

FORM ADV PART 2A: FIRM BROCHURE

B-29 Advisors, LLC

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General Counsel

January 16, 2019

This Brochure provides information about the qualifications and business practices of B-29 Advisors, LLC. B-29 Advisors, LLC is registered as an Investment Adviser with the United States Securities and Exchange Commission (“SEC”). Registration with the SEC does not imply a certain level of skill or training. If you have any questions about the contents of this Brochure, please contact us at (940) 665-4373. The information in this Brochure has not been approved or verified by the SEC or any state securities agency. Additional information about B-29 Advisors, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

Since the initial and last amendment to B-29 Advisors' Form ADV Part 2 brochure on August 27, 2018, the following material changes have been made to this Brochure:

1. Made appropriate revisions to acknowledge that B-29 Advisors has now entered into investment advisory contracts with its clients and has active funds under management.
2. Added B-29 Holdings, LP as an additional client of B-29 Advisors.
3. Added the general partners of each of B-29 Advisors as relying advisers of B-29 Advisors.
4. Acknowledged that investment advisory fees will be due quarterly and payable in advance.
5. Added additional risk factors.
6. Added financial industry affiliations.
7. Described the review of accounts procedures for B-29 Advisors with more detail.
8. Revised to provide that B-29 Advisors will have custody and investment discretion over client funds.
9. Revised to acknowledge that relying advisors of B-29 Advisors may vote proxies on behalf of B-29 Advisors' clients.

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Advisory Business

B-29 Advisors, LLC (“**B-29 Advisors**”) is a limited liability company formed in Delaware in 2017. B-29 Advisors serves as a private equity investment adviser that provides investment management and advisory services to pooled private equity funds (“**Private Funds**”). Because the Private Funds are pooled investment vehicles, in general, underlying investors (the “**Underlying Investors**”) participate in each Private Fund’s investments on the same terms and conditions as set forth in the respective Private Fund’s governing documents.

The Private Funds advised by B-29 Advisors invest funds in small to middle market companies focused on the energy sector. B-29 Advisors provides investment advisory services to B-29 Investments, LP, B-29 Holdings, LP, and Sunray Capital, LP. All of the Private Funds to which B-29 Advisors provides advice are privately offered. B-29 Advisors’ advisory services include, primarily, investigating, identifying and evaluating investment opportunities, structuring, negotiating and making investments on behalf of the Private Funds, managing and monitoring the performance of such investments and disposing of such investments. An affiliate of B-29 Advisors serves as general partner of each of the Private Funds, and each of these general partners is registered as a relying adviser of B-29 Advisors.

B-29 Advisors’ investment services are carefully tailored to the objectives of each Private Fund, but not to the objectives of Underlying Investors participating in those Private Funds. From time to time, investors that participate in the Private Funds, and others, may be offered an opportunity to make an investment along with, but separate from, the investments made by the Private Funds. Each investor is individually responsible for determining whether it wants to participate in such a co-investment opportunity, and B-29 Advisors does not provide advice as to the advisability of such co-investment opportunities. B-29 Advisors is wholly-owned by Schmitz & Schmitz Properties, Inc. (“**Schmitz & Schmitz**”). Schmitz & Schmitz is wholly-owned by John Schmitz and Steve Schmitz, the President and Vice-President of B-29 Advisors, respectively.

As of December 31, 2018, B-29 Advisors managed approximately \$259,253,000 on a discretionary basis.

Fees and Compensation

B-29 Advisors has entered into advisory services contracts with each Private Fund to which it provides investment advisory services. Each advisory services contract provides for payment of an annual fixed fee (the “**Fee**”) that represents each Private Fund’s anticipated pro-rata share of expenses incurred by B-29 Advisors in providing the advisory services.

The Fees are evaluated and adjusted annually to ensure that the Fees cover the expenses incurred by B-29 Advisors. The Fees are payable quarterly in advance. To the extent Fees are paid in advance and a client cancels its advisory agreement with B-29 Advisors before the end of such period, B-29 Advisors pro-rates any fees received through the end of such period and returns any paid but unearned fees to the client.

In addition to the Fees, B-29 Advisors may charge its clients hourly or fixed charges, depending on the services provided (outside the scope of the advisory services contract) on an individually-negotiated basis.

