



Cedar Hill Associates, LLC  
120 North LaSalle Street, 33rd Floor  
Chicago, Illinois 60602  
312.445.2900 Phone  
312.445.2901 Fax

[www.cedhill.com](http://www.cedhill.com)

ADV PART 2A DISCLOSURE BROCHURE  
May 28, 2019

Neither the Securities and Exchange Commission nor the securities regulatory authority of any state, nor any other regulatory or self-regulatory authority or body, has passed upon the adequacy or accuracy of this disclosure brochure, made any recommendation, approved or disapproved any of the investments described or the qualifications of the investment advisor. Registration with a regulatory body does not imply a certain level of skill or training.

## Summary of Material Changes

This Brochure item is used to provide our clients with a summary of material changes occurring since our last update dated June 22, 2018. Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of year-end. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

### Item 7 Other Financial Industry Activities and Affiliations:

This section has been updated to disclose that Cedar Hill Associates, LLC is a subsidiary of MB Financial, Inc. which has entered into a merger agreement with Fifth Third Bankcorp. The transaction closed on March 22, 2019, and Cedar Hill was acquired by Fifth Third Acquisitions Holdings, LLC, ultimately a wholly-owned, indirect subsidiary of Fifth Third Bank and Fifth Third Bancorp. Item 7 has been updated to disclose this and additional affiliations as a result of the merger. Due to the merger agreement, it has been determined that Cedar Hill will wind down its separately account managed business. If you would like more information on this contact Cedar Hill at [Compliance@cedhill.com](mailto:Compliance@cedhill.com) or 312-445-2900.

As a result of the acquisition by Fifth Third Bancorp, Jeremy Wilson, Vice President, Compliance Director, Fifth Third Bank, will serve as Cedar Hill's Chief Compliance Officer.

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## ITEM 1 – ADVISORY BUSINESS

### WEALTH MANAGEMENT SERVICES

As investment advisors, we provide supervisory services for your investment portfolio and specialize in building sound, long-term plans for wealth management.

Our in-depth knowledge of today's investing climate, along with a mix of dedication and experience, helps Cedar Hill serve the specialized investment needs of high net worth individuals and their families, foundations, endowments, and entities. Cedar Hill can provide sub-advisory services to Institutional Clients and, for smaller portfolios, we have a customized discretionary asset allocation platform available.

Our Client Base – As of February 28, 2019, we have the privilege of managing client assets of \$210,976,241, including Cedar Hill's private funds.

### INVESTMENT PHILOSOPHY

We offer discretionary portfolio management services that take into consideration a client's investment objectives, risk tolerance, and investment time horizon in both taxable and tax-deferred accounts, including retirement, profit sharing and deferred compensation accounts.

Preserving Capital - We recognize how difficult it is to accumulate personal wealth. Capital preservation is paramount as we construct client portfolios.

Customizing Portfolios – We establish a shared vision of each client's objectives, constraints, and risk tolerances and note any restrictions a client may impose on certain securities or types of securities. A personalized Investment Policy Statement (IPS) and asset allocation strategy is then crafted and reviewed on an ongoing basis.

Managing Risk through Diversification – Asset allocation seeks to lower risk through diversification. We identify a client's liquidity and income requirements, then build a diversified portfolio within client's objective.

Maximizing Tax Efficiency – Our advisors work with client accountants and estate planning attorneys to maximize after-tax investment returns and promote efficient inter-generational transfer of wealth.

Offering a Large Investment Universe – The ever-changing investment landscape requires that we continuously seek opportunities. Our expertise and access allow us to offer quality alternative investments that have the potential to generate positive returns with low correlation to traditional investments, and lower overall volatility. When appropriate, we recommend investment opportunities in natural resources, private equity, real estate, and other non-traditional investments.

### EQUITY INVESTMENTS

As part of our effort to diversify client portfolios, we invest client funds in U.S. large cap, mid cap and small cap stocks and diversify into international equities including both developed and emerging markets. We will also use specialty equity strategies that offer additional diversification.

To gain exposure to these strategies, we may use a combination of individual stocks, closed-end funds, open-end mutual funds and ETFs. We select these investments based on our assessment of after-tax returns relative to risk taken.

We will generally invest in individual stocks for large cap U.S. equities and will use mutual funds and ETFs for mid cap, small cap and international equities.

Below is a description of Cedar Hill's five separate equity account strategies. Each is designed to produce risk-adjusted returns. Cedar Hill uses our affiliate, MainStreet Advisors LLC (Large Blend, Dividend Income, and Socially Responsible), as subadvisors for these strategies.

Our subadvisor provides a model portfolio, including position name and target weights. Recommendations are also made by our subadvisor on when to add and trim positions. Models are not available for direct investment. An account's performance in a strategy may differ from the model because a model does not reflect the impact that material and economic market factors might have on trading actual assets. For more information about our subadvisor, please review their Form ADV Part II on the SEC's website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov) or contact our office.

Cedar Hill has final discretion on the portfolio holdings, which may differ from composition of the model's target weights for reasons including, but not limited to, tax considerations, trading costs, and client specific reasons. business strategy and macro factors impacting the industry. Importantly, companies are analyzed for an investment's risk before addressing the potential return opportunity.

**Core Equity** - Through an evaluation process based upon in-depth analysis, Cedar Hill constructs a diversified portfolio of companies that have attractive growth prospects relative to valuation, or are undervalued relative to their net asset value. Companies are evaluated based on quantitative metrics as well as qualitatively assessing corporate management, the strategy focuses on a company's profitability, financial resources, market position, and the track record of the management team. The competitive landscape within the industry, identifying key macro trends as well as economic, political, and regulatory risks is assessed. Valuation is determined by using internally generated earnings and cash flow projections. Price targets are developed for each company in the portfolio and reassessed based on business and economic trends.

**Equity Income** - The Equity Income strategy is a portfolio of high dividend paying stocks that offer potential yields that may far exceed bonds or dividends from traditional equities. The strategy's investment objective is to provide a similar total return as traditional equities but do so mainly through current income. Investments may include master limited partnerships (midstream energy infrastructure), business development companies, mortgage REITs and other high dividend paying opportunistic investments.

