

Part 2A of Form ADV: Firm Brochure

Item 1 - Cover Page

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The date of this brochure is March 29, 2012.

This brochure provides information about the qualifications and business practices of NuWave Investment Management, LLC. If you have any questions about the contents of this brochure, please contact us at (973) 888-6800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about NuWave Investment Management, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Any reference to NuWave Investment Management, LLC as a “registered investment adviser” or as being “registered” does not imply a certain level of skill or training.

Item 2 - Material Changes*Not applicable.***Item 3 - Table of Contents**

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Item 4 - Advisory Business

- A. NuWave Investment Management, LLC (the “Advisor,” “we” or “us”) is a Delaware limited liability company that was formed on July 24, 2006. The Advisor is principally owned by Troy W. Buckner. Yury Orlov, John Ryan and Craig Weynand are indirect minority owners of the Advisor.
- B. We provide discretionary investment advice to private investment funds and separately managed accounts. We generally invest and trade on behalf of our clients pursuant to a number of different trading strategies primarily relating to futures contracts, forward contracts, and other futures-related interests, and, to a more limited extent, cash equities, traded on United States and foreign exchanges and markets.
- C. We generally do not permit investors in the private investment funds we manage to impose limitations on the investment activities described in the offering documents for those funds. Under certain circumstances, we will contract with a client to adhere to limited risk and/or operating guidelines imposed by the client. We negotiate such arrangements on a case by case basis. (*See Item 16 “Investment Discretion.”*)
- D. We do not participate in wrap fee programs.
- E. As of March 1, 2012, we managed approximately \$730,018,178 on a discretionary basis. We do not manage any assets on a non-discretionary basis.

Item 5 - Fees and Compensation

- A. Our fees and compensation are described in the advisory contracts we enter into with our clients. Our fees and compensation may vary, but will typically consist of a percentage of assets under management and/or a percentage of net profits, which percentages may vary depending upon which of our investment portfolios the accounts participate in.

For Separate Accounts

Depending upon the portfolio selected by a client, we typically charge an annual management fee of up to 2% of assets under management and a quarterly incentive fee of 20% or 25% of net profits, subject to a high-water mark. Once paid, such fees are non-refundable.

For Funds

Our compensation depends upon the private investment fund and/or the class of shares or interests subscribed for by an investor. We typically charge an annual fee of 1% to 2% of assets under management (payable monthly in arrears) and a quarterly performance allocation of 20% or 25% of net profits, subject to a high-water mark. Once paid or allocated, such fees and allocations are non-refundable.

- B. We generally deduct management fees from our private investment funds’ accounts monthly in arrears. The management fees for the separately managed accounts we manage are deducted on a monthly basis in arrears by the custodian of the accounts. Depending on the arrangement with the client and the custodian of the account either we calculate the management fees due and provide the custodian with our calculation or the

custodian calculates the management fees, which we then confirm. We generally receive performance-based fees or allocations from client accounts on a quarterly basis in arrears and upon redemptions/withdrawals by investors.

- C. Clients that are private investment funds generally bear our expenses (including, without limitation, any direct trading costs incurred on behalf of the private investment fund, as well as legal, administrative and accounting fees and expenses, and other expenses described in the private investment fund's operating agreement and/or applicable investment management agreement, but not including our office rent, utilities, furniture, computer hardware and employee compensation), all other expenses related, directly and indirectly, to their respective operations and affairs and their business of investing and trading and other activities, including, without limitation: all brokerage commissions and custody charges, interest and commitment fees on loan and debit balances, research fees and materials, back office expense, costs of any outside appraisers, accountants, attorneys or other experts or consultants engaged by us in connection with specific transactions, bank charges, specialized software pertaining to the private investment funds' trading or operations, insurance costs (including director and officer insurance), legal fees and costs (including settlement costs) arising in connection with any litigation or regulatory investigation instituted against us in connection with the affairs of the private investment funds, withholding or transfer taxes, government charges and professional fees and expenses incurred in connection with the preparation of the private investment funds' offering materials and operating agreement or memorandum and articles of association, as applicable, as well as their respective organizational documents, filing fees, costs of accounting, including the audit of the private investment funds' annual financial statements and the preparation of their tax returns, the fees and expenses of the private investment funds' legal counsel in connection with advice directly relating to their legal affairs, costs of preparing and mailing reports to investors, and other ordinary and out-of-pocket expenses of the private investment funds. Where any of the foregoing costs are incurred by or on behalf of more than one private investment fund, each private investment fund will bear only its proportionate share of such costs. (*See Item 12 "Brokerage Practices" below.*)

The expenses that are charged to separately managed accounts are determined on a case by case basis.

Although we do not presently do so, we may also allocate a portion of certain clients' capital to money market funds or exchange-traded funds. In addition to the fees and expenses discussed above, investors will indirectly incur similar fees and expenses if we invest client's capital in such money market funds or exchange traded funds, as these funds in turn pay similar fees to their investment managers and other service providers.

- D. Management fees are generally paid monthly in arrears.
- E. *Not applicable.*

Item 6 - Performance-Based Fees and Side-By-Side Management

We typically receive quarterly performance-based fees or allocations from the private investment funds and separately managed accounts we manage, which are based on a percentage of the capital appreciation of client assets.

The terms of the performance-based fees and allocations may differ among the various private investment funds and the separately managed accounts we manage. This may result in a conflict of interest when we allocate opportunities among these accounts because we will have an incentive to favor accounts that have higher performance-based fees and allocations. To avoid such a conflict of interest we generally follow documented procedures in allocating opportunities among such accounts, which do not take into account the performance-based fees and allocations to which such accounts are subject (*see Item 12, Section A.3, "Allocation of Investment Opportunities" below*).

