

SAGE MOUNTAIN ADVISORS



945 East Paces Ferry Road NE, Suite 2275
Atlanta, GA 30326

(404) 795-8361

www.sagemountainadvisors.com

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This Brochure provides information about the qualifications and business practices of Sage Mountain Advisors, LLC (hereinafter "Sage Mountain" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm 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. Additional information about the Firm is available on the SEC's website at www.adviserinfo.sec.gov. The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

Item 2 – Material Changes

This Brochure, dated April 30, 2020, replaces the March 20, 2020 version. Our last annual amendment was dated March 20, 2020.

The following information reflects only material updates made to our Brochure since our last annual amendment:

- Item 5-Fees and Compensation was updated to reflect Sage Mountain's billing practices.

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Item 4 – Advisory Business

4. A. Advisory Firm Description

Sage Mountain offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to Sage Mountain rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with Sage Mountain setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Sage Mountain has been registered as an investment adviser since September 2018 and is owned by Scott Neu (principally through Lake Chutes, Inc.) and Anthony Cox.

While this brochure generally describes the business of Sage Mountain, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or other persons who provide investment advice on Sage Mountain’s behalf and are subject to the Firm’s supervision or control.

4.B. Types of Advisory Services

Financial Planning and Consulting Services

Sage Mountain offers clients a broad range of financial planning and consulting services, which include any or all of the following functions:

- Business Planning
- Cash Flow Forecasting
- Trust and Estate Planning
- Financial Reporting
- Investment Consulting
- Insurance Planning
- Retirement Planning
- Risk Management
- Charitable Giving
- Distribution Planning
- Tax Planning
- Manager Due Diligence

While each of these services is available on a stand-alone basis, certain of them can also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (described in more detail below).

In performing these services, Sage Mountain is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. Sage Mountain recommends certain clients engage the Firm for additional related services and/or other professionals to implement its recommendations. Clients are advised that a conflict of

interest exists for the Firm to recommend that clients engage Sage Mountain or its affiliates to provide (or continue to provide) additional services for compensation, including investment management services. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by Sage Mountain under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Sage Mountain's recommendations and/or services.

Wealth Management Services

Sage Mountain offers clients wealth management services, which include a broad range of financial planning and consulting services as well as a discretionary and/or non-discretionary management of investment portfolios.

Sage Mountain primarily allocates client assets among various mutual funds, exchange-traded funds ("ETFs"), real estate investment trusts ("REITs") and independent investment managers ("Independent Managers") in accordance with their stated investment objectives. In addition, Sage Mountain expects to recommend that certain eligible clients invest in privately placed securities including pooled investment vehicles such as hedge funds and private equity funds.

Where appropriate, the Firm also provides advice about any type of legacy position or other investment held in client portfolios. Clients can engage Sage Mountain to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Sage Mountain directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

Use of Independent Managers

As mentioned above, Sage Mountain selects certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

Sage Mountain evaluates a variety of information about Independent Managers, which includes the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. Sage Mountain also takes into consideration each

Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

Sage Mountain continues to provide services relative to the discretionary or non-discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. Sage Mountain seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

4.C. Client Investment Objectives/Restrictions

Sage Mountain tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. Sage Mountain consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify Sage Mountain if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if Sage Mountain determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

4.D. Wrap-Fee Programs

Sage Mountain does not currently participate in any wrap-fee programs.

4.E. Client Assets as of February 29, 2020:

Assets Under Management:

Discretionary basis: \$422,759,521; 312 accounts

Non-Discretionary basis: None

Assets Under Advisement: \$413,715,231

Item 5 – Fees and Compensation

5.A. Adviser Compensation

Sage Mountain offers wealth management services for an annual fee based upon assets under the Firm's management or advisement. In addition, the Firm offers standalone financial planning services for a fixed fee.

