

**Item 1 – Cover Page**

**Part 2A of Form ADV  
Brochure for:**

**Santiago Capital, LLC**

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**October 11, 2019**

**This Brochure provides information about the qualifications and business practices of Santiago Capital, LLC (“Santiago” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at (415) 699-8972 or [brent@santiagocapital.com](mailto:brent@santiagocapital.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.**

**Registration as an investment adviser does not imply any certain level of skill or training. The oral and written communications provided to Investors, including this Brochure, are information used to evaluate Santiago, as well as other advisers.**

**Additional information about Santiago is also available on the SEC’s website for free at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). To use Public Disclosure, click the link, then select “Investment Adviser Search” on the left navigation panel, select “Firm,” and type in Santiago Capital. Both ADV Parts 1 & 2 are available for access.**

## **Item 2 – Material Changes**

This firm brochure (“Brochure”) was prepared for Santiago Capital, LLC as part of the initial registration. There have been no previous filings; therefore, there are no material changes to any prior Brochure. The Brochure will be amended annually or to reflect any material changes as necessary.

Our current Brochure may be requested by contacting us at 415-699-8972 or via email - [brent@santiagocapital.com](mailto:brent@santiagocapital.com). Our Brochure is provided free of charge.

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## Item 4 – Advisory Business

### A. Description of the Advisory Firm

**Santiago Capital, LLC**, a Delaware limited liability company formed in November of 2011, provides investment advisory services to Private Funds (as defined below) and separately managed accounts. Brent Johnson is the principal owner and Managing Member of Santiago.

### B. Types of Advisory Services

Santiago serves as general partner and investment adviser to multiple private investment funds (the “Private Funds”), which are listed in our Form ADV Part 1, and separately managed accounts (“SMAs”), managed by Santiago. Santiago may decide in the future to sponsor or manage additional private investment funds or separately managed accounts.

Pursuant to certain Private Funds’ offering memoranda, limited partnership agreement, memoranda and articles of association and subscription documents (“Offering Documents”), the investment objectives are to generate capital appreciation by investing across the fixed income, currency, commodity and equity markets. Pursuant to a certain other Private Fund’s Offering Documents, the investment objective is to generate capital appreciation by investing in the precious metals market with a focus on physical allocated gold.

Certain Private Funds are offering limited partnership interests, whereas certain other Private Funds are offering participating shares (collectively the “Interests”) to certain qualified investors as described in response to Item 7, below (such investors or prospective limited partners are referred to herein as “Investors”).

### C. Tailored Services and Imposed Restrictions

Advisory services are tailored to achieve Private Fund and SMA investment objectives. Generally, Santiago has the discretionary authority to select which and how many securities and other instruments to buy or sell without consultation with the Private Fund, SMA or their Investors.

### D. Wrap Fee Programs

Santiago does not participate in wrap fee programs.

### E. Amounts under Management

Santiago has the following assets under management:

Discretionary Amounts:	Non-Discretionary Amounts:	Date Calculated:
\$128,632,083.83	\$0	June 30, 2019

## Item 5 – Fees and Compensation

### A. Fee Schedule

The fees and compensation payable to Santiago are negotiable and can vary among the Private Funds and SMAs. However, the range of compensation will generally be as follows:

#### 1. Management Fee

Santiago typically receives a quarterly asset-based management fee calculated as a percentage of each Investor's capital account in the Private Funds, payable quarterly in advance. The management fee is generally between 1% and 1.5%.

#### 2. Performance Fee

Santiago generally receives an incentive allocation equal to a percentage of the net income allocated to each Investor for the quarter, but only to the extent net income allocated to that Investor exceeds any cumulative losses that were allocated to that Investor for earlier periods and that have not been recovered (a "high water mark"). With respect to certain Private Funds, this incentive allocation is generally between 10% and 15%, and Santiago is only eligible to receive an incentive allocation if the net income allocated to each Investor for the year exceeds an 8% annualized rate of return. With respect to certain other Private Funds, this incentive allocation generally will be between 15% and 25%. The incentive allocations are typically made at the end of each calendar quarter. The incentive allocations will only be charged to accounts of those Investors who are "qualified Private Funds" as defined in Rule 205-3 of the Investment Advisers Act of 1940, as amended ("Advisers Act).

#### 3. Fee Comparison

The expenses of the Private Funds, including the management fee and incentive allocation will constitute a higher percentage of average net assets than would be found in other investment vehicles.

### B. Payment of Fees

Management fees, incentive allocations, and third-party fees (discussed below) are deducted from Private Funds' assets. Management fees, which are paid in advance, are withdrawn at the beginning of the quarter. Incentive allocations with respect to some Private Funds are allocated as of the last business day of the calendar year, but with respect to other Private Funds are allocated as of the last business day of the calendar quarter, and with respect to all Private Funds as of any date on which an Investor makes a withdrawal or receives a distribution from such Investor's capital account(s).

### C. Third-Party Fees

The Private Funds shall pay such costs and expenses as Santiago shall reasonably determine to be necessary, appropriate and advisable to carry on its business and realize its objective, including but not limited to: (i) management fees; (ii) all general investment expenses (i.e., expenses which Santiago reasonably determines to be directly related to the

investment of the Private Fund's assets); (iii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation, compliance and consulting costs and expenses; (iv) fees, costs and expenses of third-party service providers that provide such services; and, (v) any extraordinary expenses, among other expenses.

Santiago's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Private Funds. Such charges, fees and commissions are exclusive of and in addition to Santiago's management fee, and Santiago shall not receive any portion of these commissions, fees, and costs.

Please see Item 12 of this Brochure regarding brokerage.

**D. Prepayment of Fees**

With respect to certain Private Funds, Santiago will pro rate the management fee for accounts open for less than a full quarter. With respect to certain other Private Funds, Santiago will not pro rate the management fee for accounts open for less than a full quarter. Prepaid but unearned fees are refunded to the Private Funds.

**E. Outside Compensation for the Sale of Securities**

Neither Santiago nor its supervised persons accepts compensation for the sale of securities or other investment products outside of its association with Santiago.

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

As discussed in Item 5.A., Santiago generally receives an incentive allocation equal to a percentage of the net income allocated to each Investor for the year. Due to the Private Funds' structures, Santiago allocates investment opportunities to the Private Funds, and not to individual Investor accounts. Therefore, there are no potential conflicts of interest related to side-by-side management.

