

# TILT Investment Management

## Part 2A of Form ADV

### The Brochure

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This brochure provides information about the qualifications and business practices of TILT Investment Management, SPC (“TILT”). If you have any questions about the contents of this brochure, please contact us at 206-450-3472. 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 TILT is also available on the SEC’s website at:  
[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Material Changes**

Since its last annual updating amendment on February 2, 2021, TILT has updated information within the following sections: Advisory Business, Fees and Compensation, Types of Clients, and Risk of Loss.

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## Advisory Business

TILT has been in business since 2018, and began providing investment advisory services in December 2020. TILT’s principal owners are Craig Muska, Thomas Haslett, and Ian (Tim) Ferguson.

TILT provides customized investment management services to high-net-worth individuals, family offices, institutional clients, including permanent endowments, pension and profit-sharing plans, and other legal entities with the goal of aligning its clients’ investment portfolios with their goals and values with respect to social change. TILT generally invests client assets in domestic and international stocks, bonds, mutual funds, and exchange traded funds (“ETFs”), as well as private debt and equity.

TILT works with each client to establish an appropriate investment profile, with a focus on aligning each client’s financial and non-financial goals with the goals of the communities (community

defined as a place, group of people, investment theme) where the client seeks to make a positive change. TILT applies a multi-capital framework to the investment profile and investment process, evaluating financial capital, as well as civic, environmental, and human capital.

To the extent mutually agreed upon and communicated in writing, TILT will accept reasonable restrictions imposed by clients with respect to the management of their account(s).

As of the filing of this Brochure, TILT has \$49,800,000 in discretionary regulatory assets under management.

## **Fees and Compensation**

TILT charges most of its clients an annual investment management fee, not to exceed 2.00% of their assets under management. In limited instances, TILT may charge a client a fixed annual investment management fee, to the extent mutually agreed upon with such client.

TILT, in its sole discretion, may waive or negotiate fees for certain clients, such as charitable organizations or employees' family members.

TILT charges fees quarterly in advance based on the amount of the client's capital commitment as of the end of the prior quarter. Most clients authorize TILT to deduct fees automatically from their brokerage accounts, but clients may request that TILT send quarterly invoices to be paid by check or electronic transfer initiated by the client.

If a client terminates the investment management agreement with TILT in the middle of a billing period TILT will refund the client for any paid but unearned investment management fees in an amount that is pro-rated based on the number of days the account was managed.

In addition to TILT's investment management fees, clients bear trading costs and custodial fees. To the extent that clients' accounts are invested in mutual funds, such clients may pay to the funds a separate layer of management, trading, and administrative expenses.

Clients may, but are under no obligation to, engage TILT for certain consulting services separate and apart from its investment management services. Any such engagement will be pursuant to a separate agreement detailing the services to be provided. Such services may include investment and/or manager due diligence, implementation of portfolio management software, and other projects as dictated by the client. TILT will charge the client a separate, and generally fixed, fee for such services, as mutually agreed upon with such client.

TILT licenses an index from a client, enabling TILT to build portfolios for other clients that are constructed based on the index and the investment criteria previously described above (see *Advisory Business*). TILT pays a licensing fee based on all assets managed that are tied to the index. In addition to management fee agreements and index license agreements related to such client, TILT also receives fees for investment reporting services.

TILT may have an incentive to use this index over another index which may be cheaper to license. However, TILT believes this is the most appropriate index to benchmark other clients' performance against in relation to the strategy implemented by TILT for such clients. Additionally, TILT believes

the license fees it pays its client in relation to the use of such index have been negotiated at arm's length and consistent with fees charged by other providers of similar indexes.

## **Performance Based Fees and Side-by-Side Management**

TILT does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to TILT.

## **Types of Clients**

TILT primarily provides customized investment management services to high-net-worth individuals, family offices, institutional clients, including permanent endowments, pension and profit sharing plans, and other legal entities. TILT's minimum account size is generally \$100,000,000, but this amount is negotiable.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

TILT's investment team works together to conduct quantitative and fundamental analysis on all securities recommended for client accounts. This analysis varies depending on the security in question. In addition to traditional investment analysis, TILT discerns future potential returns on civic, environmental and human capital. For stocks, bonds and private investments, the analysis generally includes a review of:

- The issuer's management;
- The amount and volatility of past profits or losses;
- The issuer's assets and liabilities, as well as any material changes from historical norms;
- Prospects for the issuer's industry, as well as the issuer's competitive position within that industry; and
- Any other factors considered relevant.

For ETFs and private fund investments, the analysis generally includes a review of:

- The fund's manager;
- The fund's historical risk and return characteristics;

- The fund's exposure to sectors, individual issuers and/or portfolio companies, as applicable;
- The fund's fee structure; and
- Any other factors considered relevant.

