

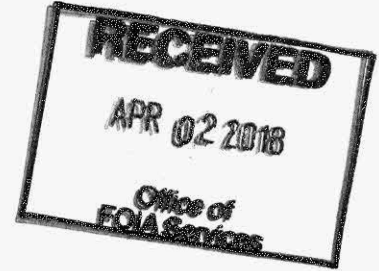
foiapa

18-01522-FOIA

From: Request@ip-10-170-20-59.ec2.internal
Sent: Monday, April 02, 2018 12:28 PM
To: foiapa
Subject: Request for Document from Miller, Jonathan

Mr. Jonathan Miller
233 South Wacker Drive
Suite 6100
Chicago, Illinois 60606
United States

3128995767
jm@willmont.com



Request:
COMP_NAME: Ritchie Capital Management, LLC
DOC_DATE: March 2018
TYPE: Other (fully describe)
COMMENTS: Requesting Form ADV-W; Firm withdrew as ERA effective 3/30/2018
FEE_AUTHORIZED: Willing to Pay \$61
FEE_WAIVER_REQUESTED: NO
EXPEDITED_SERVICE_REQUESTED: NO



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

April 30, 2018

Mr. Jonathan Miller
233 South Wacker Drive, Suite 6100
Chicago, IL 60606

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. 18-01522-FOIA

Dear Mr. Miller:

This letter is in response to your request, dated and received in this Office on April 2, 2018, for the Form ADV-W filed by Ritchie Capital Management, LLC as ERA effective on March 30, 2018.

The search for responsive records has resulted in the retrieval of 13 pages of records that may be responsive to your request. Note that the company filed a Form ADV as SEC ERA Final on March 30, 2018. Enclosed is a copy of the releasable records.

No fees have been assessed for processing this request. If you have any questions, please contact me at andersonc@sec.gov or (202) 551-8315. You may also contact me at foiapa@sec.gov or (202) 551-7900. You also have the right to seek assistance from Ray J. McInerney as a FOIA Public Liaison or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or Archives.gov or via e-mail at ogis@nara.gov.

Sincerely,

A handwritten signature in cursive script that reads "Clarissa Anderson".

Clarissa Anderson
FOIA Research Specialist

Enclosure

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: **RITCHIE CAPITAL MANAGEMENT, L.L.C.**

CRD Number: **162048**

SEC ERA Final - All Sections

Rev. 10/2017

3/30/2018 7:41:40 AM

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an *umbrella registration*, the information in Item 1 should be provided for the *filing adviser* only. General Instruction 5 provides information to assist you with filing an *umbrella registration*.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):

RITCHIE CAPITAL MANAGEMENT, L.L.C.

B. (1) Name under which you primarily conduct your advisory business, if different from Item 1.A.

RITCHIE CAPITAL MANAGEMENT, L.L.C.

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

(2) If you are using this Form ADV to register more than one investment adviser under an *umbrella registration*, check this box

If you check this box, complete a Schedule R for each relying adviser.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether the name change is of

your legal name or your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number:

(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number: **802-101499**

(3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

No Information Filed

E. (1) If you have a number ("CRD Number") assigned by the *FINRA's CRD* system or by the *IARD* system, your *CRD* number: **162048**

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

(2) If you have additional *CRD* Numbers, your additional *CRD* numbers:

No Information Filed

F. *Principal Office and Place of Business*

(1) Address (do not use a P.O. Box):

Number and Street 1:

68 WEST BAY ROAD

City:

GRAND CAYMAN

State:

Number and Street 2:

Country:

Cayman Islands

ZIP+4/Postal Code:

KY1-1003

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.

(2) Days of week that you normally conduct business at your *principal office and place of business*:

Monday - Friday Other:

Normal business hours at this location:

9:00 AM - 5:00 PM

(3) Telephone number at this location:

345-769-0078

(4) Facsimile number at this location, if any:

+1-345-769-0077

(5) What is the total number of offices, other than your *principal office and place of business*, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?

