

PITON INVESTMENT MANAGEMENT, LP

**777 Third Avenue, 22nd Floor
New York, NY 10017**

March 30, 2020

This brochure provides information about the qualifications and business practices of Piton Investment Management, LP. If you have any questions about the contents of this brochure, please contact us at 646-518-2800 or email jmeyer@pitonim.com.

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. Registration as an investment adviser does not imply a certain level of skill or training.

Additional information about Piton Investment Management, LP is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Information was added concerning consulting, advisory and related services Piton began offering and the fees relevant to these services. These are either ongoing or in a short-term manner. For these accounts, Piton may or may not make investment decisions, depending on the terms of the Services Agreement.

Item 3: Table of contents

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

Item 4: Advisory Business

Piton Investment Management, L.P. ("Piton" or the "Firm") is an investment adviser with its principal place of business in New York, NY. Piton is a limited partnership that was formed in July 2015, under the laws of the State of Delaware. Piton is 96% owned by Piton Management LLC, a Delaware limited liability company, and 4% owned by various limited partners. James P. Fortescue and Kristopher Konrad are the Elected Managers of Piton Management LLC.

Piton is an investment advisory firm specializing in fixed-income investment management services to institutions and high net worth individuals. Piton tailors its advisory services to the individual needs of Clients. While Piton generally makes investment decisions on behalf of Clients, the Firm will permit Clients to impose investment restrictions on certain securities or other limitations as mutually agreed upon. Piton provides advisory services in a manner that we believe is consistent with our fiduciary duties to all Client accounts.

Piton also offers consulting, advisory and related services to and for clients. These are either ongoing or in a short-term manner. For these accounts, Piton may or may not make investment decisions, depending on the terms of the Services Agreement.

Jon P. Meyer is Piton's Chief Compliance Officer ("CCO").

The Firm currently manages as of February 29, 2020 \$ 924,373,203 in Regulatory Assets Under Management ("RAUM").

Item 5: Fees and Compensation

Investment Advisory Services

Piton offers fixed-income investment advisory services for a fee. For Discretionary Management Accounts and Sub-Advised Accounts, fees are stated as an annual percentage of assets under management, and generally range between 0% and 1.0% and are charged in arrears. Piton has full discretion to negotiate fees based on certain criteria, such as, but not limited to, complexity of the management strategy, mandate size, related accounts, preexisting relationships and account composition.

The amount of fees, periods over which fees are calculated, and method of payment of fees will be documented in a written agreement prior to engagement. Such factors will vary based on the requirements of individual Clients. Fees may be deducted from the account, invoiced to the Client, the Client's financial consultants, or to the Client's custodian as directed by the Client.

Piton's Clients will often also incur charges imposed by third parties, such as, but not limited to, broker-dealers, custodians, trust companies, other investment advisors, banks and other financial institutions. These charges may include securities brokerage commissions, ticket charges, transaction fees, trade-away fees, custodial fees, borrowing expenses, charges imposed directly by a mutual fund or ETF in a Client's account (as disclosed in a fund's prospectus), 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.

Consulting Services

Piton may agree to perform consulting, advisory and related services to and for Clients as reasonably requested and agreed to by Piton from time to time, including, but not limited to, (i) evaluating specific assets; (ii) providing market information; (iii) advising Clients on a course of action; (iv) providing portfolio management advice and (v) processing and executing trades.

Clients may enter into a separate Services Agreement with Piton for consulting services in either an ongoing manner or in a short-term manner. Management fees generally range from 0 to 1%. For consulting services on an ongoing manner, the fee is annual, paid monthly in arrears and negotiable. There may also be flat fees for certain services and these fees will depend on the nature of such services, as agreed to by both parties in the Services Agreement. For consulting services in a short-term manner, fees are generally calculated in arrears based on asset values and negotiated on an ad hoc basis depending on the scope, complexity, length of the engagement and services to be provided, as agreed to by both parties in the Services Agreement. Fees may be deducted from the account, invoiced to the Client, the Client's financial consultants, or to the Client's custodian as directed by the Client.

Piton's Clients will often also incur charges imposed by third parties, such as, but not limited to, broker-dealers, custodians, trust companies, other investment advisors, banks and other financial institutions. These charges may include securities brokerage commissions, ticket charges, transaction fees, trade-away fees, custodial fees, borrowing expenses, charges imposed directly by a mutual fund or ETF in a Client's account (as disclosed in a fund's prospectus), 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.

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

Piton does not charge performance-based fees nor has it entered into any side-by-side management agreements.

Item 7: Types of Clients

Piton offers its services to institutional, individuals, and high net worth individual Clients. Clients may include individuals, other investment advisors, family offices, banking or thrift institutions, insurance companies, trusts, estates, broker-dealers, charitable institutions, foundations, endowments, sovereign and domestic government entities, corporations and/or other business entities and other institutional investors, collectively "Clients".

Account minimums are subject to negotiation. Generally, Piton requires a minimum account size of \$250,000 for sub-advisory accounts, \$3.0 million for discretionary accounts and \$25 million for consulting services accounts. The Firm, in its sole discretion, may accept Clients with smaller portfolios 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, preexisting client relationships, account retention, and pro bono activities. Piton only accepts Clients with less than the minimum portfolio size if, in the sole opinion of the Firm, the smaller portfolio size will not result in a substantial increase of investment risk beyond the Client's identified risk tolerance. Piton may, in its sole discretion,

also aggregate the portfolios of family members or related accounts to meet the minimum portfolio size.