Differences in Santiago's compensation arrangements with its Private Funds, particularly if some Private Funds were to pay higher performance-based compensation, could create incentives for Santiago to manage a Private Fund so as to favor those Private Funds paying higher performance-based compensation, as could Santiago's ownership interest (e.g., as the general partner) in some Private Fund accounts. Notwithstanding these conflicts, Santiago will allocate transactions and opportunities among the various Private Fund accounts it manages in a manner it believes to be as equitable as possible, considering each account's objectives, programs, limitations and capital available for investment, but even accounts with similar objectives will often have different investment portfolios.

The incentive allocation will provide a possible incentive for Santiago to make riskier or more speculative investments on behalf of a Private Fund than it might make otherwise. Notwithstanding this potential incentive, Santiago will evaluate investments in a manner that it considers to be in the best interest of its Private Funds, given those Private Funds' investment objectives, investment strategies, suitability of the investment, and risk profile.

**The foregoing responses to Items 5 and 6 represent Santiago's basic compensation arrangements. The management and performance fees described above are structured to comply with the Investment Advisers Act of 1940 Section 205-3. Fees and other compensation are negotiable in certain circumstances and arrangements with any particular Private Fund will vary. Although Santiago believes its fees are competitive, lower fees for comparable services may be available from other investment advisers.**

### **Item 7 – Types of Clients**

Santiago provides investment advice and management to Private Funds and SMAs. Santiago could in the future provide the same or similar services to other privately placed investment funds and/or separately managed accounts.

Santiago intends to restrict the number of Investors and will offer Interests only through non-public transactions in order to maintain the Private Funds' exclusions from "investment company" status under the Investment Company Act of 1940, as amended (the "Investment Company Act").

Prospective Investors in the Private Funds must meet eligibility criteria and are subject to certain withdrawal requirements and limitations. Prospective Investors are encouraged to thoroughly review the Private Funds' Offering Documents, which set forth all of the terms in detail.

With respect to certain Private Funds, each Investor generally must be an "accredited investor" (as defined in Regulation D under the Securities Act of 1933), and an Investor who is eligible to enter into a performance fee arrangement under state and/or federal law, as applicable, and must meet other criteria as specified in the Offering Documents. The minimum initial investment is \$250,000, and the minimum additional investment is \$50,000, subject to waiver at the discretion of Santiago.

With respect to certain other Private Funds, each Investor generally must be an "accredited investor" (as defined in Regulation D under the Securities Act of 1933), a "qualified eligible person" (as defined in Regulation 4.7 of the Commodity Exchange Act of 1936), and an Investor who is eligible to enter into a performance fee arrangement under state and/or federal law, as applicable, and must meet other criteria as specified in the Offering Documents. The minimum initial investment is \$250,000, and the minimum additional investment is \$25,000, subject to waiver at the discretion of Santiago.

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

#### **A. Methods of Analysis and Investment Strategies**

Santiago's methods of analysis include fundamental, technical and cyclical analysis of investment opportunities. Sources of information include financial newspapers and

magazines, inspection of corporate activities, research materials prepared by others,

corporate ratings, annual reports, prospectuses, filings with the Securities and Exchange Commission and other regulators, and company press releases.

With respect to a certain Private Fund, the investment objective is to generate capital appreciation by investing in the precious metals market with a focus on physical allocated gold. The Private Fund intends to provide Investors exposure to the gold market by investing directly in "Allocated Gold". Allocated Gold refers to gold that is owned outright by an investor and is stored, under the safekeeping of a custody arrangement, in a professional bullion vault. Santiago intends to invest the Private Fund's assets in Allocated Gold and other precious metals, including but not limited to silver, platinum and palladium. In addition, Santiago invests in mining stocks and other securities to hedge its investments in the precious metals industry.

With respect to certain other Private Funds, the investment objective is to generate capital appreciation by providing Investors with exposure to the U.S. Dollar. The Private Funds will seek to achieve this objective by investing across the fixed income, currency, commodity and equity markets.

B. Risks of Investments and Strategies Utilized

**Investing in securities involves risk of loss that the Private Funds, SMAs and Investors should be prepared to bear.** The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment program with Santiago. Prospective Investors should read the entire Brochure as well the Private Funds' Offering Documents and consult with their own advisers prior to engaging Santiago's services.

Investment and trading risk factors for include:

General Investment and Trading Risks. Investment in securities and other instruments involves a high degree of risk, including the risk that the entire amount invested could be lost. Santiago will invest in securities and other financial instruments using strategies and investment techniques with significant risk characteristics. No guarantee or representation is made that Santiago's program will be successful. Santiago's investment programs will utilize such investment techniques as option transactions, margin transactions, short sales, forwards, leverage and derivatives trading, the use of which can, in certain circumstances, maximize the adverse impact to which Private Funds and SMAs will be subject.

Equity Investments. The Fund's equity investments may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are no absolute restrictions in regard to the size or operating experience of the companies in which the Fund may invest (and relatively small companies may lack management depth or the ability to generate internally, or obtain externally, the funds necessary for growth and companies with new products or services could sustain significant losses if projected markets do not materialize). Equity prices are



directly affected by issuer specific events, as well as general market conditions. In addition, in many countries investing in common stocks is subject to heightened regulatory and self-regulatory scrutiny as compared to investing in debt or other financial instruments.

Small- and Mid-Cap Risks. A portion of the Fund's assets may be invested in securities of small-cap and mid-cap issuers. While in the General Partner's and Sub-Adviser's opinion the securities of small- and mid-cap issuers may offer the potential for greater capital appreciation than investments in securities of large-cap issuers, securities of small-cap issuers may also present greater risks. For example, some small- and mid-cap issuers often have limited product lines, markets, or financial resources. They may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers. Transaction costs in securities of small- and mid-cap issuers may be higher than in those of large-cap issuers.

Exchange Traded Funds. The Fund may invest in exchange-traded funds ("ETFs"), which are a type of index fund bought and sold on a securities exchange. The risks of owning an exchange traded fund ("ETF") generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile and ETFs have management fees that increase their costs. ETFs are also subject to other risks, including: (i) the risk that their prices may not correlate perfectly with changes in the underlying index; and (ii) the risk of possible trading halts due to market conditions or other reasons that, in the view of the exchange upon which an ETF trades, would make trading in the ETF inadvisable. An exchange-traded sector fund may also be adversely affected by the performance of that specific sector or group of industries on which it is based.

