

**Item 1 – Cover Page**

**Alegria Energy, LLC**

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(913) 904-5700**

**March 30, 2020**

**Form ADV Part 2A Brochure**

This brochure provides information about the qualifications and business practices of Alegria Energy, LLC (“Alegria” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (913) 904-5700 or by email at [alegriaoperations@montageinvestments.com](mailto:alegriaoperations@montageinvestments.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. Alegria is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an Adviser provide you with information through which you determine to hire or retain an Adviser. Additional information about Alegria is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Alegria who are registered, or are required to be registered, as investment adviser representatives of Alegria. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Alegria is 281531.

## **Item 2 - Material Changes**

The material changes made since our brochure dated March 27, 2019 include updates to our assets under management as well as clarification / additional disclosure surrounding risk and valuation.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new brochure if requested based on changes or new information, at any time, without charge. Currently, our brochure may be requested by contacting us at (913) 904-5700 or [alegriaoperations@montageinvestments.com](mailto:alegriaoperations@montageinvestments.com).

### Item 3 – Table of Contents

Item 1 – Cover Page.....	1
Item 2 - Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-By-Side Management .....	6
Item 7 – Types of Clients .....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	8
Item 9 – Disciplinary Information .....	13
Item 10 – Other Financial Industry Activities and Affiliations .....	14
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	15
Item 12 – Brokerage Practices .....	16
Item 13 – Review of Accounts.....	17
Item 14 – Client Referrals and Other Compensation .....	18
Item 15 – Custody.....	19
Item 16 – Investment Discretion .....	20
Item 17 – Voting Client Securities.....	21
Item 18 – Financial Information .....	22

#### **Item 4 – Advisory Business**

Alegria is a limited liability company organized under the laws of Delaware since September 2015 and registered with the U.S. Securities and Exchange Commission since December 2015. Alegria is managed by a Board of Managers consisting of Martin Bicknell, Christian Scharosch, Paul Morris, and Lawrence Smith. Alegria is owned by Montage Investments, LLC (“Montage”) and Solea Energy, LLC (“Solea”). The sole owner of Montage is Bicknell Family Holding Company, LLC (“BFHC”). Martin Bicknell is the elected manager of the BFHC. Solea is owned by various equity owners, none of which own 25% or more. Solea is managed by a Board of Directors consisting of Robert Green, Aaron Handke, Paul Morris, Joe Loeffler, Adam Herrman, and Lawrence Smith.

Alegria provides investment management services limited to advising/managing a private fund (referred to herein as “the Fund” or “the Partnership”) which invests in financial contracts in the energy trading markets known as financial transmission rights (“FTRs”), which entitle the holder to a stream of revenues (or charges) based on the day-ahead hourly congestion price difference across an energy path. Alegria’s services are completely tailored to serving the Fund and investment strategies, objectives, and/or restrictions of the Fund are described in full in and executed in accordance with the Fund offering documents (i.e. Private Placement Memorandum and Limited Partnership Agreement, herein collectively referred to as “Offering Documents”).

Alegria’s discretionary assets under management as of December 31, 2019 were \$127,708,073. Alegria did not manage any non-discretionary assets as of December 31, 2019 or as of the date of this filing.

## **Item 5 – Fees and Compensation**

### **Management Fee**

As set forth in the Investment Management Agreement (as defined below), the Partnership will pay to the Investment Manager a quarterly management fee, calculated, accrued and payable in advance as of the beginning of each calendar quarter, equal to:

The Fund pays Alegria a quarterly management fee, calculated, accrued and payable in advance as of the beginning of each calendar quarter, equal (i) with respect to a Limited Partner's capital account attributable to its Class A Interest(s), 0.25% or, beginning on April 1, 2020, to the extent that such Limited Partner is no longer a client or affiliate of Mariner or Solea, 0.50% of the net worth of such capital account as of the beginning of such calendar quarter that are accrued as of the applicable calculation date or have been paid during the applicable calculation period, if any) (approximately 1.0% or 2.0% annually, as the case may be) (the "Class A Management Fee"); and (ii) with respect to a Limited Partner's capital account attributable to a Capital Commitment in respect of a Class B Interest, (a) until the expiration of the Commitment Period with respect to such Capital Commitment, 0.50% of such Capital Commitment, and (b) after the expiration of such Commitment Period, 0.50% of the net worth of such capital account as of the beginning of such calendar quarter (approximately 2.0% annually) (the "Class B Management Fee" and together with the Class A Management Fee, the "Management Fee"). The Management Fee shall be payable in U.S. Dollars within ten (10) days after the beginning of each quarter.