0

G. Mailing address, if different from your *principal office and place of business* address:

Number and Street 1:

68 WEST BAY ROAD

City:

GRAND CAYMAN

State:

Number and Street 2:

PO BOX 10315

Country:

Cayman Islands

ZIP+4/Postal Code:

KY1-1003

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.:

Number and Street 1:

City:

State:

Number and Street 2:

Country:

ZIP+4/Postal Code:

Yes No

I. Do you have one or more websites or accounts on publicly available social media platforms (including, but not limited to, Twitter, Facebook and LinkedIn)?

If "yes," list all firm website addresses and the address for each of the firm's accounts on publicly available social media platforms on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. You may need to list more than one portal address. Do not provide the addresses of websites or accounts on publicly available social media platforms where you do not control the

content. Do not provide the individual electronic mail (e-mail) addresses of employees or the addresses of employee accounts on publicly available social media platforms.

J. Chief Compliance Officer

(1) Provide the name and contact information of your Chief Compliance Officer. If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:	Other titles, if any:
Telephone number:	Facsimile number, if any:
Number and Street 1:	Number and Street 2:
City: State:	Country: ZIP+4/Postal Code:

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

(2) If your Chief Compliance Officer is compensated or employed by any *person* other than you, a *related person* or an investment company registered under the Investment Company Act of 1940 that you advise for providing chief compliance officer services to you, provide the *person's* name and IRS Employer Identification Number (if any):

Name:
IRS Employer Identification Number:

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:	Titles:		
ALEKSEI MASIUK			
Telephone number:	Facsimile number, if any:		
345-769-0078	345 769-0077		
Number and Street 1:	Number and Street 2:		
68 WEST BAY ROAD	PO BOX 10315		
City: State:	Country:	ZIP+4/Postal Code:	
GRAND CAYMAN	Cayman Islands	KY1-1003	

Electronic mail (e-mail) address, if contact person has one:
AMASIUK@60DEG.COM

- L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*? **Yes** **No**

If "yes," complete Section 1.L. of Schedule D.

- M. Are you registered with a *foreign financial regulatory authority*? **Yes** **No**

Answer "no" if you are not registered with a *foreign financial regulatory authority*, even if you have an affiliate that is registered with a *foreign financial regulatory authority*. If "yes," complete Section 1.M. of Schedule D.

- N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? **Yes** **No**

Yes **No**

O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year?

If yes, what is the approximate amount of your assets:

- \$1 billion to less than \$10 billion
- \$10 billion to less than \$50 billion
- \$50 billion or more

For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.

P. Provide your *Legal Entity Identifier* if you have one:

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity identifier.

SECTION 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

Name: RITCHIE PARTNERS, L.L.C. ("SPECIAL PURPOSE ENTITY")

Jurisdictions

<input type="checkbox"/> AL	<input type="checkbox"/> IL	<input type="checkbox"/> NE	<input type="checkbox"/> SC
<input type="checkbox"/> AK	<input type="checkbox"/> IN	<input type="checkbox"/> NV	<input type="checkbox"/> SD
<input type="checkbox"/> AZ	<input type="checkbox"/> IA	<input type="checkbox"/> NH	<input type="checkbox"/> TN
<input type="checkbox"/> AR	<input type="checkbox"/> KS	<input type="checkbox"/> NJ	<input type="checkbox"/> TX
<input type="checkbox"/> CA	<input type="checkbox"/> KY	<input type="checkbox"/> NM	<input type="checkbox"/> UT
<input type="checkbox"/> CO	<input type="checkbox"/> LA	<input type="checkbox"/> NY	<input type="checkbox"/> VT
<input type="checkbox"/> CT	<input type="checkbox"/> ME	<input type="checkbox"/> NC	<input type="checkbox"/> VI
<input type="checkbox"/> DE	<input type="checkbox"/> MD	<input type="checkbox"/> ND	<input type="checkbox"/> VA
<input type="checkbox"/> DC	<input type="checkbox"/> MA	<input type="checkbox"/> OH	<input type="checkbox"/> WA
<input type="checkbox"/> FL	<input type="checkbox"/> MI	<input type="checkbox"/> OK	<input type="checkbox"/> WV
<input type="checkbox"/> GA	<input type="checkbox"/> MN	<input type="checkbox"/> OR	<input type="checkbox"/> WI
<input type="checkbox"/> GU	<input type="checkbox"/> MS	<input type="checkbox"/> PA	<input type="checkbox"/> WY
<input type="checkbox"/> HI	<input type="checkbox"/> MO	<input type="checkbox"/> PR	<input checked="" type="checkbox"/> Other: CAYMAN ISLANDS
<input type="checkbox"/> ID	<input type="checkbox"/> MT	<input type="checkbox"/> RI	

