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Gerber/Taylor Management Company  
Part 2A of Form ADV  
The Brochure

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This brochure provides information about the qualifications and business practices of Gerber/Taylor Management Company (“GTM”). If you have any questions about the contents of this brochure, please contact Simone Meeks at 901-526-9750 or [smeeks@gerbertaylor.com](mailto:smeeks@gerbertaylor.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration does not imply a certain level of skill or authority.

Additional information about GTM is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## Material Changes

GTM's most recent update to Part 2 of Form ADV was made in March 2011. GTM's business activities have not changed materially since the time of that update.

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## Advisory Business

As its primary business, GTM serves as the sole general partner or member/manager to investment limited partnerships and limited liability companies (the "Funds or Clients"). In turn, the Funds invest in other limited partnerships, limited liability companies, corporations, pooled investment vehicles, and mutual funds managed by unaffiliated managers (the "Managers"). GTM manages a range of such Funds, which include a multi-strategy fund, a global long/short fund, an emerging markets fund, and special opportunity funds, among others. GTM also manages various real estate and private equity fund-of-funds, as well as several fund-of-funds with a long only strategy.

The multi-strategy Funds seek to achieve attractive and stable returns while minimizing market directional risk by investing in a number of innovative, non-traditional investment strategies, including various arbitrage strategies such as convertible arbitrage, statistical arbitrage, merger arbitrage, and capital structure arbitrage. In addition, the multi-strategy fund invests in numerous credit-related strategies such as distressed debt. The global long/short fund seeks to achieve long-term appreciation through investments primarily in long/short equity strategies on a global basis. The emerging markets fund seeks long term appreciation through investments in public and private debt and equity in emerging markets.



The real property funds invest with managers that generally invest directly in real estate holdings. Often the real estate is acquired by purchasing defaulted mortgages or other debt instruments. These are “lock-up” funds in which commitments are received during a limited period and pro-rata drawdowns and distributions with respect to all investors are made over the life of the fund at GTM’s discretion.

The private equity funds invest with managers investing on a global basis in privately held companies or illiquid securities including to a lesser extent, thinly-traded publicly-held companies. These are also lock-up funds.

As to the long-only funds, one generally invests in tax-exempt fixed income opportunities, one is intended to be a tax efficient vehicle for primarily long-only domestic equity, one is a core vehicle for primarily long-only exposure to international markets, and another is a long-only vehicle for exposure to the South Korean market.

The three special opportunity funds focus on a limited number of strategies that are considered to be opportunistic based on prevailing market conditions.

GTM was founded in 1990 and is a wholly-owned subsidiary of Gerber/Taylor Capital Advisors (formerly known as Gerber/Taylor Holdings, Inc.), a Tennessee Corporation. Charles C. Gerber is a principal owner of Gerber/Taylor Capital Advisors, and the following individuals have other equity interests in GTCA: R. Andrew Taylor, William E. Pickens, Michael J. Douglass, Jason M. Gowen, Allen B. Hawley, David G. East, William D. Ryan, Mary C. Cornpropst, Simone T. Meeks, Matthew J. Robbins, Alex B. Moore, Tara C. Elliott, and Kojo N. McLennon.

As of March 2012 GTM managed \$2.7 billion on a discretionary basis on behalf of its 31 Clients.

## **Fees and Compensation**

GTM receives an annual management fee from its multi-strategy, global long/short and emerging market fund-of-hedge funds equal to 1% of their respective estimated net assets, paid quarterly in advance. However, GTM has the discretion to modify fees for certain investors, and does so on a limited basis.

GTM also receives an annual management fee from its various other fund-of-hedge funds ranging from .25% to .7% of their respective estimated net assets, paid quarterly in advance.

GTM receives an annual management fee on the private equity and real estate funds of 1% of either net assets, or contributed capital, or capital contributed to investment managers. Fees are paid quarterly in advance. In one case GTM receives a flat fee of \$10,000.

Certain funds managed by GTM that invest in or through other funds managed by GTM do not directly charge a management fee, although they may be allocated a fee from their underlying holdings. Thus, an investing fund may not charge a management fee directly to its investors, but they will indirectly pay fees when the Funds in which they invest pay fees of other Funds in which they invest.