Commodities and Derivative Investments. The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, the Fund's assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties.

The Fund may buy or sell (write) both call options and put options, and when they write options, it may do so on a "covered" or an "uncovered" basis. A call option is "covered" when the writer owns securities of the same class and amount as those to which the call option applies. A put option is covered when the writer has an open short position in securities of the

relevant class and amount. The Fund's option transactions may be part of a hedging strategy (i.e., offsetting the risk involved in another securities position) or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances.

In general, without taking into account other positions or transactions the Fund may enter into, the principal risks involved in options trading can be described as follows: When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of their investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities for which it holds call options, or by taking a long position (e.g., by buying the securities or buying calls on them) in securities underlying put options.

When the Fund sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is "covered." If it is covered, the Fund would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price. If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Fund might suffer as a result of owning the security. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty, market risk, liquidity risk and operations risk.

Credit Risk. Because derivative transactions in which the Fund may engage will involve certain instruments that are not traded on an exchange but are instead traded between counterparties based on contractual relationships, the Fund is subject to the risk that a counterparty will not perform its obligations under the related contracts. Although the Fund intends to enter into transactions only with counterparties which the General Partner and Sub-Adviser believes to be creditworthy, there can be no assurance that a counterparty will not default and that the Fund will not sustain a loss on a transaction as a result.

In situations where the Fund is required to post margin or other collateral with a counterparty, the counterparty may fail to segregate the collateral or may commingle the collateral with the counterparty's own assets. As a result, in the event of the counterparty's bankruptcy or insolvency, the Fund's collateral may be subject to the conflicting claims of the counterparty's creditors, and the Fund may be exposed to the risk of a court treating the Fund as a general unsecured creditor of the counterparty, rather than as the owner of the collateral. The Fund is subject to the risk that issuers of the instruments in which it invests, and trades may default on their obligations under those instruments, and that certain events may occur that have an immediate and significant adverse effect on the value of those instruments. There

can be no assurance that an issuer of an instrument in which the Fund invests will not default, or that an event that has an immediate and significant adverse effect on the value of an instrument will not occur, and that the Fund will not sustain a loss on a transaction as a result. Transactions entered into by the Fund may be executed on various U.S. and non-U.S. exchanges, and may be cleared and settled through various clearing houses, custodians, depositories and prime brokers throughout the world. Although the Fund attempts to execute, clear and settle the transactions through entities the General Partner and Sub-Adviser believes to be sound, there can be no assurance that a failure by any such entity will not lead to a loss to the Fund.

Swap Agreements. The General Partner and Sub-Adviser, on behalf of the Fund, or the Fund may enter into swap agreements. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Swap agreements can take many different forms and are known by a variety of names, including “contracts for differences.” The Fund is not limited to any particular form of swap agreement if the General Partner and Sub-Adviser determines that other forms are consistent with the Fund’s investment objective and policies.

Swap agreements will tend to shift the Fund’s investment exposure from one type of investment to another. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Fund’s portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from the Fund. If a swap agreement calls for payments by the Fund, it must be prepared to make such payments when due. In addition, if the counterparty’s creditworthiness declined, the value of a swap agreement would be likely to decline, potentially resulting in losses by the Fund.

Foreign Derivatives. The Fund’s futures activities may include futures traded in non-U.S. markets. The risks of these activities may be greater than those of trading in futures on U.S. exchanges. For example, foreign futures are cleared on and subject to the rules of a foreign board of trade. Neither the CFTC nor the National Futures Association regulates activities of any foreign board of trade, including execution, delivery and clearing of transactions. Moreover, these agencies have no enforcement authority over foreign boards of trade. In addition, funds provided for foreign futures may not be provided the same protections as funds received in respect of United States transactions.

Foreign Currency Forward Contracts. Foreign currency forward contracts (agreements to exchange one currency for another at a future date) involve a risk of loss if the Fund fails to accurately predict the direction of currency exchange rates. For example, the Fund may experience a loss if it increases its exposure to a foreign currency and that currency’s value in relation to the U.S. dollar subsequently falls. In addition, forward contracts are not guaranteed by an exchange or clearinghouse. Therefore, a default by the forward contract counterpart may result in a loss to the Fund for the value of unrealized profits on the contract or for the

difference between the value of its commitments, if any, for purchase or sale at the current currency exchange rate and the value of those commitments at the forward contract exchange rate.

**Exchange Rate Risk.** The Fund may invest in securities that are denominated in currencies other than the U.S. dollar. The value of that particular currency may change in relation to the U.S. dollar. Among the factors that may affect currency values are political events, trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation. Changes in currency values may affect the NAV of the Fund.

**Highly Volatile Markets.** The prices of financial instruments in which Santiago can invest can be highly volatile. Price movements of forward and other derivative contracts in which their assets can be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Private Funds and SMAs are subject to the risk of failure of any of the exchanges on which their positions trade or of its clearinghouses.

**Use of Leverage and Financing.** The Fund may leverage its capital because the General Partner and Sub-Adviser believes that the use of leverage may enable the Fund to achieve a higher rate of return. Accordingly, the Fund may pledge its securities in order to borrow additional funds for investment purposes. The Fund may also leverage its investment return with options, short sales, swaps, forwards and other derivative instruments. The amount of borrowings which the Fund may have outstanding at any time may be substantial in relation to its capital. There is no limit on the Fund's ability to borrow or use leverage. While leverage presents opportunities for increasing the Fund's total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by the Fund would be magnified to the extent the Fund is leveraged. The cumulative effect of the use of leverage by the Fund in a market that moves adversely to the Fund's investments could result in a substantial loss to the Fund which would be greater than if the Fund were not leveraged. The use of short-term margin borrowings results in certain additional risks to the Fund. For example, should the securities pledged to brokers to secure the Fund's margin accounts decline in value, the Fund could be subject to a "margin call", pursuant to which the Fund must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to satisfy its margin requirements. The Fund may borrow by entering into reverse repurchase agreements. Under a reverse repurchase agreement, the Fund sells securities and agrees to repurchase them at a mutually agreed date and price. Reverse repurchase agreements may involve the risk that the market value of the securities retained in lieu of sale by the Fund may decline below the price of the securities the Fund has sold but is obligated to repurchase. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, such buyer or its trustee or receiver may receive an extension of time to

determine whether to enforce the Fund's obligation to repurchase the securities and the Fund's use of the proceeds of the reverse repurchase agreement may effectively be restricted pending such decision. To the extent that, in the meantime, the value of the securities that the Fund has purchased has decreased, the Fund could experience a loss. The financing used by the Fund to leverage their portfolio is extended by securities brokers and dealers in the marketplace in which the Fund invests. While the Fund attempts to negotiate the terms of these financing arrangements with such brokers and dealers, its ability to do so is limited. The Fund is therefore subject to changes in the value that the broker-dealer ascribes to a given security or position, the amount of margin required to support such security or position, the borrowing rate to finance such security or position and/or such broker-dealer's willingness to continue to provide any such credit to the Fund. Because the Fund currently has no alternative credit facility which could be used to finance its portfolio in the absence of financing from broker-dealers, it could be forced to liquidate its portfolio on short notice to meet its financing obligations. The forced liquidation of all or a portion of the Fund's portfolio at distressed prices could result in significant losses to the Fund.

