First Ascent Asset Management

FIRM BROCHURE

(CRD No. 281470)

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This brochure provides information about the qualifications and business practices of First Ascent Asset Management, LLC. If you have any questions about the contents of this brochure, please contact Karen Garcia, the Chief Compliance Officer at karen@firstascentam.com or by calling 720.465-7888. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about First Ascent Asset Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov. You may also search for the First Ascent Asset Management by using the firm's CRD number, which is 281470.

Registration or licensure with the SEC or with a state securities authority does not imply a certain level of skill or training.

Material Changes

First Ascent Asset Management, LLC's ("**First Ascent**," "**we**," "**us**," "**our**," or the "**Firm**") investment advisory registration with the State of Colorado was effective in January 2016. In the future, this section will discuss only material changes that have occurred since the date of the prior annual update to the Firm's brochure.

This Brochure is being updated to reflect assets under management as of June 1, 2017 and advisory relationships.

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Advisory Business

First Ascent is an investment adviser that was organized in the state of Delaware on August 27, 2015, and licensed by the Colorado Division of Securities on January 27, 2016. All employees have ownership in the firm, with Scott MacKillop as the principal owner.

The firm has voluntarily subscribed to the "Best Practices for Financial Advisors" published by The Institute for the Fiduciary Standard. The Best Practices offer a simple code of conduct and outline a commitment to clients of subscribing financial advisors. They seek to clearly articulate what a client can expect to receive from a subscribing financial advisor. These Best Practices do not replace our regulatory compliance obligations or duties to clients under relevant laws, rules, or regulations. The Institute for the Fiduciary Standard's role is limited to publishing the Best Practices as well as maintaining a corresponding register of subscribing financial advisors. You can find a complete list of the Best Practices on our website or at http://www.thefiduciaryinstitute.org/wp-content/uploads/2016/09/BestPracticesSpecificRequirementsSeptember132016.pdf and verify our subscription status at www.thefiduciaryinstitute.org.

First Ascent's primary business is managing portfolios for the clients of independent financial advisors. In limited circumstances, we will also manage portfolios for clients on a direct basis. First Ascent also produces educational material on investment-related topics.

First Ascent manages portfolios on both a discretionary and a non-discretionary (platform model portfolio) basis. Portfolios managed on a discretionary basis, through independent financial advisors and/or broker-dealers provide for the tailoring of portfolios for certain restrictions or requirements of an individual client. First Ascent enters into a direct relationship with the client or can also act as a sub-advisor to their financial advisor or broker/dealer.

First Ascent also provides model portfolios to investment advisory firms who then provide and implement those models to their clients. Such firms typically offer a selection of model portfolios from a variety of investment management firms to their clients through what is sometimes referred to as a "platform." In most of these "platform" relationships we serve as a sub-advisor to the firms that offer our model portfolios and do not enter into direct relationships with their clients. Our model portfolios are offered on a non-discretionary basis through these platform firms. The firms that use our model portfolios are solely responsible for implementing all trading recommendations and providing administrative and performance reporting to their clients.

Our portfolios consist of but are not limited to mutual funds, exchange traded funds ("ETFs") and/or separate accounts. Separate accounts are accounts that hold and manage individual securities specifically for each account holder. The securities in these accounts are not pooled and managed for the benefit of a group of investors as they are in mutual funds and ETFs.

We do not use any proprietary products in our portfolios. Portfolios managed on a discretionary basis may, upon reasonable request, include other securities or types of investments.

As of June 1, 2017, First Ascent has $47,527,845 client assets under management, $24,287,835 of which are non-discretionary and part of a sub-advisory relationship.

First Ascent Asset Management (FAAM) entered into a sub-advisory agreement with Envestnet Asset management, Inc. to serve in a sub-advisory capacity to the PMC Ascent Portfolios, supporting the current PMC Ascent Portfolio management team. The PMC Ascent Portfolios will continue to be managed according to the same multi-asset class, multi-manager philosophy which has been in place since the inception of the portfolios in 2008. The PMC Ascent strategies are known for their integration of active managers, passive vehicles, and liquid alternatives as appropriate.