GTM serves as a sub-manager to offshore funds that are managed by its affiliate G/T Offshore Management, LLC (“GTOM”). These funds invest in other GT Funds (“subsidiary funds”). Under sub-management agreements with GTOM, GTM may perform certain duties for the offshore funds and will receive compensation as it and GTOM shall determine from time to time at arm’s length.

## **Performance Based Fees and Side-by-Side Management**

GTM receives a performance based fee from its multi-strategy and global long/short funds in the amount of 1% of net new profits annually, subject to a high water mark. GTM receives a special allocation of 1% of the profits and losses, regardless of its capital account, from its emerging markets fund.

Fees on the private equity and real estate funds are generally based on a percentage of distributions from the funds after the investors have been distributed their original investment. These percentages range from 1% to 3% depending on the underlying fund documents. In one case, investors must receive their original investment plus a specified annualized return before the fees are incurred.

The principals of GTM, certain members of their families, and certain other employees are investors in the Funds. Generally their investments are subject to the standard fees, however in one fund they are not charged management fees. Additionally, some principals of GTM may invest in the same underlying investment managers in which the Funds invest. These situations are analyzed on a case by case basis by the Compliance Officer to ensure that the investment does not disadvantage the Funds (i.e. when there is limited capacity), and that the investment is in compliance with the Code of Ethics.

## **Types of Clients**

GTM’s client Funds are pooled investment vehicles for which it generally serves as the investment advisor and general partner or member manager. The Funds are eligible for investment by certain sophisticated high net worth individuals, partnerships, foundations, endowments, and pension funds to aggregate their capital and invest in a multi-manager/diversified structure in alternative assets, such as hedge funds, private equity, and private real estate as investors. Each investor in the Funds generally must qualify as an “accredited investor”, as defined in Regulation D under the Securities Act of 1933, and must qualify as a “qualified purchaser” as defined in the Investment Company Act of 1940 with respect to some of the Funds, or a “qualified client” as described in Rule 205-3 under the Investment Advisers Act of 1940.

Generally, the Funds impose either \$1,000,000 or a \$2,000,000 minimum initial contribution, but that minimum may be waived at the discretion of the General Partner/Managing Member. The real estate and private equity funds impose various minimum investment requirements.



## Methods of Analysis, Investment Strategies and Risk of Loss

GTM does not perform security analysis but rather performs analysis of Managers and the strategies they employ. There are numerous factors that are considered when analyzing a Manager which vary dramatically from strategy to strategy. Managers are generally sourced through the network of investors in these non-traditional strategies. GTM allocates the Funds' portfolios among Managers (some of which utilize margin and other leveraged transactions) to purchase equity and fixed income securities or short sell securities, indices or funds, as well as utilize derivative strategies, arbitrage strategies, direct investments in private securities or operating companies, infrastructure projects, leases, interest rate and other credit default swap instruments, direct and indirect investment in real estate, asset backed securities, and subordinated and unsubordinated debt, among other investments (such investments generically referred to as "Financial Instruments"). Investors and eligible investors with a pre-existing relationship with GTM are referred to the offering memorandum for each Fund for more comprehensive informational and risk disclosures that should be considered by an investor in connection with an investment in any of the Funds.

GTM operates fund of funds that invest in vehicles managed by others. Thus, the fundamental risks of GTM's Funds related to fund of funds investing are summarized below:

**Multiple Managers.** A multi-manager format often protects against major drawdowns and limits volatility through diversification. However, the short-term upside potential of a multi-manager structure is generally less than that of a fund with only one or a few Managers because the larger the group of Managers, the more likely it is that at least one, if not more, will be trading unprofitably at any given time. In addition, different Managers may not only compete with each other for the same positions, but also to the extent that certain Managers hold positions in particular Financial Instruments opposite to those taken by other Managers, the Funds will be unable to achieve any overall profit on such positions (even though a performance-based fee may be payable on certain of such positions to one or more Managers).

**Dependence on GTM.** Investors will be dependent on GTM's judgment and ability to evaluate and allocate the Funds' assets among the Managers. Accordingly, no person should invest in a Fund unless such Investor is willing to entrust all aspects of the investment management activities of the Fund to GTM. Investors will not have the opportunity to evaluate fully for themselves the relevant economic, financial and other information regarding such investments.