Alegria Partners, LLC ("General Partner"), and/or Alegria may waive, reduce, or rebate the management fee attributable to any Interest (as said term is used and defined in the Offering Documents) held by or on behalf of any other party, including, without limitation, any employee, agent or affiliate of Alegria and/or the General Partner. The Investment Manager, in its sole and absolute discretion, may also pay all or a portion of the Management Fee to certain Limited Partners (including, without limitation, the Strategic Investor), affiliates and/or other third parties.

The management fee is further described in the Fund Offering Documents.

### **Operating and Other Expenses**

As detailed in the Fund's Offering Documents, the Fund will bear its own Organizational Expenses, Investment Expenses and Operating Expenses and will bear and/or reimburse Alegria for Investment Professional Bonuses (capitalized terms used herein are defined in the Fund Offering Documents). Please refer to the Fund Offering Documents for additional information regarding fees and expenses of the Fund, as they contain important information relating to the Fund.

Item 12 further describes that Alegria does not receive any soft dollar benefits and does not receive client referrals from a broker-dealer or third party related to selection or recommendation of a broker-dealer. Furthermore, Item 14 states that as of the date of this Form ADV Part 2A, Alegria has not engaged a third party to refer investors to its Fund.

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

There is performance-based compensation with respect to the Fund. Prior to the deduction of any investor-related taxes (as defined in the PPM), as of the end of each fiscal year, increases in the Partnership's net worth allocated during such fiscal year to the capital account attributable to a Limited Partner shall be, subject to the Loss Carryover, reallocated so that the General Partner's capital account shall receive an allocation equal to, (i) with respect to a Limited Partner's capital account attributable to its Class A Interest(s), ten percent (10%) or, beginning on April 1, 2020, to the extent that such Limited Partner is no longer a client or affiliate of Mariner or Solea, twenty percent (20%) of the aggregate increases in the Partnership's Net Worth allocated to such capital account for such fiscal year (the "Class A Performance Allocation") and (ii) with respect to a Limited Partner's capital account attributable to its Class B Interest(s), twenty percent (20%) of the aggregate increases in the Partnership's Net Worth allocated to such capital account for such fiscal year (the "Class B Performance Allocation" and together with the Class A Performance Allocation, the "Performance Allocation"). Furthermore, Investment Professional Bonuses (as defined in the Offering Documents) are paid by the Fund. Said Investment Professional Bonuses are payable quarterly, based on a percentage of net gain attributable to the investment professional's performance with respect to such quarter. Investment Professional Bonuses are variable and are expected to be substantial. For more information about performance-based compensation, including calculation of the Investment Professional Bonuses, please refer to the Fund Offering Documents. Alegria structures performance and incentive based compensation subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (the "Advisers Act") in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

The performance-based compensation is calculated based on capital appreciation. Because the performance-based compensation is payable to the General Partner, and the General Partner is owned by the same persons who own Alegria, this arrangement creates an incentive for Alegria to invest the Fund's assets in investments that are riskier or more speculative than would be the case if Alegria was compensated solely on a flat percentage of capital. The Limited Partnership Agreement and the Investment Management Agreement of the Fund require the General Partner and Alegria to exercise their duties with care, skill, prudence and diligence.

At the time of the filing of this ADV Part 2A, the Firm does not manage more than one portfolio with the same investment strategy. While its affiliate, Solea Energy, also manages a portfolio of FTRs, the strategy and/or portfolio of Solea Energy and the Firm are not equal in terms of scale or scope. The Firm has implemented policies and procedures in order to mitigate the potential conflict that could arise between trades placed for the Firm and trades for its affiliates, specifically Solea Energy. Further, should additional conflicts arise related to the Firm's trade allocation or side-by-side management, the Firm and its Compliance Committee shall discuss additional policies and procedures to implement in order to mitigate these potential conflicts. In addition, the Firm does not have any individuals that manage accounts that are charged a performance-based fee and accounts that are charged another type of fee.

## **Item 7 – Types of Clients**

We provide investment management services to a private fund with an investment objective of acquiring a diversified portfolio of FTRs at a price that is below the expected value through auctions hosted by regional transmission organizations (“RTOs”). Please see Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss as well as the Fund Offering Documents for more information. As the Firm only has one private fund client, any requirements relating to the opening or maintaining of an account (i.e. minimum account size) are not applicable at this time.

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

Alegria will generally seek to achieve the Fund's investment objective by acquiring a diversified portfolio of FTRs at a price that is below the expected value through auctions hosted by RTOs.

