

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Waters Capital Advisers, LLC				
Address: (Number and Street) Key Bank Building, 3300 E. First Ave. Ste. 490	(City) Denver	(State) CO	(Zip Code) 80206	Area Code: Telephone number: 303-333-7779

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

1. **A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service.
(See instructions below.)

Applicant:

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services	100 %
<input type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services	%
<input type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above	%
<input type="checkbox"/>	(4)	Issues periodicals about securities by subscription	%
<input type="checkbox"/>	(5)	Issues special reports about securities not included in any service described above	%
<input type="checkbox"/>	(6)	Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities	%
<input type="checkbox"/>	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities	%
<input type="checkbox"/>	(8)	Provides a timing service	%
<input type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above	%

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes
☐ No
☒

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed Fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of clients** - Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|---|
| <input type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|---|---|
| <input type="checkbox"/> A. Equity securities | <input type="checkbox"/> H. United States government securities |
| <input type="checkbox"/> (1) exchange-listed securities | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.**A.** Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Long term purchases (securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes ☒ No ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading advisor or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked in box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? Yes ☐ No ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions. Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Generally, client fund accounts are reviewed on a continuous basis by James Waters, Manager. These reviews are designed to monitor and analyze client transactions, positions, and investment levels. Particular attention is given to changes in mutual fund or partnership fundamentals, industry outlook, market outlook and price levels.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

The limited partnership to which Waters Capital Advisers, LLC provides discretionary investment advice generally furnishes each investor with annual reports which include audited financial statements prepared in accordance with generally accepted accounting principles. Investors will also receive a monthly report from the Administrator summarizing account activity and performance.

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | Yes | No |
|--|-------------------------------------|--------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients?

Yes No
☐ ☒

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and Services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|--|---|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No
☐ ☒

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:
Waters Capital Advisers, LLC

SEC File Number:
801-62780

Date:
01/06/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Waters Capital Advisers, LLC	IRS Empl. Ident. No.: 75-2981230
Item of Form (identify)	Answer
Item 1	<p>ADVISORY SERVICES AND FEES</p> <p>Waters Capital Advisers, LLC, LLC (“WCA” or “We”) serves as the General Partner and investment manager to a related collective investment vehicle, Sonata Multi Manager Fund, LP (the “Fund”), organized to invest in securities and other financial instruments. In providing such services to the Fund, WCA formulates its investment objective, directs and manages the investment and reinvestment of the Fund’s assets and provides reports to investors. Investment advice is provided directly to the Fund and not individually to the limited partners or shareholders of the Fund. WCA manages the assets of the Fund in accordance with the terms of the governing documents applicable to the Fund.</p> <p>Interests in the Fund which is a collective investment vehicle sponsored by WCA are not registered under the Securities Act of 1933, as amended (the “Securities Act”), and the Fund is not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, interests in the Fund are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements either in private transactions within the United States or in offshore transactions.</p> <p><u>Fees and Compensation</u></p> <p>Compensation received by WCA from the Fund is generally comprised of fees based on a percentage of assets under management and performance-based amounts.</p> <p>WCA’s asset based fees range up to 1.5% (per annum) of the aggregate fair market value of the Fund’s net assets. Asset based management fees are billed monthly at the end of the calendar month during which WCA performed the services to which the fees relate. Capital contributions or withdrawals made on a date other than the first day of a calendar month will be subject to a prorated portion of the asset based management fee based on the number of days remaining in that calendar month. The Asset based management fee is generally deducted directly from the client Fund’s account as agreed to with the client.</p> <p>In addition to the asset based fee, for its services in managing and supervising the Fund’s investments and operations, WCA shall be paid a performance based-fee equal to 1/12th of 10% (a 10.0% annual rate) percent of new high profits, subject to additional contributions and withdrawals, determined in arrears as of the last business day of each calendar quarter. WCA will comply with Rule 205-3 with respect to incentive or special allocations. Incentive or special allocations may create an incentive for WCA to make investments that are riskier or more speculative than would be the case in the absence of a performance fee. With an incentive or special allocation fee arrangement WCA receives compensation based on a share of the capital gains upon or capital appreciation of the funds or any portion of the funds of the client.</p>

