

Mountain Hill Investment Partners Corp.

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BROCHURE

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This brochure provides information about the qualifications and business practices of Mountain Hill Investment Partners Corp. If you have any questions about the contents of this brochure, please contact us at (732) 291-3188 or email us at info@mhipartners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration with the SEC does not imply any particular level of skill or training.

Additional information about Mountain Hill Investment Partners Corp. is available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

This brochure for Mountain Hill Investment Partners Corp. is a year-end update. Updates include changes to ownership structure, and the fee billing calculation method. Updates also include an exit from the commission's brokerage business.

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Advisory Business

Mountain Hill Investment Partners Corp. (“MHIP”) provides discretionary investment advisory services to families, individuals, corporations and other sophisticated investors of capital. MHIP also provides non-discretionary advisory services to 401(k) plan participants. MHIP was organized in 2006 and registered as an investment adviser in 2015. Andrew J. Kaiser and Mike Meyers have ownership interests in the firm.

MHIP is a boutique family office, serving the investment and advisory needs of a small group of clients from around the globe. We do not use outside investment managers, choosing to use our 30 plus years of expertise and experience to create individual portfolios based on each client’s goals, risk tolerance, time horizon and tax structure. Clients may restrict or prohibit purchases of certain types of securities in their accounts.

MHIP has a signature offering called the RJJ portfolio. We have been managing this Large Cap U.S. portfolio since 2006. This hedged offering is a low beta, low P/E and high dividend yield model. MHIP believes the RJJ portfolio is a great alternative for investors looking for a less volatile i.e., lower beta offering, for exposure to equities.

We also manage four additional equity portfolios created through an allocation of exchange-traded funds that target different risk and return profiles.

As of December 31, 2016, MHIP manages \$125 million in discretionary assets and \$45 million of non-discretionary basis.

Fees and Compensation

MHIP charges management fees for its discretionary investment advisory services. Fees are based on assets under management and are charged quarterly, in advance. The custodian deducts fees directly from the account.

Assets	Fees
\$250,000 – \$1 million	1.5%
\$1 million – \$5 million	1.25%
Over \$5 million	1%

The fee is calculated using the fee schedule listed above, multiplied by average daily balance of the account for the previous quarter. The fee is prorated for periods of less than a full quarter. In the event an advisory agreement is terminated, the client will receive a pro rata refund of the prepaid advisory fee.

MHIP’s fees are negotiable in some cases. MHIP’s fee covers MHIP’s investment advisory services and expenses, as well as charges for execution of transactions, custody of account assets and account reporting. Clients will also incur ticket charges for trades executed in their accounts. These transaction fees are separate from MHIP’s fees and will be disclosed by the clearing firm that the trades are settled through. Also, if mutual funds or exchange-traded funds

are used in a client's account, the client will pay the following separately incurred expenses which MHIP does not receive any part of: charges imposed directly by the mutual fund or exchange-traded funds which are disclosed in the funds' prospectuses.

As compensation for the services that MHIP provide to 401(k) plan participants, the plan, or the company sponsor of said plan, pays MHIP a quarterly fee based upon the value of the participant accounts. This fee is typically less than 50 basis points per year.

Performance-Based Fees and Side-by-Side Management

MHIP does not charge performance-based fees.

Types of Clients

MHIP provides investment advisory services to:

- Families,
- Individuals,
- Corporations or business entities
- Trusts
- Estates
- Sophisticated investors of capital.

MHIP requires a minimum account of \$250,000.00

Methods of Analysis, Investment Strategies and Risk of Loss

MHIP is focused on capital appreciation-preservation and risk management. We utilize asset allocation strategies focused on our client's specific investment objectives.

- We leverage our Wall Street relationships to understand trends and forecasts.
- Our Bloomberg Analytics helps us to select investments that we believe have favorable risk profiles.
- We take a fundamental and a technical approach to building investment portfolios.

MHIP has several Investment Strategies:

- The RJJ Portfolio-Long Term-Equity, hedged, risk weighted, low beta.
- Risk Weighted Models-Conservative-Moderate and Aggressive ETF portfolios.
- Portfolio protection through Option Writing and covered Calls.

Materials risks involved in investing with MHIP include:

In general, MHIP invests in a conservative manner with the goal of creating attractive risk-adjusted returns over a long period of time.

Market Risk – All securities are subject to market risk. The values of the securities held by a client may rise or fall rapidly or unpredictably due to a variety of factors, including changing economic, political or market conditions.

Equity Securities Risk – To the extent a client's account invests in equity investments (i.e., stocks), a particular stock, an industry or stocks in general may rise or fall in value. The value of a client's account will go up and down with the prices of the securities in which the account invests. The prices of stocks change in response to many factors, including the historical and prospective earnings of the issuer, the value of its assets, management decisions, decreased demand for an issuer's products or services, increased production costs, general economic conditions, interest rates, currency exchange rates, geopolitical risks investor perceptions and market liquidity.

ETF Risk – As a shareholder of exchange traded funds ("ETFs"), clients bear their proportionate share of the ETFs' fees and expenses. As a result, a client's cost of investing may be higher than investment strategies that invest directly in stocks. In addition, a client's investments in ETFs are subject to the particular risks described in the ETFs' prospectuses, copies of which are provided to the client and which MHIP urges the client to read.

