

**Part 2A of Form ADV: Firm Brochure**  
**OLDEN LANE ADVISORS LLC**

**Item 1      Cover Page**

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Olden Lane Advisors LLC has applied for registration as an investment adviser with the United States Securities and Exchange Commission. Registration does not imply a certain level of skill or training.

**This brochure provides information about the qualifications and business practices of Olden Lane Advisors LLC. If you have any questions about the contents of this brochure, please contact us at 609-436-9595. 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 Olden Lane Advisors LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2           Material Changes**

This is the initial brochure for Olden Lane Advisors LLC; therefore, there are no material changes to report. In the future, this Item will discuss specific material changes that apply to our business since the last annual update of our brochure.

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#### **Item 4            Advisory Business**

Olden Lane Advisors LLC (“Advisors” or the “Firm”) is a Delaware limited liability company that was formed in the State of Delaware on November 25, 2014 and will commence operations as an investment advisor on or about July 1, 2015. The Firm is wholly owned by Olden Lane LLC which, in turn, is owned by Oses Savoir LLC and Leogroup Partners Investment Fund, LLC. The principal owner of Oses Savoir LLC is Michel Spencer Serieyssol, who is also the CEO of the Firm. Leogroup Partners Investment Fund, LLC is owned by The Leo Group, LLC, a New Jersey limited liability company, whose principal owner is Matthew James Allain; Mr. Allain is not involved in the operations and/or management of Advisors.

We will provide the following types of services: (1) unit investment trust (“UIT”) investment recommendations and UIT supervision and valuation services; (2) sponsor and manager of private trusts (“PTs”) with defined securities portfolios; (3) commodity pool operator (“CPO”) services; and (4) commodity trading advisor (“CTA”). Capitalized terms not defined in this ADV Brochure are as defined in the respective UIT or PT Documents, together with any ancillary documents, such as a Services Agreement.

#### **SERVICES OVERVIEW**

##### **Unit Investment Trust Investment Recommendations**

A UIT is an investment company regulated under the Investment Company Act of 1940, as amended (the “1940 Act”). The UIT sponsor will make a public offering of a specific, fixed number of units; an investor holds an undivided ownership interest in the underlying investment portfolio. A UIT does not actively manage or trade its investment portfolio; the portfolio securities and other assets held by the UIT are listed in its prospectus. The terms and conditions, together with the risks, of each UIT are described in its offering and governing documents (collectively, the “UIT Documents”).

Our investment recommendations, supervision and valuation services are provided to the UIT sponsor, which is an affiliated entity, Olden Lane Securities LLC (“OLS”), a broker-dealer registered with FINRA and SIPC. For these services, our clients are solely the UIT sponsors. Please note, however, that the key personnel of Advisors are also the key personnel of OLS; we discuss how we monitor potential conflicts due to this overlap in personnel in Item 11.

OLS may sponsor one or more series of UITs registered under the 1940 Act with the SEC. Most of the UITs that OLS will sponsor will have a term of between one to five years; the term is stated in each UIT’s Documents. While the fundamental structures of the Trusts and the various Series will be similar in most respects, the investment objectives of particular Series likely may differ.

A particular UIT's securities portfolio will be acquired and then deposited with the Series Custodian (as defined in the UIT Documents), in exchange for units of fractional undivided interest ("Units") in the deposited portfolio. These Units will then be offered to the public through the sponsor (identified as the "Depositor" in the UIT Documents) and dealers at a public offering price. During the initial offering period, the public offering price will be based upon the aggregate market value of the underlying portfolios, or, for any holding in the portfolio not listed on a securities exchange, the aggregate offering side evaluation of that underlying portfolio holding, plus a front-end sales charge, including a creation and development fee and/or a deferred sales charge paid to the sponsor. This sales charge will be the maximum amount applicable to any particular Series.

## **Purchases and Redemptions of Units**

### **Investment Recommendations**

Our investment recommendations are not limited to any specific product or service and will primarily include advice regarding the following securities:

- Exchange listed, NASDAQ and DTC equity securities;
- Non-US securities;
- Fixed-income securities, including, without limitation, notes, strips and zero-coupon bonds;
- Treasuries, Cash and Cash Equivalents;
- Exchange listed and OTC derivative contracts (may include over-the-counter or centrally cleared options, swaps or other contracts having payments or deliveries based on interest or other rates, currencies, commodities, securities, bonds, indices, quantitative measures, or other financial or economic indicia);
- Futures and Commodities;
- Mortgage-backed securities or other obligations issued or guaranteed by the United States of America or by any agency or instrumentality thereof (plus any contract securities, replacement securities, or additional securities);
- Certificates of participation;
- Interests in public or private funds or commodity pools; and
- Open-end and closed-end management investment companies.