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

Piton manages fixed-income strategies in accordance with Client investment objectives and risk tolerance, with a focus on duration and credit risk management.

Investing in fixed-income securities involves risk, which could be a substantial degree of risk, including the potential to lose all or a substantial portion of one's original investment. Past performance is no guarantee of future results and Piton does not provide assurance that any particular investment or strategy will be profitable or meet the Clients intended investment objectives. Investments can be impacted by market conditions, economic events, as well as other risks as outlined below. These following risks should be carefully evaluated before making an investment with Piton.

Fixed-Income Securities. The Firm focuses on investing in fixed-income securities and other yield-oriented securities and/or instruments. Fixed-income securities are generally issuer obligations to make scheduled payments of interest and/or principal on predetermined dates in the future. All fixed-income securities are subject to the risks outlined below, among others:

- **Interest rate risk** relates to changes in a security's value as a direct result of changes in interest rates. Even though fixed-income investments may provide a stable stream of cashflows, the prices of such securities are generally affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. Typically, the value of a fixed-income security increases when prevailing interest rates decline, and conversely the value of fixed-income securities decreases when interest rates increase. Fixed-income securities can have fixed, adjustable, or floating rate coupons, or a combination thereof. There are also fixed-income securities that have zero percent coupons which are issued at discounts to par value. In general, securities with variable rate coupons (adjustable or floating) typically have less sensitivity to changes in interest rates in relation to securities with fixed coupons of comparable credit and maturity profiles.
- **Market (or spread) risk** relates to the changes in the risk or perceived risk of an issuer, government, country, or region. The value of an investment may go up or down due to changes in economic and market conditions, irrespective of the prevailing or perceived level of interest rates.
- **Credit risk** relates to the risk or perceived risk of an issuer's ability to make obligatory payments of principal and interest. The value of fixed-income securities may be affected by changes in an issuer's credit ratings or financial conditions, as security values are directly predicated on the underlying issuer's ability to pay all the corresponding security's cash-flows in accordance with the security prospectus. A decline in the issuer's credit ratings, adverse changes in the market's perception of an issuer's creditworthiness, or an increase in an issuer's market-based credit spreads, are all likely to adversely affect the value of their issued securities. Security issuers can be highly leveraged entities and may also be during challenging operating environments. Excessive leverage can impair a company's ability to finance future operational and capital needs. As a

result, these companies' ability to respond to changing business and economic conditions, as well as future business opportunities, may be limited. Therefore companies could be subject to restrictive financial and operating covenants which can have differing effects on the valuations of their issued securities.

- **Currency Risk.** Clients may have exposure to currencies through non-U.S. dollar denominated securities, derivatives, and other instruments that the Issuers may choose not to hedge against the U.S. dollar. To the extent Clients' assets are unhedged, the value of those assets will fluctuate with changes in U.S. dollar exchange rates in addition to price changes of Clients investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which a Client's investments are denominated should reduce the effect of increases and magnify the effect of decreases in the prices of Clients' securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on Clients' non-U.S. dollar securities. Exchange rates can change dramatically over short periods of time, particularly during times of political or economic unrest or as a result of actions taken by central banks, which may be intended directly to affect prevailing exchange rates.
- **Liquidity risk** relates to the ability to convert an investment into cash in a timely fashion. When there is a lack of demand in the marketplace, a Client may not be able to sell some or all of an investment promptly or may only be able to sell investments at less than desired prices. Such circumstances may negatively impact the performance of an investment or investment strategy and could result in realized losses.
- **Counterparty Risk** relates to the risk of doing business with other financial institutions. Client accounts may be exposed to the credit risk of the banks, broker dealers, exchanges, swap counterparties, and other counterparties through which they deal and transact. Piton's counterparties, prime brokers, or other financing counterparties, at times may hold Client assets as collateral for margin loans or other financing provided to those Clients and their respective accounts. If a counterparty becomes insolvent, the assets and/or collateral of the Client and/or their respective accounts by such counterparty may not be recoverable by the Client and their respective accounts. Client accounts are also subject to risk of loss of their funds on deposit with non-U.S. brokers because non-U.S. regulatory bodies may not uniformly require such brokers to segregate customer funds. Client accounts may also be required to post margin for foreign exchange transactions with foreign exchange dealers who are not required to segregate funds (although such funds are generally maintained in separate accounts on the foreign exchange dealer's books and records in the name of Clients' accounts). Under certain circumstances, such as the inability of another customer of the broker dealer to satisfy substantial deficiencies in such other customer's account, Clients may be subject to a risk of loss of their funds on deposit with such broker dealer, even if such funds are properly segregated.

In the case of a bankruptcy of a broker-dealer through which an account deals directly, Clients might not be able to recover any of their assets held, amounts owed to them by such entity, or amounts specifically traceable to their account. To the extent such assets or amounts are recoverable, the accounts might only be able to recover a portion of such amounts. Further, even if Clients can recover a portion of such assets or amounts, such recovery could take a

significant period of time. Prior to any such recovery, the Clients may be unable to trade any positions held by such person, to transfer any positions and cash held by such person or have transparency with respect to the positions held by such person on behalf of the accounts. This could hinder Piton's ability to provide sufficient risk management with respect to Client's account portfolio, which in turn could result in significant losses to Clients' accounts.

Even if a counterparty remains solvent, Clients may be materially impacted if the counterparty fails to adequately perform its duties and obligations. Clients may rely on service providers for certain key activities (including, without limitation, trading, market data, and reconciliation), and, in some cases, the Firm's reliance is concentrated in a particular service provider or group of service providers. Failure of one of these key service providers to perform as expected could negatively impact Client accounts.

