

**FORM ADV, PART 2A
FIRM BROCHURE**

Jacobs Levy Equity Management, Inc.

March 30, 2012

This brochure provides information about the qualifications and business practices of Jacobs Levy Equity Management, Inc. (the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at (973) 410-9222. This information has not been approved or verified by the SEC or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Jacobs Levy Equity Management, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Jacobs Levy Equity Management, Inc.
100 Campus Drive
P.O. Box 650
Florham Park, New Jersey 07932-0650
Tel: (973) 410-9222
Fax: (973) 410-9333
Website: www.jacobslevy.com, www.jlem.com

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appears at the end of
this Brochure.]*

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Item 4. Advisory Business

Jacobs Levy Equity Management, Inc. (the “Adviser” or “Jacobs Levy”) was founded in September 1986, incorporated in New Jersey, and registered with the SEC as an independent, investment advisory firm in October 1986. Its principal place of business is in Florham Park, New Jersey. Bruce I. Jacobs and Kenneth N. Levy are the owners of the Adviser.

Jacobs Levy is focused exclusively on the management of U.S. equity portfolios on a discretionary and non-discretionary basis to its clients, which include institutions with separately managed accounts, registered investment companies, and pooled investment vehicles intended for sophisticated, institutional investors. Jacobs Levy manages both long equity and long-short equity portfolios.

Prior to accepting client assets, principals Bruce Jacobs and Ken Levy devoted three years to researching numerous inefficiencies in the U.S. stock market and developing the Adviser’s proprietary approach to managing U.S. equity portfolios. They have now devoted over 25 years to this research.

The cornerstone of their pioneering approach is a proprietary process of “disentangling” return-predictor relationships. Disentangling examines numerous market inefficiencies in a multifactor framework and provides “pure” returns that amplify predictive power. This finding enabled the development of a unique multidimensional and dynamic approach to investing that combines human insight and intuition, finance and behavioral theory, and quantitative and statistical methods. The Jacobs Levy investment process is designed to achieve consistent outperformance through small exposures to many different market opportunities at the same time.

Jacobs Levy provides advice to client accounts based on specific investment objectives and strategies. To the extent consistent with its investment processes, the Adviser will generally tailor advisory services to the individual needs of clients by customizing the investment guidelines of their portfolios, including restricting investment in certain securities or certain types of securities upon request.

As of December 31, 2011, Jacobs Levy had approximately \$7,882,800,000 client assets under management. As of that date, the Adviser managed approximately \$7,344,900,000 on a discretionary basis and \$537,900,000 on a non-discretionary basis.

Item 5. Fees and Compensation

ASSET-BASED COMPENSATION

The Adviser charges each client an investment management fee based on the value of the client’s assets under management.

Fixed fees based on a percentage of net assets under management are generally charged quarterly, in arrears. Quarterly charges are typically calculated as one-quarter of the applicable annual fee percentage of the ending asset balance for the preceding quarter.

Fixed fees are prorated for any partial quarters. If a new client account is established during a quarter or a client makes an addition to its account during a quarter, the investment management fee will be prorated for the number of days remaining in the quarter. If a client’s investment management agreement is terminated or a withdrawal is made from a client account during a quarter, the fee payable to the Adviser will be calculated based on the value of the assets on the termination date or withdrawal date and prorated for the number of days during the quarter in which the investment management arrangement was in effect or such amount was in the account.

For certain long equity and long-short accounts, alternative fee arrangements may be negotiated.

PERFORMANCE-BASED COMPENSATION

Jacobs Levy also offers long equity and 120-20 and 130-30 long-short accounts with a performance adjusted fee, where the basic fee is adjusted based on annualized trailing 12 quarter returns relative to the annualized benchmark return. In the event such an account is terminated during the first full fiscal year, the fee will be the prorated basic fee.

For market neutral long-short accounts, there is a basic annual fee, which is based on a fixed percentage of net assets under management, plus there is an annual performance fee equal to a percentage of the profits in excess of a hurdle rate. In the event an account is terminated during the first full 12 months, the performance fee will be charged as if the termination date were the end of a fiscal year.