**Large Blend** - The strategy utilizes both top down macro-economic and industry specific research as well as bottom up, stock specific quantitative and qualitative research. The investment process employs a screening process as the starting point for creating a universe of investment candidates. Stocks that pass the initial screens can generally be characterized as having a minimum market capitalization of \$10 billion, with favorable factors regarding growth of revenue and earnings, returns, operating margins, cash flow, and valuation. The candidates for addition to the

portfolio undergo rigorous qualitative analysis from MainStreet research analysts and portfolio managers utilizing subjective, in-depth analysis focusing on factors such as valuation, product portfolio, industry competitive dynamics, management quality and competitive advantages.

**Dividend Income** - The strategy utilizes both top down macro-economic and industry specific research as well as bottom up, stock specific quantitative and qualitative research. The investment process employs a screening process as the starting point for creating a universe of investment candidates. Stocks that pass the initial screens can generally be characterized as having a minimum market capitalization of \$2.0 billion, a dividend yield of at least 1.5%, and a multi-year history of dividend growth. The resulting group of securities is further ranked by fundamental factors such as dividends, dividend growth, balance sheet strength, profitability, and valuation. The candidates for addition to the portfolio undergo rigorous qualitative analysis from MainStreet research analysts and portfolio managers utilizing subjective, in-depth analysis focusing on factors such as valuation, dividend policy, management quality and competitive advantages.

**Socially Responsible** - The strategy's screening process begins with identifying the components of the MSCI KLD 400 index. Companies within the MSCI KLD 400 Social Index have positive social and environmental records based on the following issues: community relations, diversity, employee relations, human rights, product quality and safety, environment, and corporate governance. Companies are evaluated in the context of their industry and sector as well as in relation to the broader market. Three additional SRI/ESG metrics in the evaluation process include: a company's ranking from Sustainalytics, a global leader in sustainability research and analysis; its Institutional Shareholder Services Quickscore; and finally, its Bloomberg ESG Disclosure Score.

The portfolio includes companies that score well in MainStreet's proprietary ESG scoring model as well as expected financial performance and valuation. The portfolio contains mid- to large-sized companies that have average risk and provide moderate growth. The portfolio has the objective of a competitive return with the MSCI KLD Social Index. Securities are reviewed on an ongoing basis. Reasons for selling a particular stock include, but are not limited to, valuation, a change in fundamental outlook, or deterioration in its ESG score.

## LIQUID ALTERNATIVE INVESTMENTS

With investors concerned about elevated equity valuations and the potential impact of rising interest rates on their bond allocations, our Liquid Alternatives strategy's goal is to provide a portfolio with additional diversification beyond interest rate and equity market exposure.

Liquid alternative strategies are not asset classes (stocks, bonds, commodities or currencies), but instead are trading strategies invested across many asset classes. These strategies vary widely, ranging from directional strategies seeking to maximize total return to more conservative strategies with hedged exposure. In general, strategies that are more hedged offer greater portfolio diversification, while directional strategies offer higher return potential. In both cases, managers aim to take advantage of the structural market inefficiencies that often arise when investors overreact to news, causing asset prices to dislocate from fundamentals. Only managers with the flexibility to pursue such opportunities which are not typically afforded to traditional stock and bond managers – can benefit from these market dislocations.

We believe a well-designed liquid alternatives strategy that is balanced across

reward sources and risk factors has the potential to provide results (targeted between stocks and bonds) over the long term.

## PRIVATE ALTERNATIVE INVESTMENTS

We advise clients on suitable interests in limited partnerships and publicly traded securities investing in hedge funds, private equity, oil and natural gas resources, real estate and specialty finance. Promoting diversification of investments is important to our strategy and non-traditional investments may act to complement conventional equity and fixed income portfolios for qualified clients.

Opportunities for qualified clients may include, but are not limited to, the following strategies:

Hedge Fund Strategies - strive for capital appreciation through the allocation of assets among a select group of investment managers, consisting of distressed securities, credit exposure, capital structure arbitrage, merger arbitrage, long/short equity, and special situations.

Private Equity Strategies - pursue non-public investments offering return possibilities through capital appreciation in domestic, international, and emerging markets. Opportunities include, but are not limited to, middle market buyouts, growth capital, distressed securities, energy, financial services, and properties rich in natural resources.

Natural Resource Strategies - seek to capitalize on the cyclical and secular outlook for oil, natural gas, land, and commodities, among others.

Real Estate - investments include income producing and value-added properties identified on an opportunistic basis.

To gain exposure to private alternative investments, Cedar Hill will recommend investing directly in private equity, real estate and hedge funds partnership. Please note that while we may make recommendations that an investment may be appropriate for our clients, each client has final discretion on all private investments.

Additionally, Cedar Hill has created proprietary private partnerships for our clients to gain exposure to private investments. The proprietary partnerships have a separate fee schedule and no additional investment advisory fees are charged for assets in these investments. Similar to the direct private investments, Cedar Hill clients have final discretion over all investments in our proprietary partnerships.

## CEDAR HILL'S PROPRIETARY LIMITED PARTNERSHIPS AND FEES

The following is a description of the proprietary limited partnerships and limited liability companies that Cedar Hill Associates, LLC is the Investment Manager for:

1. Paragon Master Fund, LP and Paragon QP Master Fund, LP, event-driven hedge funds of funds
2. Pine Crest Partners I, LLC, private equity fund of funds
3. Pine Crest Partners II, LLC, private equity fund of funds,
4. Pine Crest Actis Emerging Markets Fund, LLC, an emerging markets private equity fund

5. Pine Crest MAP 2009, LLC, a natural gas and wind royalty income fund
6. Pine Crest Global Asset Fund, LLC, a private real estate fund of funds

Our proprietary alternative investment funds are closed to new investors. These funds are described on below.

