

Sutton Place Investors LLC

Form ADV Part 2A – Disclosure Brochure

Effective: September 28, 2018

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Sutton Place Investors LLC (“Sutton Place” or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact us at (914) 767-0974.

Sutton Place is a registered investment advisor with U.S. Securities and Exchange Commission (“SEC”). The information in this Disclosure Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Sutton Place to assist you in determining whether to retain the Advisor.

Additional information about Sutton Place and its Advisory Persons are available on the SEC’s website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 298989.

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Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about the Advisory Persons of Sutton Place. For convenience, we have combined these documents into a single disclosure document.

Sutton Place believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. Sutton Place encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Material Changes

Sutton Place is a newly formed registered investment advisor. This is the initial filing of the Disclosure Brochure.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 298989. You may also request a copy of this Disclosure Brochure at any time, by contacting us at (914) 767-0974.

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Item 4 – Advisory Services

A. Firm Information

Sutton Place Investors LLC (“Sutton Place” or the “Advisor”) is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”), which is organized as a Limited Liability Company (“LLC”) under the laws of the State of New York. Sutton Place was founded in September 2018, and is owned and operated by Donato Settanni, CPA (Chief Executive Officer) and David V. Settanni (Chief Financial Officer). This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Sutton Place.

The Advisor serves as a fiduciary to Clients, as defined under applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness and good faith towards each Client and seeks to mitigate potential conflicts of interest. Our fiduciary commitment is further described in our Code of Ethics. For more information regarding our Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

B. Advisory Services Offered

Sutton Place offers investment advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations, and businesses in the State of New York and other states (each referred to as a “Client”).

Investment Management Services

The Advisor’s investment process starts with our first Client meeting. Advisory Persons of Sutton Place will work closely with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio strategy. The Advisor will evaluate the Client’s ability and willingness to assume risk based on their current assets, family structure, future needs, and current and future income streams. Clients that engage the Advisor for investment management services will go through the Advisor’s risk tolerance questionnaire and review process to develop and asset allocation and investment portfolio that seeks to achieve the Client’s goals and objectives. Sutton Place will typically construct a Client’s investment portfolio utilizing diversified mutual funds, exchange-traded funds (“ETFs”), and individual equity and fixed income securities. The Advisor may also utilize individual stocks, bonds or options contracts to meet the needs of its Clients. The Advisor may retain certain types of investments based on a Client’s legacy portfolio construction.

Once the portfolio is established, Sutton Place will provide continuous personal Client contact and interaction while providing discretionary investment management and related advisory services. Clients may also engage the Advisor for its wealth management services (investment management, financial planning, taxes and estate planning).

Sutton Place’s investment strategy[ies] is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. Sutton Place will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

Sutton Place evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. Sutton Place may recommend, on occasion, redistributing investment allocations to diversify the portfolio. Sutton Place may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. Sutton Place 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, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

At no time will Sutton Place accept or maintain custody of a Client's funds or securities. All Client assets will be managed within the designated account[s] at the Custodian, pursuant to the terms of the agreement. Please see Item 12 – Brokerage Practices and Item 15 - Custody.

Financial Planning Services

Sutton Place will typically provide a variety of financial planning and consulting services to Clients, pursuant to a written financial planning agreement. Services are offered in several areas of a Client's financial situation, depending on their goals, objectives and financial situation. Generally, such financial planning services involve preparing a formal financial plan or rendering a specific financial consultation based on the Client's financial goals and objectives. This planning or consulting may encompass one or more areas of need, including but not limited to, investment planning, retirement planning, estate planning, tax management, personal savings, education savings, insurance needs and other areas of a Client's financial situation.

A financial plan developed for, or financial consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. For example, recommendations may be made that the Client start or revise their investment programs, commence or alter retirement savings, establish education savings and/or charitable giving programs.

Sutton Place may also refer Clients to an accountant, attorney or other specialists, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of the Client's financial situation, observations, and recommendations. For consulting or ad-hoc engagements, the Advisor may not provide a written summary. Plans or consultations are typically completed within six (6) months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations may pose a conflict between the interests of the Advisor and the interests of the Client. For example, a recommendation to engage the Advisor for investment management services or to increase the level of investment assets with the Advisor would pose a conflict, as it would increase the advisory fees paid to the Advisor. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to effect the transaction through the Advisor.