PAYMENT OF FEES AND EXPENSES

Except in case of certain pooled investment vehicles, the Adviser does not deduct the investment management fee from client accounts. Rather, the Adviser bills clients, who pay the investment management fee directly. For certain pooled investment vehicles, the pooled investment vehicle's administrator calculates the management fee due and the Adviser instructs the custodian to make payment.

In addition to paying investment management fees and, if applicable, performance-based fees, client accounts may also be subject to other investment expenses such as brokerage fees and commissions, stock loan fees, custodial fees, bank service fees, clearing and settlement fees, taxes, duties and other governmental charges, and other expenses related to the investment or transmittal of portfolio assets. If client assets are invested in pooled investment vehicles, the client will additionally bear its pro rata share of the underlying fund's operating and other expenses including organizational expenses, legal expenses, accounting, audit and tax preparation expenses, administrator expenses, and other professional expenses. Under certain circumstances, client assets may be invested in Exchange Traded Funds ("ETFs"), in which case the client will bear its pro rata share of the investment management fee and other fees of the ETF, which are in addition to the investment management fee paid to the Adviser. Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser's brokerage practices.

Item 6. Performance-Based Fees and Side-by-Side Management

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple clients. The Adviser is entitled to be paid performance-based compensation by certain of its client accounts and may also receive a performance-based fee from private pooled investment vehicle clients. Bruce Jacobs and Ken Levy, who are the portfolio managers for all client accounts, including those that are charged performance-based fees and those that are charged only asset-based fees, are compensated primarily through their equity share in the Adviser, and the Adviser's revenue may be increased by its receipt of performance-based fees. In addition, certain client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When the Adviser and its investment personnel manage more than one client account, a potential exists for one client account to be favored over another client account. The Adviser and its investment personnel may have an incentive to favor client accounts that pay the Adviser performance-based compensation or higher fees.

Jacobs Levy has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser reviews investment decisions and allocations periodically to determine whether accounts are treated, in its view, equitably. The performance of similarly managed accounts is also compared periodically to determine whether there are any unexplained significant discrepancies. In addition, the Adviser has adopted the following procedures, which, in its view, are reasonably designed to create a fair and equitable allocation of investment opportunities among its clients.

Every day before the market opens, trade orders are determined for each client account taking into account investment guidelines, current security holdings, and cash availability. Orders for all client accounts for the same security are aggregated and traded throughout the day. Uncompleted orders are not carried over to the next trading day.

If an order is fully executed, then each client account gets the quantity of shares indicated before the open. For orders that are not fully executed, the executed trades are allocated across participating accounts pro rata, subject to adjustment based on the specific practical factors described below, and a preference for long sales over short sales and for short covers over long purchases. All allocations, including these adjustments, are made by the Adviser's automated allocation algorithm (the "allocator") after the market's close.

The allocator is designed to reduce the number of small trade tickets. This design feature seeks to reduce commissions and custodial ticket charges paid by clients. For example, if the Adviser sought to buy 1,000 shares for each of ten accounts (a total order of 10,000 shares), but only traded 500 shares on the day, the allocator might assign the 500 shares to one randomly chosen account. Under a strict pro-rata allocation, 50 shares would be allocated to each of the ten accounts.

The allocator is also designed to avoid negative cash balances and high cash balances in accounts and to consider compliance with client investment guidelines by either allocating more buy trades (or a portion thereof) to randomly chosen accounts with a high cash balance and fewer to randomly chosen accounts with a negative cash balance (reducing the cash deficit for the negative cash account), or allocating more sell trades (or a portion thereof) to randomly chosen negative cash accounts and fewer to randomly chosen high cash accounts (generating cash for the negative cash account). This design feature seeks to accommodate client investment guidelines that generally require that the Adviser manage accounts on a fully invested basis, and often with a specific balance of long and short positions (e.g., 100-100, 120-20, or 130-30).