*Paragon Master Fund, LP and its two investor funds, Paragon Fund, LP and Paragon Offshore Fund (BVI), Ltd. and Paragon QP Master Fund, LP and its two investor funds Paragon QP Fund, LP and Paragon QP Offshore Fund (BVI), Ltd.*

*The Paragon Offshore Fund (BVI), Ltd. and Paragon QP Offshore Fund (BVI), Ltd. were closed down in December 2018 as part of the complete wind down of the fund as noted below.*

Paragon strives to achieve capital appreciation through the allocation of assets among a select group of investment managers. Paragon focuses on the following event-driven and relative value strategies:

- distressed securities – securities trading at a significant discount to value when issued,
- long credit exposure – loans and bonds that are perceived to be mispriced,
- capital structure arbitrage – advantageous price difference between two levels of securities in the same company,
- merger arbitrage – value of shares to be acquired vs. value of shares of the acquiring company, adjusted for probability of the transaction closing,
- long/short equity – own undervalued companies and short overvalued securities, and,
- special situations.

These strategies attempt to capitalize on market inefficiencies and price anomalies in the domestic and international markets.

As disclosed in the fund documents, Cedar Hill Associates, LLC receives a quarterly administration fee at the rate of 1% per year of the Funds' Net Asset Values (NAVs). However, both Paragon and Paragon QP funds are being wound down and subsequently, the management fee was reduced to 0% of the Funds' Net Asset Value, effective January 1, 2018. During 2018, the funds remaining balances (besides holdback for taxes and administrative expense) were distributed to the investors and Cedar Hill plans to complete a final audit and closure of the funds at year-end 2018.

R Squared, LLC (owned by Cedar Hill Associates, LLC), is the General Partner of Paragon Master Fund, LP and Paragon Fund, LP, and the equivalent 3(c)(7) funds Paragon QP Master Fund, LP and Paragon QP Fund, LP. R Squared, LLC receives 1% of the profits and losses of Paragon Fund, LP and Paragon QP Fund, LP; those interests remain invested in the respective funds. Paragon Offshore Fund (BVI), Ltd. and Paragon QP Offshore Fund (BVI), Ltd. pay the Investment Manager 1% of any net new profits of each Share's Net Asset Value (NAV) for any calendar year as long as the Share's NAV exceeds the highest previous valuation (high-water mark).

Pine Crest Partners I, LLC (previously named Cedar Hill Partners I, LLC) invests in non-public funds and transactions that have the opportunity to produce returns through capital appreciation. Investments are concentrated in energy, resource rich



properties, financial institutions, growth equity, and companies undergoing structural and/or organizational changes.

Distributions (including liquidating distributions) are made to Investor Members in proportion to their percentage interests, until the cumulative amount distributed is equal to the Investor Members' capital contributions. After all invested capital has been returned to investors, distributions are allocated proportionately:

- 90% to the Investor Members, and
- 10% to the Managing Member, Cedar Hill Partners I Holdings, LLC.

The 10% allocation is held as an interest in the fund (carried interest) and the Managing Member receives no other compensation than distributions of its carried interest. Investor funds cannot be withdrawn until the partnership terminates.

Pine Crest Partners II, LLC (previously named Cedar Hill Partners II, LLC) invests in non-public funds and transactions that have the opportunity to produce returns through capital appreciation.

Investments are concentrated in emerging markets, buyouts, distressed situations, growth equity, and energy.

Distributions (including liquidating distributions) are made to Investor Members in proportion to their percentage interests, until the cumulative amount distributed is equal to the Investor Members' capital contributions. After all invested capital has been returned to investors, distributions are allocated proportionately:

- 90% to the Investor Members, and
- 10% to the Managing Member, Cedar Hill Partners II Holdings, LLC.

The Managing Member receives no compensation other than distributions with respect to its carried interest. Investor funds cannot be withdrawn until the partnership terminates.

Pine Crest Actis Emerging Markets Fund, LLC (previously named Cedar Hill Actis Emerging Markets Fund, LLC) is a special purpose vehicle investing through a pan-emerging markets private equity fund which invests in non-public companies across India, China, Latin America, Africa, and Southeast Asia.

After all invested capital has been returned to investors, 90% of distributions are allocated proportionately to the Investor Members and 10% to the Managing Member, Cedar Hill Associates, LLC.

The Managing Member receives no compensation other than distributions with respect to its carried interest. Investor funds cannot be withdrawn until the partnership terminates.

Pine Crest MAP 2009, LLC (previously named Cedar Hill MAP 2009, LLC) is a special purpose vehicle whose sole investment was made to a fund investing in natural gas and wind royalty income properties. The company secures mineral and land rights that generate current income and it is expected to benefit from the growth in drilling and wind turbine power generation in the U.S.

The LLC pays Cedar Hill Associates a quarterly management fee in arrears, equal to 1%

annually of each member's cumulative capital contributions reduced by each member's pro rata share of permanent write-downs to the investment value. Except for this management fee, the Manager will not be paid any compensation by Pine Crest MAP 2009. Investor funds cannot be withdrawn until the partnership terminates.

Pine Crest Global Asset Fund, LLC (PCGAF) (previously named Cedar Hill Global Asset Fund, LLC) invests in private real estate investments. The Fund seeks to achieve an attractive rate of return by making investments in privately financed limited partnerships, limited liability companies and other entities sponsored by third parties which acquire, develop, construct, renovate, own, manage, lease, sell, or finance residential (apartments and condominiums), industrial, retail, hospitality, office or other commercial real estate.

PCGAF pays a quarterly management fee to Cedar Hill Associates in exchange for its services. The fee is equal to 1% annually of each member's capital contributions reduced by (i) return of capital distributions and (ii) member's pro rata share of permanent write-downs in value of Fund investments. Except for this management fee, the Manager will not be paid any compensation by PCGAF.

Effective, January 1, 2018, Cedar Hill has reduced the management fee to 0.7% annually of each member's capital contributions reduced by (i) return of capital distributions and (ii) member's pro rata share of permanent write-downs in value of Fund investments. Investor funds cannot be withdrawn until the partnership terminates.

#### SUB-ADVISORY SERVICES TO INSTITUTIONAL CLIENTS

Institutional Clients that seek an independent sub-advisory discretionary relationship where the Institution continues as the principal advisor can, through an advisory agreement, hire Cedar Hill to provide investment management services to its clients. Each client enters into an investment advisory agreement with the Institution as their primary investment advisor or trust officer.