Net Cash. The Fund may hold a significant portion of its portfolio in cash and cash equivalents. This may result in the Fund's investment results underperforming market indices, or a portfolio which is 100% invested without any net cash holdings.

High Risk Investments. While investments in companies in certain industries offer the opportunity for significant capital gains, such investments involve a high degree of business, financial, technological and regulatory risk, which can result in substantial losses. Moreover, Fund's portfolio may include investments particularly subject to increased risk because they are in companies at an early stage of development, which have been or may go into bankruptcy, acquired as leverage buyouts subject to interest rate fluctuations, or engaged in highly competitive industries dominated by companies with substantially greater resources. As a result, the Fund may experience substantial volatility and potential for loss. The General Partner and Sub-Adviser believe that their investment program and research techniques moderate this risk through a careful selection of securities and other financial instruments. However, no guarantee or representation is made that the program will be successful.

Unidentified Investments; Competitive Market for Investments. The General Partner and Sub-Adviser may be very selective when seeking investments. The business of identifying and structuring certain transactions is competitive (and may become more competitive in the future) and involves a high degree of uncertainty. There can be no assurance that the General Partner and Sub-Adviser will be able to locate and complete attractive investments or that it will be able to adhere to the investment strategy outlined herein. Furthermore, there can be no assurance that the General Partner and Sub-Adviser will be able to invest the entire amount of the Fund's assets or that suitable investment opportunities will otherwise be identified. If the General Partner and Sub-Adviser are unable to identify adequate investments at any given time, a significant portion of the Fund's assets may be held in cash or equivalents, which produce low rates of return.

Hedging Transactions. Santiago is not required to attempt to hedge portfolio positions in a Private Fund or SMA's account and, for various reasons, may determine not to do so. Furthermore, Santiago may not anticipate a particular risk so as to hedge against it. While the Private Fund and SMAs can enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Private Fund or SMAs than if they had not engaged in any such hedging transactions. For a variety of reasons, Santiago will not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation can prevent the Private Fund or SMAs from achieving the intended hedge or expose the Private Fund or SMAs to risk of loss.

Derivatives and Hedging. Santiago can invest and trade in a variety of derivative instruments, both to hedge a Private Fund or SMA's portfolio and for profit. Derivatives are financial instruments or arrangements in which the risk and return are related to changes in the value of other assets, reference rates or indices. The ability to profit or avoid risk through investment or trading in derivatives will depend on Santiago's ability to anticipate changes in the underlying assets, reference rates or indices.

Short Selling. Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Private Funds or SMAs of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position are available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Limited Diversification. The Agreement generally does not limit the amount of the Private Fund's or SMA's capital that will be committed to any single investment, industry or sector. At any given time, it is therefore possible that Santiago will select investments that are concentrated in a limited number or types of investments. This limited diversity could expose the Private Funds or SMAs to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those investments.

Non-U.S. Securities. Investments in securities of non-U.S. issuers pose a range of potential risks which could include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information will be available regarding securities of non-U.S. issuers, and non-U.S. issuers will not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers.

Emerging Markets. In addition to the risks associated with investments outside of the U.S., investments in emerging markets (i.e., the developing countries) involve additional risks. Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighboring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market securities, little or no market can exist for the securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices.

Brokerage Commissions/Transaction Costs. During some periods, the Fund's activities may involve a high level of trading, and the turnover of its portfolio may generate substantial transaction costs. These costs will be borne by the Fund regardless of its profitability.

Reliance on Third-Party Managers. In the event Santiago allocates a portion of the Private Fund's or SMA's assets to a third-party manager, such investment will be subject to similar risks described in this Brochure, including conflicts of interest, general fund risks and investment and trading risks. Regardless of whether the Private Funds or SMAs utilizes leverage, Limited Partners will be indirectly exposed to the use of leverage through the Private Fund's investment with a third-party manager. In addition, Santiago will generally have no right to participate in the management, control or operations of the vehicles managed by third-party managers.

Illiquid Investments. Santiago can invest in securities and other assets, which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable. The Private Funds and SMAs may not be able to sell them when they desire to do so or to realize what they perceive to be their fair value in the event of a sale.

Currency. The Private Funds and SMAs can invest a portion of their assets in instruments denominated in currencies other than the U.S. dollar, the price of which is determined with reference to currencies other than the U.S. dollar. Private Fund and SMA accounts will, however, be valued in U.S. dollars. To the extent unhedged, the value of the assets will fluctuate with U.S. dollar exchange rates as well as the price changes of investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies will reduce, all other economic factors being constant, the effect of increases and magnify the effect of decreases in the prices of the account's securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on non-U.S. dollar securities. To the extent permitted, the Private Funds and SMAs also may, but does not expect to regularly do so, utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

Fixed Income Securities. The value of fixed income securities (including sovereign debt instruments) in which the Private Funds and SMAs can invest will change in response to fluctuations in interest rates. In addition, the value of certain fixed income securities can fluctuate in response to perceptions of credit worthiness, political stability or soundness of economic policies. Valuations of other fixed income instruments can fluctuate in response to changes in the economic environment that may affect future cash flows. Except to the extent that values are independently affected by currency exchange rate fluctuations, when interest rates decline, the value of fixed income securities generally can be expected to rise. Conversely, when interest rates rise, the value of fixed income securities generally can be expected to decline. The longer a debt security's duration, the more sensitive such debt security is to this risk.

