



## **Spearhead Administrative Services, LLC**

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### **FORM ADV PART 2A BROCHURE**

This brochure provides information about the qualifications and business practices of Spearhead Administrative Services, LLC. If you have any questions about the contents of this brochure, contact us at 855-615-5318. 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 Spearhead Administrative Services, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Spearhead Administrative Services, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

## Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

We are a newly registered investment adviser, as of April 1, 2022, we have the following material changes to report:

- SAS registered as a commodity pool operator and a licensed insurance agency. Refer to Item 10 for additional information.
- SAS made several changes to our affiliations due to business restructuring. The following summarizes the changes and impacts disclosures in Item 5, 10, 12 & 14.
  - Spearhead Securities is no longer affiliated has closed down as a broker-dealer;
  - Spearhead Capital Advisors is no longer a registered investment adviser; and
  - Person providing investment advice on behalf of our firm are registered representatives of The Leaders Group and/or and are independent insurance agents.

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## Item 4 Advisory Business

### Description of Firm

Spearhead Administrative Services, LLC is an investment adviser primarily based in Greenville, Delaware. We are organized as a limited liability company ("LLC") under the laws of the State of Delaware. We have been providing investment advisory services since April 2022. The direct owners of Spearhead Administrative Services, LLC are Spearhead Strategic Partners, LLC (70%) and Fieldstone II, LLC (30%).

The owners of the beneficial interests of Spearhead Strategic Partners, LLC are:

1. New Vernon Financial, LLC: owns 42.9%
2. Abstrum Partners, LLC: owns 42.9%
3. SATM Holdings, LLC: owns 14.3%

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the abbreviation or words "SAS," "we," "our," and "us" refer to Spearhead Administrative Services, LLC and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

SAS provides investment advice and administrative services to private investment funds (each a "Fund" and collectively the "Funds") and separately managed accounts ("each an "Account" and collectively the "Accounts").

We are the Investment Manager to various insurance dedicated funds ("IDFs") and separately managed accounts ("Accounts"). An IDF may operate as one or more private investment funds each being organized as a designated series (each a "Fund"). Each Fund or Account managed by us will have its own set of investment objectives and strategy. We select and retain Sub-Advisors to directly manage all Funds and Accounts consistent with the Fund's or Account's objective and strategy and subject to our oversight. The Funds and Accounts are solely offered to segregated asset accounts of insurance companies established for the owners of private placement variable life insurance contracts or private placement variable annuity contracts.

We may also set up the offering docs around a Fund. We do not provide legal advice but only provide documents to be reviewed by outside counsel.

Prospective investors in a Fund will be provided with a Private Placement memorandum which includes a full description of the Fund, including details of the guidelines, parameters and restrictions on investments relating to the Fund, along with detailed terms, strategies and risks applicable to the Funds.

The Accounts are managed according to the objectives and investment policies in their respective policy and/or operational documents, including an Investment Management Agreement (an "IMA") and an Investment Policy Statement (an "IPS").

Certain affiliates of SAS serve as the Manager of and/or the Investment Advisor to the Funds and Accounts.

The Funds are exempt from registration as an investment company under the U.S. Investment Company Act, as amended (the "Investment Company Act"), under Section 3(c)(1) or 3(c)(7) thereof.

**Wrap Fee Programs**

We do not participate in any wrap fee program.

**Types of Investments**

Each Fund or Account will have the ability to invest globally in speculative investments utilizing a variety of financial vehicles, including without limitation, funds, private investment vehicles, hedge funds, stocks, bonds, pools, warrants, options, preferred and convertible debt and equity, real estate and any other investments which may be legally invested in by the Fund under applicable law.

The investment strategy applicable to investments in all Funds and Accounts is to seek capital preservation or capital appreciation. The IDFs and Accounts intend to diversify the investment objective and strategies by selecting Sub-Advisors for each Fund or Account who utilize different investment strategies or who focus on different asset classes. Investors in the Funds and Accounts may not impose restrictions in investing in certain securities or types of securities.

Since our investment strategies and advice are based on each client's specific needs, the investment advice we provide to you may be different or conflicting with the advice we give to other clients.

