



**FORM ADV - PART 2A**  
(Brochure)

April 24, 2019

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**Item 1. Cover Page**

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In this Brochure, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC. As discussed in Item 4, we generally provide investment advisory services to individuals or institutions and to certain private pooled investment vehicles for which an affiliate of ours serves as general partner. In this Brochure, we refer to clients who are individuals or institutions investing through managed accounts as advisory clients and we refer to the pooled investment vehicles as the private funds. References to clients generally include our advisory clients and the private funds.

This Brochure provides information about our qualifications and business practices. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at 206.707.7300 or 800.990.3001 or via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.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. We are a registered investment adviser. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Freestone Capital Management, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Material Changes

This Item 2 lists material changes to the Brochure we filed with the SEC on March 29, 2019.

There were no material changes to the Brochure.

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## IMPORTANT NOTE ABOUT THIS BROCHURE

This Brochure is not:

- » an offer or agreement to provide advisory services to any person or separately managed account;
- » an offer to sell interests (or a solicitation of an offer to purchase interests) in any private fund or other pooled investment vehicle; or
- » a complete discussion of the features, risks or conflicts associated with any advisory service, private fund or pooled investment vehicle.

Although this publicly available Brochure describes investment advisory services and products that we provide, persons who receive this Brochure (whether or not from us) should be aware that it is designed solely to provide information about us as necessary to respond to certain disclosure obligations under the Investment Advisers Act of 1940, as amended. As such, the information in this Brochure may differ from information provided in relevant client documents. More complete information about each separately managed account, private fund or other pooled investment vehicle is included in the relevant client documents, certain of which may be provided to current and eligible prospective clients or investors only by persons authorized to communicate with current or potential clients or investors by, or on behalf of, us. To the extent that there is any conflict between discussions herein and similar or related discussions in any client documents, the relevant client documents shall govern and control.

No offer or solicitation for an account, fund or vehicle managed by us will be made before the delivery of offering and investment documents to a potential investor. You should read such documents carefully and consult with tax, legal and financial advisors before making any investment decision.

## **Item 4. Advisory Business**

### **A. Overview, History and Ownership**

Freestone Capital Management, LLC (“Freestone,” “us,” “we,” or “our”) is a comprehensive wealth management firm founded in 1999. We are headquartered in Seattle, Washington, and have offices in Santa Barbara, California, San Francisco, California and Portland, Oregon. Freestone, or our predecessor company, Freestone Capital Management, Inc., has been registered as an investment adviser with the SEC since 1999.

Our principal owner is Freestone Capital Holdings, LLC. Gary Furukawa, Freestone’s founder and Chief Investment Officer, and Della Furukawa, indirectly through one or more entities controlled by them, collectively own more than 25%, but less than 50%, of Freestone. Gary Furukawa and Erik Morgan are the managers of Freestone Capital Holdings, LLC and us. For more information regarding who owns and controls Freestone, please see Schedules A and B of Part 1A of our Form ADV.

Freestone Investments LLC, our affiliate, is general partner of the private funds. To the extent Freestone Investments is deemed to be acting as an investment adviser, it is registered with the SEC in reliance on Freestone’s Form ADV under the January 18, 2012 no-action letter issued to the American Bar Association. Please see Item 10 (Other Financial Industry Activities and Affiliations) for additional information regarding this and other affiliations.

### **B. Types of Advisory Services**

We provide ongoing wealth management and investment advisory services to advisory clients on a discretionary or non-discretionary basis, typically through managed accounts. Throughout this Brochure, we refer to clients to whom we provide advice through managed accounts as advisory clients. We also provide asset management and investment advisory services to privately offered pooled investment vehicles, or private funds. The detailed terms, strategies and risks applicable to investors in the private funds are described in each private fund’s organizational and offering documents. The private funds and advisory clients are collectively referred to in this brochure as our clients.

### **C. Tailoring our Advisory Services and Investment Solutions**

Through our discussions with each advisory client, we develop a wealth management and investment plan for that advisory client based on, among other things, the advisory client’s particular circumstances, financial goals or objectives, risk tolerance, time horizon and liquidity needs. We then manage that advisory client’s assets using a combination of one or more of the following investment solutions:

- Internally managed model portfolios developed by us;
- Model portfolios developed by parties not affiliated with us and managed by us or by those unaffiliated parties; and
- Alternative investments, including investments in the private funds and funds not managed or controlled by our affiliates or us.

We manage most assets on a discretionary basis, meaning we have investment control to implement the investment plan we have developed with an advisory client without obtaining the advisory client's consent prior to making a trade or allocation. For advisory clients, typically this involves allocating the advisory client's assets among the above-described investment solutions. For the private funds, this generally involves investing a private fund's assets in accordance with the private fund's organizational and offering documents. Advisory clients may impose reasonable restrictions on the way we manage assets held in their accounts, such as prohibiting the purchase of tobacco stocks. The determination as to what is a "reasonable restriction" is solely ours. To the extent that an advisory client imposes a restriction that would impact our ability to implement the strategy for that account, we reserve the right to refuse to manage or liquidate the account.

We only make recommendations to advisory clients regarding investing in the private funds on a non-discretionary basis, meaning that an advisory client must decide on a case-by-case basis whether to accept or reject our recommendations regarding making an investment in a private fund. We manage the private funds on a fully discretionary basis. Investors in the private funds generally cannot impose restrictions on the way we manage the private funds or the assets held by the private funds. Investors in the private funds are not considered our "clients" solely by virtue of their investment in one or more of the private funds.

In addition to the above services, we also provide general financial advice, wealth planning and other services not specifically related to investment activity. See the "Wealth Management and Financial Planning" portion of Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) for additional information regarding these services.

#### **D. Wrap Fee Programs**

We do not participate in wrap fee programs.

#### **E. Assets Under Management**

As of December 31, 2018, our total regulatory assets under management were approximately \$4,693,638,000. Of this amount, we managed approximately \$4,067,881,000 on a discretionary basis and approximately \$625,758,000 on a non-discretionary basis.

## Item 5. Fees and Compensation

### A. Advisory Client Accounts

In general, we charge an annualized management fee based on the amount of the advisory client's assets that we manage or advise. We assess management fees quarterly. Depending on the terms of the investment management agreement we have entered into with the advisory client, we typically calculate quarterly management fees based on the value of the advisory client's accounts on the last day of a quarter. Management fees are payable either in advance or in arrears. In either case, we typically deduct the management fee directly from the advisory client's accounts. If an advisory client who pays management fees in advance terminates our relationship at any time other than the end of a calendar quarter, then we will refund that advisory client a portion of the pre-paid fees, calculated on a pro-rata basis to reflect the number of days remaining in the quarter. We will automatically apply the refund to the advisory client's account or mail the refund to the client's address of record. Fee amounts and payment provisions are included in the investment management agreement we enter into with our advisory clients.

The amount of our management fee varies from client to client, but will not exceed 1.50% of the value of the advisory client's assets that we manage or advise, subject to the minimum fee described below. In many cases, we will charge new advisory clients referred to us by Charles Schwab a lower annual management fee than other advisory clients of similar size and complexity.

In general, we charge new advisory clients who are not referred to us by Schwab a minimum annual Freestone fee of \$6,000 per year, though we waive the minimum from time to time, in our sole discretion. The minimum annual Freestone fee will not apply to the calendar year in which the new advisory client becomes a Freestone client. The minimum annual fee will be reviewed as of the end of each applicable calendar year, and any amount owed to Freestone will be assessed to the Client following such review. Advisory clients referred to us by Schwab typically are subject to a lower minimum annual Freestone fee of \$4,000, which also does not apply to the calendar year in which the Schwab-referred client first becomes a Freestone client. Many existing advisory clients are subject to a different minimum fee amount or no minimum fee amount.

In all cases, we review the minimum annual Freestone fee as of the end of each applicable calendar year, and any amount owed to Freestone will be assessed to the Client following such review. In addition, we waive the minimum annual Freestone fee from time to time, in our discretion.

In addition, on occasion we charge advisory clients a performance-based management fee, as opposed to an asset-based management fee. We negotiate the terms of these performance-based arrangements on a case-by-case basis and include such terms in the investment management agreement we enter into with the applicable advisory clients.

In certain cases, we have engaged parties not affiliated with us (sub-advisers) to manage or otherwise provide advisory services or investment advice for individual model portfolios that coincide with some of our model portfolios. Generally, advisory clients bear the additional costs,

fees and expenses associated with investments in these portfolios, including fees of the sub-advisers. The amount of the costs, fees and expenses associated with such model portfolios will fluctuate, but our management fee percentage will remain the same. All such costs, fees and expenses are passed through at cost and are borne by advisory clients. We disclose the existence of the additional costs, fees and expenses in the investment management agreement we enter into with the advisory client.

We negotiate fees with advisory clients that are lower than the fees disclosed above based on factors such as client type, account size and anticipated increases in account size, pre-existing relationship or other factors. In addition, from time to time we will agree to pay or reimburse certain costs and expenses of a client who engages us to manage its accounts (e.g., fees of the client's CFO, CPA or other professional advisors). We typically combine certain related advisory client accounts for purposes of calculating a client's aggregate household size and/or management fee. Generally, we charge lower or no management fees to current and former Freestone employees and their family members at our sole discretion.

Advisory clients are responsible for all fees and expenses incurred by or arising in connection with an account, including custodial fees, brokerage commissions, fees and expenses charged by mutual funds and exchange-traded funds, trade-away fees, clearing fees, interest and taxes incurred in connection with trading. Advisory clients pay these fees and expenses in addition to the management fee we charge. We discuss brokerage and other transaction costs incurred by advisory client accounts in more detail in Item 12 (Brokerage Practices).

Occasionally, we recommend that an advisory client invest in a private fund or account not managed by our affiliates or us. In that case, in addition to our management fee, the advisory client will be responsible for all fees, allocations and other costs and expenses charged by or payable to the unaffiliated third-party manager and/or private fund.

In the event an advisory client elects to invest in an affiliated private fund, the client will not pay the above management fee in respect of the assets invested in the private fund. Instead, the advisory client will pay the fees associated with the private fund, which are discussed below.

## **B. Private Funds**

Fees associated with the private funds generally include an annual management fee of 1%, as well as a performance-based fee or allocation. In addition, many of the private funds carry an additional asset based fee of 0.10%. In most cases, Freestone or our affiliates deduct those fees and/or allocations directly from the private funds. In addition, each private fund pays all operating expenses and other costs of the fund, including fund formation costs, due diligence costs and expenses, custodial fees, brokerage commissions, fees and expenses charged by mutual funds and exchange-traded funds (if any), clearing fees, interest and taxes incurred in connection with or related to its investments, and many other costs and expenses. If one of the private funds invests into a private fund not managed by our affiliates or us, or if one of the private funds enters into a managed account or other arrangement in which an unaffiliated third-party provides investment advisory or other services to the private fund, then an investor in the private fund effectively will incur two levels

of advisory fees: (1) the private fund's management fee and performance-based fee or allocation; and (2) any management fee or performance-based fee or allocation paid by the fund to the unaffiliated third party.

The types of expenses borne and paid by the private funds are much broader than the types of expenses advisory clients bear and pay as managed account clients. For example, among others, the private funds pay: all investment related expenses (including legal fees and the fees of other advisors); due diligence costs; travel and entertainment expenses related to the private fund and its current or potential investments; tax preparation costs and filing fees; expenses associated with preparing and distributing financial, tax and performance reports; insurance and bonding costs (including any costs associated with errors and omissions insurance that covers us and our employees and principals); costs related to compliance with applicable laws (including costs we incur in complying with laws and regulations that apply to us as a result of our services to the private funds); and costs of software, hardware and all systems and services that provide benefit to the private funds or to us in providing services to the private funds, even if those costs would not otherwise fall within the "safe harbor" established by Section 28(e) of the Securities Exchange Act of 1934.

Each private fund's organizational and/or offering documents includes details regarding the fees, costs and expenses associated with that private fund, and the provisions of the private fund's organizational and offering documents govern an investment in the private fund, including with respect to fees, operating expenses and other costs of the fund. Any investor in the private funds must read and understand the applicable fund's organizational and/or offering documents.

### **C. Non-Discretionary Advisory Accounts**

The financial planning and wealth management services we provide are in conjunction with our investment advisory services, and we generally do not charge additional fees for any of these services. From time to time, we also recommend outside professionals to provide services to an advisory client. The client will be responsible for any fees charged by outside professionals, in addition to our management fee. In connection with our financial planning and wealth management services, we often recommend on a non-discretionary basis the purchase of mutual funds or other securities, 529 plans or fixed or variable life insurance products or annuities. We sometimes also recommend and act as producer for life and disability insurance products. If an advisory client elects to purchase any such life or disability products, we will receive a one-time commission on those products. The sale of such insurance products poses a conflict of interest because an agent may choose to recommend a product based on the compensation the agent will receive from the sale instead of an advisory client's specific needs. Freestone addresses this conflict by allowing the sale of such products only if they are in the client's best interest and by disclosing this conflict to the client in writing prior to the sale of the insurance product.

An advisory client may purchase similar products or various other products we recommend through other brokers or agents not affiliated with us.



**D. Hourly or Flat Fees**

We occasionally charge an advisory client an hourly fee or a flat fee for advice regarding investment or related planning. We negotiate the fees associated with these arrangements with the client on a case-by-case basis.

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

As described in Item 5 (Fees and Compensation), Freestone and/or our affiliates receive performance-based fees or allocations from the private funds. Each private fund's organizational and offering documents describe in detail any applicable performance-based fee or allocation arrangements.

Differences exist across the private funds in the total fees paid by each private fund, the amount of assets in each private fund and in the amount of our investments (or investments by our affiliates) in each private fund. These differences could create an incentive to favor one private fund over other private funds when allocating investment opportunities, or to direct the best investment ideas to, or allocate or sequence trades in favor of, one private fund over the other private funds. We are committed to allocating investment opportunities on a fair and equitable basis over time and we have established policies and procedures designed to address associated conflicts of interest. We discuss these issues in more detail in Item 12 (Brokerage Practices).