Wealth Management Fees

Sage Mountain offers wealth management services for an annual fee based on the average daily balance of assets managed or advised upon through the previous month. Fees will be pro-rated beginning when the account is funded. This management fee varies depending upon the size and composition of a client's portfolio and the type of services rendered. The management fee varies between 100 basis points and 15 basis points (1.00% - 0.15%) in accordance with the following blended fee schedule:

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
First \$5,000,000	1.00%
Next \$5,000,001-\$10,000,000	0.50%
Next \$10,000,001-\$20,000,000	0.35%
Next \$20,000,001-\$50,000,000	0.30%
Next \$50,000,001-\$100,000,000	0.25%
Above \$100,000,000	0.15%

Minimum Account Size

Due to the comprehensive and ongoing nature of our Wealth Management services, SMA requires a minimum portfolio size or a minimum annual fee, for these services. Account relationships who do not meet our asset minimum but still wish to engage our services may do so by agreeing to a minimum annual fee of \$100,000, billed quarterly and in arrears. If assets increase above our minimum level, then normal billing rates will apply. SMA, in its sole discretion, reserves the right to waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g. historical relationship, type of assets, anticipated future earning capacity, anticipated future assets, related accounts, negotiations with clients, etc.) Please note that if a client is subject to the minimum fee, the client will pay a higher percentage fee than referenced in the above fee schedule. Clients should note that similar advisory services may (or may not) be available from other investment advisors for similar or lower fees.

Due to the complexity of certain relationships, SMA may negotiate a base fee higher than the minimum fee plus a fee for reporting on non-managed assets, which is typically 5 basis points. Base fees charged in these complex relationships range from \$100,000 to \$250,000 per year, billed quarterly and in arrears.

Financial Planning and Consulting Fees

For consulting services the Firm provides, with respect to certain client holdings that are not managed on a regular basis (e.g., held-away assets, concentrated positions, accommodation accounts, alternative investments, etc.), Sage Mountain may negotiate a fee rate that differs from the wealth management fee set forth above. This may be a fixed fee

for financial planning services, and a fixed or asset based fee for investment consulting services, under stand-alone engagements. These fees are negotiable depending upon the scope and complexity of the services and the professional rendering the financial planning and/or the consulting services. If the client engages the Firm for additional investment advisory services, Sage Mountain may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services. Sage Mountain may also charge a fee for reporting on non-managed assets. This “reporting only” fee is typically 5 basis points.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Financial Planning and/or Investment Consulting Agreement and Sage Mountain requires one-half of the fee payable upon execution of the agreement. The outstanding balance is due upon delivery of the financial plan or completion of the agreed upon services. The Firm does not, however, take receipt of \$1,200 or more in prepaid fees in excess of six months in advance of services rendered.

Fee Discretion

Sage Mountain may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

Note About Fee Calculation Based on Quarter-End or Month-End Account Values:

Clients who elect to be charged an Asset-Based Fee should note that there may be variations in the account values used to calculate Sage Mountain’s fees and the account values on the last day of the previous quarter or other period as reflected on the account statement the Client receives from the custodian. These variations include, but are not limited to, variations resulting from (1) unsettled trades; (2) accrued income; and (3) dividends earned but not received. Usually, any differences in account values due to these variations will be relatively small. Sage Mountain Advisors will not make any adjustments, refunds, or further assessments of fees based on these differences. Any Client who has a question about any such a difference or any other issue relating to calculations of fees is encouraged to contact Sage Mountain for an explanation.

5.B. Direct Billing of Advisory Fees

Clients provide Sage Mountain and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Sage Mountain. Alternatively, clients may elect to have Sage Mountain send a separate invoice for direct payment.

Use of Margin

Sage Mountain does not recommend that clients use margin in their investment portfolio. Should a client request margin for investments, the Firm will help with the borrowing process and manage the assets accordingly. In these cases the fee payable will be assessed gross of margin such that the market value of the client's account and corresponding fee payable by the client to Sage Mountain will be increased.

In addition, Sage Mountain may recommend margin or other borrowing for non-investment needs, such as bridge loans and other financing needs. The Firm's fees are determined based upon the value of the assets being managed gross of any margin or borrowing.

Account Additions and Withdrawals

Clients can make additions to and withdrawals from their account at any time, subject to Sage Mountain's right to terminate an account. Additions can be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients can withdraw account assets on notice to Sage Mountain, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives.

Sage Mountain may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

5.C. Other Non-Advisory Fees

In addition to the advisory fees paid to Sage Mountain, clients also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges include securities brokerage commissions, transaction fees, custodial fees, fees attributable to alternative assets, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Fees charged by the Independent Managers may be included in the Firm's fee or may be charged by the Independent Manager separately. The Independent Manager fee will be discussed in the Advisory Agreement. Clients qualifying as accredited investors under SEC guidelines, may have the opportunity to participate as limited partners in certain alternative investments. Detailed information regarding the fees charged to the alternative investments is provided in each Fund's offering documents. Generally, the investors in alternative investments pay fees quarterly until the termination of the respective Fund. The Firm's brokerage practices are described at length in Item 12, below.