C. Client Account Management

Prior to engaging Sutton Place to provide investment advisory services, each Client is required to enter into one or more agreements with the Advisor that define the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – Sutton Place, in connection with the Client, will develop a strategy that seeks to achieve the Client's goals and objectives.
- Asset Allocation – Sutton Place will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance of risk for each Client.
- Portfolio Construction – Sutton Place will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Sutton Place will provide investment management and ongoing oversight of the Client's investment portfolio.

D. Wrap Fee Programs

Sutton Place does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by Sutton Place.

E. Assets Under Management

Sutton Place is a newly established advisor. Assets under management shall be reported following the Advisor's December 31, 2018 fiscal year end. Clients may request more current information at any time by contacting the Advisor.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into a written agreement with the Advisor.

A. Fees for Advisory Services

Investment Management Services

Investment advisory fees are paid quarterly in advance of each calendar quarter pursuant to the terms of the investment advisory agreement. Investment advisory fees are based on the market value of assets under management at the end of the prior calendar quarter and are based on the following schedule:

Assets Under Management (\$)	Annual Rate (%)
Up to \$500,000	1.50%
\$500,001 to \$1,000,000	1.40%
\$1,000,001 to \$3,000,000	1.30%
\$3,000,001 to \$10,000,000	1.20%
\$10,000,001 to \$50,000,000	1.10%
Over \$50,000,000	1.00%

The investment advisory fee in the first quarter of service is prorated from the inception date of the account[s] to the end of the first quarter. Fees may be negotiable at the sole discretion of the Advisor. The Client's fees will take into consideration the aggregate assets under management with Advisor. All securities held in accounts managed by Sutton Place will be independently valued by the Custodian. Sutton Place will not have the authority or responsibility to value portfolio securities. If the Client engages the Advisor for its wealth management services, the Client will pay a single fee for investment management, financial planning, taxes and estate planning.

The Advisor's fee is exclusive of, and in addition to, brokerage fees, transaction fees, and other related costs and expenses, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

Financial Planning Services

Sutton Place offers financial planning services either on an hourly basis or a fixed engagement fee. Hourly engagements range up to \$200 per hour. Fixed fee engagements are based on the expected number of hours to complete the engagement at the Advisor's hourly rate. Fees may be negotiable based on the nature and complexity of the services to be provided and the overall relationship with the Advisor. An estimate for total hours and/or total costs will be provided to the Client prior to engaging for these services. If the Client engages the Advisor for its wealth management services, the Client will pay a single fee for investment management, financial planning, taxes and estate planning.

B. Fee Billing

Investment Management Services

Investment advisory fees are calculated by the Advisor or its delegate and deducted from the Client's account[s] at the Custodian. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the beginning of the respective quarter. The amount due is calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with Sutton Place at the end of the prior quarter. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting deduction of the investment advisory fee. It is the responsibility of the Client to verify the accuracy of these fees as listed on the Custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide

written authorization permitting Sutton Place to be paid directly from their account[s] held by the Custodian as part of the investment advisory agreement and separate account forms provided by the Custodian.

Financial Planning Services

Financial planning fees may be invoiced up to fifty percent (50%) of the expected total fee upon execution of the financial planning agreement. The balance shall be invoiced upon completion of the agreed upon deliverable[s].

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than Sutton Place, in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custody and securities execution fees charged by the Custodian. The fees charged by Sutton Place are separate and distinct from these custody and execution fees.

In addition, all fees paid to Sutton Place for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. A Client could invest in these products directly, without the services of Sutton Place, but would not receive the services provided by Sutton Place which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Sutton Place to fully understand the total fees to be paid. Please refer to "Item 12 – Brokerage Practices" for additional information.

D. Advance Payment of Fees and Termination

Investment Management Services

Sutton Place is compensated for its investment advisory services in advance of the quarter in which services are rendered. Either party may terminate the investment advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the investment advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Advisor will refund any unearned, prepaid investment advisory fees from the effective date of termination to the end of the quarter. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior consent.

Financial Planning Services

Sutton Place may require an advance deposit as described in Item 5.A. above. Either party may terminate the financial planning agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the financial planning agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Upon termination, the Client shall be billed for actual hours logged on the planning project times the contractual hourly rate or in the case of a fixed fee engagement, the percentage of the engagement scope completed by the Advisor. The Advisor will refund any unearned, prepaid planning fees from the effective date of termination. The Client's financial planning agreement with the Advisor is non-transferable without the Client's prior consent.