In addition, on occasion we charge advisory clients a performance-based management fee, as opposed to an asset-based management fee. We negotiate the terms of these performance-based arrangements on a case-by-case basis and include such terms in the investment management agreement we enter into with the applicable advisory clients. We only charge performance fees to those advisory clients who are "qualified clients," as defined under the Investment Advisers Act of 1940, as amended.

A conflict of interest exists because we generally charge advisory clients an asset-based fee for the advisory services we provide, but we (or our affiliates) are entitled to receive performance-based fees or allocations from the private funds and, in some cases, we charge advisory clients performance-based management fees. As a result, we may have an incentive to recommend that an advisory client invest in a private fund, as opposed to holding assets only in separate accounts and allocating those assets to investment solutions through which we (or our affiliates) would not be entitled to receive performance-based fees or allocations. In addition, for those clients to whom we have agreed to charge performance-based fees, we may have an incentive to favor those client accounts so they perform better and, in turn, we receive a greater amount of fees. We also may have an incentive to offer investments that we believe will be more profitable than others to the private funds in order to earn more compensation. Please see Item 12 (Brokerage Practices) for a discussion regarding how we attempt to mitigate this conflict.

We seek to address these conflicts of interest by emphasizing our duty to place the interests of our clients first. In those instances where we charge performance-based fees on advisory client accounts, those accounts are invested in one or more of our investment models and are treated like other advisory client accounts invested in the same model. In addition, the performance of the private funds does not drive the compensation structure of our client advisers, though client advisers who indirectly have an equity interest in Freestone will derive indirect benefits from performance-based fees or allocations received by our affiliates or us.

## **Item 7. Types of Clients**

We provide investment advisory services primarily to high net worth families and individuals. However, from time to time our advisory clients also include pension and profit sharing plans, financial institutions (including funds of funds), trusts, endowments, charitable organizations, corporations or other business entities and third-party investment advisers.

We also serve as investment manager to the private funds. Any minimum investment amount or other qualification requirements related to an investment in the private funds are set forth in the applicable private fund's offering documents.

We do not require a minimum account size, though in general we seek advisory clients that desire to establish a discretionary investment management relationship with us involving at least \$1,000,000, or \$500,000 for advisory clients referred to us through the Schwab Advisor Network referral service. See Item 14 (Client Referrals and Other Compensation) for information regarding the Schwab Advisor Network referral service. For information regarding fees and compensation that we receive, see Item 5 (Fees and Compensation).

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

### **A. Methods of Analysis**

Our investment solutions are designed to manage the financial assets of our clients by combining our internal expertise in traditional and alternative asset categories with external expertise in domestic and global equity, domestic and global fixed income and alternative investments. Our methods of security analysis and portfolio construction include fundamental and quantitative analysis. Our sources of data typically include financial news and publications, reviews of corporate activities, discussions with issuers and other market participants, research materials prepared by others, corporate rating services, press releases and filings with the SEC, including prospectuses and annual reports.

### **B. Investment Solutions**

Our approach to advisory client portfolio construction seeks to achieve a proper balance of risk and reward, depending on the unique needs and goals of our individual advisory clients. We remain steadfast in our “Stay Wealthy” approach to investment management by focusing on downside risk as well as upside opportunity.

We base the investment advice we provide to advisory clients on a number of factors, including one or more of the following: the client’s investment objectives; risk tolerances; asset-class preferences; time horizons; liquidity needs; expected returns; current economic and market conditions; and views on future economic and market conditions. We attempt to achieve diversification for advisory clients by investing over time, across asset classes, within asset classes, across geographies and/or across various investment styles.

Generally, our investment solutions emphasize long-term investments in a diversified portfolio intended to meet the advisory client’s long-term financial objectives. Nevertheless, investment solutions include short-term purchases (instruments sold within one year), trading (instruments sold within 30 days), long-term purchases (instruments held at least one year), concentrated positions, short sales and other techniques, including some of those discussed below.

In addition, investors in the private funds (including any advisory clients who elect to invest in the private funds) are exposed to the investment strategies described in the applicable private fund’s offering documents, which are materially different from the solutions described above and below. For further information regarding a private fund’s strategies and the risks involved, please see the organizational and offering documents for the applicable private fund.

Based upon our discussions with each advisory client, and depending upon each advisory client’s particular circumstances and the investment allocations that we agree to with each advisory client, we typically manage new advisory client discretionary account assets using some combination of the following three investment solutions:

1. Global equity portfolios that utilize internally-managed model equity and externally-managed equity models.
2. Domestic fixed income portfolios that utilize internally-managed and externally-managed fixed income models.
3. Alternative Investments, which includes an internally-managed model of “liquid alternative” mutual funds and the private funds

From time to time, we create customized solutions that are not comprised of these investment solutions on a case-by-case basis for a particular advisory client. In addition, some existing advisory clients have assets invested using one or more of our legacy model portfolios. A portion of every advisory client portfolio, including each of the below model portfolios, likely will be held in cash or cash equivalents from time to time, in which case the applicable portfolio will not be fully invested.

## **1. Global Equity Portfolios**

» ***Internally-managed Equity Model Portfolios*** – We offer internally-managed equity strategies that seek to blend quantitative and qualitative factors in a disciplined investment approach that spans domestic and international geographies. The primary objective of our equity model portfolio is to achieve growth in capital greater than the returns of their respective benchmarks. Our internal equity portfolios typically consist of, among other things, individual equities (including common and preferred stock), exchange-traded funds, index funds, mutual funds, master limited partnerships, real estate investment trusts, options, other derivatives or a combination of any of the foregoing. The primary focus, however, is on seeking to invest in businesses that historically exhibit relatively high return on capital (quality) and relatively high earnings yield (value). We consider various other factors in the investment selection process, including businesses that have a history of relatively consistent earnings and identifiable catalysts for growth.

» ***Externally-managed Global Equities Model Portfolios*** – The Global Equities model portfolios utilize our internal-managed equity models combined with external manager models in an effort to provide broad diversification across styles, sectors and global markets. The portfolios use individual equity models provided by the sub-advisers, as well as mutual funds and exchange-traded funds, to provide exposure to emerging markets, provide for style diversification (e.g., passive versus active) and facilitate access to liquidity. Smaller accounts will use similar mutual funds and exchanged-traded funds in place of subadvisor models.

## **2. Domestic Fixed Income Portfolios**

We have entered into relationships with investment managers not affiliated with us who provide us with their individual model portfolios and act as sub-advisers in respect of these model portfolios. We combine these sub-adviser portfolios into a single custodial account for an advisory client utilizing a Unified Managed Account (UMA) approach. These sub-advisers represent different investment styles and strategies that we believe offer advisory clients

diversification outside of our proprietary solutions. This approach offers advisory clients the ability to access a group of sub-advisers that clients may not otherwise be able to access. These sub-advisers may employ strategies and techniques that differ materially from others we employ.

We select sub-advisers through a screening and due diligence process. We have sole discretion over the UMA and retain the power to add and/or remove any sub-adviser at any time. Though UMA sub-advisers do not currently provide trade execution services to us, they may do so in the future, but only with our consent. We also have sole discretion with regard to implementation of any sub-adviser's particular model. Accordingly, while we typically follow each sub-adviser's model portfolio, there are circumstances from time to time that cause us not to follow a particular sub-adviser's model recommendations.

It is possible that one or more of the sub-advisers have current or prior relationships or other business dealings with one or more of our key persons or one of our affiliated entities, and may provide investment recommendations and advice to one or more of the private funds.

- » *Internally-managed Fixed Income Model Portfolios* – The objective of our internally-managed fixed income strategies is to generate current income and to provide relative stability. Our Fixed Income model portfolios consist of income-oriented mutual funds and exchange-traded funds and may include individual taxable and tax-exempt investments. These model portfolios generally invest in U.S. investment-grade instruments when investing directly in fixed income instruments, but we maintain the flexibility to invest in below investment-grade instruments (often referred to as “junk bonds”), international instruments and other income-oriented instruments when we believe economic conditions and valuation spreads, among other things, make such asset classes attractive.
- » *Externally-managed Fixed Income Model Portfolios* – Externally-managed Fixed Income model portfolios do not utilize our UMA approach. Rather, we manage these accounts by retaining a sub-adviser and providing that sub-adviser with discretion to manage the applicable portion of the assets in an advisory client's account for which we have investment discretion. These model portfolios may consist of individual taxable and tax-exempt instruments and may include income-oriented mutual funds and equity instruments. Instruments in these model portfolios generally will be of investment-grade quality, but may include below investment-grade instruments (often referred to as “junk bonds”), international instruments and other income-oriented instruments.
- » *Specialty Externally Managed Portfolios* – On a case-by-case basis, with the agreement of the advisory client, we design individual portfolios that do not use the Internally Managed portfolios, the Externally Managed model portfolios, or that use the Internally Managed model portfolios or Externally Managed portfolios only in part, and that do not include fixed limitations on asset types or classes. In such circumstances, an advisory client's portfolio can include investments managed by multiple investment sub-advisers not affiliated with us. In addition, there have been advisory clients that have opted to have a direct separate account managed portfolio that is managed on a dual contract basis.

### **3. Alternative Investments**

Affiliates of ours form and control various private funds designed primarily to provide our advisory clients with exposure to alternative investment strategies, though investors that are not advisory clients also invest in the private funds from time to time. In general, we do not tailor the strategy of any private fund to the needs of individual investors in the private fund, regardless of whether the investor is an advisory client of ours. Subject to the provisions of the organizational and offering documents of the applicable private fund, a private fund invests in the U.S. and outside of the U.S., and employs a variety of investment strategies and techniques, including, among others:

- long/short equity strategies, where the portfolio has both long and short positions;
- distressed investing or arbitrage strategies, including equity-related investments, loans or other debt, structured finance, real estate, bonds or other asset classes and types, including residential- and mortgage-backed securities;
- private placements and other restricted securities, which include securities of private or public companies with limited or no trading market;
- the purchase of interests of a single private fund issuer sold in the secondary market;
- a multi-manager and fund-of-funds investment approach, through which a private fund allocates capital to a variety of investment funds or vehicles or discretionary accounts of third-party investment advisers that manage a variety of hedged and unhedged strategies in U.S. and non-U.S. securities and other investments;
- real estate investments, including direct or indirect, equity or debt, co-investments with funds and/or third-party investment advisers or real estate operators, joint ventures, and other vehicles for the acquisition of real estate and real estate-related assets;
- private equity investments;
- privately originated corporate loans; or  
cleared and over-the-counter financial instruments, including options on securities or groups of securities, swaps, futures and other derivatives, designed to increase return or act as a hedge against other positions or against certain market or interest rate risks, or as part of other trading strategies.

### **C. Wealth Management and Financial Planning**

We also offer wealth management and financial planning services to many of our advisory clients. Our process focuses on the integration and coordination of financial issues that an advisory client may face. Among other things, these services typically include:

- Financial planning, which includes one or more services, including reviewing an advisory client's estate, tax and philanthropic planning;
- retirement and benefit plan solutions;
- credit and risk analysis;
- insurance;



- college planning;
- corporate benefits (including analysis regarding stock options, restricted stock, 401(k) plans and deferred compensation plans); and
- business valuation.

We offer these services in conjunction with our investment advisory services, and we generally do not charge additional fees for any of these services. Many times, whether (and to what extent) we offer these services to an advisory client depends primarily on the amount of assets we manage for the advisory client and the complexity of the advisory client's circumstances. From time to time, we also recommend outside professionals to provide services to an advisory client. The advisory client will be responsible for any fees charged by outside professionals, in addition to our management fee.

#### **D. Material Risks**

*Any investment activity, including investing in securities, involves risk of loss that clients should be prepared to bear. All investments carry the risk of loss, including complete loss, and there is no guarantee that any investment strategy will meet its investment or risk management objectives. Any past success of a particular investment strategy or methodology does not imply or guarantee future success.*

Depending on the investment strategy and the type of financial instruments used at any given time to implement that strategy, advisory clients and investors in the private funds face one or more of the following material investment risks:

- » Equity Instruments. Investments in equity securities generally involve a high degree of risk. Stock prices are volatile and change daily, and market movements are difficult to predict. Movements in stock prices and markets may result from a variety of factors, including those affecting individual companies, sectors or industries. Such movements may be temporary or last for extended periods. The price of an individual stock may fall or fail to appreciate, even in a rising stock market. A client could lose money due to a sudden or gradual decline in a stock's price or due to an overall decline in the stock markets generally. In particular, "growth" stocks can have relatively high valuations, which, among other things, may result in the prices of growth stocks being more sensitive to changes in current or expected earnings than prices of other stocks. Accordingly, investing in growth stocks can be more risky than investing in a company with more modest growth expectations.
- » Fixed Income Instruments. Generally, prices of fixed income instruments are volatile and change daily. Investments in fixed income instruments present numerous risks, including credit, interest rate, reinvestment and prepayment risk, all of which affect the price (i.e., value) of the instruments. For instance, a rise in interest rates may cause fixed income instruments to lose value. We make certain assumptions regarding interest rates when evaluating fixed income securities regarding, among other things, the yield curve of the security. A variation in the slope of the yield curve from the slope we assumed in purchasing the security for client accounts could have a material adverse affect on the value of the client's account. In addition,



the value of fixed income instruments may decline in response to events affecting the issuer, its credit rating or any underlying assets backing the instruments.

High-yield fixed income instruments (often referred to as “junk bonds”) are speculative and involve a greater risk of default and price change than investment grade fixed income instruments. Prices of high-yield instruments are especially sensitive to developments affecting the issuer’s business and to changes in the ratings assigned to the issuer by rating agencies. High-yield instruments can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, sales by major investors, default, perceived creditworthiness or other factors. The secondary market for high-yield fixed income instruments may be less liquid than the market for investment grade instruments, and a client’s account may be unable to sell illiquid high-yield instruments at an advantageous time or price.

