

ADV Part 2A(B)

Investment Advisory Disclosure Brochure

SunSage Capital, LLC

This brochure provides information about the qualifications and business practices of SunSage Capital. If you have any questions about the contents of this brochure, please contact us at (214) 989-7710. The information in this brochure has not been approved or verified by a federal or state securities authority. The term 'Registered Investment Advisor' or RIA does not imply a certain level of skill or training.

Additional information about SunSage Capital is available at www.adviserinfo.sec.gov

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(Material Changes since the Previous Annual Update: None)

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Material Changes

Section 2.0

Material Changes since the Previous Annual Update: None

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Advisory Business

Section 4.0

A. SunSage Capital is an investment management company established in 2001. SunSage Capital's principal owner, managing member, and equities strategist is Clayton Kohl.

B. SunSage Capital provides investment supervisory service.

C. SunSage Capital tailors its investment strategy based on the client needs and circumstances. Clients may impose restrictions on investing in certain securities or types of securities by providing SunSage with written instructions.

D. SunSage Capital does not participate in 'Wrap Free Programs'.

E. SunSage Capital manages approximately \$50.2 million in client assets on a discretionary basis (1).

(1) Figure based on statistics collected on December 30th, 2022.

Management Fee & Terms of Payment

Section 5.0

A. SunSage's management fee is based on the notional investment style ('Equity Oriented' or 'Fixed Income Oriented') and is calculated as a percentage of the assets under management. A portfolio notionally designed to have a majority of its assets invested in 'Equity Oriented' securities pays a 0.95% (0.2375% per quarter) annualized management fee rate. A portfolio notionally designed to have a majority of its assets invested in 'Fixed Income Oriented' securities pays a 0.50% (0.1250% per quarter) annualized management fee rate. SunSage will consider other negotiated fixed management fee rate schedules as requested by the client.

B. One fourth of SunSage's annualized management fee is payable on a quarterly basis. The fee is deducted from the client's account near the end of each quarter. Any unpaid management fee will roll forward to be paid the following quarter or accumulate over future quarters until client funds are available to pay the fees in full. The fee calculation is based on the account's asset value(s) on the last business day of the previous quarter times the corresponding fixed management fee rate(s).

C. Clients should expect to incur transaction costs from their brokerage firm or account custodian as a result of the active investment management service SunSage provides.

D. SunSage's management fee is paid after the service is rendered.

E. SunSage is not paid by a third party for the investment decisions made on a client's account.

Performance-Based Fees and Side-By-Side Management Section 6.0

SunSage Capital does not offer 'performance based fees' on client accounts.

Types of Clients

Section 7.0

SunSage Capital generally provides investment management services to individuals, trusts, charitable organizations, corporate clients, and others. To protect the investor from excessive costs, SunSage Capital has established a minimum account size for its investment management service based on the annual brokerage custodial fee. Most accounts will be subject to an annual brokerage custodial fee charged by Fidelity Investments. We have determined that the brokerage custodial fee should not be larger than 1% of the accounts value. With annual brokerage custodial fee of \$220 for 2023, no new account subject to this fee with a notional value of less than \$22,000 ($\$220 / 0.01$) will be opened by SunSage.

Methods of Analysis, Investment Strategies, and Risk of Loss

Section 8.0

A. SunSage Capital uses a proprietary mix of fundamental, technical, and cyclical analysis to determine relative investment value when selecting investments for client accounts. SunSage Capital primarily selects direct US and foreign investments in private and public equity, debt, and hybrid securities.

B. SunSage Capital's investment strategies encompass significant risk and the client should be prepared to incur significant losses. With the exception of the smallest accounts, transaction costs should not be a significant source of capital risk since our investment strategies tend to be buy-and-hold in nature.

C. SunSage Capital will tend to invest, as a percentage of assets under management, more heavily in Growth and Dividend Growth Stocks. Growth and Dividend Growth Stocks are types of equity that represents ownership in a corporate entity. If the entity encounters trouble, the equity investment may (1) decrease in value (2) if applicable, stop paying its dividend or (3) under the worst case scenario, the equity investment could lose all of its value, resulting in a total loss of investment principal.