Performance-Based Fees and Side-By-Side Management

The general partners of the Private Funds and, in certain cases, other entities specifically formed for the purpose of acting as a carried-interest vehicle, may receive carried-interest distributions depending on the returns generated by the Private Funds' investments. Carried-interest distributions typically are 20% of the gains realized on the disposition of investments after returning invested capital, management fees, and other expenses and priority returns to the investors. Notwithstanding the foregoing, Sunray Capital, LP does not impose a performance-based fee to its limited partners, and Sunray Capital, LP is not actively seeking investment opportunities in new investment platforms for its portfolio.

As the sole owner of B-29 Advisors, Schmitz & Schmitz may have an incentive to take increased investment risk with respect to accounts which are charged performance-based fees. B-29 Advisors has policies and procedures in place designed to address this conflict and to ensure allocation of investments to client accounts on a fair and equitable basis, taking into account factors such as the client's size, investment objectives, risk tolerance, return targets, diversification considerations, and the liquidity needs of each client. In addition, Schmitz & Schmitz has an indirect financial stake in each of the Private Funds that B-29 Advisors advises, which we believe better aligns the interest of Schmitz & Schmitz and our clients and reduces the risks related to charging performance fees.

Types of Clients

B-29 Advisors provides advisory services to Private Funds that make private equity investments. As noted, these Private Funds are B-29 Advisors' clients. Underlying Investors in such funds will generally be institutional investors, including, high net worth individuals, trusts, estates, corporations, limited partnerships, limited liability companies, or other entities. Underlying Investors generally will not be obligated to make a formal minimum commitment in a Private Fund.

Methods of Analysis, Investment Strategies, and Risk of Loss

The Private Funds invest in small to middle market companies in the energy market, typically investing one million dollars to twenty-five million dollars in companies with enterprise values that are typically between one million dollars and one hundred million dollars.

With respect to energy investments, B-29 Advisors' investment strategy includes identifying and investing in companies in the energy sector that B-29 Advisors believes have innovative and technologically-focused management teams that are able to persevere in all commodity cycles.

Investment decisions are reviewed at multiple levels within B-29 Advisors. Each potential investment is reviewed by one or more investment professionals who make an initial determination regarding the suitability of each potential investment. Investment opportunities that

pass this initial review are then assessed by B-29 Advisors' investment committee. The investment committee is responsible for making recommendations to B-29 Advisors' manager, Schmitz & Schmitz, as to whether to approve any investment by a Private Fund.

Following an investment in a portfolio company, the investment team responsible for such investment continues to have a primary responsibility for monitoring the portfolio company's performance. Material events, along with acquisition, divestiture and disposition opportunities, are discussed at B-29 Advisors' monthly investment committee meetings.

All investments in the Private Funds involve a high degree of risk of loss that investors should be prepared to bear, including risk of complete loss. B-29 Advisors does not provide individualized advice to the Underlying Investors in the Private Funds that it advises regarding the suitability of an Underlying Investor's investment in any private fund, in the context of its total portfolio. Underlying Investors are responsible for determining what an appropriate allocation of their total investment portfolio should be for an investment in the Private Funds (if any) and B-29 Advisors bears no responsibility for such determination by an Underlying Investor.

A brief summary of some of the risks associated with an investment in one of the Private Funds is set forth below. This summary is not, nor is intended to be, a comprehensive listing of all of the risks, potential conflicts of interest and the tax, legal and regulatory considerations that an investor should consider before making any decision to invest in a private fund. Underlying Investors are advised that they should consult with their own legal, financial, tax and other professionals before deciding to make any investment decision.

Despite B-29 Advisors' efforts to identify promising investment opportunities for the Private Funds, an investment in a private fund entails a high degree of risk. These risks include, but are not limited to, the following:

1. *No Assurance of Return.* There can be no assurance that the Private Fund's investment objectives will be achieved or that there will be any return of capital.
2. *Lack of Diversification.* The Private Funds will make relatively few investments, so poor performance by any investment could have a materially adverse effect on the private fund.
3. *Illiquidity and Long Holding Periods.* Interests in private funds are highly illiquid, and Underlying Investors generally may not withdrawal capital from the Private Funds.
4. *Leverage.* The Private Funds may use leverage in connection with making investments, and their portfolio companies may incur a significant amount of leverage. The leverage increases exposure to adverse economic factors and could result in permanent loss of capital.
5. *Tax Risks.* Tax consequences to investors in private funds are complex, and the structure of the Private Fund's investments could result in different tax consequences for different Underlying Investors.
6. *Minority Investments.* The Private Funds may make minority investments in portfolio companies and may be unable to control the business and affairs of such companies. In these cases, B-29 Advisors will be significantly relying on existing management and board of directors of the portfolio companies, which may include representation of other investors whose interests conflict with the Private Fund's interests.
7. *Broken Deal Expenses.* The Private Funds may be impacted by failure to execute deals and, as a result can be subjected to broken deal expenses, which refers to all out-of-pocket costs

and expenses incurred by or on behalf of the Private Fund inclusive of research costs, travel costs and professional fees, and other expenses incurred in deal sourcing activities related to specific “dead deals” that never materialize

