



## Part 2A of Form ADV: *Firm Brochure*

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*This brochure provides information about the qualifications and business practices of Season Investments, LLC. If you have any questions about the contents of this brochure, please contact us at 719-528-8400 or [info@seasoninvestments.com](mailto:info@seasoninvestments.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.*

*Additional information about Season Investments, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 158070.*

## **Item 2    Material Changes**

This is an annual amendment for the year ended December 31, 2020. Since the last amendment filed on June 25, 2020, there have been no material changes to this brochure. But in this annual amendment, Item 4 has been revised to update to the Firm's assets under management. In addition, this amendment has been updated to reflect the inclusion of the recently launched Season Investments Alternative Credit and Equity Fund, LP. In the future, a summary of any material change will be listed here, as applicable.

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

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## **Item 4    Advisory Business**

Season is an SEC-registered adviser with its principal place of business located in Colorado. Season began conducting business in 2011 and is owned by David Houle and Elliott Orsillo through their holding company, DE Partners, LLC.

We offer the following services to our clients:

### ***PORTFOLIO MANAGEMENT***

We provide portfolio management services pursuant to the objectives and constraints of each client. Investment strategy is determined and implemented on a client-by-client basis, and each portfolio is governed by an Investment Policy Statement. Accounts are generally managed on a discretionary basis, although discretionary authority may be limited by a client's Investment Policy Statement.

Our investment recommendations are not limited to any specific product or service and may include advice regarding the following types of investments:

- Open and closed-end mutual funds
- Interval funds
- Exchange-traded funds (ETFs)
- Exchange-traded notes (ETNs)
- Common and preferred stocks
- Real estate investment trusts (REITs)
- Master limited partnerships (MLPs)
- Options and warrants
- Structured notes
- Sovereign, municipal or corporate debt
- Certificates of deposit
- Promissory notes
- Marketplace Lending investments
- Non-traded REITs
- Private placements
- Private equity, debt and real estate
- Hedge funds or funds of fund
- Other alternative investments

Every investment will be considered within the context of the client's overall portfolio to determine suitability and consistency with the client's stated investment objectives and constraints. Please see Item 8 of this document for further discussion regarding our methods of analysis and specific strategies.

### ***FINANCIAL PLANNING***

We offer financial planning services in order to help our clients define their financial objectives and develop strategies for reaching those objectives. These services may include identifying and rectifying financial problems, cash flow and budget management, balance sheet optimization, asset management, retirement planning, tax planning, risk analysis, insurance planning, education funding and planned charitable giving. Financial planning may not be offered to or desired by all of our clients, and such services will be customized to each client's specific needs and desires.

### ***INVESTMENT & WEALTH CONSULTING***

We provide investment and wealth consulting to select individuals and/or institutions that wish to engage us for services other than financial planning and portfolio management. Such services may include assisting with investment policy development, asset allocation strategy, manager selection and oversight, risk management, performance reporting, ongoing oversight of alternative, illiquid or complex investments or overall wealth management strategies. Consulting services are provided on a non-discretionary basis and are tailored to the unique objectives of each individual consulting client.

The services described above are tailored to each individual client's needs. Portfolio management services are customized by assessing investment objectives and risk tolerance, and by capturing those client-specific considerations in an Investment Policy Statement that governs and guides the ongoing management of the portfolio. Financial planning services are tailored by describing the nature and scope of the services to the client and assessing, through holistic conversations, whether or not they need or wish to engage Season to provide those services. Finally, our consulting services, which are the most open-ended, are tailored by virtue of the fact that they are entirely based on the unique and specific needs of the consulting client.

### ***Season Investments Alternative Credit & Equity Fund, LP***

In addition to the advisory services described above, Season provides portfolio management services for the Season Investments Alternative Credit & Equity Fund, LP, a Delaware limited partnership (the "Fund"). The primary investment objective of the Fund is to preserve and grow capital by investing in a mix of non-cyclical, recession resilient investments with the objective of earning superior risk adjusted returns over full economic cycles. The Fund's returns are expected to exhibit

low correlation to public markets (both bonds and equities) and the overall economy. Returns are expected to come from a combination of capital appreciation and current income sourced through opportunities in alternative equity and credit investments. The Fund seeks to achieve this objective by allocating its assets for investment among a select group of managers, strategies and individual investment opportunities employing a variety of specialized investment strategies. The combination of these investments is expected to produce more consistent returns and limit the Fund's overall exposure to downside volatility in equity, debt and other markets. An investment in the Fund is generally limited to "accredited investors" as defined in Rule 501(a) of Regulation D and "qualified clients" as defined in Rule 205-3 of the Investment Advisers Act of 1940. There can be no assurance that the Fund will be able to achieve its investment objectives.

#### AMOUNT OF MANAGED ASSETS

As of December 31, 2020, Season managed **\$125,099,645** in discretionary assets and **\$26,666,205** in non-discretionary assets.

#### Item 5 Fees and Compensation

##### PORTFOLIO MANAGEMENT SERVICES

Our standard management fee schedule is as follows:

1.00% per annum	on the first \$2,000,000 in billable assets
0.50% per annum	on all assets thereafter
\$500,000	minimum portfolio size

This fee schedule is subject to negotiation in certain instances. Season discounts the first tier of its fee schedule to 0.75% for immediate family members and waives its fees for all employees of the firm. In certain cases, individual assets may carry their own custom fee schedule. Any such custom fee schedule would be outlined in detail in an asset-specific addendum to the client's advisory agreement.

##### FINANCIAL PLANNING SERVICES

Financial planning services are included free of additional charge for our portfolio management clients.

##### INVESTMENT AND WEALTH CONSULTING SERVICES

Consulting services will be subject to one of the following fee structures:

- **Asset or net worth based fee.** The annual fee will be calculated as a per annum percentage of the market value of assets or net worth under Season's advisement and will be billed quarterly in advance. The per annum rate is subject to negotiation but will generally range between 0.25-1.50%.
- **Hourly fee.** Clients will pay Season an hourly rate for all consulting services provided and will be billed monthly in arrears. The hourly rate is subject to negotiation but will generally range between \$250-350.
- **Fixed quarterly fee.** Clients will pay Season a fixed quarterly fee for all consulting services provided and will be billed quarterly in advance. The quarterly rate is subject to negotiation and will be determined based on the scope of the services to be provided under the consulting arrangement.

We will take into consideration the overall scope and complexity of the relationship when negotiating a consulting arrangement and fee structure with each individual client. In all cases, the client agrees to pay all fees within 30 days of receiving an invoice from Season.

#### SEASON INVESTMENTS ALTERNATIVE CREDIT & EQUITY FUND, LP

The Season Investments Alternative Credit & Equity Fund, LP (the "Fund") does not charge a management fee, but the Fund's general partner (an affiliate of Season) is entitled to a 10% performance allocation on all net profits, subject to a high-water mark. Season may recommend its clients invest in the Fund. If such investment is made, all Fund-level fees will be waived for such client for as long as the advisory relationship remains active, and the investment in the Fund will be counted as an asset in their managed portfolio for billing purposes. To be clear, Season does not stand to make any additional management or performance fees by virtue of recommending its existing advisory clients invest in the Fund.

## FOR ALL SERVICES

Clients are billed in advance at the beginning of each calendar quarter based upon the previous quarter's ending portfolio value or per the client's customized fee schedule. Fees may be debited directly out of client accounts or paid by the client via a check or electronic money transfer. The fee in the initial quarter shall be based on the value of the assets pro-rated for the number of days in the quarter that the portfolio will be under management, beginning on the day the portfolio is initially implemented.

Our services may be terminated by either party with written notice at any time. In the event of termination, Season will return to the client the unearned portion of the fees collected in advance, pro-rated for the number of days remaining in the quarter. As of the termination date, Season will have no further obligation to take any action with regard to the client's assets.

Management personnel and other related persons of our firm may be licensed as insurance agents. In this separate capacity, these individuals may be in a position to earn compensation (other than management fees discussed herein) from insurance-related products. This presents a conflict of interest to the extent that these individuals may recommend an insurance product which results in a commission. In our fiduciary role as adviser, any such recommendations will be made based solely on what is in the best interest of the client. Furthermore, clients are under no obligation to engage these individuals in this capacity or to accept recommendations regarding insurance-related products. The implementation of some or all insurance-related recommendations is solely at the discretion of the client.

All fees paid to Season are separate and distinct from the fees and expenses charged by mutual funds, ETFs or any other separately-managed fund product. Such fees and expenses are described in each fund's prospectus. The client should review these fees in addition to our management fee to understand the total amount of fees being incurred. Clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this document for additional information.

We believe our fee schedule is competitive, but clients should note that similar advisory services may be available from other investment advisers for similar or lower fees.

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

Season charges performance-based fees from time to time. Such fees are tied to the performance of specific investments rather than being tied to entire accounts. Performance-based fees may result in higher revenue for Season assuming the underlying investments perform well. As such, these fees represent a conflict of interest in that there is an incentive for Season to recommend investments that carry a higher degree of risk and potential return. Season mitigates this risk by carefully explaining the fee structure to clients and reviewing the risk/return profile of investments within the context of a clients' overall portfolio and investment objectives.

Pursuant to SEC Rule 205-3 under Title 17 of the Code of Federal Regulations, performance-based fees can only be charged to clients who meet the "qualified client" parameters as defined by the same rule. Season only charges performance-based fees to clients who meet the stated criteria.

