

Item 1 – Cover Page

AINN Holding, LLC

**5500 UTSA BLVD, SUITE 250 B
San Antonio, TX 78249**

210-834-5327

January 31, 2019

This Brochure provides information about the qualifications and business practices of. If you have any questions about the contents of this Brochure, please contact us at 210-834-5327 or via email at kevin@kmcinvest.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

AINN Holding, LLC ("AINN") is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information that you may use to determine whether to hire or retain them. Additional information about AINN is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since our last annual amendment dated [DATE], 2019 we have had no material changes to our business. We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year which is December 31st. We will provide other ongoing disclosure information about material changes as necessary. We will also provide you with a new Brochure, as necessary, based on changes or new information. Currently, our Brochure may be requested at any time, without charge, by contacting Kevin Carrasco 210-834-5327.

Additional information about AINN is also available via the SEC's website www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for AINN is 297419. The SEC's web site also provides information about any persons affiliated with AINN who are registered, or are required to be registered, as Investment Adviser Representatives of AINN.

Item 3 – Table of Contents

Item 1 – Cover Page 1

Item 2 – Material Changes..... 2

Item 3 – Table of Contents 3

Item 4 – Advisory Business Introduction 4

Item 5 – Fees and Compensation..... 4

Item 6 – Performance-Based Fees and Side-By-Side Management..... 5

Item 7 – Types of Clients..... 5

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss..... 5

Item 9 – Disciplinary Information 6

Item 10 – Other Financial Industry Activities and Affiliations 6

Item 11 – Code of Ethics, Participation or Interest in Client Accounts, and Personal Trading 6

Item 12 – Brokerage Practices 7

Item 13 – Review of Accounts..... 8

Item 14 – Client Referrals and Other Compensation 8

Item 15 – Custody..... 8

Item 16 – Investment Discretion..... 8

Item 17 – Voting Client Securities..... 8

Item 18 – Financial Information 9

Item 4 – Advisory Business Introduction

AINN Holding, LLC, a Texas Limited Liability Company, is a registered investment adviser (sometimes referred to as “AINN” “we, “us”, “our,”) which offers discretionary investment advisory services to U.S. mutual funds registered under the Investment Company Act of 1940 (the “Act”).

AINN provides discretionary investment sub-advisory services to U.S. mutual funds These mutual funds

AINN was founded in 2018 by Kevin Carrasco and Mustain Sakarwala. The Adviser currently has no assets under management since the Mutual Fund’s registration is under review with the Securities and Exchange Commission (“SEC”). AINN does not offer wrap fee programs.

Services

AINN provides discretionary investment sub-advisory services to U.S. mutual funds registered under the Investment Company Act of 1940 (the “Act”). Currently AINN is the adviser for the MSS Series Trust for the AINN Fund. AINN tailors its investment advice in accordance with the investment objective and strategy of the AINN Fund as outlined in its prospectus, statement of additional information and the advisory agreement. In addition, AINN will comply with reasonable instructions and directions of the Fund’s Board of Trustees and Fund Management as may be appropriate for the Fund to be in compliance with the most recent version of the Fund’s “Declaration of Trust”, By- Laws and any 1940 Act laws and regulations.

AINN does not tailor advisory services to the needs of any Investor in AINN Fund.

As of December 31, 2019 we did not have any assets under management.

Item 5 – Fees and Compensation

Pursuant to an advisory agreement the AINN Fund will pay AINN an annual management fee of 1.25%. These fees are paid monthly in arrears and will be paid by the 5th business day of each month. The Advisory Agreement may be terminated at any time with at least 60 days prior written notice to AINN without the payment of any penalty, (i) by vote of the Board of Trustees of AINN Fund, (ii) by vote of a majority of the outstanding voting securities (as defined in the 1940 Act), or (iv) in accordance with the terms of any exemptive order obtained by the Trust or the Fund under Section 6(c) of the 1940 Act, exempting the Trust or the Fund from Section 15(a) and Rule 18f-2 under the 1940 Act.

