

**Item 1. Cover Page**

**Disclosure Brochure of**

**HTAA, LLC**

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**October 19, 2023**

This brochure provides information about the qualifications and business practices of HTAA, LLC ("HTAA" or the "Adviser"). If you have any questions about the contents of this brochure, please contact us at 312-356-3150 or [petra@hulltactical.com](mailto:petra@hulltactical.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about HTAA also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

HTAA is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act"). SEC registration does not imply a certain level of skill or training.

## **Item 2. Material Changes**

From time to time, HTAA may amend this Disclosure Brochure to reflect material changes in the firm's business practices, changes in regulations and for routine annual updates as required under the Advisers Act or the rules adopted by the U.S. Securities & Exchange Commission ("SEC"). This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of HTAA or in other information set forth herein. Since the last amendment on March 22, 2023, the following section was revised:

- Item 4: Removed reference to the use of "advanced machine learning" as part of the portfolio managers' investment decision-making process;
- Item 4: Updated HTAA's role from sub-adviser to adviser commensurate with the Fund's conversion from the Exchange Traded Concepts Trust to the Capitol Series Trust as of the close of business on June 2, 2023;
- Item 4: Updated assets under management as of September 30, 2023; and
- Item 12: Added information about a new affiliated broker/dealer.

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#### **Item 4. Advisory Business**

HTAA, LLC (“HTAA” or the “Adviser”) is a Delaware Limited Liability Company formed in 2013. HTAA is a registered investment adviser located in Chicago, Illinois that provides investment advisory services as the investment adviser to an exchange traded fund, the Hull Tactical US ETF (“HTUS” or the “Fund”), a series of the Capitol Series Trust (“CST”). The Fund is an actively managed exchange-traded fund that seeks long-term capital appreciation. HTAA makes investment decisions for the Fund and continuously reviews, supervises and administers the investment program of the Fund.

HTAA also provides investment advice and management to separately managed accounts (the “Separate Accounts,” and collectively with the Fund, the “Clients”). The services that HTAA provides to the Separate Accounts include initial advice regarding, and ongoing monitoring of, a Separate Account’s asset allocation, general investment consulting and active management of securities portfolios for those accounts.

Clients have no opportunity to select or evaluate any fund investments or strategies. HTAA selects all investments and strategies and directs all trading via a discretionary investment advisory agreement.

HTAA may tailor its services to the individual needs of Separate Account clients, but generally manages each such account according to the strategy selected by HTAA. Clients may impose restrictions on their Separate Accounts, but HTAA in the event restrictions imposed on such accounts would affect HTAA’s investment strategy, HTAA retains the right to terminate such accounts.

HTAA’s principal owner is HTAA Holdings LLC. Blair Hull is HTAA’s Chairman and Founder. As of September 30, 2023, HTAA had total discretionary assets under management of approximately \$64,781,661. HTAA only manages assets on a discretionary basis.

HTAA’s approach to investing is rooted in capturing and combining into an “ensemble” an array of signals spanning statistical, behavioral-sentimental, technical, fundamental, and economic data sources. Through the use of statistical modeling tools, the portfolio managers continually investigate these inputs and evaluate the evolving complex relationships between these factors and the market. HTAA utilizes a proprietary quantitative trading model that takes long and short positions in exchange traded futures contracts and ETFs that seek to track the performance of the S&P 500 Index, as well as leveraged ETFs or inverse ETFs that seek to deliver multiples, or the inverse, of the performance of the S&P 500. The S&P 500 Index is a widely recognized benchmark of U.S. stock market performance that is composed primarily of large capitalization U.S. issuers. The goal of the model is to achieve long-term growth from investments in the U.S. equity and Treasury markets, independent of market direction. Recognizing that no single model can indefinitely survive the test of time, the HTAA team is continually re-evaluating and adapting its models, combining strategies into a blended signal that informs fund allocations on a day-to-day basis. Please see Item 8 – “Methods of Analysis, Investment Strategies and Risk of Loss,” below for more information.

## **Item 5. Fees and Compensation**

### The Fund

Pursuant to an advisory agreement between HTAA and the Fund, the Fund pays HTAA 0.91% of the average daily net assets of the Fund. This fee is paid to HTAA on a monthly basis. Please refer to the ETF's prospectus for more information on the applicable fees and expenses.

### The Separate Accounts

Clients pay an investment advisory fee based on a percentage of the market value of the assets managed by HTAA. HTAA may also charge performance-based compensation with respect to the Separate Accounts, though at this time it has no such arrangements. HTAA's compensation from Separate Accounts varies on a case-by-case basis as a result of negotiations with the Client and/or factors that may include particular circumstances of the Client. Fees are also determined by the size and scope of the overall Client relationship with HTAA and its affiliates. Fees are charged quarterly in arrears based on the end of quarter notional amount and HTAA bills Clients for advisory fees incurred.