The allocator does not assign shares of a trade to an account in excess of the number of shares the optimizer indicated for the account before the market open. Deviations from pro rata allocations are made to account for the practical considerations described above and are distributed randomly, also as described above. The Adviser believes that its allocation process over time will result in a fair and equitable distribution among all accounts, although for any single trade a given account may receive a better or worse price than if its trading had been accomplished separately.

Jacobs Levy does not typically invest for its clients in limited opportunity offerings such as initial public offerings and private placements. In the event the Adviser purchases shares in an IPO or private placement, the Adviser will consider each client account's investment restrictions, risk profile, asset composition and cash levels to determine whether to allocate any portion of the investment to the account.

These areas are monitored by the Adviser's Chief Compliance Officer. Please refer to Item 13 for further information regarding the testing of the Adviser's operating procedures and internal controls by an independent accounting firm.

Item 7. Types of Clients

Jacobs Levy's clients may consist of institutional investors such as public and private pension and profit sharing plans, endowments, foundations, and other charitable organizations, banks and thrift institutions, investment companies, private funds, trusts, estates, corporations, and other business entities.

The Adviser generally requires that a client invest a minimum of \$50,000,000 for separate accounts.

With respect to any client that is a pooled investment vehicle, the initial subscription minimum is generally \$25,000,000; initial and subsequent subscription minimums are disclosed in the offering memorandum for each pooled investment vehicle client.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Jacobs Levy's stock selection process entails modeling of a large number of stocks and proprietary factors. The Adviser uses internally scrubbed data for a broad universe of about 3000 U.S. equities. Modeling across a wide range of stocks and a variety of factors results in a multidimensional security selection process that the Adviser believes offers breadth of inquiry and depth of analysis. The Adviser's strategies may use leverage (e.g., 130-30 long-short), limited to levels determined in advance in consultation with the client.

The Adviser's models are based on reasonable, intuitive relationships between stock prices and both fundamental and behavioral factors. Proprietary model building uses the Principals' disentangling techniques, which allow for the simultaneous analysis of numerous proprietary factors. Disentangling results in pure returns, which Jacobs Levy believes are more predictive than the estimates from simple single-factors.

All valuation models were developed in-house and are owned by the Adviser. Models are maintained internally by the Adviser's research and investment systems staff. New insights are modeled by research and investment systems, and tested before being incorporated into the security selection and portfolio optimization processes.

Jacobs Levy offers its clientele a variety of investment strategies, which include, but are not limited to:

- Large Cap Core, Growth, and Value Portfolios are designed to produce significant, consistent value added relative to large cap benchmarks, such as the S&P 100, S&P 500, Russell 1000, Russell 3000, Russell 1000 Growth and Value, and Russell 3000 Growth and Value indexes, with controlled risk relative to the chosen benchmark.
- Mid Cap Core, Growth and Value Portfolios are designed to produce significant, consistent value added relative to mid cap benchmarks, such as the S&P 400, Russell Mid Cap 800, Russell Mid Cap Growth and Value indexes, with controlled risk relative to the chosen benchmark.
- Small Cap Core, Growth, and Value Portfolios are designed to produce significant, consistent value added relative to small cap benchmarks, such as the S&P 600, Russell 2000, Russell 2500, Russell 2000 and Russell 2500 Growth Value indexes, with controlled risk relative to the chosen benchmark.
- Defensive Large Cap and Small Cap Core Portfolios are designed to produce significant, consistent value added relative to the Russell 1000 Defensive and Russell 2000 Defensive indexes. Russell's Defensive indexes are designed to be less volatile than market indexes.
- Enhanced Active 120-20 and 130-30 Long-Short Portfolios are designed to provide higher value added relative to the S&P 500, Russell 1000, Russell 3000, and Russell 1000 Growth, Russell 1000 Value, and Russell 2000 indexes. These portfolios relax the long-only constraint to permit meaningful security underweights.
- Market Neutral Long-Short Portfolios are designed to profit from both winning and losing stocks by investing approximately equal dollar amounts in long and short positions.

