

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser: Varden Pacific, LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	315 Montgomery Street, 8th fl	San Francisco	CA	94104		415-829-4446

**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 government authority.**

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(Schedule 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.

Applicant: Varden Pacific, LLC

SEC File Number:

801- 71509

Date:

10/10/10

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 instruction below.)

Applicant:

- | | | |
|-------------------------------------|--|---------|
| <input type="checkbox"/> | (1) Provides investment supervisory services | _____ % |
| <input checked="" type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services..... | 100 % |
| <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 checked="" 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 | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

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

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | <input checked="" type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input checked="" 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 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 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 type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input 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 |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | Securities and Exchange Commission |
| (4) <input type="checkbox"/> Corporate rating services | (7) <input checked="" type="checkbox"/> Company press releases |
| | (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 checked="" 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 type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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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, please 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 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 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 adviser 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 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.)

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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 sell for itself securities it also recommended 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 advisory 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 condition 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 account, 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.

See Schedule F

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

See Schedule F

Applicant: Varden Pacific, LLC

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10/10/10

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 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 | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input checked="" type="checkbox"/> | <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:
Varden Pacific, LLC

SEC File Number:
801- 71509

Date:
10/10/10

(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:

Varden Pacific, LLC

IRS Empl. Ident. No.:

27-1412395

Item of Form (identify)	Answer
Item 1(A)(2)	Varden Pacific, LLC ("Varden Pacific") serves as the sole investment advisor of Varden Pacific Opportunity Partners I LP, a private investment limited partnership ("The Fund") through the investment management agreement of Varden Pacific Opportunity Partners I Master (Cayman) Unit Trust ("The Trust"). Investment in the Fund is available only to "qualified clients" as defined in Rule 205-3 under the Investment Advisers Act of 1940. Qualified clients may include "accredited investors" as defined in Rule 501, Regulation D under the Securities Act of 1933, "qualified purchasers" as defined in Section 2(a)(51) under the Investment Company Act of 1940, or "qualified institutional buyers" as defined in the Securities Act Rule 144A, as long as they satisfy the requirements of Rule 205-3. The Fund is managed only in accordance with its own investment guidelines and is not tailored to any particular Fund investor. Since Varden Pacific does not provide individualized advice to investors in the Fund, investors in the Fund should consider whether the Fund meets their investment objectives and risk tolerance prior to investing. Information on the Fund can be found in its offering documents, including its private placement memorandum ("PPM"). Varden Pacific, LLC serves as Managing Member of the Fund.
Item 1(C)	<p>Fees for the Fund are detailed in the PPM. Limited Partners in the Fund are generally charged fees consisting of (a) a "Management Fee" based upon the Limited Partner's assets under management; (b) an "Incentive Allocation" which is calculated semi-annually based on a percentage of the net appreciation of the Limited Partner's capital account; (c) Operating expenses of the Fund including, but not limited to: accounting and auditing fees; administration fees; custodial fees; investment related software and data expenses; and trustee and legal fees; and (d) Expenses incurred in the organization of the Fund.</p> <p>Management Fee:</p> <p>Varden Pacific is entitled to receive a management fee in consideration of the management and administrative services provided to the Fund and its assumption of various overhead and operating expenses. The Management Fee is payable quarterly in advance and is equal to 0.4375% (or 1.75% on an annualized basis) of the net asset value of the Fund. The Management Fee is charged on a pro rata basis to the capital accounts of the Limited Partners on the first day of the quarter. Varden Pacific in its discretion may waive or reduce the Management Fee chargeable to any Limited Partners.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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Applicant:
Varden Pacific, LLC

SEC File Number:
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10/10/10

(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:

Varden Pacific, LLC

IRS Empl. Ident. No.:

27-1412395

Item of Form (identify)	Answer
Item 1(C) (cont'd)	<p>Incentive Allocation:</p> <p>Pursuant to Section 260.234 of the California Code of Regulations ("CCR"), Varden Pacific will only charge an Incentive Fee or Incentive Allocation if it (i) enters into investment advisory contracts (or equivalent agreements) with pooled investment vehicles composed entirely of, and/or managed accounts exclusively for, U.S. investors that are "qualified clients" as defined in Securities and Exchange Commission Rule 205-3 promulgated under the Advisers Act, and (ii) fully discloses all material information regarding the proposed compensation arrangements to each such investor prior to entering any investment advisory contract or subscription agreement, as applicable.</p> <p>Varden Pacific is entitled to receive a semi-annual incentive allocation (the "Incentive Allocation") equal to 20% of the net profits (including realized and unrealized profits and losses) allocated to each Limited Partner for each six-calendar month period with respect to each investment made by Limited Partner in the Fund, but only on a "high-watermark" basis, i.e., any prior losses allocated to an investor in respect of such investment must be recouped before Varden Pacific may receive an Incentive Allocation from such investor. The Incentive Allocation is calculated on an investment-by-investment basis and subject to adjustment. Each investment made by a Limited Partner will be subject to its own Lock-up Period, with the effect that multiple investments made by a Limited Partner at different times will be subject to separate Lock-up Periods. Withdrawals of amounts invested by Limited Partners will be affected by the Fund on a "first-in, first-out" basis.</p> <p>Varden Pacific may withdraw any or all of the amount in its capital account, without notice to or action by the Limited Partners; provided, that until such time as the earlier of (i) 90 days following the expiration of the Limited Partner's Lock-up Period with respect to an investment made by a Limited Partner has expired or (ii) the withdrawal by such Limited Partner of all or any portion of such investment, Varden Pacific shall not withdraw from its capital account more than 50% of the amount of the Incentive Allocations, if any, that have been made to Varden Pacific with respect to such investment by such Limited Partner, and shall only make such withdrawals to make tax payments; and further provided, that such limitation shall not restrict the ability of Varden Pacific to withdraw portions of its capital account that are not attributable to such Incentive Allocations.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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Varden Pacific, LLC

SEC File Number:
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Date:
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(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:

Varden Pacific, LLC

IRS Empl. Ident. No.:

27-1412395

Item of Form (identify)	Answer
Item 1(C) (cont'd)	<p>Limited Partner withdrawals may generally be made at the end of each fiscal quarter with advance written notice of no less than 90 days. Varden Pacific may, but is not required to, permit a Limited Partner to withdraw all or any portion of any investment prior to the expiration of the Lock-up Period with respect to such investment; provided, that any amounts so withdrawn shall be subject to an early withdrawal fee equal to 5% of the amount withdrawn, which early withdrawal fee shall be deducted from the amount withdrawn and paid to Varden Pacific. The Fund may limit withdrawals by Limited Partners on any particular withdrawal date to not more than 25% of the Limited Partner's outstanding Fund Interests. A partial withdrawal by a Limited Partner will only be permitted if (i) such withdrawal is for an amount not less than \$100,000 and (ii) immediately after such withdrawal; the remaining balance of the Limited Partner's capital account is at least equal to the lesser of the initial investment of the Limited Partner in the Fund or \$1,000,000. Varden Pacific may require a Limited Partner to withdraw all or any part of his capital account from the Fund at any time for any reason.</p> <p>Management fees or incentive allocations are not charged to the Managing Members capital account and may be waived or reduced with respect to Limited Partners who are Varden Pacific employees, family members of Varden Pacific employees or affiliated entities of the Managing Members at the Managing Member's sole discretion. Limited Partners may pay different management fees or incentive allocations based on investment date or fee waivers. The Fund may, but does not currently, maintain multiple class structures with differing fees paid by each class.</p> <p>Operating Expenses:</p> <p>The Fund shall bear all operating expenses and other costs of the Fund including, but not limited to, accounting and auditing fees; administration fees; custodial fees; investment related software and data expenses; and trustee and legal fees. The capital accounts of the Clients shall bear these fees on a pro rata basis.</p> <p>Organizational Expenses:</p> <p>Expenses incurred in the organization of the Fund will be borne or reimbursed by the capital accounts of the Limited Partners on a pro rata basis, up to a maximum amount of \$150,000. Organizational expenses will be amortized by the Fund during its first [60] months of operations. Any such expenses in excess of \$150,000, if any, will be paid by Varden Pacific.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1)).