An FTR is a financial instrument that entitles the holder to compensation for transmission congestion charges that arise when the transmission grid is congested in the Day-ahead Market and differences in Day-ahead congestion prices result from the dispatch of generators out of merit order to relieve the congestion. Each FTR is defined from a point of receipt (where power is injected into the grid) to a point of delivery (where the power is withdrawn). For each hour in which congestion exists, the holder of the FTR is awarded a share of the congestion charges collected from market participants.

In general, FTRs can be acquired through four market mechanisms:

- long-term auctions, in which FTRs are available for periods from one to three years;
- annual auctions, in which FTRs for the entire transmission capability are available;
- monthly auctions, at which leftover FTRs are sold; and
- the FTR secondary market, in a transaction with another market participant.

Alegria currently acquires FTRs through monthly, annual and long-term auctions.

Alegria uses proprietary software that displays the entire electricity grid for the regions covered by the RTOs through which Alegria currently invests and indicates when specific cables will be off-line for maintenance. Alegria tests such scenarios against historical data to ascertain how transmission lines near in proximity to such specific cables would have been impacted under various historical market environments. Alegria utilizes this type of analysis in conjunction with proprietary algorithms to make informed trading decisions with respect to FTRs.

**Purchase of the interests of the Fund involves a high degree of risk and is suitable only for sophisticated investors of adequate financial means which have no need for liquidity in this investment. The Fund is relatively new, has a limited track record, is speculative, and involves a high degree of risk which each investor must carefully consider. There can be no assurance that any investment objective will be achieved. As a result, an investment in the Fund should only be considered by investors who can reasonably afford a loss of their entire investment. Prospective investors should consult their own financial, tax, and legal and/or other advisors regarding the suitability of this investment. Prospective investors should bear in mind all risks associated with an investment in the Fund. Please see the brief explanation of risks below, however, please note that risks are disclosed in full in the Fund's Offering Documents. Prospective investors should read the Offering Documents in their entirety and consult with their own advisor(s) prior to deciding whether to invest in the Fund. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.**

**Risk of Loss.** An investment in the Fund is speculative and involves significant risk. The profitability of the Fund, in large part, ultimately depends upon Alegria correctly assessing future congestion charges with respect to a portfolio of FTRs as well as future price movements of FTRs and other financial instruments in which the Fund invests. Such price movements may be volatile and are subject to numerous factors which are neither within the control of nor predictable by Alegria. Such factors include, without limitation, a wide range of economic, political, competitive, market, legal, operational and other conditions or events (including, without limitation, natural disasters, acts of terrorism or war) which may affect investments in general or a specific FTR or other financial instrument in which the Fund invests. There can be no assurance that Alegria will be successful in accurately predicting price movements or the demand for electricity and, therefore, the value of financial instruments derived



from such demand. Accordingly, investors may incur substantial losses on their investments in the Fund, and it is possible that the Fund's performance will fluctuate substantially from period to period.

**Competition.** The markets in which the Fund participates and the varied strategies and techniques engaged in by Alegria are extremely competitive and each involves a high degree of risk. The Fund, the General Partner and Alegria compete with firms which have substantially greater financial resources and larger staffs than Alegria has or expects to have in the future, which may place the Fund at a competitive disadvantage.

**Market Volatility.** As a general matter, the prices of certain of the assets in which the Fund will invest have in the past exhibited high volatility in line with the heightened volatility and fluctuations of global capital markets. Price movements of these assets may be influenced by, among other things, interest rates, credit trends, changing supply and demand relationships, regulatory changes and fiscal and monetary programs and policies of governmental authorities. There can be no assurance that Alegria will be successful in accurately predicting price and interest rate movements despite efforts to identify and, if applicable, hedge such risks.

**Electricity and Other Energy Sector Risks.** As a result of the Fund's investment in FTRs, FTR options and electricity-related and other derivative instruments, the Fund will be more susceptible to adverse economic or regulatory occurrences affecting the electricity and other energy sectors, generally, and, specifically, utilities and other organizations that are involved in the operation of certain state and regional energy transmission grids or are otherwise vulnerable to fluctuations in costs due to transmission congestion charges, including, without limitation, holders of FTRs. There are several risks associated with investments in FTRs, FTR options and electricity-related and other derivative instruments, including, without limitation, the following:

**Commodity Price Volatility Risk.** Companies and other organizations operating in the electricity and other energy sectors may be affected by fluctuations in the prices of energy commodities, including, for example, natural gas, natural gas liquids, crude oil and coal, in the short- and long-term. Fluctuations in energy commodity prices would directly impact companies that own such energy commodities and could indirectly impact companies or other organizations that engage in transportation, storage, processing, distribution or marketing of such energy commodities, including organizations that are responsible for the management and control of energy transmission grids, which could impact demand for energy and, therefore, the value of financial instruments derived from such demand, including, but not limited to, FTRs and FTR options. Fluctuations in energy commodity prices can result from changes in general economic conditions or political circumstances (especially of key energy-consuming countries); market conditions; weather patterns; domestic production levels; volume of imports; energy conservation; domestic and foreign governmental regulation; international politics; policies of the Organization of Petroleum Exporting Countries ("OPEC"); taxation; tariffs; and the availability and costs of local, intrastate and interstate transportation methods. The energy sector as a whole may also be impacted by the perception that the performance of energy sector companies is directly linked to commodity prices.

**Supply and Demand Risk.** The value of FTRs, FTR options and electricity-related and other derivative instruments may be impacted by the levels of supply and demand for energy commodities and such financial instruments could be adversely affected by reductions in the supply of or demand for energy commodities. The volume of production of energy commodities and the volume of energy commodities available for transportation, storage, processing or distribution could be affected by a variety of factors, including, without limitation, depletion of resources; depressed commodity prices; catastrophic events; labor relations; increased environmental or other governmental regulation; equipment malfunctions and maintenance difficulties; import volumes; international politics, policies of OPEC; and increased competition from alternative energy sources. Alternatively, a decline in demand for energy commodities could result from factors such as adverse economic conditions (especially in key energy-consuming countries); increased taxation; increased environmental or other governmental regulation; increased fuel economy; increased energy conservation or use of alternative energy sources; or increased commodity prices.

Volatility in prices and consumption could have an adverse effect on the value of FTRs, FTR options and electricity-related and other derivative instruments. Unexpected volatility in prices and constraints in the availability of fuel supplies, particularly natural gas, may have an adverse impact on the cost of the electricity. Furthermore, consumption of energy is significantly affected by weather conditions. Typically, colder-than-normal winters and hotter-than-normal summers create higher demand and consumption for energy and, conversely, milder than normal weather may reduce the demand for energy. Natural gas prices also affect the cost of electricity as it is the fuel of choice for marginal generation requirements. As a result of these factors, Alegria may be unable to correctly forecast the precise amount of capacity in an energy transmission grid and therefore put appropriate hedges in place. Alegria expects to manage the Fund's exposure to movements in energy prices through certain hedging transactions. However, deviations between forecasted and actual customer usage, or "volumetric risk", may impact the value of FTRs, FTR options and electricity-related and other derivative instruments in which the Fund is invested and may also impact Alegria's hedging program by causing an under- or over-hedged situation. Furthermore, although Alegria may be able to hedge certain of market risks, Alegria may be unable to hedge certain other market risks. Furthermore, supply and demand attendant to energy transmission grids may be impacted by new energy sources, including, but not limited to, solar power, which may not utilize such transmission grids to deliver energy from generators to consumers, which could impact the value of FTRs, FTR options and electricity-related and other derivative instruments.

**Limited Diversification; Concentration of Investments.** The Fund's portfolio is expected to be concentrated in a single sector. Accordingly, the risk of loss to the Fund is greater than if its portfolio were invested in a more diversified manner among various industry sectors. In addition, the number of investments by the Fund may be limited. As a consequence, the Fund's returns as a whole may be adversely affected by the unfavorable performance of even a single investment. Finally, the fund's portfolio is expected to be concentrated in a single type of financial instrument. Such financial instrument may be subject to price movements that could substantially impact the Fund's net worth.

**Liquidity.** Investments that are made by the Fund, including, without limitation, investments in FTRs, may lack liquidity. For example, FTRs purchased at auction are typically held until liquidation, which may be one month to three years (or more) from the date of purchase. This could present a problem in realizing the prices quoted and in effectively trading the position(s). The Fund will have limited tools to manage liquidity risk beyond portfolio construction and diversification. Investments in less liquid investments could result in significant loss in value should the Fund be forced to sell the less liquid investments as a result of rapidly changing market conditions or as a result of other factors. In certain circumstances, the Fund may also be contractually prohibited from disposing of investments for a specified period of time. Accordingly, the Fund may be forced to sell its more liquid positions at a disadvantageous time, resulting in a greater percentage of the portfolio consisting of less liquid investments. Because withdrawal proceeds are subject to the liquidity of the Fund's investments, payment of withdrawal proceeds may be delayed where the Fund is unable to liquidate positions. Additionally, Alegria and the General Partner may not be required to liquidate Fund assets to provide cash to meet withdrawal requests and, in such circumstances, investors may be unable to make withdrawals from the Fund. The disposition of less liquid investments often requires more time and results in higher transaction costs than the sale of liquid financial instruments.