- **Prepayment Risk.** The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to defaults and foreclosures) occur on loans underlying certain fixed-income securities, most notably Agency Mortgaged-Backed Securities ("Agency MBS"). There may be a variety of factors that may influence the level of prepayments on these types of securities including the prevailing level of interest rates, as well as economic, demographic, tax, social, legal and other factors. With Agency MBS, mortgage obligors generally tend to prepay their mortgages when prevailing mortgage rates fall below the interest rates enough to incentivize them economically to refinance their existing mortgage loans into newly originated, lower rate mortgages. This would result in a full prepayment of that loan within the MBS security in which it is pooled. In general, "premium" securities (securities whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" securities (securities whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since many Agency MBS will be discount securities when interest rates are high and will become premium securities when interest rates are low, these types of securities may be adversely affected by changes in prepayments in any interest rate environment. Prepayments (at par) may also limit the potential upside of many Agency MBS to their principal or par amounts. This effect is mitigated to some degree for Agency MBS in which the underlying mortgage loans have certain characteristics that deter borrowers from making prepayments or refinancing their entire mortgage. These characteristics are generally referred to as "call protection." In general, all prepayments relating to Agency MBS may expose the Client to reinvestment risk. As prevailing mortgage rates tend to fluctuate over time, it is difficult to reliably and consistently predict the rate at which any pool of mortgage loans will prepay over the life of the security.
- **Changes to the Legal and Regulatory Environment for Agency Securities.** The payments of principal and interest Clients receive on the Agency securities (Debt & MBS) are guaranteed by Fannie Mae, Freddie Mac or Ginnie Mae. Ginnie Mae is a U.S. government agency and its guarantees are backed by the full faith and credit of the United States. Fannie Mae and Freddie Mac are government-sponsored enterprises ("GSEs"), but their guarantees are not backed by the full faith and credit of the United States. Although the U.S. government has committed to support the positive net worth of Fannie Mae and Freddie Mac, the two GSEs could default on their guarantee obligations, which could materially and adversely affect the value of Agency backed securities. In

addition, the future roles of Fannie Mae and Freddie Mac in US mortgage financing could be significantly reduced and the nature of their guarantee obligations could be considerably limited relative to historical measurements. Any such changes to the nature of their guarantee obligations could re-define what constitutes an Agency MBS and could have broad adverse implications for the market. To the extent that Clients rely on Agency securities as collateral for their financings, any decline in the value of agency securities, or perceived market uncertainty about their value, could make it more difficult for Clients to obtain financing on favorable terms or at all, or to maintain their compliance with the terms of any financing transactions for such investments. Further, the current support provided by the U.S. Department of the Treasury to Fannie Mae and Freddie Mac, and any additional support it may provide in the future, could have the effect of lowering (or increasing) the interest rates Clients expect to receive from Agency issued securities. Actions by the U.S. Department of the Treasury could thereby tighten (or expand) the spread between the interest Clients can earn on Agency investments and the cost of financing those assets. Future legislation could change the relationship between Fannie Mae and Freddie Mac and the U.S. government, and could also nationalize, privatize, or eliminate these entities entirely. Any law affecting these GSEs may create market uncertainty and have the effect of reducing the actual or perceived credit quality of securities issued or guaranteed by Fannie Mae or Freddie Mac. Moreover, if the guarantee obligations of Freddie Mac or Fannie Mae were repudiated by the Federal Housing Finance Agency, payments of principal and/or interest to holders of Agency MBS issued by Freddie Mac or Fannie Mae would be reduced in the event of any borrower's late payments or failure to pay or a servicer's failure to remit borrower payments promptly. In that case, trust administration and servicing fees could be paid from mortgage payments prior to distributions to holders of Agency MBS. Any actual direct compensatory damages owed due to the repudiation of Freddie Mac or Fannie Mae's guarantee obligations may not be sufficient to offset any shortfalls experienced by holders of Agency MBS. As a result, such laws or changes could increase the risk of loss on Client investments in Agency MBS guaranteed by Fannie Mae and/or Freddie Mac; and could adversely impact the market for such securities and spreads at which they trade. All of the foregoing could materially and adversely affect Clients' accounts.

- ***Mortgage Loan Modification and Refinancing Programs.*** The U.S. Government, through the U.S. Federal Reserve, the Federal Housing Administration, and the Federal Deposit Insurance Corporation, has implemented several federal programs designed to assist homeowners in managing their mortgage debt. Such programs and other loss mitigation programs may involve, among other things, the modification of mortgage loans to reduce the principal amount of the loans (through forbearance and/or forgiveness) and/or the rate of interest payable on the loans, or the extension of payment terms of the loans. These loan modification programs, future legislative or regulatory actions, including possible amendments to the bankruptcy laws, could result in the modification of outstanding residential mortgage loans. These modifications as well as changes in the requirements necessary to qualify for refinancing mortgage loans with Fannie Mae, Freddie Mac or Ginnie Mae, may adversely affect the value of Agency MBS.
- ***Reinvestment Risk.*** This risk occurs when bonds are called prior to maturity, or partially return principal before maturity, or mature in full, and the proceeds from maturity are unable to be reinvested into similar bonds paying similar rates of interest. The reinvestment of proceeds into different bonds with lower rates

of interest may adversely impact the level of income generated in a Client's account.