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(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:

Varden Pacific, LLC

IRS Empl. Ident. No.:

27-1412395

Item of Form (identify)	Answer
Item 1(C) (cont'd)	Pursuant to CCR 260.238(j), Varden Pacific discloses that lower fees for comparable services may be available from other sources.
Item 2	Varden Pacific clients are The Fund and The Trust. Refer to response to Part II, 1, D. Investment in the Fund is available only to "qualified clients" as defined in Rule 205-3 under the Investment Advisers Act of 1940. Qualified clients may include "accredited investors" as defined in Rule 501, Regulation D under the Securities Act of 1933, "qualified purchasers" as defined in Section 2(a) (51) under the Investment Company Act of 1940, or "qualified institutional buyers" as defined in the Securities Act Rule 144A, as long as they satisfy the requirements of Rule 205-3.
Item 3	<p>The majority of the Fund's capital is expected to be invested, initially, in structured finance products including collateralized debt obligations ("CDOs") and other derivatives based products. These products can be structured in both funded (cash) and unfunded (derivative) form. A CDO or other structured finance product often takes the form of a security or derivative, backed by a pool of bonds, loans and other assets including synthetic risk exposures. Structured finance products may be backed by corporate bonds, commercial loans, asset-backed securities, residential mortgage-backed securities, commercial mortgage-backed securities, emerging market debt, credit default swaps, interest rate swaps, options, or other assets. A CDO's securities or derivatives are typically divided into several classes, or tranches, that have differing risk and return profiles. The Fund may invest in any tranches of CDO's. The investment characteristics of CDOs and other structured finance products differ from traditional debt securities. Among the major differences are some structured finance products include embedded leverage which can amplify both gains and losses.</p> <p>While it is expected that the Varden Pacific will initially focus on investing the Fund's assets in structured finance products, through time the Fund will look across fixed income markets for investment opportunities. These may include, among others, corporate credit, emerging markets, interest rates, government and agency bonds, municipal bonds, currencies, and commodities and index or index like instruments (e.g., exchange traded funds) that reference related risks.</p>

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(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:

Varden Pacific, LLC

IRS Empl. Ident. No.:

27-1412395

Item of Form (identify)	Answer
Item 4(A)(B)	<p>Varden Pacific's competitive advantage is its unique expertise in structured or derivative-based assets within fixed income and its ability to identify value and risk manage these assets. Varden Pacific employs a "Top down/Bottom up" analysis of potential investments. Investment ideas will be generated using a top down approach to sector and asset class analysis, including collaborative discussion of economic and political environments, market conditions and current research. Investment ideas will be verified, and investment decisions will be made, using a bottom up approach to analyzing individual assets, including (as a general matter): documentation analysis; quantitative analysis and trade modeling; risk neutral pricing; assessment of legal and compliance concerns; assessment of the liquidity of individual investments; calculation of risk/return profiles, comparison to other known investment opportunities; and assessment of investments as they relate to the strategy and market views of Varden Pacific. Once an investment has been identified for potential purchase, an investment recommendation is submitted to the Varden Pacific Investment Committee. Purchase decisions require unanimous Investment Committee approval.</p> <p>Varden Pacific's Investment Committee consists of the partners of Varden Pacific LLC. Investment purchase decisions require unanimous Investment Committee approval while sales of investments require majority approval.</p> <p>The Fund's structured finance investments may be short dated (less than 3-year investments) or long dated (more than 3-year investments). It is expected that, initially, the Fund will have a significantly higher concentration of short dated investments. It is expected that a material portion of the Fund's investments will be purchased in non-US markets.</p> <p>Varden Pacific may, but will not be required to, employ a variety of hedging techniques. Such techniques are intended to limit the Fund's exposure to risks. Hedging may involve a variety of instruments and strategies, including short selling securities believed to be likely to decline in price, taking offsetting or partially offsetting positions in swaps, options, futures or other derivatives or cash products, or investing in or shorting market index or "market basket" instruments. It will not be a goal of Varden Pacific to ensure that the Fund is fully hedged, and, at times, all or a substantial portion of the Fund may be unhedged. Hedging may decrease the return on investment in the Fund.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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(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:

Varden Pacific, LLC

IRS Empl. Ident. No.:

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Item of Form (identify)	Answer
Item 5	Varden Pacific requires that portfolio managers be experienced in portfolio management and have experience in the financial industry. Given the nature of the Fund's strategy, specific experience in structured or derivatives based assets may be required. Portfolio managers must have a minimum of an undergraduate degree from an accredited four year college and must have passed all required securities and industry licenses.
Item 6	<p>Name: Shawn Stoval</p> <p>DOB: 09/26/1975</p> <p>Professional Background:</p> <ul style="list-style-type: none"> - Morgan Stanley (2004-2009) <p>Education:</p> <ul style="list-style-type: none"> - M.B.A., Stanford University (2004) - B.A., Yale College (1998) <p>Name: Dennis Lin</p> <p>DOB: 01/07/1976</p> <p>Professional Background:</p> <ul style="list-style-type: none"> - Credit Suisse (2000-2009) - J.P. Morgan (1998-2000) <p>Education:</p> <ul style="list-style-type: none"> - B.A., Yale College (1998)

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27-1412395

Item of Form (identify)	Answer
Item 6 (cont'd)	<p>Name: Brad Scelfo</p> <p>DOB: 08/26/1970</p> <p>Professional Background:</p> <ul style="list-style-type: none"> - Barclays Capital (2007-2009) - Winter Group LLC (2006-2007) - Credit Suisse (2001-2006) - Enfolio Inc. (2000-2001) - Credit Suisse (1997-2000) <p>Education:</p> <ul style="list-style-type: none"> - M.B.A., University of Chicago (1998) - B.A., University of Washington (1993) <p>Name: Chris Slattery</p> <p>DOB: 04/15/1965</p> <p>Professional Background:</p> <ul style="list-style-type: none"> - Bank of America (1998-2008) - Fannie Mae (1993-1998) <p>Education:</p> <ul style="list-style-type: none"> - M.A., George Washington University (1994) - B.A., Clark University (1987)

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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

Applicant:
Varden Pacific, LLC

SEC File Number:
801- 71509

Date:
10/10/10

(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:

Varden Pacific, LLC

IRS Empl. Ident. No.:

27-1412395

Item of Form (identify)	Answer
Item 8(D)	Varden Pacific General Partner I LLC has sole authority in selecting the investment advisor for the Fund. Varden Pacific serves as investment advisor and Managing Member of the Fund.
Item 9(F)	<p>Code of Ethics</p> <p>Varden Pacific employees involved in making investment decisions for the Fund or who have access to such non-public investment decisions ("access persons") are subject to the restrictions and procedures in Varden Pacific's Code of Ethics (the "Code"). All Varden Pacific employees are currently identified as access persons under the Code and, thus, all personnel are subject to the Code's restrictions and requirements.</p> <p>The Code addresses, among other things, the following: (i) general framework that addresses Varden Pacific's fiduciary obligations to its Limited Partners, as described below under "General Framework"; (ii) guidelines restricting access persons from engaging in personal trading activity that could call into question Varden Pacific's reputation for integrity and fair dealing, as described below under "Personal Trading Activity"; and (iii) provisions requiring Varden Pacific to provide all access persons with a copy of the current Code and any subsequent amendments, and all access persons to provide Varden Pacific with a written acknowledgement of their receipt of the Code and any amendments. A copy of the Varden Pacific Code of Ethics is available upon request.</p> <p>General Framework</p> <p>The Code establishes the framework within which Varden Pacific as well as Varden Pacific's partners and employees, conduct business. Varden Pacific's reputation for integrity and fair dealing is paramount and requires that all directors, officers and employees maintain the highest standards of ethics and professionalism at all times. Varden Pacific personnel have a fiduciary duty to place the Limited Partner's interests first and must be committed to fostering an open dialogue with Limited Partners based on fairness, professionalism and respect. Specific Varden Pacific policies and processes relating to reputational risk, employee personal account trading and outside interests allow Varden Pacific to manage conflicts of interest and protect their reputation and integrity.</p>

