

Rose Grove Capital Management, LLC
Part 2A of Form ADV
The Brochure
February 2012

Principal Office

40 Grove Street
Suite 170
Wellesley, MA 02482

This brochure provides information about the qualifications and business practices of Rose Grove Capital Management, LLC (“Rose Grove” or “the Company”). If you have any questions about the contents of this brochure, please contact Susan Petrovic at 781-304-1600.

Additional information about PE is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Rose Grove is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Table of Contents

Advisory Business	2
Fees and Compensation	3
Performance Based Fees and Side-by-Side Management	4
Types of Clients.....	4
Methods of Analysis, Investment Strategies and Risk of Loss	5
Disciplinary Information	7
Other Financial Industry Activities and Affiliations	8
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Brokerage Practices	9
Review of Accounts	10
Client Referrals and Other Compensation.....	10
Custody	10
Investment Discretion.....	10
Voting Client Securities	11
Financial Information	11

Advisory Business

Rose Grove is an independent private investment firm founded in 2006 and formed under the laws of the State of Delaware as a limited liability company. Rose Grove is owned and controlled equally by R. Jeffrey Chandler, Hope Pascucci and Michael Pascucci (collectively, the “Principals”), each of whom brings a wealth of investment, operational and financial expertise and experience to Rose Grove.

Rose Grove sponsors and serves as an investment manager to investment related limited partnerships and an offshore investment company (“Funds”). Rose Grove also provides investment management services to separately managed accounts (“SMAs”, and collectively with Funds, “Clients”).

As the investment manager of the Funds, Rose Grove has overall responsibility to manage and control the business affairs of the Funds, including the exclusive authority to oversee and to establish policies regarding the management, conduct and operation of the Fund’s business. Rose Grove manages the Funds in accordance with the terms of the offering memorandum and other governing documents applicable to the Fund.

Currently, the Company provides these services to the following Funds:

- Rose Grove Partners I, LP, (“RGP I”) a Delaware limited partnership that seeks to maximize total return through a combination of current income and capital appreciation. Investments will be managed with the goal of maximizing risk-adjusted returns, and capital preservation will be a focus of the fund. The sole general partner of the fund is

Rose Grove GP I, LLC, a Delaware limited liability company. The primary strategy for this fund is the preferred equities strategy.

- Rose Grove Offshore Fund I, Ltd., (“RGO I”) a Cayman Islands exempted limited company that seeks to maximize total return through a combination of current income and capital appreciation. Investments will be managed with the goal of maximizing risk-adjusted returns, and capital preservation will be a focus of the fund. The primary strategy for this fund is the preferred equities strategy.
- Rose Grove Equity Income Fund, LP, (“Equity Income Fund”) a Delaware limited partnership that seeks to maximize total return through a combination of current income and capital appreciation. Investments will be managed with the goal of maximizing risk-adjusted returns, and capital preservation will be a focus of the fund. Two separate strategies are used in this fund: the preferred equities strategy and the common equities strategy. The sole general partner of the Fund is Rose Grove GP II, LLC, a Delaware limited liability company.

For additional information about the investment strategies see discussion under “*Methods of Analysis, Investment Strategies and Risks of Loss.*” Also, details regarding the investment objective for each Fund can be found in the offering memoranda and other governing documents. Investments will be managed with the goal of maximizing risk-adjusted returns, and capital preservation will be a focus of the Company.

Shares or limited partnership interests in the Funds are not registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”); nor are the Funds registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, interests or shares in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements, either in private transactions within the United States or in offshore transactions.

For SMAs, Rose Grove manages the assets in accordance with the terms of the advisory agreement and any reasonable investment restrictions placed on the account. The investment strategy offered to SMAs are similar to the strategies pursued by the Funds.

As of December, 2011 the Company managed \$989 million on a discretionary basis.

Fees and Compensation

Fees charged to SMAs are negotiated and are generally paid quarterly, in arrears, as provided in the agreement with the client, based on the value of the account(s) at the close of the applicable billing period. Fees may include a combination of management and incentive fees. Rose Grove invoices SMAs directly for services rendered. Rose Grove’s services may be terminated by either party upon written notification in accordance with the applicable contractual notice of termination. Upon termination, the fees charged for advisory services will be pro-rated and a refund for any unearned fees will be issued. SMAs are responsible to pay for services rendered until the termination of the agreement. In addition to the Company’s investment management fees, SMAs

bear trading costs and custodial fees. For more information on brokerage transactions and costs, please see *Brokerage Practices*. In addition, to the extent that SMAs accounts are invested in mutual funds including money market funds, these funds pay a separate layer of management, trading, and administrative expenses.

Management fees charged to investors in the Funds are based on a percentage of assets under management and performance-based amounts. Detailed information regarding the fees charged to the Funds is provided in the Funds' offering memorandum and other governing documents. Fees are deducted from an investor's capital account(s) in the applicable Fund. Rose Grove or the general partner of the U.S. Client Fund may, in its sole discretion, waive or reduce all or any portion of the above stated fees with respect to an investor.