- **Municipal Security Risk.** Factors unique to municipal securities, including state or local economic or business developments or legislative changes, may adversely impact the yield or value of applicable bonds. These factors could have a significant impact on the ability of the municipality to make principal and interest payments on their outstanding bonds. Lower rated municipal bonds are generally subject to greater credit and market risk than higher quality municipal bonds. Municipal bonds are generally tax-free at the federal level but may be taxable in individual states other than the state in which both the investor and municipal issuer are domiciled.
- **State Risk.** This risk may occur when a state-specific concentrated portfolio could be adversely impacted due to events that affect the state's economy and economic stability. Higher concentrations to a specific state may have higher credit risk exposure.
- **Political Risk.** The risk that political events, such as changes in government leadership, policies, regulation, or other government actions, could adversely impact market functions which in turn could negatively impact the value of Clients investments.
- **Tax Risk** is the risk that the tax-exempt status of municipal securities might change.

Equity Linked Structured Notes. The firm will also provide investment advice regarding investments in Structured Notes ("Structured Notes" or "Structured Note"), primarily for the purpose of generating income for Client accounts. Investing in Structured Notes may involve unique risks and features including but not limited to principal, issuer and liquidity risk. Clients are advised to review the term sheets and offering documentation of any Structured Note investment prior to investing in order to fully understand the risks and tax consequences involved with owning such securities.

- **Market Risk.** The yield on the Structured Note may be considerably less than that of other debt securities of comparable maturity. Purchasing a Structured Note is not equivalent to investing directly in an index, equity, or commodity that the Note may be directly linked with. The changes in market value of the underlying constituent equities, index or commodity may not be fully reflected in the market value of the Structured Note, therefore, the potential return on the Structured Note may not reflect the full performance of the equities, index, or commodity to which the Structured Note is linked.
- **Principal Risk.** The principal amount of the investment is not guaranteed, unless specifically stated. Depending on the structure, the Structured Note may not pay interest prior to liquidation and could be structured to make payments to investors only at the time of maturity. The rate of return, if any, depends on the performance of the "underlying" assets, basket of stocks, the underlying individual stock, the underlying index, and/or the underlying commodity backing the Structured Note. If the Structured Note is not designated as being 100% principal protected or FDIC insured, as with certificates of deposit, then some or all your principal may be at risk. In most cases, the return of principal is only guaranteed to the extent specified in the specific Offering Documents for the

Structured Note and, is specifically subject to the underwriter's credit and the creditworthiness of the issuer. If the return on the "underlying security" is negative, the amount of cash paid to you at maturity will be less than the principal amount of the investment and you could lose up to the percentage indicated of your initial investment. It is also possible that at maturity you may end up owning the underlying security at a price lower than the original purchase price. In addition, if the basket return is positive, payment may be limited as the percentage increase of the underlying basket calculated as of the determination date and may be capped, on a per share basis, at the percentage disclosed for the appreciation of each stock held within the basket.

- **Credit Risk.** Investors are dependent on the Structured Note issuer's ability to pay all amounts due on the securities in accordance with the terms of the final pricing supplement, and therefore, investors are subject to the credit risk of such issuers. Any decline in the issuer's credit ratings, any adverse changes in the market's view of the issuer's creditworthiness, or any increase in the issuer's credit spreads are likely to adversely affect the value of these securities prior to maturity.
- **Liquidity Risk.** There may not be an available secondary market for Structured Notes held by Clients, therefore there is liquidity risk associated with any investment in Structured Notes. The notes will not be listed on any securities exchange. Even if there is a secondary market, it may not provide enough liquidity, or at terms favorable enough to transact, to allow Clients to trade the Structured Notes. Other dealers may not make a secondary market for the Structured Notes owned in Client accounts. As a result, the price at which a Client is able to trade out of their investment may depend on the price at which the issuer, if at all, is willing to repurchase the notes. If a Client must sell their existing note holdings prior to maturity, they may not be able to do so or they could have to sell them at a substantial loss.
- **Tax Risk.** There are tax consequences involved in investing in Structured Note securities. For more detail, the prospectus should be closely reviewed by each Client to know how a particular Structured Note might be taxed.

Equity Securities and Equity-Related Securities. Client accounts may invest in equity securities and equity-related instruments. The value of equity securities varies in response to many factors. Factors specific to an issuer, such as certain decisions by management, lower demand for its products or services, or even loss of key executives, could result in a decrease in the value of the issuer's securities. Factors specific to the industry in which the issuer participates, such as increased competition, costs of production, consumer or investor perception, can have a similar effect. The value of an issuer's stock can also be adversely affected by changes in financial markets in general, such as an increase in interest rates, or a decrease in investor confidence, or events that are unrelated to the issuer itself or its industry. These factors and others can cause significant fluctuations in the prices of the securities in which Clients invest and can result in significant losses.

Preferred Stock, Convertible Securities, and Equity Options. Clients may trade preferred stock, convertible securities, or equity options. The value of preferred stocks, convertible securities, and equity options will vary with the movements in the equity market and the performance of the underlying common stock, in particular. Their value is also affected by adverse information concerning the issuer or its industry. Thus, for example, as

the value of the underlying common stock of an issuer fluctuates, the value of the preferred stock of such issuer would also be expected to fluctuate. Furthermore, equity options could lose all or the majority of their value as the price of the underlying common equity moves and/or as the option nears expiration. With respect to convertible securities, as with all fixed-income securities, the market value of such securities tends to decline as interest rates increase and, conversely, to increase as interest rates decline. However, when the market price of the common stock underlying a convertible security exceeds the conversion price, the convertible security tends to reflect the market price of the underlying common stock. As the market price of the underlying common stock declines, the convertible security tends to trade increasingly on a yield basis and thus, may not decline in price to the same extent as the underlying common stock. Convertible securities rank senior to common stock in an issuer's capital structure and consequently entail less risk than the issuer's common stock. If a convertible security held by Clients is called for redemption, Clients will be required to permit the issuer to redeem the security or convert it into the underlying common stock. These actions could have an adverse effect on Clients ability to achieve their investment objective.