As the management fees and performance-based fees and allocations are based directly on the net asset value of the client accounts, we have a conflict of interest in valuing the assets held in the accounts. We will follow our documented valuation policies and consult with the third-party administrator to the accounts in order to mitigate this risk.

Item 7 - Types of Clients

We primarily provide investment advice to clients (either through a fund-vehicle or a separately managed account) who are private investment funds, high net worth individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, and other entities. Investors in such private investment funds are generally high net worth individuals and institutional investors that qualify as "accredited investors" (as defined in Rule 501 under the Securities Act of 1933, as amended) and "qualified clients" (as defined under the Investment Advisers Act of 1940, as amended (the "Advisers Act")). The minimum investment in the private investment funds is generally \$500,000, though certain classes of interests/shares have higher minimum investment requirements. There is no minimum dollar requirement for establishing a separately managed account and we consider each prospective client on a case by case basis; however, we suggest that prospective clients refrain from opening a separately managed account unless they can commit a minimum of eighteen months to the investment and suggest a minimum client account size of \$10 million.

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

A. Methods of Analysis and Investment Strategies Generally

We pursue a multi-strategy systematic approach to investing, with the goal of generating attractive absolute and risk-adjusted returns regardless of the overall market environment for traditional investments. Our systematic trading methodologies employ a sophisticated form of "pattern recognition" theory intended to identify and capture repetitive historical tendencies in price movement that occur across a variety of time horizons. We believe that the repetitive nature of these "patterns" results from a wide variety of technical and fundamental factors, including, among other things, the prospects for global economic growth, the prevailing environment for interest rates, the effects of dramatic geopolitical shocks and the cyclicity of seasonal or weather-related concerns.

We define a unique matrix of logical and mathematical values associated with a given time series in order to define a "profile" of current price activity for a specific stock or market. Thereafter, pattern recognition algorithms are utilized to interpret the significance of each time series profile within the context of history so as to identify directional trading patterns. Although no two "profiles" are identical, similar profiles can be identified from which one may infer directional price opportunities. These opportunities often differ significantly, varying in terms of duration (ranging from mere hours to many months) and direction (at

times running with the prevailing trend, while at other times running counter to the prevailing trend). The result is a unique return profile that we expect to be distinct from, and less correlated with, those offered by both traditional investments and other hedge fund strategies.

Our unique multi-strategy approach to investing is intended to offer investors the potential to achieve compelling risk-adjusted returns in a variety of market environments, while also providing the potential for significant diversification and non-correlation benefits relative to both traditional investments and other hedge fund strategies. We offer investors two different investment program options, (i) the “Long/Short Portfolio,” and (ii) the “Combined Futures Portfolio.”

The Long/Short Portfolio employs a divergence-oriented trading strategy premised upon a series of pattern recognition-based algorithms (as more fully described above). All aspects of trading and risk control are fully automated, with VaR imbalances, sector imbalances, individual security exposures and maximum leverage each constrained real-time so as to remain within acceptable levels. The Long/Short Portfolio is devoid of any inherent long bias, offering a risk/return profile that strives to be truly market neutral (*i.e.*, beta neutral) in nature, while seeking to capture relative directional opportunities (rather than mean reverting opportunities) from among a highly liquid portfolio of approximately 400 large cap U.S. equities. Holding periods range from mere hours to several days in length (depending upon price persistence), providing a return stream that has historically been non-correlated to both traditional investments and a host of market neutral and long/short hedge fund indices.

The Combined Futures Portfolio is comprised of three distinct sub-programs: the Long-Term Pattern Recognition Program (formerly, the Alpha Portfolio), the Intermediate-Term Pattern Recognition Program (formerly, the Pattern Recognition Portfolio), and the Short-Term Pattern Recognition Program (formerly, the Beta Portfolio). While each sub-program trades the same set of broadly diversified markets (with approximately 60% of market exposure being derived from financial futures (such as stock indices, fixed income and currencies) and approximately 40% of market exposure being derived from commodity futures (such as energies, metals, grains, softs and meats)), each sub-program is also differentiated by a unique trading style and time frame. The aggregate portfolio is therefore expected to be broadly diversified across markets, time horizons and trading styles. Furthermore, we believe, based upon our proprietary research, that the performance of each of the three sub-programs exhibits a substantial degree of non-correlation with one another, as well as with other investment strategies.

Combining the three sub-programs within a single portfolio also affords clients potential cost savings. For example, it is common for the Long-Term Pattern Recognition Program, the Intermediate-Term Pattern Recognition Program and the Short-Term Pattern Recognition Program to hold opposite positions (or seek opposite trades) within a given market. However, because positions (or trades) are netted across all three sub-programs within a single account, clients are able to save the additional (but unnecessary) transaction costs that would otherwise be incurred had each sub-program traded independent of the other (or had each sub-program been traded by a different trading advisor). Similarly, our performance-based compensation is netted across the three sub-programs that comprise the Combined Futures Portfolio; thus, we will receive performance-based fees or allocations only if the net performance across all three sub-programs warrants.