### **Management Fee Only Account**

<b>Notional</b>	<b>Fee</b>
\$5M - \$50M	.80%
\$50M - \$100M	.70%
\$100M +	.60%

### **Performance Fee Only Account**

<b>Notional</b>	<b>Fee</b>
\$5M +	15%

### General Disclosure

Accounts that invest in ETFs also pay, indirectly, investment advisory fees to the managers of those funds. HTAA believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

Each Separate Account client will enter into a Trading Advisory Agreement with HTAA whereby each such client will appoint HTAA to manage the investment of all cash and other assets in the account. The Trading Advisory Agreement may be terminated in the following manner: (i) by either party (for any reason or no reason) upon not less than 30 days' written notice to the other party (or such shorter period as may be agreed upon by the client and HTAA in writing); (ii) by either party upon a material breach of the Agreement by the other party, unless such breach shall have been cured by the breaching party or waived by the non-breaching party within 15 days after receipt of written notice of such breach; or (iii) immediately by one party if the other party is dissolved, becomes insolvent, is unable to pay its debts as they fall due, makes a general

claim instituted against it a proceeding seeking a judgment of insolvency or bankruptcy, or if a liquidator, administrator or equivalent is appointed in respect of such party or substantially all of its assets.

In all cases, expenses, the pro rata portion of the management fee through the date of termination are charged to the account. All prepaid but unearned advisory fees are refunded on termination of a client's account.

Each Separate Account is responsible for its own costs and expenses, including trading costs and expenses including:

- Brokerage commissions
- Clearing fees
- Stamp duties
- NFA fees
- Exchange fees
- Miscellaneous fees such as telephone order placement
- Legal, accounting or bookkeeping fees
- Administrator fees

HTAA bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above.

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

HTAA offers accounts that pay performance-based compensation as well as accounts that are charged an asset-based fee, though it has no such accounts at this time. Certain supervised persons of HTAA may simultaneously manage accounts that are charged performance-based fees and accounts that are charged asset-based fees. The portfolio managers of these accounts utilize substantially similar investment strategies and invest in substantially similar assets for both account types. This portfolio management relationship is often referred to as "side-by-side management." Accounts that pay performance-based fees reward HTAA based on the performance in those accounts. As a result, performance-based fee arrangements likely provide a heightened incentive for portfolio managers to make investments that present a greater potential for return but also a greater risk of loss and that may be more speculative than if only asset-based fees were applied. The side by-side management of accounts that pay performance-based fees and accounts that only pay an asset-based fee creates a conflict of interest because there is an inherent incentive for the portfolio manager to favor accounts with the potential to receive greater fees. To address these types of conflicts, HTAA has adopted policies and procedures pursuant to which investment opportunities will be allocated among similarly situated Clients in a manner that HTAA believes is fair and equitable over time. To further manage these potential conflicts of interest, the Adviser monitors accounts within the same strategy in an effort to ensure performance is consistent across accounts. The Adviser's portfolio managers are responsible for the daily management

and review of the accounts under their supervision. HTAA conducts reviews of its portfolio managers' accounts on a periodic basis. Currently, HTAA has no accounts that pay performance-based fees.

## **Item 7. Types of Clients**

HTAA provides investment advice to the Fund and to the Separate Accounts.

With regard to the Fund, individual shares may only be purchased and sold on a national securities exchange through a broker-dealer. The Fund's shares are listed on the NYSE Arca, Inc. (the "Exchange"). The shares of the Fund that trade on the Exchange are "created" at their NAV by market makers, large investors and institutions only in a large specified number of shares called a "Creation Unit." The Fund issues and redeems shares on a continuous basis, at NAV, only in Creation Units of at least 25,000 shares. A "creator" enters into an authorized participant agreement ("Participant Agreement") with the Distributor or uses a Depository Trust Company ("DTC") participant who has executed a Participant Agreement (an "Authorized Participant"), and deposits into the Fund a portfolio of securities closely approximating the holdings of the Fund and/or a specified amount of cash, together totaling the NAV of the Creation Unit(s), in exchange for at least 25,000 shares of the Fund (or multiples thereof).

The price of the Fund's shares is based on market price, and because exchange-traded fund shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (premium) or less than NAV (discount).

With regard to the Separate Accounts, HTAA generally requires a minimum of \$5,000,000 to open a Separate Account but may waive this minimum. HTAA's Separate Account clients may include high-net-worth individuals, institutions, trusts, endowments and pension plans.

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

### HTUS Investment Strategy

HTAA utilizes various proprietary, analytical investment models that examine current and historical market data to attempt to predict the performance of the S&P 500 Index on a time horizon ranging from 1 day to 6 months. The models deliver investment signals that HTAA amalgamates into an overall market view to make investment decisions for the Fund. Depending on the discretion of HTAA and the investment signals delivered by the models, HTAA may take certain long or short positions in one or more S&P 500-related ETFs and S&P 500-related futures. When the Fund takes long positions, it may maintain long exposure of up to 200% of its net assets; exposure to short positions is limited to no more than 100% of its net assets. HTAA may adjust the Fund's long and short positions when necessary to

take into account new market conditions as well as data from the models. Positions may be adjusted at the HTAA's discretion as model predictions and market opportunities fluctuate.