Counterparty Risk. Some of the markets in which Santiago can effect Private Fund and SMA transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes Private Fund and SMAs to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Private Fund or SMAs to suffer a loss.

Systems and Operational Risk. The Fund's investment strategy relies extensively on computer programs and systems to trade, clear and settle securities transactions, to evaluate certain securities based on real-time trading information, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of account activities. In addition, certain of the General Partner's and Sub-Adviser's operations interface with or depend on systems operated by third parties, including its prime brokers and market counterparties and their sub-custodians and other service providers, and the General Partner and Sub-Adviser may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by worms, viruses and power failures. Any such defect or failure could have a material adverse effect on the Fund portfolio.

Possibility of Losses Associated with Proprietary Investment Activities. The General Partner and Sub-Adviser utilize a proprietary investment screening process, and the Fund may from time to time make or maintain large proprietary investment positions in securities. Market fluctuations and other factors may result in substantial losses which may not have been possible had such a proprietary screening process not been used. Although the General Partner and Sub-Adviser believe such investment screening process is proprietary, it cannot guarantee that the confidentiality of such process will be maintained, that it gives the General Partner and Sub-Adviser a competitive advantage or that other investment managers do not employ the same or similar practices in their investment programs.



Investment in Other Private Funds. The Fund may invest in other pooled investment vehicles ("Other Private Funds") which would subject the Fund to risks and expenses of the Other Private Funds. Such risk encompasses the possibility of loss due to the Other Private Funds' fraud, intentional or inadvertent deviations from a predefined investment strategy (including excessive concentration, directional investing outside of predefined ranges, excessive leverage or new capital markets), or simply poor judgment. The returns of the Other Private Funds are impacted by the ability of the Other Private Funds and their general partners or investment managers, in their capacity as the investment manager to the Other Private Funds, to successfully apply their investment techniques to generate profits for the Other Private Funds. The volatility of the Other Private Funds will depend on the nature of their exposure to investments and on each general partner or investment manager, in their capacity as the investment manager to the Other Private Funds, ability to reduce risk by trading and hedging techniques. There can be no assurance that the Other Private Funds will achieve their objectives or avoid substantial losses. During the lifetime of the Fund, there could be material changes in the Other Private Funds. The effect of such changes of the Other Private Funds cannot be predicted but could be material and adverse. Under certain circumstances, the Fund may not be able to quickly alter its portfolio allocation in response to any such changes, which may result in substantial losses from investing in the Other Private Funds.

Other Private Funds may have liquidity constraints, such as "gates," "side pockets," suspension of withdrawals/net asset value calculations, withdrawals in-kind, special liquidity vehicles, lock-ups, withdrawal fees and less frequent withdrawal rights. The General Partner has no control over the liquidity of the Other Private Funds and may depend on the Other Private Funds to provide valuations as well as liquidity in order to process withdrawals. Limited Partners must recognize that under certain circumstances, withdrawals may be materially restricted or delayed due to the Other Private Funds' illiquidity. In some cases, the General Partner may have allocated Fund assets to Other Private Funds from which the General Partner later intends to liquidate but the Fund is unable to do so promptly due to liquidity constraints imposed by such Other Private Funds. To the extent that a material portion of the Fund's assets are allocated to Other Private Funds that take such actions, the Fund will likely be unable to withdraw from such Other Private Funds for an extended period of time notwithstanding a desire to do so. Such inability to withdraw from such Other Private Funds could expose the Fund to losses it may have avoided if it had been able to allocate away from such Other Private Funds.

The complicated and often protracted process of withdrawing from Other Private Funds could hinder the Fund's ability to adjust its Other Private Fund allocations. It could also cause the Fund to become unbalanced in the event the Fund withdraws from its more liquid Other Private Funds to fund the Fund's redemptions or expenses. Also, to the extent that a material portion of Other Private Funds suspend the calculation of net asset value, the General Partner may be unable to calculate the Fund's net asset value

Multiple Levels of Fees and Expenses; Other Private Fund Managers' Performance Fees. The Fund may incur management, performance, advisory, sponsorship or other fees and expenses when investing in or allocating assets to Other Private Funds. Further, the Other Private Funds investments may subject the Fund to indirect exchange commissions or other fees and costs associated with their investments. In addition, Other Private Fund managers' performance fees are generally paid on a quarterly or annual basis. Therefore, a manager or general partner of another Private Fund could receive performance fees in a year even though its corresponding Other Private Fund was unprofitable during such year. Once a performance fee is paid, the Other Private Fund Manager retains the fee regardless of subsequent performance of its corresponding Other Private Fund. Performance fees will be calculated separately for each Other Private Fund, so the Fund could bear substantial performance fees in respect of Other Private Funds whose trading is profitable even when the Fund as a whole has a loss.

Information Sources. The General Partner and Sub-Adviser select investments for the Fund based in part on information and data that the issuers of such securities file with various government agencies or make directly available to the General Partner and Sub-Adviser or that the General Partner and Sub-Adviser obtains from other sources. The General Partner and Sub-Adviser are not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not readily available.

Risk of Trading in Futures. Futures transactions are executed and cleared through futures commission merchants ("FCMs") who receive compensation for their services. The selection of an FCM is generally based on the overall quality of execution and other services, including research, provided by the FCM. Upon entering a futures contract, the Fund is required to deposit with the FCM or be credited by the FCM an amount of cash or cash equivalents equal to a percentage of the contract amount. Subsequent payments, debits or credits thereon are made or received by the Fund each day depending on the daily fluctuation in the value of the contract.

Futures prices can be highly volatile. Because of the low margin deposits normally required in futures trading, an extremely high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the investor. Like other leveraged investments, a futures transaction may result in losses in excess of the amount invested.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Futures prices have occasionally moved beyond the daily limits for several consecutive days with little or no trading. Over-the-counter instruments generally are not as

liquid as instruments traded on recognized exchanges. This constraint could prevent the Fund from promptly liquidating unfavorable positions and subject it to substantial losses. The CFTC and the United States commodities exchanges have established limits referred to as “speculative position limits” on the maximum net long or net short speculative positions that any person may hold or control in any particular futures contracts traded on United States commodities exchanges. All accounts (proprietary or client) owned or managed by the General Partner and Sub-Adviser will be combined for position limit purposes. The General Partner and Sub-Adviser could be required to liquidate positions held for the Fund in order to comply with such limits. Any such liquidation could result in substantial costs to the Fund.