AINN may terminate the Advisory Agreement at any time, without the payment of any penalty, on at least 60 days' prior written notice to the Fund and the Trust.

This Advisory Agreement will automatically and immediately terminate in the event of its assignment (as defined in the 1940 Act). Upon termination of the Advisory Agreement, the monthly fee shall become due and owing to AINN promptly after the termination of the Advisory Agreement as of the next fee payment date; and the fee will be prorated for such fees owed and due through the termination date.

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

The Adviser does not charge a performance fee or perform side-by-side management.

Item 7 – Types of Clients

We provide discretionary investment advisory services to the AINN Fund.

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

The primary objective of the AINN Fund is to achieve capital gains. We work to achieve the Fund's investment objective by investing primarily in exchange-traded funds ("ETFs") that each invest primarily in common stocks. We will select ETFs without restriction as to country, capitalization or currency of the common stock issuers held by each ETF. We will select ETFs that we believe have above-average liquidity and historical performance.

We allocate assets among economic sectors, capitalization categories and countries using our quantitative and factor based strategy. This technology is intended to evaluate volatility and enhance risk mitigation. Our strategy also includes, as inputs, more traditional techniques such as technical analysis and macro-economic analysis. Technical analysis is the study of an index's or a security's past prices and trading volumes for the purpose of forecasting price trends. Macroeconomic analysis focuses on economic indicators, business cycles, wars, and industry/sector trends to generate an investment outlook.

We sell ETFs and common stocks using outputs from our system to identify when a price target is reached, expected returns decline or to replace an ETF or common stock with one with a higher expected return or lower expected volatility. We reduce cash equivalents and inverse ETF positions when we believe overall market conditions have become favorable. We expect to engage in frequent buying and selling of portfolio securities to achieve the Fund's investment objective.

3. Risks

We cannot guarantee that our analysis methods will yield a return for the mutual funds where we serve as an advisor. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that investors should be prepared to handle. Investors need to understand that investment decisions made by us are subject to various market, currency, economic, political, and business risks. The investment decisions we make will not always be profitable nor can we guarantee any level of performance.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no information to disclose here about AINN or any of our investment advisors.

We adhere to high ethical standards for all advisors and associates. We strive to do what is in your best interests.

Item 10 – Other Financial Industry Activities and Affiliations

AINN is not registered as a broker-dealer or registered as a representative of a broker-dealer, nor does it have any pending application to register. In addition, AINN and its management persons are not affiliated with any broker-dealer.

Kevin Carrasco has been the President and CCO of KMC Wealth Management LLC, a registered investment adviser and NFA registered FOREX Trader. Kevin Carrasco also sells life insurance products.

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

1. General Information

We have adopted a Code of Ethics for all supervised persons of the firm describing our high standards of business conduct, and fiduciary duty to our client. The Code of Ethics includes provisions relating to the confidentiality of investor information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended. You may request a copy of the firm's Code of Ethics by contacting Kevin Carrasco.

2. Participation or Interest in Client Accounts

We do not participate in client accounts and have no interest in any client's accounts; however, we will invest alongside investors in the Fund.

3. Personal Trading

As a general matter, the Fund managers may invest in the same securities as the Mutual Fund as long as they trade after the Mutual Fund trades are placed.

Insider trading is also prohibited and we have adopted the following policy to prevent insider trading:

- No securities for our personal portfolio(s) or the Fund shall be bought or sold where this decision is derived, in whole or in part, from information we have obtained in our role as an Investment Advisor, unless the information is also available to the investing public on reasonable inquiry. In no case, shall we put our own interests ahead of the Fund's or our investors.

4. Privacy Statement

We are committed to safeguarding our investors' confidential information and hold all personal information provided to us (either by you or by other firms in connection with any of the financial services they provide) in the strictest confidence. We also require other firms with whom we deal with to restrict the use of our investor's information. Our Privacy Policy is available upon request.

5. Conflicts of Interest

We have a duty to disclose potential and actual conflicts of interest, and our employees have a duty to report potential and actual conflicts of interest to management.