The Fund seeks to achieve its investment objective of long-term capital appreciation by taking long and short positions in one or more exchange-traded funds that seek to track the performance of the S&P 500® Index. The Fund also seeks to achieve its investment objective by entering into S&P 500 Index-related options and options on S&P 500-related ETFs. The S&P 500 Index is a widely recognized benchmark of U.S. stock market performance that is composed primarily of large-capitalization U.S. issuers.

In seeking to achieve its investment objective, the Fund may engage in short sales of S&P 500-related ETFs. The Fund may also invest up to 10% of its total assets in leveraged or inverse ETFs that seek to deliver multiples (long), or the inverse (short), of the performance of the S&P 500 Index, respectively. However, in seeking its investment objective, the Fund does not seek performance that is a specific multiple or inverse, or inverse multiple of the S&P 500 Index. The Fund may invest in leveraged or inverse ETFs on a daily basis or longer consistent with HTAA's views on prevailing and anticipated market conditions.

The Fund will enter into futures contracts, in conjunction with investing in shares of an S&P 500-related ETF, to seek the desired long or short exposure to the S&P 500 Index. However, the Fund does not use futures as the sole or a primary means of pursuing its investment strategy. Instead, the Fund trades futures when HTAA determines that doing so may provide an efficient means of seeking exposure to the S&P 500 Index that is complementary to its investment in shares of an S&P 500-related ETF. The Fund therefore is not intended to provide investors with a means of accessing a trading strategy that is principally focused on accessing the market for S&P 500 Index futures.

During periods when the Fund's assets (or portion thereof) are not fully invested in one or more S&P 500-related ETFs or otherwise exposed to the S&P 500 Index, all or a portion of the Fund may be invested in cash instruments, which for this purpose include U.S. Treasury obligations; cash and cash equivalents including commercial paper, certificates of deposit and bankers' acceptances; repurchase agreements; shares of money market mutual funds; and high-quality, short-term debt instruments including, in addition to U.S. Treasury obligations, other U.S. government securities (collectively, "Cash Instruments"). Additionally, to respond to certain adverse market, economic, political or other conditions, the Fund may invest 100% of its assets, without limitation, in Cash Instruments. The Fund may be invested in this manner for extended periods, depending on the HTAA's assessment of market conditions. During this time, the Fund may not be able to meet its investment objective. To the extent that the Fund invests in Underlying ETFs or money market mutual funds, the Fund would bear its pro rata portion of each such money market fund's advisory fees and operational expenses.



The Adviser, on behalf of the Fund, has claimed an exclusion from the definition of the term “commodity pool operator” under the Commodity Exchange Act. As a result the Adviser is not required to be registered in that capacity with the Commodity Futures Trading Commission (the “CFTC”), nor are they regulated by the CFTC as a registered commodity pool operator or commodity trading advisor with respect to the Fund. The exclusion on which the Fund relies requires the Fund to limit its exposure to futures and other CFTC-regulated derivatives (such as swaps that reference broad-based securities indexes) to certain *de minimis* levels measured as a percentage of the Fund’s liquidation value. HTAA intends to manage the Fund’s investments in S&P 500 futures and S&P 500-related ETFs that trade CFTC-regulated derivatives in accordance with those levels at all times.

### Separate Accounts Investment Strategy

The Advisor’s investment objective is to generate long-term risk adjusted returns that exceed those of the S&P 500 Index, a widely recognized benchmark of U.S. stock market performance that is composed primarily of publicly traded large-capitalization common stocks. The Advisor believes that consistent application of data-driven algorithms may be used to achieve the objective. As a result, the Advisor’s research process, investment selection criteria, and buy and sell disciplines are driven by rigorous quantitative methods.

The Advisor utilizes various proprietary, analytical investment models that examine current and historical market data to attempt to predict the performance of the S&P 500 Index. The Advisor’s strategy allows for long exposure of up to 200% and short exposure of up to 100% of the Account’s Nominal Account Size. In general, Account exposure is adjusted daily, using exchange traded futures contracts designed to track the performance of the S&P 500 Index, based on the output of the Advisor’s models. In addition to using model forecasts, however, the Advisor may also adjust the long and short positions of the Account according to the Advisor’s discretion to take into account market conditions and opportunities.

During periods when the Account’s assets (or any portion thereof) are not fully invested in S&P 500-related futures, all or a portion of the Account may be invested in cash instruments, which for this purpose include U.S. Treasury obligations; cash and cash equivalents including commercial paper, certificates of deposit and bankers’ acceptances; repurchase agreements; shares of money market mutual funds; and high-quality, short-term debt instruments including, in addition to U.S. Treasury obligations, other U.S. government securities (collectively, “Cash Instruments”).

Additionally, to respond to certain adverse market, economic, political or other conditions, the Account may invest all or any portion of Account assets, without limitation, in Cash Instruments. The Account may be invested in Cash Instruments for extended periods of time based on the Advisor’s assessment of market conditions.

### Risk Factors

Investing in securities involves risk of loss that clients should be prepared to bear. Below you will find a detailed description of the material risks that apply to the investment strategies listed in the chart in “Methods of Analysis, Investment Strategies and Risk of Loss”.