**No Control over Funds and Limited Control over Managers.** GTM will be relying on the Managers to make all investments for the underlying investment vehicles and will have little or no control over the investments made by an investment vehicle, the selection of counterparties with which, or the exchanges on which, such investment vehicle trades, or the leverage utilized or the risks assumed by such investment vehicle. In addition, an investment vehicle may impose certain limitations on GTM's ability to redeem an investment with such Fund. This may in turn adversely affect the ability of the Funds to meet withdrawals, and may require the Funds temporarily to suspend withdrawals and/or to treat investments in certain Funds as "designated investments".



GTM has limited control over the Managers. Because the Managers typically trade on a fully discretionary basis subject to certain limitations in the investment vehicles' governing documents, their results, apart from normal market risk, depend largely upon the Managers' abilities and efforts. The Managers of the underlying investment vehicles maintain investment discretion. GTM will not have the ability to terminate or reverse trades made by the Managers.

**Risk of Theft or Fraud by Managers.** The Funds will not have custody of the assets invested with the Managers. Although GTM will endeavor to verify the integrity of the Managers, there is a risk that a Manager could mishandle or convert investments that are under its control and cause losses to the Funds. In addition, although GTM will attempt to monitor the performance of each Manager, GTM must ultimately rely on each Manager to operate in accordance with its disclosed investment objectives, restrictions and strategy and with applicable laws and regulations. If a Manager does not operate in accordance with its disclosures and applicable laws and regulations, or otherwise commits fraud or other illegal acts, the Funds may sustain losses with respect to their investment with the Manager despite GTM's efforts to monitor the investment.

**Allocations among Managers.** GTM may, in its sole discretion, from time to time select new Managers or change the percentage of Funds' assets invested with a particular Manager. Allocation changes could occur, for example, (i) because of performance differences among the Managers or (ii) as a result of the Funds receiving additional capital contributions and investing them with new Managers and/or in different percentages among the then current Managers. GTM may, in its sole discretion, invest additional assets with current or additional Managers without regard to existing allocations, based on market conditions. The success of the Funds depends, therefore, not only on the Managers that GTM may initially select for the Funds and its ability to allocate the Funds' assets successfully among those Managers, but also on GTM's ability to identify new successful Managers. GTM may change the allocation of the Funds' assets, vary the strategy of the Funds and/or add or remove Managers at any time in its sole discretion.

**Potential Liquidity Mismatch.** The Funds invest in a number of investment vehicles with multi-year restrictions on redemptions ("lock-ups"). While the Funds offer withdrawals annually to their limited partners, it is possible that, if a substantial number of limited partners sought to withdraw in any given year, the restrictions on liquidity in the Funds (including any investments that may be declared as side pockets or designated investments by such Funds) could prevent the Funds from liquidating sufficient positions in such Funds to fulfill all such withdrawal requests in a timely manner or without prejudicing their remaining limited partners. In such event, the Funds might be forced temporarily to declare "designated investments" or suspend withdrawals and all or certain limited partners in the Funds might not receive the full proceeds of the withdrawal requested within the time frames generally offered.

**Access to Information from Managers.** The Funds will receive periodic reports from Managers at the same general time as other investors with such Managers. GTM, as general partner for the Funds, may request detailed information on a periodic basis from Managers regarding such Managers' historical performance and investment strategies. However, GTM may not always be provided with detailed information regarding all the investments made by the Manager because certain of this information may be considered proprietary information by the Manager. This lack of access to information may make it more difficult for GTM to select,



allocate among and evaluate the Managers and the risks involved in a particular Manager's strategy.

**Valuation of Interests in Funds.** The Managers have primary responsibility for determining the value of Financial Instruments owned by their Funds, and based on such values, the net asset values of interests in their investment vehicles. In most cases, GTM will utilize the values assigned to the investment vehicles by the Managers in calculating the "net asset value" of the Funds, subject to adjustment in connection with the Funds' annual audits. GTM considers the valuation process of each Manager, including, but not limited to, the nature of the assets in the portfolio, the levels of inputs required to value them, the extent to which Financial Instruments require judgment to establish fair value, and the Manager's valuation methodology and sources.