Sub-Advisory services may include assisting the Institutional Clients in identifying their investment objectives and matching their client objectives and strategies with a select list of investment portfolios, asset allocation, and securities that meet Cedar Hill's investment criteria.

#### BLUEPRINT PORTFOLIO STRATEGY

Cedar Hill offers a Wrap Fee Program which we refer to as BluePrint. The program is offered through Mid Atlantic Trust Company's ("MATC") sponsored Platform ModelxChange, an independent third-party sponsor. Cedar Hills' services include customized Investment Management services. This is achieved through ongoing personal client contact and interaction while providing discretionary investment management services.

The BluePrint Portfolios were designed to address the asset allocation needs of small accounts. In this program, the client and/or advisor will compile pertinent financial and demographic information to develop an investment program that seeks to meet the client's goals and objectives. Utilizing the BluePrint platform tools, the client and Cedar Hill "with discretionary power" allocates the client assets among the different options in the BluePrint program. Suitability of the asset allocation and investment options for each client are based on the client's goals and objectives, investment time horizon, risk tolerance and any other pertinent factors. All Cedar Hill BluePrint clients will

directly have ownership in the underlying funds in each of the portfolio strategies they have invested in.

BluePrint Portfolio Strategy investment options are fully discretionary, fund only asset allocation portfolios providing a series of portfolios positioned at various points along the risk/return spectrum that corresponds to the individual client's goals and objectives.

The BluePrint asset allocation portfolios in Mid Atlantic's ModelxChange Platform allow for only the trading of funds including money market funds and exchange traded funds, which are free of transactional charge. The fund transactions and brokerage are conducted by Mid Atlantic Capital Corporation a registered broker-dealer and affiliate of Mid Atlantic Trust Company. The client assets are held in custody and sub-custody by Mid Atlantic Trust Company which may include qualified retirement accounts.

## ITEM 2 – FEES AND COMPENSATION

Our fees for investment advisory services are based on a percentage of assets under management. Fee schedules for our categories of services are below, although at times we may negotiate a different fee schedule for a client.

### Separately Managed Accounts

Equity and balanced accounts,  
Non-proprietary alternative investments, and  
Non-Institutional Clients BluePrint Strategy Portfolios

Amount of Assets	Annual % Fee
First \$2,500,000	1.000%
Next \$7,500,000	0.500%
Next \$15,000,000	0.400%
* Thereafter	Negotiable

\* The client will pay 15 basis points platform fee to Mid Atlantic Trust. This fee is included in our management fee above.

### Fixed income only portfolios\*

Amount of Assets	Annual % Fee
First \$5,000,000	0.500%
Next \$5,000,000	0.375%
Next \$10,000,000	0.250%
Thereafter	Negotiable

\* Fees for fixed income only accounts are subject to change if the asset mix changes.

### Institutional Clients BluePrint Strategy Portfolios

Amount of Assets	Annual % Fee
NA	0.40%

\* The client will pay 25 basis points for the asset management to Cedar Hill Associates and 15 basis points platform fee to Mid Atlantic Trust for a total fee for the program of 40 basis points.

Charitable organizations receive a 10% discount off our stated fee schedule.

Our fees are for investment management under an advisory agreement and include investment and reinvestment of funds and periodic reports of assets and security transactions. The annual fee is applied to the total market value of all assets (excluding proprietary funds), including cash under management. Fees are calculated at the end of each calendar quarter and are payable quarterly in advance for the following quarter. The fee schedule may be amended by Cedar Hill with 30 days written notice.

Clients may authorize fees to be deducted from their accounts or choose to pay their fees directly to Cedar Hill upon receipt of their invoice.

For Cambium legacy clients and their related accounts, fees will continue to be calculated on the clients' custodian month end balance. The monthly fee will be totaled for the prior month's ending balance on the first business day of the following month and invoiced on monthly or calendar quarter in arrears per the fees stipulated in the client's investment advisory agreement. The fee schedule may be amended by Cedar Hill with 30 days written notice.

All fees paid to Cedar Hill are in addition to brokerage, transaction, and custody fees and other related costs and expenses which are borne by the client. Clients may incur fees and expenses in assets supervised by, but not managed by Cedar Hill. These supervised assets may include separate accounts managed by other managers, limited partnerships, ETFs, closed end funds, and no-load mutual funds. Fees and expenses are described in the respective investment management agreements, offering memorandums, subscription agreements, and mutual fund prospectuses.

These fees generally include an investment management fee, expense reimbursement, performance fees (in limited partnerships) and, in the case of mutual funds, may include distribution fees. We do not use funds that impose either initial or deferred sales charges. Cedar Hill does not receive brokerage commissions or any portion of fees and expenses paid to other managers, limited partnerships, or mutual funds.

The client may terminate the investment advisory agreement within five days of initiating the agreement and, thereafter, with 30 days written notice. Quarterly fees already paid to Cedar Hill will be prorated to the date investment services are terminated and refunded.

If a client terminates the investment advisory agreement, Cedar Hill will continue to manage funds that are in our proprietary private partnership until the partnership has been dissolved. Clients that have terminated us will continue to receive quarterly statements and periodic updates similar to all other clients invested in these partnerships. Additionally, all L.P or LLC agreement will continue to be the governing document for how the partnership will continue to be managed.

If a client terminates the investment advisory agreement and were invested directly in private partnerships (including hedge funds, private equity and real estate partnerships) that remain illiquid, Cedar Hill may provide management services, per the normal fee schedule for separately managed accounts. However, in the absence of liquid investments, we will be unable to make adjustments to allocations. Cedar Hill will no longer provide services or reporting when these alternative investments are terminated, fully distributed, sold, or transferred to another investor or custodian. While clients may terminate our investment management services they are not able to immediately terminate their investment in any proprietary fund products. Clients will continue to

hold these products subject to liquidation/redemption schedules and the clients will still be subject to embedded fees for these products. Any ongoing management of private investments will be at the discretion of both Cedar Hill and the client and can be terminated at any time.