*Authorized Participants, Market Makers and Liquidity Providers Concentration.* The Fund has a limited number of financial institutions that may act as Authorized Participants. In addition, there may be a limited number of market makers and/or liquidity providers in the marketplace. To the extent either of the following events occur, Fund shares may trade at a material discount to NAV and possibly face delisting: (i) Authorized Participants exit the business or otherwise become unable to process creation and/or redemption orders and no other Authorized Participants step forward to perform these services, or (ii) market makers and/or liquidity providers exit the business or significantly reduce their business activities and no other entities step forward to perform their functions.

*Concentration Risk.* The Fund may be susceptible to an increased risk of loss due to adverse occurrences to the extent that the Fund’s investments are concentrated in a particular country, region, market, group of industries, sector or asset class.

*Counterparty Risk.* The Fund is subject to the risk that a counterparty to a financial instrument may default on its payment obligation to the Fund. Such a default may cause the value of an investment in the Fund to decrease. Changes in the credit rating of a debt security held by the Fund could have a similar effect.

*Derivatives Risk.* The Fund uses futures contracts, which is a type of derivative contract. Underlying ETFs, and in particular leveraged and inverse ETFs, may use futures contracts and other types of derivatives, such as options and options on futures and enter into swap agreements. A derivative refers to any financial instrument whose value is derived, at least in part, from the price of another security or an asset, rate or, in the case of the Fund, a specified index - the S&P 500. The use of derivatives presents risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index. Gains or losses in a derivative may be magnified and may be much greater than the derivative’s original cost.

*Early Closing Risk.* An unanticipated early closing of the NYSE Arca (the “Exchange”) may result in a shareholder’s inability to buy or sell shares of the Fund on that day.

*Equity Risk.* The prices of equity securities in which the Fund’s Underlying ETFs invest may rise and fall daily. These price movements may result from factors affecting individual issuers, industries or the stock market as a whole.

*Futures Contracts Risk.* Futures contracts are a type of derivative investment, and

the Fund is subject to the risks of investment in derivatives. In addition, there may be an imperfect correlation between the changes in market value of the securities or other underlying assets held by the Fund and the prices of futures contracts. When the Fund has an open futures contract position, it is subject to daily variation margin calls that could be substantial in the event of adverse price movements. If the Fund has insufficient cash to meet daily variation margin requirements, it might need to sell securities at a time when such sales are disadvantageous.

*Interest Rate Risk.* The value of the Fund's fixed-income assets will decline because of rising interest rates. The magnitude of this decline will often be greater for longer-term fixed-income securities than shorter-term fixed-income securities.

*Issuer Risk.* Issuer-specific events, including changes in the financial condition of an issuer, may have a negative impact on the value of the Fund. To the extent that the Fund has exposure to issuers via its short positions, the Fund is more susceptible to the risk that an issuer's securities may appreciate in value because of, among other events, increased demand for the issuer's products or services or improved management performance.

*Large-Capitalization Risk.* The Fund, through its investments in Underlying ETFs, will invest a relatively large percentage of its assets in the securities of large-capitalization companies. As a result, the Fund's performance may be adversely affected if securities of large-capitalization companies underperform (or in the case of short positions, outperform) securities of smaller-capitalization companies or the market as a whole. The securities of large-capitalization companies may be relatively mature compared to smaller companies and therefore subject to slower growth during times of economic expansion.

*Leveraging Risk.* The Fund is subject to the risk that certain transactions of the Fund, such as short sales and investments in Underlying ETFs that use leverage to seek to deliver multiples (long), or the inverse (short), of the performance of the S&P 500 Index, will cause the Fund to be more volatile than if the Fund had not entered into those transactions. The greater the investment in instruments that give rise to leverage, the more this leverage will magnify any losses on those investments.

*Liquidity Risk.* Trading in shares of the Fund or an Underlying ETF may be halted because of market conditions or for reasons that, in the view of a stock exchange, make trading in shares inadvisable. In addition, trading in listed securities is subject to trading halts caused by extraordinary market volatility pursuant to "circuit breaker" rules. A particular investment may be difficult to purchase or sell, and the Fund may be unable to sell illiquid securities at an advantageous time or price or achieve its desired level of exposure to the S&P 500 Index.

*Management Risk.* HTAA continuously evaluates the Fund's holdings, purchases and sales with a view to achieving the Fund's investment objectives. However, the achievement of the stated investment objectives cannot be guaranteed over short- or long-term market cycles. HTAA's judgments about the markets, the economy,

or companies may not anticipate actual market movements, economic conditions or company performance, and these judgments may affect the return on your investment. The quantitative models used by HTAA may not perform as expected, particularly in volatile markets. Moreover, HTAA is a recently formed investment adviser with no prior experience managing registered investment companies.

*Market Risk.* Due to market conditions, the value of the Fund's investments may fluctuate significantly from day to day. This volatility may cause the value of your investment in the Fund to decrease.