In all cases, developments in the credit markets may adversely affect fixed income instruments held in a client’s account and could result in substantial losses in a client’s account. An event of default by an issuer may result in the issuer’s fixed income instruments being worthless.

- » Small- and Mid-Capitalization Companies. Depending on the investment strategies we use to manage a client’s account, we can and do invest a substantial portion of the client’s account in smaller and less established companies (i.e., small-capitalization and mid-capitalization companies). These smaller companies may present greater opportunities for capital appreciation, but typically are more volatile and involve greater risk than companies that are larger and more established. Such smaller companies may have limited product lines, markets or financial resources and their securities may trade less frequently and in more limited volumes than the securities of larger, more mature companies. As a result, the prices of the securities of such smaller companies may fluctuate to a greater degree than the prices of the securities of other issuers and these companies may be more likely to fail, which could result in substantial losses.
- » Non-U.S. Investments. From time to time, we invest client accounts in instruments issued by non-U.S. companies and governments, including those in developing nations and emerging markets. Such investments involve a number of risks not usually associated with investing in securities of U.S. companies or the U.S. government. Those risks include, among other things, trade balances and imbalances and related economic policies, currency exchange rate fluctuations, imposition of exchange control regulation, withholding taxes, limitations on the repatriation of funds or other assets to the U.S., possible nationalization of assets or industries, political difficulties and political instability, any of which could lead to substantial losses.
- » Turnover. In general, there is no limit on how frequently we trade in a client’s account and, while not typical of our model portfolios, it is possible to trade in a client’s account many times per month. A higher turnover rate of instruments in a client’s account, or increased

trading in a client's account, will result in higher transaction costs and higher taxes in taxable accounts, and may materially affect performance.

- » Management. Our judgments regarding the attractiveness, value or potential appreciation of a particular asset class or investment instrument are sometimes incorrect and there is no guarantee that any asset class or instrument will perform as we expect. We may fail to implement a strategy as we intended or we may not identify all risks associated with a strategy or a shift in strategy, all of which may cause substantial losses.

In addition, our ability to manage client assets is largely dependent on the talents and efforts of highly skilled individuals. Competition in the financial services industry for qualified employees is intense. Our continued ability to manage client asset effectively depends on our ability to retain and motivate our employees. Moreover, there is no prohibition on our employees or principals resigning or retiring.

- » Sub-Advisers. The performance of several of our External Model Portfolios depends in whole or in part upon the strategies, skills and abilities of sub-advisers not affiliated with us. Although we endeavor to select sub-advisors with individual strategies and investment policies consistent with our objectives, we do not have any control over the investments that the sub-advisors make. In addition, although we endeavor to monitor sub-advisers periodically, we are unlikely to have access to information regarding a sub-adviser's trading activity prior to that activity actually takes place. In instances where we are executing trades in accordance with a model we have purchased or otherwise acquired from a third-party sub-adviser, we typically will execute those trades in reliance on the sub-adviser executing its strategy. Accordingly, we are not in a position to analyze or respond to developments (or anticipated developments) resulting from such trades until after the trades have occurred, in which case it may be too late to prevent or mitigate any losses we might otherwise have been able to prevent or mitigate.

- » Market Risk; Liquidity. General economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barriers, currency fluctuations and controls, and national and international political circumstances can materially affect a client's account. For example, any of these factors may affect price volatility and the liquidity of instruments held in a client's account. Even an instrument that generally is, or recently was, liquid may unexpectedly and suddenly become illiquid. Such volatility or illiquidity could result in substantial losses.

- » Extraordinary Events. Global terrorist activity and armed conflicts may negatively affect general economic conditions, including sales, profits and production, and may materially affect prices and/or impair our trading facilities and infrastructure or the trading facilities and infrastructure of our counterparties or the exchanges or markets on which we trade.

- » Cybersecurity Risks. We and our service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology,

processes and practices designed to protect networks, systems, computers, programs, and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages, and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes. A cybersecurity breach could expose Freestone, our affiliates, clients and investors to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage), civil liability as well as regulatory inquiry and/or action. In addition, with the increased use of technologies such as the Internet to conduct business, Freestone and client information could be susceptible to operational, information security and related risks. While Freestone has established a business continuity plan (referenced in Item 11) in the event of, and risk management strategies, systems, policies and procedures to seek to prevent, cybersecurity breaches, there are inherent limitations in such plans, strategies, systems, policies and procedures, including the possibility that certain risks have not yet been identified. Furthermore, Freestone and our affiliates cannot control the cybersecurity plans, strategies, systems, policies and procedures put in place by other service providers to our clients or the issuers in which our clients invest.

- » Regulatory Developments. The legal, tax and regulatory environment worldwide in the financial industry is evolving, and changes in regulations affecting the financial industry, including Freestone and the issuers of financial instruments held in client accounts, may have a material adverse effect on our ability to pursue the investment strategies described above or the value of the instruments held in client accounts. There has been an increase in scrutiny of the financial industry by governmental agencies and self-regulatory organizations. Various national governments have expressed concern regarding the disruptive effects of speculative trading and the need to regulate the financial markets in general. New laws and regulations or actions taken by regulators that restrict our ability to pursue our investment strategies or conduct business with broker-dealers and other counterparties could adversely affect client accounts.
- » Concentration. Client accounts may have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market as a whole.
- » Derivatives. Derivatives (a term that includes a broad range of investments, including futures, options, forward contracts and swaps) may move in unexpected ways due to the use of leverage and other factors and may result in increased volatility or losses. Many derivatives, particularly those negotiated over-the-counter, are substantially illiquid or could become illiquid under certain market conditions. Use of derivatives also involves

counterparty risk, meaning that the counterparty to a derivative contract may fail to comply with the terms of the contract. Any dispute concerning a derivative contract could be expensive and time consuming to resolve, and even a favorable resolution could come too late to prevent liquidity problems and substantial losses.

- » Short Sales. The model portfolios we use do not sell securities short, so any short sale in an advisory client's account must be made with assets not allocated to the model portfolios. Accordingly, we very rarely sell securities short in an advisory client's account. Nevertheless, with the consent of an advisory client, and if appropriate given the size and sophistication of the advisory client, we may sell securities short in that client's account. In addition, the private funds sell securities short.

Short sales can result in profits to a client's account if the price of the securities sold short declines. In a short sale, securities are sold that have been borrowed, usually from a broker. To obtain the borrowed shares, we typically will pledge cash or securities held in the client's account in an amount equal to or exceeding the value of the borrowed securities. The amount of the deposit may increase or decrease to reflect changes in the market value of the borrowed securities, and the lender generally may demand the return of the borrowed securities at any time. The client's account will profit only if it repays the lender with securities purchased at a lower price than it borrowed them. The client's account could experience losses if it is required to replace borrowed securities by purchasing them in the market at a time when the market price is higher than the price at which it borrowed them. Accordingly, short sales generally involve the potential for unlimited loss.

- » Leverage. We very rarely employ leverage (i.e., borrowing cash or securities in connection with an investment position) in an advisory client's account. Nevertheless, at the request of an advisory client, and if appropriate given the size and sophistication of the advisory client, we may employ leverage in that advisory client's account, typically for a relatively brief period of time. The private funds employ leverage on a more regular basis than advisory client accounts. Some examples of investment positions that use leverage include derivatives, short sales and purchasing securities on margin. The use of leverage generally involves a high degree of risk. Typically, a client's account will be required to post cash or securities as collateral against the amount borrowed. If the value of the derivatives or securities in the client's account that have been posted as collateral falls below the margin or collateral levels required by the lender, then additional margin or collateral would be required. Failing to post additional margin or collateral could cause the lender to terminate the transactions and liquidate or retain the collateral and margin. In addition, because the use of leverage allows the client's account to hold a position worth more than the amount of the client's investment in the position, the amount the client's account may lose if the price moves against the client's position will be high in relation to the amount invested.

- » Alternative Investments (Private Funds) Risk. In addition to the above risks, the private funds and the strategies they use include additional risks, including:

- Many of the private funds use derivatives, short sales and/or leverage regularly, and the risks associated with those instruments and investment practices are much greater in the private funds than in advisory client accounts.
- The private funds are exempt from SEC registration and only available to “accredited investors” and/or “qualified purchasers” who are assumed to be sophisticated purchasers who have little or no need for liquidity from such investments, and are able to withstand the loss of some or all of their investment.
- Limited withdrawal rights and restrictions on transfer create higher liquidity risk and investors should view an investment in the private funds as a long-term investment.
- Fund fees and expenses may be a higher percentage of net assets than traditional investment strategies, and investors typically are subject to performance or incentive fees or allocations in addition to management fees.
- Private fund investments may be more sensitive to interest rates and include the possibility of more volatility than other investments.
- Generally, we determine the value of investments held by the private funds or, if the private fund has invested in a third-party fund, the investment manager of that fund.

*The various risks briefly summarized above and in this section D are not the only potential or actual risks associated with an investment in any of the private funds. Before making any investment decision regarding any of the private funds, an investor must carefully review and evaluate all of the applicable fund documents, including the private fund’s private offering memorandum, and the specific disclosures regarding risk factors and conflicts of interest applicable to a particular private fund.*

- » Other Funds. In addition to the private funds, we often invest a portion of an advisory client account in funds not managed by our affiliates or us. Examples of these types of funds include U.S. and non-U.S. master limited partnerships, unit investment trusts, open-end and closed-end mutual funds and hedge funds, private equity funds, venture capital funds, advisory accounts, real estate investment trusts, exchange-traded funds, or other private alternative or other investment funds. These other funds and accounts have their own fees (including management fees) and expenses and, depending on the fund, have separate incentive or performance fees or allocations. Accordingly, if an advisory client or one of the private funds invests in these other funds or accounts, the advisory client or private fund will bear the fees and expenses of the other fund or account, in addition to our management fee (or, in the case of a private fund, the management fee and performance fee or allocation in respect of that particular private fund). Also, U.S. mutual funds generally must distribute all gains to investors, including investors who may not have an economic gain from investing in the fund, which can lead to negative tax effects on investors, particularly non-U.S. persons.

### **Item 9. Disciplinary Information**

We are required to disclose legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. We do not have any information to disclose in response to this Item.

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

### **A. Commodity Pool Operator Affiliation**

Freestone Investments LLC (“Freestone Investments”), our affiliate and general partner of the private funds, is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff. All of the persons registered as principals or associated persons of Freestone Investments are also employees of ours.

### **B. Material Relationships or Arrangements with Industry Participants**

Freestone Investments, our affiliate and general partner of the private funds, generally has the right to receive a performance-based fee or allocation from the private funds and has the power to determine who will serve as the investment manager to the private funds. Because of the forgoing, Freestone Investments may be considered to be acting as an investment adviser. To the extent that is true, Freestone Investments and we collectively conduct a single advisory business. Accordingly, Freestone Investments is registered with the SEC as an investment adviser through our filing of a joint Form ADV, in which Freestone Investments is indicated as a “relying adviser.” We have disclosed in the Miscellaneous Section of Schedule D and Schedule R of Part 1A of our Form ADV that Freestone Investments and we are together filing a single Form ADV.

As discussed above, our affiliate, Freestone Investments, is general partner of the private funds. In addition, we provide investment advisory services to approximately 1,800 advisory clients and serve as investment manager to the private funds. Freestone and our affiliates likely will participate in or sponsor other investment vehicles and service additional advisory clients in the future.

In some cases, a particular investment opportunity is desirable and appropriate for all or some of our advisory clients and the private funds, but the amount of capital that may be allocated to the investment opportunity is limited. Those circumstances create the potential for a conflict of interest between and among the advisory clients and the private funds. We intend to allocate the opportunity among the advisory clients and the private funds in a manner we believe is fair and equitable over time. We discuss allocation in more detail in Item 12 (Brokerage Practices).

In addition, many times we recommend that advisory clients invest in the private funds. Because Freestone and our affiliates serve as investment manager and general partner of the private funds, we and/or our affiliates are entitled to receive a management fee and a performance-based fee or allocation. This creates a conflict of interest because we have an incentive to recommend an investment in the private funds based on our own financial interests, rather than solely based on the interests of our clients. Please see Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) for further discussion of this and other conflicts of interest and how we seek to address them.

Freestone Investments is affiliated with FC Golf GP, LLC and FC Golf GP II LLC, the general



partners of FC Golf Partners, L.P. and FC Golf Partners II LP (the Golf funds), respectively.

Freestone Investments holds 50% of the equity and voting power of each of FC Golf GP, LLC and FC Golf GP II LLC. In addition, we serve as a non-discretionary investment advisor to each of FC Golf Partners, L.P. and FC Golf Partners II LP. FC Golf GP, LLC and FC Golf GP II LLC are exempt reporting advisers. This relationship presents a conflict of interest because the Golf funds could distract Freestone Investments and us from dedicating sufficient time to provide services to our advisory clients and the other private funds. We have mitigated that conflict by, among other things, entering into a business relationship with an experienced golf and country club acquisition and management company and its principal, which spends a substantial amount of its time on assets held by the Golf funds. The Golf funds employ a highly specialized investment strategy that is not pursued by any of our advisory clients. There are other conflicts of interest regarding the Golf funds and our relationship with the management company and its principal, which are included in the offering documents for those funds and do not impact advisory clients who are not invested in the Golf funds.



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

### **A. Code of Ethics**

We have established a Code of Ethics for our personnel that imposes a high standard of business conduct on us and our employees and emphasizes our fiduciary duty to our clients. The Code includes provisions regarding prohibitions on insider trading, personal trading activity in employee and employee-related accounts, and compliance with laws. Our Code of Ethics emphasizes that employees have a duty to place the interests of our clients first. A copy of our Code of Ethics is available to current or prospective clients upon request by contacting our Chief Compliance Officer.

