



**Form ADV 2A – Firm Brochure**  
**Bitterroot Capital Advisors, LLC**  
(CRD # 109088 / SEC # 801-58029)

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April 30, 2026

This brochure provides information about the qualifications and business practices of **Bitterroot Capital Advisors, LLC**. If you have any questions about the contents of this brochure, please contact us at T: (406) 556-8200. 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. Registration does not imply a certain level of skill or training.

Additional information about **Bitterroot Capital Advisors, LLC**, is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2: Summary of Material Changes

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In this item, **Bitterroot Capital Advisors, LLC** (“Bitterroot Capital,” or “the Adviser”) is required to summarize only those material changes made to this brochure since our last Annual Updating Amendment.

If you are receiving this document for the first time, this section may not be relevant to you.

Since our last Annual Updating Amendment on March 31, 2026, we have revised the following brochure sections:

### **Item 4: Advisory Business**

This section was updated to reflect a change in principal ownership. Effective September 1, 2025, Carl Gardiner voluntarily resigned from BCA, at which time his ownership interest was transferred to Andrew S. Martzloff and Keith A. Gertsen.

### **Item 5: Fees & Compensation**

This section was updated and expanded to clarify the Adviser’s fee structures, fee calculation, and billing practices.

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

Risk disclosures were enhanced and clarified in this section, and related explanatory language was added, including updates intended to improve completeness and readability of the risk discussion.

### **Item 12: Brokerage Practices**

The Adviser’s brokerage practices were updated to refine disclosures regarding broker-dealer selection, the reasonableness of compensation, best execution considerations, directed brokerage practices, research and soft-dollar arrangements, and trade aggregation practices.

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

In this section, additional detail was provided to clarify the firm’s account review practices and reporting practices, including review frequency and scope across the Adviser’s advisory services.

### **Item 14: Client Referrals & Other Compensation**

Additional disclosures were added to Item 14 regarding Client referrals, custodian-related benefits, and other potential conflicts of interest relating to third-party products, services, or resources made available in connection with the firm’s advisory business.

### **Item 15: Custody**

In this section, further information was provided to clarify the Adviser’s custody practices.

### **Enhancement of ADV Disclosures**

In addition to the material changes described above, this brochure has been revised to reflect non-material edits intended to improve organization, clarity, and internal consistency across disclosures, including conforming terminology, correcting formatting and drafting issues, and aligning related discussions across applicable items. These changes do not reflect substantive changes to the Adviser’s services, fees, or practices, but are intended to improve readability and understanding of the information presented.

### **Full Brochure Availability**

We may amend this brochure at any time to reflect material changes to our business practices, policies, or procedures, or to comply with applicable securities laws or regulatory requirements. Annually, within 120 days following the close of our fiscal year-end on December 31, and more frequently if material changes occur, we will provide Clients—either electronically or in hard copy—with a current brochure or a summary of

material changes to the brochure previously delivered, together with an offer to provide the full brochure upon request.

Please retain this brochure for your records; it contains important information about our advisory services and business practices.

You may view our current disclosure documents on the SEC's Investment Adviser Public Disclosure ("IAPD") website at <http://www.adviserinfo.sec.gov> by searching either our firm name or CRD # 109088. The SEC's website also provides information about any affiliated person registered or required to be registered as an Investment Advisor Representative of our firm. You may also obtain a copy of this brochure free of charge by contacting us directly at T: (406) 556-8200.

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## **Item 4: Advisory Business**

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### **Firm Description**

**Bitterroot Capital Advisors, LLC** (“Bitterroot Capital” or the “Adviser”) is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940 (“Advisers Act”), as amended, and with the Ontario Securities Commission and the British Columbia Securities Commission in Canada.

Founded by Andrew S. Martzloff in January 1999, the Adviser is a Delaware limited liability company located at 118 East Main Street, Bozeman, Montana.

### **Principal Owners**

Bitterroot Capital is directly owned by its principal shareholders, Andrew S. Martzloff and Keith A. Gertsen.

### **Advisory Business**

Bitterroot Capital is an investment adviser that provides fee-only advisory services to a select group of Clients with substantial assets who seek to manage their financial affairs in a manner consistent with their objectives, personal priorities, and risk considerations. Advisory relationships are structured to support Clients’ broader financial lives, including the financial decisions that accompany their desired lifestyles, while maintaining a disciplined approach to risk management.

Advisory services are confidential and comprehensive, informed by both domestic and international considerations, and tailored to each Client’s individual circumstances. Bitterroot Capital’s advisory approach reflects the collective experience of its professionals across a range of financial disciplines, enabling the Adviser to address complex situations, consider investment opportunities across global markets where appropriate, and provide coordinated advice responsive to each Client’s needs.

Bitterroot Capital acts as a fiduciary to its advisory Clients, as defined under applicable federal and state securities laws. In its fiduciary capacity, the Adviser owes each Client a duty of loyalty and a duty of care and is required to act in good faith and in the Client’s best interests at all times. Consistent with these obligations, the Adviser seeks to identify, fully and fairly disclose, and appropriately address potential conflicts of interest, and endeavors to avoid circumstances in which the interests of the firm or any Client are placed ahead of the interests of another Client.

### **Other Professional Service Provider Recommendations**

At a Client’s request, Bitterroot Capital may recommend independent third-party professionals, such as attorneys, accountants, insurance professionals, or other specialists, to assist with implementation or related services. Clients are under no obligation to engage any recommended professional and remain free to select service providers of their choosing.

Any professional engaged by a Client is retained directly by the Client pursuant to a separate agreement governing the scope of services, fees, and other terms. Unless otherwise specifically disclosed, Bitterroot Capital is not a party to these arrangements, does not share in any related fees or compensation, and does not have authority to bind or accept Clients on behalf of any third party. Each professional retains sole discretion to accept or decline an engagement. Clients retain full discretion over all implementation decisions and are responsible for reviewing and understanding the terms of any agreement entered into with a third-party professional.

Bitterroot Capital does not supervise or control the services provided by such professionals and is not responsible for their acts or omissions. Any disputes arising from a Client’s engagement of a third-party professional must be resolved directly between the Client and the engaged provider.

## **Client Responsibilities**

Bitterroot Capital's advisory services are based on information provided by Clients. The Adviser cannot effectively perform its contractual obligations or fulfill its fiduciary duties unless Clients provide accurate, complete, and timely information regarding their financial circumstances, investment objectives, risk tolerance, and other information relevant to the advisory relationship.

Clients are responsible for promptly furnishing requested information or documentation, notifying Bitterroot Capital of any material changes in circumstances, and otherwise complying with the terms of their written agreement. Regardless of whether a Client has granted discretionary authority or retains final decision-making authority, Clients are responsible for ensuring that their Client Advisor has all information reasonably necessary to provide appropriate recommendations and/or manage the account consistent with the Client's objectives, limitations, and restrictions.

Clients must promptly notify Bitterroot Capital, in writing, of any changes to information previously provided that may affect account management or render prior disclosures inaccurate. Clients or their successors or authorized representatives must also notify Bitterroot Capital, in writing, of any event that may affect the validity of the Agreement or Bitterroot Capital's authority thereunder, including, for Clients that are not natural persons, events such as dissolution, merger, termination, or bankruptcy. Bitterroot Capital maintains ongoing communication with Clients and periodically reviews Client accounts, as described in Item 13: Review of Accounts.

Bitterroot Capital generally relies on information provided by the Client. It is not required to independently verify such information, including information received from third parties such as accountants or attorneys. Bitterroot Capital reserves the right to decline or terminate an advisory engagement if a Client willfully withholds, conceals, or refuses to provide information that Bitterroot Capital determines is material to the advisory services provided.

## **Establishing an Advisory Relationship**

Advisory services are provided pursuant to a written *Investment Advisory Agreement* ("Advisory Agreement" or "Agreement"), which governs the relationship. The Agreement defines the scope of services, the respective duties and responsibilities of the Adviser and the Client, the firm's investment authorization (discretionary or non-discretionary), any Client-imposed restrictions, and applicable advisory fee billing practices.

Independent, unaffiliated qualified custodians hold Client assets. Bitterroot Capital does not maintain physical custody of Client funds or securities, except for its limited authority to deduct advisory fees as authorized in writing by the Client. The executed Agreement, together with any applicable supplemental documents, governs the advisory relationship and serves as the primary contractual document for each Client account. *(See Item 12: Brokerage Practices, Item 15: Custody, and Item 16: Investment Discretion for additional information.)*

Certain advisory services, including those involving independent third-party investment managers, may require Clients to enter into a separate Investment Management Agreement ("IMA") directly with the referred manager and, where applicable, the manager's designated custodian. These agreements are separate from Bitterroot Capital's Advisory Agreement and are required only when applicable. All required documentation and related disclosures are provided to Clients before engagement. *(See "Selection of Other Advisors' Services" that follows for additional information.)*

Advisory services will commence only after the applicable agreement(s) and related documents have been fully executed. Client Advisors will provide only those services and assess only those fees expressly authorized under the executed Agreement(s) and consistent with the Client's stated objectives, limitations, and restrictions.

Clients may engage us for additional or expanded services by executing the applicable supplemental or separate agreement(s). Any amendment to an existing Agreement will be made in accordance with the amendment provisions set forth therein. Either party may terminate Bitterroot Capital's Advisory Agreement or other service agreements upon written notice in accordance with the agreement terms. *(See Item 5: Fees & Compensation for additional information.)*

### **Investment Policy Statement**

Following completion of the discovery process and execution of the Client's Advisory Agreement, where requested and appropriate in connection with the Client's selected investment management program, Bitterroot Capital may prepare a written Investment Policy Statement ("IPS"). The IPS documents the Client's approved investment objectives, constraints, and relevant risk considerations and serves as a framework to guide portfolio recommendations and, where applicable, ongoing portfolio management.

Bitterroot Capital uses information obtained through the discovery process and reflected in the IPS to recommend portfolio management services and an investment approach that the Client Advisor believes appropriate for the Client, consistent with the scope of the engagement. The IPS is intended as a guideline only. It does not constitute a contract, amend or supersede the Client's Advisory Agreement, or guarantee investment results or performance outcomes. Clients are responsible for reviewing and approving their IPS. *(See Item 8: Methods of Analysis, Investment Strategies & Risk of Loss for additional information.)*

### **Description of Advisory Services**

The following is a summary of the advisory programs Bitterroot Capital offers, as described in greater detail throughout this brochure:

- [Investment Supervisory Services](#)
- [Financial Planning Services](#)
- [Selection of Other Advisors' Services](#)
  - [Third-Party Manager Referral Services](#)
  - [Private Fund Referral Services](#)

Clients will indicate their selected advisory services Program and applicable billing or management arrangement directly within the Advisory Agreement.