**Assets Under Management**

As of December 31, 2022, we provide continuous management services for \$566,561,835 in client assets on a discretionary basis.

**Item 5 Fees and Compensation****Private Fund Management**

As noted above, the Funds are solely offered to segregated asset accounts of insurance companies established for the owners of private placement variable life insurance contracts or private placement variable annuity contracts. For a full description of the applicable fees, including performance-based fees, and expenses charged to the respective private fund, investors should review the associated offering documents.

We receive an Investment Management fee from each Series of the IDFs. The fee is charged for the investment management of the Fund. We may also charge a retainer for setting up the offering documents around a Fund. The Investment Management Fee is accrued monthly and payable monthly in arrears based on the statements received by the fund administrator. The Total Investment Management Fee may vary from Series to Series and/or from Class of Interest to Class of Interest but, in general, is between 0.10% to 2.15% per annum on the Net Asset Value of the Fund. Any sub-advisory fees are paid by the Fund out of its Total Investment Management Fee. You will not pay a higher fee to our firm as a result of any sub-advisory relationships. All Funds have a Subadvisor that is independent of SAS. SAS retains a relatively small portion of the Total Investment Management Fee (typically, this is no more than 15 basis points and may be charged on net assets or gross assets). For full details, qualified purchasers should review the applicable Fund's Private Placement Memorandum in its entirety.

The Funds will pay all of their respective organizational expenses in connection with the initial offering. The Funds will pay all of their ordinary and extraordinary expenses, which may include, without limitation, legal, bookkeeping, accounting, auditing, recordkeeping, administration, computer and clerical expenses (including expenses incurred in preparing reports and tax information to the Fund Investors and expenses for specialized administrative services); printing and duplication expenses; investment related travel expenses, investment research expenses, market data, newswire and data processing expenses; software and connectivity charges; brokerage commissions, bank charges, custody fees and borrowing costs; exchange, board of trade or other trading or execution facility

membership or participation expenses; the expenses of the offering of Interests and filing fees; directors' and officers' liability insurance; filing fees and other expenses relating to the preparation and filing of regulatory reports; investment and operating expenses; and such other expenses necessary to perform the operation of the Funds as determined by the Manager in its sole discretion. The Funds will also pay any extraordinary expenses incurred (including, without limitation, taxes, indemnification costs, litigation costs, trade errors or damages).

All expenses noted above incurred by the Manager, the Investment Manager and/or the Funds' Sub-Advisor(s) (where applicable) in connection with the exercise of their duties to the Funds are paid or reimbursed by the Funds. All fees assessed to the Funds are fully disclosed to investors in each Fund's Private Placement Memorandum and Investor Subscription documents.

The Funds are responsible for the payment of all third-party fees (i.e., custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by SAS. Please see Item 12 of this brochure regarding broker/custodian. Withdrawal provisions for each Fund or Series are set out more particularly in the relevant Offering Documents.

SAS is entitled to receive an incentive, or performance-based, fee from some Funds. Details of any incentive fee are described in the applicable Private Placement Memorandum and Investor Subscription documents. In most cases, SAS passes the entire incentive fee on to its Subadvisors. Please see Item 6 for information regarding Performance Fees and Side by Side Management.

### **Separately Managed Accounts**

In consideration for the provision of investment advisory services to an Account, generally there will be debited from each Account and paid to SAS (or a SAS Affiliate) a management fee (the "Management Fee") computed at the rate specified and in the manner described in the IPS relevant to such Account.

As part of our portfolio management services, we will appoint one or more sub-advisers to manage a portion or all of your Account(s) on a discretionary basis. We will pay a portion of our advisory fee to the sub-adviser(s) we use; however, you will not pay our firm a higher advisory fee as a result of any sub-advisory relationships.

The Total Management Fees of the Accounts typically range from 0.15% to 2.15% per annum and are calculated and charged quarterly in arrears based on valuations of public securities and private fund statements at quarter-end. In the event we do not receive a statement in time for the quarterly billing calculation, we will use the previous quarter's statement value. We will adjust the valuation upon receipt of the statement and apply the difference in the next billing cycle. SAS passes on most of its management fee as compensation payable to its appointed subadvisors. All Accounts have a subadvisor that is independent of SAS. SAS retains a relatively small portion of the management fee borne by each Account (typically, this is no more than 10 basis points and may be charged on net assets or gross assets).