Our investment recommendations will be tailored to each UIT and will be based on information gathered through the prospectus for the UITs and communications with the UIT sponsor and trustee. Information will be gathered by telephone, e-mail and in-person discussions.

### **Our affiliate, OLS, May Maintain a Secondary Market for the Units**

Units of the Trust may be purchased or redeemed on any business day through an investor's financial advisor or other financial intermediary, which can either redeem units through the Trust's transfer agent or sell units back to OLS. OLS may, but is under no obligation to,

repurchase units from unitholders who want to redeem their units; any repurchases will be at the redemption price. OLS is not obligated to maintain a market and may stop doing so without prior notice for any reason. If OLS stops repurchasing units, a unitholder's financial intermediary may dispose of units by redemption through the transfer agent of the particular Trust. The price received from the Trust by the unitholder for units being redeemed is generally based upon the sales price of the related Trust property. In addition, as stated in the UIT Documents, the maximum sales charge may be reduced for officers, directors, and employees of the sponsor and of certain affiliates of the sponsor.

#### Unit Investment Trust Supervision and Valuation Services

We provide supervision and valuation services to our affiliate, OLS, the sponsor of these UITs.

Our firm acts as the supervisor and valuation evaluator to the UITs, as provided under the UIT Documents and the Master Services Agreement ("MSA"). We monitor each UIT's portfolio to ensure the portfolio maintains its sound investment character, in accordance with the UIT's Documents and our independent judgment. Once a portfolio is selected, it remains mostly fixed until the termination of the UIT. However, the UIT Documents will generally set forth a limited number of circumstances in which the trust may buy or sell securities, such as when a security has significant credit issues. We also monitor on a regular basis, as needed, the UIT's portfolio for the financial viability of an issuer or the security's creditworthiness.

In our capacity as the evaluator to the UITs, we will also determine the valuation of each security or other asset in each UIT's portfolio on a daily basis, which allows for the calculation of the UIT's daily net asset value ("NAV"). We may, but are not required to, use certain independent pricing services to provide valuation services to the UITs.

#### Administrative Services to the UITs, including Custodial Arrangements

Our affiliated broker-dealer, the sponsor of the UITs, will provide administrative services, e.g., bookkeeping, to the UITs. All of the services to be provided to the UITs are detailed in the MSA, as supplemented or amended for each UIT by a Series MSA Supplement that incorporates by reference the MSA and describes any exclusions from, or additions or exceptions to, such incorporation by reference for each Series of Trust or variation of its terms. Among other issues, the MSA describes the custody arrangements with the third party custodian retained for each UIT or Series of Trust; when certain administrative fees will be imposed, if provided for in the UIT's Documents; and how tax reporting is prepared. Initially, the Bank of New York Mellon will act as third-party custodian for each of the UITs. Each such Services Agreement will be publicly available at [www.sec.gov](http://www.sec.gov) as part of the S-6 filing for the UIT or Series UIT and should be reviewed by a prospective investor before making an investment decision to invest in such UIT or Series UIT.

### Private Trusts (“PTs”)

To accommodate investor needs, we will also sponsor certain PTs that are exempt from registration under Section 3(c)(7) of the 1940 Act. As set forth in the PT’s governing and offering documents (collectively, the “PT Documents”), these PTs will have defined portfolios of mostly fixed income securities, equity securities and/or derivatives. The PTs will issue certificates representing a pro rata beneficial interest in the property held in trust by the particular PT. These PTs are intended to be sold to Qualified Institutional Buyers (“QIBs”) under Rule 144A of the Securities Act of 1933, as amended (the “33 Act”). As sponsor of each PT, we will be responsible for the construction of the PT’s investment portfolio and its operations, including the issuance and redemption of PT certificates. The investment portfolio of each PT is expected to be defined at inception of the PT in accordance with the PT Documents and will generally not be actively managed except in limited circumstances.

### Commodity Pool Operator

The Commodity Exchange Act, as amended (“CEA”) defines the term “commodity pool” to include any investment trust, syndicate, or similar form of enterprise operated for the purpose of trading in commodity interests (a “Pool”). The Firm may apply for registration as a commodity pool operator (“CPO”) with the National Futures Association (“NFA”) and, once approved, may serve as a CPO for Pools. As a CPO, in addition to making investment decisions on behalf of the Pool, or engaging a commodity trading adviser to do so, we will prepare and distribute a disclosure statement and audited financial reports as required by applicable regulations, as well as keep records concerning the Pool participants, transactions and operations.