**FCM Margin Requirement Adjustments.** Any or all of the Fund’s FCMs may, in such FCM’s sole discretion, raise the margin requirements applicable to the Fund upon minimal notice or no notice at all, and such margin requirement adjustments may occur at any time, including during such periods in which the Fund’s portfolio is undergoing a significant drawdown. A direct result if such an event is that the Fund may be forced to exit futures positions under extremely unfavorable conditions, thereby causing the Fund to incur substantial losses.

**Futures Trading is Highly Leveraged.** The margin deposit required to enter into a futures position is typically 2-10% of the total value of the contract. As a result, if the Fund’s account is margined, a relatively small price movement in a commodity futures contract may result in a loss to the investor equal to or substantially greater than the amount of the deposit. Combined with the volatility of futures prices, the leveraged nature of futures trading can cause futures traders to sustain large and sudden losses of their capital. When the market value of a particular open position changes to a point where the margin on deposit in a participating investor’s account does not satisfy the applicable maintenance margin requirements imposed by the Fund’s FCM, the Fund will receive a margin call from the FCM. If the Fund does not satisfy the margin call within a reasonable time (which may be as brief as a few hours), the FCM will close out the Fund’s position.

**Stock Index Futures.** Using stock index futures for hedging involves several risks. Price movement in the stock index and price movements in the Securities that are the subject of the hedge do not always correlate. Positions in futures contracts may be closed out only on the exchange on which they were entered into or through a linked exchange, and there is no secondary market for those contracts. In addition, there may be no active market for the contracts at any particular time. Some exchanges do not permit trading in particular contracts at prices that fluctuate more than a set limit in any day. If prices fluctuate during a single day beyond those limits, the Fund may not be able to liquidate unfavorable positions promptly and may lose money.

**No Control Over Portfolio Issuers.** The Fund may acquire substantial positions in the securities of particular companies. Nevertheless, the Fund is unlikely to be represented on the board of directors or share any control over the management of any such company. The success of each investment depends on the ability and success of the management of that

company, in addition to economic and market factors.

**Terrorist Action.** There is a risk of terrorist attacks on the United States and elsewhere causing significant loss of life and property damage and disruptions in global markets. Economic and diplomatic sanctions may be in place or imposed on certain states and military action may be commenced. The impact of such events is unclear but could have a material effect on general economic conditions and market liquidity.

**Cybersecurity Risk.** As part of its business, the General Partner and/or Sub-Adviser processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Fund and personally identifiable information of the Limited Partners. Similarly, service providers of the General Partner, the Sub-Adviser or the Fund, if any, may process, store and transmit such information. The General Partner has procedures and systems in place to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to the General Partner or Sub-Adviser may be susceptible to compromise, leading to a breach of the General Partner's or Sub-Adviser's network. The General Partner's and/or Sub-Adviser systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Breach of the General Partner's and Sub-Adviser's information systems may cause information relating to the transactions of the Fund and personally identifiable information of the Limited Partners to be lost or improperly accessed, used or disclosed.

The service providers of the General Partner, the Sub-Adviser and the Fund are subject to the same electronic information security threats as the General Partner and the Sub-Adviser. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Fund and personally identifiable information of the Limited Partners may be lost or improperly accessed, used or disclosed.

The loss or improper access use or disclosure of the General Partner's, the Sub-Adviser's or the Fund's proprietary information may cause the General Partner, the Sub-Adviser or the Fund to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Fund and the Limited Partners' investments therein.

**Master-Feeder Structure.** The Fund invests substantially all of its assets through a “master-feeder” fund structure in the Master Fund, that will conduct the investment activities described in this Memorandum. The “master-feeder” fund structure presents certain unique risks to investors. For example, a smaller feeder fund investing in a master fund may be materially affected by the actions of a larger feeder fund investing in such master fund. If a larger feeder fund redeems its shares of a master fund, a remaining feeder fund may experience higher pro rata operating expenses, thereby producing lower returns. A master fund may become less diverse due to a redemption by a larger feeder fund, resulting in increased portfolio risk. A master fund is a single entity and creditors of such master fund may enforce claims against all assets of such master fund, including a pro rata share of assets owned by the feeder.

**The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment with Santiago. Prospective Investors should read the entire Brochure as well the Private Funds’ Offering Documents and any other materials that can be provided by Santiago and consult with their own advisers prior to engaging Santiago’s services.**

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Santiago or the integrity of Santiago’s management. Santiago has no information applicable to this Item.

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

A. **Registration as a Broker-Dealer or Broker-Dealer Representative**

Neither Santiago nor its management persons are registered as a broker-dealer or broker-dealer representative.

B. **Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Santiago is registered as a commodity pool operator, and certain Private Funds will utilize the Rule 4.7 exemption (17 C.F.R. 4.7). Neither Santiago nor its management persons are registered as a futures commission merchant, or as a commodity trading advisor.

C. **Relationships Material to this Advisory Business and Possible Conflicts of Interest**

Brent Johnson is currently the Managing Member of Santiago. Prior to Santiago, Mr. Johnson was a Wealth Manager and Managing Director in the firm of Baker Avenue Asset Management (“Baker Avenue”). Santiago has entered into a Sub-Advisory Agreement with Baker Avenue dated July 1, 2019 in which Baker Avenue will provide investment management services with respect to investment accounts, including cash and

investments of Santiago in accordance with the terms and conditions of the sub-advisory agreement and appoints Baker Avenue as the attorney-in-fact to invest and reinvest the investment assets as fully as Santiago.

The Private Funds have retained IceCap Asset Management Limited, as sub-adviser pursuant to an investment management agreement. The sub-adviser will assist Santiago with the management of the business and affairs of the Private Funds.

D. Selection of Other Advisors or Managers

Santiago can utilize or select other advisors or third-party managers ("Other Advisors"). Santiago will review all such relationships that could be construed as conflicts of interest and will always transact business in a manner that prevents or avoids such conflicts. Investors will not be charged additional fees other than those described in Item 5 and Item 6 above.

