

**PART 2A OF FORM ADV**

**FIRM BROCHURE**



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**MARCH 2022**

This brochure provides information about the qualifications and business practices of Little Harbor Advisors, LLC ("LHA"). If you have any questions about the contents of this brochure, please contact us at the telephone number listed above. 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. References in this brochure to LHA as a "registered investment adviser" are not intended to imply a certain level of skill or training.

Additional information about Little Harbor Advisors, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

## **ITEM 2-MATERIAL CHANGES**

LHA is updating its Firm Brochure as of March 2022. The changes made to LHA's Firm Brochure are intended to reflect the current provisions found in the Prospectus and Statement of Additional Information for each of the LHA Market State® Alpha Seeker ETF, the LHA Market State® Tactical Beta ETF, the LHA Market State Tactical Q ETF; to reflect the current provisions found in the Prospectus and Statement of Additional information for LHA Tactical Beta Variable Series Fund; and to reflect the current provisions found in the Confidential Placement Memorandum of a private collective investment fund, the LHA MOTR Long-Short Fund, L.P. Since LHA filed its last Firm Brochure in March 2021, LHA has launched the LHA Market State Tactical Q ETF; the LHA Tactical Beta Variable Series Fund; and the LHA MOTR Long-Short Fund, L.P.

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#### ITEM 4

##### **ADVISORY BUSINESS.**

Little Harbor Advisors, LLC ("LHA") was founded in January of 2012 and filed with the SEC to be a registered investment adviser in August of 2013. LHA provides discretionary investment advisory services to LHA Market State® Alpha Seeker ETF (the "Alpha Seeker ETF"), the LHA Market State® Tactical Beta ETF (the "Tactical Beta ETF"), and the Market State® Tactical Q ETF (the "Tactical Q ETF") (collectively, the Alpha Seeker ETF, the Tactical Beta ETF, and the Tactical Q ETF are herein referred to as the "Market State ETFs"). LHA also provides discretionary investment advisory services to the LHA Tactical Beta Variable Series Fund (the "VIT Fund") and to a private collective investment fund, the LHA MOTR Long-Short Fund, L.P (the "MOTR Fund"). In the future, LHA may provide discretionary investment advisory services to other registered funds and/or other private collective investment funds.

The focus of LHA's investment advisory services is to implement each fund's investment strategy, manage and allocate fund assets, and to monitor and oversee a fund's investment return and exposure. In regard to the funds to which LHA currently provides investment advisory services, LHA does not tailor its advisory services to individual investors and does not accept investor-imposed investment restrictions. As of March 28, 2022, LHA had total assets under management of approximately \$352,000,000 in the Market State ETFs, in the VIT Fund, and in the MOTR Fund.

TAI Equity Holdings, LLC is the managing member of LHA, and its managing member is LHA's Chief Executive Officer, John Hassett. The principal owner of TAI Equity Holdings, LLC is also John Hassett. Currently, LHA does not have any individual investor that has an ownership interest equal to or greater than twenty-five percent (25%).

##### **LHA Market State® Alpha Seeker ETF:**

The Alpha Seeker ETF is a series of ETF Series Solutions (the "Series Solutions Trust"). The Series Solutions Trust is an open-end management investment company consisting of multiple investment series. The Series Solutions Trust was organized as a Delaware statutory trust on February 9, 2012. The Series Solutions Trust is registered with the SEC under the Investment Company Act of 1940, as amended (together with the rules and regulations adopted thereunder, as amended, the "1940 Act"), as an open-end management investment company and the offering of the Alpha Seeker's ETF shares is registered under the Securities Act of 1933, as amended (the "Securities Act"). The Series Solutions Trust is governed by its Board of Trustees (the "Series Solutions Board"). LHA serves as the investment adviser to the Alpha Seeker ETF. As the investment adviser to the Alpha Seeker ETF, LHA has responsibility for its general management and administration.

The Alpha Seeker ETF's investment objective is to seek to provide positive returns across multiple market cycles that are generally not correlated to the U.S. equity or fixed income markets. The Alpha Seeker ETF is an actively-

managed exchange-traded fund (“ETF”) and seeks to achieve its investment objective principally by investing long or short in instruments linked directly or indirectly to the performance and/or volatility of the S&P 500® Index based on models and analyses, described below, that seek to estimate the direction of the U.S. equity market. Such instruments may include index-based and other actively managed ETFs; leveraged, inverse, and inverse-leveraged ETFs; options; and futures contracts. The Alpha Seeker ETF may also invest the remainder of its portfolio directly or indirectly in cash and cash equivalents.

The Alpha Seeker ETF seeks to achieve its objective by estimating the direction of the U.S. equity market and then using those estimates to select the ETF’s investments in long or short S&P 500 Index linked instruments and Cboe Volatility Index® (the “VIX® Index”) linked instruments. The Alpha Seeker ETF’s strategy primarily relies on proprietary statistical models and analyses of the volatility of the S&P 500 developed, owned, and maintained by Thompson Capital Management LLC (“Thompson Capital”). Portfolio net exposure is based on a proprietary process to quantify market risk by comparing volatility expectations across various time frames, as expressed by 30-day and 90-day implied volatility indexes and VIX futures. In general, a “long volatility” environment is one in which near-term volatility expectations are above longer-term volatility expectations. Similarly, a “short volatility” environment is characterized by lower near-term volatility expectations relative to longer-term expectations.

Each day, through the use of the quantitative models and analyses LHA seeks to estimate the direction and strength of U.S. equity market volatility based on the movement of the VIX® Index, which utilizes real-time prices of options on the S&P 500 to reflect investors’ consensus view of future (30-day) expected stock market volatility, and VIX Index futures and options prices. Such estimates are used by the Alpha Seeker ETF’s portfolio managers to determine the extent to which the ETF’s exposure to the S&P 500 Index and/or the VIX Index will be long or short, or in cash. Based on the direction and strength of signals from the models, the portfolio managers determine on a discretionary basis in which instrument(s) to invest. Because the Alpha Seeker ETF’s exposure may change daily, it may engage in active and frequent trading. A more detailed explanation of the Alpha Seeker ETF’s investment strategy is found in its Prospectus, dated April 30, 2021 as amended.

*LHA Market State® Tactical Beta ETF:*

The Tactical Beta ETF is a series of the Series Solutions Trust. The offering of the Tactical Beta ETF’s shares is registered under the Securities Act. LHA serves as the investment adviser to the Tactical Beta ETF. As the investment adviser to the Tactical Beta ETF, LHA has responsibility for its general management and administration.

The Tactical Beta ETF’s investment objective is to seek long-term out-performance relative to the large-capitalization U.S. equity market. The fund is

an actively-managed ETF and seeks to achieve its investment objective principally by investing long or short in instruments linked directly or indirectly to the performance and/or volatility of the S&P 500® Index based on models and analyses that seek to estimate the direction of the S&P 500 Index. Such instruments may include index-based and other actively-managed ETFs with long or short exposure to the S&P 500 Index, U.S. Treasury securities, or the VIX Index; securities issued by the U.S. government or its agencies or instrumentalities; and options and futures contracts on the S&P 500 Index or VIX Index. The fund may also invest the remainder of its portfolio directly or indirectly in cash and cash equivalents.