E. Compensation for Sales of Securities

Sutton Place does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above. However, Advisory Persons of Sutton Place may also be registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). In one's separate capacity as a registered representative of PKS, an Advisory Person may implement securities transactions under PKS and not through Sutton Place. In such instances, an Advisory Person will receive commission-based compensation in connection with the purchase and

sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by an Advisory Person in one's capacity as a registered representative is separate from and in addition to Sutton Place's advisory fees. Please see Item 10.

Advisory Persons may also be licensed as independent insurance professionals. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to Clients. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on the Client's needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with the Advisor.

Item 6 – Performance-Based Fees and Side-By-Side Management

Sutton Place does not charge performance-based fees for its investment advisory services. The fees charged by Sutton Place are as described in "Item 5 – Fees and Compensation" above and are not based upon the capital appreciation of the funds or securities held by any Client.

Sutton Place does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Item 7 – Types of Clients

Sutton Place offers investment advisory services to individuals, high net worth individuals, trusts, estates, charitable organizations, and businesses. Sutton Place generally does not impose a minimum relationship size.

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

A. Methods of Analysis

Sutton Place primarily employs fundamental and cyclical analysis methods in developing investment strategies for its Clients. Research and analysis from Sutton Place is derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

Fundamental analysis utilizes economic and business indicators as investment selection criteria. This criteria consists generally of ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in "Item 13 – Review of Accounts".

Cyclical analysis is similar to technical analysis in that it involves the analysis of market conditions at a macro (entire market/economy) or micro (company specific) level, rather than the overall fundamental analysis of the health of the particular company that Sutton Place is recommending. The risks with cyclical analysis are similar to those of technical analysis.

As noted above, Sutton Place generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Sutton Place will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Sutton Place may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Sutton Place will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals. While the methods of analysis help the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in "Item 13 – Review of Accounts".

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process. Following are some of the risks a Client should consider.

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

ETF Risks

The performance of ETFs are subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs has a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

Mutual Fund Risks

The performance of mutual funds are subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving Sutton Place or any of its Supervised Persons. Sutton Place values the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching by our firm name or our CRD# 298989.

Item 10 – Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

As noted in Item 5.E. above, Advisory Persons of Blue Rock RiversEdge are also registered representatives of PKS. In an Advisory Person's separate capacity as a registered representative, the Advisory Person will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by an Advisory Person of Blue Rock RiversEdge. Neither Blue Rock RiversEdge nor an Advisory Person will earn ongoing investment advisory fees in connection with any services implemented in the Advisory Person's separate capacity as a registered representative. Under supervision by PKS, PKS may have access to certain confidential information of the Client, including, but not limited to financial information, investment objectives, transactions and holdings information.

Insurance Agency Affiliations

As noted in Item 5.E. above, Advisory Persons of Blue Rock RiversEdge may serve as licensed insurance professionals. Implementations of insurance recommendations are separate and apart from an Advisory Person's role with Blue Rock RiversEdge. As insurance professionals, Advisory Persons may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending insurance products. Clients are under no obligation to implement any recommendations made the Advisor or by its Advisory Persons.

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

A. Code of Ethics

Sutton Place has implemented a Code of Ethics (the "Code") that defines our fiduciary commitment to each Client. This Code applies to all persons associated with Sutton Place (our "Supervised Persons"). The Code was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. Sutton Place and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of Sutton Place's Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code, please contact us at (914) 767-0974.

B. Personal Trading with Material Interest

Sutton Place allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Sutton Place does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Sutton Place does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

Sutton Place allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted the Code to address insider trading (material non-public information controls); gifts and entertainment; outside business activities and personal securities reporting. When trading for personal accounts, Supervised Persons may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by Sutton Place requiring reporting of personal securities trades by its Supervised Persons for review by the Chief Compliance Officer ("CCO") or delegate. We have also adopted written policies and procedures to detect the misuse of material, non-public information.