### **B. Participation or Interest in Client Transactions and Personal Trading**

In some cases, we implement investment ideas across the model portfolios and the private funds. We have adopted allocation policies designed to distribute the execution of these ideas among the applicable parties in a fair and equitable manner over time.

We allocate securities purchased across the model portfolios and to the private funds in accordance with an order allocation statement we prepare. The order allocation statement specifies how we intend to allocate the order among the clients participating in the transaction. Private funds often participate in allocations along with advisory clients. If an order to purchase securities is partially filled, we generally allocate the filled portion of the order on a pro-rata basis based on account size.

Although we may allocate on a pro-rata basis, we will not always do so. There are instances where, in our judgment, allocating an order on a pro-rata basis is not desirable or appropriate for clients. For example, filling a relatively small or large percentage of an order could result in the potential for clients to receive multiple statements and/or trade confirmations reflecting the allocation of a relatively small number of shares over the course of multiple days. In that case, we often elect to allocate the partially filled order on a random and full basis. We use the random selection function in Excel to randomly select a portion of the participating client accounts and fill the order in full for each of those accounts, based on an Excel algorithm we do not control. Typically, we seek to fill the remaining portion of the order during subsequent trading days. However, it is possible that the security will not trade at a price that is desirable for future buys or sales, as the case may be, in which case client that were not filled in full will not trade any amount of the security. In addition, a partially filled buy order may cause or contribute to an increase in the price of the security during subsequent trading days, and a partially filled sell order may cause or contribute to a decrease in the price of the security during subsequent trading days. In addition to the foregoing, we may allocate orders on a basis different from that specified in the order allocation statement if all client accounts receive fair and equitable treatment over time.

Employees often buy or sell securities or assets identical to those recommended to or purchased for clients, including the private funds. This results in a conflict of interest. For example, many

employees are investors in our model portfolios, alongside the other client accounts also invested in those model portfolios. All client accounts (including employee accounts) participate in any trade allocation consistent with the methodology discussed above, including being eligible for any random and full allocation. Consequently, there are situations where an employee account is filled before and at a more advantageous price than an advisory client account. If the allocation involves parallel funds or multiple single employee-controlled accounts, then the parallel funds and all of the single employee-controlled accounts, as applicable, will be treated as a single client or account for purposes of initial allocation. In any such case, we allocate across client accounts in accordance with our allocation policies and without regard for whether the client is an employee or not. In addition, from time to time employees, for their own account and not through a model portfolio, buy or sell securities or assets identical to those recommended to or purchased for clients. As discussed further below, we have procedures in place designed to address the potential conflicts of interests that could arise in these instances.

Certain of our employees have interests or positions in certain securities that we recommend to clients. For example, we often recommend that advisory clients invest in the private funds, assuming the private funds are suitable for the advisory clients and the advisory clients are qualified to invest in the private funds. Our affiliate, Freestone Investments, is general partner of the private funds and controls the funds. In many cases, employees are investors in the private funds. Another example occurs when a portfolio manager personally purchases one or more securities to test an investment thesis or strategy to ascertain whether it behaves as expected prior to recommending that thesis or strategy to clients. In addition, in some circumstances, we or our affiliates or employees invest alongside clients in securities or other positions, including real estate investments.

As discussed above, our affiliate, Freestone Investments, is general partner of the private funds. We serve as the investment manager to the private funds and are entitled to receive a management fee and a performance fee or allocation. We often recommend that advisory clients invest in the private funds, assuming the private funds are suitable for the advisory clients and the advisory clients are qualified to invest in the private funds. This creates a conflict of interest because we have an incentive to recommend an investment in the private funds based on our own financial interests, rather than solely the interests of our clients. For other disclosures relating to conflicts of interest associated with the private funds, please see Item 6 (Performance-Based Fees and Side-by-Side Management).

From time to time we recommend that certain advisory clients invest directly in private funds not affiliated with us. In some cases, the private funds and/or our affiliates or employees invest in the unaffiliated fund alongside our advisory clients. In certain instances in the past, but not currently, the private funds and/or our affiliates or employees have entered into agreements with the unaffiliated fund that permit the private funds and/or our affiliates or employees to invest on more favorable terms than the advisory clients. Such terms have included reduced management fees and performance fees or allocations, more frequent or greater liquidity and a revenue share based on the management and performance fees and allocations received by the unaffiliated fund, including fees paid by our advisory clients. We may not offer (and on occasion

in the past have not offered) these terms to our advisory clients that invest in the unaffiliated fund, or such terms may not be available for our advisory clients. This creates a conflict of interest because we have an incentive to recommend an investment in the unaffiliated fund to increase the amount of the revenue share paid to our affiliates or us and to garner goodwill with the unaffiliated fund.

We have engaged in principal transactions in the past and it is likely we will occasionally engage in one-off principal transactions in the future. We do not engage in principal transactions on an ongoing basis as part of conducting our business activities, and we do not believe these transactions, if executed, are material to our investment process. If we do engage in such transactions occasionally in the future, those transactions would involve the potential for conflicts of interest because, among other things, we are a party to the transactions and we would be acting for our own account. In an effort to mitigate these conflicts, we require prior approval of such transactions from the General Counsel or Chief Compliance Officer.

Among other things, we have established the following policies designed to address these conflicts of interest:

- No employee may prefer his or her own interest to that of any client.
- We are aware of all securities holdings that we manage on behalf of clients, and we have implemented procedures to stay informed as to the securities holdings of employees that have access to advisory recommendations. We review securities holdings of such persons on a regular basis.
- We emphasize the unrestricted right of the client to decline any recommendation we provide, except in situations where we have discretionary authority with respect to the client's account. For instance, we do not have investment discretion over advisory client accounts in respect of decisions regarding an investment in the private funds. We may recommend that an advisory client invest in the private funds, but the advisory client has ultimate discretion regarding whether to execute on our recommendation.
- We strongly encourage employees to hold all of their personal accounts (i.e., accounts not invested in one of our models) at our primary custodian. Our policies require that any employee trades in personal accounts at our primary custodian must be done through our trading desk. If an employee has an account at a custodian other than our primary custodian, our policies require that the employee generally must obtain prior approval of any trades in that account. We also review duplicate statements of any such accounts on a periodic basis.
- We evaluate opportunities for advisory clients to invest alongside the private funds on a case-by-case basis, taking into account the relevant facts and circumstances of the particular opportunity. Some of the factors we consider in our evaluation include the following: the size of the opportunity; whether the opportunity is appropriate for the client; the amount of the opportunity that is appropriate for the client based on a variety of factors (e.g., risk profile, asset class); the structure of the opportunity; how the client would access the opportunity; and any additional administrative or other

burdens of evaluating, investing in and monitoring the opportunity. In general, we believe advisory clients should access investments made by, or investment opportunities presented to, the private funds by making an investment in the private funds. Accordingly, typically we will not provide advisory clients the opportunity to invest directly alongside the private funds, though, in some cases, our model portfolios invest alongside our private funds. We discuss this in more detail in Item 12 (Brokerage Practices). This approach creates a potential conflict of interest because we generally charge advisory clients an asset-based fee for the advisory services we provide, but we (or our affiliates) are entitled to receive performance-based fees or allocations from the private funds and, in some cases, we charge advisory clients performance-based management fees. As a result, we have an economic incentive to recommend that an advisory client invest in a private fund, as opposed to holding assets only in separate accounts and allocating those assets to investment solutions through which we (or our affiliates) would not be entitled to receive performance-based fees or allocations. We discuss this conflict and the steps we take to mitigate it in Item 6 (Performance-Based Fees and Side-by-Side Management).

- We require employees to act in accordance with applicable federal and state laws, rules and regulations governing investment advisory practices.
- Employees who fail to observe the above policies are subject to remedial measures and/or termination.

In addition, we are under common control with Freestone Asset Management LLC, which is a wholly-owned subsidiary of Freestone Capital Holdings, LLC. In September 2017, Freestone Asset Management acquired a minority ownership interest in Meritus Communities, LLC. Meritus is the asset and property manager of all of the manufactured housing communities held by the private funds.

The Meritus acquisition provides strategic and economic benefits to us or our affiliates. For example, we or our affiliates will benefit by being entitled to a share of the revenues earned by Meritus, including revenues derived from the fees, distributions and other proceeds paid to Meritus by the private funds. We or our affiliates will also benefit if Meritus is acquired or conducts an initial public offering. In addition, we believe the investors in our private funds that hold manufactured housing communities managed by Meritus will benefit from the transaction. For example, the asset management fee Meritus charges the private funds was reduced in connection with the closing of the transaction. Freestone Asset Management also has various negative consent rights in respect of Meritus, and is entitled to appoint, and has appointed, one-third of the members of the board of advisors of Meritus, which should provide us or our affiliates with enhanced oversight of Meritus's growth and operations. Currently, our employees, Gary Furukawa and Nick Cicero, serve on the Meritus board of advisors.

We recognize that, notwithstanding the forgoing, the Meritus transaction creates actual and potential conflicts of interest between us and our affiliates, on one hand, and the private funds on the other hand. In an effort to mitigate certain conflicts of interest that may arise in the future as a result of the transaction, we will retain, at our sole cost and expense, an independent third-party

to provide guidance to us and our affiliates regarding such conflicts if and when they arise.

### **C. Business Continuity Plan**

Freestone has adopted a business continuity plan designed to maintain critical functions in the event our ability to conduct business and operate normally is negatively impacted or disrupted. By their nature, disasters and emergencies are difficult to predict. We have determined it is most important that our plan contemplates and addresses the inability to access our office space or network due to a variety of factors, including electrical outages, loss of internet connectivity, computer viruses that corrupt key data, natural disasters or terrorist attack. Our recovery strategies are designed to limit the impact on clients from any business interruption or disaster. Nevertheless, our ability to conduct business may be curtailed by a disruption in the infrastructure that supports our operations and the regions in which our offices are located. In addition, our investment management activities may be adversely impacted if certain service providers fail to perform.

## Item 12. Brokerage Practices

### Discretionary Advisory Client Accounts

#### » Brokerage

Unless otherwise designated in a client's investment management agreement, we will determine the brokers used and the commissions paid in connection with transactions for a client's account. We have a duty to seek to obtain "best execution" for a client on each brokerage transaction. We believe that the ability to execute through a wide network of broker-dealers provides us with the flexibility to seek best execution. We will allocate brokerage transactions to those brokers, dealers and markets, and at such prices and commission rates, as in our good faith judgment we expect to be in the best interest of our clients. In making such allocations, we may take into account a variety of factors, including price, execution capabilities and research, transaction size, quality of execution and services (including research services) provided by the broker-dealer, block positioning, custodial and other services provided by the broker-dealer that we believe could enhance our general portfolio management capabilities and the value of ongoing relationships with the broker-dealer. It is not necessary that such factors provide a direct benefit to a particular client, and we do not have any duty or obligation to seek advanced competitive bidding for the most favorable commission rate. Accordingly, although we will seek competitive commission rates, we will not necessarily obtain the lowest possible commission rate in respect of a transaction.

As discussed in Item 14, we typically require that advisory clients maintain accounts over which we have discretion at Charles Schwab & Co., Inc. (Schwab). We receive client referrals from Schwab. As a result, when we select a broker-dealer with which to trade, we have an incentive to select Schwab based on our interest in receiving client referrals, rather than on our clients' interest in receiving most favorable execution. We do not have any obligation to place trades with Schwab. Many times, we will execute trades (e.g., rebalancing trades, trades that are not aggregated or small aggregated block trades) through Schwab, consistent with our duty to seek best execution.

We may use sub-advisers to provide trade execution services in connection with the implementation of the model portfolios developed by those sub-advisers. In those cases, the applicable sub-adviser would be responsible for seeking best execution of those trades. We will have sole investment discretion regarding implementation of the model portfolios and may place restrictions on the types of securities purchased and sold on behalf of an advisory client account. In some cases, a sub-adviser will not effect any trades for an advisory client account without our express instruction. In other cases, a sub-adviser may effect trades for an advisory client account without our instruction as long as the sub-adviser complies with certain guidelines we provide.

#### » Soft Dollars

Subject to meeting our fiduciary responsibility to seek best execution for all client transactions, we may obtain research products or services that fall within the "safe harbor" established by

Section 28(e) of the Securities Exchange Act of 1934. We purchase brokerage or research services consistent with the requirements of Section 28(e) with soft-dollar commissions generated by trades for clients (including the private funds), even if that service is not directly or fully useful to that client, as long as we have determined that the service would be useful to our clients (including the private funds) as a whole. When using client brokerage commissions to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products or services.

In general, we use soft dollar benefits to service all client accounts, including those accounts that do not generate the soft dollar credits. This creates a conflict because some clients receive the benefit of research or services received due to another client's commission dollars. For instance, we treat the private funds as a client account for these purposes. In many cases, trades placed by a private fund are larger than those placed by advisory client accounts or, if the private fund and the advisory client accounts trade on an aggregated basis, the portion of the trade allocable to the private fund is larger than the portion of the trade allocable to the advisory client accounts. Nevertheless, we use any soft dollars generated by private fund trades to benefit the advisory client accounts without regard to whether or to what extent advisory client accounts participated in the trade. We do not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits generated by such client accounts. We have various controls in place designed to manage these conflicts, including the following:

- On a periodic basis, we review soft dollar practices to determine that commissions paid were reasonable in relation to the value of research or services received;
- We review commission rates periodically relative to peers; and
- We periodically review products and services acquired with soft dollar commissions to assess their benefit to clients.