Liquid Strategies as a Source of Investor Liquidity. A number of liquid strategies have incurred material losses in the past, in part during times when private investment funds were forced to raise cash through fund redemptions, to meet margin calls and for other purposes, and the assets traded by those using such strategies may only become a source of cash for investors. Clients could from time to time incur losses due to similar circumstances.

Certificates of Deposit. Certificates of Deposit are time deposits, a financial product commonly sold by banks, thrift institutions and credit unions. They are for a set period of time and a set interest rate. There are penalties to withdraw the funds from the CD before the stated maturity date. They are insured by the FDIC for banks and NCUA for credit unions up to \$250,000 on deposit at the institution. The main risk with CDs (\$250,000 or less) is liquidity risk if you need to withdraw the funds before the maturity date, you will incur a penalty.

Swap Agreements. Swap agreements are privately negotiated over-the-counter derivative products in which two parties agree to exchange payment streams that may be calculated in relation to a rate, index, instrument, or certain securities and a particular "notional amount". Swaps are subject to various types of risks, including market risk, liquidity risk, structuring risk, tax risk, and the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty. Swaps can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swaps may increase or decrease Client's accounts' exposure to equity securities, long-term or short-term interest rates, non-U.S. currency values, corporate borrowing rates, or other factors such as security prices, baskets of securities, inflation rates and may increase or decrease the overall volatility of Clients' portfolios. Swap agreements can take many different forms and are known by a variety of names. Clients are not limited to any particular form of swap agreement if Piton determines that other forms are consistent with the investment objective and policies. The most significant factor in the performance of swaps is the change in specific interest rates, currencies, or other factors that determine the amounts of payments due to and from the respective counterparties. If a swap calls for payments, Clients must have sufficient cash availability to make such payments when due.

Title VII of the Dodd-Frank Act and the rules and regulations adopted and to be adopted by the CFTC introduces a comprehensive regulatory regime for swaps (as defined in the Commodity Exchange Act, as amended). The new laws and regulations subject certain swaps to clearing and exchange trading requirements, and impose margin requirements, reporting,

record keeping and business conduct rules. The final rules under Title VII, including those rules that have already been adopted, for both cleared and non-cleared swap transactions could impose increased margin requirements and require additional operational and compliance costs that will likely affect returns.

Repurchase Agreements. Piton may enter into repurchase agreements with several financial institutions to help finance assets for Clients. Pursuant to these repurchase agreements, Clients would initially transfer securities (the “collateral”) to a financial institution in exchange for cash, and the Clients counterparty is obligated to exchange such assets back to the Client at the end of the term of the transaction. When collateral is initially exchanged, Clients receive cash in an amount that is less than the value of that collateral (the “haircut”). If a Client’s counterparty defaults on its obligation to exchange collateral the Client would incur a loss on the transaction equal to the amount of the haircut (assuming there was not a change in the value of the securities). Any losses incurred by Clients on repurchase transactions could materially and adversely affect their financial condition and modify future transactions. If a Client defaults on one of their obligations under a repurchase transaction, the counterparty can terminate the transaction and cease entering into any future repurchase transactions with the Client. In that case, the Client would likely need to establish a replacement repurchase agreement with another financial institution in order to continue to leverage its investment portfolio. A Client may not be able to secure a suitable replacement repurchase agreement counterparty on acceptable terms or at all.

In addition, pursuant to the terms of borrowings under such repurchase agreements, a decline in the value of the collateral may result in their lenders initiating margin calls, in which case Clients would be required to pledge additional collateral to re-establish the ratio of the value of the collateral to the amount of the borrowing. The specific collateral value to borrowing ratio that would trigger a margin call is generally set in master repurchase agreements but is not determined until Clients engage in a repurchase transaction under these agreements. Clients’ fixed-rate collateral generally may be more susceptible to margin calls, as increases in interest rates tend to have a greater affect on the market value of fixed-rate securities. In addition, some collateral may be illiquid which could cause such collateral to be more susceptible to margin calls in a volatile market environment. Moreover, collateral that prepays more quickly increases the frequency and magnitude of potential margin calls as the underlying value is reduced due to return of principal to the bondholder. This return of principal is not accounted for in the determination of the collateral value while it is being used for a repurchase agreement. If Clients are unable to satisfy margin calls, their lenders may foreclose on Clients’ collateral. The threat of, or occurrence of, a margin call could force Clients to sell, either directly or through a foreclosure, their collateral under adverse market conditions. Because of the leverage Clients expect to have, they could incur substantial losses upon the possibility or occurrence of a margin call.

Furthermore, financial institutions providing the repurchase agreements may require Clients to maintain a certain amount of unencumbered cash or to set aside non-pledged assets sufficient to maintain a specified liquidity position in order to allow Clients to satisfy their collateral obligations. As a result, Clients may not be able to leverage their assets as fully as they would choose, which could reduce their objective returns. If Clients are unable to meet these collateral obligations, their financial condition could deteriorate rapidly. Additionally, Clients’ counterparties may unilaterally determine to cease entering into any further repurchase transactions with Clients. Failure to procure adequate repurchase agreement financing or to renew or replace existing repurchase agreement financing as it matures would adversely affect Clients’ financial condition and returns.