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

Name: RC CLEANTECH CAPITAL (GP), LTD. ("SPECIAL PURPOSE ENTITY")

Jurisdictions

<input type="checkbox"/> AL	<input type="checkbox"/> IL	<input type="checkbox"/> NE	<input type="checkbox"/> SC
<input type="checkbox"/> AK	<input type="checkbox"/> IN	<input type="checkbox"/> NV	<input type="checkbox"/> SD
<input type="checkbox"/> AZ	<input type="checkbox"/> IA	<input type="checkbox"/> NH	<input type="checkbox"/> TN
<input type="checkbox"/> AR	<input type="checkbox"/> KS	<input type="checkbox"/> NJ	<input type="checkbox"/> TX
<input type="checkbox"/> CA	<input type="checkbox"/> KY	<input type="checkbox"/> NM	<input type="checkbox"/> UT
<input type="checkbox"/> CO	<input type="checkbox"/> LA	<input type="checkbox"/> NY	<input type="checkbox"/> VT
<input type="checkbox"/> CT	<input type="checkbox"/> ME	<input type="checkbox"/> NC	<input type="checkbox"/> VI
<input type="checkbox"/> DE	<input type="checkbox"/> MD	<input type="checkbox"/> ND	<input type="checkbox"/> VA
<input type="checkbox"/> DC	<input type="checkbox"/> MA	<input type="checkbox"/> OH	<input type="checkbox"/> WA
<input type="checkbox"/> FL	<input type="checkbox"/> MI	<input type="checkbox"/> OK	<input type="checkbox"/> WV
<input type="checkbox"/> GA	<input type="checkbox"/> MN	<input type="checkbox"/> OR	<input type="checkbox"/> WI
<input type="checkbox"/> GU	<input type="checkbox"/> MS	<input type="checkbox"/> PA	<input type="checkbox"/> WY
<input type="checkbox"/> HI	<input type="checkbox"/> MO	<input type="checkbox"/> PR	<input checked="" type="checkbox"/> Other: CAYMAN ISLANDS
<input type="checkbox"/> ID	<input type="checkbox"/> MT	<input type="checkbox"/> RI	

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

Name: RMS SPECIAL OPPORTUNITIES (GP), LTD. ("SPECIAL PURPOSE ENTITY")