### Item 7 Types of Clients

Season offers its services to individuals, trusts, pension plans, foundations and endowments, institutions, businesses, pooled investment vehicles and other types of clients.

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

## METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Macro Analysis:** We monitor and analyze large amounts of data pertaining to global economic, capital market, monetary, fiscal, sentiment, demographic and geopolitical conditions. Such analysis is intended to provide a top-down context within which we identify macro trends, risks and opportunities.

**Fundamental Analysis:** We monitor and analyze the intrinsic value of a security or asset class by looking at economic and financial factors, including the overall economy, industry conditions, and the financial condition and management of the company or asset class itself, to determine if the company or asset class is underpriced or overpriced.

**Technical Analysis:** We monitor and analyze the price behavior of securities and asset classes in an attempt to identify recurring patterns, primary trends and key reversal points.

**Quantitative Analysis:** We analyze large amounts of data using quantitative models that aid in assessing the overall balance of evidence in regard to capital market and economic conditions at any given point in time.

Our analysis relies on the assumption that a variety of publicly available sources of information provide accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our assumptions may be incorrect and the analysis may be compromised by inaccurate or misleading information.

## INVESTMENT STRATEGIES

Our approach to portfolio management combines the discipline of long-term target asset allocations with a dynamic and proactive risk management regimen. Long-term target allocations are established as a starting point for a client's portfolio, but real-time allocations may differ materially from the model as conditions warrant. We believe a proactive risk management program should be implemented in an attempt to mitigate drawdown risk. An effective risk management program, while not guaranteed to succeed, can increase the odds of achieving growth objectives over long periods of time.

In addition to traditional/core asset class holdings, we utilize the following investment strategies in managing portfolios in coordination with client-specific objectives and constraints:

**Trend Following:** Trend following refers to the practice of using mathematical models to identify and measure the prevailing trends in the market. Trend following is intended to allocate capital to the pockets of the global markets that are currently in strong positive uptrends, while maintaining a defined rules-based system that is designed to reduce risk exposure when the overall trend breaks down. As such, trend following may afford the investor the opportunity to participate in the upside while having a risk management discipline in place that is intended to protect capital in major downturns.

Trend-following strategies are not without risk. Sometimes the market moves in sudden, pronounced ways that a trend-following strategy may not have time to react. Additionally, trend-following models are subject to "head fake" signals where buy or sell trades might be triggered by the rules-based system just in time for the market to reverse course and work against the trade. Finally, given the differences in exposure between trend following strategies and the market as a whole, there exists a risk of negative "tracking error" versus major market indexes in which realized results fail to keep pace, particularly in strong uptrends and/or sideways choppy market environments.

**Alpha Strategies:** Over the past 10 years, the financial industry has seen a plethora of sophisticated, alternative investment strategies, historically offered only through private partnerships, being brought to market in the form of ETFs, ETNs, interval funds and mutual funds. This trend has been driven by the groundswell of demand for alternatives that offer the benefits of liquidity and transparency, and it has created an opportunity for retail investors to participate in strategies that historically were only available to ultra-wealthy investors. The Season Investments Alpha Strategies portfolio ("Alpha Strategies") invests in a variety of underlying managers and strategies, with the objective of producing efficient, risk-adjusted returns with limited correlation, less volatility and more consistency than traditional asset classes. While high-octane returns are not to be expected, Alpha Strategies offers the potential for consistent positive returns and can be a valuable complement to any core asset allocation.

Alpha Strategies are not without risk. Underlying funds and managers are implementing their unique strategies through the purchase and sale of a variety of financial securities and instruments. These holdings are subject to fluctuations in value, and there is no guarantee that the specific approaches will make money.

**Alternative Investments:** We may recommend investments in what are commonly referred to as "alternative investments." These investments are typically privately held and illiquid in nature, and they span many different investment classes including, but not limited to, private lending, private equity and private real estate.

Alternative investments are not for everyone, and we may recommend such an investment if we believe it is suitable for a particular client. Our assessment of such opportunities considers three different aspects of the potential investment. First, what is the risk and liquidity profile? Is it suitable for the client, and if so at what percentage of the

portfolio? Secondly, what is the expected return of the investment? Is it in line with our overall growth objectives for the client, and is it acceptable in relation to the amount of risk and illiquidity the client may assume to make the investment? And third, to what extent is the investment expected to be correlated to other investments in the client's portfolio? Is it providing real diversification potential, or is it duplicating risk exposure that already exists in other portfolio assets? Once we have conducted our due diligence, we present our conclusions to the client and work together with them to determine if the opportunity is a good fit, and, if so, the size of the allocation.

Alternative investments are not without risk. Alternative investments tend to offer very limited liquidity, which may create a risk that the performance of the underlying investment may suffer while the investor is provided no option for liquidating the position. Also, unforeseen liquidity needs may arise for the client, and investments in illiquid securities may limit the potential for sufficient liquidity to be generated in the portfolio to meet such needs. Beyond illiquidity, alternative investments are exposed to various market, economic and business risks that could result in a significant loss of capital. Declines in value may result from macro forces such as a decline in the economy, changes in regulation, or shifts in the credit and financial markets, among other things. Declines may also result from more idiosyncratic, or micro, forces such as a failure to execute on a strategy or business plan, poor management, damage or deterioration in underlying asset values, fraud or criminal activity, or litigation expense, among other things. Every alternative investment carries its own specific risks. We work with our clients to ensure they are aware of and understand these risks prior to making an allocation to a specific alternative investment.

### **MATERIAL RISKS OF INVESTMENT STRATEGIES**

**Risk of Loss.** Investments are never guaranteed, and there is a risk that you may lose some or all of your investment. We ask that you work with us to help us understand the specific objectives and constraints that should be taken into account in the management of your portfolio.

**Portfolio Management, Financial Planning and Investment and Wealth Consulting.** Investing involves a significant amount of risk and uncertainty. Season's guidance and recommendations will not always lead to gains and all investments and financial strategies are subject to numerous risks including, but not limited to, market downturns, economic shocks, normal and abnormal business cycles, swings in investor sentiment, illiquidity, regulatory changes, political uncertainty, fraud or other criminal activity, natural disasters, technological changes and cyber-related threats, and a whole host of unknown risks that cannot be known in advance or anticipated with any level of precision.

**Certain Risks Associated with Season Investments Alternative Credit & Equity Fund, LP.** An investment in the Season Investments Alternative Credit & Equity Fund, LP (the "Fund") involves a substantial degree of risk and is intended and appropriate only for Investors whose sophistication and financial resources are sufficient to enable them to evaluate such an investment and to assume such risks, including the risk of complete loss of their investment. In evaluating whether to invest in the Fund, prospective Investors should carefully consider the following risk factors, among others. Investors are urged to consult with their own financial, legal and tax advisors before making any decision regarding an investment in the Fund. The various risks discussed below, which are taken directly from and may make reference to the Fund's private placement memorandum, are not the only risks associated with an investment in the Fund.

**General Economic and Market Conditions.** The success of the Fund's activities will be affected by general economic and market conditions, such as changes in interest rates, availability of credit and debt-related issues, inflation rates, economic uncertainty, market volatility, changes in laws (including laws relating to taxation of the Fund's investments), trade barriers, unemployment rates, release of economic data, currency exchange controls and national and international political circumstances (including wars, terrorist acts, natural disasters or security operations). These factors may affect the level and volatility of securities prices and the liquidity of the Fund's investments. Volatility and/or illiquidity could impair the Fund's profitability or result in losses. The Fund could incur material losses even if the Investment Manager reacts quickly to difficult market and economic conditions, and there can be no assurance that the Fund will not suffer material losses and other adverse effects from broad and rapid changes in economic and market conditions in the future. Investors should realize that markets for the financial instruments in which the Fund seeks to invest can correlate strongly with each other at times or in ways that are difficult for the Investment Manager to predict. Even a well-analyzed approach may not protect the Fund from significant losses under certain market conditions.

**Business and Regulatory Risks of Private Funds; Recent Developments.** The financial services industry generally, and the activities of private funds (such as the Fund) and their managers in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase the Fund's and the Investment Manager's exposure to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight may also impose additional administrative burdens on the Investment Manager, including, without limitation, responding to



investigations and implementing new policies and procedures. Such burdens may divert the Investment Manager's time, attention and resources from portfolio management activities.

The regulatory environment for private funds is evolving, and changes in the regulation of private funds and their trading activities may adversely affect the ability of the Fund to pursue its investment strategy and the value of investments held by the Fund. There has recently been an increase in governmental, as well as self-regulatory, scrutiny of the alternative investment industry. Regulations under the Dodd-Frank Act and other applicable laws have added and may continue to add costs to the legal, operational and compliance obligations of the Investment Manager and increase the amount of time that the Investment Manager spends on non-investment-related activities. The Dodd-Frank Act, regulations promulgated thereunder, and other laws, rules and regulations could cause certain investment strategies in which the Fund engages or may otherwise have engaged to become not viable, economically or practically. Current and other future laws, rules and regulations could have a material adverse impact on the potential investment objectives and/or profitability of the Fund and/or the Investment Manager. Among other possible effects, such legislation and regulations could change the functioning of capital markets in unpredictable ways, limit the scope of the Fund's investment activities, limit access to financing, increase collateral requirements, limit leverage, impose position limits, require disclosure of confidential information, change applicable accounting requirements, impose new taxes or impose significant administrative burdens, which divert resources, time and attention. Consequently, the Fund may not be capable of, or successful at, preserving the value of its portfolio, generating positive investment returns or effectively managing its risks.