D. Personal Trading at Same Time as Client

While Sutton Place allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or

traded afterwards. **At no time will Sutton Place, or any Supervised Person of Sutton Place, transact in any security to the detriment of any Client.**

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Sutton Place does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Sutton Place to direct trades to this Custodian as agreed in the investment advisory agreement. Further, Sutton Place does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where Sutton Place does not exercise discretion over the selection of the Custodian, it may recommend the Custodian to Clients. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a Custodian not recommended by Sutton Place. As Advisory Person of Sutton Place are also registered representatives of PKS, the Advisor is limited in the Custodians it can utilize and must only use a Custodian approved by PKS. The Advisor typically recommends that the Client establish account[s] at TD Ameritrade Institutional, a division of TD Ameritrade, Inc. ("TD Ameritrade"), is an independent and unaffiliated SEC-registered broker-dealer, "qualified custodian" and member FINRA/SIPC. TD Ameritrade offers to independent investment Advisors services, which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the program. Please see the disclosure under Item 14 below.

Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with the broker/dealers/custodians in exchange for research and other services. **Sutton Place does not participate in soft dollar programs sponsored or offered by any broker-dealer/custodian. However, the Advisor receives certain economic benefits from the Custodian. Please see Item 14 below.**

2. Brokerage Referrals - Sutton Place does not receive any compensation from any third party in connection with the recommendation for establishing an account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where Sutton Place will place trades within the established account[s] at the Custodian designated by the Client. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). Sutton Place will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the designated Custodian. The Advisor may not be able to aggregate orders to reduce transaction costs in a Client directed brokerage account.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Sutton Place will execute its transactions through the Custodian as authorized by the Client. Sutton Place may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts in the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular and continuous basis by Principals of Sutton Place. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account[s]. The Client is encouraged to notify Sutton Place if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by Sutton Place

Sutton Place is a fee-based advisory firm, that is compensated solely by its Clients and not from any investment product. Sutton Place does not receive commissions or other compensation from product sponsors, broker-dealers or any un-related third party. Sutton Place may refer Clients to various unaffiliated, non-advisory professionals (e.g. attorneys, accountants, estate planners) to provide certain financial services necessary to meet the goals of its Clients. Likewise, Sutton Place may receive non-compensated referrals of new Clients from various third-parties.

Participation in Institutional Advisor Platform

As disclosed under Item 12, above, the Advisor participates in TD Ameritrade's institutional customer program and the Advisor may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between the Advisor's participation in the program and the investment advice it gives to its Clients, although the Advisor receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving the Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to the Advisor by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by the Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit the Advisor but may not benefit its Client accounts. These products or services may assist the Advisor in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help the Advisor manage and further develop its business enterprise. The benefits received by the Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, the Advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by the Advisor or its related persons in and of itself creates a

potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

B. Client Referrals from Solicitors

Sutton Place does not engage paid solicitors for Client referrals.

Item 15 – Custody

Sutton Place does not accept or maintain custody of any Client accounts, except for the authorized deduction of the Advisor's fees. All Clients must place their assets with a "qualified custodian". Clients are required to engage the Custodian to retain their funds and securities and direct Sutton Place to utilize that Custodian for the Client's security transactions. Clients should review statements provided by the Custodian and compare to any reports provided by Sutton Place to ensure accuracy, as the Custodian does not perform this review. For more information about custodians and brokerage practices, see "Item 12 - Brokerage Practices".

If the Client gives the Advisor authority to move money from one account to another account, the Advisor may have custody of those assets. In order to avoid additional regulatory requirements, the Custodian and the Advisor have adopted safeguards to ensure that the money movements are completed in accordance with the Client's instructions.

Item 16 – Investment Discretion

Sutton Place generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Sutton Place. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Sutton Place will be in accordance with each Client's investment objectives and goals.

Item 17 – Voting Client Securities

Sutton Place does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither Sutton Place, nor its management, have any adverse financial situations that would reasonably impair the ability of Sutton Place to meet all obligations to its Clients. Neither Sutton Place, nor any of its Advisory Persons, has been subject to a bankruptcy or financial compromise. Sutton Place is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect advance fees of \$1,200 or more for services to be performed six months or more in the future.

Form ADV Part 2B – Brochure Supplement

for

**Donato Settanni, CPA
Chief Executive Officer**

Effective: September 28, 2018

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Donato Settanni, CPA (CRD# 2775800) in addition to the information contained in the Sutton Place Investors LLC (“Sutton Place” or the “Advisor”, CRD# 298989) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Sutton Place Disclosure Brochure or this Brochure Supplement, please contact us at (914) 767-0974.

Additional information about Mr. Settanni is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2775800.

Item 2 – Educational Background and Business Experience

Donato Settanni, CPA, born in 1955, is dedicated to advising Clients of Sutton Place as the Chief Executive Officer. Mr. Settanni also earned a Bachelor of Science in Accounting from Manhattan College in 1977. Additional information regarding Mr. Settanni's employment history is included below.