Because the research and services received benefit us in that we do not have to pay for these products or services ourselves, we face a conflict of interest when choosing whether to accept soft dollars and how to allocate brokerage business for client accounts. In other words, we could have an incentive to execute client transactions through a broker-dealer that provides valuable services or products to us and pay transaction commissions charged by that broker-dealer, rather than based on a client account's interest in receiving most favorable execution. We could also have an incentive to cause client accounts to engage in more securities transactions or pay higher commissions than would otherwise be optimal in order to generate soft dollars with which to acquire research products and services. Additionally, in some cases, a client's transaction may be executed by a broker-dealer in recognition of services or products that are not used in managing that client's account. We do not exclude a broker-dealer from consideration when making a trading decision regarding a client's account simply because the broker-dealer has not provided research services or products to us, although we may not be willing to pay the same commission to that broker-dealer.

We seek to address some of these conflicts of interest by "unbundling" the commission amounts we pay to many of our broker-dealers. In other words, we have agreed with those broker-dealers that a predetermined amount (e.g., 1.5 cents) of commission will represent execution services



provided by the broker-dealer and the remainder of the commission (e.g., 1.5 cents) will be allocated to soft dollars. Pursuant to commission sharing agreements (CSAs) we have with those broker-dealers, each broker-dealer places the amount of commissions allocated to soft dollars in an account for our benefit. We then periodically direct the applicable broker-dealer to pay itself or third parties out of the account for products or research created or developed by it or those third parties. That said, we have not entered into CSAs with all of the broker-dealers we use. For example, we have entered into a soft dollar agreement with Schwab whereby Schwab will apply a 2:1 ratio of equity commission dollars to soft dollar credits, subject to a maximum annual amount of soft dollar credits. Under this agreement with Schwab, we have agreed to, on a best effort basis consistent with our duty to seek best execution, place equity transactions with Schwab, which will generate commissions to defray the costs of providing the research products or services.

We may cause client accounts to pay a brokerage commission higher than another broker-dealer might have charged for effecting the same transaction. We would do this if we believe in good faith that the commission is reasonable in relation to the value of the brokerage and/or research services provided by the broker-dealer, viewed in terms of either the particular transaction or our overall responsibilities with respect to our client accounts.

If we receive a product or service that has a research or brokerage use and a non-research or non-brokerage use, we will use our judgment to make a reasonable allocation of the cost of the product or service according to its use (i.e., the component that relates to research or brokerage use vs. the component that relates to non-research or non-brokerage services). We would then pay the portion allocable to research or brokerage using soft dollars, while paying the portion allocable to non-research or non-brokerage portion using hard dollars paid by us. In making an allocation, we will consider users of the product or service and usage, including relative importance, costs of use, frequency of use, and/or available substitutes.

Services we may acquire with soft dollars include research reports, counsel on market analysis and execution strategies, discussions with research analysts, research related to the market for securities, including pre- and post-trade analytics, meetings with corporate executives to obtain verbal reports, seminars or conferences, software that provides analysis of portfolios, corporate governance research and market data, company financials and economic data. We allocate soft dollars to a broker-dealer to receive the broker-dealer's proprietary research (i.e., researched created or developed by the broker-dealer to which we are allocating soft dollars), and we also use soft dollars generated with a broker-dealer to pay for research created or developed by a third-party. In the case of a third-party, the broker-dealer typically provides us with such third-party research or pays such third-party directly and instruct the third-party to deliver the research to us.

We might also receive brokerage-specific services, including communication services related to execution, clearing and settlement of transactions and other functions incidental to effecting securities transactions, post-trade matching, electronic communication of allocations routing and settlement instructions, trading software to route orders to market centers or brokers and direct market access.



In our last fiscal year, we used soft dollars to pay for many of the above-listed items, including Bloomberg software, a portion of the Tamarac software suite, research regarding external managers and potential and existing investments, and general research services such as CapitalIQ and Morningstar.

#### » Aggregation

When we deem the purchase or sale of securities to be in the best interest of one or more accounts, we often aggregate the securities to be purchased or sold by all such clients for a variety of reasons, including seeking best execution. In such situations, we typically will allocate any securities purchased or sold as discussed below. We strongly prefer to allocate all transaction costs (including commissions) for aggregated orders pro-rata based on each client's participation in the aggregated order. Many times, however, it is not possible or practical to share all costs pro-rata due to the nature of the client accounts participating in the order. For example, as discussed above, we may aggregate prime broker eligible and non-prime broker eligible accounts so all accounts participating in the aggregate order receive the same execution price and/or for purposes of best execution. In such cases, the prime broker eligible accounts would pay the executing broker's commission on a pro-rata basis. The non-prime broker eligible accounts would pay a fee to the applicable custodian on such account according to each account's custodial fee schedule, because such accounts cannot pay or participate in the payment of the executing broker's commission.

Any aggregation or bunching of trades will be consistent with our duty to seek best execution.

#### » Allocation

We allocate securities purchased across the model portfolios and to the private funds in accordance with an order allocation statement we prepare. The order allocation statement specifies how we intend to allocate the order among the client accounts participating in the transaction. Each private fund is treated as a client account for this purpose and typically participates in allocations along with advisory client accounts. If an order to purchase securities is partially filled, we generally allocate the filled portion of the order on a pro-rata basis based on account size.

Although we may allocate on a pro-rata basis, we will not always do so. There are instances where, in our judgment, allocating an order on a pro-rata basis is not desirable or appropriate for client accounts. For example, filling a relatively small or large percentage of an order could result in the potential for clients to receive multiple statements and/or trade confirmations reflecting the allocation of a relatively small number of shares over the course of multiple days. In that case, we often elect to allocate the partially filled order on a random and full basis. In Excel, we use the random selection function to randomly select a portion of the participating client accounts and fill the order in full for each of those accounts, based on an algorithm we do not control. Typically, we seek to fill the remaining portion of the order during subsequent trading days. However, it is possible that the security will not trade at a price that is desirable for future buys or sales, as the case may be, in which case client that were not filled in full will not trade any amount of the security. In addition, a partially filled buy order may cause or contribute to an

increase in the price of the security during subsequent trading days, and a partially filled sell order may cause or contribute to a decrease in the price of the security during subsequent trading days. In addition to the foregoing, we may allocate orders on a basis different from that specified in the order allocation statement if all client accounts receive fair and equitable treatment over time.

No client will be favored over another client, though each client will not necessarily be offered or participate in every investment opportunity. We will endeavor to make all investment allocations in a manner that we consider to be fair and equitable over time.

From time to time, we or our affiliates are presented with investment opportunities in connection with our and their management and control of the private funds. For various reasons, we may determine that those opportunities are not appropriate or desirable investments for the private funds, or that only a portion of an available opportunity is appropriate or desirable for the private funds. In general, we believe advisory clients should access investments made by, or investment opportunities presented to, the private funds by making an investment in the private funds. Accordingly, in such cases we or our affiliates may, but are not obligated to, in our discretion offer the available investment opportunity to any one or more persons, including: investors in the private funds; persons or entities that are not investors in the private funds; any other private fund or client; and/or personnel employed by our affiliates or us. In each of the foregoing cases, any such offer will be on such terms and conditions as we determine in our discretion. In the past there have been instances where we have not offered, and in the future we may not offer and are not obligated to offer, such available investment opportunities to advisory clients, in which case we, our affiliates and/or personnel employed by our affiliates or us may invest in such investment opportunities without allocating any portion of the investment opportunity to advisory clients and without providing notice to, or obtaining consent from, any advisory clients. In addition, we, our affiliates and/or personnel employed by our affiliates or us may invest (and on occasion in the past have invested) in the same investment opportunities as our clients on more favorable terms than our clients, including fee and liquidity terms that are more favorable than the terms on which our clients invest. See the section regarding Participation or Interest in Client Transactions and Personal Trading in Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) for additional information.

#### » Trade Errors

If a trade error occurs in a client account, it is our policy to correct the error at no cost to the client and to restore the client account to the position it should have been in had the trade error not occurred. We will not use any soft dollars to correct trade errors, and we will not use the promise of future brokerage commissions to compensate a broker-dealer for absorbing the cost of a trade error. If a trade error results in a loss, we will absorb the loss so it will not be borne by the client. Similarly, if a trade error results in a gain, we will retain it. At the end of each year, if the ending balance of the error account (less money that was transferred in throughout the calendar year) on the last day of the calendar year exceeds the balance of the account on the first day of such calendar year, such excess will be donated to the Freestone Charitable Foundation or another charitable organization.

## **B. Private Funds**

The investment strategies of a number of the private funds involve primarily “multi-manager” investment approaches in which the private funds allocate a portion of their capital to third-party investment advisers (either directly on a managed account basis or by making investments in vehicles managed or controlled by the third-party or its affiliates). Certain of the private funds allocate substantially all of their capital to third-party investment advisers. In addition, many times we invest a portion of the funds’ capital directly in securities and other investments. See the section regarding Alternative Investments in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) for further information.

### **» Investment/Brokerage Discretion – Private Fund Capital Invested by Third-Party Investment Advisers**

Subject to the investment management agreement or comparable document entered into by a third-party investment adviser and a private fund, each third-party investment adviser will have the authority to buy and sell any securities at its discretion. In addition, the third-party investment advisers will have complete discretion as to the selection of broker-dealers for execution of transactions. Each third-party investment adviser will be required to select broker-dealers in a manner that is consistent with its duty to seek best execution in respect of transactions for the private fund accounts.

### **» Investment/Brokerage Discretion – Private Fund Capital Invested Directly by Us**

With regard to that portion of the private fund capital invested directly by us, we will have full investment discretion with respect to all portfolio securities transactions and full authority to select broker-dealers to execute such transactions. Allocation of investment opportunities and investments will be determined in accordance with the provisions of the private fund offering documents and our allocation policies and procedures. In general, we endeavor to allocate liquid market transactions under guidelines materially similar to those described in Item 12A above, in the section regarding Discretionary Advisory Client Accounts. In addition to such market transactions, the private funds make many substantial investments in financial instruments and other asset classes, such as real estate, for which we determine the allocation guidelines described above are not applicable or desirable. In such cases, we intend to allocate such opportunities and investments in a manner we believe is fair and equitable over time.

Notwithstanding the forgoing, none of our affiliates or us are precluded from directly or indirectly purchasing, selling or holding assets or investments for our or their own accounts, regardless of whether any private fund also purchases, sells or holds the same assets or investments.

## **C. Directed Brokerage**

We do not routinely recommend, request or require that a client direct us to execute transactions through a specified broker-dealer, and we generally do not permit clients to direct us to use a particular broker-dealer. In the event a client does direct us to use a particular broker-dealer, and we agree to do so, we will not have authority to negotiate commissions or obtain volume

discounts, and it is unlikely best execution will be achieved. In addition, under these circumstances, a disparity in commission charges likely will exist between the commissions charged to other clients.

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

### **A. Advisory Client Accounts**

One of our client advisors is primarily responsible for our relationship with each advisory client. Each client advisor has one or more members of our client advisor support team that assists with servicing and monitoring the advisory client's account. In most cases, we review each advisory client's goals and objectives at least annually in an effort to assure proper asset allocation. Individual client advisors conduct this review more frequently for some or all of their advisory clients. We often review an advisory client's goals and objectives more frequently in response to various events, including a change in market, political or economic conditions, or a change in an advisory client's circumstances or financial goals, among other things. The applicable portfolio manager or one or more analysts regularly reviews the securities held in the model portfolios.

The account custodian sends brokerage statements to advisory clients no less frequently than quarterly. These statements list the account positions and activity in the account over the covered period, as well as other related information. The custodian also sends trade confirmations to advisory clients following each transaction or on a consolidated basis as requested by the client.

In addition to the statements and confirmations that advisory clients receive from their custodian, we provide quarterly written reports that include details regarding investment holdings and portfolio performance.

### **B. Private Funds**

The portfolio manager(s) of each private fund review the applicable private fund's portfolio at least monthly. Reviews of private funds consist of an analysis of the portfolio holdings (when available) and performance to-date in light of the applicable private fund's investment objective, portfolio risk exposure and diversification among sub-advisers and investment strategies, as well as an evaluation of any appropriate changes to be implemented with respect to the portfolio.

Investors in a private fund receive from Freestone the fund's annual audited financial statements. In addition, we generally provide written reports to investors that typically include, among other things, unaudited values, performance data, information regarding the status of the investor's account and certain tax reporting information to a private fund investor on an interim basis. The organizational and offering documents for each private fund describes the nature and frequency for which private fund investors receive information from us.

## Item 14. Client Referrals and Other Compensation

### A. Custodians

We require that clients open brokerage/custodial accounts at custodians not affiliated with our affiliates or us, typically Charles Schwab. We do not receive compensation directly for recommending custodians to clients, though we do receive indirect economic benefits from those custodians (“Additional Services”). For example, Schwab, at no cost or at a discount, provides us with support services or products. Some of those services help us manage or administer client accounts, while others help us manage and grow our business. For instance, Schwab makes available software and other technology to us that provide access to client account data, facilitate trade execution and provide pricing and other market data. Schwab also provides, among other things, educational conferences, events and publications and technology, compliance, legal and business consulting. In addition, in the past Schwab has, and in the future Schwab may, sponsor and pay all or a portion of the expenses associated with events or entertainment we host for clients or prospective clients, or events or entertainment only attended by our employees. From time to time, Schwab also contributes toward the payment of our technology, research and other expenses, including by making payments directly to us or to third parties on our behalf.

We describe additional services received and related conflicts of interest in the Brokerage and Soft Dollar portions of Item 12 (Brokerage Practices).

We participate in the Schwab Advisor Network, a referral service designed to help high net worth individuals find an independent professional investment manager. We are not affiliated with Schwab, and Schwab does not supervise Freestone or have any responsibility for our management of client portfolios or our other advice or services. We pay Schwab “participation fees” on all referred advisory client accounts that Schwab maintains. We generally pay Schwab a non-affiliated custody fee if Schwab does not maintain a referred client’s account. The non-affiliated custody fee is a one-time payment equal to a percentage of the assets held with a different custodian, and is higher than the annual participation fees we generally would pay to Schwab in respect of the same account. Among other things, a client referred by Schwab must sign a form confirming the client’s knowledge of the referral arrangement, the parties involved and that we pay Schwab a fee for referring the client to us. We, not the advisory client, pay the fees to Schwab, and we do not charge clients referred to us by Schwab any fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred by Schwab. Accordingly, we have an incentive to recommend that clients referred by Schwab maintain their accounts at Schwab. In addition, the fees charged by Schwab are based on the amount of assets in advisory client accounts referred by Schwab. Thus, our participation in the referral program raises potential conflicts of interest because we have an incentive to encourage clients referred by Schwab to maintain custody of their accounts and assets at Schwab. We may also have an incentive to recommend that clients custody assets with Schwab so we can receive Additional Services and referrals.