Financial markets are subject to comprehensive statutes and regulations promulgated by the SEC and other regulatory and self-regulatory organizations. Among other things, the SEC and the Exchanges on which financial instruments are traded are authorized to take extraordinary actions in the event of a market emergency, including, without limitation, the retroactive implementation of short sale limitations, speculative position limits or higher margin requirements, the establishment of daily limits and the suspension of trading. Any of these or other actions, if taken, could adversely affect the returns of the Fund by limiting or precluding investment decisions the Investment Manager might otherwise have made. The regulation of financial transactions in the U.S. is a rapidly changing area of the law and is subject to ongoing modification by government, self-regulatory and judicial action. In addition, various national governments have expressed concern regarding the disruptive effects of speculative trading in the securities, currency and commodity markets and the need to regulate the securities, derivative and commodities interest trading market in general. The effect of any future regulatory change on the Fund is impossible to predict but could be substantial and adverse to the Fund.

This Memorandum cannot address or anticipate every possible current or future regulation that may affect the Fund, the General Partner, the Investment Manager or their respective businesses. Such regulations may have a significant impact on the Fund or the operations of the Fund including, without limitation, restricting the types of investments the Fund may make, preventing the Fund from exercising its or their voting rights with regard to certain financial instruments, requiring the Fund to disclose the identity of Investors or beneficial owners or otherwise. Prospective Investors are encouraged to consult their own advisors regarding an investment in the Fund.

**Potential for Fraud.** In spite of the Investment Manager's efforts to invest in reputable and trustworthy companies, there is a risk that the Fund may invest in issuers that engage in fraud. Instances of fraud can be particularly difficult to detect and prevent. To the extent that the Fund invests in a company that engages in fraud, the Fund could lose all or a substantial portion of its investment in such company and it could have a material adverse effect on the Fund's financial condition and results of operations.

**Terrorist Attacks, War and Natural Disasters.** Terrorist activities (including cyber-attacks on governmental and commercial entities), anti-terrorist efforts, armed conflicts involving the United States or its interests abroad and natural disasters may adversely affect the United States, its financial markets and global economies and markets and could prevent the Investment Manager and the Fund from meeting their respective investment objectives and other obligations. The potential for future terrorist attacks, the national and international response to terrorist attacks, acts of war or hostility and natural disasters have created many economic and political uncertainties in the past and may do so in the future, which may adversely affect the United States and world financial markets and the Fund for the short or long-term in ways that cannot presently be predicted.

**Investment Risks Generally.** All investments risk the loss of capital. No guarantee or representation is made that the Fund's program will be successful. The Fund's investment program may involve, without limitation, risks associated with limited diversification, equity risks, distressed issuers, volatility, tracking risks in hedged positions, credit deterioration or default risks, systems risks and other risks inherent in the Fund's activities. Certain investment techniques of the Fund may, in certain circumstances, substantially increase the impact of adverse market movements to which the Fund may be subject. In addition, the Fund's investments may be materially affected by

conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where the Fund invests its assets.

The Investment Manager's methods of minimizing such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted.

**Limited Diversification and Risk Management Failures.** At any given time, the Fund's portfolio may not be diversified to any material extent and, as a result, the Fund could experience significant losses if general economic conditions, and, in particular, those relevant to the issuers whose securities are owned by the Fund, decline. In addition, the Fund's portfolio is or may become significantly concentrated in a limited number of issuers, types of financial instruments, industries, strategies or geographic regions, and such concentration of risk may increase losses suffered by the Fund. This limited diversity could expose the Fund to losses disproportionate to market movements in general. Although the Investment Manager attempts to identify, monitor and manage certain significant risks related to specific investments, these efforts do not and will not take all risks into account and there can be no assurance that these efforts will be effective. Any inadequacy or failure in the Investment Manager's risk management efforts could result in material losses for the Fund.

**Investments in Undervalued Securities.** The Fund may invest in what the Investment Manager believes to be undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Fund's investments may not adequately compensate for the business and financial risks assumed. The Fund may make certain speculative investments in securities which the Investment Manager believes to be undervalued; however, there are no assurances that the securities purchased will in fact be undervalued. In addition, the Fund may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the Fund's assets may be committed to the securities purchased, thus possibly preventing the Fund from investing in other opportunities. In addition, the Fund may finance such purchases with borrowed funds and thus have to pay interest on such funds during such waiting period.

**Derivatives Generally.** The Fund may utilize derivative instruments, including (among others), options (including speculative positions such as buying and writing call options and put options on either a covered or an uncovered basis), futures, forward contracts, repurchase agreements, reverse repurchase agreements and many different types of swaps involving payments based on a wide range of risks.

In many cases, derivatives provide the economic equivalent of leverage by magnifying the potential gain or loss from an investment in much the same way that incurring indebtedness would. Many derivatives provide exposure to potential gain or loss from a change in the market price of a financial instrument (or a basket or index) or other event or circumstance in a notional amount that greatly exceeds the amount of cash or assets required to establish or maintain the derivative contract. Accordingly, relatively small price movements in the underlying financial instruments or other events or circumstances may result in immediate and substantial losses to the Fund. In some cases, the Fund's exposure under a derivative contract will be limited to the amount invested (for example, when the Fund buys a call option). In other cases, the derivative contract will create an open-ended obligation (for example, when the Fund writes a call option). Many derivatives, particularly those negotiated over-the-counter, are substantially illiquid or could become illiquid under certain market conditions. As a result, it may be difficult or impossible to determine the fair value of the Fund's interest in such contracts. Many derivative contracts involve exposure to the credit risk of the counterparty, because the Fund acquires no direct interest in the underlying financial instrument, but instead depends on the counterparty's ability to perform under the contract. Further, if and when the Fund takes economic exposure through a derivative, it generally will not have any voting rights and may not be able to pursue legal remedies that would be available if it invested directly in the underlying financial instrument.

Certain derivatives also involve substantial legal risk and uncertainty, because the terms of the contract may be difficult to draft, apply, interpret and enforce, particularly in the context of unforeseen market conditions or events. In many cases, the counterparty has discretion (either pursuant to the express terms of the contract or in practice) to interpret the contract, make required calculations and demand or withhold payments in the manner most favorable to the counterparty and most unfavorable to the Fund. An adverse interpretation or calculation under one derivative contract could trigger cross-defaults with other contracts and could have a materially adverse effect on the Fund's liquidity and performance. Any dispute concerning a derivative contract could be expensive and time

consuming to resolve, particularly given the potential for complex and novel legal issues and the involvement of multiple legal jurisdictions. Even a favorable resolution could come too late to prevent cross-defaults, trading losses and material liquidity problems.

**Other Derivative Instruments.** The Fund may take advantage of opportunities with respect to certain derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of the Fund and legally permissible. Special risks may apply to instruments in which the Fund invests in the future that cannot be determined at this time or until such instruments are developed or invested in by the Fund. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk.

**Hedging Transactions.** The Fund may utilize financial instruments, both for investment purposes and for risk management purposes, in order to: (i) protect against possible changes in the market value of the Fund's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the Fund's unrealized gains in the value of the Fund's investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in the Fund's portfolio; (v) hedge against a directional trade; (vi) hedge the interest rate or currency exchange rate on any of the Fund's liabilities or assets; (vii) protect against any increase in the price of any securities the Fund anticipates purchasing at a later date; or (viii) for any other reason that the Investment Manager deems appropriate.

The success of the Fund's hedging strategies depends, in part, upon the Investment Manager'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 portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Fund's hedging strategy is also subject to the Investment Manager'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 such hedging transactions. For a variety of reasons, the Investment Manager may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss. The Fund will not be required to hedge any particular risk in connection with a particular transaction or its portfolios generally. Moreover, it should be noted that the portfolio will always be exposed to certain risks that may not be hedged. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of the Fund's portfolio holdings.

**Non-U.S. Investments.** The Fund invests or may in the future invest in financial instruments of non-U.S. corporations and governments. Investing in the financial instruments of companies (and, from time to time, governments) outside of the United States involves certain considerations not usually associated with investing in financial instruments of U.S. companies or the U.S. Government, including political and economic considerations, such as greater risks of expropriation, nationalization, confiscatory taxation, imposition of withholding or other taxes on interest, dividends, capital gains or other income, limitations on the removal of assets and general social, political and economic instability; the relatively small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; the evolving and unsophisticated laws and regulations applicable to the securities and financial services industries of certain countries; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the Fund's investment opportunities. In addition, accounting and financial reporting standards that prevail outside of the U.S. generally are not as high as U.S. standards and, consequently, less information is typically available concerning companies located outside of the U.S. than for those located in the U.S. As a result, the Fund may be unable to structure its transactions to achieve the intended results or to mitigate all risks associated with such markets. It may also be difficult to enforce the Fund's rights in such markets. For example, financial instruments traded on non-U.S. Exchanges and the non-U.S. persons that trade these instruments are not subject to the jurisdiction of the SEC or the securities and commodities laws and regulations of the U.S. Accordingly, the protections accorded to the Fund under such laws and regulations are unavailable for transactions on foreign Exchanges and with foreign counterparties.