### **Investment Supervisory Services**

**Investment supervisory services** are provided on a discretionary and non-discretionary basis pursuant to the terms of the applicable Advisory Agreement. *(See Item 16: Investment Discretion for additional information.)*

Investment supervisory services can include, but are not limited to, the following:

- Developing and maintaining an investment strategy consistent with the Client's objectives, risk tolerance, and any written guidelines accepted by the Adviser.
- Recommending and implementing asset allocation strategies, investment managers, investment companies, private partnerships, or other investments across a range of asset classes.
- Selecting and recommending investments, including securities, investment funds, and private investment partnerships, among others.
- Recommending independent third-party investment managers or investment vehicles, where appropriate.
- Monitoring investments, performance, and recommended managers on an ongoing basis.
- Reviewing portfolio activity and performance with Clients.

As part of its comprehensive investment supervisory services, Bitterroot Capital may also provide Clients with strategic, analytical, and advisory guidance relating to specific assets or financial matters in support of the Client's overall investment program. These services may include high-level investment analysis, risk assessment, asset-allocation considerations, liquidity and cash-flow planning, and the integration of investment recommendations with the Client's broader financial objectives.

Investment supervisory services may also include advice regarding concentrated equity positions or other assets acquired by Clients prior to, and independent of, their relationship with Bitterroot Capital, as well as occasional advice regarding other financial matters not involving securities. Bitterroot Capital may, where appropriate, coordinate with the Client's other professional advisors (such as tax or legal advisors) to ensure that investment-related recommendations are evaluated within the Client's overall financial and planning framework. These services may also include scenario analysis or evaluation of unique, complex, or illiquid holdings, as appropriate, in light of the Client's overall investment objectives and circumstances. Unless expressly agreed to in writing, Clients retain responsibility for evaluating and implementing recommendations provided by the Adviser.

Not all services described above are applicable to every Client. The scope of services provided is determined by the applicable Advisory Agreement and the nature of the Client's relationship with the firm.

### **Financial Planning Services**

As part of its investment management services, Bitterroot Capital provides **financial planning services** at no additional charge. Financial planning typically involves providing a range of advisory services to Clients regarding the management of their financial resources, based on an analysis of their individual needs. Planning services range from comprehensive financial planning, which includes a written report on the Client's overall financial situation and a recommended investment plan, to more limited or modular consultative services that focus on one or more targeted financial goals.

### ***General Considerations Applicable to All Financial Planning***

The following disclosures apply to all financial planning services provided by Bitterroot, regardless of whether such services are delivered on a one-time or ongoing basis:

- Financial planning services are advisory and analytical in nature and are not intended to guarantee any specific outcome.
- In providing these services, Bitterroot Capital relies on financial and other information supplied by the Client, and will make reasonable assumptions about economic conditions, interest rates, inflation, and market performance, using historical data and observed trends. Actual results may differ materially from projections or assumptions.
- All recommendations are based on the Client's circumstances and information available at the time the services are provided.
- Clients retain full discretion to evaluate, accept, reject, or modify any recommendation provided and are under no obligation to implement recommendations through Bitterroot Capital or any particular service provider.
- To the extent Client requests assistance with implementation that involves legal, tax, or other specialized professional services, the Client is responsible for engaging qualified third-party professionals.

### **Selection of Other Advisors' Services**

As part of its investment supervisory services, Bitterroot Capital offers a **selection of other advisors' services** wherein the Adviser may recommend Clients engage independent and unaffiliated third-party investment advisers, investment managers, or investment vehicles ("Managers") where we have determined that doing so is consistent with the Client's financial circumstances, investment objectives, diversification needs, and the scope of the advisory engagement.

These referral services are intended to provide Clients with access to specialized investment expertise, strategies, or structures that may not otherwise be available through Bitterroot Capital's internally managed programs.

### ***General Practices Applicable to All Referred Accounts***

Before recommending any Manager, Bitterroot Capital conducts reasonable due diligence in accordance with its written policies and procedures. This due diligence is designed to evaluate, among other factors, the Manager's investment philosophy and strategy, performance information, fee structure, regulatory status, experience, and operational and compliance capabilities. Consideration is also given to the Client's stated investment objectives, risk tolerance, overall financial profile, and any applicable investment guidelines or policy statements.

Following a referral, Bitterroot Capital provides ongoing oversight consistent with the agreed scope of services with the Client. Such oversight may include periodic monitoring of performance and assessment of whether the recommended adviser, manager, or program remains generally aligned with the Client's objectives and the terms of the engagement. Bitterroot Capital does not direct or control the specific investment decisions made by any Manager and is not responsible for their acts or omissions.

Clients entering into referred arrangements will execute a separate investment management agreement ("IMA" or "agreement") directly with the referred Manager, or fund sponsor, as applicable, and related custodial or subscription documentation.

Bitterroot Capital does not have the authority to accept Clients on behalf of any Manager, and each such party retains sole discretion to accept or decline any Client referred to it.

Client assets managed by any referred Manager will be held with an independent, unaffiliated qualified custodian as designated by the Manager. Bitterroot Capital does not have physical custody of Client funds or securities held in Manager-managed accounts. It does not have access to or control over such assets, except as expressly authorized. Clients are responsible for all custodial, brokerage, and other fees and expenses charged by the custodian or the Manager. *(See Item 15: Custody for additional information.)*

### ***Third-Party Manager Referral Services***

Under its **third-party manager referral services**, Bitterroot Capital may recommend that a Client engage one or more unaffiliated Managers to manage all or a portion of the Client's portfolio on a discretionary basis. These services are generally recommended where Bitterroot Capital determines that a particular Manager's investment strategy, expertise, or program structure is appropriate in light of the Client's investment objectives, risk tolerance, diversification needs, and overall financial profile.

In certain circumstances, multiple Managers may be utilized concurrently to provide exposure to differing investment styles, strategies, or asset classes.

While Bitterroot Capital and the Client's Client Advisor continue to provide advisory oversight services, the Manager is responsible for day-to-day portfolio management activities for the portion of assets it manages, including investment selection, monitoring, and rebalancing, in accordance with the applicable agreement.

### ***Private Fund Referral Services***

Under its **private fund referral services**, Bitterroot Capital may recommend that Clients invest in one or more unaffiliated private funds or engage unaffiliated private fund advisers or managers to manage a portion of the Client's investment portfolio, after consideration of the Client's financial profile, investment objectives, and risk tolerance.

In making such recommendations, Bitterroot Capital considers factors it deems relevant under the circumstances, including the private fund adviser's investment philosophy and strategy, performance history,

analytical methods, fee structure, regulatory status, and alignment with the Client's stated investment objectives.

Where Bitterroot Capital provides private fund referral services, it conducts ongoing oversight consistent with the agreed scope of services with the Client, which may include periodic reviews of performance and the investment approach. However, Bitterroot Capital does not manage the underlying investments of private funds and does not control the day-to-day investment decisions made by private fund advisers.

### **Types of Investments**

Bitterroot Capital offers advice with respect to, and without limitation, the following types of investments: equity securities, including exchange-listed securities, securities traded over-the-counter, and foreign issues; warrants; corporate debt securities and commercial paper; certificates of deposit; municipal securities; mutual fund securities and exchange traded fund securities; United States government securities; option contracts on securities; real estate; oil and gas interests; hedge funds and private partnerships investing in venture capital, risk arbitrage, special situations, and distressed securities; private placements; and privately held businesses.

### **Client Tailored Services**

Bitterroot Capital offers a consistent suite of advisory services to its Clients. However, based on a Client's individual circumstances, investment holdings, or service needs, certain Clients may engage the Adviser for limited or modified services. In such cases, advisory fees may be reduced or adjusted at Bitterroot Capital's discretion, as documented in the Client's written Advisory Agreement.

### **Client-Imposed Investment Restrictions**

Clients who engage Bitterroot Capital for discretionary portfolio management services may impose reasonable restrictions on the Adviser's discretionary authority at account inception or thereafter. Such restrictions may include limitations on investing in specific securities, asset classes, industries, or investment strategies based on a Client's preferences, values, beliefs, or other considerations. All Client-imposed restrictions must be provided to the Adviser in writing, and any modifications or amendments must likewise be submitted in writing.

Bitterroot Capital will use reasonable efforts, consistent with industry standards, to comply with Client-imposed investment guidelines and limitations. Clients should understand, however, that the imposition of restrictions may affect portfolio construction, management flexibility, and investment performance, and may result in outcomes—positive or negative—that differ from similarly managed accounts or applicable composites not subject to such constraints. Certain restrictions may also limit the Adviser's ability to pursue particular strategies or achieve specific investment objectives.

Upon receipt of a written restriction request, Bitterroot Capital will review the proposed limitation, assess its feasibility, and discuss any potential implications with the Client. If a Client-imposed restriction would materially impair effective account management or require substantial deviation from the Adviser's recommended approach, Bitterroot Capital may decline to implement certain restrictions or may determine that such restrictions are inconsistent with the advisory relationship.

Under no circumstances, and regardless of the advisory service provided, will Bitterroot Capital implement an investment strategy or execute a transaction that it reasonably believes would violate applicable federal or state laws or regulations.

Clients who participate in Bitterroot Capital's **selection of other adviser services** programs may impose investment restrictions only as permitted under the applicable referred Manager's program documents and the governing agreement(s) of the selected Manager.

## Wrap Fee Programs

Bitterroot Capital does not offer a wrap fee program as part of its advisory services.

## Assets Under Management

As of December 31, 2025, Bitterroot's assets under continuous management total \$1,780,038,798. The following represents Client assets under management by account type:

Account Type	Assets Under Management ("AUM")
Discretionary	\$ 253,984,337
Non-Discretionary	\$ 1,526,054,461
Total	\$ 1,780,038,798

## Item 5: Fees & Compensation

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### Advisory Fees Structure & Compensation Overview

Bitterroot Capital offers investment advisory services for a fee calculated as a percentage of designated assets or for a fixed (flat) fee annual retainer, as elected by the Client and documented in the Client's Advisory Agreement. Advisory fees are generally billed quarterly or semi-annually in advance, as further described in this section. Any applicable refunds are governed by the terms of the Client's executed Advisory Agreement. Advisory fees are exclusive of any third-party fees, expenses, or subscription costs incurred in connection with Client investments.