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

A. Code of Ethics

Santiago has adopted a Code of Ethics (the "Code") to govern its ethical obligations regarding personal securities transactions pursuant to Rule 204A-1 under the Advisors Act. The Code covers a range of topics which include: (1) basic principles; (2) policies against illegal activities, insider trading, frontrunning and scalping; (3) specific rules regarding personal accounts, service as a director, gifts and entertainment; and (4) duties of confidentiality. The Code sets forth procedures to monitor compliance with its policies and rules, requires recordkeeping and reporting, and establishes sanctions for violations. With respect to insider trading, the Code sets forth (1) a policy statement and general principles, including definitions, bases for liability and penalties; (2) procedures to implement the policy, including identifying inside information, personal securities trading, restricting access to material nonpublic information, and resolving issues concerning insider trading; and (3) supervisory procedures, including prevention and detection of insider trading, special and annual reports to management and recordkeeping.

With respect to personal accounts, the Code covers the following: disclosure of holdings, pre-clearance of securities transactions, short-term trading, new issues securities, private placements, and private fund investments and distributions. The Code requires quarterly reporting, employee verification, and receipt of reporting from broker-dealers.

Santiago will provide a copy of its Code of Ethics to current and prospective Investors upon request. Such a request can be made by submitting a written request to Santiago at the address on the cover page to this Brochure.

B. Recommendations Involving Material Financial Interests

Neither Santiago nor its related persons recommends to Private Funds or SMAs, or buys or sells for these accounts, securities in which Santiago or a related person has a material financial interest.

C. Investing Personal Money in the Same Securities as Private Funds or SMAs

Santiago, its Employees and/or the related persons can also personally buy or sell the same instruments that Santiago buys or sells for Private Fund or SMA accounts, and it or they can own securities, or options on securities, of issuers whose securities are subsequently bought

for Private Fund or SMA accounts because of Santiago's recommendations regarding a particular security. Santiago's policy as to such transactions is that neither Santiago nor any of its Employees or related persons can benefit from price movements that may be caused by transactions for Private Fund accounts or otherwise. Santiago addresses this conflict by requiring employees to sign and adhere to Santiago's Code and to report personal securities holdings and transactions to Santiago.

D. Trading Securities At/Around the Same Time as Private Funds' or SMAs' Securities

As discussed above, from time to time, Santiago, its Employees, or related persons of Santiago can buy or sell securities for themselves that Santiago also recommends to the Private Funds or SMAs. Santiago will always document any transactions that could be construed as conflicts of interest and will always transact Private Fund and SMA business before the business of its Employees and/or related persons when similar securities are being bought or sold.

## **Item 12 – Brokerage Practices**

A. Factors Used to Select or Recommending Broker-Dealers

Santiago will always have discretion as to the placement of brokerage (and accordingly, the commission rates paid). In selecting brokers to effect portfolio transactions, Santiago considers such factors as price, quality of execution, expertise in particular markets, the ability of the brokers to effect the transactions, the brokers' facilities, reliability, reputation, experience, financial responsibility in particular markets, familiarity both with investment practices generally and techniques employed by Santiago and certain brokerage or research services ("soft dollar items") provided by such brokers and clearing and settlement capabilities, subject at all times to principles of best execution, in accordance with Santiago's policies and procedures. In selecting broker/dealers to execute transactions, Santiago need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Santiago believes that the broker-dealers that it recommends provide competitive transaction and custody costs, helping the Private Funds and SMAs to eliminate or control costs and optimize the custodial structure to the benefit of account holders. When possible, Santiago seeks to pre-negotiate preferred terms for its Private Funds and SMAs providing them with the benefits associated with the economy of scale and custodial

knowledge of the firm.

Certain brokers utilized by Santiago may provide general assistance to Santiago, including, but not limited to technical support, consulting services, and consulting services related to staffing needs. In selecting a broker, Santiago can consider the broker's general assistance and consulting services. To the extent Santiago would otherwise be obligated to pay for such assistance, it has a conflict of interest in considering those services when selecting a broker.

1. Research and Other Soft Dollar Benefits

Santiago currently does anticipate receiving research or other products or service other than execution from a broker-dealer or third-party in connection with Private Fund and SMA securities transactions ("soft dollar benefits"). Santiago shall have the right if, in good faith, it considers it to be in the best interest of the Private Funds and SMAs, and consistent with Santiago's obligations to do so, to enter into "soft dollar" arrangements with one or more broker-dealers. All "soft dollar" arrangements will fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act, as that safe harbor is currently interpreted by the Securities and Exchange Commission. If in the future Santiago obtains "soft-dollar" benefits, this Brochure will be appropriately amended.

Santiago can effect transactions with broker-dealers who provide research services (collectively, "soft-dollar items") to Santiago that assist Santiago in making investment and trading decisions on behalf of the Private Funds and SMAs. The negotiated commissions paid to broker-dealers supplying soft-dollar items may not represent the lowest obtainable commission rates. In any such arrangement, the amount of the commission paid must be reasonable in relation to the value of the brokerage and soft-dollar items provided by the broker-dealer, viewed in terms of either the particular transaction or Santiago's overall responsibilities with respect to the Private Funds and SMAs. Santiago intends to comply with the soft-dollar "safe harbor" afforded by Section 28(e) under the 34 Act.

When Santiago uses Private Fund or SMA brokerage commissions to obtain soft-dollar items, it receives a benefit because it does not have to produce or pay for such soft-dollar items. However, Santiago believes that such soft dollar items can provide the Private Funds and SMAs with benefits by supplementing the research and services otherwise available to the Private Funds and SMAs. In addition, the research and other benefits resulting from a brokerage relationship benefit all accounts or Santiago's operations as a whole, including any Private Fund or SMA accounts that direct Santiago to use a broker that does not provide soft dollar benefits.

Santiago can have an incentive to select or recommend a broker-dealer based on its interest in receiving the soft-dollar items, rather than on the Private Fund's or SMA's interest in receiving most favorable execution. Santiago periodically reviews the execution performance of its brokers to ensure that any potential conflicts of interests are resolved.

To the extent that Santiago does engage in such "soft dollar" arrangements, the Private Fund or SMA may incur brokerage commissions in excess of that which another broker might charge for effecting the same transaction if Santiago determines in good faith that such commission



is reasonable in relation to the value of the brokerage, research, other services and soft dollar relationships provided by that broker, viewed in terms of either the specific transaction or Santiago's overall responsibilities to the portfolios over which Santiago exercises investment authority.

Soft-dollar items, whether provided directly or indirectly, can be utilized for the benefit of Santiago's and its affiliates' other accounts. Soft-dollar items are not limited to those Private Funds or SMAs who have generated a particular benefit although certain soft dollar allocations are connected to particular Private Funds or SMAs or groups of Private Funds and SMAs. Soft dollar benefits are not proportionally allocated to any accounts that generate different amounts of the soft dollar benefits. Santiago can receive soft dollar credits based on principal, as well as agency, securities transactions with brokerage firms.