These methods, strategies, and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment. Separate account clients that use short sales or leverage must be prepared to bear losses in excess of the amounts invested.

MARKET RISKS. The performance of client portfolios depends to a great extent upon the Adviser correctly assessing the future course of price movements of specific securities and other investments. There can be no assurance that the Adviser's models will be able to predict accurately these price movements. At times, the securities markets experience great volatility and unpredictability. In particular, changes in the financial condition of an issuer, changes in specific economic or political conditions that affect a particular

type of security or issuer, and changes in general economic or political conditions can increase the risk of bankruptcy of an issuer, which can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets, or financial resources.

SHORT SALES. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on client portfolios. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is the risk that the securities borrowed by a client in connection with a short sale must be returned to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and a client may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

PORTFOLIO TURNOVER. Certain strategies offered by the Adviser may require a potentially high level of turnover relative to invested assets. There can be no guarantee that the profits from the strategy will be sufficient to compensate for the costs associated with this turnover.

COUNTERPARTY AND SETTLEMENT RISK. To the extent the Adviser engages in over-the-counter transactions (or in securities lending for certain pooled investment vehicle clients), in certain circumstances, a client may incur a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets of the client and hence the client should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this and there may be practical or time problems associated with enforcing a client's rights to its assets in the case of an insolvency of any such party.

EQUITY SECURITIES. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and growth stocks can react differently from value stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geopolitical risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

REITS. REITs in which the Adviser invests client accounts are affected by underlying real estate values, which may have an exaggerated effect to the extent that REITs in which the Adviser invests concentrate investments in particular geographic regions or property types. Investments in REITs are also subject to the risk of interest rate volatility. Further, rising interest rates will cause investors in REITs to demand a higher annual yield from future distributions, which will in turn decrease market prices for equity securities issued by REITs. REITs are subject to risks inherent in operating and financing a limited number of projects because they are dependent upon specialized management skills, and have limited diversification. REITs depend generally on their ability to generate cash flow to make distributions to investors.

QUANTITATIVE STRATEGIES AND TRADING. The Adviser uses quantitative models that rely on patterns inferred from historical prices and other financial and economic data in evaluating prospective investments and in implementing its strategies. Sudden unanticipated changes in underlying market conditions can significantly impact the performance of those models. As market dynamics shift over time, quantitative models may become outdated. Additionally, other market participants may rely on models similar to those used by the Adviser, which could result in other market participants taking similar action

with respect to an investment around the same time as the Adviser. If this happens, the Adviser's strategies could suffer material losses independent of any underlying fundamentals. Mispricings, even if correctly identified, may not be corrected by the market within a time frame over which it is feasible for any given portfolio to maintain a position.

STATISTICAL MEASUREMENT ERROR. The trading strategies employed by the Adviser rely on patterns inferred from historical prices and other financial and economic data. Even if all the assumptions underlying the models were met exactly, the model can only make a prediction, not afford certainty. There can be no assurance that future performance will match the prediction. Further, no statistical predictions can fully match the complexity of the financial markets and as such, results of their application are uncertain. In addition, changes in underlying market conditions can adversely affect the performance of a statistical model.

RELIANCE ON THIRD PARTY TECHNOLOGY. The Adviser's trading strategies are reliant in part on technology, including hardware, software, telecommunications and other electronic systems. Significant parts of the technology used by the Adviser are provided by third parties and are therefore beyond the Adviser's direct control. The Adviser seeks, on an ongoing basis, to ensure adequate backups of hardware, software, telecommunications and other electronic systems when possible but there is no guarantee that the Adviser's efforts will be successful. Further, to the extent that hardware, software, telecommunications or other electronic systems malfunction or a problem is caused by a defect, virus or other unforeseeable circumstance, the clients may be materially adversely affected.