TILT primarily invests for relatively long time horizons, often for a year or more. However, market developments could cause TILT to sell securities more quickly.

All investing involves a risk of loss. The description below is an overview of the risks entailed in TILT's investment strategies and is not intended to be complete. All investing involves the risk of loss and the investment strategies offered by TILT could lose money over short or long periods. Performance could be hurt by a number of different market risks including but not limited to:

**Market Risk and Volatility** - The success of client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls, and national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

**Private Equity and Debt Investments** - TILT seeks to invest for clients in enterprises that are aligned with the client's unique civic, environmental, financial, and human capital goals. TILT may invest in such companies directly or through private fund structures. These investments are inherently speculative and illiquid in nature, and are therefore only suitable for certain types of investors. Additionally, these investments may take several years from the date of initial investment to reach a state of maturity when realization of the investment can be achieved. It is likely that no significant return from the disposition of a client's private equity or debt investments will occur for a substantial period of time after the initial investment. In addition, in some cases, clients may be prohibited by contract from selling certain securities held for a period of time and, as a result, may not be permitted to sell an investment at a time they might otherwise desire to do so. The possibility of partial or total loss of capital will exist, and clients should not invest unless they can bear the consequences of such loss.

**Public Equity Securities** - Equity investments are volatile and will increase or decrease in value based upon issuer, economic, market and other factors. Small capitalization stocks generally involve higher risks in some respects than do investments in stocks of larger companies and may be more volatile. The securities of non-U.S. issuers also involve a high degree of risk because of, among other factors, the lack of public information with respect to such issuers, less governmental regulation of stock exchanges and issuers of securities traded on such exchanges and the absence of uniform accounting, auditing and financial reporting standards. The non-U.S. domicile of such issuers and currency fluctuations may also be factors in the assessment of financial risk to the investor. Foreign securities markets are often less liquid than U.S. securities markets, which may make the disposition of non-U.S. securities more difficult. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile.

**Fixed Income Securities** - Investments in fixed income securities are subject to credit, liquidity, prepayment, and interest rate risks, any of which may adversely impact the price of the security and result in a loss. The municipal market can be significantly affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

**Exchange-Traded Funds (ETFs)** - ETFs are typically investment companies that are legally classified as open end mutual funds or Unit Investment Trusts. However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. The difference between the bid price and the ask price is often referred to as the “spread.” The spread varies over time based on the ETF’s trading volume and market liquidity, and is generally lower if the ETF has a lot of trading volume and market liquidity and higher if the ETF has little trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities, are not registered as an investment company.

**Cybersecurity** - TILT and its 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 or interruption from computer viruses, network failures, computer and telecommunications 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. A cybersecurity breach could expose both TILT and its clients to substantial costs (including, without limitation, 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), civil liability as well as regulatory inquiry and/or action. While TILT has established cybersecurity policies and procedures to seek to prevent, cybersecurity breaches, there are inherent limitations in such policies and procedures including the possibility that certain risks have not been identified. Furthermore, TILT, cannot control the cybersecurity plans, strategies, systems, policies and procedures put in place by other service providers to its clients and/or the issuers in which the clients invest.

**Force Majeure or other Risks** – TILT may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability TILT or a counterparty to perform its obligations until it is able to remedy the force majeure event.

The investment risks described above represent some but not all of the risks associated with various types of investments and investment strategies. Clients should carefully evaluate all applicable risks with any investment or investment strategy, and realize that investing in securities involves risk of loss that clients should be prepared to bear.

## **Disciplinary Information**

TILT and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

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

Except for its client index licensing arrangement (see *Fees and Compensation*), TILT and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

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

TILT has adopted a written code of ethics that is applicable to all employees. Among other things, the code requires TILT and its employees to act in clients' best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and report on many types of personal securities transactions. TILT's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household. A copy of TILT's code of ethics is available upon request.

TILT's employees are generally permitted to trade alongside client accounts as long as they receive the average price that is applicable to clients and pay their share of any transaction costs. The Chief Compliance Officer monitors employee trading, relative to client trading, to ensure that employees do not engage in improper transactions.

TILT maintains a watch list of securities that are being considered for client accounts, as well as securities already held in client accounts. Any proposed employee transaction involving securities on the watch list requires preclearance from the Chief Compliance Officer. The Chief Compliance Officer does not grant preclearance where it would appear that an employee's trading could disadvantage TILT's clients.

Under certain circumstances an employee might invest in a security that is not considered suitable for client accounts because of size, liquidity, or other factors. A change in these factors could result in the security becoming more suitable for clients, but the Chief Compliance Officer might not allow the security to be purchased for client accounts in order to avoid even the appearance of employees trading ahead of clients. In TILT's experience, it is rare for an employee's personal trading to limit clients' investment opportunities, but such a situation may arise from time to time.



