

Bastion Management II, LLC

PART 2A OF FORM ADV: FIRM BROCHURE

**Bastion Management II, LLC
281 Tresser Blvd, Suite 1505
Stamford, Connecticut 06901
www.bastionfunding.com**

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This brochure provides information about the qualifications and business practices of Bastion Management II, LLC (“Bastion” or the “Firm”). If you have any questions about the contents of this brochure, please contact Bastion’s Chief Compliance Officer at (305) 468-6022 or treimink@bastionmgmt.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Any reference to Bastion as a registered investment adviser does not imply a certain level of skill or training.

Additional information about Bastion also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This is Bastion's Annual Amendment to Form ADV for the fiscal year ending December 31, 2023. Since Bastion's last Brochure, filed on March 14, 2023, there have been changes throughout the Brochure to include reference to Bastion's separately managed account. In addition, the following material changes have been made:

- Item 8 has been enhanced to include discussion of Financial Institution and Regulatory Risks.

Investors are encouraged to review this brochure in its entirety. The information set forth in this brochure is qualified in its entirety by the applicable offering and governing documents. In the event of a conflict between the information set forth herein and the applicable offering and governing documents, the information set forth in the applicable offering and governing documents shall control.

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Item 4: Advisory Business

- A. Bastion, a Delaware limited liability company, is a privately held investment adviser founded in March 2016. The Firm is co-owned by Jay Braden, Coral Way Capital, LLC (100% owned by Timothy Reimink), Timothy Joyce, and Castillo LLC (100% owned by TSLA CAPITALS S A P I DE CV), and has its principal place of business in Stamford, Connecticut.
- B. Bastion provides discretionary investment advisory services to several privately offered pooled investment vehicles (each, a “**Fund**” and collectively, the “**Funds**”) and non-discretionary investment advisory services to a separately managed account (the “**SMA**”) for a charitable organization. Each of the Funds and the SMA are referred to herein as Bastion’s “**Clients**”. Bastion’s investment decisions and advice with respect to the Clients are in accordance with the investment objectives and restrictions set forth in the constituent documents of each Client.
- C. Bastion tailors its advisory services to the Clients as set forth in the applicable Client’s operative documents. Investment advice is provided directly to each Fund and not individually to investors in the Funds, although Bastion may tailor certain aspects of its strategy for the SMA as indicated in the SMA’s investment management agreement.
- D. Bastion does not participate in wrap-fee programs.
- E. As of December 31, 2023, Bastion had \$301,619,582 in discretionary regulatory assets under management and \$101,991,183 in non-discretionary regulatory assets under management.

Item 5: Fees and Compensation

- A. The fees applicable to each Fund are set forth in detail in each Fund’s operating documents. The Firm or its designee is entitled to receive a management fee (the “**Fund Management Fee**”). The Fund Management Fee is calculated as a percentage of assets under management, a percentage of contributed capital, or a percentage of net invested capital, in each case as more fully described in the relevant Fund’s operative documents. The only Fund that is currently open to new investors is Bastion Funding V LP, which charges a 1.5% Management Fee on net invested capital, paid in advance on a monthly basis. The Firm or Bastion Promote LLC, an affiliate of Bastion, is entitled to receive a performance fee (the “**Incentive Fee Payment**”) from each Fund subject to the terms described in each Fund’s operative documents.

The Firm, in its sole discretion, does, and in the future may, waive or modify the Fund Management Fee for investors that are members, employees, or affiliates of the Firm, relatives of such persons, and for certain other investors.

With respect to the SMA, Bastion receives a management fee payable quarterly in arrears, calculated at an annualized rate of one and one-half percent (1.5%) of the SMA’s net invested capital (the “**SMA Management Fee**”). Bastion is also entitled to receive incentive compensation from the SMA as described in the SMA’s investment management agreement.

- B. The Management Fee payable by the Funds is deducted from the assets of the Funds and paid to the Firm. The Management Fee payable by the SMA is paid by the SMA to the Firm. The Incentive Fee Payment is distributed by the Fund to Bastion Promote LLC. Bastion's Incentive Fee Payment from the SMA is distributed to the Firm.
- C. To the extent paid to Bastion or one or more of its affiliates by any borrower, transaction counterparty, co-lender, syndicate member, or co-participant, servicing and monitoring fees ("**Additional Fees**") will be for the benefit of Bastion or such affiliate. The management fee will not be reduced by any Additional Fees and such Additional Fees will not be for the benefit of the Clients.
- D. Generally, Bastion and its affiliated entities will bear the compensation and benefits of their respective employees, as well as the rent of office space and other general office overhead of the Firm and its affiliates.