- **Long-Term Pattern Recognition Program (“LTPR”).** The LTPR generally seeks to identify long-term directional trading opportunities (with an average holding period of 3 months or longer), yet does so in a fashion that we believe differs significantly from many traditional long-term “trend following” strategies. The LTPR employs a series of proprietary pattern recognition algorithms intended to highlight long-term divergence-oriented trading opportunities that may be consistent with, or counter to, the prevailing long-term trend, often identifying such trading opportunities in advance of other market participants. The result is a strategy that is expected to exhibit significantly less correlation to traditional long-term “trend following” strategies.
- **Intermediate-Term Pattern Recognition Program (“ITPR”).** The ITPR generally seeks to identify repetitive historical tendencies in price, from which one may infer directional trading opportunities of medium-term duration (with an average holding period of approximately 1 to 2 months). The ITPR is premised upon the notion that markets exhibit a certain degree of repetitive price action that is non-random in nature, and complex pattern recognition algorithms are utilized in an effort to analyze current pricing patterns within the context of a particular market’s historical pricing tendencies. The probabilistic nature of the methodology is intended to emphasize those instances in which there is a significant likelihood that prices will move in a particular direction over a certain time horizon.
- **Short-Term Pattern Recognition Program (“STPR”).** The STPR is designed to capitalize on the more random nature of short-term price movements within certain markets (with an average holding period of approximately 2 to 5 weeks). The STPR seeks to identify divergence-oriented trading opportunities of short-term duration through the analysis of repetitive price behaviors within a given market, offering a non-correlated complement to both the LTPR and the ITPR. The more selective nature of the STPR’s pattern recognition algorithms result in a short-term trading strategy that is not consumed by high velocity trading costs.

In the future, other sub-programs and/or markets may be included in either or both portfolio options in our discretion, and the portfolios may be leveraged in a manner that reflects the addition of other sub-programs. Allocation and leverage decisions are made by us, with the aid of certain research studies and other experience, in an effort to minimize risk and maximize profit opportunities.

Investing in securities involves risk of loss that clients and investors should be prepared to bear.

B. Certain Risks Associated with Methods of Analysis and Investment Strategies

Investment and Trading Risks. All investments risk the loss of capital. We believe that our trading programs will moderate this risk through a careful selection of securities and other financial instruments. No guarantee or representation is made that our trading programs will be successful or that investors will not incur losses. The Long/Short Portfolio’s trading program may utilize such investment techniques as the use of leverage and short sales, which practices can, in certain circumstances, increase the adverse impact to which the Long/Short Portfolio may be subject. The Combined Futures Portfolio will make use of the leverage that is inherent in the futures and forward contracts in which it invests, which will expose it to similar risks.

In certain transactions, client accounts may not be “hedged” against market fluctuations.

Short Sales. We may engage in short selling on behalf of accounts that participate in the Long/Short Portfolio. A short sale involves the sale of a security that a client account does not own in the expectation of purchasing the same security (or a security exchangeable therefor) at a later date at a lower price. To make delivery to the buyer, such client account must borrow the security and will be obligated to return the security to the lender, which is accomplished by a later purchase of the security by such account. When a client account makes a short sale in the U.S., it must leave the proceeds thereof with the broker and it must also deposit with the broker an amount of cash or U.S. government or other securities sufficient under current margin regulations to collateralize its obligation to replace the borrowed securities that have been sold. If short sales are effected on a foreign exchange, such transactions will be governed by local law. A short sale involves the risk of a theoretically unlimited increase in the market price of the security that would result in a theoretically unlimited loss.

Leverage; Futures Trading is Highly Leveraged. We use leverage in the course of our trading on behalf of accounts that participate in the Long/Short Portfolio, using as collateral the securities that such accounts own from time to time. Consequently, the level of interest rates, generally, and the rates at which such accounts, in particular, are able to borrow, may strongly affect performance results. As in the case of other leveraged investments, losses may result that exceed the amount of the capital or assets of such accounts. We anticipate that the accounts participating in the Long/Short Portfolio will be leveraged at approximately 2 to 1 on average, although actual leverage used varies from time to time in our discretion.

Accounts that participate in the Combined Futures Portfolio will make use of the leverage that is inherent in the futures and forward contracts in which such accounts invest. The low margin deposits normally required in futures trading (typically between 2% and 15% of the value of the contract purchased or sold) permit an extremely high degree of leverage. Accordingly, a relatively small price movement in a contract may result in immediate and substantial losses to an investor.

Futures Trading is Speculative and Volatile. A principal risk in futures trading is the volatility in the market prices of futures contracts. The prices of futures contracts may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions. The price movements of contracts are influenced by, among other things, changing supply and demand relationships, weather, governmental trade, agricultural, fiscal, monetary and exchange control programs and policies, domestic and foreign political and economic events and policies, and emotions of the marketplace. We cannot control any of these factors. No assurance can be given that the trading strategies employed by us will capture profitable moves or that investors will not incur substantial losses.

Markets May Be Illiquid. It is not always possible to execute a buy or sell order at the desired price, or to close out an open position, due to market illiquidity. Illiquidity may be caused by intrinsic market conditions (lack of demand or overabundant supply) or it may be the result of extrinsic factors like the imposition of daily price fluctuation limits (that set a floor and ceiling on the price at which a trade may be executed) and circuit breakers (that halt trading in certain stock indices whenever the Dow Jones Industrial Average or the S&P 500 Average declines or rises by a certain number of points).

Increasing Assets Managed by a Trading Advisor May Adversely Affect Performance.