Fees and Compensation

First Ascent is compensated for its standard discretionary portfolio management services based on a flat $500 fee per account. First Ascent does not charge for the educational materials it produces. Fees for discretionary accounts managed on a customized basis are negotiable.

When our model portfolios are offered through non-discretionary, "platform" relationships, the annual fee is 0.25% of assets under management, per account, capped at an annual[1] fee of $500. Under such arrangements, First Ascent's annual fee does not increase once assets under management for a given account reach $200,000. Fees rates, including minimum, for non-discretionary, model portfolio accounts may vary based on the requirements of the firms and/or platforms offering our model portfolios.

Unless specified by and agreed upon with a client, fees for discretionary accounts are deducted automatically from a client's account through a qualified custodian. As part of this process, the custodian will send statements at least quarterly showing all disbursements from the account, including the advisory fees paid to First Ascent. Discretionary clients will provide written authorization permitting First Ascent to be paid directly. (See "Custody" below for more details.)

First Ascent's advisory fees for discretionary accounts are charged quarterly in advance. Accounts opened during a quarter will be charged a pro-rata fee that will be assessed at the beginning of the first full calendar quarter that we manage your account.

The first quarterly fee (or prorated quarterly fee) is calculated based on the number of days in the quarter and based on a 365-day year.

If you terminate our services, we will refund any unearned portion of our advisory fee to you. Accounts must be terminated in writing. Upon receipt of your written notice of termination, we will cease management of your account; remove our authorization to view, trade or bill your account; and send you a pro-rata refund of the unearned advisory fees.

First Ascent's fees do not include brokerage/transaction fees, custodian fees, fees charged by any firm offering our model portfolios or fees charged by your financial advisor. In addition, clients will be subject to the fees and expenses charged by the mutual funds, ETFs or separate accounts that are held in their portfolios. Information regarding those fees and expenses can be found in the prospectuses or other comparable documents of those funds or separate account managers.

[1] Over a 12-month period beginning at the inception of the agreement.

For non-discretionary accounts (platform model portfolios), the process for deducting fees from client accounts is determined by the firm using our models. First Ascent is not involved in the deduction of fees from these accounts and is paid directly by the firm using its models.

Performance-Based Fees and Side-by-Side Management

First Ascent does not charge performance-based fees.

Types of Clients

First Ascent manages taxable and non-taxable accounts for individuals and retirement accounts such as IRAs, 401(k) plans and profit-sharing plans.

First Ascent also offers investment management services to financial advisors and their clients, institutional clients, including endowments, foundations, corporations and other investment advisory organizations.

For discretionary accounts, First Ascent generally requires a minimum initial account size of $100,000. First Ascent may consider account sizes below its minimum depending on client or financial advisor circumstances which may be waived or lowered at First Ascent's discretion. In cases where the account is below $100,000, the fee is 0.50% and may be subject to a minimum fee.

For non-discretionary accounts, minimum account sizes are determined by the firms that offer our model portfolios. Minimum account sizes for non-discretionary accounts will typically be less than $100,000, and may be as low as $25,000.

Methods of Analysis, Investment Strategies and Risk of Loss

Most First Ascent portfolios will have a "core" that consists of broadly diversified index ETFs. The portfolios will also include "satellites" consisting of actively managed mutual funds and/or additional ETFs.

Actively managed funds will be selected based on First Ascent's assessment of the skill of their managers and their ability to contribute positively to the performance of the portfolios. As part of this process, First Ascent will draw upon the input of the First Ascent Investment Committee (the "**Committee**").

Each First Ascent portfolio will be diversified among a variety of asset classes. The asset classes represented in each portfolio will vary depending upon the goals and objectives of the portfolio and the market conditions prevailing at the time, but may include US stocks, international stocks, US fixed income, international fixed income, real estate, commodities, managed futures and gold. The asset classes represented in the portfolios will be determined by the holdings of the mutual funds and ETFs comprising the portfolio.