The Tactical Beta ETF seeks to achieve its objective by estimating the direction and magnitude of S&P 500 Index volatility based on the movement of the VIX® Index. Under normal market conditions, the fund's baseline exposure each day to the S&P 500 Index is approximately 90%, which the portfolio managers then adjust based on a quantitative model and analysis of the movement of the VIX Index. The fund's exposure may be significantly greater or less than 90% at any given time, although such exposure is usually between approximately 80% and 120% at the time investments are made. The portfolio managers use their analysis to determine in which instrument(s) to invest long or short and the magnitude of such exposures. During periods where volatility increases, LHA expects the fund to seek protection against falling markets and to provide returns uncorrelated to the S&P 500 Index. From time to time, the fund may also write (sell) call options on its S&P 500 positions (known as "covered calls") to generate additional returns.

The Fund's strategy primarily relies on proprietary statistical models and analyses of the volatility of the S&P 500 Index developed, owned, and maintained by Thompson Capital. Portfolio net exposure is based on a proprietary process to quantify market risk by comparing volatility expectations across various time frames, as expressed by 30-day and 90-day implied volatility indexes and VIX futures. In general, a "long volatility" environment is one in which near-term volatility expectations are above longer-term volatility expectations. Similarly, a "short volatility" environment is characterized by lower near-term volatility expectations relative to longer-term expectations.

Each day, through the use of the quantitative models and analyses LHA seeks to estimate the direction and magnitude of U.S. equity market volatility based on the movement of the VIX® Index. Such estimates are used to determine the extent to which the fund's exposure to the S&P 500 Index will be long or short, or in cash. Based on the signals from the models, the investment adviser determines on a discretionary basis in which instrument(s) to invest. Because the Tactical Beta ETF's exposure may change daily it may engage in active and frequent trading. A more detailed explanation of the Tactical Beta ETF investment strategy is found in its Prospectus, dated April 30, 2021.

LHA Market State® Tactical Q ETF:

The Tactical Q ETF is a series of the Series Solutions Trust. The offering of the Tactical Q ETF's shares is registered under the Securities Act. LHA serves as the investment adviser to the Tactical Q ETF. As the investment adviser to the Tactical Q ETF, LHA has responsibility for its general management and administration.

The Tactical Q ETF's investment objective is to seek long-term out-performance relative to the large-capitalization U.S. growth equity market. The fund is an actively-managed ETF and seeks to achieve its investment objective principally by investing in instruments linked directly or indirectly to the performance of the Nasdaq-100® Index (the "Nasdaq-100") based on models and analyses that seek to estimate the direction of the Nasdaq-100. Such instruments may include index-based and other ETFs (including leveraged and inverse ETFs) with long exposure to the Nasdaq-100, U.S. Treasury securities, or instruments linked to the VIX Index; securities issued by the U.S. government or its agencies or instrumentalities; and options and futures contracts on the Nasdaq-100 or VIX Index. The fund may also invest the remainder of its portfolio directly or indirectly in cash and cash equivalents.

Under normal market conditions, the fund's baseline exposure each day to the Nasdaq-100 is approximately 100%, which the fund's portfolio managers then adjust based on a quantitative method of analysis evaluating the movement of the VIX Index. The fund's exposure to the Nasdaq-100 may be greater or less than 100% at any given time, although the portfolio managers expect that such exposure will be between approximately 80% and 120% at the time investments are made. The portfolio managers use such analysis to determine in which instrument(s) to invest for long exposure to the Nasdaq-100. During periods where volatility increases, the fund's portfolio managers expect the fund to seek protection against falling markets by lowering long exposure to the Nasdaq-100 and also investing long in VIX Index-linked instruments as a hedge. During these periods when a hedge is applied, the VIX-linked instruments are expected to generate results that are uncorrelated to the Nasdaq-100 and, in combination with lower Nasdaq-100 exposure, seek to preserve capital. From time to time, the fund may also write (sell) call options on its Nasdaq-100 positions (known as "covered calls") to generate additional returns.

The fund's strategy primarily relies on proprietary statistical models and analyses of the volatility of the VIX Index developed, owned, and maintained by Thompson Capital. Portfolio net exposure is based on a proprietary process to quantify market risk by comparing volatility expectations across various time frames, as expressed by 30-day and 90-day implied volatility indexes and VIX futures. In general, a "long volatility" environment is one in which near-term volatility expectations are above longer-term volatility expectations. Similarly, a "short volatility" environment is characterized by lower near-term volatility expectations relative to longer-term expectations.

Each day, the portfolio managers use a quantitative method of analysis seeking to estimate the direction and magnitude of U.S. equity market volatility based on the movement of the VIX® Index, which utilizes real-time prices of options on the S&P 500® Index to reflect investors' consensus view of future (30-day) expected stock market implied volatility. Such estimates are used by the portfolio managers to determine the fund's Nasdaq-100 exposure and the extent to which the VIX-linked instruments, if any, will be used to hedge the Nasdaq-100 exposure. Because the Tactical Q ETF's exposure may change daily it may engage in active and frequent trading. A more detailed explanation of the Tactical Q ETF investment strategy is found in its Prospectus, dated January 28, 2022.

*LHA Tactical Beta Variable Series Fund:*

The VIT Fund is a non-diversified series of Unified Series Trust (the "Ultimus Trust"). The Ultimus Trust is an open-end management investment company consisting of multiple investment series. The Ultimus Trust is an open-end investment company established under the laws of Ohio on October 14, 2002. The Ultimus Trust is registered with the SEC under the 1940 Act and the offering of the VIT Fund's shares is registered under the Securities Act. The Ultimus Trust is governed by its Board of Trustees. LHA serves as the investment adviser to the VIT Fund. As the investment adviser to the VIT Fund, LHA has responsibility for its general management and administration.

The VIT Fund's investment objective is to seek long-term out-performance relative to the large-capitalization U.S. equity market. The fund is an actively-managed fund and seeks to achieve its investment objective principally by investing long or short in instruments linked directly or indirectly to the performance and/or volatility of the S&P 500® Index based on models and analyses that seek to estimate the direction of the S&P 500 Index. Such instruments may include index-based and other actively-managed ETFs, leveraged ETFs with long or short exposure to the S&P 500 Index, U.S. Treasury securities, or the VIX Index; securities issued by the U.S. government or its agencies or instrumentalities; and options and futures contracts on the S&P 500 Index or VIX Index. The fund may also invest the remainder of its portfolio directly or indirectly in cash and cash equivalents.

The VIT Fund seeks to achieve its objective by estimating the direction and magnitude of S&P 500 Index volatility based on the movement of the VIX® Index. Under normal market conditions, the fund's baseline exposure each day to the S&P 500 Index is approximately 90%, which the portfolio managers then adjust based on a quantitative model and analyses of the movement of the VIX Index. The fund's exposure may be significantly greater or less than 90% at any given time, although such exposure is usually between approximately 80% and 120% at the time investments are made. The portfolio managers use their analysis to determine in which instrument(s) to invest long or short and the magnitude of such exposures. During periods where volatility increases, LHA



expects the fund to seek protection against falling markets and to provide returns uncorrelated to the S&P 500 Index. From time to time, the fund may also write (sell) call options on its S&P 500 positions (known as “covered calls”) to generate additional returns.