In the event of the insolvency or bankruptcy of a lender during the term of a repurchase agreement, the lender may be permitted, under applicable insolvency laws, to repudiate the contract, and Clients' claim against the lender for damages may be treated simply as an unsecured creditor. In addition, if the lender is a broker or dealer subject to the Securities Investor Protection Act of 1970, or an insured depository institution subject to the Federal Deposit Insurance Act, Clients' ability to exercise its rights to recover its assets under a repurchase agreement or to be compensated for any damages resulting from the lender's insolvency may be further limited by those statutes. These claims would be subject to significant delay and, if and when received, may be substantially less than the damages Clients incur.

Leverage. Repurchase agreements may be a source of leverage for Client accounts. In addition, Clients could engage in any other type of leverage or borrowing as is determined in Piton's sole discretion. Such borrowing may be made in the course of purchasing securities on margin or otherwise, and will increase the volatility of the assets of the Clients. The amount of leverage or borrowings which Clients may have outstanding at any time could be large in relation to their capital. Consequently, the level of interest rates generally, and the rates at which Clients can borrow, will affect the operating results of Clients' accounts. In addition, such borrowing may be collateralized by the assets of Clients, and applicable margin regulations may require the liquidation of positions to satisfy margin requirements. Leveraging will exaggerate the effect of the overall value of Clients due to any increase or decrease in the market value of the Clients' account holdings. Monies borrowed will be subject to interest costs that may or may not be recovered through appreciation of the securities purchased or the yield from such securities. Clients can invest in a wide range of fixed-income and equity securities, and therefore the amount they are able to borrow on margin may differ materially based on the assets used to collateralize the borrowings. This in turn could limit Clients' ability to leverage.

The Clients may enter into different types of financing arrangements that Piton considers appropriate.

Exchange-Traded Funds ("ETFs"). Clients may invest in ETFs for hedging or speculative purposes. An investment in an ETF that is specific to an industry or sector may have higher volatility and lower correlation to the performance of broader markets. Authorized participants (who are authorized to create ETFs from their constituent instruments and redeem ETFs into their constituent instruments) manage the supply and demand of ETFs. If an ETF's constituent instruments become difficult to buy or sell or an authorized participant, for another reason, destabilizes the supply and demand balance of an ETF, the liquidity of the ETF could be adversely affected. Under these circumstances, the performance of the ETF may cease to track the prices of its constituent instruments, which could have an adverse effect on Clients if they are trading ETFs.

Options. Clients may desire to trade options from time to time. Options can be used as a hedge against changes in market conditions, or for speculative purposes. Options transactions may be highly leveraged and gains and losses are therefore magnified. There could be adverse consequences to Clients in options transactions if the intended direction of market movements is inaccurate or does not happen before the option expires. If Clients were to write an uncovered call or puts options, Clients could be subject to the risk of unlimited loss.

Business Continuity Risk. We have adopted a business continuity plan ("BCP") to maintain critical functions in the event of a partial or total outage of our business operations which are designed to limit the impact on Clients. However, our ability to conduct business may be impacted by a disruption in the infrastructure supporting our operations, and the regions in which our offices are located. Additionally, our asset management activities may

be adversely impacted if certain service providers fail to make their services available during the outage.

Cybersecurity Risk. Piton's operations rely heavily on technology and as such are susceptible to operational risks, information security risks, and related risks. Cyber-related events can result from deliberate or unintentional acts. Cybersecurity failures or breaches by a third-party service provider also can cause disruptions and impact business operations, potentially resulting in financial losses, the inability to transact business, and violations of applicable privacy and other laws.

Item 9: Disciplinary Information

The Firm does not have any legal or disciplinary actions to report.

Item 10: Other Financial Industry Activities and Affiliations

Piton has executed an office sharing agreement with Natore Capital Management, LP, a registered investment advisor and a Delaware limited partnership.

Principals of Piton own an indirect, de minimis equity ownership interest in Halo Investing Inc. ("Halo"). Halo is a Delaware C-Corporation with principal offices in Chicago, IL. Halo is an independent multi-issuer technology platform for structured notes. Piton plans to utilize Halo's technology platform to purchase structured notes for Piton Clients. Halo owns a 50% equity interest in Sentinus Securities LLC ("Sentinus"). Sentinus may receive referral compensation via written agreements from executing brokers who utilize the Halo platform. In the event business conditions permit Halo could pay dividends to Halo shareholders, and therefore Piton principals would receive pro-rata distributions of such dividends. This results in conflicts of interest for Piton Clients if Halo is used for structured notes for the Client's account. Piton tries to keep these conflicts to a minimum, and Clients can request that the services of Halo not be used. The Clients that this is applicable to should understand the conflicts and make an informed decision.

Some owners of Piton also own equity interests in and receive distributions from Legacy One Financial Advisors, LLP ("Legacy One"), an SEC registered investment advisor located in Austin, TX. In addition, Piton's Chief Executive Officer, Chief Operating Officer and Chief Compliance Officer also serve in similar roles at Legacy One. There are Clients of Legacy One that are also Clients of Piton. Due to common control and common ownership between Piton and Legacy One, there are some inherent conflicts of interest for Piton Clients who are also Legacy One Clients. Piton tries to keep these conflicts to a minimum by acting in the best interest of Clients. Clients do not have to use the services of Piton. The Clients that this is applicable to should understand the conflicts and make an informed decision.