### Fee Negotiation Availability

Bitterroot Capital charges advisory fees based on the specific advisory services selected by each Client. The Adviser may, in its discretion, waive all or a portion of its minimum annual fee. In establishing the applicable fee arrangement, the Adviser considers a variety of factors, including the value and nature of Client assets under advisement or management, whether services are provided on a discretionary or non-discretionary basis, and other circumstances specific to the engagement. Fee variations among Clients may be based on factors such as asset size, complexity, and service scope. The Adviser may maintain lower-fee arrangements for certain Clients or negotiate different fee arrangements in appropriate circumstances. Clients should be aware that lower fees for comparable services may be available from other investment advisers or financial service providers.

*Regardless of any fee negotiation, no Client is required to prepay advisory fees in excess of \$1,200 more than six months in advance.*

### Advisory Fees

The specific details for each advisory service are as follows:

#### Investment Supervisory Services

Bitterroot Capital's **investment supervisory services fees** are calculated as a percentage of **designated assets or for a fixed (flat) fee**. Fees are calculated on a per-Client basis and billed quarterly or semi-annually in advance, in accordance with the applicable fee schedule and the terms of the Client's Advisory Agreement and the Adviser's relevant Form ADV disclosure documents for the selected service.

Asset-based advisory fees range from 0.20% to potentially 1.00%, depending on factors such as the scope and complexity of services provided, account composition, and the level of administrative responsibility assumed by the Adviser or retained by the Client. Fixed (flat) fees are similarly negotiated.

### **Financial Planning Services**

**Financial planning services** are provided in connection with the Adviser's investment advisory services and are included in the standard investment supervisory services advisory fees described above. Bitterroot Capital does not charge a separate fee solely for financial planning services. While such services may be described as provided at no additional charge, the cost of financial planning is reflected in the overall advisory fees Clients pay.

All services are comprehensive in scope addressing wealth management and investment management topics.

### **Selection of Other Advisors Services**

For Clients who engage the Adviser to assist in the **selection of other advisors' services**, fees charged by the referred third-party manager are governed by that Manager's Form ADV disclosures. These fees are payable pursuant to a separate agreement executed directly between the Client and their referred Manager.

### **Billing & Payment of Advisory Fees**

Advisory fees are typically charged quarterly or semi-annually in advance. Clients are invoiced directly by Bitterroot Capital and provide written authorization to their custodian to remit payment of advisory fees. Clients maintaining accounts at Charles Schwab & Co., Inc. ("Schwab") will authorize Schwab to deduct advisory fees from their accounts upon presentation of an invoice by the Firm. Bitterroot Capital does not have the authority to directly debit Client accounts or instruct custodians to remit fees, except as authorized by Clients with respect to Schwab accounts.

### **Other Fees & Expenses**

Clients will also bear other fees relating to investments, which will include, but not be limited to: any applicable investment management fees and/or performance-based compensation; custodian fees; mutual fund expenses; brokerage commissions and other fees, charges, payments, and expenses; and other transaction costs of trading; and acquiring, monitoring, or disposing of any investments of a Client. Clients should consult the terms of the offering memorandum, investment management agreement, sub-advisory agreement, prospectus, and supplemental disclosure document, or other governing or disclosure document, as applicable to each investment, for more information regarding the fees and expenses associated with that investment. *(See Item 12: Brokerage Practices for additional important information regarding our brokerage practices, including consideration for selecting broker-dealers for Client transactions.)*

### **Termination of Advisory Services**

Clients may terminate advisory services at any time upon written notice pursuant to the Advisory Agreement. Fees billed in advance are prorated through the effective date of termination, and any unearned portion is refunded in accordance with the Advisory Agreement and applicable law. Fees payable in arrears remain due for services rendered through termination. Upon termination, Bitterroot Capital will facilitate an orderly transition per the Client's instructions and has no further obligation to provide advisory services.

Clients are under no obligation to purchase any investment products or services recommended by Bitterroot Capital through the Adviser, or to implement investment recommendations through any particular broker-dealer, custodian, product sponsor, or other service provider. Clients may purchase recommended investment products and services through other brokers, agents, custodians, or financial institutions that are not affiliated with Bitterroot Capital.

### **Item 6: Performance-Based Fees & Side-By-Side Management**

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Bitterroot Capital does not charge performance-based fees or participate in side-by-side management.

## **Item 7: Types of Clients**

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### **Type of Clients**

Bitterroot Capital provides investment advisory services to Clients who are generally “Qualified Purchasers,” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, including individuals, trusts, estates, charitable organizations, and business organizations.

### **Minimum Account Size**

There is no minimum account size required to open or maintain an advisory account with the firm.

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

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### **Methods of Analysis**

#### ***Portfolio Construction & Analytical Tools***

Bitterroot Capital develops and manages Client portfolios in accordance with each Client’s investment guidelines and objectives, as discussed below. In constructing portfolios, the Adviser utilizes a combination of quantitative analysis, third-party analytical tools, and qualitative research to evaluate investment opportunities and develop individualized asset allocation recommendations.

The Adviser employs third-party portfolio analysis software to assess historical and current returns, volatility, cross-correlations, and other relevant metrics. These tools incorporate a variety of analytical techniques, including returns-based style analysis, optimization modeling, and Monte Carlo simulations, to assist in developing target asset allocation recommendations tailored to each Client’s circumstances.

The primary sources of information analyzed include historical return data for mutual funds, individual securities, and broad asset categories (such as large-capitalization U.S. equities, money market funds, and foreign equities), as well as security-specific information (including mutual fund fees) and current market data (such as historical price-to-earnings ratios for broad market indices, including the S&P 500).

In addition, Bitterroot Capital reviews publicly available information from a variety of sources, including financial newspapers and magazines, third-party research materials, corporate rating services, annual reports, prospectuses, and SEC filings.

#### ***Forecasting & Hypothetical Analysis***

Bitterroot Capital also prepares financial forecasts using simulation-based analyses that model hypothetical economic scenarios based on historical and current returns, volatility, cross-correlations, market valuations, and other relevant factors. These forecasts are designed to evaluate how a Client’s portfolio may perform under a range of conditions, including changes in interest rates, inflation, and overall market environments. The forecasts may reflect multiple potential outcomes and scenarios in which a portfolio could be sufficient to meet or exceed stated investment objectives over a defined time horizon.

Where appropriate, Bitterroot Capital may incorporate information related to stock options, concentrated equity positions, and private investments into these financial goal forecasts.

Forecasts and simulations are inherently hypothetical, subject to limitations, and based on assumptions that may not reflect future market conditions or actual results. Accordingly, such forecasts should not be relied upon as the sole basis for making investment decisions.

### **Investment Strategies**

Bitterroot Capital generally employs diversification techniques in seeking to manage risk and return within Client portfolios. In constructing and managing portfolios, the Adviser may utilize multiple asset classes, investment styles, market capitalizations, sectors, and geographic regions, as appropriate. Portfolio

recommendations are developed in light of each Client's stated investment objectives, risk tolerance, time horizon, and other relevant considerations.

Bitterroot Capital's general investment strategy is to seek real capital growth proportionate to the level of risk the Client is willing to accept. Accordingly, Client portfolios with similar investment objectives or target asset allocations may hold different investments. Timing, tax, market, and Client-specific considerations may influence investment decisions.

Bitterroot Capital produces, with the input of each Client, an Investment Policy Statement that typically outlines the Client's investment experience, objectives, time horizon, risk tolerance, cash flow needs, tax positioning, and any special considerations and/or restrictions that the Client chooses to place on the portfolio. Bitterroot Capital will make portfolio recommendations consistent with the Client's Investment Policy Statement (or Investment Guidelines).

Portfolios are generally reviewed periodically to assess alignment with target asset allocations. When the Adviser determines that deviations from target allocations exceed acceptable ranges, it may recommend adjustments intended to bring the portfolio back within those ranges. This process, commonly referred to as rebalancing, is designed to reflect market conditions and changes in a Client's circumstances or risk tolerance.

The Adviser believes that rebalancing provides a systematic approach to portfolio management over time, recognizing that investment markets are subject to cycles.

#### **Implementation – Manager Selection**

Bitterroot Capital primarily recommends implementing asset allocation strategies through the following investment vehicles: mutual funds, exchange-traded funds, separately managed accounts, hedge funds, limited partnerships, or pooled investments. Generally, Bitterroot Capital does not recommend purchasing single security positions, such as stocks or bonds; however, Clients can direct Bitterroot Capital to include such a position in their portfolio. Bitterroot Capital conducts due diligence on investments recommended to Clients, ensuring the Manager's fit with the Client's portfolio.

While we generally utilize the investment types described above, we retain discretion to recommend or employ additional securities, products, or approaches when deemed appropriate to address a Client's specific objectives. This flexibility may include additional investments or strategies to enhance diversification or better align a portfolio with a Client's needs.

#### **Tax Considerations**

Bitterroot Capital considers tax implications in managing Client portfolios, but does not provide tax advice and recommends that Clients consult their tax professional regarding their individual tax situations.

#### **Risk of Loss & Other Types of Risk**

Although Bitterroot Capital recommends investment strategies intended to be prudent and appropriately diversified based on Client objectives, all investments involve risk, including the potential loss of principal. Market fluctuations, economic conditions, and other factors may cause declines in the value of Client portfolios. There is no assurance that any particular investment strategy, asset allocation, or mix of investments will achieve a Client's financial objectives, provide a specific level of income, or result in positive investment performance. Diversification does not guarantee profits or protect against losses in a declining market.

The following discussion describes material risks associated with the Adviser's investment strategies, methods of analysis, and the types of securities and investment vehicles that may be utilized. These risks are not all-inclusive and may apply differently depending on individual Client circumstances, market conditions, and the composition of a particular portfolio. Clients should review the applicable offering documents for

specific investments, as well as their Investment Policy Statement or Investment Guidelines, for additional information on risks relevant to their portfolio.

### ***Types of Potential Risk in Client Portfolios***

***General: Risk of Loss*** – Although Bitterroot Capital works diligently to preserve Clients’ capital and achieve preservation and growth of Client wealth, investing in funds (securities) by its nature involves risk of loss that Clients should be prepared to bear. The possibility of a total or partial loss of Client capital exists, and prospective Clients and investors should not invest unless they can readily bear the consequences of such loss.

***No Assurance of Returns: Past Performance Results*** - There can be no assurance that the Client’s specific portfolio will perform well or achieve its investment objectives. Investment results may vary over time, and asset values may fluctuate. Past performance is not indicative of future results. Similarly, the historical performance of any underlying adviser is not a guarantee or prediction of the future performance of its advice.

***Reliance on Key Personnel*** - While Bitterroot Capital has significant depth and experience in investing, particularly across major asset classes, the loss of managing directors or other officers could adversely impact the firm’s ability to implement investment strategies effectively.