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Item of Form (identify)	Answer
Item 9(F) (cont'd)	<p>Pursuant to CCR 260.238(k), Varden Pacific will provide written disclosure of any material conflict related to Varden Pacific, its representatives or any of its employees that could reasonably be expected to impair the rendering of unbiased and objective advice.</p> <p>Varden Pacific personnel must avoid actions or activities that allow such person, or member of his or her family, to profit or benefit from his or her position with Varden Pacific, or otherwise call in to question such person's independent judgment.</p> <p>Varden Pacific personnel must avoid situations and conflicts that may compromise, or give the appearance of compromising, their ability to carry out their responsibilities to Varden Pacific or to its Limited Partners.</p> <p>Access persons are prohibited from accepting personal gifts of more than \$250 fair market value from any person or entity (including Limited Partners and vendors) that conducts business with or on behalf of Varden Pacific.</p> <p>Personal Trading Activity</p> <p>The Code requires Varden Pacific employees to pursue the best interests of Varden Pacific and its Limited Partners and not put their own personal trading interests ahead of these interests. Governing principals include but are not limited to: (i) employee transactions involving a conflict of interest between an employee and Varden Pacific or its Limited Partners are prohibited; (ii) employees are prohibited from using access to Varden Pacific proprietary or Limited Partner information in any way to advantage their own personal investing; (iii) employee transactions that present potentially material reputational or regulatory risk to Varden Pacific are prohibited; (iv) employees may not trade, or recommend that others trade, in a security or related derivative while in possession of material, non-public price sensitive information about the security or an issuer of a security; or (v) if an employee is aware that Varden Pacific is effecting or proposing to effect a transaction for its own account or for a client's account in a security or related derivative of the same issuer; or (vi) if an employee is aware of a research report or other communication which has not yet been publicly disseminated.</p> <p>Varden Pacific employees may not engage in transactions prohibited by the Restricted List which is managed and updated by Varden Pacific's CCO. A complete detail of policies and procedures relating to Employee Personal Account Trading can be found in the Varden Pacific Employee Personal Account Trading Policy is available upon request.</p>

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Item of Form (identify)	Answer
Item 9(F) (cont'd)	<p>Varden Pacific Personnel Participation in the Fund Profits</p> <p>As the Managing Member of the Fund, Varden Pacific participates in the Fund's investments, in accordance with its capital accounts and receives a pro rata portion of the annual allocation of the net capital appreciation of the Limited Partners that is made to Varden Pacific. Managing Partners and key personnel of Varden Pacific may receive annual compensation, including bonuses, based in part on the performance of the Fund. Varden Pacific employees, if deemed qualified clients, may also be permitted to invest in the Fund.</p>
Item 10	<p>The minimum initial investment by an investor in the Fund is \$1,000,000, which may be waived by Varden Pacific in its discretion.</p>
Item 11(A)	<p>Reviews of the holdings of the Fund are done on a continuous basis. Individual investments are evaluated on their own merit and on whether they are additive or subtractive to the overall riskiness of the portfolio. In response to changes in market technicals or macro-economic trends, Varden Pacific may employ various hedging strategies. Fund holding review is done by Dennis Lin, Shawn Stoval, Brad Scelfo and Chris Slattery. Background information for each is detailed in Item 6, above.</p>
Item 11(B)	<p>Fund Limited Partners receive reports as detailed in the PPM. Varden Pacific generally provides Limited Partners with quarterly reports detailing the Fund's investment performance. Varden Pacific may also provide monthly updates detailing market developments including changes in market fundamentals and trends in the regulatory environment. Limited Partners receive annual audited financial statements of the Fund and annual tax information as soon as practicable after the end of each fiscal year. Reports may be distributed to Limited Partners by the third party administrator, GlobeOp Financial Services, on behalf of Varden Pacific.</p>