Generally, each Fund will bear its own expenses relating to its operations and affairs, including expenses directly related to transactions and positions for the Funds. Expenses borne by the Funds generally include, but are not limited to: (a) organizational costs, (b) ongoing operating costs and expenses, (c) legal, accounting, audit, and custodial fees, (d) registration and related fees and expenses, (e) the applicable portion of Bastion's fees and expenses (including legal fees and expenses) incurred in connection with preparing and filing Form ADV, in each case to the extent that such fees and expenses are allocable to the Funds, and any other SEC filings and registrations or other filings (including registrations and related requirements of non-U.S. regulators) that are made with respect to the Funds or the Fund assets (such allocation to be made in good faith by the Firm), (f) costs and expenses of preparing the Fund's financial statements, tax returns, Schedule K-1s and other reports, (g) third party consulting and advisor fees incurred for due diligence purpose or otherwise in connection with the business of the Funds, (h) insurance premiums, (i) litigation-related and indemnification expenses, (j) taxes and other charges, fees and duties imposed on the Funds, (k) administrative expenses, including, without limitation, state registration fees, third party servicer loan management systems, dissolution and wind-up expenses and fees and expenses of the Fund's administrator (currently SS&C), (l) costs and expenses of reporting to investors (including meeting and Advisory Committee expenses) and to governmental authorities with respect to investors and the Fund's activities and investments, (m) appraisal and valuation expenses, and (n) travel expenses associated with any of the foregoing (which includes business class airfare, lodging, ground transportation and meals and entertainment events with investment partners, lenders and service providers and partners) and (o) costs and expenses associated with the continued offering of Units (as defined in the Funds operating documents). For further information, please refer to the Funds' operating documents, and see Item 12 below for a discussion of the Fund's brokerage practices.

Generally, the SMA will bear and be charged with allocable transaction expenses. The obligation of the SMA to pay allocable transaction expenses is subject to annual cap of 0.5%% of the net invested capital. Other expenses charged to the SMA shall not exceed 30% of SMA Management Fees paid and generally includes, but is not limited to: ordinary administrative and operating expenses, risk management expenses, legal expenses, accounting and auditing expenses, filing costs, fees, travel expenses, and any other expenses which are directly related to the SMA.

The allocation of expenses by Bastion between it and any Client and among Clients represents a conflict of interest for the Firm. Bastion has adopted an expense allocation policy that is designed to

address this conflict. The Firm allocates expenses to each Client in accordance with the Client's arrangements with the Firm (including applicable client disclosures). The Firm seeks to allocate shared expenses in a fair and reasonable manner, generally pro rata among relevant Clients and the Adviser, as applicable, as determined in good faith by Bastion.

- E. Each Client's operative documents also set forth the timing for the payment of management fees, which will be monthly in arrears, quarterly in arrears, monthly in advance, or quarterly in advance as specified therein. Where management fees are paid in advance, if the management agreement terminates during a quarter, the pro-rated portion of Fund Management Fees received but not earned will be returned to the investors.

The management fee will be prorated for any period that is less than a full month or quarter, as applicable.

- F. Bastion and/or its supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-by-Side Management

As stated in Item 5 above, Bastion Promote LLC, an affiliate of the Firm, is generally eligible to receive the Incentive Fee Payment. Such Incentive Fee Payment is based on investment profits and, as a result, may create an incentive for Bastion to make investments on behalf of a Fund that are riskier or more speculative than would be the case in the absence of such incentive allocation. In the allocation of investment opportunities, performance-based fee or incentive fee arrangements may also create an incentive for the Firm to favor accounts with performance or incentive fee or allocation arrangements over accounts that do not have such arrangements or, alternatively, favor accounts with higher performance-based fees or allocation arrangements over accounts with lower performance-based fees or allocation arrangements. If an investment is appropriate for one or more of the Funds, the investment generally will be allocated among such Funds based on senior management's discretion regarding, among other factors: portfolio concentration, sectoral concentration, and capital availability at each of the Funds. Bastion has adopted a Trade Allocation Policy (the "**Allocation Policy**") designed to treat each Fund fairly and equitably and to prevent this form of conflict from influencing the allocation of investment opportunities among our Funds.