Some individuals who own Piton will also indirectly own a minority, non-controlling interest in ClearShares, an investment advisory firm whose core business is providing investment and strategic advice, investment solutions and related advisory services to two ETFs, ClearShares OCIO ETF (NYSE:OCIO) and ClearShares Ultra-Short Maturity ETF (NYSE:OPER). Piton and ClearShares have entered into a Services Agreement pursuant to which Piton provides certain services to its ETFs, including providing furnished office space, portfolio management services, and trade processing and execution, in exchange for payment by ClearShares of a fee based on a fixed amount and percentage of the combined assets under management of both the ETFs.

Some of the services outlined in the Services Agreement will be performed by Piton employees as independent contractors as an approved outside business activity. Piton will recommend that its clients invest in the ClearShares ETFs if doing so is in the best interests of the client. Piton owners and employees benefit financially if clients invest in these ETFs since Piton is paid based on fixed fees and/or a percentage of ClearShares' assets under management. Clients do not have to use the ClearShares OPER and OCIO ETFs. The Clients this is applicable to should understand the conflicts and make an informed decision.

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

Code of Ethics Pursuant to Rule 204(a)-1 of Advisers Act

Piton has adopted a Code of Ethics (the "Code") pursuant to Rule 204(a)-1. Rule 204(a)-1 requires the Firm to establish, maintain and enforce a written code of ethics that (i) sets the standard of business conduct that the Firm requires of its employees (ii) requires employees to comply with applicable federal securities laws, and (iii) contains provisions regulating personal securities transactions by employees. Piton will provide a copy of the Code to any Client or prospective Client upon request.

The Code governs personal trading activities by Piton's employees and their immediate family members living in the same household. The Code requires employees to report all personal trades on at least a quarterly basis and provide initial and annual holdings reports to the CCO. Employees are responsible for pre-clearing any and all transactions on Piton's Restricted List and any initial public offering with the CCO. If the CCO requires pre-clearance he/she will provide requests to the CEO.

In addition to restrictions on personal trading, Piton also maintains policies and procedures that address and place limits on the giving and receiving of gifts and entertainment, the making of political contributions, service on outside boards of directors and other outside business activities. Employees are required to certify to their compliance with the Code on a periodic basis.

Piton also maintains insider trading policies and procedures that are designed to prevent the misuse of material, non-public information. Employees are required to certify their compliance with Piton's insider trading policies and procedures on a periodic basis.

Item 12: Brokerage Practices

As the advisor to Clients' assets, Piton is responsible for placing all orders for the purchase and sale of securities on behalf of Clients' accounts, except for consulting services where Piton's role is often more limited. In these situation, the broker/dealer or client is often responsible for placing all orders (although in certain circumstances, Piton may be asked to perform this function as specified in the Services Agreement). Piton uses its best efforts to obtain the best execution on transactions completed on behalf of its Clients. In selecting broker-dealers through whom to effect transactions, the Firm will consider a number of factors, including price, dealer spread or commission, if any, size of the transaction, difficulty of execution and the value and quality of any research, statistical, quotation or valuation services provided by the broker-dealer. Research services provided by broker-dealers includes advice, either directly or through publications or writings, as to the value of securities, the advisability of purchasing or selling securities, the availability of securities or purchasers or sellers of securities, and analyses and reports concerning issuers, industries, securities, economic factors and trends and investment strategy.

Piton may select a broker-dealer that furnishes the Firm directly or through correspondent relationships with research (including third party research) or other services which provide, in Piton's view, appropriate assistance to the Firm in the investment decision-making process. Such research or other services includes research reports on companies, industries and securities; economic and financial data; economic surveys and analyses; recommendations as to specific securities; financial publications; computer data bases; quotation equipment and services; and research-oriented computer software and other services. In some circumstances, the commissions paid on transactions with broker-dealers or merchants providing such services exceeds the amount another broker-dealer would have charged for effecting such transactions. The use of commissions or "soft dollars" to pay for such research or other services, whether provided directly or indirectly, may be utilized, to the extent permissible under applicable law, including, without limitation, Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended, for the benefit of Clients' accounts and/or the Piton's other accounts (including accounts that do not pay such commissions or "soft dollars"). The Firm believes that such research or other services will provide Clients and investment accounts with benefits by supplementing the research and services otherwise available to Clients and investment accounts. "Soft dollars" are generated in various trading activities, including, among others, agency transactions, fixed-price offerings and over-the-counter principal transactions. Piton currently does not have any soft dollar arrangements.

Piton often recommends that Clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of Clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of Piton's Clients, 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. Piton is independently owned and operated and not affiliated with Schwab. Schwab provides Piton with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to advisors. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Schwab also makes available to Piton other products and services that benefit Piton but may not benefit its Clients' accounts. These benefits include national, regional or Piton-specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits include occasional business entertainment of personnel of Piton by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which accompany educational opportunities. Some of these products and services assist Piton in managing and administering Clients' accounts. These include software and other technology (and related technological training) that provide access to Client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple Client accounts), provide research, pricing information and other market data, facilitate payment of Piton's fees from its Clients' accounts, and assist with back-office training and support functions, recordkeeping and Client reporting. Many of these services generally could be used to service all or some substantial number of Piton accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to Piton other services intended to help Piton manage and further develop its business enterprise. These services include professional compliance, legal

and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to Piton by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Piton. While, as a fiduciary, Piton endeavors to act in its Clients' best interests, Piton's recommendation that Clients maintain their assets in accounts at Schwab may be based in part on the benefit to Piton of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which creates a potential conflict of interest.