**Currency Risks.** The Fund may invest in the securities of non-U.S. issuers and other instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollars. In many cases, investments in currencies are made through financial instruments that involve embedded leverage,

magnifying the risks associated with such investments. Fluctuations in the relative values of currencies could cause material losses for the Fund.

**Long-Term and Illiquid Investment.** An investment in the Fund is a long-term commitment. The Interests are highly illiquid and have no public market value. No secondary market for the Interests exists, and no such market will be established or supported by the General Partner. Voluntary withdrawals by a Limited Partner are not permitted, except in limited instances when required or when necessary to comply with the laws or regulations applicable to a Limited Partner. Furthermore, the transfer of Interests is subject to approval of the General Partner and other restrictions contained in the Partnership Agreement. Consequently, Limited Partners may not be able to liquidate an investment in the event of an emergency or for any other reason. An investment in the Fund is suitable only for persons and entities which have no need for liquidity with respect to their investment. The Interests have not been registered under the Securities Act, nor is any such registration contemplated.

**Interest Rate Risks.** Investments in debt securities will subject the Fund to risks associated with movements in interest rates. For example, the Fund will be required to manage both curve risk, which is the risk that the slope of the yield curve will vary from the slope assumed in the Fund's strategy, and credit spread risk, which is the risk that the spreads between yields of differently rated issuers will change in a manner that adversely affects the Fund's portfolio.

**Investments in Distressed Issuers.** The Fund invests or may in the future invest in equity or debt securities of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, or facing special competitive or product obsolescence problems. These securities are likely to be particularly risky investments although they also may offer the potential for high returns. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court's power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies' securities may be considered speculative, and the ability of such companies to pay their debts on schedule and otherwise continue to operate could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is high, and there is no assurance that the Investment Manager will analyze such investments correctly.

**Highly Volatile Markets.** The prices of the securities and other financial instruments in which the Fund may invest may be volatile. Price movements of securities or other financial instruments may be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and Exchange control programs and policies of governments and national and international political and economic events and policies. The Fund is subject to the risk of failure of any of the Exchanges on which its positions trade or of its clearinghouses. In addition, governments from time to time intervene in certain markets, directly, by regulation and otherwise. Such intervention is often intended to directly influence prices and may, together with other factors, cause some or all of these markets to move rapidly in the same direction. The effect of such intervention is often heightened by a group of governments acting in concert.

**Competition.** The markets in which the Fund expects to participate are extremely competitive. There can be no assurance that the Investment Manager will be able to identify or successfully pursue attractive investment opportunities in this environment. The Fund and the Investment Manager compete with many firms, some of which may have substantially greater financial resources, more favorable financing arrangements, and larger research staffs than are available to the Fund and the Investment Manager.

**Litigation.** The Fund's investment activities may subject it, the General Partner and the Investment Manager to the risks of becoming involved in litigation with third parties. The expense of defending against claims against the Fund by third parties and the payment of any amounts pursuant to settlements or judgments would be borne by the Fund, reduce distributions and could require Investors to return distributed capital and earnings to the Fund. The General Partner, the Investment Manager and their respective affiliates are generally indemnified by the Fund in connection with any such litigation, subject to certain conditions.

**Investments In Joint Ventures and Other Entities.** The Fund and the Underlying Managers will make investments through joint ventures or other entities. Such investments may involve risks not present in direct investments, including, for example, the outcomes of collaborative decision-making varying (adversely) from those which the General Partner or Investment Manager would have reached itself, the possibility that a co-venturer or partner might

become bankrupt, or might have interests, objectives, rights or remedies which are different from or may conflict with those of the Fund. Furthermore, if such co-venturer or partner defaults on its funding obligations, it may be difficult for the Fund or the applicable Underlying Investment to make up the shortfall. The Fund or an underlying investment may be required to make additional contributions to replace such shortfall, reducing the diversification of the Fund's or an Underlying Manager's portfolio investments. The Fund or an underlying investment may also be liable for the conduct of its co-venturers or partners. In addition, in negotiating an investment through joint ventures or other similar arrangements, the Fund or an underlying investment may have to agree to less favorable terms (e.g., bearing a disproportionate share of expenses) than might be present in direct investments.

**Unlimited Range of Strategies.** The Fund's investment activities are not limited to the strategies or types of strategies described herein. Rather, the Fund has the authority to pursue any investment strategy determined by the Investment Manager to be appropriate from time to time, in its sole discretion, without any notice to the Investors. This unlimited range of potential investments may include substantial investments in strategies not previously pursued by the Investment Manager and with which the Investment Manager and its personnel have limited experience. New strategies, assets and markets are likely to involve material and as-yet unanticipated risks. There can be no assurance that any of the investment strategies pursued by or on behalf of the Fund will be successful.

**Supervision of Strategy Execution.** The Investment Manager intends to supervise and monitor Underlying Managers to ensure compliance with stated strategies and objectives. Despite these efforts, however, there is a risk that strategy execution strays from what was originally intended, thereby putting the Fund's investment at risk.

**Leverage and Liquidity Risks.** The Fund generally has the power to borrow funds (and otherwise incur leverage) and does so when deemed appropriate by the General Partner or the Investment Manager, which may result in significant and/or high levels of leverage. The Fund may borrow funds from brokers, banks and other lenders to finance its investments, which borrowings may be secured by assets of the Fund. The use of such leverage can, in certain circumstances, maximize the losses to which the Fund's investment portfolio may be subject. Any event that adversely affects the value of an investment would be magnified to the extent that a particular asset or the Fund as a whole is leveraged. The cumulative effect of the use of leverage by the Fund in a market that moves adversely to the Fund's investments could result in a substantial loss to the Fund, which would be greater than if the Fund was not leveraged. Leverage may be achieved through, among other methods, direct borrowing and the use of options and other derivatives which provide the economic equivalent of leverage.

The use of margin, derivatives and short-term borrowings may result in substantial interest and financing costs to the Fund and may create other or additional risks. Specifically, the Fund may use a significant portion of its capital for margin and collateral deposits. If the value of the Fund's securities or derivatives positions falls below the margin or collateral levels required by a prime broker, custodian or other counterparty, additional margin or collateral deposits would be required. If the Fund is unable to satisfy any margin or collateral call by a prime broker, custodian or other counterparty, then such custodian or other counterparty could terminate transactions, liquidate the Fund's position in some or all of the financial instruments that are in the Fund's margin or collateral accounts at the custodian or other counterparty and otherwise cause the Fund to incur significant losses. Furthermore, secured counterparties and lenders may have the right to sell, pledge, rehypothecate, assign, use or otherwise dispose of collateral posted by the Fund. This could increase exposure to the risk of a counterparty default since, under such circumstances, the Fund may be unable to recover the posted collateral promptly or may be unable to recover all of the posted collateral. The occurrence of defaults may trigger cross-defaults under the Fund's agreements with other brokers, lenders, clearing firms or other counterparties, creating or increasing a material adverse effect on the performance of the Fund.

The purchase of options, futures, forward contracts, repurchase agreements, reverse repurchase agreements and equity swaps generally involves little or no margin deposit and, therefore, will provide substantial leverage. Accordingly, relatively small price movements in these financial instruments may result in immediate and substantial losses to the Fund.

**Counterparty Risks.** The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager's internal process for evaluating the creditworthiness of its counterparties may prove insufficient. The ability of the Fund to transact business with any one or more counterparties, the lack of complete and "foolproof" evaluation of the financial capabilities of the Fund's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

**General Operational Risks.** The complexity of the Fund's investment strategy may place substantial burdens on the Investment Manager's operational systems and resources, including those related to marking procedures, finance,

accounting, profit and loss reporting, internal management and risk reporting and funds transfers. Human error, system failure or other problems with any of these processes could result in material losses or costs, which will generally be borne (directly or indirectly) by the Fund.

**Systems and Facilities Risks.** The Fund relies extensively on computer programs and systems. In addition, certain of the Fund's operations may interface with or depend on systems operated by third parties, including its brokers, custodians and market counterparties. The Fund also relies on the ongoing services of the Investment Manager and the Administrator, which depends on access to their facilities. Although the Investment Manager has attempted to develop appropriate contingency plans, there can be no assurance that such plans will be effective. For example, a natural catastrophe or terrorist incident could temporarily or permanently interfere with the availability or efficient functioning of such resources. Any defect or failure in the Fund's computer programs or systems or any interruption in the Investment Manager's or the Administrator's access to its facilities, however brief, could have a material adverse effect on the Fund.

**Valuation Risks and ASC 820.** Although the General Partner attempts to mark the Fund's portfolio to fair value, substantial uncertainty and subjectivity will often exist, particularly for illiquid investments, and even the General Partner's or the Investment Manager's best judgment as to fair value may not accurately reflect the prices at which the Fund could actually purchase or sell such assets. The General Partner and/or the Investment Manager will determine the fair value of many investments based on a variety of valuation methodologies, which depend on a variety of inherently unreliable estimates and assumptions. The methodologies applied to particular assets or types of assets may vary from case to case and over time depending on a range of factors. A failure to properly value the Fund's assets could have a material adverse effect on the returns earned by Investors. Many assets are subject to rapid changes in value caused by sudden company-specific or industry-wide developments. For certain illiquid investments, long periods of time may pass during which the General Partner and the Investment Manager will have no basis upon which to change the reported value of the investment, with the result that large price movements could occur suddenly when information does become available or an investment is liquidated. Performance Allocations will be calculated based on unrealized gains, on the basis of an estimate of fair value, which could be inaccurate. All values assigned to assets and liabilities generally will be conclusive and binding on the Fund and all Investors. See "Net Asset Valuations."