First Ascent also offers its core ETF portfolios without the satellite positons. A tax-sensitive version of both sets of portfolios are also available.

The Committee will consist of full-time employees of First Ascent and individuals who serve on the Committee in an advisory capacity. The Committee supports First Ascent by providing feedback on, and assisting in the construction of, First Ascent's model portfolios. Other than those members who are First Ascent officers and full-time employees, members of the Committee will not be directly involved in formulating First Ascent's recommendations to particular clients, and will not have any access to identifying information of individual clients or their accounts. All members of the Committee are selected based on their knowledge, experience, credentials and educational background.

Investing in securities involves risk of loss. All clients should be prepared to bear such risks. All mutual funds, ETFs and separate accounts and other assets included in First Ascent portfolios will be subject to market risk. Each one may be subject to additional risks, depending upon their specific holdings, the markets they invest in and the investment strategies they employ.

Those risks may include, but are not limited to: (i) equity risk, which is the risk that events negatively affecting issuers, industries or financial markets in which an underlying fund or separate account invests, will negatively impact the value of the stocks held; (ii) fixed-income risk, which is the risk that fluctuations in interest rates or events negatively affecting the issuers, industries or financial markets in which the underlying fund or separate account invests will cause the value of fixed-income securities held to decline; and (iii) international securities risk, which reflects the possibility that international stocks may be adversely affected by political and social instability, changes in economic, governmental or taxation policies, difficulty in enforcing regulations or claims, decreased liquidity or increased volatility. For more information regarding the specific risks that are associated with a particular investment, clients are encouraged to consult the offering documents or similar disclosures provided by the fund or separate account manager.

There is also a risk that the portfolios will not achieve their specific investment objectives. There is an additional risk that the active managers will not provide the positive contributions to the portfolio anticipated by the Committee. There is a risk that index-oriented separate accounts included in portfolios will not precisely track the performance of the indexes they are intended to replicate.

Disciplinary Information

Neither First Ascent, nor any of its principals or employees:

- has ever been the subject of any legal, administrative or disciplinary action by any governmental or regulatory authority

- has ever been the subject of any lawsuit or proceeding brought by a client or financial advisory firm

- has ever been the subject of any criminal proceeding

Other Financial Industry Activities and Affiliations

First Ascent's only business is providing investment management and consulting services to its clients. Neither First Ascent, nor any of its employees is, or intends to become, a registered broker-dealer, a futures commission merchant, a commodity pool operator, a commodity trading advisor or a representative or affiliated person of any such entity.

First Ascent does not receive any payments or compensation, either directly or indirectly, from any of the mutual funds that it purchases for its clients. All purchases and sales for client accounts are based solely on First Ascent's consideration of the clients' best interests. Additionally, First Ascent does not pay third parties to solicit or refer clients.

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

First Ascent has adopted a Code of Ethics that we believe is reasonably designed to protect against conflicts involving personal securities transactions of the firm and its principals, officers, employees and their family members and transactions effected on behalf of clients ("Supervised Persons")

The Code of Ethics is based on the principle that the firm and its employees owe a fiduciary duty to their clients. Thus, employees of the firm must (i) place the interests of clients first, (ii) avoid taking inappropriate advantage of their positions within the firm and (iii) conduct any personal securities transactions in full compliance with the Code of Ethics. In addition, employees are prohibited from trading on material non-public or "inside" information.

On occasion, Supervised Persons of First Ascent may buy or sell securities that First Ascent recommends to or buys and sells for clients. Personal transactions in securities by First Ascent's Supervised Persons are subject to the restrictions and procedures set forth in First Ascent's written policies, including its Code of Ethics.

The Code of Ethics, among other things, imposes limits on the purchase and sale by Supervised Persons for their own accounts of securities that are in the process of being purchased or sold for clients. In general, Supervised Persons may buy or sell only after similar transactions have been completed for clients, and certain personal securities transactions must be pre-cleared by First Ascent. However, First Ascent will always seek to ensure that it, and its Supervised Persons, act in the best interests of First Ascent' clients.