Item 7: Types of Clients

Bastion provides investment advisory services to pooled investment vehicles and to one separately managed account. Typically, the pooled investment vehicles are private investment vehicles structured as partnerships and are marketed to high net worth investors and institutional investors. Minimum investment requirements vary by Client.

Each investor in the Funds must meet the eligibility provisions outlined in the applicable Fund's operative documents. Please refer to each Fund's applicable operating documents for more complete information on the minimum investment requirements.

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

A. Methods of Analysis and Investment Strategies

Bastion focuses on providing secured financing solutions to small to medium-sized businesses in consumer finance, small business finance, and specialty finance-. Bastion overlays internal sourcing, research, and underwriting capabilities with a targeted sourcing partnership with selected originating partners, which further enhances deal flow and alignment of interests.

The Clients do not typically invest in publicly-listed subordinated debt, preferred equity, or equity-like instruments where the outcomes are dependent on the upward direction of the market. Bastion avoids distressed loans or loans which are unlikely to be performing for the duration of the loan, except in circumstances where the Firm can accomplish all of its credit metrics (particularly, a satisfactory loan-to-value) and are likely to generate a premium return with negligible incremental risk.

B. Investment Strategies and Risk of Loss

The Firm's primary investment focus is on the origination of credit to predominantly small and medium businesses, secured by predominantly first-lien positions in consumer finance, small business finance, and specialty finance assets. The Firm seeks out companies backed by strong management teams and equity sponsors to create a portfolio diversified by sector, geography, and company.

The diligence of prospective investments includes due diligence on the company investment, competitive landscape of the industry, company-specific items like margins, free cash flow, and vintage performance data, as well as legal and regulatory surveys.

Risks Associated with the Firm's Methods of Analysis

The success of the Firm's strategies depends in large part on its ability to accurately assess the fundamental value of an investment. An accurate assessment of fundamental value depends on a complex analysis of a number of economic, financial, operating, legal, and other factors. No assurance can be given that we can assess the nature and magnitude of all material factors having a bearing on the value of securities.

In performing our analysis, the Firm's judgment about the attractiveness, value, and potential performance of an individual investment may be incorrect, and there is no guarantee that the investments the Firm selects will perform as anticipated. The value of an investment can be more volatile than the market as a whole, or the Firm's approach may fail to produce the intended results. As a result, there is a risk of loss of the assets the Firm manages that is out of its control. Although the Firm will do its best in managing Fund assets, it cannot guarantee any level of performance or that a Fund will not experience a loss.

Additionally, in performing analysis, the Firm uses commercially available information services and financial publications, research materials prepared by various broker-dealers, and other research developed by other third-party providers. The Firm's methods rely on the assumption that the sources relied upon are providing accurate and unbiased data. While the Firm is alert to indications that data may be incorrect, there is always a risk that the Firm's analysis may be compromised by inaccurate or misleading information.

General Risks of Investment Strategies

An investment in a Fund or SMA includes a risk of lost principal (invested amount) and any profits that have not been realized. Investors should be prepared to bear that risk. In addition, as recent global and domestic economic events have shown, the performance of any investment is not guaranteed.

C. Specific Risks of Client Investments

As stated above, the Firm's primary investment focus is on the origination of credit to predominantly small and medium businesses, secured by first-lien positions in consumer finance, small business finance, and specialty finance assets. Risks associated with these types of investments include:

- *Fixed Income Risk:* The credit quality rating of securities may be lowered if an issuer's financial condition deteriorates and issuers may default on their interest and/or principal payments. Typically, a rise in interest rates causes a decline in the value of fixed-income securities. Note also that the U.S. is currently experiencing historically low interest rate levels. A rising interest rate environment may cause the value of the investments held in client accounts to decrease, a decline in income and yield, and an adverse impact on the liquidity of the investments held.
- *Credit Risk:* Borrowers targeted by our strategy may not make interest or principal payments on securities, resulting in losses to an investor. Default rates, though low today, could increase. In addition, the credit quality of an issuer's securities may be lowered if an issuer's financial condition changes. While the Funds and SMA may receive a higher rate of return on such loans in light of the increased risk, such borrowers are generally more likely to default on a loan, which may lead to significant losses by the Funds or SMA.
- *Leverage:* Some of the Clients utilize a significant amount of leverage which involves the borrowing of funds from banks and other institutions in order to be able to increase the amount of capital available for investment.
- *Liquidity Risk:* There is no organized exchange on which most of our investments are traded and reliable market quotations may not be readily available. A majority of the assets held in Client accounts are less liquid than securities traded on national exchanges.
- *Debt Covenant Risk:* There has been a recent trend to reduce the number of debt covenants in credit agreements. This may adversely affect the Firm's ability to recover on a particular investment.
- *Key Personnel Risk:* The success of our strategies depends greatly on the investment skills of our principals and key personnel. The performance of a Client's portfolio could be adversely affected if, due to illness or other factors, the services of certain principals or key personnel were not available for any significant period of time.