For purposes of calculating the Fund's net asset value, the Fund's assets and liabilities will be valued as described under "Net Asset Valuations." The Fund's annual audited financial statements will be prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). Specifically, for purposes of GAAP-compliant financial reporting, the Fund will be required to follow a specific framework for measuring the fair value of its assets and liabilities and will be required to provide certain additional disclosures regarding the use of fair value measurements in its audited financial statements. Financial Accounting Standards Board ("FASB") Codification ("ASC") 820 defines and establishes a framework for measuring fair value under GAAP and expands financial statement disclosure requirements relating to fair value measurements. Other valuation-related requirements are contained in other provisions of GAAP and other sections of the codification. Additional FASB Accounting Codification Standards and updates and additional provisions of GAAP that may be adopted in the future may also impose additional, or different, specific requirements as to the valuation of assets and liabilities for purposes of GAAP-compliant financial reporting.

The General Partner believes that the requirements of GAAP, including ASC 820, are consistent with the valuation methodology described below for purposes of calculating net asset value. If, however, the General Partner determines, acting in good faith and on a reasonable basis, that the valuation methodology required under GAAP does not properly reflect the actual fair value of an asset or liability, the General Partner may adjust the value of such asset or liability for purposes of calculating net asset value as it deems necessary to properly reflect fair value, even if such adjustment is inconsistent with GAAP. In such event, the Fund's assets and liabilities will be valued (i) in accordance with GAAP, solely for purposes of preparing the Fund's GAAP-compliant annual audited financial statements and (ii) in accordance with the valuation policies set forth herein (without regard to any inconsistent GAAP requirements), for all other purposes, including without limitation for purposes of calculating net asset value, which, as described herein, is relevant to the calculation of the Performance Allocations and the amounts payable by the Fund and the Investors in respect of a withdrawal by an Investor.

In order to value the assets and liabilities of the Fund, the General Partner, the Investment Manager and the Administrator may rely on information provided by employees of the Investment Manager, affiliates of the Investment Manager or other outside parties, and such persons may provide inaccurate, incomplete, outdated or otherwise unreliable information. In the case of employees who receive compensation based on the performance of certain investments, such employees may be motivated to provide incorrect valuation information in order to receive inflated or increased compensation. The Fund may be unable to detect every error contained in the valuation

information. To the extent the information received by the Fund is inaccurate or unreliable, the valuation of the Fund's assets and liabilities may be inaccurate.

***Internal Controls and Employee Misconduct.*** The Investment Manager has adopted supervisory guidelines and other controls with the intention of detecting and preventing unauthorized trading, the misappropriation of the Fund's property and other misconduct and violations of law by employees of the Investment Manager and other agents of the Fund. There can be no assurance, however, that such procedures and controls will be effective. Any violation of such procedures and controls, including acts of fraud and dishonesty by employees or agents of the Investment Manager, or even unsubstantiated allegations of such misconduct, could result in material losses or costs, which will generally be borne by the Fund.

***Regulatory and Legal Matters.*** In the course of its investment activities on behalf of the Fund, the Investment Manager employs or may employ unusual or novel investment strategies, securities, financing structures, contractual arrangements and other techniques. The use of these techniques, as well as more ordinary techniques employed on behalf of the Fund, frequently may give rise to circumstances in which it is difficult or impossible to identify and apply governing laws and regulations (including those relating to securities, trading and tax issues, among others) to the Fund's specific activities with any certainty. Although the Investment Manager strives to comply with all applicable laws and regulations, there can be no certainty that this objective will be achieved. Even an inadvertent violation or an alleged violation of applicable laws or regulations could impose significant costs on the Fund, including disgorgement of profits, penalties, settlement payments, loss of necessary licenses, restrictions on future activities, adverse publicity and otherwise. Such costs generally will be borne by the Fund, even if they result from the negligence of the Investment Manager (but generally not if resulting from the fraud, willful misconduct or gross negligence of the Investment Manager). Furthermore, at the time the Fund bears such costs, the composition of the Investors will likely be different than it was at the time of the violation giving rise to such costs. There may be no mechanism by which the Fund may recapture such costs from, or otherwise allocate such costs to, withdrawn Investors. As a result, the Investors at the time such costs are paid would bear a disproportionate share of such costs.

The Investment Manager, the General Partner, the Fund and their affiliates may in the future be named as defendants in civil litigation related to their investment management activities or investments. The expenses of defending against claims and paying any amounts pursuant to settlements or judgments generally will be borne by the Fund, and the General Partner and the Investment Manager and their respective affiliates generally will be indemnified by the Fund in connection with any such litigation, subject to certain conditions. Litigation could also be a distraction for the Investment Manager's personnel and, if adversely decided, could result in costs that would make it difficult for the Investment Manager to attract and retain key personnel or otherwise achieve its objective.

***Absence of Regulatory Oversight.*** While the Fund may be considered similar to an investment company, the Fund does not expect to register as such under the Company Act, and, accordingly, the provisions of that act (which, among other matters, require investment companies to have a majority of disinterested directors and regulate the relationship between the adviser and the investment company) generally will not be applicable to the Fund.

***Cybersecurity Breaches and Identity Theft.*** The Fund, the General Partner, the Investment Manager and their respective service providers will depend on information technology systems and, notwithstanding the diligence that the General Partner or the Investment Manager may perform on its or the Fund's service providers, it may not be in a position to verify the risks or reliability of such information technology systems. The Fund, the General Partner, the Investment Manager and their respective service providers are subject to risks associated with a breach in cybersecurity. "Cybersecurity" is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. The Investment Manager's, the General Partner's, the Fund's and their affiliates' information and technology systems will be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Investment Manager and its affiliates have implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the General Partner, the Investment Manager and/or the Fund may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the General Partner's, the Investment Manager's and the Fund's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could

harm the Investment Manager's, the General Partner's or the Fund's reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect its business and financial performance. Such damage or interruptions to information technology systems may cause losses to the Fund or individual Investors by interfering with the operations of the General Partner, the Investment Manager, their respective affiliates and/or the Investment Manager's affiliated funds. The Fund may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose one or more of the Fund, the Investment Manager and/or the General Partner to civil, legal or regulatory liability as well as regulatory inquiry and/or action, and the Fund may be required to indemnify the General Partner and the Investment Manager against any losses incurred in connection therewith. Cybersecurity issues and risks are currently a major focus area of the SEC and other regulatory authorities.

**No Operating History.** The Fund is a newly-formed entity that has no operating or performance history which prospective Investors can review in connection with an investment in the Fund. The General Partner is also a newly-formed entity with limited operational and performance history. Past performance of the Investment Manager, the Principals and their affiliates is not necessarily indicative of the future performance or profitability of the Fund or an investment therein. The Fund's investment program should be evaluated on the basis that there can be no assurance that the Investment Manager's assessment of the short-term or long-term prospects of investments will prove accurate or that the Fund will achieve its investment objective.

**Incomplete Information.** Because of the broad range of potential investments, rapid shifts in the concentration of investments among financial instruments or strategies, the inherent complexity of many of the Fund's investment strategies and many other factors, an Investor generally will not have sufficient information to analyze or evaluate the risks or potential returns of the Fund's investment program currently or prospectively. In general, the Investment Manager does not expect to provide current or detailed information about the Fund's portfolio or any advance notice to Investors of anticipated changes in the composition of the Fund's portfolio, nor will the Investment Manager provide information to Investors as to how the Investment Manager voted proxies for specific securities owned by the Fund. However, pursuant to Side Letters and/or in response to questions and requests and in connection with due diligence meetings and other communications, the Investment Manager and/or the General Partner may provide additional information and reports regarding the Fund and its investments to certain Investors that are not distributed to other Investors, and such information may affect an Investor's decision to request a withdrawal (or invest additional amounts in the Fund). Each prospective Investor and Investor is responsible for asking such questions as it believes are necessary in order to make its own investment decisions, including whether to invest in the Fund, and each prospective Investor and Investor must decide for itself whether the limited information provided by the Investment Manager and the Fund is sufficient for its needs.

**Limited Liquidity.** An investment in the Fund will provide limited liquidity since Interests will not be freely transferable and, generally, an Investor will have only the limited right or ability to withdraw amounts from its Capital Account(s) on a periodic basis in accordance with and subject to the terms and limitations set forth in the Partnership Agreement. The Fund may also suspend the withdrawal or distribution rights of Investors (or the payment of withdrawal or distribution proceeds) under certain circumstances. See "Summary of Principal Terms—Suspensions." An investment in the Fund will be appropriate only for sophisticated investors who do not require immediate liquidity for their investment.