**Increased Expenses.** Investment of the assets of the Funds with multiple Managers may significantly increase the fees and expenses payable by the Funds (and indirectly by Investors) because each Manager charges its own fees and expenses. In addition, each Manager is usually compensated based on the performance of the assets it manages for the Funds. There will be times when one or more Managers receive incentive compensation in respect of their investment vehicles for a period even though their overall portfolio depreciated during such period.

In terms of the underlying strategies, some or all of the investment vehicles have the following risks:

**Foreign Investments.** GTM's investments are global in scope, and include both developed and emerging markets, some of which are extremely liquid and others which are less liquid or illiquid. With respect to strategies investing in emerging markets, the rules and regulations over those markets are less developed and the rule of law may be less clearly defined. Further, strategies that are typically uncorrelated can be extremely correlated during times of crisis and market panic as investors rush to reduce exposure. Counterparties range from securities exchanges to boutique investment firms and private parties.

**Leverage.** Many of the strategies involve leverage, and some use substantial leverage. Leverage amplifies both gains and losses, and can put pressure on the Managers during market downturns as they may be required to post more collateral to support borrowings.

**Impact of Regulation.** As a result of market dislocations in recent years, there is an increased risk of regulation that could impact the normal functioning of the markets (e.g., restricting short sales, increasing margin requirements). Such changes could affect not only the Managers, but also their counterparties, which could reduce leverage available to the Managers or result in margin calls. Margin calls can force Managers to sell assets at inopportune prices to raise capital to meet such calls. There is also the potential for government intervention that could be detrimental to the value of Managers underlying holdings.

**Illiquid Securities.** Certain of the strategies involve illiquid securities, which often provide good opportunities and cheap valuations for those in a position to hold them indefinitely, but can be problematic for those needing to raise liquidity quickly. During times of market crisis, liquidity can evaporate quickly and substantial losses can be incurred.



The preceding risks are only a sample of the risks inherent in the various portfolios managed by GTM. Investors and eligible prospective Investors with whom GTM has a pre-existing relationship should read the complete offering memoranda for the specific Funds being considered prior to making an investment.

## **Disciplinary Information**

GTM and its management persons have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

## **Other Financial Industry Activities and Affiliations**

The majority of the principals of Gerber/Taylor Capital Advisors are also the owners of G/T Offshore Management, LLC ("GTOM"). GTOM serves as the Portfolio Manager for two offshore funds, which are Cayman Island entities. These funds invest in some of the partnerships managed by GTM. The investors in these funds are limited to U.S. tax-exempt investors and non-U.S. investors. GTOM is a Registered Investment Adviser.

Another affiliate, Gerber/Taylor Associates, Inc. ("GTA") is also a wholly owned subsidiary of Gerber/Taylor Capital Advisors. It provides customized consulting services to the sponsors of large tax-exempt investment funds including pension funds, profit sharing plans, private and public foundations, endowments and to individuals. GTA recommends the Funds to certain sophisticated, high net worth individuals, foundations and endowments that have very specific investment objectives. In the event GTA clients invest in any fund of funds or other investment fund managed by GTM or GTOM, GTA will credit a portion of the management fee payable in respect of their client's investment in such fund against the GTA advisory fee unless clients elect otherwise.

Furthermore, in the event GTA clients invest predominantly in funds of funds or other investment funds managed by GTM or GTOM, fees or allocations paid to GTM or GTOM shall be deemed to include fees for services provided to such client by GTA. No separate fee will be charged by GTA in such circumstances.

The three registered investment adviser subsidiaries may be referred to collectively in this Brochure and the Brochure Supplements as "Gerber/Taylor".

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

### **Code of Ethics**



GTM has adopted a written code of ethics that is applicable to all employees. Among other things, the code requires GTM and its employees to act in clients' best interests, abide by all applicable laws and regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. GTM's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household. A copy of GTM's code of ethics is available upon request from Simone Meeks, Chief Compliance Officer at (901) 526-9750 or [smeeks@gerbertaylor.com](mailto:smeeks@gerbertaylor.com).

GTM's employees are generally permitted to invest in private offerings, as long as the investment is pre-cleared with the Chief Compliance Officer. The Chief Compliance Officer monitors employee trading to ensure that employees do not engage in transactions in violation of the Code of Ethics.