The VIT Fund’s strategy primarily relies on proprietary statistical models and analyses of the volatility of the S&P 500 Index developed, owned, and maintained by Thompson Capital. Portfolio net exposure is based on a proprietary process to quantify market risk by comparing volatility expectations across various time frames, as expressed by 30-day and 90-day implied volatility indexes and VIX futures. In general, a “long volatility” environment is one in which near-term volatility expectations are above longer-term volatility expectations. Similarly, a “short volatility” environment is characterized by lower near-term volatility expectations relative to longer-term expectations.

Because the VIT Fund’s exposure may change daily it may engage in active and frequent trading. A more detailed explanation of the VIT Fund’s investment strategy is found in its Prospectus, dated November 9, 2021.

*LHA MOTR Long-Short Fund, L.P.*

The MOTR Fund is a limited partnership organized under the Delaware Revised Uniform Limited Partnership Act. The Partnership was formed to pool investment funds of its investors and trade financial instruments, including securities. LHA serves as the investment manager to the MOTR Fund. The MOTR Fund is exempt from registration as an investment company under the 1940 Act. The MOTR Fund’s general partner is responsible for the overall management of the fund’s affairs, including the management of the fund’s assets, but the general partner has delegated to LHA investment authority over the fund’s assets.

The fund’s investment objective is to seek long-term capital appreciation on an absolute basis. No assurance can be given that the fund will achieve its investment objective and investment results may vary substantially over time and from period to period.

The MOTR Fund’s Investment strategy generally will be to hold long and short U.S. equity securities. The strategy uses systematic bottom-up modelling processes within the context of a proprietary “on” or “off” macro regime signal to make long and short stock allocations. The “on” regime signal indicates a broadly leading momentum environment in the equity market and an “off” signal indicates a broadly lagging momentum environment. The investment process focuses on leading or lagging momentum areas of the market with positive or negative price trends to select long or short holdings, respectively, from a universe of liquid, US mid-cap to large-cap stocks. The strategy will invest in approximately 30-60 stocks long and approximately 10-20 stocks short. Long exposure is typically between approximately 100-120% when the macro regime signal is “on,” and can range from approximately 0% to 100%

when the macro regime signal is “off;” conversely, short exposure is typically zero when the macro regime signal is “on” and between approximately 0-20% short when the macro regime signal is “off.” Entry and exit of stock positions are determined systematically as momentum and trend conditions warrant, and stock positions are volatility weighted and re-balanced as conditions warrant. The strategy seeks capital appreciation through a full cycle, and seeks capital preservation during severe bear equity markets. The fund’s maximum exposure to any one long position is not expected to be greater than approximately 5-6% (at cost) for any substantial period of time and the fund’s maximum exposure to any one short position is not expected to be greater than approximately 1-2% (at cost) for any substantial period of time. Although the stock selection process is systematic, LHA may use discretion to take a temporary defensive position by reducing exposure to U.S. equity securities or by employing other defensive tactics such as the use of options in reaction to extraneous or exogenous events, including market disruptions relating to political events, military events, economic events, news events or other unexpected events.

The fund makes investment decisions informed by a comprehensive systematic bottom-up modelling process across all sectors of the US equity market. The fund intends to typically invest in securities of companies that are in thematic growth industries with leading momentum and positive price trends but may also invest in traditionally more economically sensitive stocks. Short positions are likely to be sourced from both areas as well. The systematic investment process, combined with the discretion to react to disruptive exogenous events, will seek to find a balance between performance and prudent risk control.

## ITEM 5

### **FEES AND COMPENSATION.**

#### **LHA Market State® Alpha Seeker ETF:**

For the services provided to the Alpha Seeker ETF, LHA is paid a unified management fee, which is calculated daily and paid monthly, at an annual rate of 1.10% of the fund’s average daily net assets. Pursuant to an investment advisory agreement, LHA provides investment advice and oversees the day-to-day operations of the fund, subject to the direction and control of the Series Solutions Board and the officers of the Series Solutions Trust. The unified management fee is automatically deducted by the fund administrator from the investor’s account. It should be noted that detailed disclosure about the unified management fee is provided in the Prospectus and the Statement of Additional Information (the “SAI”). The Prospectus and SAI should be carefully reviewed prior to making an investment.

LHA is responsible for trading portfolio securities on behalf of the Alpha Seeker ETF, including selecting broker-dealers to execute purchase and sale transactions, subject to the oversight of the Series Solutions Board. Under its investment advisory agreement, LHA is also responsible for arranging transfer agency, custody, fund administration and accounting, and other related

services necessary for the fund to operate. LHA administers the Alpha Seeker ETF's business affairs, provides office facilities and equipment and certain clerical, bookkeeping and administrative services. In exchange for the single unitary management fee, LHA has agreed to pay all expenses incurred by the fund except for interest charges on any borrowings, dividends and other expenses on securities sold short, taxes, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment instruments, acquired fund fees and expenses, accrued deferred tax liability, extraordinary expenses, distribution fees and expenses to be paid by the fund under any distribution plan.

*LHA Market State® Tactical Beta ETF:*

For the services provided to the Tactical Beta ETF, LHA is paid a unified management fee, which is calculated daily and paid monthly, at an annual rate of 1.10% of the fund's average daily net assets. Pursuant to an investment advisory agreement, LHA provides investment advice and oversees the day-to-day operations of the fund, subject to the direction and control of the Series Solutions Board and the officers of the Series Solutions Trust. The unified management fee is automatically deducted by the fund administrator from the investor's account. It should be noted that detailed disclosure about the unified management fee is provided in the Prospectus and the SAI. The Prospectus and SAI should be carefully reviewed prior to making an investment.

LHA is responsible for trading portfolio securities on behalf of the Tactical Beta ETF, including selecting broker-dealers to execute purchase and sale transactions, subject to the oversight of the Series Solutions Board. Under its investment advisory agreement, LHA is also responsible for arranging transfer agency, custody, fund administration and accounting, and other related services necessary for the fund to operate. LHA administers the Tactical Beta ETF's business affairs, provides office facilities and equipment and certain clerical, bookkeeping and administrative services. In exchange for the single unitary management fee, LHA has agreed to pay all expenses incurred by the fund except for interest charges on any borrowings, dividends and other expenses on securities sold short, taxes, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment instruments, acquired fund fees and expenses, accrued deferred tax liability, extraordinary expenses, distribution fees and expenses to be paid by the fund under any distribution plan.

*LHA Market State® Tactical Q ETF:*

For the services provided to the Tactical Q ETF, LHA is paid a unified management fee, which is calculated daily and paid monthly, at an annual rate of 1.10% of the fund's average daily net assets. Pursuant to an investment advisory agreement, LHA provides investment advice and oversees the day-to-day operations of the fund, subject to the direction and control of the Series

Solutions Board and the officers of the Series Solutions Trust. The unified management fee is automatically deducted by the fund administrator from the investor's account. It should be noted that detailed disclosure about the unified management fee is provided in the Prospectus and the SAI. The Prospectus and SAI should be carefully reviewed prior to making an investment.