**In-Kind Distributions.** Although the General Partner generally expects that all distributions will be made in cash, a withdrawing Investor may, at the discretion of the General Partner, receive financial instruments owned by the Fund in lieu of, or in combination with, cash. Such distributions may include interests in one or more trading vehicles or special purpose vehicles holding financial instruments owned by the Fund or participations therein. To the extent a withdrawing Investor is distributed interests in one or more trading vehicles or special purpose vehicles, such withdrawing Investor will continue to be at risk of the Fund's business (including its credit risk) until all such financial instruments are sold. The value of an in-kind distribution may increase or decrease after the distribution is made and before the security is sold either by the withdrawing Investor, if received directly, or by the General Partner or the Investment Manager or its affiliates, if held through a trading vehicle or special purpose vehicle. In either case, the withdrawing Investor will incur transaction costs in connection with the sale of any such instruments and, in the case of interests in trading vehicles or special purpose vehicles, will bear a proportionate share of the operating and other expenses borne by such vehicle. Instruments distributed in-kind may not be readily marketable. The risk of loss and delay in liquidating these financial instruments will be borne by the Investor, with the result that such Investor may ultimately receive less cash than it would have received on the date of withdrawal if it had been paid in cash. Furthermore, to the extent that a withdrawing Investor receives interests in one or more trading



vehicles or special purpose vehicles, such withdrawing Investor generally will have no control over when and at what price the financial instruments in which such vehicles have an interest are sold.

The General Partner will determine the percentage of any distribution to be made in cash and the percentage to be made in-kind, as well as the particular securities, if any, to be distributed. A prior or contemporaneous in-kind distribution to some Investors will not affect the Fund's right to distribute cash to Investors. Distributions that are made in-kind will represent no more than a *pro rata* portion of the portfolio as of the Withdrawal Date.

***Distributions Subject to Reduction.*** The amount and timing of any distributions will be at the discretion of the General Partner, who may also direct that such amounts be used to satisfy, or establish reasonable and/or appropriate reserves for, any of the Fund's current or anticipated obligations (including, without limitation, Fund Expenses).

***Reliance on the Investment Manager and the Principals.*** The success of the Fund's investments will be dependent upon the abilities and retention of the Principals. The Principals will be responsible for all investment decisions made by the Investment Manager with respect to the Fund. See "Management—Investment Manager." If the Principals cease to be involved, directly or indirectly, in the Investment Manager and the management of the Fund or its portfolio, the business of the Fund would likely be adversely affected.

While the Investment Manager, the Principals and their affiliates will devote as much time to the Fund's affairs as they deem appropriate, they generally will not be precluded under the Partnership Agreement or otherwise from engaging in outside activities. The Investment Manager, the Principals and their affiliates generally may engage and hold interests in other business ventures and activities of every kind and description for their own account including, without limitation, other investment entities similar to the Fund and/or other investment advisory entities similar to the Investment Manager.

***Conflicts of Interest.*** Various actual and potential conflicts of interest exist (and may exist) among the Fund, the General Partner, the Investment Manager, the Principals and their respective affiliates, on the one hand, and the Fund, on the other hand, including actual and potential conflicts of interest related to fees, portfolio composition and valuation, expense allocation, selection of counterparties and best execution, treatment of Investors, limitation of liability, indemnification, and outside business activities and personal trading. During the Fund's term, many additional and different types of conflicts of interest may arise and this Memorandum does not purport to identify all such conflicts. Investors ultimately will be heavily dependent upon the good faith of the General Partner, the Investment Manager, the Principals and each of their respective affiliates. See "Conflicts of Interest."

***Diverse Limited Partner Group.*** Investors may have conflicting investment, tax, and other interests with respect to their investments in the Fund. The conflicting interests of individual Investors may relate to or arise from, among other items, the nature of investments made by the Fund, the structuring or the acquisition of investments, and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by the General Partner, including with respect to the nature or structuring of investments that may be more beneficial for one investor than for another investor, particularly with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the Fund, the Investment Manager will consider the investment and tax objectives of the Fund and the Investors as a whole, not the investment, tax, or other objectives of any Investor individually.

***Compensation Arrangements.*** The Investment Manager and/or the General Partner, as applicable, generally will be entitled to receive the Performance Allocations. The Performance Allocation could motivate the Investment Manager, due to its affiliation with the General Partner (and indirectly the Carry Partner), to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, because the Performance Allocations will be calculated on a basis that includes unrealized appreciation of the Fund's assets, it may be greater than if such allocation were based solely on realized gains. See "Conflicts of Interest."

***Side Letters.*** The General Partner and/or the Investment Manager, on its or their own behalf and/or on behalf of the Fund, may from time to time enter into letter agreements or other similar agreements or arrangements (collectively, "***Side Letters***") with one or more Investors that have the effect of establishing rights under, or altering, modifying, waiving or supplementing the terms of, the Partnership Agreement and/or any such Investor's subscription agreement. Any terms contained in a Side Letter entered into with any Investor will govern with respect to that Investor notwithstanding the provisions of the Partnership Agreement and/or any subscription agreement, and, generally, no Investor not a party to any particular Side Letter will be a third-party beneficiary thereof. Side Letters may entitle certain Investors to, among other things, lower Performance Allocations, certain co-investment rights, information/transparency rights not afforded to other Investors, most favored nations status and/or other

preferential rights or terms. The Fund generally is not required to notify any or all of the Investors of any Side Letter or any of the rights and/or terms or provisions thereof, nor is the Fund generally required to offer such additional and/or different rights and/or terms to any or all of the other Investors.

**Limitation of Liability and Indemnification.** Certain exculpation and indemnification provisions will be contained in the Partnership Agreement, the Management Agreement and other applicable documents. As a result of these provisions, the General Partner, the Investment Manager and their respective affiliates and personnel will generally not be liable to the Fund for any act or omission (including employee negligence and similar human errors), absent fraud, willful misconduct or gross negligence, and the Fund will generally be required to indemnify such persons against any losses they may incur by reason of any act or omission related to the Fund, absent fraud, willful misconduct or gross negligence. **These are important provisions that could materially affect an Investor's rights in the Fund. Investors having any questions or concerns about these provisions should seek advice from qualified counsel.** See "Conflicts of Interest."

**Responsibility for this Memorandum.** The General Partner prepared this Memorandum on behalf of the Fund and has ultimate authority with respect to the statements, disclosures and other content herein. No other person or entity has authority with respect to, or responsibility for, the statements, disclosures and other content in this Memorandum.

**Restrictions on Transferability.** Each Investor will be required to represent that it is acquiring Interests for investment purposes only and not with a view to distribution or resale; that it understands that it must bear the economic risk of an investment for an indefinite period of time because the Interests have not been registered with the SEC or any other federal, state or governmental agency; and that it understands Interests cannot be sold unless an exemption from such registration is available. In addition, transfers of Interests will require, among other things, the prior written consent of the General Partner, which consent may be withheld in the General Partner's discretion and may include such terms and conditions as the General Partner deems appropriate. There will be no independent market for Interests, and none is expected to develop. Consequently, the Interests should be considered only as a long-term and illiquid investment and is suitable only for sophisticated Investors.

**Effect of Withdrawals.** A significant withdrawal of capital from the Fund may cause a temporary imbalance in the Fund's portfolio which may adversely affect the remaining Investors.

**Lack of Management Control.** The management of the affairs of the Fund will be vested exclusively in the General Partner, and in such other persons, such as the Investment Manager and the Administrator, to whom the General Partner delegates authority. Pursuant to the Management Agreement, the Fund will appoint, engage and retain the Investment Manager as its investment manager to provide discretionary investment management services with respect to the Fund and its assets, and the General Partner will delegate exclusive investment management authority with respect to the Fund to the Investment Manager. With limited exceptions, Investors will have no right to participate in the decisions made by the General Partner or the Investment Manager with respect to the Fund, or otherwise participate in the affairs of the Fund.

**Liability for Return of Distributions.** Under Delaware law, any Investor that receives a distribution that such Investor knows leaves the Fund insolvent may be liable to return such distribution. In addition, an Investor may be liable under applicable U.S. federal and state bankruptcy laws to return a distribution made during the Fund's insolvency.

**Definitive Terms and Conditions.** Portions of this Memorandum describe specific terms and conditions expected to be set forth in the Partnership Agreement and various other documents or agreements. The actual terms and conditions set forth in such documents or agreements may vary materially from those described in this Memorandum for a variety of reasons, including but not limited to formal amendments to the Partnership Agreement and negotiations with prospective Investors. Moreover, the Partnership Agreement contains highly detailed terms and conditions, many of which are not described fully or at all in this Memorandum. In all cases, the Partnership Agreement will supersede this Memorandum. **In the event of a conflict between this Memorandum and the terms set forth in the Partnership Agreement, the Partnership Agreement shall control.** Investors are urged to carefully review the Partnership Agreement and must also be aware that, pursuant to the rules governing amendments set forth therein, certain amendments to the Partnership Agreement may be adopted without the consent or approval of any Investor.

**Term of Investment.** An investment in the Fund requires a specified, multi-year commitment with no certainty of a return of any portion of capital invested in the Fund. There may be a significant period of time before the underlying investments or the Fund have completed its investments in particular portfolio assets and each investment may not be liquidated for a substantial period of time after the initial purchase. Losses on unsuccessful investments may be

realized before gains on successful investments are realized. Dispositions of such investments may require a lengthy time period.

**Tax Risks Generally.** An investment in the Fund may involve complex tax considerations that will differ for each Investor depending on an Investor's particular circumstances. No assurance can be given that changes in tax law (or in the interpretation or administration thereof by tax authorities) that are adverse to the Fund or to Investors will not occur. The tax treatment of an investment may be changed at any time by legislative, judicial, or administrative action, and any such change may have retroactive effect with respect to existing transactions and investments. Each prospective Investor is advised to consult its own tax advisors as to the tax consequences of an investment in the Fund.