## Brokerage Practices

While TILT may provide recommendations with respect to selecting a custodian, ultimately clients are responsible for arranging for their assets to be held with a qualified custodian of their choosing (the “Custodian”). Once the custodial relationship is established, Clients generally authorize TILT to trade through such custodian as well as through other brokers selected by TILT, as it deems appropriate.

TILT provides investment advisory services in which investment decisions for clients are made on a fully discretionary basis, including the selection of brokers to execute trades and the amount of commissions or markups paid to those brokers. TILT will make investment decisions for client accounts in accordance with the investment objectives, risk tolerance, investment time horizon, and any investment policies, guidelines, or reasonable restrictions as Client may impose in writing, and to which TILT agrees.

TILT seeks to avoid favoring any client account over another client account in the ordering and execution of trades. In selecting a broker or dealer, TILT seeks competitive commission rates. However, TILT also considers a number of other factors, including:

- research capabilities and the success of prior research recommendations
- commission rates
- ability to execute trades timely, accurately and efficiently
- nature and frequency of sales coverage
- specialization in a market, sector or industry
- back office and processing capabilities
- financial stability
- reputation
- responsiveness

TILT does not currently have any soft-dollar arrangements, though it may receive proprietary research from certain brokers in exchange for executing client transactions or maintaining a relationship. This presents a conflict of interest in selecting such brokers, as it may cause TILT to select a broker based on the research received rather than on the client’s interest in receiving the most favorable execution. TILT has established internal review processes in an attempt to mitigate this conflict. Additionally, it should be noted that not all research will be used to manage every client’s individual account. Research services include, among other things: market, economic or financial data; a particular aspect of economics or on the economy in general; statistical information; data on pricing and availability of securities; financial publications; electronic market quotations; analyses concerning specific securities, companies, industries or sectors; and market, economic and financial studies and forecasts.

A client may pay a brokerage commission in excess of that which another broker might charge for effecting the same transaction where TILT determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. TILT regularly evaluates brokerage services and the commissions paid to make a good faith determination that the

amount of the commission is reasonable in relation to the value of the research received. The extent to which commission rates charged by brokers reflect the value of research cannot be readily determined. However, TILT makes every attempt to negotiate the lowest possible transaction costs to clients.

TILT does not compensate any custodian or broker/dealer for referring client accounts.

## **Review of Accounts**

Accounts under TILT's management are monitored on an ongoing basis by the Investment Committee members and the Chief Compliance Officer. The Investment Committee members review each account in detail on at least an annual basis, as well as in connection with each client meeting. On at least a quarterly basis the Investment Committee members and the Chief Compliance Officer review a number of reports that are designed to identify accounts that are outside the expected ranges for returns, exposure to asset classes, and exposure to industry sectors. Reviews of client accounts will also be triggered if a client changes his or her investment objectives, or if the market, political, or economic environment changes materially.

Clients receive account statements directly from their chosen custodian on at least a quarterly basis. TILT may supplement these custodial statements with reports provided during client meetings or as requested.

## **Client Referrals and Other Compensation**

TILT does not receive any economic benefits in connection with the provision of investment advice to clients, apart from the fees and compensation stated above (see *Fees and Compensation*).

Neither TILT nor its related persons compensate any party for client referrals.

## **Custody**

All client accounts are held in custody by unaffiliated custodians. TILT invoices clients for its fees, and does not have access to debit such fees from any client accounts. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by TILT.

## **Investment Discretion**

TILT has investment discretion over all client accounts. Clients grant TILT trading discretion through the execution of a limited power of attorney included in TILT's advisory contract.

To the extent provided in writing and mutually agreed upon, clients can place reasonable restrictions on TILT's investment discretion.

## **Voting Client Securities**

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Investment Advisers Act, TILT has adopted and implemented written policies and procedures governing the voting of client securities. All proxies that TILT receives will be treated in accordance with these policies and procedures.

TILT considers the reputation, experience, and competence of a company's management and board of directors when it evaluates a prospective investment. In general, TILT votes in favor of routine corporate matters, such as the re-approval of an auditor or a change of a legal entity's name. TILT also generally votes in favor of compensation practices and other measures that are in-line with industry norms, that allow companies to attract and retain key employees and directors, that reward long-term performance, and that align the interests of management and shareholders

TILT considers any material conflicts of interest in connection with proxy votes. Such a conflict could arise if, for example, a client was a senior executive with a publicly traded company and other clients held securities issued by that company. Absent specific client instructions, if TILT identifies a material conflict of interest it will vote in accordance with its established policies and procedures.

A copy of TILT's proxy voting policies and procedures, as well as specific information about how TILT has voted in the past, is available upon written request. Upon written request, clients can also take responsibility for voting their own proxies, or can give TILT instructions about how to vote their respective shares.

## **Financial Information**

TILT has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.