SunSage Capital will tend to invest, as a percentage of assets under management, heavily in foreign markets. Foreign markets provide opportunity and diversification but also expose the portfolio to country and currency risk. The value of a foreign investment can be adversely impacted by the situation associated with its home country. The value of a foreign investment can be adversely impacted by changes in the currency's exchange rate with respect to the US Dollar.

Disciplinary Information

Section 9.0

A. SunSage Capital and its principal executive officer have NOT been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a management person

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. was found to have been involved in a violation of an investment-related statute or regulation; or
4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

B. SunSage Capital and its principal executive officer have NOT been involved in an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which your firm or a management person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - (a) denying, suspending, or revoking the authorization of your firm or a management person to act in an investment-related business;
 - (b) barring or suspending your firm's or a management person's association with an investment-related business;
 - (c) otherwise significantly limiting your firm's or a management person's investment-related activities; or
 - (d) imposing a civil money penalty of more than \$2,500 on your firm or a management person.

C. SunSage Capital and its principal executive officer have NOT been involved in a self-regulatory organization (SRO) proceeding in which your firm or a management person

1. was found to have caused an investment-related business to lose its authorization to do business; or
2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

Other Financial Industry Activities and Affiliations

Section 10.0

- A. SunSage Capital is not registered as a 'Broker-Dealer' (BD).
- B. SunSage Capital is not registered as a 'Futures Commission Merchant' (FCM), 'Commodity Pool Operator' (CPO), or a 'Commodity Trading Advisor' (CTA).
- C. SunSage Capital does not have material relationships or agreements with other entities that may result in a conflict of interest.
- D. SunSage Capital does not refer clients to other advisors that may result in a conflict of interest.

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

Section 11.0

A. Under SEC rule 204A-1, SunSage Capital has established a Code of Ethics which is designed to, among other things, govern personal securities trading activities. The Code of Ethics is based upon the principle that SunSage and its employees owe a fiduciary duty to its clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) unfairly serving their own personal interests, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. A copy of SunSage Capital's Code of Ethics can be obtained by visiting our web site at <http://www.sunsage.com> or by calling us at (214) 989-7710.

B. SunSage does not recommend, buy, or sell to clients securities in which it has a material financial interest.

C. SunSage Capital classifies its managers, its employees, and associated family members, as 'Access Persons'. Access Persons often invest in the same securities SunSage recommends, buys, or sells on its clients behalf. To avoid conflicts of interest, SunSage has established a policy that ensures any actions taken in client accounts occur before those actions can be taken in Access Persons accounts.

D. SunSage Capital has a policy to ensure management is consistent across all accounts. For example, if the strategy is to go 'long' a security, SunSage will not direct an account to go 'short' that same security.

Brokerage Practices

Section 12.0

A. In selecting a broker firm, SunSage Capital sought across the board service value for its client accounts from a major brokerage house.

B. Although any number of brokers could provide many of the same services, interacting with a single brokerage house allows SunSage Capital to keep our investment management business simple and efficient. SunSage Capital has chosen to work with Fidelity Investments for a number of reasons including its name recognition, its ability to trade and hold foreign stocks and currency trades, and its management software integration.

C. SunSage Capital's client accounts pay a annual brokerage custodial fee of \$220 (some account types, like those of minors, are exempt from the fee) and the standard commission rates (in many cases now \$0 per domestic trade with electronic communication) charged by Fidelity Investments.

D. SunSage Capital receives no monetary or soft-dollar benefits of value from Fidelity Investments.

E. SunSage Capital client accounts do not pay additional markups or markdowns on investments purchased from Fidelity Investments.

F. SunSage Capital does not direct client transactions to a particular broker-dealer in return for soft dollar benefits.

G. SunSage Capital does not receive referrals from the broker-dealers it uses.

H. SunSage Capital does not generally use block trades and aggregate the purchase or sale of securities across client accounts. The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely & equitable manner and seeks to reduce the overall commission charges to clients. Because SunSage invests in many securities that have relatively low trading volumes, large block orders are often risky and might cause the security's price to move significantly. Trade aggregation has its advantages, but could potentially cost our clients significant money due to price slippage and create complicated allocation challenges across client accounts.