### Commodity Trading Adviser

The Firm may also choose to register as a commodity trading adviser (“CTA”) with the NFA. If we form a CTA, we would expect to advise others on a regular basis, including, without limitation, the UITs or sponsored PTs to which we provide supervisory and evaluation services, as to the advisability of trading in commodity futures, options or swaps, as well as the value of such interests.

### Wrap Fee Programs

Advisors does not participate in wrap fee programs.

### Assets under Management

As of the date of this brochure, we do not have any client assets under management.

## **Item 5            Fees and Compensation**

### Fees in General

The amount and method of payment of fees for our services will be specified in the offering and governing documents of each corresponding UIT, PT or Pool and will generally not be negotiable. The Adviser's fees for portfolio supervisory and evaluation services to UITs sponsored by its affiliate will be generally assessed as a fixed amount per unit. Advisory fees will be deducted monthly, quarterly, semi-annually, or annually, in advance or in arrears, as specifically stated in each UIT's, PT's, Pool's offering and governing documents. Any adjustments to the fixed fee are capped as described in the MSA and/or the applicable UIT or PT Documents, but do not require Unitholder consent.

### Supervisory and Evaluation Fees

Advisors fees are in addition to the sales charges charged by our affiliated sponsor of each UIT. It is currently anticipated that the sales charge for each UIT Series will range from .25% to 5.50% of the public offering price, generally depending upon the term of the Series, the type of holdings comprising the underlying portfolio and the complexity of its underlying structure. The sales charges of a future Series, however, may vary depending, among other things, on the type of holdings in the underlying portfolios, the nature of the offering and the term of the Series. The maximum charge is typically subject to reduction in compliance with Rule 22d-1 under the 1940 Act, and under certain stated circumstances disclosed in the prospectus, such as for a volume discount purchase. The structure for volume discounts will depend on the type of the Series and its term, which can vary. In addition, as stated in the UIT Documents, the maximum sales charge may be reduced for officers, directors, and employees of the sponsor and of certain affiliates of the sponsor.

CPO/CTA Fees. Initially, any such services will be rendered solely in support of our UITs and PTs. Accordingly, no separate fees will be paid to us for such services.



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

Advisors does not charge performance-based fees (i.e., fees based on a share of capital gains or appreciation in a client's account).

**Item 7           Types of Clients**

We expect to provide services to UITs, PTs and Pools that we sponsor or that are sponsored by affiliates. Sales of our PTs will be limited to QIBs under Rule 144A.

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

### Unit Investment Trust Supervision and Evaluation Services

For affiliate sponsored UITs, we will not select the portfolio and, therefore, will not use a method of analysis or investment strategy for providing investment advice or managing assets. However, as stated in Item 4, the key personnel of Advisors are also the key personnel of OLS; we discuss how we monitor potential conflicts due to this overlap in personnel in Item 11.

Advisors, as the supervisor of these UITs, will provide monitoring services. Although UITs are not managed and generally do not change their portfolios, we may determine that a condition may exist in which it is necessary for the UIT to buy additional securities and/or sell some of its holdings to maintain the sound investment character of the UIT as defined in the UIT Documents. Such limited conditions implemented to protect the UIT will be specified in the UIT's Documents and generally include, but are not limited to, situations where there has been a default in the payment of dividends; the price of a security has declined to such an extent or other such credit factors exist that the retention of such securities would be detrimental to the UIT and to the interest of the unitholders; a sale is required to fund redemptions or pay expenses; a sale would maintain the UIT's tax status; portfolio securities become subject to a tender offer; or the UIT must comply with federal and/or state securities laws, regulations and/or regulatory actions and interpretations.

### Private Trusts

Each PT will hold specific categories of portfolio securities and other assets (such as derivatives), as detailed in the PT Documents. The applicable investment strategy and risk factors will depend on the types of assets owned by each particular PT, but can be expected to include the asset categories listed in Item 4 and are affected by essentially the same risk factors discussed below. Each investor and prospective investor in any of the PTs should review carefully the PT's Documents before making an investment decision.

### Commodity Investment Recommendations

Our commodities strategy intends to invest in multiple proprietary and third-party investment strategies that seek to identify and profit from upcoming movements in the global commodity markets. The strategies may be quantitative or fundamental in nature, and may use market data and macroeconomic analysis to determine positions. The proprietary strategies may range from broad strategies that seek to provide exposure to all commodity markets to focused strategies that seek to provide exposure to a single asset class, sector or a market. Advisors may be party to an arrangement whereby a registered CTA will provide advisory services for commodity investments. Advisors may also choose to register as a CTA and provide such advice to the UITs, PTs and Pools for which we otherwise provide services.