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Item of Form (identify)	Answer
Item 12	<p>Investment or Brokerage Discretion</p> <p>Varden Pacific has full discretionary authority and responsibility over the Fund. This includes:</p> <ul style="list-style-type: none"> • Which securities are to be bought and sold; • The total amount of securities to be bought or sold; • The broker or dealer through whom the investments will be bought or sold; or • The commission rates (bid/offer spread) or prices at which investments are transacted <p>Selection Criteria for Broker-dealers</p> <p>Since Varden Pacific will invest substantially all of its available capital in the Fund, the Fund itself, while it may do so, will generally not engage broker-dealers. Varden Pacific will have investment discretion with respect to the initiation of portfolio securities transactions for the Fund. Varden Pacific will have authority to select broker-dealers to execute such transactions and may utilize a number of broker-dealers to effect transactions for the Fund. Broker-dealers will be selected by Varden Pacific based upon a variety of factors, including the amount of commission (or bid/offer spread), quality of execution, expertise in particular markets, the reputation, experience and financial stability of the broker-dealer, quality of service, familiarity both with investment practices generally and the techniques employed by the Fund, research and analytic services and clearing and settlement capabilities, subject at all times to principles of best execution. Varden Pacific may in its discretion select, and change, brokers for the Fund.</p> <p>Commission Rates or Transaction Costs</p> <p>Under its discretionary authority but consistent with its duty to obtain best execution, Varden Pacific will endeavor to transact individual securities in a manner consistent with the Fund's interests and objectives. This does not necessarily mean that the lowest available execution price will be paid. Due to the fragmented nature of the market in which Varden Pacific participates, individual transactions are primarily executed on a negotiated basis with no upfront disclosure of commissions (or bid/offer spread) charged.</p>

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Item of Form (identify)	Answer
Item 12 (cont'd)	<p>As Varden Pacific does not utilize broker-dealers for a transactional platform, it does not require additional research or brokerage services to be rendered. Thus, no "soft-dollar" arrangements are anticipated.</p> <p>Block Trading</p> <p>When Varden Pacific deems the purchase and sale of securities to be in the best interest of the Fund and any other managed investment vehicles or accounts, Varden Pacific may aggregate the securities to be purchased or sold in order to obtain superior execution and/or lower brokerage expenses. In particular, execution prices for identical securities purchased or sold on behalf of multiple investment vehicles or accounts in any one business day may be averaged. In such event, Varden Pacific will allocate the securities purchased or sold, as well as expenses incurred in the transaction, among the Fund and any other participating investment vehicles or accounts by applying such considerations as they deem appropriate, including relative account size of such investment vehicles and accounts, amount of available capital, size of existing positions in the same or similar securities, impact of leverage, tax considerations and other factors. Although such allocations may be <i>pro rata</i> as to the Fund and other such investment vehicles and accounts, they will not necessarily be so where allocation considerations, such as availability of capital, positions in similar securities or differing objectives dictate a different result. The Fund will not be entitled to investment priority over other managed investment vehicles or accounts and may not necessarily participate in every investment opportunity. Varden Pacific will, respectively, endeavor to make all investment allocations in a manner that they consider to be the most equitable to all managed investment vehicles and accounts.</p>

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Item of Form (identify)	Answer
Item 12 (cont'd)	<p>Clearing and Settlement</p> <p>Clearing and settling functions normally include, among other matters, arranging for: (i) the receipt and delivery of securities purchased, sold, borrowed and loaned; (ii) the making and receiving of payments therefore; (iii) custody of securities fully paid for or not fully paid for and, therefore compliance with margin and maintenance requirements; (iv) custody of all cash, dividends and exchanges, distributions and rights accruing to the Fund's account; and (v) tendering securities in connection with cash tender offers, exchange offers, mergers or other corporate reorganizations. The Fund will initially clear and settle its securities transactions through U.S. Bank NA. Varden Pacific may change this selection at any time, in its discretion.</p> <p>Custody of Assets</p> <p>The Varden Pacific will initially entrust the custody of the Fund's assets to US Bank Institutional Trust & Custody. Varden Pacific may change custodians, and/or retain one or more additional custodians, in its discretion.</p>
Item 13(B)	<p>Varden Pacific may utilize third parties to assist in the solicitation of new investors in the Fund. Any such solicitation arrangements will comply with the relevant portions of the "cash solicitation" rule (Rule 206(4)-3). Any third party solicitation arrangements will be pursuant to a written agreement between Varden Pacific and the solicitor and all required disclosures will be made. Unless a selling commission is expressly agreed to by an investor, any fees paid to such parties for such services will be borne by Varden Pacific and will not reduce the investment of any Client. All subscribed funds will be invested in the Fund.</p> <p>Currently Varden Pacific has entered into two arrangements with third party solicitors: Ambata Securities, LLC and Triliad Securities, LLC. All fees paid are borne by Varden Pacific and will not reduce the investment of any Client.</p>

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