***Cybersecurity Risk*** – Bitterroot Capital and third parties whose software or systems the firm utilizes are subject to cybersecurity risks, including cybersecurity attacks. Cybersecurity breaches include, without limitation, computer virus infections, data corruption, and unauthorized access to systems. The firm has implemented protections to reduce cybersecurity risk, but technology evolves rapidly, and not all cybersecurity breaches are preventable. In the event of a cybersecurity breach, the firm and its Clients could be negatively impacted, including through losses of data, credentials, or assets, or through disruptions to service, and there is no guarantee that any insurance will be maintained in respect of these risks or that insurance would cover such losses. Governmental and regulatory authorities continue to address cybersecurity risk through evolving rules and requirements, which could lead to increased costs for security systems, compliance, and reporting.

***Availability of Suitable Opportunities*** - The success of a Client portfolio as a whole depends on Bitterroot Capital’s ability to identify and invest in underlying funds or other investments that meet the desired investment criteria. The identification of an attractive fund does not guarantee that a Client can invest capital in that fund, given the high level of investor demand some funds experience.

***Due Diligence Errors*** – Information may be missed or misinterpreted during the due diligence process. While procedures can be implemented to mitigate this risk, there is no assurance they will be successful in any particular situation. An underlying manager could be engaged in wrongdoing that is not uncovered by the due diligence process.

***Artificial Intelligence*** – Bitterroot Capital may leverage artificial intelligence (“AI”) to enhance operational efficiency and improve Client services. Currently, however, AI is not used in the adviser’s investment selection process or in the formulation of specific investment advice. Instead, AI applications primarily automate administrative and Client service tasks, including meeting preparation, note-taking, task management, and the generation of meeting recap notes. AI models are inherently complex, and their outputs may be incomplete, inaccurate, or biased. While AI may augment operations, its use introduces risks, including inaccuracies, decision-making errors, and challenges in effective deployment. AI usage may also pose risks to the confidentiality of Client or proprietary information, including potential exposure of sensitive data to unauthorized parties, violations of data privacy, or other instances of data leakage. For example, in the case of generative AI, confidential information—such as material non-public information or personally identifiable

data—entered into an AI application could inadvertently become part of a broader dataset accessible to other users or systems, compromising confidentiality. Moreover, the regulatory framework governing AI is evolving rapidly, and future developments may necessitate adjustments to AI-related practices. The use of AI also carries potential regulatory and litigation risks. To mitigate these risks, we may implement various data protection measures, such as encryption, access controls, and regular security assessments, as deemed necessary, to safeguard Client and proprietary information, and train staff and select third-party vendors intended to support appropriate data security and compliance.

### ***General Risks Relating to Portfolio Managers, Other Financial Intermediaries & Counterparties***

In connection with investments in underlying investment vehicles (“Investment Vehicles”), Clients will be dependent on the underlying managers, which may have custody and control of Client assets invested in such Investment Vehicles. The failure of an underlying manager or financial intermediary to fulfill its obligations could have a material adverse effect on the related investment and overall performance. If any underlying manager, any other financial intermediary, or any of such underlying manager’s or financial intermediary’s counterparties becomes insolvent or files for bankruptcy, a Client could suffer losses, and its financial performance could be materially and adversely affected. In addition, such insolvency or bankruptcy could temporarily or permanently undermine access to assets and result in a partial or complete loss of related investments.

***Geo-Political Uncertainty Risk*** - Markets in which Clients are invested or to which Clients are exposed can experience political uncertainty (*e.g.*, Brexit, the Russian invasion of Ukraine, the Israel-Hamas war, epidemics or pandemics), which subjects investments to heightened risks, even when made in established markets, and can stress developing and emerging markets. These risks include: greater fluctuations in currency exchange rates; increased risk of default (by both government and private issuers); greater social, economic, and political instability (including the risk of war or natural disaster); increased risk of nationalization, greater governmental involvement in the economy; less governmental supervision and regulation of the securities markets and participants in those markets; controls on foreign investment, capital controls and limitations on repatriation of invested capital and on the Clients’ ability to exchange currencies; closures of markets or inability to access them; inability to purchase and sell investments or otherwise settle security or derivative transactions (*i.e.*, a market freeze); unavailability of currency hedging techniques; slower clearance; and difficulties in obtaining and/or enforcing legal judgments. In response, governmental and quasi-governmental authorities can take several actions designed to support economies and markets in response to these risks by undertaking significant fiscal and monetary policy changes (*e.g.*, significantly lower interest rates; new monetary programs; direct capital infusions into companies), and these actions can result in significant expansion of public debt and in greater market risk. There is no guarantee that any interventions will be effective or continued. A discontinuation or reversal of these policies could negatively impact overall investor sentiment and further increase volatility in securities markets.

During times of political uncertainty, the securities, derivatives, and currency markets can become volatile. There could also be a lower level of monitoring and regulation of markets during political uncertainty, and the activities of investors in such markets, as well as the enforcement of existing regulations, can be extremely limited. Similarly, any market disruptions could exacerbate political, social, and economic risks.

Escalations of conflicts or protracted circumstances (*e.g.*, trade wars, sanctions, invasions, pandemics) can lead to: market participants operating under business continuity plan for indeterminate periods of time; higher prices and disruption of supply chains; imposition of taxes, duties and sanctions (and reciprocal measures); rerouting of long-standing trade relationships; exacerbations of global supply and pricing issues; migrations of persons; other dislocations; and credit rating changes, failed debt payments and currency devaluation. Such escalation can affect particular regions, sectors or industries, asset classes, companies, or commodities. These effects can

spread to other regions, sectors, industries, or asset classes, and more broadly impact the global economy and pose risks to markets and securities, including in ways that cannot necessarily be foreseen, and even affect those not directly exposed to a particular escalation of conflict.

Markets experiencing political uncertainty can experience substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates could negatively affect the economies and securities markets of such countries. High, sustained inflation can lead to decreased demand, tighter credit availability, an economic slowdown, and a recession, all of which could trigger another prolonged period of instability until inflation rates and other economic indicators normalize.

There can be no assurance that adverse political changes will not cause a Client to suffer a loss of any or all of its investments or, in the case of fixed-income securities, the interest thereon.

***Non-U.S. Investments*** - It is anticipated that, where appropriate, Clients will invest directly or indirectly in investments outside the United States. Any investment outside the United States involves risks that will often be different from those that exist with respect to investments in the U.S. domestic securities market, including the following: the risk of economic and financial instability in the foreign country, which in some cases includes a collapse in credit markets, stock prices, currencies and/or consumer spending; the risk of adverse social and political developments, including expropriation, nationalization, confiscation without fair compensation, political and social instability and war; the risk that the foreign country imposes restrictions on the repatriation of investment income or capital or on the ability of foreign persons to invest in certain types of companies, assets, or securities; risks related to the possible lack of availability of sufficient financial information as a result of corporate governance, accounting, auditing, and financial disclosure standards that differ, in some cases significantly, from those in the United States; risks related to foreign laws and legal systems, which are likely to differ from those of the United States, including in particular the laws with respect to the rights of investors, which could be less comprehensive or developed than the United States, and the procedures for the judicial or other enforcement of such rights, which could be less effective than the United States; risks related to the fact that some investments are denominated in foreign currencies and therefore will be subject to fluctuations in exchange rates; and risks related to applicable tax laws and regulations and tax treaties, which are likely to vary from country to country and could be less well developed than those in the United States, possibly resulting in retroactive taxation and an unanticipated local tax liability.

***Emerging Markets Risk*** - Investing in companies based in emerging markets, which are underdeveloped or developing economies, involves considerations not usually associated with investing in more developed countries, including political and economic considerations, such as greater risks of expropriation, nationalization, and general social, political, and economic instability; smaller securities markets and lower trading volume, resulting in potential lack of liquidity and price volatility; fluctuations in currency exchange rates and conversion costs; inconsistencies among local, regional, and national laws; and government policies that could restrict investment opportunities. A Client portfolio or underlying manager can face difficult approval and registration procedures when making or disposing of investments and, as a foreigner, could be subject to legal or regulatory constraints that do not affect local investors. Reporting standards, practices, and disclosure requirements in emerging markets may not be equivalent to those in the United States and certain European countries and can differ in fundamental ways. Accordingly, less information might be available to investors. Investments in emerging markets could be affected by factors not present in more developed countries, including a lack of uniform accounting, auditing, and financial reporting standards, inadequate settlement procedures, and potential difficulties enforcing contractual obligations.

**Currency/Exchange Risk** - For investments in securities not denominated in U.S. dollars, currency exchange rate fluctuations will affect the value of such investments and the returns ultimately achieved. In addition, costs can be incurred in connection with currency conversions.

**Material Non-Public Information Risk** - Because of responsibilities in connection with other adviser activities, individual advisory associates may occasionally acquire confidential or material non-public information or be restricted from initiating transactions in specific securities. The adviser will not be free to act upon any such information. Due to these restrictions, the adviser may be unable to initiate a transaction that it otherwise might have and may not be able to sell an investment it otherwise might have.

**Reliance on Technology & Software** - Bitterroot Capital may use various technologies to formulate advice and develop recommendations. A technological defect or malfunction may negatively impact forecast accuracy and adversely affect a Client's portfolio. Hardware and software are known to have errors, omissions, imperfections, and malfunctions (collectively, "Coding Errors"). Coding Errors in third-party software are generally outside of the adviser's control. With respect to its own technology, the adviser will seek to reduce the incidence and impact of Coding Errors. Despite monitoring and safeguards, Coding Errors may result in, among other things, the failure to properly gather and organize available data, the failure to correctly analyze the data, and the failure to generate intended or optimal investment outputs.

## **Market Risk**

**Status of Markets** - In recent times, economic markets have experienced periods of volatility. The availability, unavailability, or hindered operation of external credit markets, equity markets, and other economic systems on which Bitterroot Capital and its portfolio investments depend to achieve objectives can have a significant negative impact on operations and profitability. There can be no assurance that such markets and economic systems will be available (or will be available as anticipated or needed) for investments to operate successfully.

**Economic Conditions** - Any investment activity can be adversely affected by general international or domestic economic or market conditions. A downturn or contraction in the economy, capital markets, or a specific industry or geographic region can prevent investors from meeting investment objectives by restricting the availability of suitable investment opportunities. In addition, such a downturn could result in a diminution or loss of value for a Client's investments. Unexpected volatility or illiquidity in the markets could impair Bitterroot Capital or an underlying manager's ability to conduct business or cause losses in Client portfolios.