As a courtesy to certain clients, we will, on occasion, arrange to process securities transactions for “Friends and Family” accounts. These transactions are non-discretionary in nature and not subject to continuous and regular supervision or management services. We do not have ongoing responsibility to select or make recommendations based upon the needs of the client and we process securities transactions of Friends and Family accounts upon request as an accommodation, without charging an investment management fee.

### ITEM 3 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As we’ve discussed in the preceding section on fees and compensation, our management fees are asset and not performance-based. A client may, however, be invested in one of Cedar Hill’s proprietary funds as a part of their portfolio allocation and a conflict of interest exists because some of the funds have a performance fee or allocation directed to Cedar Hill as the investment manager.

Cedar Hill has mitigated any conflict of interest in the management of the funds by employing some of the following constraints:

- allocating both profit and loss to Cedar Hill,
- returning invested capital before Cedar Hill receives any profit allocation,
- investing personal capital into the funds alongside client capital.

Each fund has specific fees or allocations, and differing restrictions on payments to Cedar Hill may be used. Fees or compensation paid to Cedar Hill as manager are fully disclosed in the private offering memorandums provided to qualified investors.

### Item 4 – TYPES OF CLIENTS

Cedar Hill provides investment advice to individuals, families, pension and profit sharing plans, trusts, estates, charitable organizations, and businesses, and serves as the General Partner or Manager of several proprietary funds of funds.

In general, Cedar Hill’s minimum account size is \$1,000,000. For participation in the BluePrint Portfolio strategy, we generally seek to have an asset allocation portfolio above \$20,000 for each individual account size (non-institutional) however no minimum asset level has been mandated.

### ITEM 5 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Our investment methodology, and that of our subadvisors, is rooted in fundamental analysis, which involves analyzing a company’s past and current financial performance to make assumptions about its future prospects. We complement our quantitative and qualitative analysis of individual companies with a broader assessment of macroeconomic and industry trends that could influence each entity’s performance. The information is used to generate earnings and cash flow projections for each security to determine its appropriate valuation.

We believe our analytical approach helps us to identify companies with attractive growth prospects relative to valuation or those trading at a significant discount to intrinsic value, allowing us to purchase securities at a cost that provides the potential for

substantial price appreciation. However, there is a risk that our analysis process could lead us to overestimate the value of a company and purchase the underlying security at a price above its intrinsic value. In such an instance, the investor would suffer a financial loss equal to the difference between what was originally paid for a security and the price for which it was later sold. If the value of a particular security declined to zero, the investor would lose the entire value of the investment.

Investment strategies used to implement Cedar Hill's investment advice include long- and short-term purchases, but our view is long term and we do not participate in day trading. We disclose relevant risks to clients considering specific investment strategies.

Investments chosen for a client's portfolio may include the following:

- Equity Securities – exchange listed, over the counter, foreign issues,
- Option contracts on securities (no commodity contracts),
- Warrants,
- US Government and international fixed income securities,
- Corporate debt securities and commercial paper,
- Mortgage-backed securities,
- Municipal securities,
- Partnerships – real estate, oil and gas interests, private equity, venture capital,
- Proprietary partnerships – funds of funds and special purpose vehicles.

#### ITEM 6 – DISCIPLINARY EVENTS

Cedar Hill Associates, LLC has no pending disciplinary actions or any history of disciplinary actions by any regulatory agency.

#### ITEM 7 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

##### **Fifth Third Bank**

Fifth Third Bank is a diversified financial services company with four main businesses: Commercial Banking, Branch Banking, Consumer Lending and Wealth and Asset Management. Cedar Hill's affiliates, including Fifth Third Securities, Inc., and Fifth Third Insurance Agency, Inc., provide an array of financial products and services to clients. Although Cedar Hill attempts to operate independently from Fifth Third Bank and its affiliates, these affiliations particularly within Fifth Third Bank's Wealth and Asset Management division, create potential conflicts of interest. At the client's discretion, Fifth Third Bank may act as the trustee or custodian for certain Cedar Hill client accounts and may receive fees or other compensation for providing custody, investment management and related services.

Cedar Hill employees may also be dual employees of Fifth Third Bank. Certain employees may be involved in the investment decision making, trading processes and/or administration for accounts managed by Fifth Third's Wealth and Asset Management division. If applicable, Cedar Hill has implemented controls to address the supervision of its dual employees and to reasonably ensure compliance with client investment guidelines and applicable regulatory requirements. Generally, Cedar Hill's employees focus their attention on Cedar Hill's investment management activities. Furthermore, Cedar Hill may have common management, officers or directors with some of its affiliates. Cedar Hill relies on Fifth Third Bank for administrative support, including information technology, human resources, business continuity, legal, finance, compliance, enterprise risk management and internal audit. Cedar Hill may use the same technology, which may involve the sharing of certain client information across the

organization.

### **Fifth Third Securities**

Fifth Third Securities, Inc. (FTS) is a registered broker-dealer, FINRA member and a direct, wholly-subsiary of Fifth Third Bank. FTS is also an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training. Cedar Hill operates independently from FTS, although the two entities may share certain resources, such as technology applications. Cedar Hill generally does not trade with FTS for its client accounts but may do so if instructed by a client.

MainStreet Investment Advisors, LLC - (MainStreet) – is a direct, wholly-owned subsidiary of Fifth Third Bank. MainStreet is also an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training. Cedar Hill operates independently from MainStreet, although the two entities may share certain resources, such administrative and compliance support.

### **Parkside Investments, LLC**

Cedar Hill has entered into a revenue sharing arrangement with Parkside with respect to certain existing clients of Cedar Hill who become clients of Parkside. For clients subject to this agreement, Parkside will pay Cedar Hill a percentage of the fees and other revenue received by Parkside for a period of five years following the first receipt of fees and other revenue from each such client.

Neither contract between Cedar Hill and Parkside causes additional fees or expenses to be assessed to clients of either firm as all costs associated with these agreements are borne by Cedar Hill or Parkside.