## Risks

INVESTING IN SECURITIES IN ALL ASSET CLASSES INVOLVES A RISK OF LOSS THAT THE CLIENT SHOULD BE PREPARED TO BEAR.

Our supervision and evaluation services rely on the assumption that the companies whose securities are purchased and sold by each UIT and PT have been initially vetted by the UIT's or PT's sponsor in accordance with the UIT's or PT's Documents. We monitor the portfolio securities to respond to changing market and economic conditions, if necessary and permissible in accordance with the UIT or PT Documents, and in doing so we evaluate publicly-available sources of information and databases, including, without limitation, SEC filings, company releases and reports issued by the rating agencies that review these securities. We assume that these publicly-available sources of information provide accurate and unbiased data. We also consider the client and business risks associated with investment portfolios held by the UITs and PTs, and consider such factors as the investment, business, distribution, and operational challenges/opportunities.

There are no assurances that the investment portfolios selected by any UIT or PT will succeed. We do not guarantee that a client's investment objectives will be achieved or that a client will receive a return on their investment. Other potential material risks affecting various categories of securities in a UIT's or PT's portfolio may include:

### *Equity Securities.*

The primary risk of investing in equity securities is that they may decline in value for a variety of reasons, including a broad market downturn, unfavorable developments affecting an entire industry, and specific events affecting a single company. The following is a partial list of the risks associated with investing in various types of equity securities and supplements the risks identified in the respective UIT and PT Documents:

- An investment in equity securities should be made with an understanding of the risks involved with owning common stocks, such as an economic recession and the possible deterioration of either the financial condition of the issuers of the equity securities (for example, due to unexpected changes in senior management or excessive borrowing) or the general condition of the stock market.
- An investment in foreign stocks is subject to additional risks, including foreign currency fluctuations, foreign political risks, geopolitical risks, foreign withholding, possible lack of adequate financial information, and possible exchange control restrictions impacting foreign issuers. These risks may be more pronounced in emerging markets where the securities markets are substantially smaller, less liquid, less regulated and more volatile than developed foreign markets.

- An investment in small- or mid-capitalization companies may be more volatile than investments in larger, more established companies, and securities of small- and mid- size companies typically have more limited trading volumes.
- A portfolio may be concentrated in a particular industry or sector which involves more risk than a broadly diversified portfolio.

#### *Fixed Income Securities.*

The primary risk of investing in fixed income securities is that they may decline in value for a variety of reasons, including a broad market downturn, a rising interest rate environment, unfavorable developments affecting an entire industry, and specific events affecting a single company. The following is a partial list of the risks associated with investing in various types of fixed income securities and supplements the risks identified in the respective UIT and PT Documents:

- All bonds are subject to various risks including higher interest rates (as fixed income securities typically decline in value as interest rates rise), economic recession, possible rating downgrades by one or more rating agencies, and possible defaults of interest and/or principal payments by the issuer.
- Bonds are subject to reinvestment risk, namely, that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., at a lower interest rate).
- High-yield or “junk” bonds are rated below investment grade and are subject to a higher risk of ratings downgrade and issuer default than investment-grade bonds, and are more affected by an economic recession. The prices of high-yield bonds tend to fluctuate more than those of investment grade bonds.
- Fixed income securities issued by foreign issuers are subject to additional risks including foreign currency fluctuations, foreign political risks, geopolitical risks, foreign tax withholding, possible lack of adequate financial information and possible exchange control restrictions. Additionally, these risks may be more pronounced in emerging markets where the securities markets are substantially smaller, less liquid, less regulated, and more volatile than developed foreign markets.
- Municipal bonds are issued by states, counties or other municipal authorities and are subject to additional risks, including deterioration in the financial condition of the municipal issuer and potential changes in tax laws affecting the tax-free status of municipal bonds.
- Mortgage-backed securities may be more sensitive to changes in interest rates than traditional fixed income securities as rising rates tend to extend the duration of such securities. In addition, mortgage-backed securities are subject to prepayment risk, since borrowers may pay off their mortgages sooner than anticipated, particularly during a period of declining interest rates. Subprime mortgage-backed securities are subject to a higher risk of ratings downgrade or defaults than higher rated mortgage-backed securities.