**Emerging Global Events** - Social, political, economic, and other conditions and events (such as natural disasters, epidemics and pandemics, terrorism, conflicts, and social unrest) will occur, with significant impacts on issuers, industries, governments, and other systems, including the financial markets. In addition, such events can create significant uncertainties and disruptions (such as restrictions or reductions in the movements of goods or people) in businesses and markets, and an increased reliance and strain on available technology, resources, and systems. As global systems, economies, and financial markets are increasingly interconnected, events that once had only a local impact are now more likely to have regional or even global effects. Events that occur in one country, region, or financial market will, more frequently, adversely impact issuers in other countries, regions, or markets. These impacts can be exacerbated by governments' and societies' failures to respond adequately to emerging events or threats. There is also no guarantee that governmental or societal intervention will continue, mitigate, or stabilize an event, and such effects could persist. Clients will be negatively impacted if the value of their portfolio investments decreases as a result of such events, if these events adversely impact the operations and effectiveness of Bitterroot Capital, underlying

managers, or key service providers, or if these events disrupt systems and processes necessary or beneficial to the management of accounts.

***Suspensions of Trading*** - Securities, futures, and commodities exchanges typically can suspend or limit trading in any instrument traded on the exchange. A suspension could prevent an underlying manager from liquidating positions, thereby exposing Clients to losses.

***Lack of Liquidity*** - Despite the heavy volume of trading in securities and other financial instruments, the markets for some instruments have limited liquidity and depth or could in the future experience periods of limited liquidity and depth. This lack of liquidity could disadvantage Clients, both in the realization of quoted prices and in the execution of orders at desired prices. Accordingly, Investment Vehicles may be required to hold investments for a longer period than desired or to mark down the value of investments with limited liquidity. In addition, a portion of a Client's portfolio is likely to be illiquid.

### ***Strategy Risk***

***Inadvertent Concentration*** - A number of Investment Vehicles have overlapping strategies and could accumulate large positions in the same or related securities. Bitterroot Capital's ability to avoid such concentration would depend on its ability to reallocate capital among existing or new Investment Vehicles, which might not be feasible for several months until withdrawals and contributions are permitted by the Investment Vehicles.

***Leverage (Borrowed Money)*** - It is anticipated that certain Investment Vehicles will use leverage in their investing, which could increase the potential for loss and transaction expenses.

***Short Selling*** - Some Investment Vehicles sell securities short, which exposes the seller to theoretically unlimited risk due to the lack of an upper limit on the price to which the security could rise. Short selling can also involve the sale of borrowed stock, so that if the stock loan is called, the short seller would be forced to repurchase the stock at a loss. In addition, short selling carries the risk that the counterparty will fail to perform or default on its obligations.

***Non-Marketable Securities*** - Some Investment Vehicles invest in non-marketable securities, which are generally difficult to liquidate and price.

***Derivatives*** - Investment Vehicles can use derivatives, such as options, futures, and swaps. Derivatives can exaggerate a loss or cause an Investment Vehicle to lose more money than it would have lost had it invested directly in the underlying instrument. Substantial risks are also involved in borrowing and lending against derivatives. Derivatives prices can be volatile, market movements are difficult to predict, and financing sources and related interest rates are subject to rapid change. Certain derivatives also involve embedded leverage, and a relatively small price movement can result in substantial losses to the Investment Vehicles. One or more markets can move against the derivatives positions held by an Investment Vehicle, thereby causing substantial losses. In addition, some derivatives carry certain counterparty risks, such as the risk that the counterparty will fail to perform or default on its obligation to return collateral or other assets of the Investment Vehicle. Many derivatives are traded in over-the-counter ("OTC") transactions between private parties. These derivatives are subject to additional risks, such as the counterparty's credit risk, and are less liquid than exchange-traded derivatives, since they can often be closed out only with the other party to the transaction. Certain derivatives are subject to mandatory central clearing and exchange trading. Central clearing and exchange trading are intended to reduce counterparty credit risk and increase liquidity, but this structure does not make transactions in cleared or exchange-traded derivatives risk-free. Many unforeseeable events, such as government policies, can significantly affect interest and exchange rates, which in turn can have large, sudden effects on the prices of derivative instruments.

**Futures** - Some Investment Vehicles can take positions in commodity or financial futures contracts. Commodity futures prices can be highly volatile. Because of the low margin deposits normally required in futures trading, an extremely high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract might result in substantial losses. Like other leveraged investments, a futures transaction could result in losses exceeding the amount invested.

**Hedging and Other Trading Strategies** - The decision as to when and to what extent to hedge or follow other trading strategies depends on many factors. There can be no assurance that hedging or other trading strategies will be available or effective or that the performance of the hedge will correspond appropriately to that of the assets hedged.

**Fixed Income Securities** - Fixed income securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer, the rate of inflation, and general market liquidity (i.e., market risk). In addition, mortgage- and asset-backed securities can be subject to call and extension risk. For example, homeowners have the option to prepay their mortgages. Therefore, the duration of a security backed by home mortgages can either shorten (i.e., call risk) or lengthen (i.e., extension risk).

**High Yield and Distressed Debt** - High yield bonds (commonly known as “junk bonds” ), distressed debt instruments, and other debt securities in which Investment Vehicles can invest will typically be junior to the obligations of companies to senior creditors, trade creditors, and employees. The lower rating of high-yield debt reflects a greater possibility that adverse changes in the issuer's financial condition or in general economic, financial, competitive, regulatory, or other conditions could impair the issuer's ability to make payments of principal and interest. High-yield debt securities have historically experienced higher default rates than investment-grade securities. The ability of holders of high-yield debt to influence a company's affairs, especially during periods of financial distress or following insolvency, will be substantially less than that of senior creditors.

Adverse changes in economic conditions or developments regarding an individual issuer are more likely to cause price volatility and weaken the capacity of issuers of high-yield debt securities to make principal and interest payments than those of higher-grade debt securities. In addition, the market for lower-grade debt securities might be thinner and less active than for higher-grade debt securities, and thus less liquid, because, among other reasons, certain investors, due to their investment mandates, are precluded from owning such securities. This could result in an Investment Vehicle being unable to sell such securities for an extended period, if at all.

**Public Equity Securities** - Investment Vehicles and underlying managers invest long and short in publicly traded equity securities. In general, stock values fluctuate in response to the activities of individual companies and in response to general market and economic conditions. Accordingly, the value of stocks, other securities, and instruments might decline over short or extended periods. The stock markets tend to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline. The volatility of equity securities means that the value of an investment will increase or decrease.

**Small Capitalization Companies** - Investment Vehicles and underlying managers invest in securities of small-capitalization and recently organized companies, and, conversely, the Investment Vehicles might establish significant short positions in such securities. Historically, such securities have been more volatile in price than those of larger, more established, and better-capitalized companies, and have posed greater investment risks. Small-capitalization companies may require substantial additional capital or borrowings. There is often less publicly available information about such

companies, and their equity securities are often traded over-the-counter or on regional exchanges and may be less liquid than those traded on a national exchange. Investments in small capitalization companies might also be more difficult to value than other types of securities. Investments in companies with limited or no operating histories are more speculative and entail greater risk than do investments in companies with an established operating record.

***Growth Stock Risk*** - Certain Investment Vehicles or underlying managers invest in “growth” stocks. Securities of growth companies can be more volatile, as such companies usually invest a high portion of earnings in their businesses and typically lack the dividends of value stocks that can cushion stock prices in a falling market. In addition, earnings disappointments often lead to sharp price declines because investors buy growth stocks in anticipation of superior earnings growth. The market might not favor equities relative to other asset classes. During those periods, relative performance may suffer.

***Value Stock Risk*** - Certain Investment Vehicles or underlying managers invest in “value” stocks. A particular risk of a value approach is that some holdings might not recover and deliver the capital growth anticipated, or that a stock judged undervalued could actually be appropriately priced. Further, because the prices of value-oriented securities tend to correlate more closely with economic cycles than those of growth-oriented securities, they are generally more sensitive to changing economic conditions, such as changes in interest rates, corporate earnings, and industrial production. The market might not favor value-oriented stocks or equities at all. During those periods, relative performance may suffer.

***Equity/Global Hedge*** - Certain Investment Vehicles or underlying managers employ an Equity/Global Hedge strategy that primarily involves investments in publicly traded equity instruments, generally in developed countries. This strategy involves identifying securities that are mispriced relative to related securities, groups of securities, or the overall market. The strategy can rely on derivatives, leverage, and several assumptions about the intrinsic value of publicly traded equity instruments. There can be no assurance that such assumptions will prove to be correct or that the strategy will be implemented correctly.

***Real Estate Investments*** - A portion of capital can be allocated to Investment Vehicles and/or to direct real estate investments. While real estate investing offers the potential for significant capital appreciation, these investments also involve a high degree of risk, including financial, operating, illiquidity, and competitive risks. Frequently, such funds structure their investments using leverage. While leverage can enhance returns on a successful investment, a leveraged capital structure is subject to greater exposure to extreme economic conditions, such as a significant rise in interest rates or a severe economic downturn, thereby increasing the risk of loss.

***Energy and Timber Investments*** - A portion of capital can be allocated to Investment Vehicles that concentrate on energy, timber, or other real assets. Such investments are likely to be subject to the same or similar risks described in the preceding paragraph.

***Buyouts/Growth Capital*** - A portion of capital can be allocated to an Investment Vehicle that is a buyout and growth capital fund, which frequently structures its investments using leverage. While the use of leverage can enhance the returns on a successful investment, a company with a leveraged capital structure will be subject to increased exposure to changing economic conditions, such as a significant rise in interest rates, or a downturn in the economy or the company’s industry, enhancing the risk of loss entailed in the investment.

***Venture Capital*** - Venture capital investing involves significant risk. It is anticipated that the portfolio companies of these funds will face significant financial, operational, illiquidity, and competitive risks. In addition, many of these companies, due to their limited revenues and history of operating losses,

rely on their ability to fund continuing operations through the private and public capital markets. Such continued funding might be curtailed due to a variety of factors, including but not limited to rising interest rates, economic downturns, or deterioration in the company's or its industry's condition.

***Distressed and Special Situations*** - While an investment in a distressed company (in distressed financial condition, including reorganized companies emerging from bankruptcy) can be successful if the company is successful in its “turnaround,” significant risk exists that a turnaround effort will not be successful and that all or a significant portion of the capital invested in such situations might be lost. “Special situation” investments are opportunistic in nature. It is difficult to project the nature of the special situations and the number of commitments to them. Such investments are likely to involve significant risks and illiquidity, and any returns will be subject to substantial uncertainty.