**Tax on Profits Whether or Not Distributed or Received.** If the Fund has taxable income in a fiscal year, each Investor will be taxed on this income in accordance with its distributive share of the Fund's profits, whether or not such profits have been distributed. It is therefore possible that the Investors could incur income tax liabilities without receiving sufficient distributions from the Fund to defray such tax liabilities. In order to satisfy its tax liability in such a case, an Investor would need sufficient funds from sources other than the Fund. Furthermore, the Fund may make investments with respect to which the Fund recognizes income for U.S. federal income tax purposes prior to receiving the cash or realizing the income as an economic matter. In addition, the Fund may recognize income for U.S. federal income tax purposes that does not reflect income as an economic matter. Such recognition of income prior to receipt of an economic benefit, if any, may result in increased tax liability for the Investors.

**Delayed Schedules K-1.** The Fund will provide Schedules K-1 as soon as practical after receipt of all of the necessary information. However, the Fund does not anticipate providing final Schedules K-1 to Investors for any given tax year until after the completion of the Fund's annual audit, and their delivery may be delayed significantly after March 15 of the following year. Investors should be prepared to obtain extensions of the filing date for their income tax returns at the U.S. federal, state, and local level.

**Limitations on Use of Losses.** The ability of non-corporate and certain corporate Investors to deduct certain losses generated by the Fund may be limited under the "at-risk" and "passive loss" limitations. Application of the "at-risk" and "passive loss" rules may limit the ability of such Investors to recognize currently their allocable shares of the Fund's losses.

**Multi-Jurisdiction Tax Issues.** In the event that the Fund, directly or indirectly, conducts activities or otherwise does business in any state or foreign jurisdiction, the Fund and/or the Investors may be subject to one or more types of tax and may be required to file tax returns in such state(s) or foreign jurisdiction(s).

**Special Tax Rules.** Certain special rules (including, for example, those related to options, short sales, notional principal contracts and passive foreign investment companies) may apply to the Fund's investments and could affect the character of income and/or gains or losses realized by the Fund and the time that such income must be recognized for U.S. federal income tax purposes by Investors.

**Fund May Not Be Appropriate for Non-U.S. and U.S. Tax-Exempt Investors.** Due to effectively connected income that could be allocated to a non-U.S. Investor and unrelated business taxable income that could be allocated to a U.S. tax-exempt Investor, an investment in the Fund may not be appropriate for non-U.S. Investors or U.S. tax-exempt Investors, including employee benefit plan Investors. Prospective non-U.S. and U.S. tax-exempt Investors, including employee benefit plan investors, are encouraged to contact the Investment Manager.

**Partnership Audit Rules.** The Bipartisan Budget Act of 2015 (the "**Budget Act**") significantly modified the U.S. Internal Revenue Service's (the "**Service**") partnership audit regime. Although the Service has not yet issued complete guidance with respect to the new partnership audit rules, the Fund and its Investors may be adversely affected by these rules in connection with an audit of the Fund or another entity that is taxed as a partnership for U.S. federal income tax purposes and in which the Fund is, or was, invested, either directly or indirectly.

**Changes in U.S. Federal Income Tax Laws.** On December 22, 2017, legislation was enacted containing significant changes to U.S. federal income tax law (the "**2017 Tax Legislation**"). All statements contained in this Memorandum concerning the U.S. federal income tax (or other tax) consequences of an investment in the Fund are based on existing law and interpretations thereof. The 2017 Tax Legislation, as well as possible future U.S. tax legislation and administrative guidance, could materially affect the tax consequences of an Investor's investment in the Fund and the tax treatment of the Fund's investments. In addition, no assurance can be given that the currently-anticipated tax treatment of an investment in the Fund, or of investments made by the Fund, will not be modified by legislative, judicial, or administrative changes, possibly with retroactive effect, to the detriment of Investors. The 2017 Tax

Legislation made numerous changes to the domestic and worldwide taxation of individuals and entities subject to U.S. taxation. Among other changes, the 2017 Tax Legislation reduced the U.S. federal income tax rate on corporations from 35% to 21%, added new limitations on interest expense and net operating loss deductions, allows 100% “bonus” first-year expensing of certain tangible personal property and purchased software, accelerates the time at which certain deferred revenue must be recognized, moved the U.S. towards a modified territorial tax system under which domestic corporations receive a 100% deduction for foreign-source portions of dividends received from 10%-owned foreign corporations, added new provisions designed to discourage U.S. companies from locating their intellectual property in low-tax jurisdictions, imposed a one-time repatriation tax on certain U.S. shareholders of non-U.S. corporations, and added new rules to prevent so-called “base erosion” and corporate inversions and to expand the scope of the U.S. controlled foreign corporation rules. While some of these changes may be beneficial, others could negatively affect the after-tax returns of the Fund and the Investors. In addition, the 2017 Tax Legislation treats certain allocations of capital gains to service providers by partnerships such as the Fund as short-term capital gain (taxed at higher ordinary income rates). This could reduce the after-tax returns of individuals associated with the Fund or the General Partner who were or may in the future be granted direct or indirect interests in the Investment Manager (or its affiliates), which could make it more difficult for the Investment Manager and its affiliates to incentivize, attract and retain individuals to perform services for the Fund. This could also create an incentive for the Investment Manager to cause the Fund to hold investments for a longer (or shorter) period than would otherwise be the case if the requirements of the 2017 Tax Legislation did not exist.

**Complexity and Uncertainty of Tax Laws.** The tax aspects of an investment in a partnership are complicated and complex and, in many cases, uncertain. Applicable statutory provisions and administrative regulations have been interpreted inconsistently by the courts. Additionally, some statutory provisions remain to be interpreted by administrative regulations. Investors will thus be subject to the risk caused by the uncertainty of the tax consequences with respect to an investment in the Fund. The foregoing is not intended to be an exhaustive analysis or listing of the tax risks associated with an investment in the Fund. Many of the relevant tax considerations will vary depending on a prospective Investor’s individual circumstances. Each prospective Investor should have the tax aspects of an investment in the Fund reviewed by its own professional tax advisors familiar with such Investor’s personal tax situation and with the taxation of investment funds. Prospective Investors are strongly urged to review the discussion below under “Certain Tax Considerations” for a more complete discussion of certain of the tax risks inherent in the acquisition of Interests and to seek and rely upon the advice of their own tax advisors who are qualified to discuss the foregoing and other possible tax risks.

**Risks Relating to Admission of Benefit Plan Investors.** The General Partner intends to use commercially reasonable efforts to limit the amount of investments by “benefit plan investors” (as defined in Section 3(42) of ERISA) so that the underlying assets of the Fund are not deemed to constitute “plan assets” for purposes of ERISA and/or Code Section 4975. However, there can be no assurance that the assets of the Fund will not otherwise be deemed to constitute “plan assets” for purposes of ERISA and/or Code Section 4975. If the Fund were deemed to hold “plan assets”, (i) ERISA’s fiduciary standards could apply to the Fund which could materially affect the operations and profitability of the Fund, and (ii) any transaction between the Fund and certain persons could constitute a prohibited transaction under ERISA and/or Code Section 4975 and may have to be rescinded, unless an exemption applies. If at any time the General Partner determines that the assets of the Fund may be deemed to be “plan assets” subject to ERISA and/or Code Section 4975, the General Partner may take certain actions it determines necessary or appropriate, including requiring one or more Investors to withdraw or otherwise dispose of all or part of their Interests in the Fund.

## **Item 9    Disciplinary Information**

In January 2017, Season discovered that HomeSource Partners, Inc. (“HomeSource”), a local real estate company with which some Season clients had made hard-money loans, was engaged in criminal activity and defrauding Season and its investors as well as numerous other investors across the country. Season discovered that HomeSource had used forged signatures and falsified title documents to mislead Season and investors into believing that their loans were secured by a first deed of trust on real property.

After discovering the fraudulent conduct Season promptly reported it to local law enforcement, the Colorado Division of Securities, and the Federal Bureau of Investigation, subsequently cooperating with the authorities in the resulting investigations. HomeSource’s principal ultimately pled guilty to criminal charges and was sentenced to time in prison. Despite alerting the authorities to the fraudulent conduct, the staff of the Colorado Division of Securities conducted an examination of Season resulting in allegations that Season, Mr. Houle and Mr. Orsillo had breached their collective fiduciary duties to clients by failing to obtain ownership and encumbrance reports or title insurance from a reliable third party, failing to disclose this fact, and failing to verify that its clients had a first position lien on the loans. In 2018, without admitting or denying the Staff’s allegations, Season, Mr. Houle, and Mr. Orsillo entered into an agreed Stipulation for Consent Order,

which did not include a monetary fine but only required them to take certain remedial actions. In addition, Season, Mr. Houle and Mr. Orsillo voluntarily committed to repay all clients the full amount of their investment in the HomeSource loans less historical profits or subsequent payments received by the client from a court appointed receiver.

Subsequently, a panel of their peers at the CFA Institute also examined the above claims and determined that no breach of the Institute's standards of loyalty, prudence and care had occurred. More detail is available on our firm's ADV Part 1.

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

Season Investments manages retirement assets for at least one principal of Griffis/Blessing, Inc, a real estate investment firm located in Colorado Springs, CO. Season has recommended, and may continue to recommend, real estate investments sponsored by Griffis/Blessing to its Clients. This represents a conflict of interest in that Season may be incentivized to recommend Griffis/Blessing investments in order to improve its relationship with the aforementioned client(s). Season will mitigate this conflict by remaining objective in its investment analysis and disclosing the conflict at the outset of any investment recommendation in which Griffis/Blessing or its principals have an interest.