- Senior loan securities are high-yield, floating rate corporate debt securities which are senior in a company's capital structure to its unsecured debt securities. Like all high-yield securities, such securities carry a heightened risk of a ratings downgrade or issuer default than investment grade securities.

*Commodities-Linked Investments.* The performance of commodity-linked investments, including derivatives, may depend on the performance of the overall commodities markets and on other factors that affect the value of commodities, including weather, political, tax, and other regulatory and market developments. In addition, there is counterparty risk in that we may have entered into a transaction with a specific counterparty that subsequently is unable to perform, either due to internal or external factors. Commodity-linked investments have certain other characteristics that may affect their value, such as: leverage; greater volatility and less liquidity than the underlying commodity, instruments, or measures; and are subject to the credit risks associated with the issuer such that their values may decline substantially if the issuer's creditworthiness deteriorates. Commodity-linked investments may also be hybrid instruments that can have substantial risk of loss with respect to both principal and interest. As a result, returns of commodity-linked investments may deviate significantly from the return of the underlying commodity, instruments, or measures. Legal and regulatory changes also can affect the value of these investments.

*Derivatives.* Derivatives include over-the-counter or centrally cleared options, swaps or other contracts having payments or deliveries based on interest or other rates, currencies, commodities, securities, bonds, indices, quantitative measures, or other financial or economic indicia.

The value of derivatives may be adversely affected if the market for derivatives is reduced or becomes illiquid. No assurance can be given that a liquid market will exist when we seek to close out a position. Reasons for the absence of a liquid secondary market on an exchange include the following: (i) there may be insufficient trading interest in certain derivatives; (ii) restrictions may be imposed by an exchange on opening transactions or closing transactions or both; (iii) trading halts, suspensions or other restrictions may be imposed with respect to particular classes or series of derivatives; (iv) unusual or unforeseen circumstances may interrupt normal operations on an exchange; (v) the facilities of an exchange or the Options Clearing Corporation may not at all times be adequate to handle the then-current trading volume; or (vi) one or more exchanges could, for economic or other reasons, decide or be compelled at some future date to discontinue the trading of derivatives (or a particular class or series of derivatives). If trading were discontinued, the secondary market on that exchange (or in that class or series of derivatives) would cease to exist. However, outstanding options on that exchange that had been issued by the Options Clearing Corporation as a result of trades on that exchange would continue to be exercisable in accordance with their terms.

*Options Risk.* Options agreements are derivative contracts that are based on, and are valued in relation to, one or more underlying securities, financial benchmarks or indices. Derivatives typically have economic leverage inherent in their terms. Such leverage will magnify any losses. Options agreements can be highly volatile, illiquid and difficult to value, and changes in the

value of such instruments held by a client may not correlate with the underlying reference index, or other client property. Although the value of options agreements will depend largely upon price movements in the underlying reference index, there are additional risks associated with options agreements that are possibly greater than the risks associated with investing in other financial instruments that provide economic exposure to the reference index, including illiquidity risk, leveraging risk and counterparty credit risk. A small position in options agreements could have a potentially large impact on performance. Trading restrictions or limitations may be imposed by an exchange, and government regulations may restrict trading in options agreements.

*Counterparty Risk.* With respect to investment in over-the-counter options, swaps or other derivatives transactions, a client's ability to achieve its investment objective will depend upon the ability of each counterparty to meet its obligations. A counterparty may become unable to make a payment due in connection with the relevant financial transaction. Moreover, if a counterparty is unable to make a payment when due and the collateral posted by the counterparty is insufficient, the client will face the risk of non-performance by the counterparty and will suffer losses. We intend to monitor the collateral accounts and for the occurrence of events which would adversely affect the general credit standing of counterparties. A UIT's or PT's portfolio is not actively managed and may continue to hold certain derivatives even if these events occur. As a result, the credit risk of the counterparties may affect the value of the UIT's or PT's portfolio and may result in significant losses.

In addition, transactions in exchange-traded derivatives will be subject to limitations established by each of the exchanges, boards of trade or other trading facilities on which the derivatives are traded. These limitations govern the maximum number of derivatives in each class which may be written by a single investor or group of investors acting in concert, regardless of whether the derivatives are written on the same or different exchanges, boards of trade or other trading facilities or are written in one or more accounts or through one or more brokers. An exchange, board of trade or other trading facility may order the liquidation of positions found to be in excess of these limits, and it may impose other sanctions.

*Investment in Investment Companies.* Investing in other investment companies is subject to risks affecting the investment company, including the possibility that the value of the underlying securities and other assets held by the investment company could decrease. Moreover, such an investment will incur its pro rata share of the expenses of the underlying investment companies' expenses.