*Model and Data Risk.* HTAA utilizes, in part, proprietary, analytical investment models to attempt to predict the performance of the S&P 500 Index. The use of predictive models has inherent risks. Because the use of predictive models are usually constructed based on data supplied by third parties, the success of using such models as part of the HTAA's investment approach may depend heavily on the accuracy and reliability of the supplied data. If incorrect data is used, the resulting information will be incorrect, which could cause the Fund to underperform. In addition, the models may not perform as intended for many reasons, including errors, omissions, imperfections or malfunctions.

*Portfolio Turnover Risk.* The Fund's investment strategy may result in relatively high portfolio turnover, which may result in increased transaction costs and may lower Fund performance.

*Trading Risk.* Shares of the Fund may trade on the Exchange above or below their net asset value ("NAV"). The NAV of shares will fluctuate with changes in the market value of the Fund's holdings. In addition, although the Fund's shares are currently listed on the Exchange, there can be no assurance that an active trading market for shares will develop or be maintained.

*Short Sales Risk.* Short sales are transactions in which the Fund sells a security it does not own. To complete the transaction, the Fund must borrow the security to make delivery to the buyer. The Fund is then obligated to replace the security borrowed by purchasing the security at the market price at the time of replacement. The price at such time may be higher or lower than the price at which the security was sold by the Fund. If the underlying security goes down in price between the time the Fund sells the security and buys it back, the Fund will realize a gain on the transaction. Conversely, if the underlying security goes up in price during the period, the Fund will realize a loss on the transaction. Any such loss is increased by the amount of premium or interest the Fund must pay to the lender of the security. Likewise, any gain will be decreased by the amount of premium or interest the Fund must pay to the lender of the security. Because a short position loses value as the security's price increases and the market price of the security sold short could increase without limit, the loss on a short sale is theoretically unlimited. Short sales involve leverage because the Fund borrows securities and then sells them, effectively leveraging its assets. The use of leverage may magnify gains or losses for the Fund.

*Underlying ETF Risk.* The Fund will invest in (and short) ETFs, and its performance will be directly related to the performance of the Underlying ETFs. Through its positions in these Underlying ETFs, the Fund will be subject to the risks associated with such vehicles, including the possibility that the value of the securities or instruments held by an ETF could decrease (or increase in the case of short positions). Lack of liquidity in an Underlying ETF can result in its value being more volatile than the underlying portfolio investment. In addition, by investing in the Fund, shareholders indirectly bear fees and expenses charged by the Underlying ETFs in addition to the Fund's direct fees and expenses. As a result, the cost of investing in the Fund may exceed the costs of investing directly in Underlying ETFs. The Fund may purchase ETFs at prices that exceed the net asset value of their underlying investments and may sell ETF investments at prices below such net asset value and will likely incur brokerage costs when it purchases and sells ETFs.

An Underlying ETF may not be actively managed and therefore the Underlying ETF would not sell shares of an equity security due to current or projected underperformance of a security, industry or sector, unless that security is removed from the S&P 500 Index or the selling of shares is otherwise required upon a rebalancing of the S&P 500 Index. Also, an Underlying ETF will not be able to replicate exactly the performance of the S&P 500 Index because the total return generated by portfolio securities of an Underlying ETF will be reduced by transaction costs and other expenses not incurred by the S&P 500 Index.

Through its investment in Underlying ETFs, the Fund is also indirectly subject to Counterparty Risk, Concentration Risk, Derivatives Risk, Equity Risk, Issuer Risk, Large-Capitalization Risk, Leveraging Risk, Management Risk, Market Risk and Trading Risk.

*Underlying Leveraged and Inverse ETF Risk.* When the Fund invests in Underlying ETFs that seek to provide investment results that are the inverse of the performance of an underlying index, the Fund will indirectly be subject to the risk that the performance of such Underlying ETFs will fall as the performance of the Underlying ETF's benchmark rises - a result that is the opposite from traditional mutual funds. In addition, the Underlying ETFs held by the Fund may utilize leverage (*i.e.*, borrowing) to acquire their underlying portfolio investments. The use of leverage may exaggerate changes in an Underlying ETF's share price and the return on its investments. Accordingly, the value of the Fund's investments in Underlying ETFs may be more volatile and all other risks, including the risk of loss of an investment, tend to be compounded or magnified. Any losses suffered by an Underlying ETF as a result of the use of leverage could adversely affect the Fund's net asset value and an investor could incur a loss in their investment in the Fund. Inverse and leveraged Underlying ETFs are designed to achieve their objectives for a single day only. For periods longer than a single day, a leveraged or inverse Underlying ETF will lose money when the level of the underlying index is flat over time, and it is possible that a leveraged or inverse Underlying ETF will lose money over time even if the level of the underlying index rises or, in the case of an inverse Underlying ETF, falls. Longer holding periods, higher index volatility, greater leverage and inverse exposure

each exacerbate the impact of compounding on a fund's returns.

*U.S. Government Securities Risk.* The Fund may invest in U.S. government securities, which are subject to price fluctuations and to default in the event that an agency or instrumentality defaults on an obligation not backed by the full faith and credit of the United States.