To participate in the Schwab Advisor Network, we must meet certain minimum participation criteria, but it is possible we were selected to participate in the program because of our other business relationships with Schwab and its affiliates, including our use of Schwab's custody and brokerage services. In addition, we have agreed not to solicit advisory clients referred by Schwab to transfer their accounts from Schwab or its affiliates or to establish accounts at other custodians, other than when our fiduciary duties would require us to do so. Accordingly, we are incentivized to suggest that referred clients and their household members maintain custody of their accounts with Schwab or its affiliates.

Advisory client accounts maintained by Schwab are not charged separately for custodial services. Instead, Schwab receives compensation from the client accounts in the form of commissions, asset-based pricing fees, or a combination of both. For those client accounts that are subject to asset-based pricing, Schwab does not charge any additional fees for trades executed at other broker-dealers (i.e., a trade that "trades away"), however, those executing brokers typically charge a commission, which will be disclosed on the client trade confirmation. For those client accounts that are subject to commission-based pricing only, Schwab typically will charge a prime broker fee for trades that trade away, in addition to any commission charged by the executing brokers (which will be disclosed on the client's trade confirmation). In each case, commissions charged by executing brokers will vary in respect of trades that trade away.

Our receipt of Additional Services, our participation in the referral program described above and any indirect benefit we receive under the Client Benefit Confirmation Agreement do not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for our client accounts.

In addition, from time to time representatives of Schwab who refer advisory clients to us approach us regarding employment opportunities at Freestone. This creates a potential conflict of interest because the representatives could have an incentive to refer advisory clients to us with the goal of obtaining a position with us.

## **B. Channel Partners**

We have entered into written agreements with parties not affiliated with us pursuant to which those parties refer new clients to us. We pay fees to the referring party on an ongoing basis based upon a percentage of the management fees we receive with respect to each client that the referring party referred to us. The referring party or Freestone discloses the compensation arrangement between Freestone and the referring party to a prospective client before the client enters into an investment advisory relationship with us. We do not charge clients referred to us by a referring party any fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred to us by a referring party.

From time to time, we sponsor and pay all or a portion of the expenses associated with events or entertainment we host for referring parties, including dinner events, entertainment and travel to resort destinations where we spend time seeking to further develop our business relationship with the referring parties. These activities create a potential conflict of interest for the referring

parties because they may be incentivized to refer prospective clients to us because of such activities.

### **C. Employees**

We make one-time fixed amount bonus payments to certain employees who refer prospective clients to us, assuming those prospects become our clients. In addition, the primary employment activity of one or more of our employees is to solicit prospective clients for us. These employees receive one-time bonuses and ongoing payments for a specified period based on the amount of new client assets successfully solicited.



## Item 15. Custody

To comply with the requirements of the SEC's custody rule, we have arranged for advisory clients to receive at least quarterly account statements from their custodian (typically Charles Schwab). Freestone urges advisory clients to carefully review those statements and compare the official custodial records to the account statements provided by us, as described in Item 13 (Review of Accounts). Our statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities. Clients should contact us immediately if they do not receive account statements from their custodian on at least a quarterly basis.

We are also subject to the SEC's custody rule in respect of the private funds. However, we are not required to comply with certain requirements of the custody rule with respect to the private funds because we comply with the provisions of the so-called "audit exception" for pooled investment vehicles. Among other things, the exception requires that each private fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that the private fund distribute its audited financial statements to all investors within 120 days (or 180 days for fund of funds) after the end of its fiscal year.

Investors in the private funds receive periodic reports from us or our affiliates, as described in Item 13 (Review of Accounts). We urge investors in the private funds to carefully review those reports and compare the audited financial statements of the private funds to the reports provided by us.

## **Item 16. Investment Discretion**

Details regarding the investment discretion that we exercise with respect to our advisory clients are included in Item 4 (Advisory Business). We usually receive discretionary authority from an advisory client at the outset of the advisory relationship to select the identity and amount of securities to be bought or sold on behalf of a client's accounts. Advisory clients grant us this authority in the investment management agreement we enter into with them and in their custodial paperwork. In all cases, however, we will only exercise discretion in a manner consistent with the goals and investment objectives expressed to us by the advisory client. Advisory clients must provide investment guidelines and restrictions to Freestone in writing.

For a private fund, we invest its assets in accordance with the private fund's organizational and offering documents.

We only make recommendations to advisory clients regarding investing in the private funds on a non-discretionary basis, meaning that an advisory client must decide on a case-by-case basis whether to accept or reject our recommendations regarding making an investment in a private fund.

We have discretionary authority to invest and reinvest the assets of the private funds, subject to the control of each private fund's general partner, which is an affiliate of ours.

## Item 17. Voting Client Securities

As a general matter, we have the authority to vote proxies relating to securities held in the accounts we manage and advise, as agreed with our clients. Clients may also elect to retain proxy voting authority. This must be communicated to us in writing at the time we establish our relationship. Each client may at anytime change his or her decision regarding proxy voting by notifying us in writing. We have engaged Institutional Shareholder Services Inc. (“ISS”) to assist with the analysis and voting of proxy ballots and related record keeping. ISS provides independent assessment and recommendations with regard to all proxy items for securities held in accounts.

We have adopted written policies and procedures regarding the voting of account proxies. We have designed these policies and procedures to fulfill our obligation to vote proxies in our clients’ best interest. We address items not specifically addressed in the policies and procedures on a case-by-case basis.

Freestone and its employees have many varied business and personal relationships. From time to time, one of these business or personal relationships may have an interest in the outcome of a given vote. Such circumstances create the potential for a conflict of interest because we may be motivated to vote client securities in a way that furthers our business or personal relationship as opposed to voting in the client’s best interests. Also, it is possible that Freestone on its own behalf may have an interest in the outcome of a particular vote because it would further our interests or a matter about which we are concerned on our own, as opposed to on behalf of our clients. We have sought to eliminate the potential for such conflicts to influence the manner in which we vote client proxies by engaging ISS. In general, we require all proxies to be voted in accordance with ISS’s recommendation.

If we determine that the cost of voting proxies exceeds the anticipated benefit to one or more of our advisory clients, we may refrain from voting proxies with respect to those accounts.

A client may obtain a copy of our proxy voting policies and procedures and information about how any proxies were voted on the client’s behalf upon request. Any such request must be made in writing and directed to [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com).

## **Item 18. Financial Information**

We do not require or solicit prepayment of fees six months or more in advance. We are not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients. We have never been the subject of any bankruptcy petition.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Gary Furukawa.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Furukawa and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Furukawa is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Mr. Furukawa below, including his year of birth, business background for the preceding five years and formal education after high school.

**Gary Furukawa**, *Senior Partner and Chief Investment Officer*  
*Born 1959*

Mr. Furukawa founded Freestone in 1999. Mr. Furukawa is one of our Senior Partners and currently serves as our Chief Investment Officer. Mr. Furukawa is a Phi Beta Kappa and received a B.A. degree magna cum laude in Business Administration from the University of Washington.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Furukawa. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

Mr. Furukawa is a Managing Member of Mercer Acquisition, LLC, Brighton Street, LLC, De La Guerra, LLC, Willow Oaks Park, LLC, Old River, LLC, La Cumbre MHP, LLC, Compressorco, LLC, Threshold, LLC and Rainier MH Parks LLC, all of which are family companies established for personal investment purposes. Among other things, those family companies invest in securities and residential and commercial real estate. In some cases, Mr. Furukawa's family companies participate in the same investments as our clients. Mr. Furukawa's activities with his family companies involve a substantial amount of his time and from time to time may provide a substantial source of his income.

In addition, Mr. Furukawa is a principal and an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

## **Item 5. Additional Compensation**

Mr. Furukawa does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Mr. Furukawa reports directly to our board of directors. The person responsible for supervising Mr. Furukawa is Erik Morgan, a board member and our President. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Furukawa, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Furukawa, you may reach his supervisors by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Erik Morgan.

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[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Morgan and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Morgan is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Mr. Morgan below, including his year of birth, business background for the preceding five years and formal education after high school.

**Erik Morgan**, *Senior Partner and President*

*Born 1969*

Mr. Morgan has been associated with us since 2000. Mr. Morgan is one of our Senior Partners and currently serves as our President. Mr. Morgan received a B.A. degree in Business Administration from Washington State University.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Morgan. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

Mr. Morgan is a principal and an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

## **Item 5. Additional Compensation**

Mr. Morgan does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Mr. Morgan reports directly to our board of directors. The person responsible for supervising Mr. Morgan is Gary Furukawa, a board member and our Chief Investment Officer. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Morgan, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Morgan, you may reach his supervisors by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Robert Carter.

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Carter and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Carter is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Carter below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Chartered Financial Analyst designation, including an explanation of the required minimum qualifications for the designation.

**Robert Carter, CFA, Partner**

*Born 1969*

Mr. Carter has been associated with us since 2009 and currently is a Partner in our client adviser group. Prior to joining us in 2009, Mr. Carter was an Executive Director at Oppenheimer & Co. Inc. Mr. Carter received a B.A. degree in Finance from Pacific Lutheran University. He also holds the Chartered Financial Analyst (CFA) designation.

### Chartered Financial Analyst (CFA)

Issuing organization:	CFA Institute
Required Prerequisites/Experience:	Undergraduate degree and four years of professional experience involving investment decision-making or Four years qualified work experience (full time, but not necessarily investment related)
Educational Requirements:	Self-study program (250 hours of study for each of three levels)
Examination Type:	Three course exams
Required Continuing Education/Experience:	None
Accredited By:	None

## Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Carter. We do not have any information to disclose in this Item.

## Item 4. Other Business Activities

Mr. Carter is an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity

trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

#### **Item 5. Additional Compensation**

Mr. Carter does not receive any compensation or economic benefit from third parties for providing investment advisory services.

#### **Item 6. Supervision**

Mr. Carter is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Carter, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Carter, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Nick Cicero.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Cicero and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Cicero below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Chartered Alternative Investment Analyst designation, including an explanation of the required minimum qualifications for the designation.

**Nick Cicero, CAIA, Partner**

***Born 1974***

Mr. Cicero has been associated with us since 2004 and currently is a Partner in our investments group. Mr. Cicero received a B.A. degree in Economics from the University of Pennsylvania and holds the Chartered Alternative Investment Analyst (CAIA) designation.

### Chartered Alternative Investment Analyst (CAIA)

Issuing organization:	Chartered Alternative Investment Analyst Association
Required Prerequisites/Experience:	Bachelor's or equivalent degree and more than one year of business experience in the financial industry or Four years of experience in the financial industry
Required Education:	Self-study certification program requires the successful completion of both the Level I and Level II examinations
Examination Type:	Two CAIA exams
Required Continuing Education/Experience:	None
Accredited By:	None

## Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Cicero. We do not have any information to disclose in this Item.

## Item 4. Other Business Activities

Mr. Cicero is a principal of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered

with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

#### **Item 5. Additional Compensation**

Mr. Cicero does not receive any compensation or economic benefit from third parties for providing investment advisory services.

#### **Item 6. Supervision**

Mr. Cicero is supervised by Erik Morgan, a board member and our President. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Cicero, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Cicero, you may reach his supervisors by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Andrew Erisman.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Erisman and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Erisman is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Erisman below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Certified Investment Management Analyst designation, including an explanation of the required minimum qualifications for the designation.

**Andrew Erisman, CIMA, Partner**

*Born 1967*

Mr. Erisman has been associated with us since 2009 and currently is a Partner in our client adviser group. Prior to joining us in 2009, Mr. Erisman was an Executive Director at Oppenheimer & Co. Inc. Mr. Erisman received a B.A. degree in Political Science from the University of Washington and holds the Certified Investment Management Analyst (CIMA) designation.

### Certified Investment Management Analyst (CIMA)<sup>®</sup>

Issuing organization:	Investment Management Consultants Association
Required Prerequisites/Experience:	Three years of verifiable financial services experience and Must answer “no” to all disclosure questions on Form U-4 that cover criminal and regulatory violations, civil judicial actions, and consumer complaints, or else satisfactorily justify a “yes” answer
Educational Requirements:	Complete the following: <ul style="list-style-type: none"><li>▪ Self-study education (approximately five months)</li><li>▪ One-week classroom education program provided by a university business school accredited by The Association to Advance Collegiate Schools of Business</li></ul>
Examination Type:	Online examination for self-study Level 1 program and an in-class final certification examination for classroom education program
Required Continuing Education/Experience:	40 hours every two years

Accredited By:

American National Standards Institute

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Erisman. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

Mr. Erisman is an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

### **Item 5. Additional Compensation**

Mr. Erisman does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Erisman is supervised by Erik Morgan, a board member and our President, and by Gary Furukawa, a board member and our Chief Investment Officer. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Erisman, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Erisman, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Kimberlee Hansen.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Ms. Hansen and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Ms. Hansen is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Ms. Hansen below, including her year of birth, business background for the preceding five years and formal education after high school.

**Kimberlee Hansen**, *Managing Director*

*Born 1969*

Ms. Hansen has been associated with us since our founding in 1999 and currently is a Partner in our client adviser group. Ms. Hansen received a B.A. degree in Criminal Justice from Western Washington University.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ms. Hansen. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

Ms. Hansen is associated with Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

## **Item 5. Additional Compensation**

Ms. Hansen does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Ms. Hansen is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Ms. Hansen, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Ms. Hansen, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

April 24, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Robert Mellon.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Mellon and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Mellon is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Mellon below, including his year of birth, business background for the preceding five years and formal education after high school.