GTM maintains a watch list of securities that are prohibited from trading as well as a list of securities that require pre-clearance. Any proposed employee transaction involving securities on either list requires pre-clearance from the Chief Compliance Officer. The Chief Compliance Officer does not grant pre-clearance where it would appear that an employee's trading could disadvantage GTM's clients.

GTM requires pre-clearance for the giving or receiving of gifts to investors or investment Managers in excess of \$250. Gifts of a nominal value, customary business lunches, dinners, entertainment (e.g., sporting or cultural events), and promotional items may be accepted. All solicitation of gifts or gratuities is unprofessional and is strictly prohibited.

### **Interest in Client Transactions; Allocations of Investment Opportunities**

The funds managed by GTM have allocated capital to underlying managers, a few of which are also limited partners of GTM's funds. In one instance, the investment by an underlying manager in GTM's funds is considered material. This investor requested to invest in the Fund, and was not solicited by GTM. GTM's investment in the underlying manager's fund is not material to that fund as a whole. However, the underlying manager's share of the GTM's fund is considered material.

Occasionally GTM may invest in an underlying manager that may be suitable for more than one fund. The determination as to which fund to place the investment is based on strategy, capacity, and net assets, and may be placed in more than one fund at a time.

### **Brokerage Practices**

The vast majority of the Funds' assets are invested with Managers, who place transactions for their investment vehicles rather than directly with brokers or dealers. The Managers through whom GTM invests the Funds have complete discretion in the selection of broker or dealers they utilize. GTM does not require or suggest which brokers or dealers the Managers utilize nor does



GTM receive any form of compensation from the brokers or dealers the Managers utilize.

GTM maintains brokerage accounts on behalf of the Funds for directly investing in securities on a very limited basis. Generally these are securities that have been distributed to a Fund by an investment manager as an in-kind distribution for liquidation purposes.

## **Review of Accounts**

Accounts under GTM's management are monitored on an ongoing basis by the Investment Committee members and the Chief Compliance Officer. The Investment Committee members review most accounts in detail on at least an annual basis. On a quarterly basis the Valuation Committee also meets to discuss the valuations of the securities held in each account.

On a quarterly basis, GTM provides a detailed summary of the Funds' performance along with management commentary, and investors are provided with account statements which contain balances as well as transactions. On a monthly basis, GTM sends a letter with a brief summary and commentary about the Fund's performance. Monthly account balances and transactions are available to investors via Gerber/Taylor's website. Financial statements are provided to investors annually as are Schedule K-1s.

## **Client Referrals and Other Compensation**

In a limited number of situations, GTM shares a portion of its compensation with certain third parties that refer investors into the Funds. Investors are notified of such arrangement through a signed disclosure document. The investor does not pay a higher fee as a result of this arrangement.

## **Custody**

GTM as general partner or Manager of the Funds is deemed to have custody of the assets of those Funds. All Fund assets are held in custody by unaffiliated broker/dealers or banks, which are qualified custodians, but GTM has direct authority over the accounts.

GTM sends statements to all investors on a quarterly basis, which clients should carefully review. In accordance with the Rule 206(4)-2 GTM provides copies of financial statements of the Funds, which have been audited by a PCAOB registered and inspected accounting firm, no later than 180 days after year-end in the case of funds of funds (or within 120 days of year-end in the case of one Fund).

## **Investment Discretion**

As General Partner/Managing Member, GTM has the complete discretion to invest the Funds' assets with Managers and in the strategies it chooses. GTM has no limitation as to the strategy it selects or the amount it allocates to a Manager.



## **Voting Client Securities**

As GTM generally invests in other investment vehicles rather than directly in stocks, it does not receive proxy voting requests or class action lawsuits. However, GTM occasionally receives these requests on behalf of its long-only funds where it may be the direct owner of securities. GTM is responsible for taking any action or rendering any advice with respect to voting of proxies solicited not by or with respect to the issuers of securities in which Client assets may be invested through the Managers and their investment vehicles. In addition, GTM will normally not take any action or render any advice with respect to any securities held in the Account, the issuers of which are named in or subject to class action lawsuits.

## **Financial Information**

GTM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to meet contractual commitments to clients.