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Item of Form (identify)	Answer
	<p>The fees paid by the Fund managed by WCA have not been established on the basis of an arm's-length transaction between the Fund and WCA. In addition to WCA's fees, investors will bear indirectly the fees and expenses charged to the Fund. As the Fund may be invested in other "sub-funds" those expenses typically include management fees, incentive fees, administrative expenses and custodial and transactions costs paid to custodians, brokers or any other third parties. Investors should review all fees charged by WCA and its affiliates, custodians and brokers and others to fully understand the total amount of fees to be paid by the Funds.</p> <p>In addition, the Fund may issue different series of interests, of which each series may be subject to different investment strategies, investor eligibility requirements, management fees and performance allocation rates. Details concerning applicable investment strategies, investor eligibility requirements, fees and performance rates are set forth in the Fund's prospectus and offering materials.</p> <p>Proxy Voting/Class Action</p> <p>Among the services WCA provides is that it may vote proxies for the Fund. WCA's Proxy Administrator is James Waters, who is charged with identifying the proxies upon which WCA will vote, voting the proxies in the best interest of clients, and submitting the proxies promptly and properly.</p> <p>WCA's policy is to vote proxies in the interest of maximizing shareholder value. To that end, WCA will vote in a way that it believes, consistent with its fiduciary duty, will cause the issue to increase the most or decline the least in value. Consideration will be given to both the short and long term implications of the proposal to be voted on when considering the optimal vote.</p> <p>WCA has currently identified no conflicts of interest between client/investor interests and its own within its proxy voting process. Nevertheless, if Mr. Waters determines that he or that WCA is facing a material conflict of interest in voting a proxy (e.g., an affiliate of WCA may personally benefit if the proxy is voted in a certain direction), WCA's procedures provide for a competent third party to be engaged, at WCA's expense, who will determine the vote that will maximize shareholder value. As an added protection, the third party's decision is binding.</p> <p>WCA's complete proxy voting policy and procedures are memorialized in writing and are available for client/investor review. In addition, WCA's complete proxy voting record is available to clients/investors, and only to clients/investors. If any Partner has any questions or would like to review either of these documents, he or she should contact WCA.</p>
Item 2. G.	<p>CLIENT PROFILE</p> <p>The Manager and certain of his family members are limited partners in the Fund. The limited partners in the partnership include individuals, pension plans, family partnerships and other limited partnerships. The limited partners are accredited investors with a net worth greater than \$1,500,000 who generally are</p>

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Waters Capital Advisers, LLC	IRS Empl. Ident. No.: 75-2981230
Item of Form (identify)	Answer
	knowledgeable about a wide variety of securities and investment strategies.
Item 3.K.(3) & L.	<p>TYPES OF INVESTMENTS</p> <p>WCA builds multi-strategy, multi-manager portfolios for its clients by placing investment capital with money managers. These investments may be made in separately managed accounts, in mutual funds, in domestic limited partnerships or in non-U.S. investment companies.</p>
Item 4 B (8) & C.(7)	<p>METHODS OF ANALYSIS, SOURCES OF INFORMATION AND INVESTMENT STRATEGIES</p> <p>WCA employs a multi-manager, multi-strategy approach. In general, the goal of these strategies is to reduce the volatility of returns and to improve results over a market cycle. These strategies include investing in managers employing and not limited to the following strategies: Convertible Arbitrage, Equity Market Neutral, Merger Arbitrage, Relative Value Arbitrage, Event Driven, Equity Hedge, High Hedge, Distressed Securities, Equity Hedge, Low Hedge, Sector, Short Selling, Fixed Income and Real Estate Funding.</p> <p>WCA selects and places assets with a variety of investment managers practicing diverse investing strategies. This approach seeks to blend managers and strategies seeking to produce a risk adjusted return over a market cycle. In order to achieve this objective, WCA interviews managers, attends conferences, utilizes screening and statistical software, and relies upon the extensive background and contacts of the Firm's Manager.</p> <p>WCA intends to allocate assets of the Fund among Advisers displaying a variety of investment styles and who have demonstrated a low correlation to each other. The Advisers selected will either manage the Fund's assets directly in separate accounts or through private investment funds such as partnerships operated by the Advisers.</p> <p>When constructing the Fund's portfolio, WCA integrates market evaluation, strategy selection and manager selection with the objectives and constraints of the Fund. A decision to allocate Fund assets to a particular investment strategy or Adviser is based on WCA's determination of the appropriateness of the risk, reward and correlation characteristics of the strategy as they relate to the Fund's investment objectives and guidelines. WCA may choose investments to achieve a resulting asset considered to be an optimal mix of strategies and managers given the objectives. WCA continually monitors the Fund's portfolio and tactically adds and removes particular Advisers as market conditions change. WCA conducts ongoing assessment and analyses of investment exposures at the portfolio position level. This exposure-based approach allows WCA to analyze and adjust portfolio concentrations, position overlap across Advisers, style purity of strategies, levels of leverage and correlation between Advisers</p>