The RTOs are not required to continue to make markets in the FTRs and these markets can experience periods of illiquidity, sometimes of significant duration. Disruptions can occur in the FTR market due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit trading in FTRs to less than that which Alegria would otherwise recommend, to the possible detriment of the Fund. Market illiquidity or disruption could result in major losses to the Fund.

**Hedging Transactions.** Hedging involves special risks, including, without limitation, the possible default by the other party to the transaction, illiquidity and, to the extent Alegria's view as to certain market movements is incorrect, the risk that the use of hedging could result in losses greater than if such investment strategies had not

been used. Alegria may utilize financial instruments for risk management purposes. The success of the hedging strategy of the Fund will be subject to the availability of risk management mechanisms and Alegria's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Because the characteristics of many assets change as markets change or time passes, the success of the Fund's hedging strategy will also be subject to Alegria's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While the Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Fund than if it had not engaged in any such hedging transactions. For a variety of reasons, Alegria may not seek to hedge certain portfolio holdings, or may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Moreover, the portfolio may be exposed to certain risks that cannot be hedged.

**Electricity and Other Energy Sectors Regulatory Risk.** The electricity and other energy sectors are subject to comprehensive United States and non-U.S. federal, state and local laws and regulations. Present, as well as future, statutes and regulations could cause additional expenditures, decreased revenues, restrictions and delays that could materially and adversely affect the Fund. There can be no assurance that: (i) existing regulations applicable to the Fund's investments will not be revised or reinterpreted; (ii) new laws and regulations will not be adopted or become applicable to the Fund's investments; or (iii) regulatory agencies or other third parties will not bring enforcement actions in which they disagree with regulatory decisions made by other regulatory agencies.

Specifically, the Federal Energy Regulatory Commission ("FERC") has jurisdiction over the interstate transmission and sale of electricity in interstate commerce. Any changes in state or federal laws or regulations, including, without limitation, any changes adopted by FERC, may affect the prices of electricity and other forms of energy. Regulatory changes could occur during the term of the Fund that may impact the market for FTRs, FTR options and electricity-related and other derivative instruments, including, without limitation, with respect to permitted market participants, position size and availability at auction, in the secondary market or otherwise. The value of FTRs, FTR options and electricity-related and other derivative instruments could be adversely affected by any such regulatory changes. In addition, although the FERC has jurisdiction over FTRs, the CFTC and FERC entered into an information sharing Memorandum of Understanding to ensure that information requests to markets within the respective jurisdiction of each agency are properly coordinated in connection with market surveillance or an investigation into potential manipulation, fraud, or market power abuse in markets subject to such agency's regulation or oversight.

**Risk of Loss.** Investments in the Fund are intended for sophisticated investors only. The investment opportunity is relatively new, has a limited track record, is speculative and involves a high degree of risk, which each investor must carefully consider. There can be no assurance that the investment objective will be achieved. An investor could lose all or a substantial amount of his, her or its investment. Past performance does not guarantee future results.

**Investment Strategy Risk.** Alegria has broad and flexible authority to invest the assets of the Fund in securities, commodities and other financial instruments of any type. Accordingly, an investor will not be able to fully evaluate the Fund's investment strategies prior to making a capital contribution or while such investor holds an interest. In addition, the Fund may be subject to a variety of risks that cannot be determined at this time and which are not enumerated herein (or in the Fund Offering Documents), and may not be able to be determined prior to the Fund making a particular investment.

**Valuation Risks.** For purposes of preparing the Fund's annual audited financial statements, which are prepared in accordance with GAAP, certain of the Fund's assets and liabilities may be valued in a manner that, while consistent with GAAP, is different from the manner in which such assets and liabilities are valued as described in the Offering Documents. Specifically, for purposes of GAAP-compliant financial reporting, the Fund is generally required to follow a specific framework for measuring fair value of their respective assets and liabilities,