Review of Accounts

Section 13.0

- A. All investment advisory accounts are at a minimum reviewed on a monthly basis by SunSage Capital's investment manager. Reviews focus on the short-term and long-term account objectives as specified by the client and the client's chosen strategy. The short-term objectives include but are not limited to the distribution and reinvestment needs of the client's account. The long-term objectives include but are not limited to strategy implementation and evaluation. Clayton Kohl, SunSage Capital's managing member, is the head portfolio manager and personally oversees all account activity.
- B. On a quarterly basis, investment advisory clients receive a report from SunSage Capital and, if requested, a personal meeting to discuss the performance of their portfolio and any changes to their investment goals and objectives. The quarterly report documents the client's portfolio value, positions, and allocations. The client receives trade confirmations and monthly statements from their brokerage firm or account custodian.
- C. Clients receive written quarterly reports from SunSage Capital in electronic form. Clients also receive written monthly reports from the broker-dealer in their choice of paper or electronic form.

Client Referrals and Other Compensation Section 14.0

SunSage Capital does not compensate any person or entity for client referrals.

Custody Section 15.0

SunSage Capital does not take custody of clients assets. Client assets are held by the brokerage firm or account custodian.

Investment Discretion

Section 16.0

SunSage Capital offers discretionary investment management services to its clients. In most cases, a client will sign a management agreement that will outline the terms of management and associated fee schedule. At any time, the client can request that their entire account's value or a fixed percentage be allocated to cash until otherwise directed. In some rare circumstances a client will ask the manager to buy or sell a particular security on their behalf. SunSage Capital's low operational overhead makes it unlikely that it will be unable to perform the contractual commitments it has made to its clients due to financial condition.

Voting Client Securities

Section 17.0

SunSage Capital does not vote client proxies. Clients should vote their proxies which should be provided to them by their brokerage firm or account custodian.

Financial Information

Section 18.0

SunSage Capital does not receive payment in advance for the investment management services it renders and therefore is not required to provide company financials. SunSage Capital has not been involved in a bankruptcy petition.

Requirements for State-Registered Advisers

Section 19.0

A. The principal executive officers of SunSage Capital is Clayton Kohl (b.1974). Clayton Kohl earned his Bachelor's of Mechanical Engineering degree from Baylor University (1997) and then obtained a Master of Science in Investment Management from City University of London (1998). Clayton worked as a securities broker at Paine Webber (1998 -1999). He started an internet marketing business called Bubblecards.com in the late 90's (1999 - 2008). After holding a lectureship at London's Cass School of Business (2000 - 2002), he returned to the United States and served for five years as a lecturer in finance at Texas Christian University's (TCU's) Neeley School of Business (2002 - 2007). In 2001, Clayton Kohl founded SunSage Capital, a firm that provides investment management services to businesses, foundations, nonprofits, and individuals. Clayton Kohl and his family will be residing in Dallas, Texas during 2023.

Clayton Kohl has not had any legal or disciplinary events in the past.

Clayton Kohl is not involved in any other businesses at the present time.

Clayton Kohl does not receive additional compensation from third party sources for managing client portfolios.

Clayton Kohl serves as both the Managing Member and Chief Compliance Officer for SunSage Capital, LLC. He can be contacted directly by cell phone at (214) 989-7710. On an annual basis, Shelly Cates, an outside CPA, reviews the financials for SunSage while Cynthia Baumbach reviews the trading activity directed and conducted by managing member, Clayton Kohl, on his own accounts and those of his immediate family on behalf of the firm's clients.

Clayton Kohl has never been the subject of a bankruptcy petition or found liable in an arbitration, civil, self-regulatory organization, or administrative proceeding.

Additional information about Clayton Kohl is available at the SEC's web site at <http://www.adviserinfo.sec.gov> (SunSage Capital, Firm IARD Number: 140332 / Clayton Kohl, Individual CRD Number: 3132201).

While SunSage Capital, LLC and its principal managing member Clayton Kohl may be a "Registered Investment Advisor" or "RIA", Clients should be aware that registration with the SEC or the State of Texas Securities Board (TSSB) does not itself imply any level of skill or training.

B. SunSage Capital and its principal executive officer solely engages in the business of portfolio management.

C. SunSage Capital's income is generated solely from fees based on assets under management.

D. SunSage Capital and its principal executive officer have not been involved in any one of the events listed below:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. SunSage Capital and its principal executive officer have not been involved in an award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- (a) an investment or an investment-related business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

E. SunSage Capital and its principal executive officer are not involved in the issuance of securities.