As described in Item 4, Season provides portfolio management services to Season Investments Alternative Credit & Equity Fund, LP (the "Fund"). In addition, Season Capital Management, LLC, a Colorado limited liability company ultimately owned by Messrs. Houle and Orsillo, serves as the general partner of the Fund. As described in Item 5, all Fund level fees are waived for advisory clients of Season and Season does not stand to earn any additional management or performance allocation as a result of a client investing in the Fund. However, while Season will not receive any additional fees as a result of a client's investment in the Fund, Season may benefit indirectly from the Fund accumulating a larger amount of assets. For instance, as assets grow, the Fund may gain in credibility and become more marketable to investors (other than clients of Season), which would result in a greater opportunity for fees to be earned by Season and its affiliates. Season will mitigate this conflict by remaining objective in its client recommendations and disclosing the conflict at the outset of any recommendation to invest.

Season manages a separate account on a non-discretionary basis for the ASI Capital Income Fund ("ASI Fund"). In this capacity, Season is paid an ongoing asset management fee of 0.75% per annum on the market value of the ASI Fund's assets under its management. Season also serves as sub-advisor for the ASI Healthcare Capital Partners Fund, I ("ASI Fund I"). In this capacity, Season is paid a sub-advisory fee equal to 0.50% per annum on the market value of the ASI Fund I's assets under management as well as being awarded a 10% economic interest in ASI Fund I's general partner, ASI Healthcare Capital Partners GP, LLC. Season's holding company, DE Partners, LLC, has also purchased a limited partnership interest in the ASI Fund I. Season's relationship with ASI Capital and its affiliates represents a potential conflict of interest in that Season may be incentivized to recommend investments sponsored by ASI Capital and its affiliates in order to improve its relationship with those entities. In late 2015, Season recommended to some of its clients that they invest in Las Cruces Medical Assets, LLLP ("LCMA"), which later became a holding in ASI Fund I. Although Season had no affiliation with ASI Capital or its affiliates when beginning its due diligence on LCMA, by the time Season made the recommendation to its clients, discussions were being had related to the possibility of such a sub-advisory relationship. Season disclosed this conflict to its clients at the time of the recommendation. For the time being, Season mitigated this conflict by not recommending investments in which ASI Capital or its affiliates are a sponsor or service in a management role.

Logan Haag is licensed as an insurance agent and in such capacity may face conflicts of interest in dealing with clients. Please see Item 5 for more discussion on this topic.

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

Season has adopted a Code of Ethics (the "Code") which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal and state securities laws. Season and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code, but to the general principles that guide the Code. A copy of the Code is available to our clients and prospective clients. You may request a copy by email sent to [info@seasoninvestments.com](mailto:info@seasoninvestments.com), or by calling us at 719.528-8400.

Employees of Season may at times buy or sell in their personal accounts the same securities being recommended to clients. They may also recommend to clients investments in which they have a proprietary ownership interest or other type of beneficial interest. This represents a conflict of interest. To address this conflict, the Code includes policies and procedures for the quarterly review of personal securities transactions reports as well as initial and annual securities holdings reports that must be submitted by our access persons. The Code also contains oversight, enforcement and recordkeeping provisions. It is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of our clients and (ii) implementing such decisions while, at the

same time, allowing employees to invest for their own accounts.

An agency-cross transaction is generally defined as a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. A principal transaction is generally defined as a transaction where an adviser, acting as principal for its own account or the account of an affiliated party or broker-dealer, buys from or sells any security to any advisory client. It is our policy generally to not engage in agency-cross transactions or principal transactions. However, there may be certain situations in which an agency-cross transaction or principal transaction are beneficial to clients and, in such cases, we may engage in an agency-cross transaction or principal transaction provide that the client has been provided with the necessary disclosures and all necessary consents have been obtained. The Code further includes a policy prohibiting the use of material non-public information in trading securities. All employees are reminded that such information may not be used in a personal or professional capacity.

Season will aggregate trades for itself or related persons with client trades. Please refer to Item 12 for more information on our procedures for aggregating trades.

## **Item 12 Brokerage Practices**

Our standard advisory services agreement grants us written authority to select executing brokers on behalf of our clients. Season endeavors to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, trading platform and other services which will help Season in providing investment management services to clients.

Season has an arrangement with Charles Schwab & Company, Inc. ("Schwab") through which Schwab provides Season with Schwab's "platform services." The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like Season in conducting business and in serving the best interests of their clients but that also may benefit Season.

Schwab charges brokerage commissions and transaction fees for certain securities transactions. Schwab enables Season to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. The commissions and transaction fees charged by Schwab may be higher or lower than those charged by other custodians and broker-dealers. As part of the arrangement, Schwab also makes available to Season, at no additional charge, certain research and brokerage services, including research services obtained by Schwab directly from independent research companies. Schwab may also, from time to time, subsidize Season's marketing efforts by offering discounts on marketing related tools and sponsoring Season's events.

As a result of receiving such services for no additional cost, Season has an incentive to continue to use or expand the use of Schwab's services. This represents a conflict of interest. Season examined this conflict when it chose to enter into the relationship with Schwab and has determined that the relationship is in the best interests of Season's clients and satisfies its client obligations, including its duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Season determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. Season and Schwab are not affiliates.

Season may receive research from third-party asset managers (such as mutual fund companies) as a result of investing client assets in that asset manager's funds or products. Such research services are unsolicited and are not factored into any investment recommendation.

Season will block trades when possible and when advantageous to clients. The blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts. Transaction costs are charged per the individual commission schedules of all accounts included in any such block. Block trading may allow us to execute equity trades in a timelier, more equitable manner and at an average share price over a duration of time. Season's policies and procedures related to block trading are as follows:

- no client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all of Season's aggregated transactions in a given security on a given business day,
- books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by, and bought and sold for that account,

- funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement,
- Season will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation, and
- individual advice and treatment will be accorded to each client.

### **Item 13 Review of Accounts**

We review all portfolios as needed on an ongoing basis, but no less frequently than annually. Reviews are designed to assess overall asset allocation, risk and performance in light of client objectives, and are conducted by Elliott Orsillo or David Houle. We deploy state of the art software which empowers us with useful tools in monitoring and assessing client portfolios.

Additionally, we provide each client with a secure online client portal that displays detailed analysis of holdings, transactions, fees and performance as of close of business the previous trading day. This portal is offered through our portfolio accounting system, Black Diamond Performance Reporting. We provide additional detail and one-off reports as requested by clients, and in some cases may provide financial planning documents, analysis and market reports as required by the individual client relationship. The client will also receive regular account statements directly from the custodian.

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

Season has never received compensation from or paid compensation to a third-party in conjunction with the referral of a client.

### **Item 15 Custody**

We previously disclosed in Item 5 of this Brochure that our firm may directly debit advisory fees from client accounts. Doing so constitutes custody. Clients may also elect to have their advisory fees billed to them directly. We will only directly debit client accounts in compliance with the Advisers Act Rule 206(4)-2. To do this, we will obtain written authorization from the client to deduct fees from the account held with the client's qualified custodian. Each time we deduct a fee from a client account, we will concurrently:

- send the qualified custodian an invoice specifying the amount of the fee to be deducted from the client's account; and
- send the client an invoice specifying and itemizing the fee. Itemization includes the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error on their statement.

Additionally, through its role as portfolio manager to Season Investments Alternative Credit & Equity Fund, LP (the "Fund") and Season Capital Management, LLC's role as general partner, Season and its affiliates are deemed to have custody over client assets that are invested in the Fund. To satisfy requirements related to having custody, the Fund will be audited by a third-party auditor certified with the Public Company Accounting Oversight Board.

### **Item 16 Investment Discretion**

Clients may hire us to provide discretionary portfolio management services, in which case we place trades in a client's account without contacting the client prior to each trade for pre-approval. As such, we are granted the authority to determine which securities to buy and sell, in what amounts to buy or sell those securities, which broker to execute trades through and what commissions should be paid to the broker.

Discretionary authority is granted to Season when a client signs the standard advisory services contract. Per that contract this discretionary authority does not include investments that are privately-held and illiquid in nature. Additionally, Season's discretionary authority may be limited by the client's Investment Policy Statement.

## **Item 17 Voting Client Securities**

Proxy voting is an important right of shareholders, and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised. In the absence of specific voting guidelines from the client, we will vote proxies in a way that we believe represents the best interest of our clients, meaning in a way that is consistent with maximizing long-term shareholder value. Clients may contact our Chief Compliance Officer to obtain information on how we voted any particular proxy, and to request a copy of our policies and procedures regarding proxy voting. Files relating to our proxy voting procedures are maintained internally.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

As noted in Item 11, Season or its associated persons may invest in securities that are recommended to clients. This presents a conflict of interest in voting proxies for such securities, as our interests may not necessarily be the same as our clients, and we may have an incentive to vote the client's proxies in a manner that benefits our interest. It is our policy to only vote proxies in a manner consistent with the best interests of the client.

## **Item 18 Financial Information**

We do not require or solicit payment of fees in excess of \$500 per client six months or more in advance of services rendered and are not required to include a financial statement. Season has not been the subject of a bankruptcy petition at any time during the past ten years.