and are required to provide certain additional disclosures regarding fair value measurements in their audited financial statements. Many of these requirements are set forth in the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification Topic 820, "Fair Value Measurements and Disclosures" ("ASC 820"). ASC 820 and other applicable GAAP-related requirements may cause the Fund to determine, in certain instances, to value a particular asset or liability at a different value for financial reporting purposes than the value of that same asset or liability as determined by the General Partner or the Investment Manager. Accordingly, to the extent that the Fund would be required to value any of its assets or liabilities in a manner that differs from the valuation policies set forth herein, such assets or liabilities will be valued in accordance with GAAP solely for purposes of preparing the Fund's audited financial statements and, for all other purposes, including, without limitation, for purposes of allocating gains and losses and determining the Fund's Net Worth, the Management Fee and the Performance Allocation, in accordance with the valuation policies set forth herein. However, if the Fund relies on the General Partner or Investment Manager for valuation of its assets and liabilities, the General Partner or Investment Manager will determine the fair value of such securities and assets in its reasonable judgment based on various factors and may rely on internal pricing models. Such valuations may vary from similar valuations performed by independent third parties for similar types of securities or assets. The valuation of illiquid securities and other assets is inherently subjective and subject to increased risk that the information utilized to value such assets or to create the price models may be inaccurate or subject to other error. The value of the Fund's portfolio may also be affected by changes in accounting standards, policies, or practices. Due to a wide variety of market factors and the nature of certain securities and assets to be held by the Fund, there is no guarantee that the value determined by the General Partner or Investment Manager will represent the value that will be realized by the Fund on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment. To the extent that the General Partner or the Investment Manager determines a fair value of an investment, it has a conflict of interest as its management and performance fee will be based on such valuation.

**Limited Operating History of the Fund.** The Fund is recently formed and has limited operating history. The success of the Fund depends on the ability and experience of Alegria and there can be no assurance that Alegria will generate any gains or profits for the Fund. In addition, the past performance of the founders of the General Partner, Alegria and their respective affiliates is no guarantee of future performance.

**Limited Liquidity.** An investment in the Fund provides limited liquidity. Investors can generally only make withdrawals at certain times upon providing sufficient notice to the Fund. Further, under certain circumstances, the Fund may suspend withdrawals and/or the payment of withdrawal proceeds. The Fund interests are not freely transferable.

**Withdrawals.** Investors may only withdraw from their capital accounts at certain limited times and upon certain required advance notice. Withdrawals are also subject to the liquidity of the partnership's underlying investments.

**Event Risk.** Global markets are interconnected, and events like hurricanes, floods, earthquakes, forest fires and similar natural disturbances, war, terrorism or threats of terrorism, civil disorder, public health crises, and similar "Act of God" events have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term and wide-spread effects on world economies and markets generally. Clients may have exposure to countries and markets impacted by such events, which could result in material losses.

**The foregoing list of Risk Factors does not purport to be a complete enumeration or explanation of the risk involved in an investment in the Fund. Prospective investors should read the Fund Offering Documents in their entirety and consult with their own advisers before deciding whether to invest in the Fund. No assurance can be made that profits will be achieved or that substantial losses will not be incurred. For any term not defined herein, please refer to the definition in the applicable Fund Offering Documents.**

## **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 our advisory business or the integrity of our management. We have no information applicable to this Item.

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

As result of Montage’s ownership interest in the Firm’s, a wholly owned subsidiary of BFHC, the Firm is affiliated, or under common control, with other asset management and service entities also controlled by BFHC, including certain SEC-registered investment advisers. While BFHC has direct or indirect ownership stakes in a number of these businesses, the businesses are generally run independently from each other and the Firm has no operational involvement. Please see the Alegria Form ADV Part 1 for a complete list of Alegria’s related persons.

In connection with its ownership structure, Alegria has material business relationships with Mariner, LLC and its subsidiary Mariner Wealth Advisors-IC (collectively, “MWA”). MWA may recommend an investment in our Fund to their clients. Any investors who are clients of MWA may incur additional fees charged by MWA (in addition to the fees we charge relating to an investment in the Fund). Investors are advised that a conflict of interest exists to the extent MWA recommends our Fund.

We are the Investment Manager to Alegria Fund, LP.

Alegria maintains certain exemptions from registration with the U.S. Commodity Futures Trading Commission as a commodity pool operator with respect to the Fund which trades or may be deemed to trade in commodity interests.

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

### *Overview of Code of Ethics and Personal Trading*

We have adopted a code of ethics that sets forth the standards of conduct expected of our supervised persons and requires compliance with applicable securities laws (“Code of Ethics”). In accordance with Section 204A of the Advisers Act, the Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by us or any of our supervised persons. The Code of Ethics also requires that certain of our personnel (“access persons”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

A conflict of interest exists to the extent Alegria and/or its related persons invest in the same securities that are recommended to clients. In order to address this conflict of interest, Alegria has implemented certain policies and procedures in its Code of Ethics, as further described herein. If an access person is aware that Alegria is purchasing/selling or considering for purchase/sale any security on behalf of a client, the access person may not directly or indirectly effect a transaction in that security until the transaction is completed for all clients or until a decision has been made not to purchase/sell such security on behalf of a client account. This does not include transactions for accounts that are executed as part of a block trade within a managed strategy or for accounts over which the access person has no direct or indirect influence or control. 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; (iv) shares issued by other mutual funds that are not advised or sub-advised by the firm or its affiliates; and (v) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds, none of which are funds advised or sub-advised by the firm or its affiliates.