**Robert Mellon, CPWA, Partner**

*Born 1974*

Mr. Mellon has been associated with us since our founding in 1999 and currently is a Partner in our client adviser group. Mr. Mellon received a B.A. degree in Finance from Portland State University.

### Certified Private Wealth Advisor (CPWA)<sup>®</sup>

Issuing organization:	Investment Management Consultants Association
Required Prerequisites/Experience:	<p>A bachelor's degree from an accredited college or university, or one of the following certifications or licenses: CIMA<sup>®</sup>, RMA<sup>®</sup>, CFA<sup>®</sup>, CFP<sup>®</sup>, ChFC<sup>®</sup> or a CPA license.</p> <p>And</p> <p>Five years of experience in financial service or delivering services to high-net-worth clients.</p> <p>And</p> <p>Successfully complete a comprehensive background check.</p>
Educational Requirements:	<p>Complete the following:</p> <ul style="list-style-type: none"><li>▪ Self-study education (approximately six months)</li><li>▪ In-class program at The University of Chicago Booth School of Business, or online program through Yale School of Management.</li></ul>
Examination Type:	Online examination
Required Continuing Education/Experience:	40 hours every two years
Accredited By:	None

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Mellon. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

Mr. Mellon is an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

### **Item 5. Additional Compensation**

Mr. Mellon does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Mellon is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Mellon, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Mellon, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Christopher Odem.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Odem and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Odem is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Odem below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Certified Investment Management Analyst designation, including an explanation of the required minimum qualifications for the designation.

**Christopher Odem, CIMA, Partner**

*Born 1969*

Mr. Odem has been associated with us since 2015 and currently is a Partner in our client adviser group. From 1994 to 2015, Mr. Odem was employed at Oppenheimer & Co. Inc., where he provided investment advisory services to individuals and families. Mr. Odem attended the University of Southern California and Seattle Pacific University. He also holds the Certified Investment Management Analyst designation.

### Certified Investment Management Analyst (CIMA)<sup>®</sup>

Issuing organization:	Investment Management Consultants Association
Required Prerequisites/Experience:	Three years of verifiable financial services experience and Must answer “no” to all disclosure questions on Form U-4 that cover criminal and regulatory violations, civil judicial actions, and consumer complaints, or else satisfactorily justify a “yes” answer
Educational Requirements:	Complete the following: <ul style="list-style-type: none"><li>▪ Self-study education (approximately five months)</li><li>▪ One-week classroom education program provided by a university business school accredited by The Association to Advance Collegiate Schools of Business</li></ul>
Examination Type:	Online examination for self-study Level 1 program and an in-class final certification examination for classroom education program
Required Continuing Education/Experience:	40 hours every two years

Accredited By:

American National Standards Institute

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Odem. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

Mr. Odem is associated with Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

### **Item 5. Additional Compensation**

Mr. Odem does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Odem is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Odem, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Odem, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Gary Smart.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Smart and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Smart is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Smart below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Chartered Financial Analyst designation, including an explanation of the required minimum qualifications for the designation.

**Gary Smart, CFA, Partner**

***Born 1959***

Mr. Smart co-founded Freestone in 1999 with Mr. Furukawa. Mr. Smart currently is a Partner and a member of our Investments group. Mr. Smart received an M.B.A. degree from the University of Washington and a B.A. degree in Economics from Brigham Young University. He also holds the Chartered Financial Analyst (CFA) designation.

### Chartered Financial Analyst (CFA)

Issuing organization:	CFA Institute
Required Prerequisites/Experience:	Undergraduate degree and four years of professional experience involving investment decision-making or Four years qualified work experience (full time, but not necessarily investment related)
Educational Requirements:	Self-study program (250 hours of study for each of three levels)
Examination Type:	Three course exams
Required Continuing Education/Experience:	None
Accredited By:	None

## Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Smart. We do not have any information to disclose in this Item.

## Item 4. Other Business Activities

Mr. Smart is associated with Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading

advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

#### **Item 5. Additional Compensation**

Mr. Smart does not receive any compensation or economic benefit from third parties for providing investment advisory services.

#### **Item 6. Supervision**

Mr. Smart is supervised by Erik Morgan, a board member and our President. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Smart, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Smart, you may reach his supervisors by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV - PART 2B**  
(Brochure Supplement)

June 3, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Michael Allard.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Allard and supplements our Brochure (Form ADV - Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Allard is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Mr. Allard below, including his year of birth, business background for the preceding five years and formal education after high school.

**Michael Allard**, *Managing Director*

*Born 1967*

Mr. Allard has been associated with us since 2019 and currently is a Managing Director in our client adviser group. Prior to joining us in 2019, Mr. Allard was at Scharf Investments from 2006 to 2019, where he held several positions during his time there. Mr. Allard received a B.S. degree in Business Administration from California State University, Chico.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Allard. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

None required to report.

## **Item 5. Additional Compensation**

Mr. Allard does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Mr. Allard is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Allard, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Allard, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Edward Doubleday.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Doubleday and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Doubleday is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Mr. Doubleday below, including his year of birth, business background for the preceding five years and formal education after high school.

**Edward Doubleday**, *Managing Director*

*Born 1963*

Mr. Doubleday has been associated with us since 2013 and currently is a Managing Director in our client adviser group. Mr. Doubleday was a Managing Director at Certis Capital Management, Inc. from 2010 to 2013 and Managing Director at Lynwood Capital Partners, Inc. from 1999 to 2010. Mr. Doubleday received an M.B.A. degree from UCLA's Anderson School of Management and a B.A. degree in East Asian Studies from Yale University.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Doubleday. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

Mr. Doubleday is an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

## **Item 5. Additional Compensation**

Mr. Doubleday does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Mr. Doubleday is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Doubleday, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Doubleday, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Pete Forras.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Forras and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Forras is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Forras below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Accredited Wealth Management Advisor designation, including an explanation of the required minimum qualifications for the designation.

**Pete Forras**, *Managing Director*

*Born 1964*

Mr. Forras has been associated with us since 2011 and currently is a Managing Director in our client adviser group. Between 2009 and 2011, Mr. Forras served as an Investment Advisor at Wells Fargo Advisors, and between 2004 and 2009, Mr. Forras was a Project Coordinator with the International Missions Project and Construction Teams in the Philippines. Mr. Forras did not complete any formal education following high school. Mr. Forras holds the Accredited Wealth Management Advisor (AWMA) designation.

### Accredited Wealth Management Advisor (AWMA)

Issuing organization:	College for Financial Planning
Required Prerequisites/Experience:	None
Required Education:	Self-study program (120-150 hours of study prior to sitting for the examination)
Examination Type:	Online timed and proctored examination
Required Continuing Education/Experience:	16 hours every two years.
Accredited By:	Higher Learning Commission

## Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Forras. We do not have any information to disclose in this Item.

## Item 4. Other Business Activities

Mr. Forras is an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

### **Item 5. Additional Compensation**

Mr. Forras does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Forras is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Forras, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Forras, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

June 3, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Jason Mann.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Mann and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Mann below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Chartered Alternative Investment Analyst designation, including an explanation of the required minimum qualifications for the designation.

**Jason Mann, CAIA, Managing Director**

***Born 1981***

Mr. Mann has been associated with us since 2005 and currently is a Managing Director in our investments group. Mr. Mann received a Master of Financial Economics degree from the University of Toronto and a B.S. degree in Economics and Psychology from the University of Washington. He also holds the Chartered Alternative Investment Analyst (CAIA) designation.

### Chartered Alternative Investment Analyst (CAIA)

Issuing organization:	Chartered Alternative Investment Analyst Association
Required Prerequisites/Experience:	Bachelor's or equivalent degree and more than one year of business experience in the financial industry or Four years of experience in the financial industry
Required Education:	Self-study certification program requires the successful completion of both the Level I and Level II examinations
Examination Type:	Two CAIA exams
Required Continuing Education/Experience:	None
Accredited By:	None

## Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Mann. We do not have any information to disclose in this Item.

#### **Item 4. Other Business Activities**

Mr. Mann is associated with Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

#### **Item 5. Additional Compensation**

Mr. Mann does not receive any compensation or economic benefit from third parties for providing investment advisory services.

#### **Item 6. Supervision**

Mr. Mann is supervised by Erik Morgan, a board member and our President. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Mann, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Mann, you may reach his supervisors by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

June 3, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Christine Opp.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Ms. Opp and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Ms. Opp is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Ms. Opp below, including her year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Chartered Financial Analyst and Certified Financial Planner designations, including an explanation of the required minimum qualifications for the designations.

**Christine Opp, CFA, CFP, Managing Director**

*Born 1987*

Ms. Opp has been associated with us since 2014 and currently serves as a Managing Director in our client adviser group. Prior to joining us, Ms. Opp was an Associate Client Manager at Cornerstone Advisors, Inc. from 2010-2014 and a Business Coordinator at Montlake Capital LLC from 2009-2010. Ms. Opp received a B.A. degree in Business Administration from the University of Washington. She also holds the Chartered Financial Analyst (CFA) and Certified Financial Planner (CFP) designations.

### Chartered Financial Analyst (CFA)

Issuing organization:	CFA Institute
Required Prerequisites/Experience:	Undergraduate degree and four years of professional experience involving investment decision-making or Four years qualified work experience (full time, but not necessarily investment related)
Educational Requirements:	Self-study program (250 hours of study for each of three levels)
Examination Type:	Three course exams
Required Continuing Education/Experience:	None
Accredited By:	None

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and

	Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"> <li>▪ CPA (Certified Public Accountant)</li> <li>▪ ChFC (Chartered Financial Consultant)</li> <li>▪ CLU (Chartered Life Underwriter)</li> <li>▪ CFA (Chartered Financial Analyst)</li> <li>▪ PhD in business or economics</li> <li>▪ Doctor of Business Administration</li> <li>▪ Attorney's License</li> </ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ms. Opp. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

Ms. Opp is an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

### **Item 5. Additional Compensation**

Ms. Opp does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Ms. Opp is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Ms. Opp, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Ms. Opp, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

June 3, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Michael Schneider.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Schneider and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Mr. Schneider below, including his year of birth, business background for the preceding five years and formal education after high school.

**Michael Schneider**, *Managing Director*

*Born 1974*

Mr. Schneider has been associated with us since 2014 and currently is a Managing Director in our investments group. Prior to joining us, Mr. Schneider was a consultant with Coast Asset Management from October 2012 to January 2014. Prior to that, Mr. Schneider was a Managing Director with Cantor Fitzgerald Investment Advisors. Before Cantor Fitzgerald, Mr. Schneider was a Director with Coast Asset Management. Mr. Schneider received a B.S. degree in Accountancy from Northern Illinois University.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Schneider. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

Mr. Schneider is associated with Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

## **Item 5. Additional Compensation**

Mr. Schneider does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Mr. Schneider is supervised by Erik Morgan, a board member and our President. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Schneider, including periodic review of correspondence, marketing materials, outside business activities and personal trading.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Trevor Sharp.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Sharp and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Sharp is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Sharp below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Certified Investment Management Analyst designation, including an explanation of the required minimum qualifications for the designation.

**Trevor Sharp**, CIMA, *Managing Director*

*Born 1979*

Mr. Sharp has been associated with us since 2015 and currently is a Managing Director in our client adviser group. From 2003 to 2015, Mr. Sharp was employed at Oppenheimer & Co. Inc., where he provided investment advisory services to individuals and families. Mr. Sharp received a B.A. degree in Business Administration (Finance) from Seattle Pacific University. He also holds the Certified Investment Management Analyst designation.

### Certified Investment Management Analyst (CIMA)<sup>®</sup>

Issuing organization:	Investment Management Consultants Association
Required Prerequisites/Experience:	Three years of verifiable financial services experience  and  Must answer “no” to all disclosure questions on Form U-4 that cover criminal and regulatory violations, civil judicial actions, and consumer complaints, or else satisfactorily justify a “yes” answer
Educational Requirements:	Complete the following: <ul style="list-style-type: none"><li>▪ Self-study education (approximately five months)</li><li>▪ One-week classroom education program provided by a university business school accredited by The Association to Advance Collegiate Schools of Business</li></ul>
Examination Type:	Online examination for self-study Level 1 program and an in-class final certification examination for classroom education program
Required Continuing Education/Experience:	40 hours every two years
Accredited By:	American National Standards Institute

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Sharp. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

Mr. Sharp is associated with Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

### **Item 5. Additional Compensation**

Mr. Sharp does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Sharp is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Sharp, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Sharp, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.





**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Peter Wicklund.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Wicklund and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Wicklund is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Wicklund below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Chartered Financial Analyst and Certified Financial Planner designations, including an explanation of the required minimum qualifications for the designations.

**Peter Wicklund, CFA, CFP, Managing Director**

***Born 1964***

Mr. Wicklund has been associated with us since 2003 and currently is a Managing Director in our client adviser group. Mr. Wicklund received a B.A. degree in Business Administration, Finance from the University of Washington. He also holds the Chartered Financial Analyst (CFA) and Certified Financial Planner (CFP) designations.

### Chartered Financial Analyst (CFA)

Issuing organization:	CFA Institute
Required Prerequisites/Experience:	Undergraduate degree and four years of professional experience involving investment decision-making or Four years qualified work experience (full time, but not necessarily investment related)
Educational Requirements:	Self-study program (250 hours of study for each of three levels)
Examination Type:	Three course exams
Required Continuing Education/Experience:	None
Accredited By:	None

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience

Educational Requirements:

Complete a CFP-board registered program or hold one of the following:

- CPA (Certified Public Accountant)
- ChFC (Chartered Financial Consultant)
- CLU (Chartered Life Underwriter)
- CFA (Chartered Financial Analyst)
- PhD in business or economics
- Doctor of Business Administration
- Attorney's License

Examination Type:

CFP Certification Examination

Required Continuing Education/Experience:

30 hours every two years

Accredited By:

National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Wicklund. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

Mr. Wicklund is an associated person of Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

### **Item 5. Additional Compensation**

Mr. Wicklund does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Wicklund is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Wicklund, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Wicklund, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

June 3, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Matt Abrams.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Abrams and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Abrams is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Abrams below, including his year of birth, business background for the preceding five years and formal education after high school.