RELIANCE ON AUTOMATION AND COMPUTERIZATION. The Adviser's forecasting, trade execution, trade allocation, data gathering, risk management and accounting activities all entail a high degree of automation and computerization and are reliant on the software that supports those functions. In developing the proprietary software the Adviser uses, it seeks to reduce the incidence of software errors through internal testing and seeks to reduce the impact of any such errors through the use of independent safeguards in the applicable software code. Nevertheless, software errors may occur, including instances of code being inputted or omitted in a way or with a consequence that the coder did not intend. Software errors may result in any or all of: the execution of unanticipated trades; the failure to execute anticipated trades; the failure to properly allocate trades among clients; the failure to properly gather and organize available data; and the failure to take risk reducing actions. These errors may be difficult to detect and can potentially degrade or impact results over a long period of time. When a software error is detected, the Adviser will in its sole discretion determine the materiality of the potential impact of such error and whether to rectify the error, and if it is to be rectified, how to rectify it. Clients, and investors in clients, should assume that software errors and their ensuing risks are an inherent part of investing with an investment manager, such as the Adviser, that relies on automation and computerization.

Item 9. Disciplinary Information

This Item is not applicable.

Item 10. Other Financial Industry Activities and Affiliations

The Adviser is not registered, and has no application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

The Adviser is not registered, and has no application pending to register, as a futures commission merchant, a commodity pool operator, a commodity trading advisor, or an associated *person* of the foregoing entities.

Jacobs Levy has no material relationships with other financial industry participants.

Jacobs Levy has no material conflicts of interest relating to other investment advisers.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Jacobs Levy has adopted a Code of Ethics (the "Code") that obligates the Adviser to put the interests of its clients before its own interests and to act honestly and fairly in all respects in its dealings with clients. The Adviser must avoid even the appearance of a conflict that may compromise the trust clients have placed in the Adviser and must insist on strict adherence to fiduciary standards and compliance with all applicable federal and state securities laws. Jacobs Levy adheres to the CFA Institute Code of Ethics and Standards of Professional Conduct regarding fair dealings with clients in taking investment actions, and requires that all employees who trade for their own personal accounts abide by such code and standards regarding conflicts of interest.

All employees must abide by the Adviser's own Code of Ethics and Statement of Policy and Procedures Regarding Personal Securities Transactions. Jacobs Levy's Code is based upon the principle that its directors, officers and employees have a fiduciary duty to place the interests of Jacobs Levy's clients ahead of their own. Under the Adviser's Code, neither the Adviser nor persons employed by the Adviser may purchase or sell in a personal account any security that is part of an actual active purchasing or selling program. Transactions in equity and certain other securities must be pre-cleared with the Chief Compliance Officer. Furthermore, all employee securities transactions must be executed through a broker that has been reported to the Adviser. All of the Adviser's personnel are also required to comply with applicable federal securities laws. Clients or prospective clients may obtain a copy of the Code by contacting Heath N. Weisberg, Chief Compliance Officer, by email at heath.weisberg@jlem.com, or by telephone at (973) 410-9222.

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell, sell short, buy to cover, or hold a security, but the Adviser will be prohibited from communicating such information to the client or using such information for the client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

The Adviser or its related persons act(s) as the manager of limited liability companies in which the Adviser solicits client investments. This practice creates a conflict of interest because the Adviser or related person has an incentive to recommend securities to clients based on its own financial interests, rather than solely the interests of a client.

In addition, the Adviser manages proprietary accounts for its related persons. These accounts may invest in the same securities that the Adviser recommends to clients, in which case orders for these accounts will be aggregated with orders for other clients and traded simultaneously with orders for other clients. It should be noted that the Adviser or its related persons may have different investment objectives for different strategies, and may employ investment strategies that differ from those employed on behalf of clients. These different strategies, together with particular tax considerations and investment objectives, may result in decisions that are not necessarily consistent with the decisions made regarding client investments.

These practices present a conflict where, because of the information an Adviser has, the Adviser or its related person are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients' trades). In addition to affecting the Adviser's or its related person's objectivity, these practices

by the Adviser or its related persons may also harm clients by adversely affecting the price at which the clients' trades are executed. Procedures designed to address these potential conflicts of interest are described below.