SAS is entitled to receive an incentive, or performance-based, fee from some Accounts. Details of any incentive fee are described in the applicable IPS. In most cases, SAS passes the entire incentive fee on to its Subadvisors. Please see Item 6 for information regarding Performance Fees and Side by Side Management.

### **Additional Fees and Expenses**

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange

traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

### **Compensation for the Sale of Securities or Other Investment Products**

Some persons providing investment advice on behalf of our firm are registered representatives with The Leaders Group a securities broker-dealer, and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Related persons of our firm are also registered representatives with The Leaders Group and Rockefeller Financial LLC, a securities broker-dealer, and a member of the FINRA and SIPC. See the *Other Financial Industry Activities and Affiliations* section for additional information on registered representatives with The Leaders Group and Rockefeller Financial LLC.

We may recommend that you purchase variable annuities to be included in your investment portfolio(s). Persons providing investment advice on behalf of our firm may earn commissions on the sale of the variable annuities in his or her capacity as a registered representative of The Leaders Group or Rockefeller Financial LLC. In their capacity as registered representatives, these persons will receive commission-based compensation in connection with the purchase and sale of securities. Compensation earned by these persons in their capacities as registered representative is separate and in addition to our advisory fees. This presents a conflict of interest because persons providing investment advice on behalf of our firm who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm.

Some persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

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

SAS may receive performance-based fees which are fees based on a share of capital gains on or capital appreciation of the assets of an applicable Fund or Account. Performance-based fees create conflicts of interest.

Performance-based fees create an incentive for SAS to make investments that are riskier or more speculative than would be the case absent a performance-based fee arrangement. In order to address this potential conflict of interest, a senior officer of our firm periodically reviews client accounts to ensure that investments are suitable and that the account is being managed according to the client's investment objectives and risk tolerance.



Performance-based fees may also create an incentive for SAS to overvalue investments which lack a market quotation. In order to address such conflict, we have adopted policies and procedures that require our firm to "fairly value" any investments, which do not have a readily ascertainable value.

In most cases SAS passes the entire performance-based fee on to its Subadvisors.

As previously discussed in the *Fees and Compensation* section, SAS, on its own behalf and/or on behalf of the Funds, may enter into a side letter or similar agreement with any limited partner to provide exceptions or departures from the provisions of the governing documents, including but not limited to the ability to change terms relating to liquidity or compensation. SAS may also provide greater levels of portfolio transparency on some Funds than others. Transparency might also be provided to a Company or Companies on a confidential/do not distribute basis.

## **Item 7 Types of Clients**

We offer investment advisory services to pooled investment vehicles (other than investment companies) and insurance companies.

In general, we require a minimum of 1 million to open and maintain an advisory account. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management.

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

SAS determines appropriate investment strategies, identifies and retains Sub-Advisors and monitors the ongoing performance of the investments. SAS utilizes Sub-Advisors to identify and monitor individual portfolio managers and determine allocations and specific investments. Sub-Advisors may use proprietary analysis, contacts, research, due diligence and on-site visits to identify individual portfolio managers.

An investment in a Fund or Account involves a high degree of risk, including the risk that the entire amount invested may be lost. The Funds and Accounts may allocate assets to portfolio managers and invest in portfolio investments that invest in actively traded securities, exchange-traded and OTC derivatives, and other instruments using a variety of strategies and investment techniques with significant risk characteristics, including the risks arising from the volatility of the equity, fixed income, commodity and currency markets, the risks of borrowings and short sales, the risks arising from leverage associated with trading in the equities, currencies, futures, and OTC derivatives markets, the illiquidity of investments in derivative instruments and the risk of loss from counterparty defaults.

No guarantee or representation is made that a Fund's or Account's investment program will be successful. Leverage inherent in the types of underlying investments made by, and otherwise utilized by, the portfolio managers can, in certain circumstances, substantially increase the adverse impact to which the Fund's or Account's investment portfolios may be subject.