Employment History:

Chief Executive Officer, Sutton Place Investors LLC	10/2018 to Present
Registered Representative, Purshe Kaplan Sterling Investments, Inc.	10/2018 to Present
Owner, Don Settanni, CPA, PLLC	04/1986 to Present
Investment Advisor Representative, Cetera Investment Advisers LLC d/b/a Settanni Financial	06/2006 to 10/2018
Registered Representative, Cetera Financial Specialists LLC	10/2005 to 10/2018
Registered Representative, C.J.M. Planning Corp.	07/1996 to 10/2005

Certified Public Accountant ("CPA")

CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two-year period or 120 hours over a three-year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous Code of Professional Conduct which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's Code of Professional Conduct within their state accountancy laws or have created their own.

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Settanni. Mr. Settanni has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Settanni.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Settanni.***

However, we do encourage you to independently view the background of Mr. Settanni on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 2775800.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Settanni is also a registered representative of Purshe Kaplan Sterling Investments, Inc. ("PKS"). PKS is a registered broker-dealer (CRD# 35747), member FINRA, SIPC. In Mr. Settanni's separate capacity as a registered representative, Mr. Settanni will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Settanni. Neither the Advisor nor Mr. Settanni will earn ongoing investment advisory fees in

connection with any products or services implemented in Mr. Settanni's separate capacity as a registered representative.

Insurance Agency Affiliations

Mr. Settanni is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart Mr. Settanni's role with Sutton Place. As an insurance professional, Mr. Settanni may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Settanni is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Settanni or the Advisor.

Mr. Settanni also serves as the owner of Don Settanni, CPA, PLLC, a tax and accounting firm under common control with the Advisor. The accounting firm may provide its services to Clients of the Advisor and clients of the accounts firm may also be offered the advisory services of the Advisor. Clients are not required to utilize the services provided by Don Settanni, CPA, PLLC.

Item 5 – Additional Compensation

Mr. Settanni has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Settanni serves as the Chief Executive Officer of Sutton Place and is supervised by David Settanni, the Chief Compliance Officer. David Settanni can be reached at (914) 767-0974.

Sutton Place has implemented a Code of Ethics and internal compliance that guide each Supervised Person in meeting their fiduciary obligations to Clients of Sutton Place. Further, Sutton Place is subject to regulatory oversight by various agencies. These agencies require registration by Sutton Place and its Supervised Persons. As a registered entity, Sutton Place is subject to examinations by regulators, which may be announced or unannounced. Sutton Place is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Form ADV Part 2B – Brochure Supplement

for

**David V. Settanni
Chief Financial Officer
Chief Compliance Officer**

Effective: September 28, 2018

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of David V. Settanni (CRD# 5559889) in addition to the information contained in the Sutton Place Investors LLC (“Sutton Place” or the “Advisor”, CRD# 298989) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Sutton Place Disclosure Brochure or this Brochure Supplement, please contact us at (914) 767-0974.

Additional information about Mr. Settanni is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 5559889.

Item 2 – Educational Background and Business Experience

David V. Settanni, born in 1986, is dedicated to advising Clients of Sutton Place as its Chief Financial Officer and Chief Compliance Officer. Mr. Settanni also earned a Bachelor of Science in Economics from the State University of New York College at Purchase in 2009. Additional information regarding Mr. Settanni's employment history is included below.

Employment History:

Chief Financial Officer and Chief Compliance Officer, Sutton Place Investors LLC	10/2018 to Present
Registered Representative, Purshe Kaplan Sterling Investments, Inc.	10/2018 to Present
Tax Advisor, Don Settanni, CPA, PLLC	12/2011 to Present
Private Wealth Manager, Cetera Investment Advisers LLC d/b/a Settanni Financial	05/2014 to 10/2018
Registered Representative, Cetera Financial Specialist LLC	04/2013 to 10/2018
Economist, Bureau of Labor Statistics	10/2009 to 10/2011

Item 3 – Disciplinary Information

There are no legal, civil or disciplinary events to disclose regarding Mr. Settanni. Mr. Settanni has never been involved in any regulatory, civil or criminal action. There have been no client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Settanni. Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. ***As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Settanni.*** However, we do encourage you to independently view the background of Mr. Settanni on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or his Individual CRD# 5559889.