8. *Highly Competitive Market for Investments.* The business of identifying and structuring transactions for the Private Funds is highly competitive. The Private Funds will be competing for investments with other private equity investment vehicles and other types of investors.
9. *Legal and Regulatory Risks.* Legal, tax, and regulatory changes could occur during the term of the Private Funds that may adversely affect the Private Funds. The regulatory environment for private investment funds is evolving, and changes in the regulation of private investment funds may adversely affect the value of the investments held by the Private Funds and the ability of the Private Funds for which B-29 Advisors provides advisory sections to pursue their investment strategies and ultimately achieve the aims of the Private Funds.
10. *Risks related to the Energy Industry.* The companies in the energy industry in which the Private Funds may invest are subject to unique risks arising from operations such as: (i) the uncertainty of estimating hydrocarbon reserves and their value; (ii) the risks of conducting drilling operations; (iii) the risk associated with the marketing of hydrocarbon production; (iv) risks associated with environmental regulations governing the production of natural resources; and (v) risks of catastrophic and other force majeure events. Further, companies operating in the energy sector may be affected by fluctuations in the prices of energy commodities. Fluctuations in energy commodity prices can result from changes in economic conditions, market conditions, weather patterns, domestic levels, volume of important, governmental regulations, policies of the Organization of Petroleum Exporting Countries, taxation, tariffs, and the costs of transportation.

Disciplinary Information

Neither B-29 Advisors nor B-29 Advisors’ management have any pending legal or disciplinary events or any history of disciplinary events that would be material to a client’s or a prospective client’s evaluation of B-29 Advisors’ business or the integrity of its management.

Other Financial Industry Activities and Affiliations

B-29 GP, LLC, and Sunray Capital GP, LLC, serve as general partners to the clients of B-29 Advisors, which are identified below.

As relying advisers, B-29 GP, LLC, and Sunray Capital GP, LLC, are part of a single umbrella registration by B-29 Advisors, the filing adviser. Accordingly, the three entities are supervised by the same control persons and have adopted and implemented the same policies and procedures (such as, code of ethics) mandated by the Investment Advisers Act of 1940 (“Advisers Act”). As discussed above, we believe that the direct or indirect financial interest in the performance of each of these entities serves to reduce any risk that arises from the payment of performance fees by our Private Funds.

B-29 Advisors financial industry affiliates also include the Private Funds and certain other entities related to the Private Funds:

B-29 Investments, L.P.

- B-29 Investments, LP
- B-29 GP, LLC (the general partner)

Sunray Capital, LP

- Sunray Capital, LP
- Sunray Capital GP, LLC (the general partner)

B-29 Holdings, LP

- B-29 Holdings, LP
- B-29 GP, LLC (the general partner)
- B-29 Management, LLC (the carried-interest vehicle)

In addition, John Schmitz, President of Schmitz & Schmitz serves as a Senior Adviser to Crestview Advisors, LLC (“**Crestview**”). In this capacity, he may provide certain services to Crestview such as providing general industry advice.

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

All supervised persons of B-29 Advisors have a fiduciary duty to place the interests of clients ahead of their personal interests and ahead of the interests of B-29 Advisors. B-29 Advisors’ supervised persons must avoid activities, interests and relationships that might interfere with, or improperly influence, decisions made in the best interests of each client. All access persons and principals within B-29 Advisors are required to annually certify their compliance with the firm’s Code of Ethics (or “**Code**”). A copy of the Code is available to clients or prospective clients of B-29 Advisors from the General Counsel upon request via email sent to kelly.smith@b29advisors.com.

The Code requires each supervised person of B-29 Advisors to disclose the following items to the Chief Compliance Officer (“**CCO**”): outside business activities, political contributions, and gifts/entertainment expenditures. In doing so, each supervised person must obtain CCO approval to participate in such activities. Each supervised person affiliated with B-29 Advisors is also encouraged to disclose to the CCO any other relationships that may pose potential or actual conflicts of interest.