Because the investment strategies of the Funds and Accounts involve significant risk factors, the Funds and Accounts are suitable only for experienced and sophisticated investors who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment.



Although SAS will seek to select only portfolio managers with the highest level of integrity, SAS's investment selection process cannot ensure that selected portfolio managers will perform as desired and SAS will have no direct control over the day-to-day operations of any of its selected Sub-advisors and portfolio managers. SAS may not necessarily be aware of certain activities at the underlying Sub-advisor and portfolio manager level, including without limitation a portfolio manager's engaging in unreported risks, investment "style drift," regulatory breaches or fraud. As a result, there can be no assurance that Sub-advisors and portfolio managers selected by SAS will conform their conduct to the desired standards. There is a risk that underlying Sub-advisors and portfolio managers may suffer a complete failure as a result of poor performance, failure to raise assets, regulatory violations and enforcement actions, fraud or other factors, which in any case could result in a complete loss of a Fund's or Account's investment with such Sub-advisor or portfolio manager. Investments with underlying portfolio managers carry additional risks including, but not limited to, lack of liquidity, ultimate lack of diversification, lack of transparency, reliance on portfolio managers for performance and valuation information, and dependence on key personnel risk. To mitigate these risks, SAS performs initial due diligence on Sub-advisors and conducts ongoing and periodic oversight of Sub-advisors.

Limited Partners and Account investors should consider an investment in a Fund or Account as involving a high degree of financial risk and should therefore carefully consider all risk factors set forth in the relevant Offering Documents or the IPS. Each prospective Fund or Account investor should carefully review the Offering Documents or IPS, as applicable, before deciding to make an investment in a Fund or Account.

## **Item 9 Disciplinary Information**

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

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

### **Registration as Commodity Pool Operator**

We are registered as a commodity pool operator with the National Futures Association ("NFA"). Ken Foley, Alyson Kest, David Reynolds, Patrick Walsh, and Chris Kentimenos are registered with the NFA as principals or associated persons of our firm.

### **Licensed Insurance Agency**

Our firm is also licensed as an insurance agency. Therefore, persons providing investment advice on behalf of our firm may be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees. See the *Fees and Compensation* section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

### **Registrations with Broker-Dealer**

Persons providing investment advice on behalf of our firm are registered representatives with The Leaders Group, a securities broker-dealer, and a member of the FINRA and SIPC. Related persons of our firm are also registered representatives with Rockefeller Financial LLC, a securities broker-dealer, and a member of the FINRA and SIPC. See the *Fees and Compensation* section in this brochure for more information on the compensation received by registered representatives who are affiliated with our firm.

### **Registrations with Registered Investment Advisers**

Related persons of our firm are also investment adviser representatives with Rockefeller Capital Management ("Rockefeller"), an SEC registered investment adviser. From time-to-time, we recommend Rockefeller to manage a portion of a Fund or Account. This creates a conflict of interest as we might have a financial incentive to recommend Rockefeller over another sub-adviser. However, these related persons are not registered in any capacity with SAS.

### **Arrangements with Affiliated Entities**

#### Private Pooled Investment Vehicles

We are affiliated with Spearhead IDF Partners, LLC and Spearhead Insurance Solutions IDF, LLC, through common control and ownership. Spearhead IDF Partners, LLC manages private pooled investment vehicles. These investments are offered to certain sophisticated investors who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the private pooled investment vehicles are offered will receive a private placement memorandum and other offering documents. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Funds managed by these entities.

#### Investment Adviser

We are affiliated with Spearhead Capital Advisors, LLC through common control and ownership. Spearhead Capital Advisors is no longer registered with the SEC. We will not recommend that you use the services of our affiliate.