5.D. Advance Payment of Fees

Sage Mountain's annual fee is prorated and charged quarterly, in arrears, based upon the market value of the average daily account balance during that quarter. In certain cases SMA's annual fee will be billed at a different frequency. For the initial period of an engagement, the fee is calculated on a pro rata basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

5.E. No Compensation for Sale of Securities or Other Investment Products

Sage Mountain nor any of its supervised persons 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

Sage Mountain does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7 – Types of Clients

Sage Mountain offers services to individuals, trusts, estates, charitable organizations, corporations and business entities.

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

8.A. Methods of Analysis and Investment Strategies

Sage Mountain meets with each client to discuss their comprehensive financial picture including investable assets, illiquid assets, liabilities, income and expenses. The Firm works with clients to build a recommended portfolio by seeking to understand their objectives and risk tolerance. Sage Mountain focuses on downside risk, and stress tests portfolios using historical and projected asset class returns, risk and correlations to quantify potential losses in periods of market stress.

Sage Mountain also analyzes portfolios using methods such as Monte Carlo simulation to project future portfolio values over time. This analysis can include cash outflows to determine if a portfolio is likely to be able to support clients' expected level of spending.

Sage Mountain advises on investments including ETFs, mutual funds, REITs, Independent Managers, bonds, stocks, options, structured notes, and alternative investments. When

evaluating investments, the Firm considers the asset class, fees, performance track record, manager experience, tax considerations, and liquidity.

8.B. Material Risks of Investment Strategies

The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved with respect to the Firm's investment management activities. The Firm seeks to limit risk through diversification. Sage Mountain also believes it is important to develop a thorough understanding of each client's liquidity needs to ensure they hold an appropriate amount of cash and liquid investments. Clients should consult with their legal, tax, and other advisors before engaging the Firm to provide investment management services on their behalf.

Market Risks

Individual investments may decline in value due to economic developments or events that affect the entire market. Equity investments including ETFs, mutual funds, Independent Managers, or single stock positions may lose value due to a decline in economic growth, volatility of earnings, or a decline in risk sentiment. Fixed income investments may be negatively impacted by rising interest rates which could be caused by accelerating economic growth, increased inflation expectations, or a perceived decrease in credit quality across the market.

Credit Risk

Fixed income products, including bonds, are subject to credit risk, which is the risk that the entity issuing a bond such as a government, municipality or corporation will not be able to meet its obligation to make the required interest payment or repay the principal at maturity.

Concentration Risk

Even though a portfolio will be somewhat diversified, there is the risk from having a substantial portion of a portfolio held in a single investment, or limited investments, thereby having little or no asset classes, industry, or geographical diversification.

Liquidity Risk

There are certain investments that Sage Mountain makes, including in private equity funds or other alternative investments, that generally do not allow their investors to liquidate their positions for a significant amount of time which could last up to several years or more. If an investor needs to liquidate prior to the end of that period they could be forced to sell at a large discount to fair market value or may find no buyer. In liquid asset classes such as equities, it is possible that in times of market stress investors may be unable to sell securities quickly without negatively impacting the market price.

Currency Risk

There is a risk that an investment denominated in a foreign currency will lose value because of a movement in the exchange rate of that currency.

Option Risk

Risks of investing in options include losing the entire amount paid to purchase the option if an investor is wrong about the direction, timing, and amount of the price movement of the underlying asset, potentially large bid-ask spreads in the secondary market, being forced to buy or sell the underlying security at any time if an investors sells an American-style option, loss of profits above the exercise price for covered calls, and loss of value below the exercise price for sellers of put options.

Structured Note Risk

Investors in structured notes may lose some or all of their investment if the underlying security or index decreases in value over the term of the note. They are also subject to the credit risk of the issuer and can experience losses in the event of a default of the issuer regardless of the performance of the underlying security.