The rates of return achieved by commodity trading advisors often diminish as assets under management increase. This can occur for many reasons, including the inability of the trading advisor to execute larger position sizes at desired prices and/or the need to adjust the trading advisor's trading program to avoid exceeding speculative position limits. Speculative position limits are limits established by the Commodity Futures Trading Commission (the "CFTC") and the exchanges on the number of speculative contracts of a given market that one trader may own or control. While we do not anticipate any capacity issues in the foreseeable future, we have not agreed to limit the amount of additional assets which we may manage.

Existence of Speculative Position Limits May Prevent us from Effectively Applying our Trading Program.

All futures accounts managed and controlled by us and our principals will be combined (that is, aggregated) for position limit purposes. We believe that established position limits will not adversely affect our trading for the Combined Futures Portfolio. However, it is possible that from time to time the positions held or controlled by us may have to be modified or liquidated to avoid exceeding applicable position limits. If the application of position limits were to affect our trading decisions, we would attempt to modify our recommendations in such a way as not to affect disproportionately the performance of any one client account compared with that of any other account managed or controlled by us or our principals.

Trading of Forward Contracts. We may engage in trading forward contracts in currencies on behalf of the accounts that participate in the Combined Futures Portfolio. Forward contracts are not traded on exchanges; rather, banks and dealers typically act as principals in these markets, generally called the interbank or forex market. Trading in the interbank market presents certain risks not present in futures trading because no governmental agency regulates trading in forward contracts. Consequently, there is no limitation on the daily price movements of forward contracts and no margin need be posted, although a broker may require good faith deposits to be made in lieu of margin. Because performance of forward contracts on currencies is not guaranteed by any exchange or clearinghouse, the accounts that participate in the Combined Futures Portfolio are subject to counterparty risk to the extent any forward contract trading may occur: the risk that the principals or agents with, or through which, they trade will be unable, or will refuse, to perform with respect to the contracts. Furthermore, principals in the forward markets have no obligation to continue to make markets in the forward contracts traded. Also, the imposition of credit controls by governmental authorities might limit forward trading to less than that which we would otherwise recommend, to the possible detriment of the client accounts.

Trading on Non-United States Futures Exchanges May Involve Additional Risks. We may trade futures for the accounts that participate in the Combined Futures Portfolio on exchanges located outside the United States. This trading does not fall within the jurisdiction of the CFTC and, in many cases, will take place without the benefit of all the detailed financial, trade practice and customer protection regulations that apply to the activities of United States exchanges and their members.

In the recent past, the absence of a strong clearinghouse to stand behind the trades and to make good when one of the parties refused or was unable to fulfill the terms of the contract has resulted in significant losses for users of certain markets. In addition, in a number of foreign markets, a substantial volume of trades, which in the United States

could only be executed on a regulated exchange, are executed wholly off exchanges in privately negotiated and substantially unregulated transactions. Also, certain foreign markets do not require segregation of customer monies. In some cases, the intermediaries through which we may deal on foreign markets may in effect take the opposite side of trades made for the accounts that participate in the Combined Futures Portfolio, although acting as an agent for such accounts--a practice that would be prohibited on United States exchanges. Also, we may not have the same access to certain trades as do various other participants in foreign markets. Furthermore, since we determine our client accounts' net assets in United States dollars, these accounts will be subject to the risk of fluctuations in the exchange rate between the local currency and dollars, as well as the possibility of exchange controls, in connection with any foreign trading.

Trading of Options on Futures Presents the Risk of Lost Premiums. We may engage in the trading of options on futures for the accounts that participate in the Combined Futures Portfolio. If we, on behalf of any of these accounts, buy an option (either to sell or buy a futures contract or commodity), then the account will be required to pay a "premium" representing the market value of the option. Unless the price of the futures contract or commodity underlying the option changes and it becomes profitable to exercise or offset the option before it expires, the account may lose the entire amount of the premium.

Our Trading Decisions Are Based on Technical Analysis. Our trading decisions will be generated systematically based primarily on technical, as distinguished from fundamental, analysis.

The profitability of technical analysis depends upon the ability to interact profitably with price moves. However, in a trendless or erratic market, a technical method may fail to identify a profitable price move on which action should be taken or may overreact to minor price movements and thus establish a position that may result in losses. In addition, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

The calculations that underlie our trading programs involve a number of variables that are determined in part by information generated by computer analysis. The use of a computer in collating information or in developing and operating a trading method does not assure the success of the method because a computer is merely an aid in compiling and organizing price information. Accordingly, no assurance is given that the decisions based on our trading programs will produce profits for our investors.

Increased Use of Trend-Following and Counter-Trend Systems. Trading systems that employ trend-following timing signals and systems that employ counter-trend techniques have increased in use in recent years. With respect to trend-following systems, while the precise effect of such increase cannot be determined, such increase could alter trading patterns or affect execution to the detriment of our proprietary trading methodologies. As for counter-trend systems (or other systems that attempt to profit from the wide use of trend-following systems by running stop points or otherwise), their effect is even harder to determine, but such increase could also alter trading patterns to the detriment of our proprietary trading methodologies.

Changes in Trading Approach and Contracts Traded. We believe that the development of a trading strategy is a continual process. As a result of further analysis and research into

the performance of our methods, changes have been, and will continue to be, made from time to time in the specific manner in which these trading methods evaluate price movements in the instruments traded. As a result of such modifications and enhancements, the trading methods that may be used by us in the future may differ from those presently being used. We will notify clients of any material changes in the trading approach which we use for such clients. However, clients will not be notified of changes in the particular instruments traded, or of other modifications and enhancements, additions or deletions to its trading approach which we do not consider to be material.

The Combined Futures Portfolio's Brokers May Fail. Under CFTC regulations, "futures commission merchants," such as the brokers utilized by and for client accounts, are required to maintain customers' assets in a segregated account. If the brokers fail to do so, in the event of a broker's bankruptcy, investors may be subject to a risk of loss of the funds on deposit. In addition, under certain circumstances, such as the inability of another customer of the broker or the broker itself to satisfy substantial deficiencies in the other customer's account, investors may be subject to a risk of loss of assets on deposit with such broker. In the case of any bankruptcy or customer loss, investors might recover, even with respect to property specifically traceable to those investors, only a pro rata share of all property available for distribution to all of the broker's customers.

Loans of Securities; Pledge of Assets. Pursuant to master securities lending agreements or similar agreements, accounts that participate in the Long/Short Portfolio may lend securities from their portfolio to brokers, dealers and financial institutions and receive collateral in the form of cash and securities in an amount equal to or greater than the current market value of the loaned securities, including any accrued interest or dividend receivable. These accounts will retain all rights of beneficial ownership as to the loaned portfolio securities, including voting rights and rights to interest or other distributions, and will have the right to regain record ownership of the loaned securities to exercise such beneficial rights. Such loans will be terminable at any time.

It should be noted that, pursuant to the account agreements between these accounts and their respective brokers, their brokers may lend their securities to third parties without notice to the investors in the accounts and without providing any collateral to the accounts.

C. *Not applicable.*

Item 9 - Disciplinary Information

Not applicable.

Item 10 - Other Financial Industry Activities and Affiliations

A. *Not applicable.*

B. We are registered with the CFTC as a commodity trading advisor and a commodity pool operator. We are also a member of the National Futures Association.

C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related *person* listed below. Identify the related person and if the relationship or arrangement creates a

material conflict of interest with clients, describe the nature of the conflict and how you address it.

1. **broker-dealer, municipal securities dealer, or government securities dealer or broker**

Not applicable.

2. **investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)**

We and our related persons manage a number of pooled investment vehicles which are deemed to be our related persons. These vehicles include NuWave Investment Partners LP, a Delaware limited partnership, and NuWave Offshore Fund Ltd., a Cayman Islands exempted company, which both invest in a master trading vehicle, NuWave Combined Futures Portfolio Ltd.; and NuWave Long/Short Feeder Fund LP, a Delaware limited partnership, and NuWave Long/Short Feeder Fund Ltd., a Cayman Islands exempted company, which both invest in a master trading vehicle, NuWave Long/Short Portfolio Ltd. (collectively, the “Affiliated Funds”).

The management of multiple pooled investment vehicles may result in conflicts of interests when we and our related persons allocate time and investment opportunities among the Affiliated Funds and other clients. In addition, the compensation earned by us and our related persons from each of the Affiliated Funds may differ from one another and other clients. We and our related persons will generally follow documented procedures in allocating trades among such Affiliated Funds and other clients (*see Item 12, Section A.3, “Allocation of Investment Opportunities” below*).

Subject to applicable law, we may effect transactions (generally to correct misallocations of trades) among client accounts (including the Affiliated Funds) in which one client account will purchase securities or other investment interests from or sell securities or other investment interests to another client account (including Affiliated Funds in which we or our related persons may have a significant interest). This may result in a conflict of interest because a potential transaction may result in benefits to one transacting party that may be greater than the benefits to the other transacting party. In order to mitigate such conflicts, such transactions require the prior approval of our Chief Compliance Officer and will be effected only when we believe that such transactions are in the best interests of the applicable clients and the misallocation or trade error cannot be corrected using the intended allocation methodology prior to settlement. Such transactions shall be effected for cash consideration, generally at the closing price of the particular security or other investment interest, and no brokerage commission or transfer fee shall be paid to us or our related persons in connection with any such transaction.

In addition, except for cross trades to correct misallocations of trades among client accounts and for cross trades that are exempt from the prohibited transaction rules under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and the Internal Revenue Code of 1986, as amended (the “Code”), as provided by the Pension Protection Act of 2006, we will not effect any cross trades

on behalf of any client account that constitute “plan assets” under ERISA or the Code.

Our principals (and/or other related persons) may have a greater portion of their personal assets invested in certain of the Affiliated Funds than in the others. As a result, we may have a conflict of interest in allocating investment opportunities among the Affiliated Funds and our clients. We will generally follow documented procedures in allocating trades among Affiliated Funds and our clients (*See Item 12, Section A.3 “Allocation of Investment Opportunities” below*).

3. other investment adviser or financial planner

Not applicable.

4. futures commission merchant, commodity pool operator, or commodity trading advisor

Not applicable.

5. banking or thrift institution

Not applicable.

6. accountant or accounting firm

Not applicable.

7. lawyer or law firm

Not applicable.

8. insurance company or agency

Not applicable.

9. pension consultant

Not applicable.

10. real estate broker or dealer

Not applicable.

11. sponsor or syndicator of limited partnerships.

Not applicable.

D. *Not applicable.*

Item 11 - Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

- A. We have adopted a Code of Ethics (the “Code of Ethics”) which provides that we are committed to conducting our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, we recognize that we have a fiduciary duty to the investors in the private investment funds and other accounts we manage, and that all of our employees must conduct their business on our behalf in a manner that enables us to fulfill this fiduciary duty. In this regard, we have developed policies and procedures in our Code of Ethics that are premised on fundamental principles of openness, integrity, professionalism, honesty and trust. In addition, among other things, our Code of Ethics governs all personal investment transactions by our employees, our policies with respect to gifts and entertainment, compliance with applicable federal securities laws, and the manner in which violations of our Code of Ethics are to be reported. We will provide a copy of our Code of Ethics to any client or prospective client upon request.
- B. We recommend that certain prospective and existing clients invest in the private investment funds we manage. Our principals and other management persons have significant personal investments in these funds. In addition, we and our affiliates receive performance-based fees and allocations from these funds.

Subject to applicable law, we may effect transactions between client accounts (generally to correct misallocations of trades) whereby one client account will purchase securities or other investment interests from or sell securities or other investment interests to another client account (*see Item 10, Section C.2 above*).

In the event that we effect a cross trade between an account in which we or our controlling persons own more than twenty five percent (25%) and another client account, such transaction may be deemed to be a principal transaction under the Advisers Act. Such transactions may create a conflict of interest for us because we may put our or our control persons’ interests in such accounts before the interests of our clients in the other account. In order to mitigate this conflict of interest, we monitor the interests of our principals, their immediate family members and their affiliates in our client accounts, and our portfolio managers may not cause any client account to (i) purchase portfolio securities or other investment interests from or sell portfolio securities or other investment interests to our account, any of our affiliates’ accounts or any other client; or (ii) purchase securities or other investment interests issued by another client, in each case without the prior authorization of our Chief Compliance Officer. Our Chief Compliance Officer will not authorize us to effect any cross trades between accounts if we believe that such trade would result in a principal transaction unless:

- 1) We believe that such transaction is in the best interest of the clients participating in the transaction; and
 - 2) We obtain the consent of the applicable clients as required by the Advisers Act.
- C. Our employees (including our directors, officers or members) may not engage in a transaction in a security that is also the subject of a transaction by or on behalf of a client account if such employee’s transaction would disadvantage, or appear to disadvantage, the client or if such employee would inappropriately profit from, or appear to

inappropriately profit from, the transaction, whether or not at the expense of the client. The following specific restrictions apply to all employees' trading activities:

- 1) Any transaction in a security in anticipation of client orders (front running) or in response to client orders (replication) is prohibited;
- 2) Any transaction in a security that would result in an employee's purchase and sale, or sale and purchase, of the same (or equivalent) security within sixty (60) calendar days is prohibited.

All other transactions in securities, other than certain "exempt transactions" described in the Code of Ethics, must be pre-cleared by our Chief Compliance Officer or the Managing Principal. A request for pre-clearance for a transaction by an employee may be disapproved if it is determined by the Chief Compliance Officer that the employee is unfairly benefitting from, or that the transaction is in conflict with or appears to be in conflict with, any client transaction, any of the above trading restrictions or the Code of Ethics and its policies.

Any and all trading of commodities, futures, forwards and options, whether traded on an organized exchange or otherwise, including, but not limited to, cash foreign exchange instruments ("Futures Interests") by employees is prohibited, unless the Chief Compliance Officer or the Managing Principal otherwise consent to such trading in writing. It is expected that such consent will be given only in certain circumstances and, in such instances, pre-clearance and reporting procedures will be established on a case-by-case basis; such pre-clearance and reporting procedures may be substantively identical to or materially different from those governing the trading of securities as described in the Code of Ethics.

- D. We may buy or sell securities for one client at the same time that we or our related persons buy or sell the same security for one or more other clients (including the Affiliated Funds which are our related persons). This will typically happen when more than one client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. This may create a conflict of interest if one account may benefit from making the trade before or after the other account. We will generally aggregate trades, subject to best execution to avoid any such conflict of interest (*see Item 12, Section B "Aggregation of Orders"*).

Subject to certain restrictions, our principals and employees may also trade securities for their own accounts that are the same securities that we are trading on behalf of our clients (*see Item 11, Section C*).

Item 12 - Brokerage Practices

A. Selection of Brokers

Brokerage transactions are executed by brokers and dealers generally selected on the basis of obtaining the best overall terms available based on a variety of factors, including: the ability to achieve prompt and reliable executions at favorable prices; the operational efficiency with which transactions are effected; the financial strength, integrity and stability of the broker, the quality and comprehensiveness of related services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying other selection criteria. Subject to seeking the best execution, we may

also consider referrals of potential investors as a factor in the selection of brokers. We may pay a broker a commission in excess of that which another broker might have charged for effecting the same transaction in recognition of the value of the brokerage and other services provided by the broker. Accordingly, if we determine in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and other products or services provided by such broker, clients may pay commissions to such broker in an amount greater than the amount another broker might charge.

We do not have any formal soft dollar arrangements with our brokers. However, our prime broker(s) and executing broker(s) may provide us with front and back office services, including trading, securities lending, clearing, reporting, and settlement for equities, fixed income, foreign currency and options, among others. Subject to applicable law, our prime brokers may also provide us with capital introduction services.

We execute transactions on behalf of client accounts with broker-dealers that provide us with access to proprietary research reports (such as standard investment research and credit reports). To our knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. These bundled services are made available to us on an unsolicited basis and without regard to the rates of commissions charged or paid by client accounts or the volume of business that we direct to such broker-dealers.

We may have a conflict of interest in selecting brokers for transactions in client accounts because we may have an incentive to select brokers based on the research and other services they provide. This conflict is mitigated by the fact that we generally do not use the research provided by brokers in formulating our investment advice and therefore do not consider the provision of such items when selecting brokers for our clients.

Brokers sometimes suggest a level of business they would like to receive in return for the various services they provide. We will not commit to provide any level of brokerage business to any broker, and actual brokerage business received by any broker may be less than the suggested allocations, but can (and often does) exceed the suggestions, because total brokerage is allocated on the basis of all the considerations described above.

Our Trading Committee meets periodically to review the effectiveness of our “Best Price & Execution Policies and Procedures” and also evaluates, on a weekly basis, the execution performance of the broker-dealers we use to execute client transactions. Our Trading Committee also evaluates, and seeks to resolve, any conflicts of interest that we may have in selecting brokers to execute client transactions.

1. Brokerage for Client Referrals

Subject to applicable law, we may direct some client brokerage business to brokers who refer prospective investors to the private investment funds we manage, consistent with best execution. Because such referrals, if any, are likely to benefit us but will provide an insignificant (if any) benefit to our clients, we have a conflict of interest with our clients when allocating client brokerage business to a broker who has referred investors to us. To prevent client brokerage commissions from being used to pay investor referral fees, we will not allocate client brokerage business to a referring broker unless we determine in

good faith that the commissions payable to such broker are not materially higher than those available from non-referring brokers offering services of substantially equal value to the client account.

2. Directed Brokerage.

Separately managed account clients are free to use the Futures Commission Merchant (“FCM”) and Introducing Broker (IB) of their choice. We reserve the right to approve any FCM or IB requested by a client. Our approval will take into consideration such facts as execution capability, costs, services provided, financial resources and industry reputation, among others.

We may direct trades to any FCM or floor broker we choose for execution with instructions to “give-up” to a client’s clearing broker. The clearing broker will then pay the floor brokerage and additional “give-up” fees of approximately \$1.00/half turn or less (unless higher fees are approved by the client), to the executing FCM or floor broker from the client’s account. In addition, clients will be required to sign documentation which specifically authorizes us to execute orders utilizing a give-up procedure and to enter into give-up agreements with the executing and clearing brokers involved, and authorizing us to act on behalf of the client in negotiating those agreements.

3. Allocation of Investment Opportunities

It is our policy to objectively allocate trade executions that afford each client account the same likelihood of receiving favorable or unfavorable executions over time.

We will act in a fair and reasonable manner in allocating suitable investment and trading opportunities among our client accounts. We will determine whether a particular opportunity meets the overall investment objectives of a particular client under the circumstances (which may include liquidity, the size/amount of the available opportunity, the risks involved or other factors relating to such investment) and we are not required to make all investment opportunities available to each client. In order to fulfill our fiduciary duties to our clients, we will not arbitrarily distinguish among clients and proprietary accounts and will not internally give promising positions to underperforming client accounts to boost performance or vice versa. The foregoing policy does not require that each client opportunity be introduced to all client accounts, leaving significant discretion to us to make good faith determinations with respect to the allocation of trades.

In allocating investment opportunities on behalf of our clients, we owe our clients the highest duty of loyalty. We will act primarily for the benefit of our clients and will seek to treat all clients fairly and equitably over time. We will endeavor to ensure that:

- Each client account is treated fairly as to the securities and/or futures interests purchased or sold for its account;

- Each client account is treated fairly with respect to priority of execution of orders;
- Each client account is treated fairly in the allocation of investment opportunities;
- Bunched trades are allocated on a timely basis (under normal conditions, orders shall be allocated to clients by no later than the end of each day, in accordance with our proprietary allocation methodology);
- Appropriate execution records are maintained; and
- Accurate records of client trades and positions are maintained.

Pro rata allocations among all participating client accounts are not required, but in all cases in which a non-*pro rata* allocation is made, we will demonstrate the general criteria on which such allocation was made. The general criteria may include (but are not limited to):

- Whether a client already has sufficient exposure to the securities, issuer, sector, industry or markets in question;
- The different liquidity positions and requirements of the participating client accounts;
- Tax considerations;
- Regulatory considerations;
- The relative capitalization and cash availability of the participating client accounts;
- The relative risk profiles of the participating client accounts;
- Differing investment strategies and objectives;
- Portfolio concentration considerations;
- Formal diversification requirements imposed by the respective client account's constituent documents;
- The right and ability of a particular client to borrow either with respect to the particular investment opportunity under consideration or its portfolio in general;
- Different historical and anticipated subscription, commitment, contribution and redemption patterns;
- Minimum investment criteria;

- Fund ramp up and ramp down periods;
- Investment time horizons; and/or
- The ability of a particular client account to employ leverage, hedging, derivatives or other similar strategies in connection with acquiring, holding or disposing of the particular investment opportunity.

Notwithstanding the foregoing, we recognize that in certain circumstances strict compliance with these procedures may not be feasible and that unusual or extraordinary conditions may on occasion warrant deviation from the standard practices and procedures set forth in our trade allocation policy. In such circumstances, the Managing Principal, the Chief Compliance Officer and the Head of Trading (or at least any two of the three, when all or not available) shall determine the appropriate action which, in their reasonable judgment, will serve the best interests of, and will be fair and equitable to, all client accounts involved.

4. Trade Error Policy

With respect to direct investments made by us, it is our policy that to the extent trade errors occur in client accounts, the best interests of the client should be served when dealing with such errors.

Subject to applicable law, we will reimburse the applicable client account(s) for net losses that occur as a result of trade errors to the extent that we are liable to the client under the client's investment management agreement.

We may correct misallocations of trades among client accounts by re-allocating the applicable trade using the intended allocation methodology prior to the trade's settlement date. If an erroneous allocation cannot be corrected prior to or after settlement, we may, if appropriate and subject to applicable law and with the prior approval of our Chief Compliance Officer, correct such erroneous allocation by effecting a cross trade between client accounts at the price at which the initial trade was effected.

B. Aggregation of Orders

We will generally aggregate client trades, subject to best execution. Aggregation, or "bunching," describes a procedure whereby an investment adviser combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution costs. Aggregation opportunities generally arise when more than one client is capable of purchasing or selling a particular instrument based on investment objectives, available cash and other factors. In such event, instruments purchased or sold will generally be allocated among client accounts on an average price basis. When an aggregated order is only partially filled, we will allocate the investment opportunity as described in Item 12, Section A.3 above.

We may also aggregate subsequent orders for the same instrument entered during the same day with any previously filled orders. This determination may take into consideration changes in the market price of the instrument and differences in allocations among accounts.

Item 13 - Review of Accounts

- A. Client portfolios are reviewed on a daily basis by the Advisor's Risk Committee, which consists of the Managing Principal, the Chief Operating Officer, the Chief Technology Officer, the Co-Head of Research, and the Head Trader. The Risk Committee meets each day to review client portfolios within the context of prevailing/historical market conditions, current positioning, new entry/exit signals, timing and method of execution, liquidity constraints, volatility/risk parameters, margin requirements, and counterparty risks, as well as a host of other considerations that may prove to be relevant from time to time.

Client portfolios are also reviewed daily by members of our trading and operations teams to ensure consistency of exposure and to monitor compliance with the applicable trading mandate and any applicable risk and/or operating guidelines. The Chief Compliance Officer is also involved in the review of trading activity and account allocations. Client portfolios are evaluated pursuant to a variety of internal risk reports, which summarize daily and month-to-date performance, position-level exposures, foreign currency exposures, margin to equity, and trading commissions, as well as a host of other custom reports that may prove to be relevant from time to time.

- B. *Not applicable.*

- C. We may, in our discretion, furnish investors in the private investment funds we manage with periodic written unaudited performance reports on a monthly basis. On an annual basis, investors receive a copy of the relevant fund's annual audited financial statements and, where applicable, a statement of taxable income (form K-1).

We may provide certain investors access to more frequent and/or more detailed information regarding the private investment funds' securities positions, performance, finances, and management and/or other information about the private investment funds or us (including, notification of the commencement of certain disciplinary actions, legal proceedings, investigations or similar matters against a fund, us and/or our personnel, or of redemptions from a fund by us and/or our personnel), possibly enabling such investors to better assess the prospects and performance of the funds.

We provide the owners of the separately managed accounts we manage with periodic unaudited reports at such times as the owners of such accounts and we agree. The custodians of such accounts send account statements to the owners of such accounts no less frequently than monthly. In addition, since a managed account investor directly owns the positions in its separately managed account, such investor may have full, real-time transparency as to all transactions and holdings in such account, and may be better able to assess the future prospects of a portfolio that is substantially similar to the portfolios of the private investment funds managed by us. The investors in such separately managed accounts may have the right to withdraw all or a portion of their capital from such managed accounts on shorter notice and/or with more frequency than the terms applicable to an investment in the private investment funds we manage.

Item 14 - Client Referrals and Other Compensation

We may obtain certain research and brokerage products and services in return for directing client securities transactions to the broker (*see Item 12, Section A "Selection of Brokers"*).

From time to time, we may enter into agreements with third-party marketers who may be compensated for direct client introductions.

Item 15 - Custody

As noted above in Item 13, Section C, owners of the separately managed accounts we manage will receive account statements no less frequently than monthly from the custodians of such accounts. Clients should carefully review these statements that are received from the custodians of such accounts.

Item 16 - Investment Discretion

Generally, we have authority to buy and sell securities for our clients without specific ongoing client supervision. However, we may be subject to client-imposed limits on the kind or amount of securities to buy or sell. The investors in the private investment funds managed by us generally may not place any limits on our authority beyond the limitations set forth in the offering and governing documents of such private investment funds. On a case by case basis, owners of the separately management accounts we manage may negotiate certain risk and/or operating guidelines that we will adhere to when exercising our discretionary authority over such accounts.

Item 17 - Voting Client Securities

We generally have voting discretion over securities held in clients' accounts. Clients are generally not able to direct their votes in a particular situation. We will exercise our discretion in the best interests of our clients. In fulfilling our obligations to our clients, we will act in a prudent and diligent manner intended to enhance the economic value of the securities. We have adopted a proxy voting policy which is summarized below.

Our proxy voting policy is designed to ensure that we exercise care and diligence to monitor corporate governance and other developments relevant to client securities and to take such factors into account when exercising our authority to vote on behalf of our clients. Moreover, to the extent shareholder proposals raise potential conflicts of interest for us or our advisory affiliates, our policy obligates us to resolve those conflicts in favor of our clients.

In certain situations, a client or its fiduciary may provide us with a statement of proxy voting policy or guidelines. In such situations, we shall seek to comply with such policy or guidelines to the extent that it would not be inconsistent with applicable regulations or our fiduciary responsibilities.

We have contracted with Institutional Shareholder Services Inc., a business unit of RiskMetrics Group, to procure independent proxy voting policies and research services and to act as our voting agent (in accordance with such policies) for all proxy voting decisions with respect to client securities.

A client may obtain information about how we voted securities in the private investment fund or other account in which the client is invested by contacting us at the address set forth on the cover page of this brochure.

Item 18 - Financial Information

Not applicable.

Item 19 - Requirements for State-Registered Advisers

Not applicable.