- *Market Risk:* Overall fixed-income market risks affect the value of a client's portfolio. Factors such as domestic or global economic growth, market conditions, interest rate levels, and political events affect the securities markets.
- *Strategy Risks:* The business of investing in securities is highly competitive and the identification of attractive investment opportunities is difficult and involves a high degree of uncertainty.
- *Valuation Risk:* A large portion of a Fund's or SMA's investment portfolio will typically be valued on the basis of factors other than market quotations. There are multiple methods that can be used to value a portfolio holding when market quotations are not readily available. The value established for any portfolio holding at a point in time might differ from what would be produced using a different methodology or if it had been priced using market quotations.
- *Changing Economic Conditions:* The success of the investment strategy could be significantly impacted by changing external economic conditions in the U.S. and global economies. The stability and sustainability of growth in global economies may be impacted by terrorism or acts of war or pandemics. Changing economic conditions could potentially adversely impact the valuation of portfolio holdings. The United States and global economies have recently experienced a volatile and unstable period, which has included bank failures, a credit crisis, a loss of confidence among major financial institutions, and instability in the public markets. Each of these conditions and the potential repercussions thereof, may have lasting adverse effects on the returns of the Fund and its portfolio companies. Moreover, the potential regulatory reactions to the recent economic turmoil may further adversely impact the Funds in unanticipated ways.
- *Difficulty in Valuing Portfolio Investments:* Generally, there will be no readily available market for a substantial number of the Fund's or SMA's investments and hence, most of said investments will be difficult to value. Due to the absence of readily available market valuations or market quotations for securities of the Clients' privately held portfolio companies, the valuation of the Clients' investments in such portfolio companies is determined in good faith by the general partner; the Clients are not required to have such valuations independently determined. Despite the general partners' efforts to acquire sufficient information to monitor certain of the Clients' investments and make well-informed valuation and pricing determinations, the general partner may only be able to obtain limited information at certain times. It is possible that the general partners may not be aware on a timely basis of material adverse changes that have occurred with respect to certain of the Clients' investments. The general partner may have to make valuation determinations without the benefit of an adequate amount of relevant information. Prospective limited partners should be aware that as a result of these difficulties, as well as other uncertainties, any valuation made by the general partner may not represent the fair market value of the securities acquired by the Clients.
- *Competitive Marketplace:* The marketplace for venture capital and private equity investing has become increasingly competitive. Involvement by financial intermediaries has increased, substantial amounts of funds have been dedicated to making investments in the private sector and the competition for investment opportunities is at historically high levels. Some of the Clients' potential competitors may have more relevant experience, greater financial resources, and more personnel than the general partner. There can be no assurances that the general partner will locate an adequate number of attractive investment opportunities. To the extent that the Clients encounter competition for investments, returns to limited partners may vary.

- *Financial Institution Risk:* Actual events involving reduced or limited liquidity, defaults, non-performance, or other adverse developments that affect financial institutions or other companies in the financial services industry, including banks and other custodians of a client's funds and securities, or impact the financial services industry generally, as well as concerns or rumors about any events of these kinds, have in the past and may in the future lead to market-wide liquidity problems, defaults on financial obligations, non-performance of contractual obligations, and other adverse impacts on these financial institutions, investors that deposit funds and securities at these institutions, lenders and borrowers of these institutions, and other companies in the financial services industry. Investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult to acquire financing on acceptable terms or at all. Any decline in available funding or access to cash and liquidity resources could, among other risks, adversely impact the ability to meet operating expenses, satisfy financial obligations, liquidate portfolio holdings, withdraw capital, or fulfill other obligations, or result in breaches of financial and/or contractual obligations. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on portfolio holdings, client performance, or business operations.
- *Enhanced Scrutiny and Additional Regulatory Risks:* Following global market volatility and dislocations, financial institution failures and financial frauds in recent years, governmental authorities in the United States and elsewhere have called for financial system and participant regulatory reform, including additional regulation of investment funds and their managers and their activities, including compliance, risk management and anti-money laundering procedures; restrictions on certain types of investments; restrictions on the provision and use of leverage; implementation of capital requirements; and books and records, reporting and disclosure requirements. The ultimate effect of government actions cannot be predicted, but these regulatory reform measures could cause Bastion to incur significant expense to comply with such measures.