**Matt Abrams, Director**

***Born 1989***

Mr. Abrams has been associated with us since 2016 and currently is a Director in our client adviser group. Prior to joining us, Mr. Abrams was a Registered Representative, Banker and Branch Manager at Wells Fargo. Mr. Abrams received a B.A. degree in Law, Politics, and Economy from the University of Washington. He also holds the Certified Financial Planner (CFP) designation.

### **Certified Financial Planner (CFP)**

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"><li>▪ CPA (Certified Public Accountant)</li><li>▪ ChFC (Chartered Financial Consultant)</li><li>▪ CLU (Chartered Life Underwriter)</li><li>▪ CFA (Chartered Financial Analyst)</li><li>▪ PhD in business or economics</li><li>▪ Doctor of Business Administration</li><li>▪ Attorney's License</li></ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Abrams. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

None required to report.

### **Item 5. Additional Compensation**

Mr. Abrams does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Abrams is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Abrams, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Abrams, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

June 3, 2019

---

**Item 1. Cover Page**

This Brochure Supplement contains information regarding Riley Barr.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Barr and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Barr is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Barr below, including his year of birth, business background for the preceding five years and formal education after high school.

**Riley Barr, Director**

**Born 1988**

Mr. Barr has been associated with us since 2019 and currently is a Director in our client adviser group. Prior to joining us, Mr. Barr was Vice President of Client Relations at Scharf Investments LLC from 2015 to 2019. Prior to February 2015, Mr. Barr held several positions at Merrill Lynch, Pierce, Fenner & Smith Inc. Mr. Barr received a B.S. degree in Economics with a minor in Business Administration and concentration in Finance from the University of Oregon. He also holds the Certified Financial Planner (CFP) designation.

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"><li>▪ CPA (Certified Public Accountant)</li><li>▪ ChFC (Chartered Financial Consultant)</li><li>▪ CLU (Chartered Life Underwriter)</li><li>▪ CFA (Chartered Financial Analyst)</li><li>▪ PhD in business or economics</li><li>▪ Doctor of Business Administration</li><li>▪ Attorney's License</li></ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Barr. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

None required to report.

### **Item 5. Additional Compensation**

Mr. Barr does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Barr is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Barr, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Barr, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV - PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Jenna Brazile.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Ms. Brazile and supplements our Brochure (Form ADV - Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Ms. Brazile is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Ms. Brazile below, including her year of birth, business background for the preceding five years and formal education after high school.

**Jenna Brazile**, *Director*

*Born 1984*

Ms. Brazile has been associated with us since 2015 and currently is a Director in our client adviser group. Prior to joining us in 2015, Ms. Brazile was at UBS Financial Services, Inc., where she held several positions during her time there. Ms. Brazile received a B.A. degree with an emphasis in Economics, Sociology and Psychology from Washington State University.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ms. Brazile. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

None required to report.

## **Item 5. Additional Compensation**

Ms. Brazile does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Ms. Brazile is supervised by Bruce Milam, our Chief Operating Officer and one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Ms. Brazile, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Ms. Brazile, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

---

**Item 1. Cover Page**

This Brochure Supplement contains information regarding Stephanie d’Ippolito.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Ms. d’Ippolito and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Ms. d’Ippolito is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Ms. d'Ippolito below, including her year of birth, business background for the preceding five years and formal education after high school.

**Stephanie d'Ippolito, Director**

***Born 1981***

Ms. d'Ippolito has been associated with us since 2017 and currently is a Director in our client adviser group. Prior to joining us, Ms. d'Ippolito was a Wealth Advisor with Bronfman Rothschild LP from December 2016 to July 2017. Prior to December 2017, Ms. d'Ippolito was a Client Support Coordinator Supervisor with Bronfman Rothschild LP. Ms. d'Ippolito received a B.A. degree in Criminology and French from Indiana University of Pennsylvania, as well as a Financial Planning certificate from DePaul University. She also holds the Certified Financial Planner (CFP) designation.

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"><li>■ CPA (Certified Public Accountant)</li><li>■ ChFC (Chartered Financial Consultant)</li><li>■ CLU (Chartered Life Underwriter)</li><li>■ CFA (Chartered Financial Analyst)</li><li>■ PhD in business or economics</li><li>■ Doctor of Business Administration</li><li>■ Attorney's License</li></ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ms. d'Ippolito. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

None required to report.

### **Item 5. Additional Compensation**

Ms. d'Ippolito does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Ms. d'Ippolito is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Ms. d'Ippolito, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Ms. d'Ippolito, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Jennifer Dunne.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Ms. Dunne and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Ms. Dunne is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Ms. Dunne below, including her year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Certified Financial Planner designation, including an explanation of the required qualifications for the designation.

**Jennifer Dunne, Director**

*Born 1989*

Ms. Dunne has been associated with us since 2015 and currently is a Director in our client adviser group. Prior to joining us, Ms. Dunne was a Private Client Services Associate at Coldstream Capital Management from 2012 to 2015. Ms. Dunne received a B.A. in Finance from University of Washington. She also holds the Certified Financial Planner (CFP) designation.

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"><li>▪ CPA (Certified Public Accountant)</li><li>▪ ChFC (Chartered Financial Consultant)</li><li>▪ CLU (Chartered Life Underwriter)</li><li>▪ CFA (Chartered Financial Analyst)</li><li>▪ PhD in business or economics</li><li>▪ Doctor of Business Administration</li><li>▪ Attorney's License</li></ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ms. Dunne. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

None required to report.

### **Item 5. Additional Compensation**

Ms. Dunne does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Ms. Dunne is supervised by Bruce Milam, our Chief Operating Officer and one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Ms. Dunne, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Ms. Dunne, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Robert Gentry.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Gentry and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. Gentry is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Gentry below, including his year of birth, business background for the preceding five years and formal education after high school. In addition, we have included information regarding the Certified Financial Planner designation, including an explanation of the required minimum qualifications for the designation.

**Robert Gentry, Director**

*Born 1988*

Mr. Gentry has been associated with us since 2017 and currently is a Director in our client adviser group. Prior to joining us, Mr. Gentry was a Financial Advisor at Bank of America, N.A. from 2012 to 2017. Mr. Gentry received a B.A. in Finance and Business Management and a M.B.A. degree from Eastern Washington University. He also holds the Certified Financial Planner (CFP) designation.

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"><li>▪ CPA (Certified Public Accountant)</li><li>▪ ChFC (Chartered Financial Consultant)</li><li>▪ CLU (Chartered Life Underwriter)</li><li>▪ CFA (Chartered Financial Analyst)</li><li>▪ PhD in business or economics</li><li>▪ Doctor of Business Administration</li><li>▪ Attorney's License</li></ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Gentry. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

None required to report.

### **Item 5. Additional Compensation**

Mr. Gentry does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. Gentry is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Gentry, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Gentry, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

June 3, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Mitch Katzer.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

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In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Katzer and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. Katzer below, including his year of birth, business background for the preceding five years and formal education after high school.

**Mitch Katzer**, *Director*

*Born 1986*

Mr. Katzer has been associated with us since 2015 and currently is a Director in our client adviser group. Prior to joining us, Mr. Katzer was an Analyst with Fisher Investments from 2010 through 2014. Mr. Katzer received a B.A. degree with a Finance specialization from the University of Washington. He also holds the Certified Financial Planner (CFP) designation.

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"><li>▪ CPA (Certified Public Accountant)</li><li>▪ ChFC (Chartered Financial Consultant)</li><li>▪ CLU (Chartered Life Underwriter)</li><li>▪ CFA (Chartered Financial Analyst)</li><li>▪ PhD in business or economics</li><li>▪ Doctor of Business Administration</li><li>▪ Attorney's License</li></ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

## Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Katzer. We do not have any information to disclose in this Item.

#### **Item 4. Other Business Activities**

Mr. Katzer is associated with Freestone Investments, LLC, our affiliate that serves as general partner to the private funds we manage. Freestone Investments is a commodity pool operator registered with the U.S. Commodity Futures Trading Commission. We are a commodity trading advisor, but we are exempt from registration with the U.S. Commodity Futures Trading Commission. We share resources with Freestone Investments, including offices and staff.

#### **Item 5. Additional Compensation**

Mr. Katzer does not receive any compensation or economic benefit from third parties for providing investment advisory services.

#### **Item 6. Supervision**

Mr. Katzer is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Katzer, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Katzer, you may reach his supervisors by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.





**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding John McNertney.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. McNertney and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Mr. McNertney is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Educational Background and Business Experience

We have included details regarding the background and experience of Mr. McNertney below, including his year of birth, business background for the preceding five years and formal education after high school.

**John McNertney, Director**

*Born 1978*

Mr. McNertney has been associated with us since 2018 and currently is a Director in our client adviser group. Prior to joining us, Mr. McNertney was a Director with Polaris Greystone Financial Group, LLC from October 2012 to July 2018. Mr. McNertney received a B.S. degree in Psychology from the University of Iowa. He also holds the Certified Financial Planner (CFP) designation.

### Certified Financial Planner (CFP)

Issuing organization:	Certified Financial Planner Board of Standards, Inc.
Required Prerequisites/Experience:	A bachelor's degree (or higher) from an accredited college or university and Three years of full-time personal financial planning experience
Educational Requirements:	Complete a CFP-board registered program or hold one of the following: <ul style="list-style-type: none"><li>▪ CPA (Certified Public Accountant)</li><li>▪ ChFC (Chartered Financial Consultant)</li><li>▪ CLU (Chartered Life Underwriter)</li><li>▪ CFA (Chartered Financial Analyst)</li><li>▪ PhD in business or economics</li><li>▪ Doctor of Business Administration</li><li>▪ Attorney's License</li></ul>
Examination Type:	CFP Certification Examination
Required Continuing Education/Experience:	30 hours every two years
Accredited By:	National Commission for Certifying Agencies

### **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. McNertney. We do not have any information to disclose in this Item.

### **Item 4. Other Business Activities**

None required to report.

### **Item 5. Additional Compensation**

Mr. McNertney does not receive any compensation or economic benefit from third parties for providing investment advisory services.

### **Item 6. Supervision**

Mr. McNertney is supervised by Andrew Erisman, one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. McNertney, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. McNertney, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

June 3, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Samuel Pun.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Mr. Pun and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Mr. Pun below, including his year of birth, business background for the preceding five years and formal education after high school.

**Samuel Pun, Director**

***Born 1982***

Mr. Pun has been associated with us since 2019 and currently is a Director in our client adviser group. Prior to joining us, Mr. Pun was a Client Relations Manager for Scharf Investments LLC from March 2017 to May 2019. Prior to Scharf Investments, Mr. Pun was an Associate Director, Client Service Manager for Sonen Capital LLC from January 2014 to March 2017. Mr. Pun received a B.A. degree in International Relations from the University of California, Davis and a Master of Science in Financial Analysis from the University of San Francisco.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Mr. Pun. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

None required to report.

## **Item 5. Additional Compensation**

Mr. Pun does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Mr. Pun is supervised by Bruce Milam, our Chief Operating Officer and one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Mr. Pun, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Mr. Pun, you may reach his supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.



**FORM ADV – PART 2B**  
(Brochure Supplement)

March 29, 2019

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**Item 1. Cover Page**

This Brochure Supplement contains information regarding Maria Siwek-Fernald.

**Principal Business Office Address:**

701 Fifth Avenue, 74th Floor  
Seattle, Washington 98104

T 206.707.7300 | 800.990.3001

[WWW.FREESTONECAPITAL.COM](http://WWW.FREESTONECAPITAL.COM)

In this Brochure Supplement, we use the terms Freestone, us, we and our to refer to Freestone Capital Management, LLC.

This Brochure Supplement provides information about Ms. Siwek-Fernald and supplements our Brochure (Form ADV – Part 2A). You should have received a copy of that Brochure. Please contact us via email at [compliance@freestonecapital.com](mailto:compliance@freestonecapital.com) or by phone at 206.707.7300 if you did not receive the Brochure or if you have any questions about this Supplement.

Additional information about Ms. Siwek-Fernald is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2. Educational Background and Business Experience**

We have included details regarding the background and experience of Ms. Siwek-Fernald below, including her year of birth, business background for the preceding five years and formal education after high school.

**Maria Siwek-Fernald, Director**

*Born 1978*

Ms. Siwek-Fernald has been associated with us since 2013 and currently is a Director in our client adviser group. Prior to joining us, Ms. Siwek-Fernald was an Implementation Project Manager at Fidelity Family Office Services. Ms. Siwek-Fernald received a B.A. degree in International Business from Johnson and Wales University.

## **Item 3. Disciplinary Information**

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Ms. Siwek-Fernald. We do not have any information to disclose in this Item.

## **Item 4. Other Business Activities**

None required to report.

## **Item 5. Additional Compensation**

Ms. Siwek-Fernald does not receive any compensation or economic benefit from third parties for providing investment advisory services.

## **Item 6. Supervision**

Ms. Siwek-Fernald is supervised by Bruce Milam, our Chief Operating Officer and one of our Partners. We have implemented supervisory controls designed to monitor the advice and communications of Ms. Siwek-Fernald, including periodic review of correspondence, marketing materials, outside business activities and personal trading.

If you have any concerns or complaints regarding the activities of Ms. Siwek-Fernald, you may reach her supervisor by phone at 206.707.7300 or via written correspondence to Freestone Capital Management, 701 Fifth Avenue, 74th Floor, Seattle, WA 98104.