***Limited Liquidity in Investment Vehicles*** - Investment Vehicles can be formed as private funds. There is no public market for interests in private funds, and it is not expected to develop. There will also be substantial restrictions upon the transferability of interests, including the requirement in a partnership agreement that most transfers be approved by the general partner managing a private fund. There are also other contractual restrictions, as well as those imposed by applicable federal securities laws and the laws and regulations of other jurisdictions, which might require an indefinite holding period for private fund interests. Private funds are subject to increased regulation in the United States, and any restrictions such regulation imposes could reduce or further restrict their liquidity and/or marketability, with any increased costs potentially borne by investors. A purchase of an interest in a private fund should be considered only by persons financially able to maintain their investment and who can afford a loss of all or a substantial part of such investment. In addition, investors who invest through an offshore fund should be aware that an interest in the offshore fund is typically less attractive to other investors who are not foreign or tax-exempt entities in the United States. Therefore, an interest in an offshore fund can be even less liquid than a direct investment interest in an onshore fund. There is no assurance that any distribution will be made or that fund investments will be successful.

Many recommended private funds have lock-up provisions that prohibit an investor from withdrawing money for a certain period, for example, 12 to 24 months or significantly longer. Some of these investments require advance notice if an investor seeks a full or partial redemption, while others remain in place until the fund ends. In addition, payment of a full cash redemption can take time.

***Illiquid Investments*** - Investments in certain Investment Vehicles, including private equity and real assets, will be illiquid and entail a high degree of risk. An investor in an illiquid portfolio fund should expect to hold the investment for the entire life of the portfolio fund, which is typically 7 to 10 years or more.

The underlying investments of an illiquid portfolio fund, at any given time, consist of significant amounts of securities and other financial instruments that are very thinly traded, or for which no market exists, or which are restricted as to their transferability under U.S. federal or state or non-United States securities laws. In some cases, illiquid portfolio funds also prohibit by contract the sale of such securities for a period of time. In other cases, the types of investments made by illiquid portfolio funds require substantial time to liquidate. Consequently, there is a significant risk that the illiquid portfolio funds will be unable to realize their investment objectives by selling or otherwise disposing of portfolio company securities at attractive prices, or to complete any exit strategy for their portfolio companies. These risks can be further increased by changes in the financial condition or business prospects of the portfolio companies, economic conditions, and laws. An illiquid portfolio fund could distribute its investments “in kind,” which might be composed of illiquid securities and securities issued by a pooled liquidation vehicle. The pooled vehicle might, in turn, make in-kind

distributions of these investments. There can be no assurance that Clients or investors will be able to dispose of these investments or that the value of these investments, as determined by a pooled vehicle, its general partner, or managing member, will ultimately be realized.

### ***Portfolio Funds and Manager Risk***

***Unregistered Funds*** – Some Investment Vehicles recommended by Bitterroot Capital are private limited partnerships or similar structures sold in private placements. They are not registered investment companies under the Investment Company Act of 1940. Some of the underlying managers might not be required to register as investment advisers under U.S. federal or state law. Interests in the pooled vehicles have not been registered under the Securities Act of 1933. Consequently, Clients will not be entitled to many of the protections of the federal securities laws.

***Possible Misconduct by Underlying Managers*** - Because Clients invest through underlying managers or private funds that are separate from Bitterroot Capital and over which Bitterroot Capital does not have physical custody or control, an underlying manager could divert or abscond with a Client's assets, fail to follow its stated investment strategies, issue false reports, or engage in other misconduct.

***Effect of Carried Interest*** - The existence of a carried interest or performance fee payable to the portfolio fund managers creates an incentive for such managers to make riskier or more speculative investments on behalf of their funds than would be the case in the absence of this arrangement. It could also cause such managers to favor accounts (including funds) that have carried interest or performance fees over those that do not.

***Key Principals of the Investment Vehicle Managers*** - Investment Vehicle managers are likely to be dependent on the services of one or a few key individuals. The loss of services of a key individual, for any reason, could impair an Investment Vehicle's ability to achieve its investment objective.

***Increase in Managed Assets*** - A fund could invest with underlying managers experiencing a significant increase in the assets they manage, which might impair their ability to generate returns on par with their historical results. In addition, an underlying manager facing a significant increase in assets to invest may deviate from its stated strategies into strategies or markets with which it has little or no experience. This could result in losses to the Investment Vehicle and, thus, the Client.

***New Strategies*** - Strategies used by Investment Vehicles might not have been in use during periods of major market stress, disruption, or decline. As a result, it is not known how these strategies will perform in these periods.

***Tax Considerations*** - Bitterroot Capital endeavors to furnish tax information as soon as practicable following the end of each year. However, to furnish such tax information, we must first receive corresponding tax information from all Investment Vehicles and other investments. Clients may be required to file extensions for any given year, particularly due to illiquid investments. The tax liability with respect to income and gains of an Investment Vehicle for a year may exceed the cash withdrawn by, or distributed to, the investor in respect of such year. Investing in private funds involves complex tax issues for particular Clients. Bitterroot Capital is not a tax accounting firm, and Clients should consult their own tax advisors.

## **Item 9: Disciplinary Information**

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### **Legal or Disciplinary Events Disclosure**

Neither Bitterroot Capital nor any of its management persons have any criminal or civil actions, administrative proceedings, or self-regulatory organization proceedings to report that are material to a Client's evaluation of our advisory business.

## **Item 10: Other Financial Industry Activities & Affiliations**

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### **Other Financial Industry Activities & Affiliations**

Bitterroot Capital is an independent registered investment adviser that provides investment advisory services as described in this Brochure. Except as otherwise disclosed herein, neither Bitterroot Capital nor any of its management persons or related persons maintains a material relationship with, or is registered as, associated with, or employed by, any of the following entities:

- Broker-dealer, municipal securities dealer, government securities dealer, or broker.
- Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company, or "hedge fund," and offshore fund).
- Other investment adviser or financial planner.
- Futures commission merchant, commodity pool operator, or commodity trading advisor.
- Banking or thrift institution.
- Accountant or accounting firm.
- Lawyer or law firm.
- Insurance company or agency.
- Pension consultant.
- Real estate broker or dealer.
- Sponsor or syndicator of limited partnerships.

Bitterroot Capital does not engage in business activities other than those described in this Brochure. However, certain supervised persons of the Adviser may engage in business activities or offer products or services outside of their roles with Bitterroot Capital. Any such activities are subject to the Adviser's supervision and compliance policies and are disclosed to Clients as required under applicable law. (*See "Conflicts of Interest" at the end of this section for additional information.*)

### **Recommendation of Other Managers**

Bitterroot Capital may recommend unaffiliated third-party investment Managers when appropriate, based on a Client's objectives and circumstances. We conduct due diligence to confirm the Manager is properly licensed and reasonably aligned with the Client's goals. The Manager typically exercises discretionary authority pursuant to a separate agreement, and Bitterroot Capital monitors the Manager's performance and investment style. Bitterroot Capital receives no compensation from the recommended Managers and has no other business relationship with them, other than as disclosed herein.

### **Third-Party Platform Service Providers**

Bitterroot Capital uses third-party platforms to support and enhance the advisory services provided to Clients, including investment tools and operational resources. These platforms are selected based on their ability to meet Client needs and are intended to support the efficient delivery of advisory services. While the firm may receive operational or technical support from platform providers, Bitterroot Capital retains full discretion over all investment recommendations. Unless otherwise disclosed, the firm does not receive additional compensation or other benefits for recommending or using these platforms.

## **Other Business Relationships**

Bitterroot Capital utilizes unaffiliated, independent service providers primarily for administrative and operational support. The Adviser seeks to engage qualified professionals it believes are appropriate and consistent with its fiduciary duty to Clients. While the Adviser may maintain a network of accountants, attorneys, and other professionals, neither the firm nor its Associates receive compensation for referrals to such third parties unless otherwise disclosed.

## **Conflicts of Interest**

Certain activities, affiliations, or relationships disclosed in this Brochure may present potential conflicts of interest. Bitterroot Capital and its Supervised Persons are subject to a fiduciary duty and make recommendations based on Clients' needs and objectives, not on any benefit to the firm or its personnel. Clients are under no obligation to act on any recommendation and may obtain similar services from other providers. Except as expressly disclosed, the Adviser has no other material financial industry relationships or conflicts required to be disclosed under this Item.

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

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### **Code of Ethics**

Bitterroot Capital has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 under the Advisers Act, as amended. The Code establishes rigorous standards of ethical conduct and requires compliance with applicable federal securities laws. It reflects Bitterroot Capital's fiduciary duty of loyalty and care to its Clients, as well as the firm's obligation to supervise the advisory activities of its Supervised Persons.

The Code applies to all of Bitterroot Capital's Supervised Persons, including officers, directors, employees, Client Advisors, and any other persons subject to the Adviser's supervision and control, as well as any additional persons designated by the Chief Compliance Officer.

The Code reflects Bitterroot Capital's commitment to placing Clients' interests first and conducting its advisory business with integrity, professionalism, and fairness. The Code restricts activities that may give rise to actual, potential, or perceived conflicts of interest and establishes reporting, review, and enforcement procedures. Among other matters, the Code governs personal securities transactions, including the review of initial, annual, and quarterly securities holdings and transaction reports submitted by Access Persons, as well as pre-approval requirements for investments in initial public offerings and limited offerings, such as private placements.

The Code also includes appropriate oversight, enforcement, and recordkeeping provisions, and expressly prohibits the misuse of material non-public information ("MNPI"). While Bitterroot Capital does not believe it has routine access to MNPI, all Supervised Persons are prohibited from using such information in either a personal or professional capacity.

In addition, the Code addresses the confidentiality of Client information, gifts and entertainment, outside business activities, and pre-clearance and reporting requirements applicable to Access Persons and operates in conjunction with Bitterroot Capital's written supervisory policies and procedures. The Code is designed to help ensure that Associates' personal securities transactions, activities, and interests do not compromise their ability to act in the best interests of advisory Clients, while permitting them to invest for their own accounts in a manner consistent with the firm's fiduciary obligations.

The Code is distributed upon hire and at least annually thereafter, and Associates are required to acknowledge receipt of and comply with the Code. Violations must be reported to the Chief Compliance Officer and may result in disciplinary action, up to and including termination.

A free copy of our Code of Ethics is available for review by any Client or prospective Client by sending a request to Andrew Martzloff at [ASM@bitterrootcapital.com](mailto:ASM@bitterrootcapital.com).

Bitterroot Capital holds its Associates to a high standard of integrity and business practices. To properly serve its Clients, Bitterroot Capital strives to avoid or manage conflicts of interest or the appearance of conflicts of interest. The following disclosures describe how the Adviser addresses potential conflicts arising from participation in Client transactions and personal trading.