Supervised Persons must provide periodic reports of personal transactions involving reportable securities to First Ascent's Chief Compliance Officer. The Chief Compliance Officer is responsible for reviewing such reports and monitoring ongoing compliance with First Ascent's written policies and its Code of Ethics.

Brokerage Practices

First Ascent initiates transactions for discretionary accounts through brokers or custodians selected by the client to maintain that account. First Ascent does not have the authority to determine which brokers or custodians its clients use, although it may suggest brokers or custodians upon request from a client. First Ascent may decline to manage an account maintained at a broker or custodian with which it does not have an existing relationship. Brokers and custodians provide trading and custody services for clients on terms determined by those brokers and custodians. First Ascent is not involved in establishing those terms, nor does it receive any amounts paid to those brokers and custodians.

First Ascent does not presently have, nor does it plan to enter into, soft dollar arrangements.

All mutual funds purchased for client accounts will be purchased without any "sales load" or commission. This means that First Ascent does not receive any payment from the mutual fund company in connection with the purchase of mutual fund shares.

Mutual funds purchased for client accounts may be purchased on a "transaction-fee" basis. That means that the broker or custodian through which First Ascent purchases or sells the fund charges the client a fee in connection with the transaction.

Other mutual funds purchased for client accounts may be purchased on a "no-transaction fee" basis. That means they are purchased or sold without the imposition of any transaction fee.

Typically, ETFs purchased or sold for client accounts will be subject to a transaction fee established by the broker or custodian maintaining the account. First Ascent does not receive any portion of these fees. Some brokers or custodians may make a limited number of ETFs available for purchase or sale without a transaction fee. First Ascent will consider the presence or absence of a transaction fee, along with other factors, in deciding which ETFs to purchase or sell for clients.

First Ascent does not typically purchase or sell individual securities, such as stocks or bonds, for client accounts. Occasionally, however, First Ascent may be asked by a client to liquidate securities that are transferred into a client's account. Unless special arrangements are made, First Ascent will sell those securities through the broker or custodian maintaining the client's account, at the market price, within a timeframe determined by First Ascent.

With respect to accounts managed on a non-discretionary basis (platform model portfolios), First Ascent does not have the authority to determine which brokers or custodians its clients use or the fees that they charge, nor does First Ascent initiate trades in these accounts. Instead, First Ascent provides trading instructions to the firms that offer our model portfolios. Those firms are then solely responsible for implementation of those instructions. We do not monitor or supervise the trading activity of these firms.

Aggregation

With respect to accounts managed on a discretionary basis, and where appropriate, transactions for multiple clients may be blocked together for execution purposes, which will not ordinarily affect any transaction fees or commissions charged, or execution prices on such transactions. Not aggregating trades may result in higher fees or commissions being paid.

Specifically, First Ascent may effectuate blocked orders for multiple accounts according to a pre-determined allocation methodology whereby clients receive an average price and are assessed a transaction fee or commission charge consistent with First Ascent's obligation to seek best execution for its advisory clients.

Review of Accounts

Each account managed by First Ascent on a discretionary basis is monitored on each business day (with limited exceptions) to determine if it falls within certain asset class and security tolerance levels established for each portfolio. Accounts may fall outside established tolerances for reasons such as market movements, client contributions or withdrawals. Adjustments are made to bring portfolios back within established tolerances when they are deemed beneficial.

A more detailed review of accounts is typically conducted by First Ascent's portfolio management team on a monthly basis, or more frequently as First Ascent deems appropriate. Factors that may trigger a more frequent review include, for example, material changes in market conditions or changes to a particular client's investment objectives.

Non-discretionary, model portfolios are typically reviewed on a monthly basis, but may be reviewed more frequently as First Ascent deems appropriate. Factors that may trigger a more frequent review include material market changes or new research conducted by the Firm. The individual accounts being managed using First Ascent's models are not reviewed by the Firm.

Client Referrals and Other Compensation

First Ascent currently does not directly or indirectly compensate, nor is it directly or indirectly compensated by, any third party for client referrals.