LHA is responsible for trading portfolio securities on behalf of the Tactical Q ETF, including selecting broker-dealers to execute purchase and sale transactions, subject to the oversight of the Series Solutions Board. Under its investment advisory agreement, LHA is also responsible for arranging transfer agency, custody, fund administration and accounting, and other related services necessary for the fund to operate. LHA administers the Tactical Q ETF's business affairs, provides office facilities and equipment and certain clerical, bookkeeping and administrative services. In exchange for the single unitary management fee, LHA has agreed to pay all expenses incurred by the fund except for interest charges on any borrowings, dividends and other expenses on securities sold short, taxes, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment instruments, acquired fund fees and expenses, accrued deferred tax liability, extraordinary expenses, distribution fees and expenses to be paid by the fund under any distribution plan.

*LHA Tactical Beta Variable Series Fund:*

For the services provided to the VIT Fund, LHA is paid a unified management fee, which is calculated daily and paid monthly, at an annual rate of 1.30% of the fund's average daily net assets. Pursuant to an investment advisory agreement, LHA provides investment advice and oversees the day-to-day operations of the fund, subject to the direction and control of the Ultimus Board and the officers of the Ultimus Trust. The unified management fee is automatically deducted by the fund administrator from the investor's account. It should be noted that detailed disclosure about the unified management fee is provided in the Prospectus and the SAI. The Prospectus and SAI should be carefully reviewed prior to making an investment.

LHA is responsible for trading portfolio securities on behalf of the VIT Fund, including selecting broker-dealers to execute purchase and sale transactions, subject to the oversight of the Ultimus Board. Under its investment advisory agreement, LHA is also responsible for arranging transfer agency, custody, fund administration and accounting, and other related services necessary for the fund to operate. LHA administers the VIT Fund's business affairs, provides office facilities and equipment and certain clerical, bookkeeping and administrative services. In exchange for the single unitary management fee, LHA has agreed to pay all expenses incurred by the fund except for interest charges on any borrowings, dividends and other expenses on securities sold short, taxes, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment

instruments, acquired fund fees and expenses, accrued deferred tax liability, extraordinary expenses, distribution fees and expenses to be paid by the fund under any distribution plan.

*LHA MOTR Long-Short Fund, L.P.:*

For services provided to the MOTR Fund, LHA is paid a monthly management fee equal to the percentage of each limited partner's share of the fund's net assets (before deduction of that month's management fee). The management fee percentage is 1.10% annually. The management fee is calculated and payable to LHA monthly, in arrears, as of the last day of each month. LHA, in its sole discretion, may waive or reduce the management fee with respect to one or more limited partners of the fund (including LHA affiliates) for any period of time, or agree to apply a different management fee for any limited partner in the fund.

Pursuant to an investment advisory agreement, LHA provides investment advice and oversees the day-to-day operations of the MOTR Fund. The management fee is automatically deducted by the fund administrator from the limited partner's account.

LHA has agreed to initially pay all organizational expenses and initial offering expenses of the MOTR Fund. However, upon the one-year anniversary of the formation of the MOTR Fund, one of the fund's general partners will reimburse LHA for the organizational expenses and initial offering expenses, payable monthly over a one-year period.

Until the MOTR Fund has five million dollars (\$5,000,000) of assets under management, LHA will pay all operating expenses of the fund. Once the fund has five million dollars (\$5,000,000) of assets under management, the fund will pay, or will reimburse LHA: i) for all operating expenses the fund incurs, including without limitation, the ongoing offer and sale of limited partnership interests and all fund research and investment related costs and expenses; and ii) over the immediately following two year period, reimburse LHA for the prior operating expenses that LHA previously paid. LHA will pay its own general operating and overhead expenses associated with providing certain required services.

The MOTR Fund has retained a third-party administrator (the "Administrator") to perform certain administrative, accounting, and various analytical duties with respect to the fund. The Administrator is paid a reasonable fee, which includes the reimbursement of all of its reasonable out-of-pocket expenses.

LHA has the responsibility for selection of the fund's brokers and dealers. The types of financial instruments in which the fund invests normally are purchased through brokers on exchanges or directly from the issuer or from an underwriter or market maker. Purchases of financial instruments through brokers typically involve a commission to the broker. LHA may utilize the

services of one or more introducing brokers, who will execute the fund's brokerage transactions through clearing brokers, or custodians who will clear the fund's transactions. In placing portfolio transactions, LHA seeks to obtain the best execution for the fund.

It should be noted that additional information about the management fee, the Administrator, the prime broker and/or the custodian, and the other expenses the MOTR Fund will incur is provided in the fund's Confidential Placement Memorandum (the "PPM"). The PPM should be carefully reviewed prior to making an investment.

**Additional Fees and Expenses:**

For private collective investment funds that LHA may provide investment management services to in the future, LHA's management fee is not inclusive of all the fees and expenses charged to the particular fund. The following list includes representative fees and/or expenses that a fund may pay to third parties. This list is not intended to be exhaustive; the particular fund's offering documents will provide further detail relating to fees and expenses:

- Administrative, Transfer Agent and Custodial fees
- Organization, Offering, Audit, Accounting and Legal fees
- Brokerage commissions and transaction fees
- Marketing fees and sales charges
- Administrative costs related to withdrawal requests

For any future registered or private collective investment funds, a detailed disclosure about fees and expenses will be provided in the particular fund's offering documentation, including any supplements, provided to each prospective investor. Such documents should be carefully reviewed prior to making an investment in any particular fund.

**ITEM 6**

**PERFORMANCE-BASED FEES.**

**LHA Market State® Alpha Seeker ETF; LHA Market State® Tactical Beta ETF; and LHA Market State® Tactical Q ETF:**

None of the Alpha Seeker ETF, the Tactical Beta ETF, nor the Tactical Q ETF charges a performance-based fee. Generally, performance-based fees are based on a share of capital gains on, or appreciation of, the assets for a particular fund.

**LHA Tactical Beta Variable Series Fund:**

The VIT Fund does not charge a performance-based fee. Generally, performance-based fees are based on a share of capital gains on, or appreciation of, the assets for a particular fund.

LHA MOTR Long-Short Fund, L.P.:

The MOTR Fund does not charge a performance-based fee. Generally, performance-based fees are based on a share of capital gains on, or appreciation of, the assets for a particular fund.

General Information About Performance Fees:

In the future, if LHA charges a performance fee to a fund, it may appear that there is a conflict of interest, including that LHA and its portfolio manager(s) may have an incentive to favor accounts for which they receive performance-based fees. However, LHA maintains a Code of Ethics that establishes standards for the detection and prevention of activities by which a person having knowledge of the investment and investment intentions of any fund may abuse their fiduciary duties to any such fund.

In the future, LHA may launch private collective investment funds or other registered funds that charge a performance-based fee. Please note, a detailed disclosure about performance-based fees and other expenses applicable to an investment in any particular private collective investment fund or other registered fund will be provided in that fund's offering documentation, including any supplements thereto.

**ITEM 7**

**TYPES OF CLIENTS.**

As described in **Item 4- Advisory Business**, LHA offers investment advisory services to the Market State ETFs, the VIT Fund, and to the MOTR Fund. In the future, LHA may provide investment advisory services to other registered funds and/or private collective investment funds.

LHA Market State® Alpha Seeker ETF; LHA Market State® Tactical Beta ETF; and LHA Market State® Tactical Q ETF:

Each of the Alpha Seeker ETF, the Tactical Beta ETF, and the Tactical Q ETF issues and redeems their shares (the "Shares") at NAV (defined below) only in large blocks known as "Creation Units," which only Authorized Participants (the "APs") (typically, broker-dealers) may purchase or redeem directly from the particular fund. Creation Units generally consist of 25,000 Shares, though this may change from time to time. Each of the Market State ETFs generally issues and redeems Creation Units in exchange for a portfolio of securities closely approximating the holdings of the particular fund and/or a designated amount of U.S. cash. Once created, Shares trade in the secondary market in quantities less than a Creation Unit. Shares of each of the Market State ETFs are listed on the Cboe BZX Exchange, Inc. (the "Exchange"), and most investors will buy and sell Shares throughout the trading day like other publicly traded securities and through brokers at market prices, rather than the particular fund's Net Asset

Value (the “NAV”). Because Shares trade at market prices rather than NAV, Shares may trade at a price greater than NAV (premium) or less than NAV (discount). Additionally, when buying or selling Shares through a broker, investors will incur customary brokerage commissions and charges, and may pay some or all the spread between the bid and the offer price in the secondary market on each leg of a round trip (purchase and sale) transaction. Because secondary market transactions occur at market prices, an investor may pay more than NAV when he/she buys Shares and receive less than NAV when he/she sells those Shares. A more detailed explanation of how to purchase or sell Shares is found in each of the Market State ETF’s Prospectus and SAI.

*LHA Tactical Beta Variable Series Fund:*

Purchases and redemptions of VIT Fund Shares (the “VIT Fund Shares”) may be made only by an insurance company for its separate accounts at the direction of owners of Variable Contracts or by a qualified plan on behalf of participants. Currently, the shares of the VIT Fund are available for purchase only through Security Benefit Life Insurance Company. Please refer to the Variable Contract Prospectus or qualified plan document, as applicable, for information on how to direct investments in, or redemptions from, the VIT Fund and any fees that may apply.

Generally, the insurance company or qualified plan places orders for VIT Fund Shares based on payments and withdrawal requests received from Variable Contract owners or qualified plan participants during the day and places an order to purchase or redeem the net number of VIT Fund Shares by the following morning. Orders are usually executed at the NAV per share determined at the end of the business day during which a payment or withdrawal request is received by the insurance company or qualified plan. The VIT Fund does not charge sales or redemption charges. However, certain sales or deferred sales charges and other charges may apply to your Variable Contract or qualified plan account. Those charges are disclosed in the Variable Contract Prospectus or the qualified plan document, as applicable. The VIT Fund currently offers one share class: Series II. The Series II VIT Fund Shares have a distribution or “Rule 12b-1 Plan” that is described in the Fund’s Prospectus.

The VIT Fund discourages market timing. Market timing is an investment strategy using frequent purchases, redemptions and/or exchanges in an attempt to profit from short-term market movements. Market timing may result in dilution of the value of VIT Fund Shares held by long-term shareholders, disrupt portfolio management and increase VIT Fund expenses for all shareholders. The Ultimus Board that oversees the VIT Fund has adopted a policy directing the VIT Fund to reject any purchase order with respect to any investor, a related group of investors or their agent(s), where the VIT Fund detects a pattern of purchases and sales of the VIT Fund’s Shares that indicates market timing or trading that it determines



is abusive. This policy generally applies to all shareholders of the VIT Fund. The VIT Fund's administrator performs automated monitoring of short-term trading activity with respect to the Fund. Instances of suspected short-term trading are investigated by the administrator's compliance department. If an instance is deemed a violation of the short-term trading policies of the VIT Fund, then the VIT Fund's administrator notifies LHA and action, such as suspending future purchases, may be taken.

*LHA MOTR Long-Short Fund, L.P.:*

The MOTR Fund offers a single class of interests and will not offer additional classes of interests. In order to invest in the MOTR Fund, an investor must meet certain minimum suitability requirements, including qualifying as an "accredited investor" within the meaning of Regulation D promulgated under the Securities Act and meet such other qualifications as required by the fund's general partner. Among other things, investors (or their representatives) must be sophisticated in financial and business matters generally and in investing securities before subscribing for interests in the fund. An investor intending to invest in the MOTR Fund first must complete a Subscription Agreement to the satisfaction of the fund's general partner, which requires the investor to make certain representations. The fund's general partner, in its sole discretion, may accept or reject any initial subscription from prospective limited partner(s) for any reason or for no reason. An investor must complete a Subscription Agreement and return it to the fund's administrator within a required time frame and the investor's Subscription Agreement must be accepted by the MOTR Fund's general partner. To ensure compliance with applicable laws, regulations and other requirements relating to money laundering, the MOTR Fund's general partner and/or the MOTR Fund's administrator may require additional information to verify the identity of any person who subscribes for an interest in the MOTR Fund.

The minimum original capital contribution for each limited partner in the MOTR Fund is five hundred thousand dollars (U.S. \$500,000). However, the fund's general partner has the discretion to accept an original capital contribution of less than the stated minimum. Each minimum additional capital contribution representing an investment in the fund from an existing limited partner is fifty thousand dollars (U.S.\$50,000). However, the general partner of the fund has discretion to accept lesser amounts.

*Future Registered and Private Funds:*

In the future, LHA may provide investment advisory services to other registered funds and other private collective investment funds, and these funds may have minimum investment requirements and investor qualifications that vary. The offering documentation for the particular fund will set forth a more detailed explanation of how to acquire an interest in such fund.

## ITEM 8

### **METHODS OF ANALYSIS.**

#### **LHA Market State® Alpha Seeker ETF:**

As stated in **Item 4- Advisory Business** above, in regard to the Alpha Seeker ETF LHA seeks to provide positive returns across multiple market cycles that are generally not correlated to the U.S. equity or fixed income markets.

LHA seeks to achieve the investment objective principally by investing long or short in instruments linked directly or indirectly to the performance and/or volatility of the S&P 500® Index based on models and analyses, described in **Item 4- Advisory Business** above, that seek to estimate the direction of the U.S. equity market. Such instruments may include index-based and other actively managed ETFs; leveraged, inverse, and inverse-leveraged ETFs; options; and futures contracts. The Alpha Seeker ETF may also invest the remainder of its portfolio directly or indirectly in cash and cash equivalents. The Alpha Seeker ETF seeks to achieve its objective by estimating the direction of the U.S. equity market and then using those estimates to select the ETF's investments in long or short S&P 500 Index linked instruments and VIX® Index linked instruments.

All securities investments risk the loss of capital. No assurance can be given that the investment objective of the Alpha Seeker ETF will be met, or that the fund's investment strategy will be profitable. The portfolio managers utilize a quantitative program developed by Thompson Capital to implement a portion of the Alpha Seeker ETF's investment strategy. The value of securities selected by using quantitative analysis can react differently to issuer, political, market, and economic developments than the market as whole or securities selected using only fundamental analysis. LHA's use of derivative instruments in regard to the Alpha Seeker ETF's investment strategy involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. The use of derivatives could reduce the Alpha Seeker ETF's performance, increase its volatility, and could cause the fund to lose more than the initial amount invested. In addition, investments in derivatives involve leverage, which means a small percentage of assets invested in derivatives can have a disproportionately large impact on the Alpha Seeker ETF. For a detailed description of the risks involved in the Alpha Seeker ETF's investment strategy, please see the fund's Prospectus and its SAI which contain a review of the risks associated with the fund.

#### **LHA Market State® Tactical Beta ETF:**

As stated in **Item 4- Advisory Business** above, in regard to the Tactical Beta ETF LHA seeks to provide long-term out-performance relative to the large-capitalization U.S. equity market.

LHA seeks to achieve the investment objective principally by investing long or

short in instruments linked directly or indirectly to the performance and/or volatility of the S&P 500® Index based on models and analyses, described in **Item 4- Advisory Business** above, that seek to estimate the direction of the U.S. equity market. Such instruments may include index-based and other actively managed ETFs; leveraged, inverse, and inverse-leveraged ETFs; ETNs; options; and futures contracts. The Tactical Beta ETF may also invest the remainder of its portfolio directly or indirectly in cash and cash equivalents. The Tactical Beta ETF seeks to achieve its objective by estimating the direction of the U.S. equity market and then using those estimates to select the ETF's investments in long or short S&P 500 Index linked instruments and VIX® Index linked instruments.

All securities investments risk the loss of capital. No assurance can be given that the investment objective of the Tactical Beta ETF will be met, or that the fund's investment strategy will be profitable. The portfolio managers utilize a quantitative program developed by Thompson Capital to implement a portion of the Tactical Beta ETF's investment strategy. The value of securities selected by using quantitative analysis can react differently to issuer, political, market, and economic developments than the market as whole or securities selected using only fundamental analysis. LHA's use of derivative instruments in regard to the Tactical Beta ETF's investment strategy involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. The use of derivatives could reduce the Tactical Beta ETF's performance, increase its volatility, and could cause the fund to lose more than the initial amount invested. In addition, investments in derivatives involve leverage, which means a small percentage of assets invested in derivatives can have a disproportionately large impact on the Tactical Beta ETF. For a detailed description of the risks involved in the Tactical Beta ETF's investment strategy, please see the fund's Prospectus and its SAI which contain a review of the risks associated with the fund.

*LHA Market State® Tactical Q ETF:*

As stated in **Item 4- Advisory Business** above, in regard to the Tactical Q ETF LHA seeks to provide long-term out-performance relative to the large-capitalization U.S. equity market.

LHA seeks to achieve the investment objective principally by investing in instruments linked directly or indirectly to the performance of the Nasdaq-100® Index based on models and analyses, described in **Item 4- Advisory Business** above, that seek to estimate the direction of the of the Nasdaq-100. Such instruments may include index-based and other ETFs (including leveraged and inverse-leveraged ETFs) with long exposure to the Nasdaq-100, U.S. Treasury securities, or instruments linked to the VIX index; securities issued by the U.S. government or its agencies or instrumentalities; and options and futures contracts on the Nasdaq-100 or VIX Index. The Tactical Q ETF may also invest the remainder of its portfolio directly or indirectly in cash and cash

equivalents.

All securities investments risk the loss of capital. No assurance can be given that the investment objective of the Tactical Q ETF will be met, or that the fund's investment strategy will be profitable. The portfolio managers utilize a proprietary statistical model and analysis developed by Thompson Capital to implement a portion of the Tactical Q ETF's investment strategy. The value of securities selected by using quantitative analysis can react differently to issuer, political, market, and economic developments than the market as whole or securities selected using only fundamental analysis. LHA's use of derivative instruments in regard to the Tactical Q ETF's investment strategy involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. The use of derivatives could reduce the Tactical Q ETF's performance, increase its volatility, and could cause the fund to lose more than the initial amount invested. In addition, investments in derivatives involve leverage, which means a small percentage of assets invested in derivatives can have a disproportionately large impact on the Tactical Q ETF. For a detailed description of the risks involved in the Tactical Q ETF's investment strategy, please see the fund's Prospectus and its SAI which contain a review of the risks associated with the fund.

*LHA Tactical Beta Variable Series Fund:*

As stated in **Item 4- Advisory Business** above, in regard to the VIT Fund LHA seeks to provide long-term out-performance (net of fees) relative to the large-capitalization U.S. equity market.

LHA seeks to achieve the investment objective principally by investing long or short in instruments linked directly or indirectly to the performance and/or volatility of the S&P 500® Index based on models and analyses, described in **Item 4- Advisory Business** above, that seek to estimate the direction of the S&P 500 Index. Such instruments may include index-based and actively managed ETFs; leveraged ETFs; and ETNs with long or short exposure to the S&P 500 Index, U.S. Treasury securities, or the VIX Index; securities issued by the U.S. government or its agencies or instrumentalities; and options; and futures contracts on the S&P 500 Index or VIX Index. The VIT Fund may also invest the remainder of its portfolio directly or indirectly in cash and cash equivalents.

All securities investments risk the loss of capital. No assurance can be given that the investment objective of the VIT Fund will be met, or that the fund's investment strategy will be profitable. The portfolio managers utilize a quantitative model and analysis developed by Thompson Capital to implement a portion of the VIT Fund's investment strategy. The value of securities selected by using the quantitative model and analysis can react differently to issuer, political, market, and economic developments than the market as whole or securities selected using only fundamental analysis. LHA's use of

derivative instruments in regard to the VIT Fund's investment strategy involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. The use of derivatives could reduce the VIT Fund's performance, increase its volatility, and could cause the fund to lose more than the initial amount invested. In addition, investments in derivatives involve leverage, which means a small percentage of assets invested in derivatives can have a disproportionately large impact on the VIT Fund. For a detailed description of the risks involved in the VIT Fund's investment strategy, please see the fund's Prospectus and its SAI which contain a review of the risks associated with the fund.

*LHA MOTR Long-Short Fund, L.P.:*

As stated in **Item 4- Advisory Business** above, in regard to the MOTR Fund, LHA seeks long-term capital appreciation on an absolute basis. No assurance can be given that the MOTR Fund will achieve its investment objective and the investment results may vary substantially over time and from period to period.

LHA seeks to achieve the investment strategy generally by holding long and short U.S. equity securities. The strategy uses systematic bottom-up modelling processes within the context of a proprietary "on" or "off" macro regime signal to make long and short stock allocations, as described in **Item 4- Advisory Business** above. The strategy seeks capital appreciation through a full cycle, and seeks capital preservation during severe bear equity markets. Although the stock selection process is systematic, LHA may use discretion to take a temporary defensive position by reducing exposure to U.S. equity securities or by employing other defensive tactics such as the use of options in reaction to extraneous or exogenous events, including market disruptions relating to political events, military events, economic events, news events or other unexpected events.

LHA makes investment decisions informed by a comprehensive systematic bottom-up modelling process across all sectors of the US equity market. LHA intends for the MOTR Fund to typically invest in securities of companies that are in thematic growth industries with leading momentum and positive price trends but may also invest in traditionally more economically sensitive stocks. Short positions are likely to be sourced from both areas as well. The systematic investment process, combined with the discretion to react to disruptive exogenous events, will seek to find a balance between performance and prudent risk control.

The MOTR Fund may utilize short-term investments for defensive investing and cash management purposes. The MOTR Fund may hold cash and cash equivalents and may invest in participation interests in money market securities without limitation. During such times that the MOTR Fund holds those instruments, the fund will not be pursuing, and likely not achieving, its investment objective.

All securities investments risk the loss of capital. No assurance can be given that the investment objective of the MOTR Fund will be met, or that the fund's investment strategy will be profitable. The value of securities selected by LHA can react differently to issuer, political, market, and economic developments than the market as whole or securities selected using only fundamental analysis. For a detailed description of the risks involved in the MOTR Fund's investment strategy, please see the fund's PPM which contains a review of the risks associated with the fund.

**ITEM 9**

**DISCIPLINARY INFORMATION.**

LHA does not have any material legal or disciplinary item to disclose related to LHA's business or its management. LHA is obligated to disclose any disciplinary event that would be material to a potential investor when evaluating a client relationship.

**ITEM 10**

**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.**

LHA is not registered as a broker-dealer and does not have an application outstanding to register as a broker-dealer. LHA is not a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of any such entity.

Certain members of LHA have affiliations with other investment management companies, but despite any such affiliations LHA conducts its operations and its investment advisory services independently of those entities. The Chief Executive Officer of LHA, John Hassett, is the Manager of TAI Equity Holdings, LLC, which is the Managing Member of LHA. However, other than the time that Mr. Hassett allocates to the operations of that entity, LHA does not believe there are any potential conflicts of interests between the companies. Additionally, two of LHA's employees are members of an independent investment advisory firm registered with the U.S. Securities & Exchange Commission. While the investment firm pursues similar investment strategies, LHA does not believe there are any conflicts of interest between the firms.

**ITEM 11**

**CODE OF ETHICS.**

LHA has adopted a Code of Ethics pursuant to the requirements of the Investment Advisers Act of 1940 (the "Advisers Act"). Pursuant to LHA's Code of Ethics, firm personnel are subject to general ethical conduct and fiduciary requirements, as well as to monitoring of their personal trading activities involving securities.

The Code of Ethics applies to LHA's access persons and sets forth a standard of business conduct that takes into account LHA's status as a fiduciary and requires access persons to place the interests of advisory clients and investors above their own interests. The Code of Ethics requires access persons to comply with applicable federal securities laws. Further, access persons are required to promptly bring violations of the Code of Ethics to the attention of

LHA's Chief Compliance Officer. All access persons are provided with a copy of the Code of Ethics and are required to acknowledge its receipt on at least an annual basis.

The Code of Ethics also sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons. LHA's access persons must provide the Chief Compliance Officer and/or LHA's independent third-party compliance consultant with a list of their personal accounts and an initial holding report upon employment. In addition, LHA's access persons must provide annual holdings reports and brokerage statements on a monthly or quarterly basis, as applicable. In addition, the Code of Ethics ensures the protection of nonpublic information about the activities of LHA's advisory clients.

Investors or prospective investors may obtain a copy of LHA's Code of Ethics by contacting the Chief Compliance Officer at (781) 639-3000.

## **ITEM 12**

### **BROKERAGE PRACTICES.**

LHA gives primary consideration to obtaining the most favorable prices and efficient executions of transactions. When securities transactions are affected, LHA agrees to have the applicable fund pay commissions which are considered fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances. LHA believes that a requirement always to seek the lowest possible commission cost could impede effective portfolio management and preclude the funds it advises from obtaining a high quality of brokerage and research services. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, LHA will rely upon its experience and knowledge regarding commissions generally charged by various brokers and on its judgment in evaluating the brokerage services received from the broker effecting the transaction. Such determinations are necessarily subjective and imprecise, as in most cases, an exact dollar value for those services is not ascertainable.

LHA owes a fiduciary duty to its clients to seek to provide best execution on trades effected. In selecting a broker/dealer for each specific transaction, LHA chooses the broker/dealer deemed most capable of providing the services necessary to obtain the most favorable execution. "Best execution" is generally understood to mean the most favorable cost or net proceeds reasonably obtainable under the circumstances, but the most favorable cost is not the sole determinant. The full range of brokerage services applicable to a particular transaction may be considered when making this judgment, and may include, but is not limited to: liquidity, price, commission, timing, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers, arbitrage skills, administrative ability, underwriting and provision of information on a particular security or market in which the transaction is to

occur. The specific criteria will vary depending upon the nature of the transaction, the market in which it is executed, and the extent to which it is possible to select from among multiple broker/dealers.

Currently, LHA does not receive research or other products or services from broker-dealers or third parties in connection with advisory client transactions ("soft dollar benefits"). LHA does not select or recommend broker-dealers based on receiving investor referrals. LHA does not permit investors to direct their brokerage transactions related to the registered or private funds.

It is expected that future collective investment funds and/or registered funds advised by LHA will allocate brokerage business generally on the basis of best available execution and may consider a broker's provision of brokerage, research and related services (but no absolute assurances can be made in that respect).

#### **ITEM 13**

##### **REVIEW OF ACCOUNTS.**

LHA is responsible for the implementation of, and portfolio analysis related to, each of the registered fund's and private fund's investment strategies. LHA provides investment advice and oversees the day-to-day operations of each of the funds, subject to the direction and, in regard to the Market State ETFs, the control of the Series Solutions Board and the officers of the Series Solutions Trust and, in regard to the LHA Tactical Beta Variable Series Fund, the control of the Ultimus Trust Board and the officers of the Ultimus Trust. LHA, through the portfolio managers for each of the funds, is also responsible for establishing, monitoring, adjusting, and re-balancing the allocations of fund assets. LHA monitors and analyzes each of the fund's investment returns and exposures daily as well.

No risk-management and review process is fail-safe, and no assurance can be given that LHA's risk management and review process will achieve its objective. From time to time, LHA may modify or change its risk management and/or review process.

#### **ITEM 14**

##### **CLIENT REFERRALS.**

LHA Market State® Alpha Seeker ETF; LHA Market State® Tactical Beta ETF; LHA Market State® Tactical Q ETF; and the LHA Tactical Beta Variable Series Fund:

In regard to each of the Market State ETFs, LHA and its related persons are allowed to but they do not pay any third party for marketing or other support services. With respect to the VIT Fund, LHA and its related persons, out of its own resources and not out of the applicable fund's assets (i.e., without additional cost to the particular fund or its shareholders), may pay certain broker dealers, banks, financial intermediaries, insurance companies, and other persons ("Intermediaries") for certain activities related to the funds, including participation in activities that are designed to make Intermediaries more



knowledgeable about the products, or for other activities, such as marketing and educational training or support (including conferences, webinars and printed communications). These arrangements are not financed by any of the funds and, thus, do not result in increased expenses to any of the funds.

LHA MOTR Long-Short Fund, L.P.:

In regard to the MOTR fund and private collective investment funds launched in the future, LHA and its related persons may compensate third parties who are not supervised persons for investor referrals. The general partner of a future fund may sell interests in the fund through broker-dealers, placement agents, and other persons and pay a marketing fee or commission in connection with such activities. The general partner also may alternatively deduct a percentage of the amount invested by an investor in the fund to pay sales fees or charges, on a fully disclosed basis, to a broker-dealer, placement agent or other person based upon the amount of an investor's contribution introduced to the general partner by such broker-dealer, placement agent or other person. Any such sales fees or charges would be assessed against the referred investor and would reduce the amount actually invested by such investor in the fund. The fees and charges to each investor may vary, depending on the amount invested and other factors.