The Fund Offering Documents authorize the Firm and/or any of its affiliates to enter into principal transactions and agency cross transactions on behalf of the Fund with other accounts and/or other private pooled investment vehicles that are managed by the Firm and/or any of its affiliates; provided, however, that the Fund must receive full written disclosure with respect to any such principal transaction or agency cross transaction in accordance with the Advisers Act and the rules promulgated by the SEC thereunder. In addition, the Fund documents disclose that in certain circumstances, the Firm and/or any of its affiliates may receive commissions from, and have a potentially conflicting division of loyalties and responsibilities regarding, both parties to such principal transactions or agency cross transactions. Furthermore, investors in the Fund consent to agency cross transactions by signing the Subscription Agreement. However, said consent as to agency cross transactions may be revoked at any time by written notice from the investor to the Firm or by written notice to the Firm by a majority of investors, as determined in accordance with the applicable Fund Offering Documents.

Certain of Alegria’s supervised persons have a financial interest in the Fund directly, as investors, and/or indirectly, as owners of the General Partner or investment manager of the Fund. As a result of these interests, an incentive exists to recommend that investors invest in the Fund to increase the General Partner or investment manager’s advisory fees.

No supervised person may trade, either personally or on behalf of others, while in the possession of material, nonpublic information, nor may any personnel of Alegria communicate material, nonpublic information to others in violation of the law. Furthermore, all access persons are required to submit information to the Chief Compliance Officer detailing all outside business activities. The Chief Compliance Officer will review and approve these activities on a case by case basis.

This summary is qualified in its entirety by Alegria’s Code of Ethics. If any client would like a copy of Alegria’s Code of Ethics, please contact us at (913) 904-5700 or [alegriaoperations@montageinvestments.com](mailto:alegriaoperations@montageinvestments.com).

## **Item 12 – Brokerage Practices**

Alegria does not receive any soft dollar benefits and does not receive client referrals from a broker-dealer or third party related to selection or recommendation of a broker-dealer. Further, directed brokerage and aggregation of the purchase or sale of securities for client accounts are not applicable to Alegria at this time.



### **Item 13 – Review of Accounts**

Alegria monitors the portfolio of the Fund as part of an ongoing process. As set forth in the Fund Offering Documents, investors in the Fund are provided with unaudited account statements at least quarterly in addition to annual audited financial statements.

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

As of the date of this Form ADV Part 2A, Alegria has not engaged a third party to refer investors to its Fund. However, in the event Alegria chooses to engage a third party to refer investors to its Fund, it will enter into a Placement Agreement with the third party, will properly disclose such arrangement, and will ensure any payments made are made to entities with the appropriate registrations.

As of the date of this ADV Part 2A, Alegria has not engaged any affiliated or unaffiliated solicitor, and, as Alegria's sole client is a private fund, does not intend to enter into such an arrangement. As such, the requirements of Rule 206(4)-3 of the Advisers Act are not applicable. However, in the event that changes, Alegria will pay solicitors fees in accordance with the requirements of Rule 206(4)-3.

Investors in the Fund may be clients of an affiliated investment adviser Said affiliated adviser charges fees in addition to and separate from the fees charged by Alegria for management of the Fund.

### **Item 15 – Custody**

Alegria is deemed to have custody over client funds and securities under Rule 206(4)-2 of the Advisers Act as a result of its position as a related person of the general partner of a private fund. Within 120 days after the end of each fiscal year, Alegria shall furnish to investors financial statements for the Fund that have been audited by a firm of independent certified public accountants selected by Alegria. Investors should carefully review said audited financial statements.

In addition, Alegria furnishes unaudited account statements and/or other reports periodically to investors which contain information concerning the Fund. Investors should carefully review statements and/or reports provided by Alegria.

## **Item 16 – Investment Discretion**

Alegria exercises discretion over the investment management of the Fund pursuant to the Investment Management Agreement. Such discretion is to be exercised in a manner consistent with the stated investment objectives for the Fund.

When selecting investments and determining amounts, Alegria will observe the investment policies, limitations and restrictions of the Limited Partnership Agreement and other governing documents for the Fund.