Volatility Risks

The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

Cash Management Risks

The Firm invests some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

Equity-Related Securities and Instruments

The Firm takes long positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small- capitalization, mid-capitalization and financially distressed companies may be subject to more abrupt or erratic price

movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Real Estate Investment Trusts (REITs)

Sage Mountain recommends investments in, or allocate assets among, various real estate investment trusts ("REITs"), the shares of which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle's shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

Use of Independent Managers

As stated above, Sage Mountain selects certain Independent Managers to manage a portion of its clients' assets. In these situations, Sage Mountain continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, Sage Mountain does not have the ability to supervise the Independent Managers on a day-to-day basis.

Use of Private Collective Investment Vehicles

Sage Mountain recommends that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

Use of Margin

While the use of margin borrowing for investments can substantially improve returns, it may also increase overall portfolio risk. Margin transactions are generally effected using capital borrowed from a Financial Institution, which is secured by a client's holdings. Under certain circumstances, a lending Financial Institution may demand an increase in the underlying collateral. If the client is unable to provide the additional collateral, the Financial Institution may liquidate account assets to satisfy the client's outstanding obligations, which could have extremely adverse consequences. In addition, fluctuations in the amount of a client's borrowings and the corresponding interest rates may have a significant effect on the profitability and stability of a client's portfolio.

Interest Rate Risks

Interest rates may fluctuate significantly, causing price volatility with respect to securities or instruments held by clients.

Item 9 – Disciplinary Information

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

Item 10 – Other Financial Industry Activities and Affiliations

10.A. No Registered Representatives

Sage Mountain's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

10.B. No Other Registrations

Sage Mountain's management persons are not registered, nor do any management persons have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

10.C. Material Relationships or Arrangements

The Firm does not have any other financial industry activities or affiliations that need to be disclosed.

10.D. Material Relationships or Arrangements

Sage Mountain may recommend other investment advisers for clients, but it does not receive any compensation related to its recommendation of other investment advisers other than any applicable management fee.

Item 11 – Code of Ethics

11.A. Code of Ethics Document

Sage Mountain has adopted a Code of Ethics pursuant to SEC rule 204A-1. The basic principle of Sage Mountain's Code of Ethics is that the interests of clients are always placed first. Sage Mountain's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

Clients and prospective clients may contact Sage Mountain to request a copy of its Code of Ethics.

11.B. Recommendations of Securities and Material Financial Interests

Neither Sage Mountain nor any of the firm's officers or employees recommend, hold, acquire or dispose of any securities in which Sage Mountain or any of the firm's officers or employees has a material financial interest.

11.C. Personal Trading

The Code of Ethics also requires certain of Sage Mountain's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by money market funds; and iv) shares issued by other unaffiliated open-end mutual funds.

11.D. Timing of Personal Trading

The Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

Item 12 – Brokerage Practices

12.A. Recommendation of Broker-Dealers for Client Transactions

Sage Mountain recommends that clients utilize the custody, brokerage and clearing services of National Financial Services LLC and Fidelity Brokerage Services LLC (together with affiliates, "Fidelity") for investment management accounts. The final decision to custody assets with Fidelity is at the discretion of the client, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. Sage Mountain is independently owned and operated and not affiliated with Fidelity. Fidelity provides Sage Mountain with access to its institutional trading and custody services, which are typically not available to retail investors.

Factors which Sage Mountain considers in recommending Fidelity or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Fidelity enables the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. Fidelity has also agreed to reimburse clients for exit fees associated with moving accounts to Fidelity. The reimbursement is only available up to a certain amount for all of the Firm's clients over a twelve-month period. Fees are reimbursed on a first-come-first-served basis so that no clients are favored. The commissions and/or transaction fees charged by Fidelity may be higher or lower than those charged by other Financial Institutions.

The commissions paid by Sage Mountain's clients to Fidelity comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where Sage Mountain determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Sage Mountain seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Consistent with obtaining best execution, brokerage transactions are directed to certain broker-dealers in return for investment research products and/or services which assist Sage Mountain in its investment decision-making process. Such research will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Sage Mountain does not have to produce or pay for the products or services.