National Futures Association – Cedar Hill Associates, LLC and R Squared, LLC have filed exemptions with the National Futures Association as Commodity Pool Operators (CPO) and have the following pool exemptions:

- |                                        |            |
|----------------------------------------|------------|
| • Paragon Master Fund, LP              | 4.13(a)(3) |
| • Paragon Fund, LP                     | 4.13(a)(3) |
| • Paragon Offshore Fund (BVI), Ltd.    | 4.13(a)(3) |
| • Paragon QP Master Fund, LP           | 4.13(a)(3) |
| • Paragon QP Fund, LP                  | 4.13(a)(3) |
| • Paragon QP Offshore Fund (BVI), Ltd. | 4.13(a)(3) |

Cedar Hill, R Squared and the pools do not directly trade any commodities, but underlying investment managers in Paragon and Paragon QP funds may utilize commodity contracts. Other proprietary funds managed by Cedar Hill do not hold commodities. Investors in Paragon and Paragon QP Funds do not directly pay any commodity brokerage fees, as any fees incurred are expenses of the underlying investment.

### **Franklin Street Advisors, Inc.**

Franklin Street Advisors, Inc. ("FSA"), a wholly-owned, indirect subsidiary of Fifth Third Bank and Fifth Third Bancorp that provides independent strategic investment advice. FSA specializes in delivery high touch investment management services to high net worth individuals and institutional investors with unique needs.

FSA is the investment advisor for Franklin Street Trust Company (“FST”), an affiliate NC chartered trust company.

### **Franklin Street Trust Company**

Franklin Street Trust Company (“FST”), an affiliate of FSA and wholly-owned, indirect subsidiary of Fifth Third Bank and Fifth Third Bancorp, is a non-depository trust bank chartered by the State of North Carolina and fully regulated by the State of North Carolina Banking Commission. FSA is hired by FST to provide investment management services for clients of FST.

FST is the Managing Member of FSP Manager of Managers LLC I and FSP Manager of Managers LLC II. A select group of clients that are accredited investors and qualified investors have become limited partners.

### **ClearArc Capital, Inc.**

ClearArc Capital, Inc. (“CARC”) is a direct, wholly-owned subsidiary of Fifth Third Bank. CARC is also an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training. Cedar Hill operates independently from CARC, although the two entities may share certain resources, such as technology applications and compliance services, provided through Fifth Third Bank.

### **The Retirement Corporation of America**

The Retirement Corporation of America (“RCA”) is also a direct, wholly-owned subsidiary of Fifth Third Bank and an investment adviser registered with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Cedar Hill operates independently from RCA, although the two entities share certain resources, such as technology applications and compliance services provided through Fifth Third Bank.

### **Fifth Third Insurance Agency, Inc.**

Fifth Third Insurance Agency (FTIA) is a wholly-owned, non-bank subsidiary of Fifth Third Bank. Banking and insurance decisions are made independently and do not influence each other. FSA operates independently from FTIA, although the two entities share certain resources, such as technology applications and other support services provided through Fifth Third Bank. Clients are under no obligation to engage FTIA or its insurance agents for separate services and products.

### **R.G. McGraw Insurance Agency, Inc.**

R.G. McGraw Insurance Agency, Inc. (also known as McGraw Insurance Agency), is a licensed insurance agency that is a subsidiary of Fifth Third Insurance Agency, Inc. Fifth Third Insurance Agency, Inc. is a wholly-owned subsidiary of Fifth Third Bank. FSA operates independently from McGraw Insurance Agency, although the two entities share certain resources, such as technology applications and other support services provided through Fifth Third Bank. Clients are under no obligation to engage McGraw Insurance Agency or its insurance agents for separate services and products.

### **Epic Insurance Solutions Agency, LLC**

Epic Insurance Solutions Agency, LLC (Epic) is a licensed insurance agency that is a subsidiary of Fifth Third Insurance Agency, Inc. Fifth Third Insurance Agency, Inc. is a



wholly-owned subsidiary of Fifth Third Bank. FSA operates independently from Epic, although the two entities share certain resources, such as technology applications and other support services provided through Fifth Third Bank. Clients are under no obligation to engage Epic or its insurance agents for separate services and products.

#### ITEM 8 - CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

All personnel of Cedar Hill have a fiduciary duty to place the financial interests of clients ahead of their own and ahead of the interests of the firm. Cedar Hill personnel must avoid activities, interests and relationships that might interfere with making decisions in the best interests of the clients and every person at Cedar Hill is required to annually certify their compliance with the firm's Code of Ethics. A copy of the Code is available to clients or prospective clients of the firm upon written request.

Cedar Hill personnel may recommend to clients that they buy or sell securities or investment products in which the employee or a related person has some financial interest. Our employees also may buy or sell securities that we recommend to clients. We mitigate the potential conflicts of interests by requiring all Cedar Hill personnel to have their personal and/or related person's transactions for reportable securities approved by Cedar Hill's Chief Investment Officer or Principal/Operations prior to execution. Cedar Hill personnel may not trade in an exchange traded or listed security (excluding mutual funds) on the same day that the security has been traded in a client's account. Employees of Cedar Hill are not allowed to participate in initial public offerings.

As a result of our affiliation with Fifth Third Bank, there will be instances when certain personnel are shared between Fifth Third Bank and Cedar Hill. Any dual employees will have appropriate qualifications and registrations necessary to perform as Cedar Hill employees. These persons may pose a conflict because of access to information or coming into contact with same for both firms. To mitigate this potential privacy conflict, all shared persons are subject to the Fifth Third Bank policies and procedures as well as all Cedar Hill policies and procedures including Privacy Policy, Written Supervisory Procedures, Personal Trading Policies, and Code of Ethics.

All personnel of Cedar Hill – including shared personnel from Fifth Third Bank – have a fiduciary duty to place the interests of clients ahead of their own and ahead of the interests of any firm.

#### ITEM 9 – BROKERAGE PRACTICES

Unless otherwise directed in writing, our firm uses unaffiliated broker-dealers including RBC Capital Markets, LLC, a Minnesota limited liability company, including Charles Schwab & Co., TD Ameritrade and MidAtlantic Trust Company, subject to ongoing best execution analysis.