*Leverage.* The use of derivatives may create leveraging risk. Leveraging may cause an account to be more volatile than if it had not been leveraged. Leverage can also arise through the use of borrowing for investment purposes. To the extent that a client purchases securities while it has outstanding borrowings, it is using leverage (*i.e.*, using borrowed funds for investment). Leveraging will increase the effect of any increase or decrease in the market value of a client's portfolio. Money borrowed for leveraging will be subject to interest costs that may or may not be recovered by appreciation of the portfolio.

*Short Sales.* A short sale entails selling a borrowed security with the expectation that the price of the security will decline so that the security may be purchased at a lower price prior to the time the borrowed security is returned. While the potential losses associated with investing in stocks are typically limited to the original cost of the securities, the potential for losses associated with short positions is much greater than the original value of the securities sold short. A client may not always be able to close out a short position at a particular time or at an acceptable price. A lender may request that borrowed securities be returned to it on short notice, and securities may have to be purchased at an unfavorable price, resulting in a loss. Short sales are also subject to credit risks related to the lender or the general risk that the lender does not comply with its obligations, as well as increased regulatory burdens.

*U.S. Treasury Obligations.* A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only as to the timely payment of interest and principal when held to maturity, but the market prices for such securities are not guaranteed and will fluctuate. Treasury Obligations may differ from other securities in their interest rates, maturities, times of issuance and other characteristics. U.S. government securities generally do not involve the credit risks associated with investments in other types of debt securities, although, as a result, the yields available from U.S. government securities are generally lower than the yields available from corporate fixed-income securities. Like other debt securities, however, the values of U.S. government securities change as interest rates fluctuate. Changes to the financial condition or credit rating of the U.S. government may cause the value of Treasury Obligations to decline.

#### UIT, PTs and CPOs Prospectus, Governing Documents

Investors in the UITs, PTs and CPOs for which we provide the services described above should also read the prospectus, governing documents and annual reports (if any) of each such entity for a complete description of its investment strategies and risks.

#### Additional Risk Factors

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment strategy. Prospective and existing clients are encouraged to consult their own financial, legal and tax professionals in connection with the selection of and investment in a particular strategy or product. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed herein.



**Item 9            Disciplinary Information**

None.

## **Item 10      Other Financial Industry Activities and Affiliations**

Our affiliated broker-dealer, OLS, is a registered broker-dealer under the Securities Exchange Act of 1934, a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”) and a member of Securities Investor Protection Corporation (“SIPC”). Most of Advisors’ employees are also registered representatives of OLS. We are conscious of the potential conflicts of interests this dual affiliation may raise and have addressed these concerns in our Code of Ethics, where controls and pre-approval procedures are detailed; see Item 11.

Advisors may register as a commodity pool operator and a commodity trading adviser.

Advisors’ chief executive officer (“CEO”), Michel Serieyssol, and its chief compliance officer (“CCO”), Peter Marquardt, are also the CEO and CCO of OLS, respectively. OLS has the same owners as Advisors and both are subsidiaries of Olden Lane LLC. Mr. Marquardt is also the CCO of SenaHill Securities, LLC, a broker-dealer registered with the SEC and supervised by FINRA, as well as the CCO and a member of The Leo Group, LLC, an SEC- registered investment advisor; The Leo Group, through its subsidiary, LeoGroup Partners Investment Fund, LLC, holds an ownership interest in Olden Lane LLC.

Advisors does not recommend OLS or SenaHill Securities, LLC as a broker-dealer to its clients, and does not recommend the advisory services of The Leo Group, LLC to its clients. OLS will be the sponsor and underwriter of UITs for which Advisors will provide supervision and valuation services. Advisors will also sponsor PTs.

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

Potential or actual conflicts of interest may arise from time to time between Advisors and its affiliates, on the one hand, and its clients, on the other hand. Advisors believes it has adopted standards in its policies and procedures to address these potential conflicts.

### Description of Code of Ethics

Advisors has adopted a Code of Ethics (the “Code”) pursuant to SEC Rule 204A-1. Under our Code, all Supervised Persons of Advisors are deemed to be Access Persons. This Code requires that all Access Persons of Advisors place the interests of the Firm’s clients ahead of their own. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, policies and procedures concerning the misuse of material non-public information that are designed to prevent insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All Access Persons at Advisors must acknowledge the terms of the Code of Ethics annually, or as amended.