A broker from which Santiago obtains soft dollar services generally establishes "credits" based on past transactional business (including markups and markdowns on principal transactions), which can be used to pay for specified expenses. In some cases, the process is less formal, and a broker simply will suggest a level of future business that would fully compensate the broker for services or products it provides. Santiago monitors the soft dollar services provided to ensure that appropriate transactions are executed with a soft dollar provider.

## 2. Brokerage for Private Fund or SMA Referrals

Santiago does not consider, in selecting or recommending broker-dealers, Private Fund or SMA referrals from a broker-dealer. Santiago may receive referrals in the future and if it does it will appropriately amend this Brochure.

## 3. Directed Brokerage

Santiago does not participate in directed brokerage arrangements. Securities transactions are executed by brokers selected by Santiago in its discretion and without the consent of the Private Funds, SMAs or its Investors. Santiago can enter into directed brokerage arrangements in its discretion.

### B. Aggregating Trading for Multiple Private Fund and SMA Accounts

Santiago can (but is not required to) combine orders on behalf of one Private Fund or SMA account with orders for other Private Fund or SMA accounts for which it or its principals have trading authority, or in which it or its principals have an economic interest. When it does, Santiago will generally allocate the securities or proceeds arising out of those transactions (and the related transaction expenses) on an average price basis among the various participants. Santiago believes combining orders in this way will, over time, be advantageous to all participants. However, the average price could be less advantageous to a Private Fund or SMA than if that Private Fund or SMA had been the only account effecting the transaction or had completed its transaction before the other participants. Because of Santiago's relationship to the Private Funds and SMAs it manages by virtue of its position as an investment manager, there can be circumstances in which transactions for those entities cannot, under certain

laws, regulations and internal policies, be combined with those of some of Santiago's and its affiliates' other Private Funds or SMAs, which may result in less advantageous execution for those Private Funds or SMAs.

Santiago can place orders for the same security for different Private Funds or SMAs at different times and in different relative amounts due to differences in investment objectives, cash availability, size of order and practicability of participating in "block" transactions. The level of participation by different Private Funds or SMAs in the same security will also be dependent upon other factors relating to the suitability of the security for the particular Private Fund or SMA.

In addition, Santiago and/or its related persons may buy or sell specific securities for its or their own account that are not deemed appropriate for Private Fund or SMAs accounts at the time, based on personal investment considerations that differ from the considerations on which decisions as to investments in Private Fund or SMA accounts are made. Where execution opportunities for a particular security are limited, Santiago attempts in good faith to allocate such opportunities among Private Funds and SMAs in a manner that, over time, is equitable to all Private Funds and SMAs.

### **Item 13 – Review of Accounts**

A. Frequency and Nature of Periodic Review and Who Makes Those Reviews

Santiago reviews Private Fund and SMA accounts on a regular, but no less than monthly basis to ensure consistency with the Private Fund or SMA's strategy and performance objectives. Asset allocation, cash management, market prospects and individual issue prospects are considered. The reviews are conducted by Brent Johnson.

B. Factors That Will Trigger a Non-Periodic Review of Accounts

Reviews may take place more frequently if triggered by economic, market, or political conditions.

C. Content and Frequency of Regular Reports

Investors in the Private Funds or SMAs will generally receive unaudited reports of performance monthly and will receive audited year-end financial statements annually.

### **Item 14 – Referrals and Other Compensation**

A. Economic Benefits Provided by Third Parties

Santiago does not receive any economic benefit, directly or indirectly from any third party for advice rendered to the Private Funds or SMAs.

B. Compensation to Non-Advisory Personnel for Referrals

Currently, neither Santiago nor its related persons directly or indirectly compensates any person who is not advisory personnel for referrals. If in the future Santiago enters into such

arrangements, this Brochure will be appropriately amended.

### **Item 15 – Custody**

The Investment Advisers Act of 1940 Rule 206(4)-2 provides that, because Santiago has authority to deduct its fees and expenses from Private Fund and SMA accounts, Santiago is considered to have “custody” of Private Fund and SMA assets, even though independent custodians actually hold those assets. The custody rules generally require investment advisers that have “custody” of assets to cause certain account statements detailing holdings and transactions to be sent to Private Funds and SMAs and imposes certain other obligations. Santiago expects to satisfy these custody requirements by (i) requiring written authorization from each Private Fund or SMA permitting direct payment of fees from an account maintained by an independent custodian; (ii) sending each Private Fund or SMA a statement showing the amount of its fee, the value of the Private Fund’s or SMAs assets upon which the fees were based, and the specific manner in which the fees were calculated; (iii) disclosure to Private Funds and SMAs that it is their responsibility to verify the accuracy of the fee calculations and that the custodian will not determine whether the fees are properly calculated; and (iv) requiring custodians of Private Fund and SMA accounts to send the Private Fund and SMA a statement, at least quarterly, showing all disbursements from the account, including advisory fees.

### **Item 16 – Investment Discretion**

The Offering Documents generally authorize Santiago to invest and trade assets in a broad range of investments, to be selected at Santiago’s discretion, with no specific limitations as to type, amount, concentration, or leverage. Further, Santiago can enter into any type of investment transaction and employ any investment methodology or strategy it deems appropriate.

Pursuant to the Offering documents, each Investor designates Santiago as its attorney-in-fact to execute, certify, acknowledge, file, record and swear to all instruments, agreements and documents necessary or advisable to carrying out the Private Funds’ or SMAs business and affairs, including execution of governing documents. An Investor’s execution of a subscription agreement constitutes execution of the governing documents.

### **Item 17 – Voting Securities**

Santiago does not have any authority to and does not vote proxies on behalf of Private Funds or SMAs.

### **Item 18 – Financial Information**

Santiago has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to the Private Funds or SMAs and has not been the subject of a bankruptcy petition.

A. Balance Sheet

Santiago does not require or solicit prepayment of more than \$500 in fees per Private Fund, six months or more in advance and therefore is not required to include a balance sheet with this Brochure.

B. Financial Condition

Santiago has discretionary authority over the Private Fund and SMA assets. At this time, neither Santiago nor its management persons have any financial conditions that are likely to reasonably impair their ability to meet contractual commitments.