To select appropriate custodians for each client, we evaluate several factors including level of service, quality and depth of product offering, trade execution, fees and a number of other factors. We monitor whether or not we are receiving best execution based upon reports the custodians provide. We review these reports on a periodic basis to determine if the custodians are fulfilling their duty to provide best execution, and if not, we would reevaluate the program.

Clients, however, are free to select a broker-dealer of their choice in connection with their securities transactions pending a review and acceptance by Cedar Hill. It should be understood that by directing the use of a particular broker or dealer for the trades

executed in the client's account, the client may or may not receive best execution and/or the commission discount may or may not be favorable as follows:

- Adviser will not have authority to negotiate commissions among various broker dealers on a trade-by-trade basis, or to necessarily obtain volume discounts, and best execution may not be achieved.
- In addition, a disparity in commission charges may exist between the commissions charged to the client for such trades and those charged to other clients.

Also, in regard to brokerage practices, please note that we pay for the research we use and do not engage in soft dollar transactions.

In the course of managing your account it is possible that a trading error may occur. If a trade error occurs because of Cedar Hill, it is our policy to make our clients whole. Dependent on the location of the client's assets determines how the error is handled.

RBC: For client accounts custodied at RBC, any losses or gains from trade errors are absorbed by Cedar Hill.

Charles Schwab: For client accounts custodied at Charles Schwab, gains or losses of \$100 or less are absorbed by Charles Schwab. Losses over \$100 are absorbed by Cedar Hill and gains over \$100 are given to the client, unless the client declines to accept the gain.

TD Ameritrade: For client accounts custodied at TD Ameritrade, losses are absorbed by Cedar Hill and gains are donated to a charitable organization of TD Ameritrade's choice.

Cedar Hill receives an economic benefit by absorbing gains as we are retaining the gains for company use or to offset any potential losses absorbed from separate trade errors. This is a conflict for Cedar Hill as we might be incentivized to have trade errors to absorb more gains or to steer clients to RBC where we have the ability to absorb gains unlike our other custodians. This conflict is mitigated because we can't predict if we are going to incur gains or losses and the gains do not go to any trader or advisor. Additionally, we work with clients to select the appropriate custodian for their assets and do not select the custodian for them.

## ITEM 10 – REVIEW OF ACCOUNTS

All accounts are formally reviewed by the Chief Investment Officer, or designee. Cedar Hill reviews portfolios to ensure that we comply with the objectives and guidelines for asset allocation which we have agreed upon with our client and documented in the IPS. A client's written investment policy statement may include return objectives, risk tolerance, financial goals, time horizons, income and liquidity needs, tax, estate, and legal considerations, and unique circumstances.

We make ongoing investment decisions in response to changes in the attractiveness of securities in the market and the economic environment. In addition, Cedar Hill reviews portfolios with clients in periodic meetings to determine if their investment objectives or financial circumstances have changed.

Clients receive formal printed quarterly reports of their accounts or have the option

of viewing those reports online at a secure site. The reports list each portfolio holding under appropriate asset class and provide the following information:

- Summary cover sheet
- Security – name, quantity, average unit cost, average dollar cost, current value, current market price, percentage holding of portfolio, indicated income and yield
- Time-weighted rates of return compared to appropriate benchmarks

Cambium legacy clients and their related accounts may not receive quarterly reports directly from Cedar Hill but will continue to receive reporting from the custodian for their accounts.

#### ITEM 11 – CLIENT REFERRALS AND OTHER COMPENSATION

We have arrangements with investment and professional services firms under which we remit a portion of our investment management fee for client referrals. Such arrangements are in compliance with Rule 206(4)-3 under the Investment Advisers Act of 1940.

A conflict of interest exists between the solicitors' referral of clients to us and their receipt of fees for such referral and the conflict is fully disclosed to clients.

We do not direct trades to or custody accounts with brokers in exchange for research or other ancillary products and services that brokers may provide. Such arrangements, known as "soft dollar" arrangements are prohibited by our policy. Nevertheless, some brokers may provide unsolicited access to benefits in the form of support products or services free of charge, but this is not a factor considered in selection of a broker or custodian. The availability of these benefits to us is not dependent on us giving particular investment advice such as buying particular securities for our clients.

We do not select or recommend a broker or custodian in exchange for referrals. In some but not all cases, a client's account may be reimbursed directly by a new custodian for fees incurred by the client while transferring an account to the new custodian. Cedar Hill receives no economic benefit by recommending a particular broker or custodian.

#### ITEM 12 – CUSTODY

Cedar Hill does not hold your assets. Cedar Hill's clients' funds and securities are held by independent, third-party, qualified custodians such as a bank, a clearing house, or a broker-dealer. Cedar Hill cannot open any account without client consent and action. Clients will enter into a separate agreement with a qualified custodian unaffiliated with Cedar Hill. The custodian will provide Cedar Hill clients with account statements directly, at least quarterly.

Quarterly, Cedar Hill provides its clients with a report of their portfolio holdings, transactions, and performance. We urge our clients to compare reports received from Cedar Hill with account statements received from the qualified custodian.

Cedar Hill is deemed to have custody of certain client funds because Cedar Hill is authorized by clients, through the investment advisory Agreement, to directly debit advisory fees. Cedar Hill cannot remove or transfer money from client accounts except by written direction of the client to the account's custodian.

Cedar Hill is also deemed to have custody of 7 proprietary funds by virtue of Cedar Hill (or related entity R Squared, LLC) acting as General Partner or Manager of those funds. As the General Partner or Manager, Cedar Hill is required to comply with Rule 206(4)-2, known as the Custody Rule. Per the Custody Rule, pooled (multiple investor) funds of funds must have audited financial statements completed by an independent auditor at least annually and sent to all investors within 180 days after the end of the fund's fiscal year. If audited financial statements are not available within 180 days after the end of the fund's fiscal year, the fund must have a surprise custody audit by an independent auditor and also have statements of the fund's assets distributed quarterly by a qualified custodian. However, if a fund utilizes a custodian, that custodian is not required to send reports of each investor's net asset value.