### **Recommendations or Transactions in Securities with Material Financial Interests**

Neither Bitterroot Capital nor its Associates recommend securities to Clients, or effect transactions for Client accounts, in which the Adviser or an Associate has a material financial interest. The Adviser does not act as a principal in transactions with Clients, does not buy securities from or sell securities to Clients for its own account, does not serve as a general partner in any partnership for which it solicits Client investments, and does not act as an investment adviser to an investment company that it recommends to Clients.

### **Participation or Interest in Investments in Securities Recommended to Clients**

Bitterroot Capital and its Associates buy or sell securities for their own accounts at or near the time that Client transactions are executed or securities are recommended to Clients. These activities present potential conflicts of interest because personal trading could benefit the Adviser or its personnel at the expense of Clients, including through trading ahead of Client transactions or otherwise disadvantaging Client accounts.

To address these conflicts, Bitterroot Capital does not give priority trading in its own accounts or the accounts of its Associates over Client accounts. It allocates transactions in a manner consistent with its fiduciary obligations and applicable law. In addition, the Adviser has adopted a Code of Ethics and related policies and procedures designed to safeguard that Client interests are placed first and to monitor personal trading by its Supervised Persons is conducted in a manner consistent with the Adviser's fiduciary duties.

### **Personal Trading**

Bitterroot Capital monitors personal securities transactions of the firm and its Associates to ensure that such activity is consistent with the Adviser's fiduciary obligations to Clients and in compliance with applicable laws and regulations. The Adviser's personal trading policies and procedures are designed to prevent conflicts of interest and to ensure that Client interests are placed first.

Except for transactions in certain exempt securities, Access Persons are required to obtain prior written approval from the Chief Compliance Officer or a designated supervisor before engaging in personal securities transactions. The Adviser reserves the right to deny or restrict any personal trade that may present a conflict of interest or the appearance of impropriety. For business, legal, or compliance reasons, the Adviser may restrict personal trading in certain securities for designated periods, which are maintained on the firm's Restricted List.

Transactions in restricted securities are subject to heightened review.

Bitterroot Capital maintains a strict prohibition on insider trading and has adopted policies and procedures designed to prevent the misuse of material non-public information. Associates are prohibited from using such information for personal benefit and are required to comply with the firm's insider trading policies at all times.

Access Persons are required to disclose personal securities accounts and holdings upon onboarding and annually thereafter, and must arrange for Bitterroot Capital to receive duplicate brokerage statements and trade confirmations for their personal accounts.

The Chief Compliance Officer reviews personal trading activity on at least a quarterly basis. If a potential conflict or policy violation is identified, the firm will take appropriate corrective action.

## Item 12: Brokerage Practices

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### **Selection of Broker-Dealers**

Bitterroot Capital generally has the authority to determine, without obtaining specific Client consent, the securities and amount thereof to be sold or purchased, subject to the Investment Policy Statement (or Investment Guidelines) and restrictions imposed by our discretionary Clients. It is our practice to effect discretionary Client transactions through numerous brokers. After appropriate due diligence and careful consideration, Bitterroot Capital has selected [Charles Schwab & Co., Inc.](#) (“Schwab”), a [FINRA](#)-registered broker-dealer and [SIPC](#) member, as its preferred qualified custodian to maintain custody of Client assets. Bitterroot Capital is not affiliated with Schwab, and Schwab does not endorse, recommend, or supervise the Adviser’s services.

### **Factors Considered in Selecting/Recommending Broker-Dealers; Reasonableness of Compensation**

Bitterroot Capital seeks to recommend custodians and broker-dealers to hold Client assets and execute transactions on terms it believes are most advantageous to Clients, taking into account the range and quality of services provided. Bitterroot Capital limits custodial relationships to a certain group of approved custodians for operational, compliance, supervision, and risk-management purposes. Maintaining accounts with approved custodians enables the Adviser to administer Client accounts, monitor transactions, maintain data integrity, and satisfy applicable regulatory obligations.

Although the Adviser has designated certain preferred custodians, it may, upon Client request, effect transactions through other broker-dealers where such arrangements are consistent with its duty to seek best execution and the applicable Client Agreement.

In connection with this duty, Bitterroot Capital regularly reviews and evaluates its custodial and brokerage relationships to assess the reasonableness of compensation arrangements and the overall quality of services provided, regardless of which firm maintains custody of Client assets. The specific factors considered vary based on the circumstances and may include, among others, the following:

- The availability of transaction execution services in combination with asset custody services, generally offered without a separate custody fee.
- The ability to execute, clear, and settle securities transactions for Client accounts.
- The ability to facilitate asset transfers and payments, including wire transfers, check requests, and bill payments.
- Competitive trading commission costs and other transaction-related charges.
- The quality and responsiveness of customer service.
- The competitiveness of pricing for services provided, including commissions, margin interest rates, and other fees, as well as the willingness to negotiate such pricing.
- The provider’s reputation, financial condition, and history of service to Bitterroot Capital and its Clients.
- The availability of additional products and services that support the Adviser’s operations.

In selecting and recommending custodians, Bitterroot Capital makes a good-faith determination that commissions, mark-ups, mark-downs, and other transaction costs are reasonable in relation to the value of the brokerage, custodial, and research services provided. This assessment is conducted as part of the firm’s ongoing due diligence process. Generally, custodians do not charge separate custody fees. Instead, they are compensated through transaction-based charges, including commissions where applicable, mark-ups or mark-downs on certain fixed-income transactions, interest earned on uninvested Client cash balances, and other compensation permitted under applicable laws and regulations.

### **Best Execution**

Bitterroot Capital acts in accordance with its fiduciary duty to seek best execution for Client transactions. As a matter of policy and practice, the Adviser conducts initial and ongoing due diligence of its brokerage

arrangements, including considerations related to best execution, brokerage practices, and potential conflicts of interest, and directed brokerage, and seeks to ensure compliance with each Client's written Advisory Agreement and, where applicable, the Client's investment policy statement.

In seeking best execution, the determinative factor is not necessarily the lowest possible transaction cost but whether the transaction represents the most favorable execution under the circumstances. It is not our practice to negotiate "execution only" commission rates. In making this determination, Bitterroot Capital considers a range of qualitative and quantitative factors, including, among others, execution capability, financial strength and stability of the broker-dealer or custodian, responsiveness and service quality, commission rates and other transaction costs, and the value of research and other brokerage services provided.

Accordingly, while Bitterroot Capital seeks to obtain competitive commission rates, it may not always obtain the lowest available commission or transaction cost for Client transactions. In certain circumstances, a Client may pay a commission or other transaction charge that is higher than that charged by another broker-dealer for effecting the same transaction when the Adviser determines, in good faith, that the commission or transaction cost is reasonable in relation to the value of the brokerage and research services received.

### **Custodial Support Services**

In addition to brokerage execution and custody, custodians provide products and services that support an investment adviser's investment management, operational, and business activities. The availability and terms of these services may change at the custodian's discretion. These services typically include the following:

#### ***Services That Benefit Clients***

Custodial services include the safekeeping of Client assets, the execution, clearance, and settlement of securities transactions, and access to a broad range of institutional investment products, including mutual funds, exchange-traded funds ("ETFs"), alternative investment vehicles, and other securities that may not otherwise be available or may require higher minimum investments through other platforms. Custodians also support account administration, transaction processing, portfolio implementation, asset movement, and reporting for Client accounts.

#### ***Services That Do Not Always Directly Benefit Clients***

Custodians can also provide products and services that assist advisers in managing and administering Client accounts, but do not directly benefit individual Client accounts. These services typically include, among others:

- Investment research, including proprietary research and research provided by third-party vendors.
- Software and technology that facilitate trade execution, aggregation, and allocation, access to Client account data (including trade confirmations and account statements), market data, and portfolio performance measurement and analysis.
- Systems that facilitate the calculation and payment of advisory fees from Client accounts.
- Recordkeeping, Client reporting, and other back-office operational support.

Investment advisers will usually use this research, technology, and support services to service all or a substantial portion of Client accounts, including accounts not maintained at the particular custodian. The services are not provided in connection with any specific Client transaction.

#### ***Services That Primarily Benefit the Adviser***

Custodians may also offer services intended to support an adviser's overall business operations rather than individual Client accounts.

These services may include, without limitation:

- Educational conferences, seminars, and training events.
- Technology solutions unrelated to specific Client accounts.
- Compliance, legal, regulatory, and business consulting.
- Practice-management resources and publications.
- Business-succession planning resources.
- Access to third-party service providers, including employee-benefits providers, human-capital consultants, and insurance providers.

Custodians will provide these services directly or arrange for third-party vendors to deliver them. In certain cases, custodians may discount or waive fees for these services or subsidize all or a portion of third-party costs. Custodians may also provide occasional business entertainment to advisory personnel.

These custodial products and services benefit Bitterroot Capital and create an incentive for Clients to maintain their accounts with custodians that offer such benefits. Clients are not required to maintain accounts with any particular custodian, and Bitterroot Capital seeks to manage this conflict by evaluating custodial relationships based on the overall quality and cost of services provided to Clients.

### **Research & Other Soft Dollar Benefits**

Bitterroot Capital receives research and other products or services other than execution from broker-dealers in connection with Client securities transactions, including proprietary research (i.e., created or developed by a broker-dealer) and research provided by third-party vendors. Such research and services can include written reports on individual companies and industries, information regarding general economic conditions, access to research analysts, and technical measurement services.

The Adviser's receipt of these research and related services is intended to be consistent with the safe harbor for brokerage and research services under Section 28(e) of the Securities Exchange Act of 1934. In reliance on this safe harbor, Bitterroot Capital can cause Client accounts to pay a commission that is higher than the commission another broker-dealer might charge for effecting the same transaction, where the Adviser determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided, viewed in terms of either the specific transaction or our overall responsibilities to Clients.

These arrangements benefit Bitterroot Capital because the firm does not have to produce or pay for certain research, products, or services separately. Accordingly, the Adviser has an incentive to select or recommend broker-dealers based, in part, on its interest in receiving these benefits, rather than solely on a Client's interest in obtaining the most favorable execution. Bitterroot Capital seeks to manage this conflict in a manner consistent with its fiduciary duty and obligation to seek best execution for Client transactions.

Bitterroot Capital may use research, products, and services through soft dollar arrangements furnished by broker-dealers through which the firm effects transactions to support its investment advisory services generally, and not solely for the benefit of the specific Client accounts whose transactions generated the associated soft dollar credits. Bitterroot Capital does not seek to allocate such benefits proportionately to the soft dollar credits generated by any particular Client account.