Custody

First Ascent does not maintain physical custody of any client asset. However, under certain laws, First Ascent is deemed to have custody of client assets that it manages on a discretionary basis because, under the terms of its standard client agreement, it is authorized to instruct a custodian to withdraw or deduct fees from a client's account. First Ascent relies on the following safeguards:

- Our clients provide us with written authorization to deduct fees from the account held with the custodian.

- Each time a fee is deducted from a client account, First Ascent (a) sends the custodian an invoice specifying the amount of the fee to be deducted; and (b) sends the client an invoice specifying and itemizing the fee.

- The custodian sends statements at least quarterly to the client showing disbursements from the account, including the advisory fee.

First Ascent encourages investors to carefully review account statements from the independent custodian, and to compare those against any invoices or reports that may be issued from First Ascent. Custodial statements may occasionally vary from invoices or reports issued by First Ascent due to different accounting procedures, reporting dates or valuation methodologies.

As noted above, First Ascent's advisory fees for discretionary accounts are charged quarterly in advance. Accounts opened during a quarter will be charged a pro-rata fee that will be assessed at the beginning of the first full calendar quarter that we manage your account.

Investment Discretion

First Ascent exercises investment discretion on its discretionary accounts, which means that it determines which securities to buy or sell, as well as the amounts and timing of such transactions without prior approval from any other party. This discretionary authority is provided to First Ascent pursuant to an investment management agreement entered into with the client. Implementation of all investment decisions relating to a discretionary account will be at the discretion of First Ascent, consistent with any client guidelines and restrictions that have been provided in writing to, and accepted by, First Ascent.

Voting Client Securities

First Ascent will vote proxies for discretionary clients, unless the client reserves the right to do so. First Ascent will not vote proxies for non-discretionary (platform model portfolio) clients.

First Ascent has adopted policies and procedures that address generally the guidelines it expects to follow in the exercise of its authority to vote client proxies. Under those procedures, First Ascent generally votes with management, except in certain circumstances. Any conflicts of interest that arise in the context of voting proxies are evaluated by our Chief Compliance Officer, and addressed in accordance in a manner that the Chief Compliance Officer deems appropriate, given consideration to the type and materiality of the conflict.

A copy of those policies and procedures will be provided upon request. Information concerning how First Ascent voted client proxies also will be provided upon request. Requests may be made using the contact information on the cover of this brochure.

Financial Information

No financial condition currently exists that is reasonably likely to impair First Ascent's ability to meet its contractual commitments to clients. First Ascent has never been the subject of a bankruptcy petition.

Requirements for State-Registered Advisers

Scott MacKillop is the founder and principal owner of First Ascent. Prior to establishing First Ascent, Mr. MacKillop served for 8 years as the President of Frontier Asset Management. Mr. MacKillop has also served as President of US Fiduciary Services (2 years), President of Trivium Consulting (4 years), President (3 years) and Executive Vice President and Chief Operating Officer (1 year) of PMC International, Inc. and President (1 year) and Senior Vice President (4 years) of ADAM Investment Services.

Prior to entering the investment management business in 1992 Mr. MacKillop practiced law at various law firms and companies in the Washington, DC area for approximately 16 years.

Mr. MacKillop has written over 70 articles and papers on investment-related topics and has spoken at over 100 financial services conferences. In the past, he has also served as a member of the Board of Directors or as a member of the Advisory Board of 4 different financial services firms. He currently serves as a member of the Board of Trustees of the First Western Funds Trust, which offers three publicly traded, fixed income mutual funds.

Mr. MacKillop received a J.D. (with honors) from George Washington University in 1976 and a B.A. in Political Science from Stanford University in 1972.

Mr. MacKillop devotes substantially full time to his duties at First Ascent.

Neither First Ascent nor any of its management persons has been involved in or otherwise found liable in either an arbitration claim or a civil, self-regulatory organization, or administrative proceeding involving: (a) an investment or 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; (e) dishonest, unfair or unethical practices.