Item 4 – Other Business Activities

Broker-Dealer Affiliation

Mr. Settanni is also a registered representative of Purshe Kaplan Sterling Investments, Inc. ("PKS"). PKS is a registered broker-dealer (CRD# 35747), member FINRA, SIPC. In Mr. Settanni's separate capacity as a registered representative, Mr. Settanni will typically receive commissions for the implementation of recommendations for commissionable transactions. Clients are not obligated to implement any recommendation provided by Mr. Settanni. Neither the Advisor nor Mr. Settanni will earn ongoing investment advisory fees in connection with any products or services implemented in Mr. Settanni's separate capacity as a registered representative.

Insurance Agency Affiliations

Mr. Settanni is also a licensed insurance professional. Implementations of insurance recommendations are separate and apart Mr. Settanni's role with Sutton Place. As an insurance professional, Mr. Settanni may receive customary commissions and other related revenues from the various insurance companies whose products are sold. Mr. Settanni is not required to offer the products of any particular insurance company. Commissions generated by insurance sales do not offset regular advisory fees. This may cause a conflict of interest in recommending certain products of the insurance companies. Clients are under no obligation to implement any recommendations made by Mr. Settanni or the Advisor.

Mr. Settanni is also an employee of Don Settanni, CPA, PLLC, a tax and accounting firm under common control with the Advisor. The accounting firm may provide its services to Clients of the Advisor and clients of the accounts firm may also be offered the advisory services of the Advisor. Clients are not required to utilize the services provided by Don Settanni, CPA, PLLC.

Item 5 – Additional Compensation

Mr. Settanni has additional business activities that are detailed in Item 4 above.

Item 6 – Supervision

Mr. Settanni serves as the Chief Financial Officer and the Chief Compliance Officer of Sutton Place. Mr. Settanni can be reached at (914) 767-0974.

Sutton Place has implemented a Code of Ethics and internal compliance that guide each Supervised Person in meeting their fiduciary obligations to Clients of Sutton Place. Further, Sutton Place is subject to regulatory oversight by various agencies. These agencies require registration by Sutton Place and its Supervised Persons. As a registered entity, Sutton Place is subject to examinations by regulators, which may be announced or unannounced. Sutton Place is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

Privacy Policy

Effective: September 28, 2018

Our Commitment to You

Sutton Place Investors LLC ("Sutton Place" or the "Advisor") is committed to safeguarding the use of personal information of our Clients (also referred to as "you" and "your") that we obtain as your Investment Advisor, as described here in our Privacy Policy ("Policy").

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. Sutton Place (also referred to as "we", "our" and "us") protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

Sutton Place does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Policy.

Why you need to know?

Registered Investment Advisors ("RIAs") must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information do we collect from you?

Driver's license number	Date of birth
Social security or taxpayer identification number	Assets and liabilities
Name, address and phone number(s)	Income and expenses
E-mail address(es)	Investment activity
Account information (including other institutions)	Investment experience and goals

What Information do we collect from other sources?

Custody, brokerage and advisory agreements	Account applications and forms
Other advisory agreements and legal documents	Investment questionnaires and suitability documents
Transactional information with us or others	Other information needed to service account

How do we protect your information?

To safeguard your personal information from unauthorized access and use we maintain physical, procedural and electronic security measures. These include such safeguards as secure passwords, encrypted file storage and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect Client's personal information.

We require third parties that assist in providing our services to you to protect the personal information they receive from us.

How do we share your information?

An RIA shares Client personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

Basis For Sharing	Do we share?	Can you limit?
Servicing our Clients We may share non-public personal information with non-affiliated third parties (such as administrators, brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting. Blue Rock RiversEdge shares Client information with Purshe Kaplan Sterling Investments, Inc. ("PKS") due to the oversight PKS has over certain supervised persons of the Advisor. You may also contact us at any time for a copy of the PKS Privacy Policy.	Yes	No
Marketing Purposes Sutton Place does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where Sutton Place or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes.	No	Not Shared
Authorized Users Your non-public personal information may be disclosed to you and persons that we believe to be your authorized agent(s) or representative(s).	Yes	Yes
Information About Former Clients Sutton Place does not disclose and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our Clients.	No	Not Shared

Changes to our Privacy Policy

We will send you a copy of this Policy annually for as long as you maintain an ongoing relationship with us.

Periodically we may revise this Policy and will provide you with a revised policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

Any Questions?

You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (914) 767-0974.