As disclosed in Item 10 above, Kevin Carrasco is affiliated with another investment adviser and is a FOREX trader and insurance agent. These activities may create a conflict of interest with the advisory work performed for AINN Fund. We strive to mitigate conflicts of interest to the best of our ability. Our policies and procedures require us to disclose all conflicts of interest and monitor our supervised persons for adherence to our policies. In addition AINN Fund has a supervisory responsibility to the Fund to make certain AINN does that which is in the Fund's best interests.

Item 12 – Brokerage Practices

1. Soft Dollars

AINN Fund has authorized AINN to select brokers or dealers who also provide brokerage and research services to AINN Fund and/or the other accounts over which it exercises investment discretion. AINN has been authorized to pay a broker or dealer who provides such brokerage and research services a commission for executing a portfolio transaction that is in excess of the amount of commission another broker or dealer would have charged for effecting that transaction if AINN determines in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services provided by the executing broker or dealer.

3. Best Execution

AINN will select the brokers and dealers for AINN Fund. AINN's election of the brokers and dealers will be reviewed by the Board of the mutual fund from time to time. AINN is responsible for the negotiation and the allocation of principal business and portfolio brokerage.

In the selection of such brokers or dealers and the placing of such orders, AINN will at all times seek best execution, taking into account such factors as price (including the applicable brokerage commission or dealer spread), the execution capability, financial responsibility and responsiveness of the broker or dealer and the brokerage and research services provided by the broker or dealer.

4. Brokerage for Client Referrals

We do not receive any compensation or incentive for referring to broker-dealers brokerage trades.

5. Directed Brokerage

We do not allow investors to direct brokerage to a specific custodian.

Item 13 – Review of Accounts

1. Reviews

Reviews will be conducted by us on a daily basis for the AINN Fund. Generally, we will monitor for changes and shifts in the economy, changes to the underlying entity management and structure in which client assets are invested, and market shifts and corrections.

2. Reports

AINN will supply all reports required by AINN Fund per their instructions.

Item 14 – Client Referrals and Other Compensation

We do not receive any client referrals from our advisory relationship with AINN Fund.

Item 15 – Custody

AINN will not select the custodians for the advisory relationship with AINN Fund but will select the brokers to be used for the execution of trades however; AINN will not have custody of these assets.

Item 16 – Investment Discretion

We have investment discretion over the Fund's assets, in accordance with the Fund's respective offering documents. In all cases, however, this discretion is exercised in a manner consistent with stated investment objectives in accordance with the Prospectus.

Item 17 – Voting Client Securities

The Mutual Fund has elected to delegate their proxy voting authority to AINN; in such cases, AINN will provide the following services:

- Receipt and verification of proxies
- Analysis of issues according to Client's guidelines
- Voting of proxies according to Department of Labor guidelines
- Reporting on voting positions provided semi-annually
- Record keeping consistent with established standards
- Voting records can be requested at any time

AINN applies a disciplined approach when voting proxies. AINN votes proxies pursuant to AINN's policies and procedures unless provided with specific proxy voting instructions from the Mutual Fund.

AINN will vote proxies in the best interests of the Mutual Fund and in accordance with AINN's established Proxy Guidelines Policies and Procedures document and the sub-advisory agreements.

Following each voting period, AINN prepares proxy reports that provide a description of the matters that were voted on and provides detail on how each proxy was voted. AINN analyzes each proxy on a case-by-case basis to determine that all votes are cast solely in the best interest of the Funds. AINN generally mails or emails (per the Fund's instructions) Proxy Reports annually.

AINN will act with the care, skill, prudence and diligence under the prevailing circumstances that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. When proxies due have not been received, AINN will make reasonable efforts to obtain missing proxies however, AINN is not responsible for voting proxies it does not receive.

Item 18 – Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition. There is no financial condition that is reasonably likely to impair AINN 's ability to continue to meet its contractual commitments and provide services to our investors.

We do not require prepayment of any advisory fees six or more months in advance. We have never filed for bankruptcy protection.