In the regular course of business, the Adviser may enter with a single broker simultaneous trade orders in a given security for a number of accounts. When entering these orders, the Adviser has determined the full allocation to each participating account at the time the orders are placed. Account allocation of shares purchased, sold, sold short or purchased to cover short positions is provided to the broker at the end of the day's trading, as often the entire order is not completed in a single day. In the event an order is only partially completed, a daily allocation for each type of transaction is done on a pro-rata basis with certain practical adjustments (as described in Item 6 above), at the average price for the day. When selling a single security for more than one client on the same day, if at least one sale constitutes a long sale and at least one sale constitutes a short sale, preference will be given to all long sales in the daily allocation. Conversely, when buying a single security for more than one client on the same day, if at least one purchase constitutes a long buy and at least one purchase constitutes a short cover, preference will be given to all short covers in the daily allocation. The Adviser believes that its allocation process over time will result in a fair and equitable distribution among all accounts, although for any single trade a given account may receive a better or worse price than if its trading had been accomplished separately.

The Adviser requires its access persons to pre-clear all securities transactions in their personal accounts with the Chief Compliance Officer, who may deny permission to execute the transaction if the Adviser is trading the same security for a client on the same day. All of the Adviser's employees are required to disclose their securities transactions on a quarterly basis and access persons are also required to disclose holdings on an annual basis. All of the Adviser's employees are additionally required to provide quarterly certification of such transactions. Trading in employee accounts will be reviewed by the Chief Compliance Officer and compared with the pre-cleared transactions.

Unless otherwise directed by a client, the Adviser votes all client proxies in accordance with the Adviser's Proxy Voting Policies and Procedures, regardless of whether the Adviser or a related person or any of their employees own securities that the Adviser also recommends to clients. Please refer to Item 17 for further information regarding the Adviser's Proxy Voting Policies and Procedures.

The Adviser or a related person from time to time recommends securities to clients, or buys, sells, sells short, or buys to cover securities for client accounts, at or about the same time that the Adviser or related person buys, sells, sells short, or buys to cover the same securities for its own account in accordance with the procedures described in this Item 11 in order to minimize the conflicts stemming from situations where the contemporaneous trading results in an economic benefit for the Adviser or its related person to the detriment of the client. In addition, the Adviser has adopted the aggregation policies and procedures discussed in Item 12.

Item 12. Brokerage Practices

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include financial stability of the broker, the actual executed price of the security and the broker's commission rates, the size and type of the transaction, the difficulty of execution and the ability to handle difficult trades, the operational facilities of the brokers and/or dealers involved (including back office efficiency), and the ability to handle a block order for securities. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Accordingly, in selecting a broker based on the foregoing factors the Adviser may cause a client to pay a higher rate of commission to a broker than the rates of commission charged by one or more other brokers. The Adviser's Trading/Best Execution Committee meet regularly to evaluate the broker-dealers used by the Adviser to execute client trades using the foregoing factors.

It is the Adviser's policy not to enter into any soft dollar arrangements and not to use any soft dollars.

Under certain circumstances, the Adviser may permit clients to direct the Adviser to execute the client's trades with a specified broker-dealer. When a client directs the Adviser to use a specified broker-dealer to execute all or a portion of the client's securities transactions, the Adviser treats the client direction as a decision by the client to retain, to the extent of the direction, the discretion the Adviser would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although the Adviser attempts to effect such transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case the Adviser will continue to comply with the client's instructions. Transactions in the same security for accounts that have directed the use of the same broker will be aggregated. When the directed broker-dealer is unable to execute a trade, the Adviser will select broker-dealers other than the directed broker-dealer to effect client securities transactions. A client who directs the Adviser to use a particular broker-dealer to effect transactions should consider whether such direction may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because the Adviser may not be able to aggregate orders to reduce transaction costs), less favorable execution of transactions, and the potential of exclusion from the client's portfolio of certain small capitalization or illiquid securities due to the inability of the particular broker-dealer in question to provide adequate price and execution of all types of securities transactions. By permitting a client to direct the Adviser to execute the client's trades through a specified broker-dealer, the Adviser will make no attempt to negotiate commissions on behalf of the client and, as a result, in some transactions such clients may pay materially disparate commissions depending on their commission arrangement with the specified broker-dealer and upon other factors such as number of shares, round and odd lots and the market for the security. The commissions charged to clients that direct the Adviser to execute the client's trades through a specified broker-dealer may in some transactions be materially different than those of clients who do not direct the execution of their trades. Client's that direct the Adviser to execute the client's trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients of the Adviser.