### **Brokerage for Client Referrals**

Bitterroot Capital considers Client referrals from broker-dealers or third parties when selecting or recommending broker-dealers. Bitterroot Capital does not receive referrals in exchange for directing brokerate transactions, nor does it direct brokerage in consideration for referrals.

### **Directed Brokerage**

Clients have the option to direct us to have transactions executed through specified brokers. If such directions are given, we will not exercise our discretionary authority to change a Client's brokerage relationship. In

addition, non-discretionary Clients may, from time to time, request that we effect transactions through specified brokers on their behalf. We can attempt to negotiate commission discounts for Clients who wish to retain a brokerage relationship. However, Clients who direct Bitterroot Capital to use a specific broker could pay higher commission rates or receive less favorable execution than non-directing Clients.

Because different Clients can direct brokerage, we may be unable to obtain volume discounts or best execution for these Client-directed transactions, and there may be occasional disparities in Client commission charges.

Bitterroot Capital intends to aggregate Client trades in the same securities at the same time, which can lower transaction costs. To the extent that Bitterroot Capital cannot aggregate Client trades, Clients' costs can increase.

Bitterroot Capital has a fiduciary duty to seek best execution for Client transactions. When Clients direct brokerage, the Adviser's ability to select broker-dealers based on best execution considerations, including execution quality and the availability of eligible research and brokerage services obtained through soft-dollar arrangements, can be limited.

To the extent that directed brokerage restricts our ability to execute transactions through broker-dealers that provide such services, this practice may affect Bitterroot Capital's overall trading and research process. Directing brokerage can cost Clients more money. Clients should therefore carefully consider whether directing brokerage is in their best interests.

### **Aggregated Trading**

Bitterroot Capital provides investment management services to multiple Clients and, from time to time, may execute transactions to purchase or sell the same securities across multiple Client accounts with similar investment objectives at or around the same time. Bitterroot Capital intends to aggregate Client trades in the same securities at the same time, which can lower transaction costs. To the extent that Bitterroot Capital cannot aggregate Client trades, Clients' costs can increase.

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

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### **Client Account Evaluation & Oversight**

Bitterroot Capital has a fiduciary duty to provide investment advisory services that are appropriate to each Client's individual circumstances and consistent with the applicable written services Agreement. The firm's Chief Compliance Officer ("CCO"), or their Designee, oversees Bitterroot Capital's supervisory and compliance framework, including the firm's Client account review practices and account oversight obligations.

All initial Client Agreements are reviewed and approved by the CCO or another designated firm principal before implementation.

From time to time, supervisory responsibilities may be reassigned due to personnel or organizational changes; however, any such reassignment does not alter Bitterroot Capital's supervisory standards, review processes, or overall oversight responsibilities.

### **Review Frequency & Scope by Advisory Service**

Bitterroot Capital reviews Client accounts on an ongoing basis, with formal reviews conducted at least annually. Bitterroot Capital's investment professionals conduct reviews. The frequency and scope of account reviews vary depending on the advisory service provided and the terms of the applicable Advisory Agreement. Unusual market conditions, material changes in Client circumstances, or significant deviations in performance may prompt more frequent reviews.

Reviews consider factors such as asset allocation, investment performance, market conditions, and the continued suitability of investments based on Client objectives.

### **Nature & Frequency of Client Reports**

Clients typically receive written portfolio and performance reports on a quarterly or monthly basis. Reports generally include a description of account holdings and a quantitative review of performance and are accompanied by a written market comment. Andrew Martzloff, Keith Gertsen, and the firm's investment professionals review all materials.

Clients will also receive account statements, trade confirmations, and other reports directly from their qualified custodian(s).

Clients are encouraged to review any supplemental reports provided by Bitterroot Capital and compare them to the reports received from their custodian(s). Differences between custodian-provided statements and Adviser-provided reports may occur due to timing, valuation methodologies, or reporting conventions and do not necessarily indicate an error.

Clients should promptly notify Bitterroot Capital of any questions, discrepancies, or concerns regarding account statements, confirmations, or reports, and in all cases before the next statement cycle, so that the matter may be reviewed and addressed as appropriate.

### **Account Oversight & Reporting**

Andrew S. Martzloff or Keith Gertsen oversees Client account reviews. They are assisted by professional staff who support research, analysis, and reporting functions under their direction. Client accounts and holdings are monitored using portfolio management systems, reporting tools, and exception-based review processes, as applicable to the advisory service provided.

All account review services are included as part of Bitterroot Capital's advisory services and are provided at no additional cost to Clients.

## **Item 14: Client Referrals & Other Compensation**

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### **Client Referrals**

Bitterroot Capital does not receive referral fees or other direct compensation from third parties in connection with providing investment advisory services, nor does it compensate any individual or firm for Client referrals. Any support products or services made available by a custodian are non-cash benefits and are not provided to Bitterroot Capital in exchange for Client referrals.

### **Custodian-Related Benefits**

Bitterroot Capital receives an economic benefit from its recommended qualified custodians in the form of support products and services provided as part of its arrangement to recommend that Clients maintain accounts with these custodians.

### **Investment Product-Related Benefits**

Custodians, fund sponsors, and other third parties may provide the Adviser with educational resources, product information, due diligence tools, or occasional access to conferences. Certain mutual funds may also pay distribution or servicing fees to broker-dealers, custodians, or other intermediaries. To the extent the Adviser or its Client Advisors receive such benefits, a conflict of interest may exist; however, neither the firm nor its personnel receives higher compensation based on the selection of specific investment products. Bitterroot Capital manages these conflicts consistent with its fiduciary duty, and no portion of such benefits is derived from brokerage commissions on Client transactions.

## **Conflicts of Interest**

The above benefits are not based on the number of Client referrals or the amount of Client assets placed with any custodian. The receipt of such benefits nonetheless presents a potential conflict of interest because the Adviser has an incentive to recommend custodians that provide such support. Bitterroot Capital addresses this conflict by periodically reviewing custodial relationships and by selecting custodians based on service quality, cost, and Client needs rather than the receipt of such benefits.

## **Item 15: Custody**

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### **Custodial Arrangements**

Bitterroot Capital does not maintain custody of Client funds or securities except for the limited authority to deduct advisory fees from certain Client accounts, with the Client's written permission. All Client cash, securities, and other assets are held with an independent, unaffiliated qualified custodian pursuant to a separate written brokerage or custodial agreement between the Client and the custodian. Client assets are maintained in accounts held in the Client's name, and checks, wire transfers, funds, and securities are transmitted directly between the Client and the custodian.

### **Custodial Statements & Client Review**

Clients receive account statements directly from a qualified custodian at least quarterly. Clients should carefully review those custodial statements and compare them to any reports provided by Bitterroot Capital.

## **Item 16: Investment Discretion**

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### **Account Management Style**

Bitterroot Capital provides advisory services on either a **non-discretionary** or in designated circumstances, **discretionary** basis, depending on the specific advisory service selected, as expressly selected by the Client. The scope of the Adviser's authority, level of discretion, and all material terms of the advisory relationship are fully disclosed to, and accepted by, the Client before the commencement of services, as reflected in each executed Advisory Agreement.

Clients may engage Bitterroot Capital under one of the following account management authorities:

#### ***Non-Discretionary Authority***

Unless specifically requested by a Client, the Adviser will manage the Client's account on a non-discretionary basis. Non-discretionary account management authority requires Clients to initiate or pre-approve investment transactions in the account before they occur. Clients may decide not to invest in securities or other securities and refuse to approve securities transactions.

Bitterroot Capital's non-discretionary Clients could, from time to time, request that Bitterroot Capital effect transactions through specified brokers on the Client's behalf. See discussion in Item 12.

#### ***Discretionary Authority***

For Client accounts where Clients have delegated discretion, Bitterroot Capital has the authority to determine, without obtaining further specific Client consent and subject to the Investment Policy Statement (or Investment Guidelines) and any restrictions imposed by its discretionary Clients, the securities, amount, and timing of sales or purchases. Bitterroot Capital's discretionary authority may be limited, and Client directions can define those limits.

For this type of management role, Clients will provide authority through written authorization, granting the Adviser complete and exclusive discretion to manage all investments, reinvestments, and other transactions for their account as deemed appropriate by their Client Advisor, in accordance with the Client's investment guidelines. *(Please note this authority excludes certain money movement transactions. The Adviser will not initiate wire transfers or transfers of funds to third parties without the Client's explicit written approval.)*

Discretionary authority is limited to investments within a Client's managed account(s). Clients grant this authority by executing a formal limited power of attorney, either as a standalone document or as part of the account-opening documentation required by the custodian.

Both non-discretionary and discretionary authority will remain in effect until modified or terminated in writing by the Client or the Client's duly authorized representative, in accordance with the applicable advisory agreement and custodian requirements, and notwithstanding the Client's incapacity or disability, unless modified or terminated in writing in accordance with applicable agreements and law.

## **Item 17: Voting Client Securities**

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### **Proxy Voting**

Bitterroot Capital does not accept authority to vote Client securities or proxies on behalf of Clients or assume responsibility for reviewing, evaluating, or acting upon proxy solicitations. Clients will receive proxy materials directly from the applicable security issuer, qualified custodian, transfer agent, insurance company, annuity issuer (or their designated custodian), or other third-party service provider, as applicable. Clients are solely responsible for exercising their proxy-voting rights.

When requested by the Client, Client Advisors will provide advice or respond to questions regarding proxy voting or a particular solicitation; however, doing so does not confer or imply proxy-voting authority. Please contact Carrie Chestnut, Bitterroot Capital's Chief Compliance Officer, at T: (406) 556-8200 or [carrie@bitterrootcapital.com](mailto:carrie@bitterrootcapital.com) for additional information.

### **Class Actions, Bankruptcies & Other Legal Proceedings**

Bitterroot Capital does not monitor, evaluate, or advise Clients regarding securities-related class action lawsuits, bankruptcy proceedings, or other legal actions involving securities held currently or previously in a Client's account. The Adviser has no obligation to determine whether a Client's securities are subject to a pending or settled legal action, nor to forward legal notices, filings, or related materials.

## **Item 18: Financial Information**

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### **Balance Sheet Requirement**

Bitterroot Capital does not require nor solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance, and therefore does not need to include a balance sheet with this brochure.

### **Financial Conditions Reasonably Likely to Impair the Adviser's Ability to Meet Contractual Commitments**

Neither Bitterroot Capital nor its management has any financial condition reasonably likely to impair the Adviser's ability to meet its contractual commitments to Clients.

### **Bankruptcy Disclosure**

Neither Bitterroot Capital nor any member of its management team has been the subject of a bankruptcy petition in the past ten (10) years.