*Options risk*

Options carry a high level of risk and are not suitable for all investors. Certain requirements must be met to trade options. Covered calls provide downside protection only to the extent of the premium received and limit upside potential to the strike price plus premium received. Multiple-leg strategies will involve multiple commissions. Please read the Options Disclosure Document called Characteristics and Risks of Standardized Options for more detail.

**Item 9. Disciplinary Information**

HTAA, as a registered investment adviser, is obligated to disclose any disciplinary event that might be material to any Client when evaluating our services. Neither HTAA nor its employees have any legal, financial, regulatory, or other disciplinary items to report to any Client.

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

Mr. Hull is the founder of Hull Investments, LLC, a privately held family office in Chicago. Hull Investments, LLC provides investment advice solely to the Hull family and does not hold itself out to the public as an investment adviser. Hull Investments, LLC is wholly owned by the Hull family and is exclusively controlled by family members and family entities.

Certain employees of HTAA are also directors, officers or employees of Hull Investments, LLC or one or more affiliates that may directly or indirectly benefit from our client relationships or advisory activities. In these circumstances, the potential for a conflict of interest exists between the obligations to our clients and the incentive to make recommendations, or take actions, that benefit one or more of our other affiliates as well as conflicts among the affiliated entities with respect to the allocation of resources and time. HTAA believes these potential conflicts are mitigated because our employees are subject to a Code of Ethics and various policies that require these employees to act in the best interests of our clients and to put the needs of our clients first at all times.

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

HTAA has adopted a Code of Ethics in compliance with Rule 204A-1 under the

Investment Advisers Act of 1940 that establishes standards of conduct for HTAA's supervised persons. The Code of Ethics includes general requirements that HTAA's supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to comply with the personal trading restrictions described below and to periodically report their personal securities transactions and holdings to HTAA's Chief Compliance Officer (the "CCO") and requires the CCO or designee to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the CCO. Each supervised person of HTAA receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received those materials. Quarterly, each supervised person must certify that he or she complied with the Code of Ethics during the preceding quarter. Clients and prospective clients may obtain a copy of HTAA's Code of Ethics by contacting HTAA at (312) 356-3150 or [petra@hulltactical.com](mailto:petra@hulltactical.com).

Under HTAA's Code of Ethics, HTAA and its supervised persons and employees may personally invest in securities of the same classes as HTAA purchases for clients and may own securities of issuers whose securities that HTAA subsequently purchases for clients. This practice creates a conflict of interest in that any of such persons can use his or her knowledge about actual or proposed securities transactions and recommendations for a client account to profit personally by the market effect of such transactions and recommendations. To address this conflict, except as described in Item 12 regarding aggregating securities transactions, Access Persons may not buy or sell Reportable Funds, in the aggregate amount of more than \$50,000 per transaction for all accounts in which he or she has any direct or indirect Beneficial Ownership, unless such person obtains, in advance of the transaction, clearance for that transaction from the Chief Compliance Officer. Access Persons may transact in the following without prior approval from the CCO: direct obligations of the government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements; shares issued by money market funds; shares issued by registered open-end investment companies other than the ETF; shares issued by unit investment trusts that are invested exclusively in one or more open-end funds; and any instrument that is not a security as defined in Section 202(a)(18) of the Advisers Act. These instruments include but are not limited to: futures contracts; options on futures contracts; general partnership interests, provided generally that the general partnership interest entitles the owner to exercise management control over the partnership; and direct interests in real estate. The pre-approval requirement also applies to any securities acquired, regardless of amount, in IPOs and private placements. The CCO must obtain the prior written approval of HTAA senior management before effecting any transactions in the CCO's own proprietary accounts.

HTAA solicits investors who may or may not be HTAA's clients to invest in the Fund. HTAA has an incentive to cause a client to invest in the Fund instead of a Separate Account because of the reduced expenses and administrative burdens of managing a Fund compared to a Separate Account. In addition, if a Fund investor

also has a Separate Account with HTAA that uses an investment strategy that is similar to that of the Fund, the investor may use knowledge of the other account's portfolio to decide if and when to make an additional investment or withdraw assets from the Fund at times when other Fund investors would have made similar decisions had they had similar transparency. HTAA discloses these conflicts of interest to clients and investors.

qq may have differing investment strategies and expected levels of trading. HTAA may buy or sell a security for one type of client but not for another or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. HTAA attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. HTAA may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client so long as it is HTAA's policy, to the extent practicable, to allocate investment opportunities to its clients fairly and equitably over time. HTAA is not obligated to acquire for any account any security that HTAA or its supervised persons or employees may acquire for its or their own accounts or for any other client, if in HTAA's absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

## **Item 12. Brokerage Practices**

Hull Partners, LLC is an affiliated Broker-Dealer that engages in the following lines of business: (a) put and call broker or dealer or option writer and (b) trading securities for own account with other executing broker-dealers. These services are available solely to Separate Accounts.