In some instances, LHA may pay broker/dealers or an independent third-party a portion of the fees paid to LHA or other compensation. Such compensation is paid in a manner intended to comply with Rule 206(4)-3 of the Advisers Act, which regulates the payment of solicitation fees by registered investment advisers, as well as applicable regulations under the Securities Exchange Act of 1934, as amended.

**ITEM 15**

**CUSTODY.**

LHA does not have actual physical custody of any investor account or any of an investor's funds or securities.

LHA Market State® Alpha Seeker ETF; LHA Market State® Tactical Beta ETF; LHA Market State® Tactical Q ETF; and LHA Tactical Beta Variable Series Fund:

In regard to each of the Market State ETFs and the VIT Fund, shares are held in book entry form, which means that no stock certificates are issued. Regarding the VIT Fund, shares (when issued) will be held in the name of the insurance company's account. Regarding the Market State ETFs, the Depository Trust Company ("DTC") or its nominee is the record owner of all outstanding shares. Investors owning shares are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all shares. DTC's participants include securities brokers and dealers, banks, trust companies, clearing corporations, and other institutions that directly or indirectly maintain a custodial relationship with DTC. As a beneficial owner of shares, an investor is not entitled to receive physical delivery of stock certificates or to have shares

registered in his/her name, and he/she is not considered a registered owner of shares. Therefore, to exercise any right as an owner of shares, the owner of the shares must rely upon the procedures of DTC and its participants. These procedures are the same as those that apply to any other securities that an investor holds in book entry or "street name" through his/her brokerage account. Each of the Market State ETFs and the VIT Fund has a third-party, qualified custodian for the fund's assets. The custodian holds and administers the assets in the fund's portfolios. Pursuant to each of the Market State ETF's Custody Agreement and the VIT Fund Custody Agreement, the custodian receives an annual fee from the fund based on the fund's total average daily net assets, subject to a minimum annual fee, and certain settlement charges. The custodian also is entitled to certain out-of-pocket expenses. Investors in each of the Market State ETFs and the VIT Fund receive account statements directly from the qualified custodian or the fund administrator.

LHA MOTR Long-Short Fund, L.P.:

In regard to the MOTR Fund, LHA maintains the cash assets of the fund in custodial account with a "qualified custodian" pursuant to Rule 206(4)-2 under the Advisers Act. LHA will notify, or instruct the custodian to notify, investors in writing of the qualified custodian's name, address, and the manner in which the assets are maintained promptly when an investor's account is opened and following any changes to this information. Additionally, the MOTR Fund has engaged the Administrator which will provide periodic account statements directly to each limited partner of the fund. Each limited partner should carefully review the periodic account statements delivered by the Administrator.

**ITEM 16**

**INVESTMENT DISCRETION.**

LHA has discretionary authority over its client's accounts. LHA provides discretionary investment advisory services to the Market State ETFs, the VIT Fund and the MOTR Fund and, in the future, it may provide discretionary investment advisory services to other registered and/or private collective investment funds. The investments of a particular fund are managed in accordance with the investment objectives, strategies and guidelines set forth in the offering documents of the particular fund and are not tailored to any particular investor in such fund.

Pursuant to the applicable investment advisory agreement, LHA provides investment advice and oversees the day-to-day operations of the particular fund, in the case of each of the Market State ETFs this advice is subject to the direction and control of the Series Solutions Trust Board and the officers of the Series Solutions Trust, and in the case of the VIT Fund this advice is subject to the direction and control of the Ultimus Trust Board and the officers of the Ultimus Trust. In regard to the MORT Fund, LHA is authorized by the general partner, and management person(s) to allocate a fund's assets among different securities, financial instruments and/or other investment vehicles.

LHA does not provide individualized investment advice to investors. Investors in each of its funds do not have the ability to impose limitations on LHA's discretionary authority. Prospective investors are provided with an offering document prior to their investment into an applicable fund and are encouraged to carefully review the offering document and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk.

#### ITEM 17

#### **VOTING OF SECURITIES.**

Each of the Market State ETFs, the VIT Fund, and the MOTR Fund have delegated proxy voting responsibilities to LHA, in the case of the Market State ETFs such authority is subject to the Series Solutions Trust Board's oversight and in the case of the VIT Fund such authority is subject to the Ultimus Trust Board's oversight. LHA votes proxies, if any, consistent with the particular fund's and its investors' best interests and in compliance with all applicable proxy voting rules and regulations. LHA has adopted proxy voting policies and guidelines for this purpose ("Proxy Voting Policies"). Investors in any of the funds cannot personally vote or direct the vote on a proxy. A copy of the Proxy Voting Policies is attached to each of the Market State ETF's SAI as Appendix A and/or available by contacting LHA.

The Proxy Voting Policies address, among other things, material conflicts of interest that may arise between the interests of the particular fund and LHA and require that all issues brought to investors are analyzed in light of LHA's fiduciary responsibilities. In regard to each of the Market State ETFs and the VIT Fund, the Proxy Voting Policies have been adopted by the applicable Trust Board as the policies and procedures that LHA will use when voting proxies on behalf of the applicable fund. Due to the nature of each of the fund's principal investment strategies, no fund is expected to receive a significant number of proxy solicitations. When available, information on how each of the Market State ETFs voted proxies relating to portfolio securities during the most recent 12-month period (ended June 30<sup>th</sup>) of each year can be provided, without charge, upon request by calling (800) 617-0004 or on the SEC's website at [www.sec.gov](http://www.sec.gov). When available, information on how the VIT Fund voted proxies relating to portfolio securities during the most recent 12-month period (ended June 30<sup>th</sup>) of each year can be provided, without charge, upon request by calling Shareholder Services at 1-833-351-2991 or on the SEC's website at [www.sec.gov](http://www.sec.gov).

In the future, LHA or a fund it advises may receive notices seeking consent in order to materially change certain corporate rights or to change material terms of organizational or operating documents. To the extent that a fund receives notices or proxies, when LHA has been delegated proxy voting responsibilities, it will vote consistent with the fund's best economic interests. In general, LHA believes that voting proxies in accordance with a fund's best economic interests will be in the best interests of the particular fund.

At times, conflicts may arise between the interests of investors, on the one hand, and the interests of LHA or a particular fund, on the other. If LHA believes that a matter involves an actual or perceived conflict of interest, LHA will address matters involving such actual or perceived conflicts of interest on a case-by-case basis in a fair and equitable manner, subject to legal, regulatory and other applicable considerations, including in some instances utilizing a third-party proxy voting service to provide their assessment. In exercising its voting discretion, LHA will seek to avoid any direct or indirect conflict of interest presented by the voting decision.

**ITEM 18**

**FINANCIAL INFORMATION.**

LHA does not require or solicit prepayment of more than \$1,200 in fees per fund, six months or more in advance and therefore is not required to include a balance sheet with this brochure. LHA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to any funds it manages, and it has not been the subject of a bankruptcy proceeding.