Code of Ethics Copies Available: The Firm’s clients or prospective clients may request a copy of the Firm’s Code of Ethics at any time by contacting our Chief Compliance Officer, Peter Marquardt, at [compliance@oldenlane.com](mailto:compliance@oldenlane.com).

The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of Access Persons (and their related persons) will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing Access Persons to invest for their own accounts.

### Recommendation Involving Material Financial Interest

Under the Code, employees and Access Persons of Advisors (collectively, “Access Persons”) are required to disclose any personal material interest they have in a security that Advisors recommends to clients. It is possible that an Access Person may own, individually, securities that are owned in the securities portfolio of a particular UIT or PT. Since this raises potential conflicts of interest, any such transactions are carefully scrutinized by our CCO, both at the time of initial acquisition of such security and throughout the employment of that particular Access Person, as provided in our Code (this is further discussed immediately below).

### Investing in Same Securities as Clients or At/Around Same Time as Clients

Advisors expects that its clients will be UITs and/or PTs and that it seldom will recommend that a UIT or PT purchase or sell securities. Under all circumstances, Access Persons of Advisors are prohibited from purchasing or selling, directly or indirectly, any security for two days during which any client has a pending “buy” or “sell” order in that same security until that order is

executed or withdrawn. Any profits realized on such prohibited transactions must be disgorged and such Access Persons may face further disciplinary actions including, without limitation, an enforcement action from the SEC and/or state regulators and dismissal from the Firm.

No security may be bought or sold by an Access Persons before Advisors' clients' accounts have had the opportunity to execute such transactions. All Advisors' trades made by Access Persons who recommend or participate in the determination of which recommendations shall be made are reviewed by the chief compliance officer or his designee in advance and permission obtained.

Advisors' Access Persons are also prohibited from purchasing or selling any security prior to the initial public offering period of an OLS-sponsored UIT if the Trust's investment portfolio may contain that investment in its portfolio.

All of Advisors' Access Persons must direct their brokers to send duplicate copies of trade confirmations and brokerage statements to the designated compliance officer. These records are used to monitor compliance with Advisors' Code of Ethics with respect to trading and compliance policies.

The Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit Access Persons to invest in the same securities as clients, there is a possibility that Access Persons might benefit from market activity by a client in a security held by Access Persons. Access Persons trading is continually monitored by the Chief Compliance Officer or his designee under the Code of Ethics to reasonably prevent conflicts of interest between Advisors and its clients.

In addition, Access Persons must obtain pre-approval from the chief compliance officer or his designee before participating in initial public offerings or private placements. Access Persons must also seek approval from the chief compliance officer of any outside business activities before engaging in them.

### **Payment of Fees**

Any fees paid to Advisors by a client are required to be on an arm's-length basis and on terms that are no less favorable to the client or than would be obtained in a transaction with an unaffiliated party. This guideline also applies to managing assets for clients with different fee structures so that we are not improperly influenced by the potential amount of our compensation, including, without limitation, with respect to the allocation of investment opportunities (discussed further below).

### **Valuations of Investments**

There may be situations in which Advisors is incentivized to influence or manipulate the valuation of investments. For example, we might overstate valuation in order to increase fees due to us, such as a management fee that is calculated as a percentage of the value of the client

assets. We value securities and instruments at their fair value in accordance with approved methodologies under U.S. Generally Accepted Accounting Principles. Generally, we value securities at their market price if market quotations are readily available, with a discount in the case of restricted securities. Otherwise, securities are valued based on management's judgment and estimation in accordance with our valuation policies and procedures, as set forth in the UIT's or PT's Documents. Under certain circumstances, we may alter our valuation procedures based on market events, such as trading suspensions, unreliability of pricing sources, or macro-economic events.

### **Allocation of Investment Opportunities with Other Advisory Clients and Conflicting Fiduciary Duties**

From time to time, we may be presented with investment opportunities that fall within the investment objectives of multiple clients. In such circumstances, and in accordance with the UIT or PT Documents of the applicable client, we will allocate such opportunities in a manner that we determine in good faith to be fair and reasonable taking into account all facts and circumstances we deem relevant, including the nature of the investment focus of each client, the relative amounts of capital available for investment, the degree of risk arising from an investment, the expected investment return, relative liquidity, the likelihood of current income and regulatory and tax considerations. In addition, particularly with respect to illiquid or private investments, conflicts of interest can arise when disposing of a particular investment would be beneficial for one client while retaining such investment would be beneficial for another client. To resolve such conflicts, we may, but are not required to (unless otherwise provided in the UIT or PT Documents), consult with an independent third party for guidance.