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Item of Form (identify)	Answer
Item 5	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>Persons involved in determining or giving investment advice to clients must be college graduates who have three or more years of experience in the financial industry.</p>
Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>James J. Waters, 1940</p> <p>The original founder of WCA, Mr. Waters has worked in the financial services industry since 1968. In February, 2002, Mr. Waters formed WCA to act as the General Partner to the Sonata Multi-Manager Fund, LP. Prior to 2002 he was a financial advisor with First Allied Securities. In February 2008, Mr. Waters sold his interest in WCA to its current parent company, Westmoore Securities, Inc. Mr. Waters is also a principal of Greenstreet Advisers, LLC, a related investment adviser.</p> <p>Mr. Waters has a significant understanding of the investment management business including portfolio management, administration, compliance, performance reporting and business development. For the majority of his career he has specialized in the management of investment portfolios for individual high net worth and institutional investors.</p> <p>He has been a featured speaker at many national conferences and has taught graduate level courses at a Denver University where he has held a position on the Investment Oversight Subcommittee of the Endowment Fund. He has had articles published in both <u>Fortune</u> and <u>American City and County</u> magazines.</p> <p>Mr. Waters has been a member of the Harvard Colorado Business School Club and the Investment Management Consultant's Association (IMCA). He has also been a member of the NFL Registered Investment Advisor to the NFL Player's Association (NFLPA) and a member in good standing of the Regulatory Compliance Association.</p> <p>He was awarded a BA, <i>magna cum laude</i>, from Regis University located in Denver, Colorado, a graduate degree from le College de l'Immaculee Conception of the University of Montreal, Montreal P.Q. Canada and was graduated from a</p>