The Adviser often purchases, sells, sells short, or purchases to cover the same security for many clients at or near the same time and using the same executing broker. It is the Adviser's practice, when possible, to aggregate client orders for the purchase, sale, short sale, or purchase to cover of the same security submitted at or near the same time for execution using the same executing broker. Such aggregation may enable the Adviser to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. However, when the client has negotiated the commission rate directly with the broker, the Adviser will not be able to obtain more favorable commission rates based on an aggregated trade. In such cases, the client will be precluded from receiving the benefit of any possible commission discounts that might otherwise be available as a result of the aggregated trade. When trading or investment restrictions are placed on a client's account, the Adviser may be precluded from aggregating that client's transaction with others. In such a case, the client may pay a higher commission rate and/or receive less favorable prices than clients that are able to participate in an aggregated order. When an aggregated order is completely filled, the Adviser allocates the securities purchased, sold, sold short, or purchased to cover among the participating accounts based on the order. If the order at a particular broker is filled at several different prices, through multiple trades throughout a day, generally all such participating accounts will receive the average price and pay the average commission. If an aggregated order is only partially filled, the executed portion is allocated across participating accounts pro rata, subject to adjustment based on the specific practical factors, as described in Item 6 above. The Adviser's procedures provide that the partially filled order is to be allocated in a manner designed to result in a fair and equitable distribution among all accounts over time, as described in Item 6 above.

In addition, the Adviser manages proprietary accounts for its related persons. These accounts may invest in the same securities that the Adviser recommends to clients, in which case orders for these accounts will be aggregated with orders for other clients and traded simultaneously with orders for other clients.

Item 13. Review of Accounts

Rates of return are reviewed daily for each strategy and weekly for each account. Every account's holdings are 'optimized' by the Adviser's computer models daily, resulting in a trading program which is reviewed by the portfolio engineers and approved by the head of portfolio engineering or the portfolio managers. Portfolio characteristics are reviewed by the portfolio managers daily for each strategy and by the head of portfolio engineering or the portfolio managers weekly for each account, to confirm that they are consistent with each client's objectives and investment strategy. The portfolio managers are Bruce I. Jacobs and Kenneth N. Levy. There are no individual account assignments for portfolio management because investment activity is generated by a computer-based decision process. All accounts are electronically monitored daily and reviewed by the Compliance staff for compliance with account guidelines and restrictions.

On an annual basis, an independent accounting firm performs an examination of the Adviser's operating procedures and internal controls, including investment systems controls, and related functions for client accounts in accordance with guidance contained in the American Institute of Certified Public Accountants Statement on Standards for Attestation Engagements No. 16 ("SSAE 16"). The objective of the SSAE 16 examination (formerly, a SAS 70 examination) is to examine the Adviser's controls to determine whether the controls are suitably designed, whether the controls are in place as of the report date and whether the controls operated effectively for the year ending on the report date. An additional annual examination is conducted by an independent accounting firm to confirm that the Adviser maintains effective controls over the availability of computer systems, including business continuity and disaster recovery. This examination is based on the Trust Services Availability Principles and Criteria established by the American Institute of Certified Public Accountants and the Canadian Institute of Chartered Accountants.

Significant market events affecting the prices of one or more securities in client accounts or changes in the investment objectives or guidelines of a particular client may trigger reviews of client accounts on other than a periodic basis.