B-29 Advisors personnel may recommend to clients that they buy or sell securities or investment products in which the applicant or a related-person has some financial interest. B-29 Advisors’

supervised persons also may buy or sell securities recommended to clients. As such, B-29 Advisors mitigates potential conflicts of interest by requiring all B-29 Advisors' access persons to have personal or related-persons' personal transactions in initial public offerings (IPOs) and limited offerings (e.g., private investments) approved, in advance, by B-29 Advisors' CCO.

Brokerage Practices

B-29 Advisors, by nature of its private equity focus, invests primarily in private companies. On occasion, however, B-29 Advisors takes portfolio companies public or merges portfolio companies into public companies for cash and/or publicly-traded securities. As part of an exit strategy, any publicly-traded securities acquired on behalf of a private fund may be sold in the public markets.

When B-29 Advisors decides to transact in publicly-traded securities in the open market as part of a portfolio company acquisition or exit strategy, investment professionals evaluate strategies for trading in such public securities. Strategies may include holding securities over the short or long term, selling securities over the short or long term, or distributing securities to Underlying Investors, among other things. The investment professionals seek "best execution" for any open market purchase or sale of securities in connection with the implementation of these strategies.

"Best execution" is not synonymous with lowest brokerage commissions or other transaction costs. In determining whether a particular broker-dealer is likely to provide best execution in a particular transaction, B-29 Advisors takes into account all factors that it deems relevant to the broker-dealer's execution capability, which may include, but not be limited to the following: listed bids and asks, market making activities of the broker-dealer in the securities, the opportunity for price improvement, transaction costs, anonymity, liquidity, speed of execution, expertise with difficult securities, trading style and strategy, geographic location, and frequency of errors.

B-29 Advisors may receive products or services from broker-dealers and other counterparties that, to B-29 Advisors' knowledge, are generally made available to all institutional clients doing business with these counterparties, provided that these products and services are made available to B-29 Advisors on an unsolicited basis and without regard to transaction costs paid by the funds or the volume of business that B-29 Advisors directs to these counterparties.

Soft Dollars/Brokerage Selection

B-29 Advisors does not have any soft dollar arrangements or directed brokerage arrangements; additionally, in the private equity context, client referrals are not relevant to B-29 Advisors' selection or recommendation of broker-dealers.

Review of Accounts

Each of the Private Funds' investments is assigned to a team of investment professionals who have an ongoing responsibility to monitor the asset for any material developments. Additionally, B-29 Advisors' investment staff meet monthly, at a minimum, to review the Private Funds' holdings and to confirm that such holdings conform to the investment guidelines of the Private Fund.

The Private Funds generally hold private investments within the oil and gas sectors. These positions are monitored by B-29 Advisors' investment team on a regular and current basis. As the Private Funds are managed on a discretionary basis, B-29 Advisors has established policies to coordinate the oversight of portfolio investments. The Underlying Investors generally receive quarterly reports and annual audited financial statements for the Private Funds in which they are invested.

Certain Underlying Investors request additional information relating to the Private Funds and, to the extent such information is readily available or may be obtained without unreasonable effort or expense, B-29 Advisors may provide such Underlying Investors with the information requested.

Client Referrals and Other Compensation

B-29 Advisors' clients are the Private Funds to which it provides advisory services. It does not compensate any third parties for client referrals.

Custody

B-29 Advisors has access to client accounts because its affiliates serve as the general partners of the Private Funds. The Private Funds are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The audited financial statements are prepared in accordance with generally accepted accounting principles and are distributed to each Underlying Investor in accordance with the applicable Private Fund's governing documents.

Investment Discretion

B-29 Advisors provides investment advice to the Private Funds on a discretionary basis, and does not provide individual investment advice to the Underlying Investors. The general partners of the Private Funds accept discretionary investment authority for each Private Fund, which discretion is typically subject to investment guidelines set forth in the applicable Private Fund's governing documents.

Voting Client Securities

B-29 Advisors accepts authority to vote securities held by the Private Funds through the general partners of the Private Funds. Proxies are voted by the general partner of the Private Funds in consultation with B-29 Advisors and in accordance with the Private Fund's governance documents.

Financial Information

B-29 Advisors and its affiliates have never filed for bankruptcy and are not aware of any financial condition that is expected to affect its ability to manage the Private Funds.