Cedar Hill seeks to have the independent audits completed annually and sent to all investors within 180 days after the end of each proprietary fund's fiscal year.

#### ITEM 13 – INVESTMENT DISCRETION

Our investment management services are provided on a discretionary basis, i.e., the ability to buy and sell without prior consultation on the transactions. We cannot invest on any client's behalf in illiquid securities without their written consent. Clients sign a written investment advisory agreement to establish an account with Cedar Hill, prior to engaging in any transaction with us. Cedar Hill and each client agree on objectives and guidelines and create a written investment policy statement, including asset allocation, the type of securities to be traded and respective asset mixes, before we begin managing a client's portfolio.

As part of our wealth management process, Cedar Hill:

- identifies client objectives including financial goals and timelines,
- develops an asset allocation plan to match client goals with risk tolerances,
- implements an asset allocation strategy designed specifically for each client,
- monitors and evaluates performance to validate long-term client goals.

Client objectives and guidelines are reviewed regularly or as circumstances warrant. The amounts of securities bought and sold are determined by a client's specific asset allocation policy in effect at the time. We cannot make discretionary investments in limited partnerships.

#### ITEM 14 – VOTING CLIENT SECURITIES

Proxy Voting Policy statement - In general, under terms of our investment advisory agreement, we will not vote proxies unless a client specifically requests that Cedar Hill vote proxies. However, voting ERISA client proxies is a fiduciary act of plan asset management that must be performed by Cedar Hill, the advisor, unless the voting right is retained by a named fiduciary of the plan (DOL Bulletin 94-2). Thus, Cedar Hill may vote proxies for some, but not all clients.

Any proxies voted by Cedar Hill will be voted at Cedar Hill's discretion. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders; proxy votes generally will be cast against proposals having the opposite effect. Our Chief Investment Officer will be responsible for decisions on proxy voting and will vote in a prudent and diligent fashion and only after a careful evaluation of the issue presented on the ballot. If any proxy to be voted by

Cedar Hill creates a conflict of interest between Cedar Hill and the client, the vote will be cast in the client's best interest. When a client requests Cedar Hill to vote their proxies, clients can request information as to how a proxy was voted on their behalf. Clients wishing to direct proxy votes for any solicitations should retain the right to vote proxies for their accounts.

We have adopted and implemented policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best interest of clients, in accordance with our fiduciary duties and SEC rule 206(4)-6 under the Investment Advisers Act of 1940. In addition to SEC requirements governing advisers, our proxy voting policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts set out in Department of Labor Bulletin 94-2, 29 C.F.R. 2509.94-2 (July 29, 1994).

Cedar Hill will provide a copy of these policies and procedures upon written request. These policies and procedures may be updated from time to time.

#### ITEM 15 – FINANCIAL INFORMATION

It is important to our clients to know if Cedar Hill has the financial resources to meet our contractual obligations to our clients

Cedar Hill is a fiscally sound company and has never been the subject of any bankruptcy petition. Two of the greatest financial challenges facing any business are service interruptions resulting from fraud or disaster. At Cedar Hill, we require all personnel to comply with a written code of ethics and our business continuity plans are subject to periodic review and testing. We believe that regular compliance reviews (including periodic reviews by an independent auditor), personnel training, and disaster planning, should help us to mitigate situations potentially detrimental to our ability to provide service to our clients.

#### ADDITIONAL INFORMATION

Privacy Policy statement - Cedar Hill Associates, LLC has an ongoing commitment to safeguard the unauthorized disclosure of, or access to, nonpublic personal information the Firm acquires about its current clients and potential or former clients. Every precaution, in accordance with federal laws and regulations, is used to limit access to personal information about our clients. Our privacy policy references how client information may be shared for services and with affiliates of Cedar Hill, and clients may opt out of some instances of information sharing. Cedar Hill provides an annual notice informing clients of their rights and our obligations as it relates to federal privacy laws, under Regulation S-P, to protect information provided to us. Although we reserve the right to change our privacy policy, we will inform our clients of any relevant changes.

Fair Value measurement of alternative investments - Cedar Hill has adopted the Financial Accounting Standards Board (FASB) Fair Value Measurements for all supervised investments held by our clients, including alternative investments such as Cedar Hill's proprietary funds of funds and special purpose vehicles, or direct ownership of limited partnership interests in hedge funds, private equity funds, energy partnerships, real estate assets, and other illiquid or restricted interests.

Alternative investments are not traded on public exchanges where real-time prices are available. Alternative investments are predominately long-term investment partnerships where pricing and performance are ultimately determined at the wind down of an investment or by a culminating transaction such as the sale of property.

Cedar Hill normally relies upon an investment's general partner to determine fair value per FASB guidelines in accordance with the investment's stated pricing methodology and audited GAAP financial statements (Generally Accepted Accounting Principles). Alternative investments are generally designated as Level III assets by GAAP. When a fair value is not provided or reasonably calculated by the investment's general partner, Cedar Hill will use its best efforts to determine fair value based on information provided by the investment's general partner and current market conditions. Estimated fair value of certain investments might not reflect the amount that could be received upon immediate sale, or the amount that ultimately may be realized. Portfolio management fees are calculated as a percentage of a client's assets under management and include alternatives, but not proprietary fund investments.<sup>1</sup>

Alternative investment valuations are typically received from the investment managers between one to three months after quarterly fees have been invoiced. Annually, we review a portfolio's cumulative fees for the calendar year and, should the net value of the portfolio decline as a result of revaluing alternative investments (excluding proprietary funds), Cedar Hill will recalculate the fees and credit a client's account for the difference between fees paid and what would have been paid if fair value information had been available at the time of the original billing cycle.

Cedar Hill will not charge an additional amount to clients for any retroactive increase in fair value which would have resulted in a higher management fees for the portfolio as a whole as determined by the annual fee review. However, going forward, fees calculated per the current schedule, may increase or decrease quarterly in response to changes in fair values.

Cedar Hill's "Alternative Investment Valuation Policy" is available upon client request.

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<sup>1</sup> Note: Cedar Hill's proprietary fund investments are not included in the calculation of portfolio management fees because there are separate fee structures for each fund.