Each client that is a separate account will receive reports at least quarterly discussing investment strategy, portfolio positioning and performance and a report listing the assets in the Account. Such reports may be delivered electronically to the client in accordance with the client's agreement with the Adviser. Additional reports may be provided to clients upon their reasonable request.

A pooled investment vehicle client's investors receive reports from the manager pursuant to the terms of each client's offering memorandum or as otherwise described in the offering document of the client.

Item 14. Client Referrals and Other Compensation

This Item is not applicable.

Item 15. Custody

Separate account clients will receive account statements from a broker-dealer, bank or other qualified custodian and clients should carefully review those statements. Private fund investors will receive account statements from the Adviser, and will receive audited financial statements of the private fund within 120 days of the end of the private fund's fiscal year. Private Fund investors should carefully review those statements.

The Adviser also sends quarterly statements directly to clients in addition to those sent by the qualified custodian. Clients should compare any quarterly statements they receive from the custodian with those received from the Adviser.

Item 16. Investment Discretion

The Adviser provides investment advisory services to clients on a discretionary basis based on specific investment objectives and strategies. To the extent consistent with its investment processes, the Adviser will generally tailor advisory services to the individual needs of clients by customizing the investment guidelines of their portfolios, including restricting investment in certain securities or certain types of securities upon request.

Prior to assuming discretion in managing a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the securities to be purchased, sold, sold short, or purchased to cover for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) (ii) the amount of securities to be purchased, sold, sold short, or purchased to cover for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held. The Adviser's head of portfolio engineering or portfolio managers review and submit daily orders to the Adviser's trading desk describing the full allocation of securities to (or from) client accounts for each trade/order submitted. The Adviser may consider the following factors, among others, in making investment decisions for clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that any trade error or breach of investment guidelines and restrictions results in a loss to the client, the Adviser's error correction procedure is to ensure that clients are treated fairly and subject to the investment management agreement, and following error correction, are in the same or better position they would have been if the error had not occurred. It is the Adviser's policy that clients will keep any gains that result from any trade error or breach of investment guidelines and restrictions. The Adviser has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy, and subject to the investment management agreement with the affected client.

Each pooled investment vehicle for which the Adviser or a related person serves as general partner or investment manager has and may in the future enter into agreements, or "side letters," with certain prospective or existing limited partners or members whereby such limited partners or members may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the vehicle. Any modifications are solely at the discretion of the Adviser or its related person, and may, among other things, be based on the size of the limited partner's or member's investment with the Adviser, or the length of the relationship between such limited partner or member and the Adviser.

Item 17. Voting Client Securities

To the extent the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of its clients. Generally, the Adviser will vote proxies in accordance with the recommendations of Institutional Shareholder Services, a third party provider of proxy analyses and voting recommendations; however, the Adviser has also identified specific proxy issues with respect to which it will vote with or against management as provided in its Proxy Voting Policies and Procedures. The Adviser generally votes in favor of routine corporate governance proposals, such as electing directors and selection of auditors. The Adviser's policy is generally to vote against proposals that act to entrench

management. The Adviser does not typically make case-by-case judgments regarding how a proxy vote will affect a particular investment.

The Adviser's clients are permitted to direct their votes in a particular solicitation. A client that wishes to direct its vote in a particular solicitation shall give reasonable prior written notice to the Adviser indicating such intention and provide written instructions directing the Adviser's vote in regard to the particular solicitation. Where such prior written notice is received, the Adviser will vote proxies in accordance with such written instructions received from a client, provided that such instructions are provided to the Adviser in a timely manner.

If a material conflict of interest between the Adviser and a client exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the client or take some other appropriate action.

Clients may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted a client's proxies by contacting Heath N. Weisberg (Chief Compliance Officer) by email at heath.weisberg@jlem.com or by telephone at (973) 410-9222.

Item 18. Financial Information

This Item is not applicable.

Item 19. Requirements for State-Registered Advisers

This Item is not applicable.

Appendix: Item 2. Material Changes

Other than routine changes in connection with the annual update of the Brochure, there have been no material changes to the Brochure since the last annual update of the Brochure.