Certain employees of HTAA are also directors, officers or employees of Hull Partners, LLC or one or more affiliates that may directly or indirectly benefit from our client relationships or advisory activities. In these circumstances, the potential for a conflict of interest exists between the obligations to our clients and the incentive to make recommendations, or take actions, that benefit one or more of our other affiliates as well as conflicts among the affiliated entities with respect to the allocation of resources and time. HTAA believes these potential conflicts are mitigated because of limited service overlap and because our employees are subject to a Code of Ethics and various policies that require these employees to act in the best interests of our clients and to put the needs of our clients first at all times.

HTAA generally has discretion in selecting the broker or futures commission merchant that it uses for Client transactions. Where HTAA has discretion in selecting a broker or futures commission merchant for any transaction or series of transactions, HTAA may consider a number of factors, including, for example:

- Net price, clearance, and reputation
- Financial strength and stability
- Efficiency of execution and error resolution



- Block trading and block positioning capabilities
- Willingness to execute related or unrelated difficult transactions in the future
- Order of call
- offering to HTAA on-line access to computerized data regarding clients' accounts
- Computer trading systems; and
- The availability of stocks to borrow for short trades.

**Trade Aggregation.** HTAA may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts that HTAA manages or with accounts of its affiliates. In such event, HTAA may charge or credit a client the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if HTAA were not executing similar transactions concurrently for other accounts.

**HTAA's trade rotation policy.** Where HTAA seeks to transact in the same security in both Fund and Separate Accounts, the Fund will trade in these securities prior to the Separate Accounts. The Separate Accounts strategy has evolved to include both market-timing and options trading whereas the Fund currently deploys the market-timing strategy alone. Currently, the Fund's market-timing signal is generated before the Separate Account market-timing signal, and both are generated before 3pm CST. The Fund's market timing signal would only trade S&P 500 ETF (SPY) and S&P500 E-Mini Futures whereas the Separate Account market-timing signal would only trade Vanguard 500 Index Fund ETF (VOO). Any SPY trades entered on behalf of the Fund would be executed as a Market-On-Close (MOC) order. The options strategy signals for the Separate Account are generated throughout the day and may trade the same products as the ETF's market-timing strategy. The options signals for the Separate Account are not executed via MOC orders. Daily deviations between the performance of the Fund and the Separate Account strategy are a result of the following:

- Timing of the trade: the ETF will trade once per day near the close whereas the Separate Account will trade throughout the day with the addition of the option trading strategy.
- Different products: the ETF will trade either S&P 500 ETF (SPY) and S&P 500 E-Mini Futures whereas the Separate Account will trade Vanguard 500 Index Fund ETF (VOO), Equity and Equity Index Options and their underlying Equities.
- Different strategies: the Separate Accounts strategy includes Options and market-timing, however; the aim is to be market neutral. The Fund inherently aims to be 100% long the market.

**Principal and Cross Transactions.** HTAA does not affect principal or cross trades

for or between any registered investment company that it advises (such as the Fund) and/or any of HTAA's other client accounts.

***Directed Brokerage.*** From time to time, HTAA can accept a client's written direction to use a particular broker-dealer as part of the advisory agreement between the client and HTAA. A client can direct HTAA to use a particular broker-dealer for a variety of reasons, including:

- The client's relationship with the broker-dealer
- The client's own evaluation of the broker-dealer and the quality of its trade execution
- Discounts or other benefits the client receives from the broker-dealer; and
- The existence of a commission recapture program under which the client receives the benefit of rebates or other benefits separately negotiated between the client and the broker-dealer.

HTAA does not evaluate the client's determination to direct the use of a particular broker-dealer. When HTAA is directed to use a particular broker-dealer, it is not able to negotiate commission levels or obtain discounts that otherwise may be available to HTAA, and the client may not receive the same quality of execution that HTAA may otherwise be able to obtain. Moreover, when a client directs HTAA to use a particular broker-dealer, HTAA may not be able to aggregate the client's securities transactions with those of other clients, and therefore may not be able to obtain the potential efficiencies available from trade aggregation.

***Soft Dollars:*** When HTAA selects brokers, it may be based in part on the quality and amount of investment research or trading services which those brokers can provide to HTAA. HTAA may obtain these so-called "soft dollar" benefits from brokerage involving the client's assets, consistent with best execution. Trades are generally executed at a commission price per share that is not determined by reference to whether the trade generates soft dollar credits or not. Copies of soft dollar commission reports will be provided to clients upon request.

The soft dollar services are of the type described in Section 28(e) of the Securities Exchange Act of 1934, and related SEC guidance, and are provided by the brokers themselves - proprietary services -- or are non-proprietary services provided by third parties, and are designed to augment HTAA's own internal research, trading and investment strategy capabilities. A given service must provide lawful and appropriate assistance to the investment management process and the cost of such service must bear a reasonable relationship to the value of the research or trading service being provided before HTAA will use it. HTAA may use these arrangements to acquire such things as quotation services, and economic, industry and individual company research reports, among other things. The services obtained are generally used for all accounts and, accordingly, a service may be used to benefit accounts other than those whose trades generated the commissions paid to the broker providing the services. A limited number of clients from time to time may benefit from

these services although those accounts do not generate soft dollar commissions.