Jurisdictions

<input type="checkbox"/> AL	<input type="checkbox"/> IL	<input type="checkbox"/> NE	<input type="checkbox"/> SC
<input type="checkbox"/> AK	<input type="checkbox"/> IN	<input type="checkbox"/> NV	<input type="checkbox"/> SD
<input type="checkbox"/> AZ	<input type="checkbox"/> IA	<input type="checkbox"/> NH	<input type="checkbox"/> TN
<input type="checkbox"/> AR	<input type="checkbox"/> KS	<input type="checkbox"/> NJ	<input type="checkbox"/> TX
<input type="checkbox"/> CA	<input type="checkbox"/> KY	<input type="checkbox"/> NM	<input type="checkbox"/> UT
<input type="checkbox"/> CO	<input type="checkbox"/> LA	<input type="checkbox"/> NY	<input type="checkbox"/> VT
<input type="checkbox"/> CT	<input type="checkbox"/> ME	<input type="checkbox"/> NC	<input type="checkbox"/> VI
<input type="checkbox"/> DE	<input type="checkbox"/> MD	<input type="checkbox"/> ND	<input type="checkbox"/> VA
<input type="checkbox"/> DC	<input type="checkbox"/> MA	<input type="checkbox"/> OH	<input type="checkbox"/> WA
<input type="checkbox"/> FL	<input type="checkbox"/> MI	<input type="checkbox"/> OK	<input type="checkbox"/> WV
<input type="checkbox"/> GA	<input type="checkbox"/> MN	<input type="checkbox"/> OR	<input type="checkbox"/> WI
<input type="checkbox"/> GU	<input type="checkbox"/> MS	<input type="checkbox"/> PA	<input type="checkbox"/> WY
<input type="checkbox"/> HI	<input type="checkbox"/> MO	<input type="checkbox"/> PR	<input checked="" type="checkbox"/> Other: CAYMAN ISLANDS
<input type="checkbox"/> ID	<input type="checkbox"/> MT	<input type="checkbox"/> RI	

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.I. for each website or account on a publicly available social media platform.

Address of Website/Account on Publicly Available Social Media Platform: HTTP://WWW.RITCHIECAPITAL.COM

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D, Section 1.L. for each location.

Name of entity where books and records are kept:

ICG MANAGEMENT LIMITED

Number and Street 1:

LANDMARK SQUARE, 1ST FLOOR

Number and Street 2:

64 EARTH CLOSE, PO BOX 715

City:

GRAND CAYMAN

State:

Country:

Cayman Islands

ZIP+4/Postal Code:

KY1-1104

If this address is a private residence, check this box:

Telephone Number:

1-345-769-9358

Facsimile number, if any:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location.

GOVERNING DOCUMENTS AND CORPORATE GOVERNANCE DOCUMENTS.

Name of entity where books and records are kept:

60 DEGREES GROUP SEZC, LTD.

Number and Street 1:

68 WEST BAY ROAD

Number and Street 2:

PO BOX 10315

City:

GRAND CAYMAN

State:

Country:

Cayman Islands

ZIP+4/Postal Code:

KY1-1003

If this address is a private residence, check this box:

Telephone Number:

3457690078

Facsimile number, if any:

This is (check one):

- one of your branch offices or affiliates.
- a third-party unaffiliated recordkeeper.
- other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS, CORPORATE GOVERNANCE DOCUMENTS, FINANCIAL AND ACCOUNTING RECORDS~~

Name of entity where books and records are kept:

~~IRON MOUNTAIN~~

Number and Street 1:

~~341 ARI COURT~~

Number and Street 2:

City:

~~ADDISON~~

State:

~~Illinois~~

Country:

~~United States~~

ZIP+4/Postal Code:

~~60101~~

If this address is a private residence, check this box:

Telephone Number:

~~800-899-4766~~

Facsimile number, if any:

This is (check one):

- one of your branch offices or affiliates.
- a third-party unaffiliated recordkeeper.
- other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS, CORPORATE GOVERNANCE DOCUMENTS, FINANCIAL AND ACCOUNTING RECORDS.~~

Name of entity where books and records are kept:

~~IRON MOUNTAIN~~

Number and Street 1:

~~1320 S. ROCKWELL ST.~~

Number and Street 2:

City:

~~CHICAGO~~

State:

~~Illinois~~

Country:

~~United States~~

ZIP+4/Postal Code:

~~60608~~

If this address is a private residence, check this box:

Telephone Number:

~~800-899-4766~~

Facsimile number, if any:

This is (check one):

- one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS, CORPORATE GOVERNANCE DOCUMENTS, FINANCIAL AND ACCOUNTING RECORDS.~~

Name of entity where books and records are kept:

~~IRON MOUNTAIN~~

Number and Street 1:

~~2255 PRATT BLVD~~

Number and Street 2:

City:

~~ELK GROVE~~

State:

~~Illinois~~

Country:

~~United States~~

ZIP+4/Postal Code:

~~60007~~

If this address is a private residence, check this box:

Telephone Number:

~~800-899-4766~~

Facsimile number, if any:

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS, CORPORATE GOVERNANCE DOCUMENTS, FINANCIAL AND ACCOUNTING RECORDS.~~

Name of entity where books and records are kept:

~~IRON MOUNTAIN~~

Number and Street 1:

~~4175 CHANDLER DR.~~

Number and Street 2:

City:

~~HANOVER PARK~~

State:

~~Illinois~~

Country:

~~United States~~

ZIP+4/Postal Code:

~~60103~~

If this address is a private residence, check this box:

Telephone Number:

~~800-899-4766~~

Facsimile number, if any:

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS, CORPORATE GOVERNANCE DOCUMENTS, FINANCIAL AND ACCOUNTING RECORDS.~~

Name of entity where books and records are kept:

~~IRON MOUNTAIN~~

Number and Street 1:

~~950 NORTH MAIN ST.~~

Number and Street 2:

City:

~~LOMBARD~~

State:

~~Illinois~~

Country:

~~United States~~

ZIP+4/Postal Code:

~~60148~~

If this address is a private residence, check this box:

Telephone Number:

~~800-899-4766~~

Facsimile number, if any:

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS, CORPORATE GOVERNANCE DOCUMENTS, FINANCIAL AND ACCOUNTING RECORDS.~~

Name of entity where books and records are kept:

~~60 DEGREES GROUP, LLC~~

Number and Street 1:

~~106 E. LIBERTY DR.~~

Number and Street 2:

~~SUITE 100~~

City:

~~WHEATON~~

State:

~~Illinois~~

Country:

~~United States~~

ZIP+4/Postal Code:

~~60187~~

If this address is a private residence, check this box:

Telephone Number:

~~630-447-0400~~

Facsimile number, if any:

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS, CORPORATE GOVERNANCE DOCUMENTS, FINANCIAL AND ACCOUNTING RECORDS.~~

Name of entity where books and records are kept:

~~MAPLES AND CALDER~~

Number and Street 1:

~~PO BOX 309, UGLAND HOUSE~~

Number and Street 2:

~~SOUTH CHURCH STREET, GEORGETOWN~~

City:

~~GRAND CAYMAN~~

State:

Country:

~~Cayman Islands~~

ZIP+4/Postal Code:

~~KY1-1104~~

If this address is a private residence, check this box:

Telephone Number:

~~1-345-949-8066~~

Facsimile number, if any:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS AND CORPORATE GOVERNANCE DOCUMENTS.~~

Name of entity where books and records are kept:

~~OGIER~~

Number and Street 1:

~~89 NEXUS WAY~~

Number and Street 2:

~~CAMANA BAY~~

City:

~~GRAND CAYMAN~~

State:

Country:

~~Cayman Islands~~

ZIP+4/Postal Code:

~~KY1-9007~~

If this address is a private residence, check this box:

Telephone Number:

~~1-345-949-9876~~

Facsimile number, if any:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location.

~~GOVERNING DOCUMENTS AND CORPORATE GOVERNANCE DOCUMENTS.~~

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:

162048

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the

United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

~~A.R. THANE RITCHIE~~
MARK AZZOPARDI

Printed Name:

~~A.R. THANE RITCHIE~~
MARK AZZOPARDI

Adviser CRD Number:
162048

Date: MM/DD/YYYY

~~03/31/2017~~
03/30/2018

Title:

DIRECTOR