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

### **Description of Our Code of Ethics**

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

### **Participation or Interest in Client Transactions**

We serve as the general partner or are affiliated with one or more private funds (private pooled investment vehicles) in which you may be solicited to invest. SAS, certain members of its management, and other knowledgeable employees may acquire, directly or indirectly, investment interests in the fund or have other financial interests (e.g., General Partner, Officers, Board Members, etc.) in the funds. This presents a conflict of interest because we have investments and/or are compensated by the private funds. Conflicts that arise are mitigated through SAS's fiduciary obligation to act in the best interest of our clients, contractual limitations that govern our activities as adviser or general partner, as applicable, and the requirement of SAS not to place its interests before its clients' interests when managing the funds. If you are an investor in a private fund, refer to the private fund's offering documents for detailed disclosures regarding the private funds.

The SAS Affiliates and SAS employees may serve as investment manager and/or general partner to a number of client accounts (including private investment funds) (referred to as "Client Accounts"). Officers and employees of SAS may also engage in securities transactions for their own accounts, subject to SAS's personal trading policies. The SAS Affiliates may give advice and take action with respect to any Client Account that may differ from advice given or the timing or nature of an action taken with respect to another Client Account. The SAS Affiliates are not obligated to acquire for any Client Account any security that the SAS Affiliates, or its managers, officers, or employees may acquire for its or their own accounts or for any other Client Accounts, if it is not practical or desirable to acquire a position in such security for a particular Client Account.

In an effort to mitigate such conflicts, SAS takes appropriate measures to assure that neither it nor any of the SAS Affiliates unfairly profit from any transaction between any such party and a Client Account.

SAS determines appropriate investment strategies, identifies and retains Sub-advisors, and monitors the ongoing performance of the investments. Individual Sub-advisors generally determine the actual investment portfolio held by each Series and Account. Although SAS has the discretion to select specific investments and brokers, it generally delegates these discretionary powers to the Sub-advisors. Related persons of SAS are also investment adviser representatives of Rockefeller. SAS will at times recommend Rockefeller to manage a portion of a Fund or Account.

Refer to the *Other Financial Industry Activities and Affiliations* section above for additional information related to our affiliates.

## **Item 12 Brokerage Practices**

With respect to the Funds and Accounts, the securities purchased and sold are principally purchased and sold through brokerage firms. While SAS has ultimate discretion, the sub-advisors appointed by SAS generally determine the broker-dealers used to execute transactions.

We do not have any soft dollar arrangements. The sub-advisors to which we allocate may have soft dollar arrangements with the broker dealers they select.

### **Brokerage for Client Referrals**

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

### **Directed Brokerage**

Some persons providing investment advice on behalf of our firm are registered representatives of The Leaders Group ("Leaders"), and will recommend Leaders to you for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from Leaders unless Leaders provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through Leaders. It may be the case that Leaders charges higher transactions costs and/or custodial fees than another broker charges for the same types of services. If transactions are executed through Leaders, these individuals (in their separate capacities as registered representatives of Leaders) may earn commission-based compensation as result of placing the recommended securities transactions through Leaders. This practice presents a conflict of interest because these registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You have no obligation to purchase or sell securities through such

broker as we recommend. See the *Fees and Compensation* section in this brochure for more information on the compensation received by registered representatives who are affiliated with our firm.

### **Aggregated Trades**

The Fund's or Account's underlying portfolio managers may or may not aggregate purchases or sales of securities for the Funds or Series and other accounts under their management pursuant to their own individual policies and procedures, as applicable.

## **Item 13 Review of Accounts**

Client assets are reviewed continuously by the Sub-advisors hired by SAS. SAS performs accounting functions related to the Funds and Accounts and continuously monitors Fund/Account portfolios to ensure consistency with investment mandates and other applicable rules and regulations.

Fund and Account investors will be provided with written unaudited reports on a monthly and/or quarterly basis setting forth performance data and net asset values of their capital account. Fund Investors will also be provided with copies of written, audited financial reports once available.

As previously discussed in the Brokerage Practices section, SAS may also provide greater levels of portfolio transparency on some Series of the Funds than others. Transparency might also be provided to a Company or Companies on a confidential/do not distribute basis.

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

As disclosed under the *Fees and Compensation* section in this brochure, some persons providing investment advice on behalf of our firm are licensed insurance agents, and are registered representatives with The Leaders Group or Rockefeller Financial LLC, securities broker-dealers, and members of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* and *Other Financial Industry Activities and Affiliations* sections.