Piton's Clients may utilize qualified custodians other than Schwab for certain accounts and assets, particularly where Clients have a previous relationship with such qualified custodians. These other custodians presently include Fidelity Brokerage Services, LLC and Pershing Advisor Solutions, LLC each of which is a qualified custodian.

As referenced in Item 10: Other Financial Industry Activities and Affiliations, principals of Piton own an indirect, de minimis equity ownership interest in Halo. Halo is a Delaware C-Corporation with principal offices in Chicago, IL (see Item 10 for more details, including conflicts of interest). Piton will evaluate additional independent multi-issuer technology platforms for structured notes as they become available in the marketplace in order to help ensure best execution is obtained for the Clients.

The purchases and sales of securities for Client accounts are sometimes aggregated or bunched with orders for other accounts managed under a similar strategy or advised by Piton in order to obtain best execution on behalf those accounts. Piton, however, is not required to bunch or aggregate orders if portfolio management decisions for different accounts are made separately, or if Piton determines that bunching or aggregating would be inconsistent with its investment management duties or with Client direction.

Item 13: Review of Accounts

Discretionary Management and Sub-Advised client accounts are reviewed on a regular basis by the senior management of Piton to assure conformity with each Clients' investment objectives and guidelines. Piton engages in active management for each of its Clients and accordingly reviews the transactions, positions and cash balances daily.

A qualified custodian sends account statements to Clients at least quarterly, which includes position holdings, transactions made during the period, and the investment performance for the period. In addition, Piton provides access to portfolio reports for direct Clients.

Item 14: Client Referrals and Other Compensation

Piton currently does not receive any economic benefit for providing investment advice to any party who is not a Client. Piton currently does not directly or indirectly compensate any person who is not a supervised person of the Firm for Client referrals. Piton may on occasion enter into written solicitation agreements with individuals, financial intermediaries or others who may or may not be affiliated with Piton. All written solicitation agreements will comply with Rule 206(4)-3 under the Advisers Act and any other law as applicable.

Piton receives certain economic benefits from certain broker-dealers through which the Firm executes trades on behalf of Clients, as further discussed in Item 12. Additionally, through their indirect de minimis equity ownership of Halo, principals of Piton may receive

pro-rata distributions of shareholder distributions from Halo as discussed in Item 10 and Item 12.

Item 15: Custody

Piton does not have custody of Client accounts and securities, but may be authorized by a Client to the Custodian to directly debit a Client's account for the Firm's management fee and to direct that fee to Piton. In accordance with the Custody Rule, a qualified custodian maintains Clients' assets and has agreed to send statements to Piton's Clients at least quarterly, which includes all amounts disbursed from their account inclusive of the amount paid to Piton. Piton urges Clients to review all distributed statements closely and compare the account statements they receive from the qualified custodian with those they may receive from Piton.

Item 16: Investment Discretion

Piton accepts discretionary authority to manage securities account on behalf of Clients subject to the execution of a written investment advisory agreement with the Client for Discretionary Management and Sub-Advised clients. A written investment advisory agreement will explain the nature of Piton's authority to make transactions, including buying or selling securities, as well as any investment limitations, investment objectives, fees and other matters. For consulting services, Piton generally does not have investment discretion, although in certain circumstances Piton may be asked to take investment discretion, as defined in the Services Agreement.

Item 17: Voting Client Securities

Piton has established proxy and other issuer-related corporate actions (tenders, mergers, exchange offers, etc.) policies and procedures designed to ensure that proxies and other issuer-related corporate actions are voted/processed in the best interest of Clients. This applies only to Clients who grant Piton authority to do this through their custodian. Piton does not do this for accounts in which this authority has not been granted by the Client.

Piton is primarily a fixed-income investment manager, therefore it is rare that Piton will be requested to vote proxies. Sometimes it may be requested to vote on other issues like tender offers or exchanges. When voting or making an election, Piton must identify and address any material conflicts that arise between the Firm's interests and those of Clients, though these are expected to be rare. Piton will vote proxies or make elections which are in the best interest of the clients. Piton will first make a determination as to whether a material conflict of interest exists and will either resolve the conflict or refer the matter to its Best Execution and Investment Committee for further review if necessary.

For accounts where the Firm does have the authority granted by the client to act, the Firm will always do so in accordance with the best interest of the client. The Firm will apply the following guidelines:

- The Firm will attempt to consider all aspects of the vote that could affect the value of the issuer or the client accounts and undertake a reasonable investigation into matters related to the vote;
- The Firm will vote in a manner that it believes is consistent with the stated objectives of the client;

- The Firm will generally vote in accordance with the recommendations of the issuing company's management on routine and administrative matters, unless the Firm has a particular reason to vote to the contrary;
- In some cases, the Firm may not vote at all to the extent the outcome of the vote or action does not have a material impact on the issuer or value of its securities;
- The Firm will vote in the best interest of the client and must not place the Firm or its Employees interests ahead of the interests of the client;
- The Firm should avoid any conflicts of interest resulting from affiliations or other relationships; and
- The Firm should consider whether voting consistently for all of the clients is always in each one's best interest. There may be instances when one or more votes or elections are different from one client to the next based on the individual situation and best interest of each client.

Clients are free to request a copy of Piton's policies, as well as records of past relevant proxy voting and issuer-related communications actions, by contacting the CCO.

Item 18: Financial Information

Piton does not have any financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding.