

Part 2A of Form ADV

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Part 2A of Form ADV

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**This brochure provides information about the qualifications and business practices of Gabelli Securities, Inc. If you have any questions about the contents of this brochure, please contact us at (914) 921-5000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“Commission”) or by any state securities authority.**

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

Gabelli Securities, Inc. is registered with the Commission as an investment adviser. Registration with the Commission does not imply a certain level of skill or training.

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#### **Item 4. Advisory Business**

Gabelli Securities, Inc. ("GSI") manages alternative investments that are affiliated private investment partnerships and affiliated entities (collectively "Investment Partnerships"). GSI may also manage separate accounts in alternative styles for clients. GSI has offered advisory services since 1985 and has been registered with the Securities and Exchange Commission as an investment adviser since 2006.

GSI is a majority owned subsidiary of GAMCO Investors, Inc., a New York corporation, whose Class A Common Stock is traded on the New York Stock Exchange under the symbol ("GBL"). Mario J. Gabelli is deemed to be the controlling person of GAMCO on the basis of his ownership of a majority of the stock of GGCP, Inc., a privately held Wyoming corporation, which owns a majority of the capital stock of GAMCO Investors, Inc.

GSI principally provides discretionary asset management services for the purchase and sale of securities consistent with its stated objective for the strategy that is selected.

GSI manages a number of Investment Partnerships. Gabelli & Partners, LLC, a wholly owned subsidiary of GSI, serves as general partner to several of the Investment Partnerships managed by GSI.

GSI or its affiliates offer merger-arbitrage alternative investments in, for example, Gabelli Associates Fund, LP ("GAF"), Gabelli Associates Fund II, LP and offshore funds, including Gabelli Associates, Ltd. and Gabelli Associates Limited II E. Mario Gabelli also serves a general partner to GAF.

GSI or its affiliates also offer sector-specific alternative investment products. For example, GSI serves as investment adviser to the Gabelli International Gold Fund Limited ("GIGL") is an offshore investment company formed to invest primarily in the securities of companies engaged in gold and other precious metal activities. GSI serves as investment adviser to GIGL pursuant to an investment management agreement it entered into with Gabelli Securities International Limited ("GSIL"), the investment manager for GIGL. Marc Gabelli, the son of Mario Gabelli, owns 55% of GSIL, and GSI owns the remaining 45% of GSIL. GSI also manages the GAMA Select Energy Plus, L.P., an energy sector fund; Gabelli Multimedia Partners, LP, a fund that invests in the multimedia sector; and the GAMCO Medical Opportunities, L.P., a fund that focuses on the medical and health sector.

GSI or its affiliates also manages a regional investment product called Gabelli Japanese Value Partners, LP, and the Gabelli Japanese Value Partners, Ltd. GSI is the co-general partner of Alce Partners, L.P., a private equity fund.

The Gabelli Intermediate Credit Fund, LP is a limited partnership that primarily invests in U.S. intermediate term, high yield corporate bonds. The Gabelli Capital Structure Arbitrage, Ltd. is an offshore investment company that seeks absolute returns, uncorrelated to equity and fixed income markets, with low annualized volatility. The Gabelli Green Long/Short Fund, LP, is a limited partnership that investing in companies whose products, services or solutions address the issue of sustainability. The Gabelli Green Long/Short Fund Ltd. is an offshore fund with the same that is a feeder fund to the Gabelli Green Long/Short Fund, LP.

Mario J. Gabelli is the portfolio manager or a member of portfolio management team for the following Investment Partnerships: Gabelli Associates Fund, LP, Gabelli Associated Fund II, LP, Gabelli Associates Limited, Gabelli Associates Limited II E, Gabelli Multimedia Partners, LP, Alce Partners, LP and GAMA Select Energy Plus, L.P. Ralph Rocco is also a portfolio manager for Gabelli Associates Fund, LP, Gabelli Associated Fund II, LP, Gabelli Associates Limited and Gabelli Associates Limited II E. Caesar Bryan and Mark Yim serve as co-portfolio managers for the Gabelli Japanese Value Partners, LP and the Gabelli Japanese Value Partners, Ltd. Wayne Plewniak serves as the portfolio manager for the Gabelli Intermediate Credit Fund, LP. Vincent Roche serves as the portfolio manager of the Gabelli Capital Structure Arbitrage, Ltd. Caesar Bryan serves as the portfolio manager of the Gabelli International Gold Fund Limited. Jennie Tsai serves as the portfolio manager of the GAMCO Medical Opportunities Fund, LP. John Segrich serves as the portfolio manager of the Gabelli Green Long/Short Fund, LP.

GSI provides advice to the Investment Partnerships in accordance with the objectives set forth in the offering documents for the respective Investment Partnerships.

At December 31, 2011, GSI managed \$627 million of client assets on a discretionary basis in the Investment Partnerships that is managers.

## **Item 5. Fees and Compensation**

The Investment Partnerships that GSI manage pay their own operating expenses including (but not limited to) the fees paid to GSI, the fee to the Administrator, directors' fees, accounting and legal expenses, organizational expenses and all investment expenses and any other expenses reasonably related to the purchase, sale or transmittal of assets as shall be determined by GSI in its sole discretion. The fees that are paid to GSI are set forth in the offering documents of the Investment Partnerships. GSI also may be compensated with performance-based fees in accordance with Rule 205-3 of the Investment Advisers Act of 1940 ("Advisers Act"). Performance-based fees are based on a share of capital gains on or capital appreciation of the assets of an Investment Partnership. The fees discussed above are generally not negotiable.

GSI and Gabelli Partners, LLC deduct their fees directly from the Investment Partnerships that they manage. The management fees are generally charged to the Investment Partnerships each month in advance. The performance fees are generally paid annually at the end of a year.

In addition to paying investment management fees, the Investment Partnerships that GSI manages may also be subject to other expenses such as custodial charges, brokerage fees, commission and related costs, interest expenses, taxes, legal fees, accounting fees and other portfolio expenses.

The Investment Partnerships that GSI manages generally do not pre-pay management fees in advance.

GSI's affiliated broker-dealer, Gabelli & Company, may receive commissions for portfolio transactions that it executes on behalf of the Investment Partnerships. The commissions will be paid by the Investment Partnership. Gabelli & Company's commission schedule is set forth in Item 12.

Because of GSI's affiliation with Gabelli & Company and the indirect ownership of GSI's parent corporation in Gabelli & Company, GSI may have an incentive to use Gabelli & Company to execute portfolio transactions.

Current portfolio managers, relationship managers and/or professional staff of GSI and its affiliated persons may receive a portion of GSI's advisory fee on client accounts pursuant to incentive arrangements promulgated by GSI from time to time. Subject to applicable rules and regulations, portions of the Investment Partnership that GSI manages accounts may be invested in the Gabelli U.S. Treasury Money Market Fund ("GUSTO"). Investments in GUSTO creates a financial benefit to GSI and its affiliates since GSI and its affiliates may both receive advisory fees on monies invested in these funds. Refer to GUSTO prospectus for complete disclosure as to the fees and other expenses associated with investments in the funds. An investment in

GUSTO is not guaranteed by the US government and GUSTO cannot assure that its \$1.00 share price will be maintained. GSI believes that GUSTO provides an efficient means to invest cash for the Investment Partnerships.

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

GSI and its affiliates provide investment management services to multiple portfolios for multiple clients. GSI and its affiliates are paid performance-based compensation by some of its clients. In addition, GSI and its affiliates including investment personnel are typically compensated on a basis that includes a performance-based component. GSI and its affiliates, including investment personnel that share in performance-based compensation, manage both client accounts that are charged performance-based compensation and accounts that are charged an asset-based fee, which is a non-performance-based fee). In addition, certain client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When GSI and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account. GSI and its investment personnel have a greater incentive to favor client accounts that pay the Adviser (and indirectly the portfolio manager) performance-based compensation or higher fees. The portfolio manager also may be motivated to favor accounts in which he has an investment interest, or in which GSI or its affiliates have investment interests.

GSI's affiliates operating in the interests of their shareholders and/or partners may seek to acquire majority interests in companies or acquire divisions of companies that are held by GSI on behalf of its clients. If such majority interest is sought by a GSI affiliated entity or entities, GSI will act on behalf of its clients in a manner which it, in its sole discretion, believes is in the best interest of its clients. In this regard, GSI may, among other alternatives, seek the advice of outside counsel, return shares to clients for clients to vote their respective shares or remain neutral.

GSI has established various policies and procedures, which are designed to ensure that client accounts are treated in a manner which is equitable over time. These policies and procedures include:

1. It is GSI's policy to allocate investment opportunities among its clients in a manner that is equitable over time.
2. Under normal circumstances, the portfolio manager will assess a client's account and determine whether a particular security should be purchased or sold for the account before an order is placed for the account.
3. Ordinarily, GSI will attempt to place orders for clients with Gabelli & Company in a manner that aggregates orders so as to ensure that clients purchasing the same securities on the same day do so at the average price realized by all similar clients. GSI orders will usually not be

aggregated with orders for affiliated investment advisers or hedge funds except as part of a written plan to buy the same securities in specified amounts. As portfolio managers make buy and sell decisions over the course of the day, those orders are usually added to aggregated orders already being worked. The result will often be that substantially all orders for accounts may be executed at the average price paid by GSI accounts purchasing the security on the same day through Gabelli & Company.

This aggregation of trades generally will not include orders placed for: (1) investment companies for which GSI serves as investment adviser; (2) some institutional accounts; and (3) any accounts where the client has directed that trades be executed by a broker of its choosing. Each of these types of orders may be aggregated separately. For example, if several clients have directed GSI to trade their accounts through a particular broker, those orders may be aggregated either by GSI or by the broker.

Where orders are aggregated and executed at an average price, all clients will share in the execution of that order. Moreover, all accounts participating in an aggregated order through Gabelli & Company will pay the same commission rate, which under ordinary circumstances will be the standard commission rate. Where a different commission rate is being applied to the trade, all accounts participating in that order will be charged the lowest rate charged to any participating account. If an aggregated order is only partially filled, GSI may allocate shares so as to completely fill as many of the orders of participating accounts as possible, rather than on a pro-rata basis.

4. GSI, on behalf of its clients, may place a single aggregated buy or sell order with Gabelli & Company before determining which client accounts should participate in the order. If the order is filled in whole or in part, the allocation will be done as soon as possible and no later than the opening of the market on the next business day. In such cases, GSI will allocate the securities bought or sold among its clients' accounts based on criteria which GSI believes to be fair and equitable. Each GSI account is evaluated in light of these criteria that include: the cash available, the account's investment objectives, any investment guidelines or restrictions, and the amount and percentage of the securities or similar securities already in the account. This allocation policy generally results in securities first being allocated to new accounts and other accounts with available cash subject to the other stated criteria.

GSI's affiliates generally use different trading desks to effect transactions for their managed accounts, investment companies and investment partnerships. Generally, neither GSI nor its affiliates will bunch trades that are processed by different trading desks nor will they cross trades between accounts that trade through different desks which may in certain instances increase clients' transactions costs. GSI may aggregate orders of GSI clients with orders for the affiliated mutual funds or alternative investment partnerships, including those with incentive fees, pursuant to a written allocation plan. No account will be favored over any other account, and each account that participates in the order will participate at the average share price of the

aggregated order and receive the same commission rate. Shares will be allocated as specified by the Investment Professional prior to entry of the aggregated order. Orders that are partially filled will be allocated pro rata based on the specified allocation. An order may be allocated on a basis different than specified as long as GSI believes that all clients will receive fair and equitable treatment and the reason for such different basis of the allocation is explained in writing and approved by the designated compliance officer.

A conflict of interest may arise where the financial or other benefits available to the portfolio manager for GSI or one of its affiliates differ among the accounts that he manages. If the structure of the management fee or the portfolio manager's compensation differs among accounts (such as where certain funds or accounts pay higher management fees or performance-based management fees), the portfolio manager may be motivated to favor certain accounts over others.

GSI generally does not purchase securities in initial public offerings for its clients, except for certain designated accounts that have selected the non-market correlated product and sub-advised investment companies. The availability of shares of initial public offerings may be limited. To receive shares in an initial public offering ("IPO"), an account must qualify to do so under the applicable regulatory rules.

GSI generally apportions IPO shares among eligible GSI clients based on several factors including the size of each account in terms of assets under management, the particular investment objectives and guidelines of each account, the contemplated holding period, the risk characteristics of the security and the availability of cash for investment. GSI personnel generally are prohibited from purchasing IPOs for their own accounts under the Code of Ethics.

Sometimes, shares in IPOs are allocated by the lead underwriter for clients of GSI's affiliated investment advisers, the affiliated mutual funds and alternative investment products managed by GSI. In those instances, the shares are generally apportioned among the clients taking into account factors such as assets under management, investment objectives, risk characteristics, the contemplated holding period and the availability of cash. Occasionally, particular affiliates are able to obtain separate allocations of shares from other members of the syndicate. Depending on the circumstances, those shares may not be subject to allocation among all clients of Gabelli-affiliated entities.



## **Item 7. Types of Clients**

GSI's clients generally consist of pooled investment vehicles that are either limited partnerships or offshore funds. The initial or additional subscription minimums are set forth in the offering memorandum for the pooled investment vehicle.

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

GSI's approach to security analysis includes among other things fundamental research, industry research, personal visits with management and company published data. GSI also uses data published in the financial media. Some of the portfolio managers may make use of third party sell-side brokerage research.

Please see Item 4 for a full list of the investment strategies that GSI offers.

A description of the material risks associated with GSI's investment strategies are set forth below.

Depending upon the strategy selected, GSI generally invests the entirety of a client's account in securities that bear risk and may fluctuate in price. When securities are sold from an account, they may be worth less than the prices that were paid to acquire them. Consequently, a client may lose money by investing in securities.

As part of its investment philosophy and methodology, GSI and its affiliates may hold for their clients significant equity ownership positions in an issuer's class of stock (5% or more). Any such position could be relatively illiquid if GSI were to determine or be required to sell a large portion of the position in a short period. Such activity could result in sizable losses. A list of these positions is available on request.

GSI and its affiliates may, in the ordinary course of their business, acquire for their own accounts or for the accounts of their investment advisory clients, significant (and possibly controlling) positions in the securities of companies that may also be suitable for investment by a client. The securities in which a client might be able to invest may therefore be limited to some extent. For instance, many companies have adopted so-called "poison pill" or other anti-takeover measures designed to discourage or prevent the completion of non-negotiated offers for control of the company. Such anti-takeover measures may have the affect of limiting the number of shares of the company which GSI might otherwise be able to purchase for a client if GSI or its affiliates have or acquire a significant position in the securities of the company. Laws, rules and regulations may also limit the securities of certain industries that GSI or its affiliates may purchase for its clients.

Accounts managed by GSI in one of the value portfolios will invest in stocks issued by companies believed by the GSI to be trading at a discount to their private market value (value stocks). An account value may decline if the market favors other stocks or small capitalization stocks over stocks of larger companies. If the portfolio manager is incorrect in his assessment of the private market values of the securities a client holds, then the value of the client's account may decline.

GSI also engages in merger arbitrage. If the requisite elements of an arbitrage strategy are not properly analyzed or unexpected events or price movements intervene, losses can occur. Moreover, arbitrage strategies often can depend upon identifying favorable spreads which can also be identified, reduced or eliminated by other market participants.

GSI engages in short selling strategies. In a short sale transaction, GSI sells a security it does not own in anticipation that the market price of that security will decline. GSI makes short sales (i) as a form of hedging to offset potential declines in long positions in similar securities, (ii) in order to maintain flexibility and, (iii) for profit.

GSI may only employ the use of leverage for the purpose of purchasing securities or other investments in order to help improve the return on invested capital. The use of leverage can also increase the adverse impact to which the portfolio of the Investment Partnership may be subject.

Client accounts will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, client portfolios are subject to more rapid change in value than would be the case if GSI were required to maintain a wider diversification among types of securities and other instruments.

**Additional Risks.** Investment Partnerships carry with them the inherent risks associated with investments in securities markets in general as well as:

- Lack of liquidity in that there may be no secondary market and none expected to develop;
- Volatility of returns;
- Restrictions on transferring Investment Partnership interests;
- Absence of information regarding valuations and pricing; and
- Less regulation and higher fees than mutual funds.

Risks associated with the types of investments that are primarily recommended (including significant, or unusual risks) are set forth below.

**Equity Risk.** The principal risk of investing in the Fund is equity risk. Equity risk is the risk that the prices of the securities held by a client will fall due to general market and economic conditions, perceptions regarding the industries in which the companies issuing the securities participate, and the issuer company's particular circumstances.

**Foreign Securities Risk.** Investments in foreign securities involve risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject. These risks include expropriation, differing accounting and disclosure standards, currency exchange risks, settlement difficulties, market illiquidity, difficulties enforcing legal rights and greater transaction costs.

**Risks of Focusing on Corporate Reorganizations.** GSI may invest a substantial portion of clients assets in securities of companies that are involved or may become involved in corporate transactions such as tender offers and corporate reorganizations. The principal risk of this type of investing is that the anticipated transactions may not be completed at the anticipated time or upon the expected terms, in which case a client may suffer a loss on its investments. Dedicated risk arbitrage portfolios will potentially be invested in more deals, and will generally have more speculative positions than other advisory clients. The more speculative positions may include, for example, assuming higher deal risk, or establishing positions before the deal is fully researched, which may result in the dedicated arbitrage accounts establishing positions before other advisory clients.

**Issuer-Specific Risk.** The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. An account could lose all of its investment in a company's securities.

**Large-Capitalization Risk.** Larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in technology and consumer tastes. Many larger companies also may not be able to attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion.

**Small-Capitalization Risk.** Investing in securities of small capitalization companies may involve greater risks than investing in larger, more established issuers. Smaller capitalization companies typically have relatively lower revenues, limited product lines and lack of management depth, and may have a smaller share of the market for their products or services, than larger capitalization companies. The stocks of smaller capitalization companies tend to have less trading volume than stocks of larger capitalization companies. Less trading volume may make it more difficult for our portfolio managers to sell securities of smaller capitalization companies at quoted market prices. Finally, there are periods when investing in smaller capitalization stocks fall out of favor with investors and the stocks of smaller capitalization companies underperform.

**Interest Rate Risk.** Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities.

**High Yield Bonds.** High yield bonds are those securities rated below investment grade (i.e., rated below "Baa3" by Moody's or below "BBB-" by S&P) and unrated securities of comparable quality. Securities rated below investment grade and comparable unrated securities involve greater risk, including greater price volatility and a greater risk of default in the timely payment of principal and interest, than higher rated securities.

**Gold-Related Risks.** The risk that the stock prices of companies involved in precious metals related industries will experience greater volatility than companies not involved in precious metals-related industries. Investments related to gold and other precious metals and minerals are considered speculative and are affected by a variety of worldwide economic, financial, and political factors.

**Risks Relating to the Biomedical Industry.** Biomedical stocks, especially those of smaller, research-orientated companies tend to be more volatile than the overall market. The medical discovery and drug development companies in which the Partnership may invest, may allocate, or may have allocated, greater than usual amounts to research and product development. The securities of such companies may experience above-average price movements associated with the perceived prospects of success of the research and development programs. Only a limited number of biotechnology companies have reached the point of approval of products by Government's regulatory bodies, such as the U.S. Food and Drug Administration and the subsequent commercial production and distribution of such products. Further, many biotechnology companies with proprietary platform technologies rely on patent, trademark and trade secret protection and non-disclosure agreements to establish and protect their proprietary rights, which may be essential to the growth and profitability of the company. There can be no assurance that a particular company will be able to protect these rights, or will have the financial resources to do so.

**Trading in Futures Contracts.** The low margin or premiums normally required in trading in futures contracts may provide a large amount of leverage, and a relatively small change in the price of a security can produce a disproportionately larger profit or loss. Futures positions (including financial futures) may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. It also is possible that an exchange or the Commodity Futures Trading Commission may suspend trading in a particular

contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only.

**Japanese Securities/Japanese Markets.** Investing in securities of the Japanese government and Japanese companies which are generally denominated in Japanese Yen, involve certain considerations comprising both risks and opportunities not typically associated with investing in securities of United States issuers. These considerations include political and social instability, regulation by the Japanese government, expropriation, imposition of foreign taxes, less liquid markets and less available information than are generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

**Capital Structure Investments.** Capital structure investments generally involve long and short positions in debt or equity securities or instruments within the capital structure of a given issuer. These types of investments typically are based on an investor's view of the respective values of the long and short assets relative to one another. In the event that the perceived mispricings underlying the long and short positions were to fail to converge toward, or were to diverge further from expectations, or if the investment thesis underlying the relative value expectations were to fail to materialize, a loss may be incurred.

**Arbitrage Transaction Risks.** Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. Examples of arbitrage strategies include event-driven arbitrage, merger arbitrage, capital structure arbitrage, convertible arbitrage, fixed income or interest rate arbitrage, statistical arbitrage, debt spread arbitrage and index arbitrage. If the requisite elements of an arbitrage strategy are not properly analyzed, or unexpected events or price movements intervene, losses can occur. Moreover, arbitrage strategies often depend upon identifying favorable "spreads", which can also be identified, reduced or eliminated by other market participants.

**Green Technologies.** Investments in so-called "Greentech" face the risk that earnings and dividends of "Green" companies will be greatly affected by changes in the prices and supplies of alternative energy, clean and renewable energies and environmental products and services. Prices and supplies can fluctuate significantly over short periods due to a variety of factors, including but not limited to changes in international politics, the growth in world energy demand, environmental and energy conservation drivers, the regulatory environment, energy security issues, factors impacting energy reliability and government tax policies.

**Environmental Markets.** Investments in the rapidly changing environmental marketplace face special risks. For example, the sale or exchange of environmental assets may not prove commercially successful or such assets may become valueless if purchasers obtain access to more cost effective means of fulfilling their environmental obligations. Also,

environmental markets may be vulnerable to factors such as changing regulation by both U.S. and non-U.S. governments, developments in the energy and natural resources sectors and conservation incentives. Increased energy and natural resources regulations may, among other things, increase compliance cost and affect business opportunities for the companies in the environmental markets.

**Special Situation Risk.** Certain special situation investments may be dependent on the development of new technologies and/or the application of existing or new technologies. New technologies and applications may not necessarily be generally accepted, or may be rendered obsolete by subsequent technological developments. The success of any one special situation investment may depend, in part, on the companies' ability to develop, introduce and market products or services that meet changing user needs and that successfully anticipate or respond to technological changes on a cost effective and timely basis. There can be no assurance that promising technologies will be successfully developed into profitable products or services.

The foregoing does not purport to be a complete enumeration or explanation of the general risks involved in investing in the Investment Partnerships. Investors in the Investment Partnerships should carefully review the offering documents.

#### **Item 9. Disciplinary Information**

Not applicable.

#### **Item 10. Other Financial Industry Activities and Affiliations**

Gabelli & Company, a wholly owned subsidiary of GSI, is a registered broker-dealer. GSI places trades through Gabelli & Company, in accordance with the standards set forth in its response to Item 12. Certain of GSI's management persons are registered representatives of Gabelli & Company.

Gabelli & Company issues research reports which on occasion may be distributed to investors in the funds that GSI manages. Investors in the funds are not charged a separate fee for such research reports. The research reports that Gabelli & Company issues may contain recommendations on securities that are held in client accounts. It is possible that the research reports may have recommendations that are inconsistent with transactions for clients of GSI or its affiliates.

GAMCO Asset Management Inc. ("GAMCO"), an affiliate of GSI, is a registered investment adviser providing discretionary managed account services to corporations, employee benefit plans, private investors, endowments, trusts, estates, and foundations. Gabelli Funds,

LLC, is an affiliated registered investment adviser that provides investment management services to the Gabelli and GAMCO open and closed-end funds and also an offshore UCITs III Fund. Teton Advisors, Inc., another affiliated registered investment adviser, provides investment management services for the GAMCO Westwood Funds and separate accounts. Gabelli Fixed Income LLC, a registered investment adviser, offers to provides fixed income securities and cash management services on a discretionary basis predominantly for institutional clients and high net worth clients.

Mario J. Gabelli is registered as a commodity pool operator in connection with his role as general partner of Gabelli Performance Partnership.

A full list of the Investment Partnerships that GSI manages are set forth in Item 4 above.

MJG Associates, Inc., an entity that is controlled by Mario Gabelli is the investment manager of Gabelli International Limited and Gabelli Fund, LDC. Mario Gabelli also serves as the general partner of Gabelli Performance Partners, LP. New Century Capital Advisors, Inc., an entity that is controlled by William Selby, a Managing Director of GAMCO, is a general partner of New Century Partners, LP along with GSI.

#### **Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading**

GSI, its affiliates and other related persons, including Mario J. Gabelli and other directors, officers and professional staff of GSI, may have direct or indirect interests in securities being bought or sold for the Investment Partnerships that GSI manages. In addition, on any given day, securities being bought or sold for the Investment Partnership that GSI manages may also be simultaneously bought or sold for GSI, its affiliates or other related persons. Accordingly, GSI, its affiliates, or other related persons may sell or recommend the sale of a particular security for certain accounts, including accounts in which they have an interest, and GSI, its affiliates or other related persons may buy or recommend the purchase of such security for other accounts, including accounts in which they have an interest, and, thus, transactions in particular accounts may not be consistent with transactions in other accounts or with the recommendation of GSI, its affiliates or other related persons. It is therefore possible that the value of a security bought by a Investment Partnership that is managed by GSI, its affiliates or related persons may decrease if another account advised by GSI, its affiliates or related persons subsequently sells or shorts the same security. Furthermore, some of the accounts that GSI, its affiliates and other related persons manage such as the Investment Partnerships described above, may have special compensation arrangements. GSI has established various policies and procedures that are designed to minimize the possibility of conflicts of interest and, where such conflicts arise, to disclose their existence to ensure that they are appropriately resolved taking into account the interests of GSI's clients without regard to their fee arrangements. However,

there is no guarantee that such policies and procedures will be able to detect and prevent every situation in which an actual or potential conflict may arise.

GSI has adopted a Code of Ethics in order to attempt to minimize the effects of potential conflicts of interest. The Code of Ethics among other things provides:

1. GSI's procedures are intended to ensure that client accounts are always given the priority of economic opportunity over proprietary accounts, including professional staff accounts.
2. Staff of GSI and its affiliates, are required to maintain their securities brokerage accounts at Gabelli & Company, unless an outside account is specifically approved by the designated compliance officer.
3. Staff of GSI and its affiliates, with certain limited exceptions, must receive prior approval from the designated compliance or legal officer before placing an order for their own account or for any other proprietary account.
4. Personal and proprietary accounts of GSI and its affiliates are prohibited from selling or buying a security held in a client account for sixty days from the date the security was bought or sold, unless the transaction is exempt for certain specified reasons (such as the security having a market capitalization in excess of \$1 billion). Portfolio managers and associate portfolio managers are also prohibited from buying or selling within seven days of a client account, again subject to exceptions.
5. Staff of GSI and its affiliates are prohibited from short-term trades in any mutual fund managed directly or as sub-adviser by affiliates of GSI. All shares of such mutual funds must be held for sixty (60) days.
6. Staff of GSI and its affiliates must submit initial holding reports when they begin employment, annual holding reports and quarterly reports of their securities transactions.

The full text of the Code of Ethics is available upon request from Gabelli Securities Inc., One Corporate Center, Rye, NY 10580.



## **Item 12. Brokerage Practices**

GSI does not act as a broker-dealer for its clients. GSI, however, is affiliated with Gabelli & Company, a registered broker-dealer, which executes portfolio securities transactions for clients of GSI under certain circumstances. Because of GSI's affiliation with Gabelli & Company and the indirect ownership of GSI's parent corporation in Gabelli & Company, GSI may have an incentive to use Gabelli & Company to execute portfolio transactions for GSI's clients. In addition, GSI portfolio managers and/or relationship managers that are registered with Gabelli & Company may receive commissions for portfolio transactions that are effected through Gabelli & Company in addition to such other compensation that GSI pays.

Gabelli & Company generally acts as agent or broker rather than as principal or dealer in executing securities transactions for GSI's clients to reduce the potential for conflicts of interest. In this regard, Gabelli & Company executes over-the-counter securities transactions on an agency basis for GSI's clients. Gabelli & Company may occasionally act as dealer or principal in buying or selling securities for GSI's clients. In these principal transactions, purchases or sales are made for GSI's clients only with their prior consent.

On occasion, GSI's clients may benefit from buying or selling a security in an agency cross transaction involving another client of Gabelli & Company. GSI will effectuate such a transaction for a client only when the client has given prior written consent authorizing GSI to effect agency cross transactions, GSI has determined that the transaction is in the best interest of the client, and the transaction is done in compliance with the requirements of the Advisers Act and ERISA, if applicable. GSI may also facilitate transactions between clients by crossing positions through custodians without use of a broker-dealer.

Depending upon the trade in question, GSI may pay a brokerage commission in excess of the lowest commission rate that another broker might have charged for effecting the same transaction. The principal factor GSI considers in selecting brokers and dealers and determining the reasonableness of their commissions is primarily best execution. GSI will select a broker-dealer for each specific transaction with the objective of negotiating a combination of the most favorable commission and the best price obtainable. The selection of a broker-dealer will vary depending upon the nature of the transaction. Other judgmental factors utilized in determining the broker-dealer to effect client transactions include: GSI's knowledge of negotiated commission rates currently available and other current transaction costs; the nature of the security being traded; the size of the transaction; the desired timing of the trade; the existing and expected market activity for the particular security; confidentiality; the execution, clearance and settlement capabilities of the broker-dealer; and the financial stability of the broker-dealer. GSI may also utilize a broker-dealer in recognition of a particular research idea or analysis. In addition, when in GSI's judgment several broker-dealers have

equal execution capability, GSI from time to time may place orders with firms which have recommended or introduced an investor to a fund that GSI manages.

GSI believes that Gabelli & Company, its affiliated registered broker-dealer, provides brokerage services that are consistent with the above criteria. Gabelli & Company evaluates its commission charges in light of its clients' total transaction costs. GSI clients that effect securities transactions through Gabelli and Company in listed equities that trade on domestic markets will generally pay the following commission rates: (1) \$.03 (three cents) per share for most securities with a market price of \$5.00 and above; and (2) \$.02 (two cents) per share for most securities with a market price below \$5.00. If Gabelli & Company effects a trade for GSI clients in a listed equity security of 500,000 shares or more with a market price of \$5.00 or more on a domestic market, the GSI clients that participated in that trade will generally pay no more than \$.02 (two cents) per share. Gabelli & Company may charge rates that are higher or lower on particular trades where there are special circumstances such as the difficulty of the trade. Executing trades on behalf of clients through Gabelli & Company will not necessarily result in the lowest transaction costs available. These rates may change at any time and over time.

Agency cross or third market transactions (including transactions executed through Instinet), which are off-exchange transactions in listed securities, may be effected by Gabelli & Company if it determines that such transactions are advantageous to clients. Gabelli & Company charges commissions for agency cross or third market transactions that are comparable to those for exchange transactions. GSI may place substantially all orders through Gabelli & Company.

Over-the-counter transactions effected by Gabelli & Company are executed on an agency basis with a processing charge that includes the processing costs charged both by Gabelli & Company's clearing broker (primarily First Clearing, LLC) and Gabelli & Company. Depending on the estimated costs of Gabelli & Company's execution of over-the-counter transactions (which varies over time with, among other things, the volume of transactions, the compensation of personnel and administrative expenses), the processing charge will be \$.03 (three cents) per share subject to a minimum ticket charge of \$25.00 per trade and a maximum ticket charge of \$80.00. Other than this processing charge, Gabelli & Company will not charge any commissions on the over-the counter trades that are cleared through First Clearing. Fixed income transactions effected by Gabelli & Company on behalf of GSI clients are generally executed on an agency basis at a commission of \$5.00 or less per \$1,000 par value. These rates may change at any time or over time.

Where GSI is able to obtain best execution from multiple brokers, it may take into account the extent to which that broker provides research or brokerage services in deciding where to direct customer trades for execution. With respect to certain accounts, arrangements may exist with broker-dealers whereby GSI obtains brokerage and research services based on the

amount of brokerage business that it directs to that firm. Services may include stock quotation and news services, portfolio analysis services and other research services (collectively, "soft dollar items"). Soft dollar items may be provided directly by brokers, by third parties at the direction of brokers or purchased by GSI with credits or rebates provided by brokers. In some instances the services may have non-research/execution application. In those instances, GSI pays for whatever portion of these "mixed use" items is not devoted to research or execution. Consistent with GSI's fiduciary duties to its clients, and the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, brokerage will be directed to such broker-dealers only when GSI believes the commissions charged are reasonable in relation to the value and overall quality of the brokerage and research services provided.

When GSI directs brokerage business to firms in recognition of research services, the commissions may exceed those that other firms would charge. Moreover, some of the research services furnished by broker-dealers through whom GSI effects securities transactions may be used in servicing accounts other than the account or accounts that placed the trades. Where GSI receives services from a broker that include research as well as other services, GSI only takes the research and execution services into account in determining whether to direct brokerage business and the volume of business directed.

### **Item 13. Review of Accounts**

GSI reviews investment accounts daily. Additional reviews may result from particular transactions, net asset value calculations, changes in prices in portfolio securities or for other reasons. GSI assigns a portfolio manager or portfolio management team to each fund. The portfolio manager or portfolio management team performs the primary investment advisory function for each investment fund or account that is a client of GSI.

Investors in an Investment Partnership that is managed by GSI generally receive performance and portfolio commentary on a monthly basis within the first few business days via electronic delivery. Investors also receive an annual report containing financial statements for the Investment Partnership by an independent accounting firm.

### **Item 14. Client Referrals and Other Compensation**

Current professional staff of GSI and its affiliated persons may receive a portion of GSI's advisory fee and or performance fees for those Investment Partnerships that they have introduced to investors.

GSI may place brokerage orders or have custodial arrangements with broker-dealers who have recommended or introduced clients to GSI funds. GSI receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for GSI to select or recommend broker-dealers based on GSI’s interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by GSI on behalf of its Investment Partnerships. Please see Item 12 for further information on GSI’s “soft-dollar” practices, including GSI’s procedures for addressing conflicts of interest that arise from such practices.

From time to time, GSI or its affiliated Investment Partnerships may enter into referral or introduction arrangements with unaffiliated persons or entities regarding the sale of the Investment Partnerships.

#### **Item 15. Custody**

In accordance with Rule 206(4)-2 of the Advisers Act, GSI is deemed to have custody of the Investment Partnerships it manages since it or its affiliates serve as general partner or manager of the Investment Partnerships. GSI will seek to comply with the Rule 206(4)-2 by sending investors in the Investment Partnerships audited financial statements within 120 days of the Partnership’s year-end or 180 days in the case of funds of funds.

#### **Item 16. Investment Discretion**

GSI provides investment advisory services on a discretionary basis to clients.

GSI has the authority to determine: (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the client account.

GSI may effect cross transactions between discretionary client accounts, except as otherwise noted below. Cross transactions enable GSI to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. GSI has a potentially conflicting division of loyalties and responsibilities

regarding both parties to cross transactions. Cross transactions between client accounts are not permitted if they would constitute principal trades or trades for which GSI or its affiliates are compensated as a broker unless client consent has been obtained based upon written disclosure to the client of the capacity in which GSI or its affiliates will act. In addition, cross transactions are not permitted for benefit plan or other similar accounts that are subject to ERISA.

If it appears that a trade error has occurred, GSI will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, GSI's error correction procedure is to ensure that clients are treated fairly. GSI will correct the error in a manner that seeks to put its clients in the same position they would have been if the error had not occurred. GSI has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy.

GSI has the authority to determine: (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the client account.

GSI submits an allocation statement to its trading desk describing the allocation of securities to (or from) client accounts for each trade/order submitted. GSI may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iii) size of the client account; (iv) nature and liquidity of the security to be allocated; (v) size of available position; (vi) current market conditions; and (vii) account liquidity, account requirements for liquidity and timing of cash flows.

#### **Item 17. Voting Client Securities**

GSI has the right to exercise any and all voting rights pertaining to the securities held in clients' accounts. If the client is subject to ERISA, decisions on voting of proxies will be made by GSI unless specifically reserved to the trustee or named fiduciary of the client's account. It is the policy of GSI to vote neither for nor against management, but for shareholders. To this effect, GSI has published a "Magna Carta of Shareholders Rights", which is available upon written request. It has incorporated this Magna Carta into its proxy voting procedures, which are also available upon request.

Normally, GSI will exercise proxy-voting discretion on particular types of proposals in accordance with guidelines (the "Proxy Guidelines") set forth in the Proxy Voting Policy. The Proxy Guidelines address, for example, proposals to elect the board of directors, to classify the board of directors, to select auditors, to issue blank check preferred stock, to use confidential

ballots, to eliminate cumulative voting, to require shareholder ratification of poison pills, to support fair price provisions, to require a supermajority shareholder vote for charter or bylaw amendments, to provide for director and officer indemnification and liability protection, to increase the number of authorized shares of common stock, to allow greenmail, to limit shareholders' rights to call special meetings, to consider non-financial effects of a merger, to limit shareholders' right to act by written consent, to approve executive and director compensation plans (including golden parachutes), to limit executive and director pay, to approve stock option plans, to opt in or out of state takeover statutes and to approve mergers, acquisitions, corporate restructuring, spin-offs, buyouts, assets sales or liquidations.

Proxy voting in certain countries requires "share-blocking." Shareholders wishing to vote their proxies must deposit their shares shortly before the date of the meeting with a designated depository. During the period in which the shares are held with a depository, shares that will be voted at the meeting cannot be sold until the meeting has taken place and the shares are returned to the client's custodian. Absent a compelling reason to the contrary, GSI believes that the benefit to the client of exercising the vote is outweighed by the cost of voting and therefore, GSI will not typically vote the securities of non-U.S. issuers that require share-blocking.

In addition, voting proxies of issuers in non-US markets may also give rise to a number of administrative issues to prevent GSI from voting such proxies. Although it is GSI's policy to vote the proxies for its clients for which it has voting authority, in the case of issuers in non-US markets, GSI will vote client proxies on a best efforts basis.

A Proxy Committee comprised of senior representatives of GSI and its affiliated investment advisers has the responsibility for the content, interpretation and application of the Proxy Guidelines. In general, the Director of Proxy Voting Services, using the Proxy Guidelines, recommendations of Institutional Shareholder Corporate Governance Service ("ISS"), other third-party services and the analysts of Gabelli & Company, will determine how to vote on each issue. For non-controversial matters, the Director of Proxy Voting Services may vote the proxy if the vote is (1) consistent with the recommendations of the issuer's board of directors and not contrary to the Proxy Guidelines; (2) consistent with the recommendations of the issuer's board of directors and is a non-controversial issue not covered by the Proxy Guidelines; or (3) the vote is contrary to the recommendations of the issuer's board of directors but is consistent with the Proxy Guidelines. In those instances, the Director of Proxy Voting Services or the Chairman of the Committee may sign and date the proxy statement indicating how each issue will be voted.

All matters identified by the Chairman of the Committee, the Director of Proxy Voting Services or the Adviser's Legal Department as controversial, taking into account the recommendations of ISS or other third party services and the analysts of Gabelli & Company, will be presented to the Proxy Voting Committee. If the Chairman of the Committee, the

Director of Proxy Voting Services or GSI's Legal Department has identified the matter as one that: (1) is controversial; (2) would benefit from deliberation by the Proxy Voting Committee; or (3) may give rise to a conflict of interest between GSI and its clients, the Chairman of the Committee will initially determine what vote to recommend that GSI and its affiliates should cast and the matter will go before the Committee.

For matters submitted to the Committee, each member of the Committee will receive, prior to the meeting, a copy of the proxy statement, any relevant third party research, a summary of any views provided by the Chief Investment Officer and any recommendations by Gabelli & Company, Inc. analysts. The Chief Investment Officer or the Gabelli & Company analysts may be invited to present their viewpoints. If the Legal Department believes that the matter before the Committee is one with respect to which a conflict of interest may exist between GSI and its clients, legal counsel will provide an opinion to the Committee concerning the conflict. If legal counsel advises that the matter is one in which the interests of some clients may diverge from those of other clients or of GSI, the Committee may make different recommendations as to different clients. For any matters where the recommendation may trigger appraisal rights, counsel will advise concerning the likely risks and merits of such an appraisal action.

Where a proxy proposal raises a material conflict between the interests of GSI on the one hand, and its clients the other, the conflict will be brought to the Committee to determine a resolution.

Each matter submitted to the Committee will be determined by the vote of a majority of the members present at the meeting. Should the vote concerning one or more recommendations be tied in a vote of the Committee, the Chairman of the Committee will break the tie. The Committee will notify the proxy department of its decisions and the proxies will be voted accordingly.

A full copy GSI's proxy guidelines and procedures is available on written request to Proxy Department, GSI Asset Management Inc., One Corporate Center, Rye, NY 10580.

#### **Item 18. Financial Information**

Not applicable.

GSI will provide its most recent audited financial statements upon request.

**Item 19. Requirements for State-Registered Investment Advisers**

Not applicable.

**Appendix: Item 2. Material Changes**

No material changes since the last filing.



## **Privacy Policy**

### **What kind of non-public information do we collect about you?**

GSI generally only has investment partnerships or entities as clients (collectively “Investment Partnerships”). As such it may have access to information about investors in the Investment Partnerships. If investors in the Investment Partnership give non-public information about themselves, the non-public information GSI collects about an investor is:

- *Information investors give the Investment Partnership.* This could include an investor’s name, address, telephone number, social security or tax identification number, bank or brokerage account number, and other information.
- *Information about transactions with the Investment Partnerships, any transactions with our affiliates and transactions with the entities that are hired to provide services to investors.* This would include information about the purchases, sales, redemptions, or exchanges and the deposits and withdrawals that an investor makes. If we hire someone else to provide services, we will also have information about the transactions that you conduct through them. We will also have access to the information they generate when they conduct those services relating to transactions in your account.

### **What information do we disclose and to whom do we disclose it?**

We do not disclose any non-public personal information about current investors or former investors to anyone, other than our affiliates, our service providers who need to know such information and as otherwise permitted by law. If an investor wants to find out what the law permits, please read the privacy rules adopted by the Securities and Exchange Commission. They are in volume 17 of the Code of Federal Regulations, Part 248. The Commission often posts information about its regulations on its web site, [www.sec.gov](http://www.sec.gov).

### **What do we do to protect your personal information?**

We restrict access to non-public personal information to the people who need to know that information in order to perform their jobs or provide services to you and to ensure that we are complying with the laws governing the securities business. We maintain physical, electronic, and procedural safeguards to keep an investor’s personal information confidential.