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	Certified Course in the graduate school of the Wharton School, University of Pennsylvania, in Pension Asset Management.
Item 7. C.	<p>OTHER BUSINESS ACTIVITIES</p> <p>WCA's Manager, James J. Waters, is owner and principal executive officer of a related investment adviser, Greenstreet Advisers, LLC ("Greenstreet"). Greenstreet provides investment management services to a limited number of accredited investors on a non-discretionary basis. . It is estimated that Mr. James J. Waters will split his time equally at his discretion between WCA and Greenstreet.</p>
Item 8 C (1)	<p>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</p> <p>WCA is subject to a conflict of interest in making investment decisions for the Fund. Such conflicts could affect the objectivity of WCA and the performance of the Fund. WCA recognizes its fiduciary duty owed to the Fund and its investors and will act in good faith and with fairness in all its dealings, and will take such duties into account in dealing with all conflicts of interest. WCA may place assets under the management of, or otherwise procure investment advisory or investment management services from Westmoore Securities, Inc., ("Westmoore") a FINRA member broker-dealer, and WCA's parent company.</p>
Item 9 D & E	<p>PARTICIPATION OR INTERESTS IN CLIENT TRANSACTIONS</p> <p>WCA, its principals and/or employees will generally have a material investment in the Fund. Therefore, WCA may be considered to participate, indirectly, in transactions effected for those clients. The foregoing relationships, fees and any other actual or potential conflicts of interest arising there from are disclosed in the Fund's offering document.</p> <p>WCA, its principals and/or employees may buy and sell the same securities that may be recommended to clients. WCA requires that no employee may in any way use information acquired by him in the conduct of his employment when the use of such information would be at the expense of a client or is in any way contrary to a client's interests. Accordingly, each person associated with WCA is required to avoid knowingly purchasing or selling securities in such a way as to compete in the market place with clients, or otherwise to adversely affect their transaction to profit by the market effect of such transactions, or give to others information of proposed or current purchases or sales by any client because of a possibility of such other taking action detrimental to such client, or improperly using such knowledge for their own use or benefit.</p> <p>WCA has adopted a written Code of Ethics designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act.</p> <p>This Rule requires WCA to adopt a Code that sets forth a standard of business conduct and compliance with federal securities laws by all of our employees. Our Code contains policies and procedures that ensure that all personal securities</p>

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	<p>trading by our employees are conducted in such a manner as to avoid actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility. We prohibit personal trading on certain securities or instruments; we require pre-clearance before purchasing an IPO or a new issue private placement; we require periodic reporting of employees' personal securities transactions and holdings; and we require prompt internal reporting of Code violations.</p> <p>A copy of WCA's Code of Ethics shall be provided to any client or prospective client upon request.</p>
Item 10	<p>MINIMUM CONDITIONS</p> <p>Details concerning applicable investor suitability criteria are set forth in the Fund's offering documents and subscription application materials. Although WCA has the authority to accept subscriptions for lesser amounts, the minimum investment in the Fund is generally \$1 Million. Each investor is required to meet certain suitability qualifications, such as being a "qualified purchaser" as defined in the Investment Company Act or being a "non-U.S. person" as defined in Regulation S under the Securities Act. In addition, each investor in the Fund must also satisfy the suitability requirements under Rule 205-3 under the Advisers Act, which prescribes certain requirements which must be satisfied in connection with the WCA's receipt of performance-based compensation.</p>
Item 12 A	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>WCA is a "fund-of-hedge funds" adviser and generally has complete discretion and authority to manage and direct the investment of capital for the client fund for which it serves as the general partner and investment manager. WCA only recommends transactions in private funds or separately managed accounts and, occasionally, in no-load mutual funds.</p> <p>Transactions involving mutual funds will be placed through broker-dealers. There is no restriction on the brokers WCA may select to execute client transactions. Our general guiding principle is to trade through broker-dealers who offer the best overall execution under the particular circumstances. With respect to execution, we consider a number of factors, including if the broker has custody of client assets, the actual handling of the order, the ability of the broker-dealer to settle the trade promptly and accurately, the financial standing of the broker-dealer, the ability of the broker-dealer to position stock to facilitate execution, our past experience with similar trades, and other factors which may be unique to a particular order.</p>
Item 13 B	<p>ADDITIONAL COMPENSATION</p> <p>WCA has entered into arrangements with unaffiliated consultants whereby it may compensate the consultant for referring prospective investors to it. The consultants are paid referral fees, which are negotiated on a consultant-by-</p>

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:
Waters Capital Advisers, LLC

SEC File Number:
801-62780

Date:
01/06/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Waters Capital Advisers, LLC	IRS Empl. Ident. No.: 75-2981230
Item of Form (identify)	Answer	
	consultant basis. WCA's payment of a referral does not affect the fees paid by any new investor. Each consultant agrees that such referral arrangement will conform to Rule 206(4)-3 under the Investment Advisors Act of 1940, as amended, including that such referral arrangement is disclosed to prospective investors.	