SAS has entered into a referral arrangement with an unaffiliated entity whereby SAS will pay a referral fee for referred business, also known as a paid non-client promotion. At the time of the referral, the promoter will provide disclosure to any client that is referred to SAS that discloses the compensation arrangement and any material conflict of interest. The management fee that you pay to SAS will not be higher as a result of any referral arrangements we may enter into.

While we believe that our fees are competitive, our fees may be higher than fees charged by other firms providing the same or similar services. You are under no obligation to use our firm's services and may obtain comparable services and/or lower fees through other firms.

## **Item 15 Custody**

### **Accounts**

With regard to the Accounts, in some instances, your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other qualified custodian. You will receive account statements from the qualified

custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, contact us immediately at the telephone number on the cover page of this brochure.

### **Private Funds**

In our capacity as investment adviser to the Funds, we will have access to the Funds' funds and securities, and therefore have custody over such funds and securities. We provide each investor in the Funds with audited annual financial statements. If you are a Fund investor and have questions regarding the financial statements or if you did not receive a copy, contact us directly at the telephone number on the cover page of this brochure.

## **Item 16 Investment Discretion**

SAS has discretionary authority to determine appropriate investment strategies, identify and retain Sub-advisors, and monitor the ongoing performance of Fund and Account investments. Individual Sub-advisors determine the actual investment portfolio held by each Series/Account.

## **Item 17 Voting Client Securities**

We will not vote proxies on behalf of Fund Series or Accounts. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

## **Item 18 Financial Information**

We have not filed a bankruptcy petition at any time in the past ten years.

## **Item 19 Requirements for State-Registered Advisers**

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

## **Item 20 Additional Information**

### **Class Action Lawsuits**

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

### **Privacy Policy**

SAS has adopted this privacy policy with recognition that protecting the privacy and security of the personal information we obtain about our customers is an important responsibility. We also know that you expect us to service you in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. We want you to know what information we collect and how we use and safeguard that information.

**Information We Collect:** We collect certain nonpublic information about you ("Customer Information"). The essential purpose for collecting Customer Information is to allow us to provide advisory services to you. Customer Information we collect may include:

- Information that you provide on applications or other forms. This Customer Information may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account, and other records concerning your financial condition and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.
- Identifying information such as your name, age, address, social security number, etc.
- Information about your transactions with us, or others (e.g., broker-dealers, clearing firms, or other chosen investment sponsors).
- Information we receive from consumer reporting agencies (e.g., credit bureaus), as well as other various materials we may use to provide an appropriate recommendation or to fill a service request.

**Security of Your Information:** We restrict access to your nonpublic personal information to those employees who need to know that information to service your account. We maintain physical, electronic and procedural safeguards that comply with applicable federal or state standards to protect your nonpublic personal information.

**Information We Disclose:** We do not disclose the nonpublic personal information we collect about our customers to anyone except: (i) in furtherance of our business relationship with them and then only to those persons necessary to effect the transactions (including our affiliated broker-dealer Spearhead Capital, LLC) and provide the authorized services (such as broker-dealers, custodians, independent managers etc.); (ii) to persons assessing our compliance with industry standards (e.g., professional licensing authorities, consultants, etc.); (iii) our attorneys, accountants, and auditors; or (iv) as otherwise provided by law.

We are permitted by law to disclose the nonpublic personal information about you to governmental agencies and other third parties in certain circumstances (such as third parties that perform administrative or marketing services on our behalf or for joint marketing programs). These third parties are prohibited to use or share the information for any other purpose.

**Former Clients:** If you decide to close your account(s) or become an inactive customer, we will adhere to our privacy policies, which may be amended from time to time.

**Changes to Our Privacy Policy:** In the event there were to be a material change to our privacy policy regarding how we use your confidential information, we will provide written notice to you. Where applicable, you would be given an opportunity to limit or opt-out of such disclosure arrangements.

**Questions:** If you have questions about this privacy notice or about the privacy of your customer information call our main number 855-615-5318 and ask to speak to the Chief Compliance Officer.