this by contract. For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. Also, the Firm cannot give any advice or take action with respect to the voting of these proxies.

Clients may obtain a copy of our Proxy Voting Policies and Procedures by contacting us at compliance@banctrustadvisors.com.

ITEM XVII - FINANCIAL INFORMATION

BancTrust Advisors does not maintain any impairments or financial obligations that might prevent it from meeting any contractual obligation to its clients.