Alegria reserves the right to deny acceptance of an investor should it cause the Fund to be registered / interfere with any exemptions from registration the Fund is relying on, or should said investor not qualify to invest in the Fund. There are certain qualifications to invest. Please see the Fund's Offering Documents.

### **Item 17 – Voting Client Securities**

It is Alegria's policy not to invest in securities for which proxy voting would apply. In the event that the Fund holds voting securities, Alegria will adopt and implement written policies and procedures that are reasonably designed to ensure that we vote client securities in the best interests of the Fund and in a manner that is not a product of a material conflict of interest between Alegria and the Fund. Alegria would disclose these policies and procedures to Fund investors and describe to them how to obtain information from Alegria about how Fund securities were voted.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and have not been the subject of a bankruptcy proceeding.

## ALEGRIA ENERGY, LLC PRIVACY POLICY

FACTS	WHAT DOES ALEGRIA ENERGY, LLC DO WITH YOUR PERSONAL INFORMATION?	
WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.	
What?	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <p>■ Name; ■ Social Security number; ■ Address; ■ Assets; ■ Income; ■ Account Balances; ■ Account Transactions; ■ Transaction History; ■ Transaction or Loss History; ■ Investment Experience; ■ Risk Tolerance; ■ Retirement Assets; ■ Checking Account Information; ■ Employment Information; ■ Wire Transfer Instructions.</p> <p>If you decide at some point to either terminate our services or become an inactive customer, we will continue to adhere to our privacy policy, as may be amended from time to time.</p>	
How?	All financial companies need to share clients' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their clients' personal information; the reasons Alegria Energy, LLC ("Alegria") chooses to share; and whether you can limit this sharing.	
Reasons we can share your personal information	Does Alegria Energy, LLC share?	Can you limit this sharing?
<b>For our everyday business purposes—</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes. Alegria may share personal information described above for business purposes with a non-affiliated third party if the entity is under contract to perform transaction processing or servicing on behalf of Alegria and otherwise as permitted by law. Any such contract entered by Alegria will include provisions designed to ensure that the third party will uphold and maintain privacy standards when handling personal information. Alegria may also disclose personal information to regulatory authorities as required by applicable law.	No.
<b>For our marketing purposes—</b> to offer our products and services to you	No.	We don't share.
<b>For joint marketing with other financial companies</b>	No.	We don't share.
<b>For our affiliates' everyday business purposes—</b> information about your transactions and experiences	Yes. Alegria shares personal information with affiliates as permitted by law.	No.
<b>For our affiliates' everyday business purposes—</b> information about your creditworthiness	No.	We don't share.
<b>For nonaffiliates to market to you</b>	No.	We don't share.

QUESTIONS?	Call (913) 904-5700 or email <a href="mailto:alegriaoperations@montageinvestments.com">alegriaoperations@montageinvestments.com</a>
<b>Who is providing this notice?</b>	Alegria Energy, LLC
<b>How does Alegria Energy, LLC protect my personal information?</b>	<p>To protect your nonpublic personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>Alegria limits access to personal information to individuals who need to know that information in order to service your account.</p>
<b>How does Alegria Energy, LLC collect my personal information?</b>	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> <li>■ Complete account paperwork;</li> <li>■ Seek advice about your investments;</li> <li>■ Direct us to buy securities;</li> <li>■ Direct us to sell your securities;</li> <li>■ Enter into an investment advisory contract;</li> <li>■ Give us your contact information.</li> </ul> <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can't I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>■ sharing for affiliates' everyday business purposes—information about your creditworthiness</li> <li>■ affiliates from using your information to market to you</li> <li>■ sharing for non-affiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
<b>Affiliates</b>	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>■ Alegria may share personal information described above for business purposes as permitted by law with our affiliates. Our affiliates include financial companies such as investment advisers. Alegria does not share nonpublic with affiliates so that they can market their services or products to you.</li> </ul>
<b>Non-affiliates</b>	<p>Companies not related by common ownership or control. They can be financial and non-financial companies.</p> <ul style="list-style-type: none"> <li>■ Alegria may share personal information described above for business purposes with non-affiliated third parties performing transaction processing or servicing on behalf of Alegria and otherwise as permitted by law. Such companies may include broker-dealers, banks, investment advisers, mutual fund companies and insurance companies. Alegria may also share personal information with parties who provide technical support for our hardware and software systems and our legal and accounting professionals. Alegria does not share with non-affiliates so that they can market their services or products to you.</li> </ul>
<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>■ Alegria does not jointly market with nonaffiliated financial companies.</li> </ul>