Sage Mountain periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

Software and Support Provided by Financial Institutions

Sage Mountain receives without cost from Fidelity administrative support, computer software, related systems support, as well as other third party support as further described below (together "Support") which allow Sage Mountain to better monitor client accounts maintained at Fidelity and otherwise conduct its business. Sage Mountain receives the Support without cost because the Firm renders investment management services to clients that maintain assets at Fidelity. The Support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The Support benefits Sage Mountain, but not its clients directly. Clients should be aware that Sage Mountain's receipt of economic benefits such as the Support from a broker-dealer creates a conflict of interest since these

benefits may influence the Firm's choice of broker-dealer over another that does not furnish similar software, systems support or services, especially because the level of client assets at Fidelity is used to determine the amount of support. In fulfilling its duties to its clients, Sage Mountain endeavors at all times to put the interests of its clients first and has determined that the recommendation of Fidelity is in the best interest of clients and satisfies the Firm's duty to seek best execution.

Specifically, Sage Mountain receives the following benefits from Fidelity: i) receipt of duplicate client confirmations and bundled duplicate statements; ii) access to a trading desk that exclusively services its institutional traders; iii) access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and iv) access to an electronic communication network for client order entry and account information.

Fidelity also makes available to the Firm, at no additional charge, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by Sage Mountain (within specified parameters). These research and brokerage services are used by the Firm to manage accounts for which it has investment discretion. Sage Mountain also receives additional services and support, including support for certain transition expenses (subject to review by Fidelity) which is available for the first twenty four months from the start of the Firm's relationship with Fidelity. Without this arrangement, the Firm might be compelled to purchase the same or similar services at its own expense.

Brokerage for Client Referrals

Sage Mountain does not consider, in selecting or recommending broker-dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

Directed Brokerage

The client may direct Sage Mountain in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by Sage Mountain (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Sage Mountain may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

12.B. Aggregation of Orders

Transactions for each client will be effected independently, unless Sage Mountain decides to purchase or sell the same securities for several clients at approximately the same time. Sage Mountain may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and allocated among Sage Mountain’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which Sage Mountain’s Supervised Persons may invest, the Firm does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Sage Mountain does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Item 13 – Review of Accounts

13.A. Frequency and Nature of Review

Sage Mountain monitors client portfolios on a continuous and ongoing basis. Such reviews are conducted by the Firm’s Principals and/or investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Sage Mountain and to keep the Firm informed of any changes thereto. The Firm

contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations.

13.B. Factors That May Trigger An Account Review Outside of Regular Review

In addition to regular reviews, Sage Mountain reviews accounts based upon triggering events, such as a client meeting, economic news, national or world events, or other similar factors.

13.C. Content and Frequency of Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from Sage Mountain and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. This may also include access to aggregated reports provided by a third party. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from Sage Mountain or an outside service provider.

Item 14 – Client Referrals and Other Compensation

Sage Mountain has no arrangements, oral or in writing, where it directly or indirectly compensates any person for client referrals.

Sage Mountain receives an economic benefit from Fidelity in the form of support products and services it makes available to Sage Mountain and other independent investment advisors that have their clients maintain accounts at Fidelity. These products and services, how they benefit Sage Mountain, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to Sage Mountain of Fidelity's products and services is not based on Sage Mountain giving particular investment advice, such as buying particular securities for its clients.

Item 15 – Custody

Sage Mountain is deemed to have custody of client funds and securities because clients have given the Firm the ability to debit client accounts for payment of the Firm's fees, have granted the Firm limited power of attorney, or have engaged one of the Firm's principals to serve as trustee on an account. As such, Sage Mountain is considered to have custody over certain client accounts.

Client funds and securities are maintained at one or more Financial Institutions that serve as the qualified custodian with respect to such assets. Such qualified custodians will send

account statements to clients at least once per calendar quarter that typically detail any transactions in such account for the relevant period.

In addition, as discussed in Item 13, Sage Mountain will also send, or otherwise make available, periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Sage Mountain.

Item 16 – Investment Discretion

Sage Mountain is given the authority to exercise discretion on behalf of clients. Sage Mountain is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. Sage Mountain is given this authority through a power-of-attorney included in the agreement between Sage Mountain and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Sage Mountain takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

Item 17 – Voting Client Securities

17.A. Voting Policies and Procedures

Sage Mountain does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations. The Firm may offer assistance as to proxy matters upon a client's request, but the client always retains the proxy voting responsibility.

Item 18 – Financial Information

18.A. Advance Payment of Fees

Sage Mountain does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

18.B. Financial Condition

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. Sage Mountain has no financial commitments that impair its ability to meet contractual and fiduciary commitments to clients.

18.C. No Bankruptcy Proceedings

Sage Mountain has not been the subject of a bankruptcy proceeding.