Risks Associated with Options on Securities – There are several risks associated with transactions in options on securities. For example, there are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its objectives. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. As the writer of a covered call option, a client forgoes, during the option's life, the opportunity to profit from increases in the market value of the security covering the call option above the sum of the premium and the strike price of the call, but has retained the risk of loss should the price of the underlying security decline. The writer of an option has no control over the time when it may be required to fulfill its obligation as a writer of the option. Once an option writer has received an exercise notice, it cannot effect a closing purchase transaction in order to terminate its obligation under the option and must deliver the underlying security at the exercise price. If a put or call option purchased by a client is not sold when it has remaining

value, and if the market price of the underlying security remains equal to or greater than the exercise price (in the case of a call), or remains less than or equal to the exercise price (in the case of a put), the client will lose its entire investment in the option. Also, where a put or call option on a particular security is purchased to hedge against price movements in a related security, the price of the put or call option may move more or less than the price of the related security. There can be no assurance that a liquid market will exist when a client seeks to close out an option position. If trading were suspended in an option purchased by a client, the client would not be able to close out the option. If restrictions on exercise were imposed, a client might be unable to exercise an option it has purchased. If a client were unable to close out an option that it had purchased on a security, it would have to exercise the option in order to realize any profit or the option may expire worthless. If a client were unable to close out a covered call option that it had written on a security, it would not be able to sell the underlying security unless the option expired without exercise.

Disciplinary Information

MHIP does not have any legal or disciplinary events to disclose.

Other Financial Industry Activities and Affiliations

N/A

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

MHIP has adopted a code of ethics which sets forth certain standards of business conduct that govern the personal investment activities of the firm's employees and officers, including the standard that the interests of advisory clients must be placed first at all times. The code of ethics requires access persons to report their personal securities transactions on a quarterly basis and their securities holdings upon commencement of employment (or upon becoming an access person) and annually thereafter. Access persons also must obtain approval before they acquire any ownership interest in any security in an initial public offering or limited offering. The code of ethics applies not only to transactions by the individual, but also to transactions for accounts in which the person has an interest individually, jointly or as guardian, executor or trustee, or in which the person or the person's spouse, minor children or other dependents residing in the same household have an interest. Compliance with the code of ethics is a condition of employment. The code of ethics requires all employees and officers to comply with applicable securities laws and to promptly report any violation of the code. Clients may obtain a copy of the firm's code of ethics from MHIP upon request.

The firm's officers and employees may invest in securities that are recommended for purchase or sale by clients. The firm's officers and employees face a conflict of interest when they buy or sell securities at or about the same time that MHIP buys or sells the same securities for client accounts or recommends that clients buy or sell the same securities, because the firm's officers

or employees could take advantage of the information regarding the client transactions and execute their trades prior to the clients (commonly called “front running”). However, MHIP’s code of ethics provides that employee and client orders be batched, resulting in the same execution for both parties. As our employees may be invested in the firm’s portfolios, it is likely that clients and employees will trade on the same day, though a batched order prevents any conflicts to timing or price.

Brokerage Practices

MHIP uses the clearing services of Fidelity Institutional Wealth Services. MHIP does not have soft dollar arrangements or “pay up” for research. However, MHIP may receive proprietary research from Fidelity including advice as to the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities or purchasers or sellers of securities; and analyses or reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy or the performance of accounts. Research services may be used by MHIP in servicing all its accounts. When Fidelity provides MHIP with research services, MHIP receives a benefit because it does not have to produce or pay for the research.

MHIP may receive from the client’s custodian, without cost, computer software and related systems support, which allow MHIP to better monitor client accounts. With respect to the client’s custodian, MHIP may receive the software and related support without cost because MHIP renders investment advisory services to clients that, in the aggregate, maintain a certain level of assets with the custodian.

Specifically, MHIP may receive the following benefits from the custodian: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services advisers; access to block trading which provides the ability to aggregate securities transaction and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

On occasions when MHIP deems the purchase and/or sale of a security to be in the best interest of more than one of its clients, MHIP may aggregate the securities to be sold or purchased for a client with those to be sold or purchased for such other clients in order to obtain best qualitative execution. In such event, allocation of the securities purchased or sold, as well as the expenses incurred in the transaction, will be made by MHIP in the manner considered to be most equitable and consistent with its fiduciary obligations to participating clients and in accordance with the client’s investment objectives and goals.

Review of Accounts

MHIP reviews client accounts often to determine if an account is in need of rebalancing due to a change in market values. We employ a great deal of technology that alerts us to account changes in value, news on individual holdings, suggests rebalancing due to market changes and provides insight into performance attribution. In addition, MHIP seeks to meet with client's in-person if possible, twice each year.

Clients receive statements from their custodian at least quarterly, as well as trade confirmations via email or mail when MHIP trades in their account. In addition, MHIP sends clients email correspondence with market news and portfolio allocation changes.

Client Referrals and Other Compensation

MHIP does not compensate third parties for client referrals.

Custody

Upon engaging MHIP's services, MHIP opens an account with a qualified custodian on the client's behalf. We notify the client of their account number and contact information at the custodian. Statements and confirmation of trades are delivered to the client directly from the custodian. However, for purposes of the Investment Advisers Act of 1940, MHIP is deemed to have custody of client assets when the custodian deducts advisory fees from client accounts.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements at least quarterly listing your account balance(s), transaction history and any fee debits or other fees taken out of your account. MHIP urges clients to carefully review those statements.

Investment Discretion

MHIP accepts discretionary authority to manage securities accounts on behalf of clients pursuant to an investment advisory agreement in which the client appoints MHIP as its agent and attorney-in-fact with full investment power and authority on behalf of the client's account. Pursuant to this discretionary authority, MHIP will determine which securities to buy or sell for the account, and the total amount of the purchases and sales. Clients may place limitations on this authority, including restricting or prohibiting purchases of certain securities or types of securities.

Voting Client Securities

MHIP does not have authority to vote client securities. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact MHIP with questions about a particular solicitation.

Financial Information

MHIP does not believe there is any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.