Regulation generally, as well as regulation more specifically addressed to the private equity industry and an increase in regulatory scrutiny of the alternative investment industry, including tax laws and regulation, whether in the United States or outside of it, could further increase the cost of acquiring, holding or divesting investments and the cost of operating the Funds as well as harm the profitability of enterprises and interfere with the ability of Bastion to engage in certain transactions.

The foregoing risk factors do not purport to be a complete explanation of the risks involved in a Fund or SMA investment. Please see each Fund's offering documents and the SMA's investment management agreement for additional discussion of the risks associated with such Fund's and SMA's investment strategies and methods of analysis.

Item 9: Disciplinary Information

Bastion is not aware, after having conducted a reasonable inquiry into the Firm and its management persons, of any legal or disciplinary events that would be material to the Clients or prospective investors' evaluation of Bastion's advisory business or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration and Registered Representatives

Neither Bastion nor any of its management persons are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Futures and Commodity Registration

Neither Bastion nor any of its management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

C. Material Relationships and Conflicts of Interest

Bastion has no relationship or arrangement with other investment advisers or other financial industry participants that creates a material conflict of interest with Advisory Clients.

D. Selection of Other Advisers

Bastion does not recommend or select other investment advisers for its Funds.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

Bastion has adopted a formal compliance code of ethics (the “**Code**”) designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (“**Advisers Act**”). The Code includes a securities trading code of ethics, insider trading policies and procedures, and procedures to address “pay to play” rules and regulations. Among other things, the Code requires that employees act with integrity, place the interests of clients above their own, avoid actual and potential conflicts of interest, and comply with applicable provisions of all laws. Any exceptions to the policies outlined in the Code require the prior approval of the Firm’s Chief Compliance Officer. Additionally, any violations of the Firm’s Code are required to be reported to the Chief Compliance Officer for documentation and remediation.

The policies also require employees to certify on a quarterly basis that they have complied with the Firm’s *Restrictions on Personal Investing Activities* policy. Bastion regularly reviews its compliance systems and procedures with experienced compliance consultants.

From time to time, consistent with a Client's investment objectives and subject to satisfaction of the policies and procedures set forth in the Code, the Client's governing documents, and applicable law, Bastion may recommend that a Client acquire or sell an investment in which the Firm or another Client has a pre-existing direct or indirect interest. A potential conflict of interest could arise from the fact that the Firm or another Client could benefit from such a purchase or sale of the applicable investment by such Client. However, the Code is designed to identify and manage conflicts of interest to the extent they arise

in connection with such principal or cross-trade transactions and ensure that the Firm fulfills its role as a fiduciary to each of the applicable Clients.

In an instance where the loan amount exceeds the amount deemed appropriate for the Clients, a Client will in some instances sell a participation interest to a third party. Bastion typically charges fees to third party participants for loan servicing, which fees are not shared with the Clients.

A copy of the Firm's Code is available to the Firm's clients, investors, and prospective investors upon request.

B, C, and D. Participation or Interest in Client Transactions and Personal Trading

The Firm and its supervised and management persons ("**we**") do not (i) buy or sell the same investment or related investments that we buy or sell for Client, (ii) buy or sell securities for our own accounts at the same time that we buy or sell the same investments for Client accounts, or (iii) include buy or sell orders in an aggregated transaction along with Client buy or sell orders.

We do not buy or sell investments for Client accounts if we and/or one of our supervised or management persons have a material financial interest in the issuer or the investment.

Item 12: Brokerage Practices

Bastion currently does not engage in securities trading transactions on behalf of its Clients or utilize the services of securities broker-dealers for transaction-related services. If it requires the services of a securities broker-dealer, Bastion will seek to obtain the best execution on an overall basis. Bastion will aggregate such of those orders as it deems appropriate and in accordance with the Client's organizational documents and in the best interests of the Client.

If the Firm has more than one Client account participating in a particular investment, Bastion aggregates (combines) contemporaneous orders for the same investment, with applicable accounts participating in the aggregated order on a fair and equitable basis. See item 6 for the factors the Firm uses to allocate investments. The allocation is not based on account performance or the amount or structure of management fees.