Due to the fact that HTAA may obtain a benefit from these services which it does not pay for itself, it may have an incentive to select a broker-dealer based on its interest in receiving the investment research or other product or service. To ensure that it continues to receive best execution of all trades, including any trades for which it receives soft dollar benefits, HTAA reviews all of its trades on a regular and ongoing basis. HTAA currently is not a party to any soft dollar arrangements and does not anticipate entering into any such arrangements.

**Item 13. Review of Accounts**

HTAA endeavors to review all accounts at least quarterly but will do so no less than annually. Such reviews examine compliance with clients' investment objectives and account guidelines, account performance, and the Adviser's current investment processes and practices. HTAA's portfolio managers are generally responsible for the daily management and review of the accounts under their supervision. Each account holder receives from their custodian(s), on either a monthly or quarterly basis, statements showing the current market value as well as interest and dividends for the reporting period.

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

HTAA may engage solicitors to whom it pays cash, or a portion of the advisory fees paid by clients referred to it by those solicitors. In such cases, this practice is disclosed in writing to the client and HTAA complies with the other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, to the extent required by applicable law. Currently, HTAA is not a party to any such solicitation agreements.

**Item 15. Custody**

HTAA does not hold client funds but instead requires that they be held by a third party "qualified custodian." We may however have limited control (i.e. a form of custody) in some instances to deduct our advisory fees from your account with your authorization, or to request disbursements on your behalf (although various types of written authorizations are generally required depending on the type of disbursements).

The ability of HTAA to automatically debit advisory fees directly from client accounts is notated in the Client's investment advisory agreement, as applicable.

**Item 16. Investment Discretion**

HTAA has discretionary authority to manage investment accounts on behalf of Clients pursuant to a grant of authority in the Fund's formation documents and the Separate Account Investment Advisory. Such discretion is limited by the requirement that clients advise HTAA of:

- The investment objectives of the account
- Any changes or modifications to those objectives; and
- Any specific investment restrictions relating to the account.

A client must promptly notify HTAA in writing if the client considers any investments recommended or made for the account to violate such objectives or restrictions. A client may at any time direct HTAA to sell any securities or take such other lawful actions as the client may specify to cause the account to comply with the client's investment objectives. In addition, a client may notify HTAA at any time not to invest any funds in the client's account in specific securities or specific categories of securities.

### **Item 17. Voting Client Securities**

A public company's shareholders typically have the right to vote on various corporate issues. Clients typically delegate to an adviser the authority to vote proxies for shares they own. Under the Advisers Act, an adviser has a duty of care and loyalty with respect to all services undertaken for clients, including proxy voting.

Rule 206(4)-6 under the Advisers Act requires that an adviser must vote proxies in a manner consistent with clients' best interest and must not place its interests above those of its clients when doing so. It requires an adviser to: (i) adopt and implement written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interest of its clients, and (ii) to disclose to clients how they may obtain information on how the adviser voted. In addition, Rule 204-2 requires the adviser to keep records of proxy voting and client requests for information. The Board of Trustees of the Fund has appointed and granted HTAA the authority to vote proxies for the securities in the Fund.

HTAA will vote proxies for securities held in a Client's Separate Account, using the following procedures to comply with the Advisers Act.

**1. Proxy Voting Policy and Procedures and Proxy Voting Guidelines** – HTAA generally votes proxies for securities HTAA has selected that are held in client Separate Accounts, unless the client has directed HTAA to send proxies to the client or another person. HTAA has adopted Proxy Voting Policy and Procedures and Proxy Voting Guidelines and all proxies will be voted in accordance with such guidelines. Employees are expected to refer to these procedures when dealing with proxy voting issues.

**2. Third Party Proxy Voting Service** – HTAA may retain an outside proxy voting service to make recommendations on proxy voting matters and to assist HTAA in developing proxy-voting guidelines. However, HTAA will not delegate its proxy voting responsibility to an outside service.

**3. New Accounts** – When HTAA receives a new client Separate Account (or is instructed by an existing client to commence voting proxies), HTAA instructs the

client's custodian to send and deliver all proxies and proxy related materials directly to HTAA.

**4. *Contrary Voting Recommendations*** – In accordance with HTAA's Proxy Voting Policy and Procedures, the CEO or designee may submit voting recommendations that are contrary to HTAA's Proxy Voting Guidelines or vote recommendation received from the proxy vendor. In such instances, management will review the recommendation in order to determine whether the CEO or designee's voting rationale appears reasonable and in the best interest of clients. If management does not agree that the CEO or designee's rationale is reasonable and in the best interests of clients, HTAA will vote the proxy and document the reason(s) for the decision. HTAA shall consider such other matters as may be brought before it for review and action.

A client can obtain a copy of HTAA's proxy voting policy and a record of votes cast by HTAA on behalf of that client by contacting HTAA at (312) 356-3150 or [info@hulltactical.com](mailto:info@hulltactical.com).

**Item 18. Financial Information**

Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition. HTAA has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to Clients and have not been the subject of a bankruptcy proceeding.

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

Not Applicable.