### **Other Activities of Management**

Advisors' key personnel will devote such time as reasonably necessary to conduct the business affairs of each client in an appropriate manner. However, our personnel may work on other projects, including providing services to our other clients. Conflicts may arise in the allocation of management resources.

### **Conflicts List Not Exhaustive**

The above list of potential conflicts of interest does not purport to be a complete enumeration or explanation of the conflicts involved in an investment with, or managed by, Advisors. To the extent that prospective investors would benefit from an independent review, such benefit is not available through Advisors or any of its affiliates. In addition, as Advisors' investment program and clients develop and change over time, a client may be subject to additional and different conflicts.

## **Item 12            Brokerage Practices**

Advisors does not recommend or select broker-dealers for client transactions and we do not determine the reasonableness of such broker-dealer's compensation. As described in Item 4, we will provide advisory services to affiliates that sponsor UITs, PTs and Pools. We do not anticipate that our affiliate, OLS, will generally execute client trades for the UITs or PTs it sponsors, but it is authorized to do so in the MSA; if OLS acts as broker for the UITs or PTs, it will be entitled to compensation in accordance with applicable laws, rules and regulations. In addition, the MSA provides that an affiliate of OLS or of the Custodian for a particular UIT or PT may act as broker in accordance with applicable laws, rules and regulations. If an affiliate of the Custodian is selected to act as broker, it will be compensated as provided in the UIT or PT Documents and as may be agreed upon with OLS, without reduction of the compensation payable to the Custodian for its custodial services.

### Best Execution

Advisors has an obligation of best execution with respect to the UITs and PTs. This obligation applies to Advisors' affiliates as well, including our affiliated broker, OLS. Generally, Advisors does not charge commissions but may do so in certain circumstances and/or may charge service fees that are tantamount to commissions. Any such arrangements are always disclosed in the UIT's or PT's Documents and agreed to by the client.

### Cross Security Transactions

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to an advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Advisors or its affiliates will not effect any principal or agency cross securities transactions for client accounts. However, as disclosed in the UIT Documents, on the day prior to the effectiveness of a new UIT, our affiliated broker dealer, OLS, will create a seed deposit by purchasing a representative amount of each of the securities to be held by the new trust. The securities, or contracts to buy the securities, are deposited with the custodian for the benefit of the trust. In exchange for the securities, OLS will receive certificates representing units of a fractional undivided interest in the deposited portfolio. Advisors will not provide investment advice with regard to this initial transaction of each UIT or PT and will rely on an independent third party with expertise in valuations.

### **Item 13          Review of Accounts**

The frequency and nature of reviews and reports to clients are determined primarily by the particular needs of the each client. At this time we expect our only clients will be UITs, PTs and CPOs. We expect to value daily the units in the UITs, PTs and CPOs to establish the NAV of the investment portfolios for our clients.

In the event of a sale or purchase of securities for a UIT or PT, confirmations will be forwarded by the custodian to the administrator and depositor of the UIT or PT, as provided in the Master Services Agreement between the trust and service providers.

The depositor and administrator of the UITs and PTs will receive account statements directly from the Broker-Dealer/Custodian. In the event that the sponsor and administrator also receive an account statement or report from Advisors, the sponsor and administrator are urged to compare the account statement received from the qualified custodian with the account statement or report received from Advisors, and report any discrepancies to the qualified custodian and Advisors.

**Item 14      Client Referrals and Other Compensation**

We do not compensate anyone for client referrals.



**Item 15      Custody**

We do not have custody of client funds or securities. Each client's assets are held by a qualified custodian. However, we urge all of our clients to carefully review all reports and statements and report any discrepancies or inconsistencies to us and the custodian as soon as possible.

**Item 16          Investment Discretion**

We will have limited authority to authorize the sale of securities held by a UIT or PT in accordance with the terms of such UIT's or PT's Documents.

## **Item 17        Voting Client Securities**

We do not intend to have discretion to vote proxies for our clients. However, in the event that Advisors is to vote a proxy, we have adopted proxy voting policies that are reasonably designed to comply with the requirements of the Advisers Act and reflect our commitment to vote such instruments in a manner consistent with the best interests of our clients.

**Item 18          Financial Information**

We have limited discretionary authority to authorize the sale of securities held by a UIT or PT pursuant to the terms of such UIT's and PT's Documents. We therefore are required to disclose to the UITs and PTs any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to them. Clients are advised that we have no such financial condition to disclose. Advisors has not been the subject of a bankruptcy petition at any time during the past ten years.