For administrative and other reasons, Bastion typically causes a single Client to serve as the record lender in a particular loan transaction to a portfolio company, which Client simultaneously enters into a participation agreement with each Bastion Client that has been allocated an interest in the investment pursuant to Bastion's allocation policies and procedures. The participating Clients participate on the same terms as the Fund that is record lender so that the economic effect of the transaction is the same as if the participant(s) made the loan directly to the relevant borrower. Accordingly, the interests of the record lender and the participants are generally aligned, and Bastion engages in administrative and risk oversight of the position on behalf of all relevant Clients. However, there can be no assurance that Bastion will be successful in precisely balancing the appropriate costs and benefits among Clients. Moreover, if any Client were to default on its obligation to fund future draws on the loan under a participation agreement, such default could negatively impact the Client that is record lender.

Item 13: Review of Accounts

As noted above, Bastion primarily focuses on providing structured credit products to small to medium-sized, US-domiciled businesses. The Clients' investments are internally reviewed on a regular basis, not less than quarterly. Bastion provides periodic reports (including annual audited financial statements) to investors in each Client in accordance with the terms of the operating documents of the relevant Client.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits for Providing Services to Funds

Bastion does not receive economic benefits from third parties (other than fees from Clients) for providing investment advice or other advisory services to the Clients.

B. Compensation to Non-Supervised Persons for Referrals to Funds

Bastion has entered and may enter into agreements or arrangements with existing investors under which such investors receive compensation in the form of a management fee discount in exchange for referring other prospective eligible investors to Bastion on behalf of the Funds.

Additionally, in order to address any potential conflicts of interest that may arise in connection with such arrangements for investor referrals, the Firm has adopted policies and procedures intended to ensure that the provision of services and any referrals are conducted in the interest of the Funds.

Item 15: Custody

Under Rule 206(4)-2 of the Advisers Act (the "**Custody Rule**"), an adviser is deemed to have "custody" of Client assets if it (or an affiliate in connection with the adviser's advisory services) holds, directly or indirectly, or has the authority to obtain possession of, Client funds or securities, including if it (or such affiliate) acts as a general partner of a Client limited partnership or a managing member of a Client limited liability company. Bastion is deemed to have custody of Fund Client assets because it has the authority to obtain such Fund's funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from the Fund's account. Bastion and its affiliates are exempt from many of the provisions of the Custody Rule because it requires that each Fund for which it has custody be subject to an audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and Bastion requires that each such Fund distribute its audited financial statements to all investors within at least 120 days of the end of its fiscal year.

Under SEC staff guidance, Bastion would be deemed to have custody of the assets of SMA Clients when Bastion or an affiliate serves as the administrative agent to the loan syndication arrangements and has access to, and authority over, cash in the commingled agency account. These assets are held at a qualified custodian, commingled with third party assets. In light of the foregoing, we must rely on alternative means of complying with the Custody Rule. Recent guidance from the SEC under a No-Action Letter issued on

December 20, 2018, to Madison Capital Funding LLC (the “**Madison No-Action Letter**”) provides such alternative means. We seek to implement measures to satisfy the requirements set forth in the Madison No-Action Letter.

Item 16: Investment Discretion

Bastion generally serves as the investment adviser with discretionary authority to implement investment decisions for the Funds, with the exception of one separately managed account to which the Firm provides non-discretionary investment advisory services. Such authority is provided to Bastion per the terms of the applicable Fund documents and management agreement. Bastion’s investment decisions and advice with respect to the Funds is subject to each Fund’s operative documents. Any limitations applicable to any SMA will be described in the applicable investment advisory agreement.

Item 17: Voting Client Securities

Bastion generally does not intend to invest in the equity securities of companies that regularly conduct shareholder meetings and solicit proxies for shareholder voting. However, Bastion has adopted a proxy policy in the event a proxy solicitation is received or to handle any class actions. Should any matters arise that require a vote of the holders of any securities or investments held by the Funds, senior management of Bastion will review the issue or issues to be voted on and cast their votes in the best economic interest of the Funds. A copy of the proxy voting policy and a record of all votes cast by Bastion on behalf of the Funds may be obtained by mailing the request to the attention of Tim Reimink.

Bastion will generally vote proxies on behalf of SMA Clients subject to the client’s determination to vote its own proxies, as agreed between Bastion and the client.

Item 18: Financial Information

- A. Bastion does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.
- B. Currently, Bastion and its affiliates are not aware of any financial condition that is reasonably likely to impact Bastion’s ability to meet its contractual obligations and commitments to clients.
- C. Bastion has never been the subject of a bankruptcy petition.