In addition to the fees charged by Rose Grove, investors will bear indirectly other fees and expenses incurred by the Funds including, but not limited to, the following: brokerage and other transaction costs, legal fees; accounting fees; audit fees; custodian fees; costs of insurance; organizational and registration expenses; fund administration fees; and certain offering costs. For more information on brokerage transactions and costs, please see *Brokerage Practices*. Investors should review all fees charged by Rose Grove and the expenses charged to the Funds to fully understand the total amount of fees to be paid by the Fund. Investors' ability to redeem from the Funds is subject to early redemption fees, formal notice requirements, and other restrictions. The Funds' offering memorandums provide a summary of the expenses charged to the Fund, and the terms investors are subject to when redeeming all or a portion of their investment.

Performance Based Fees and Side-by-Side Management

Performance based or incentive fees are fees based on a share of capital gains on or capital appreciation of the assets of a client. An adviser charging performance fees to some accounts faces a variety of conflicts because the adviser can potentially receive greater fees from its accounts having a performance-based compensation structure versus those accounts it charges a fee unrelated to performance (e.g., an asset-based fee). As a result, the adviser may have an incentive to direct the best investment ideas to, or to allocate or sequence trades in favor of, the account that pays a performance fee.

Rose Grove charges performance based fees to all Clients, thus Rose Grove does not have an incentive to favor accounts paying performance based fees over accounts that do not. However, the fact that Rose Grove is compensated based on the trading profits may create an incentive for Rose Grove to make investments on behalf of its Clients that are riskier or more speculative than would be the case in the absence of such compensation. In addition, the performance based fees received by Rose Grove and/or its affiliates are based primarily on realized and unrealized gains and losses. As a result, the performance based fee earned could be based on unrealized gains that clients may never realize.

Types of Clients

Rose Grove provides advisory services to the Funds and SMAs, as described under "Advisory Business" above. The minimum capital required to open a SMA is \$50 million. Each Fund

operates as a pooled investment vehicle, and the minimum capital commitment for an investor in the Fund is outlined in such Fund's offering memorandum and governing documents.

In addition, the governing documents for the Funds grant Rose Grove or the general partner of the fund, exclusive and absolute discretion and authority in managing and controlling the business and affairs of each Fund, subject only to specific and express limitations in the governing documents. Rose Grove or the general partner of the fund may exercise this discretion and authority conditionally or unconditionally, arbitrarily, or inconsistently in varying or similar circumstances, without accountability to the Fund or any investor. Rose Grove or the general partner of the fund provides certain investors more frequent or more detailed reports on portfolio holdings or performance, special fee and allocation arrangements and special withdrawal rights that it does not provide to other investors. Under certain circumstances, these agreements create preferences or priorities for such investors with respect to other investors.

Methods of Analysis, Investment Strategies and Risk of Loss

With the exception of the Equity Income Fund, Rose Grove seeks to achieve its investment objectives by pursuing the preferred equities strategy. The Equity Income Fund, on the other hand, pursues two separate strategies: the preferred equities strategy and the common equities strategy. The Equity Income Fund intends to invest roughly 50% of its assets in each strategy.

Preferred Equities Strategy

Market inefficiencies exist due to the distinct goals of, and restrictions on, the population of issuers and investors active in preferred securities. The preferred equities strategy entails identifying and investing in opportunities within the preferred stock arena, in addition to exploiting pricing discrepancies that may exist between equity, preferred and debt securities. Many of the investments in this strategy will consist of the preferred stock of publicly traded companies in the U.S., Europe and Asia.

Preferred investments take a variety of forms, including perpetual, dated, fixed rate, floating rate (off numerous indices), callable and non-callable securities, and convertibles. Many institutional investors are precluded, either by charter or by inexperience, from participating in at least some of the investment opportunities described above. In addition to preferred, debt and equity securities, in carrying out the preferred equities strategy, Rose Grove may trade in contractual agreements, such as default and interest rate swaps, structured notes, such as credit linked securities and collateralized debt obligations ("CDOs"), as well as other types of derivative instruments. Rose Grove will determine which particular trades will best capture the potential investment returns while controlling for risk. Potential trades may involve one or more investments (both long and short) in the preferred stock, common stock, convertible bonds and other debt of a single issuer.

Common Equities Strategy

This strategy is only offered in the Equity Income Fund. Under this strategy Rose Grove will also have a specific focus on common equities. Rose Grove will attempt to leverage its expertise in the preferred stock and other fixed income sectors of the market into incremental returns in

common equities (as well as other types of derivative instruments related thereto) of the same issuers. As issuers manage their balance sheets and capital structures more efficiently, Rose Grove sees an opportunity to add to returns by employing a long/short equity strategy in some of the same issuers that Clients are already invested in. This strategy will focus on, but not be limited to, existing investments. Rose Grove will employ this strategy using primarily both single name equities and exchange traded funds (ETFs). Rose Grove will leverage off of its existing research and decades of market experience to do so.

The portfolio may also consist of interests in public or private investment vehicles managed by unaffiliated third parties (each, a “Third Party Investment”) that are themselves invested in preferred securities, common stocks or other financial assets that the Company believes to be appropriate investments. Third Party Investments may be organized as closed-end investment companies registered under the Investment Company Act. The Company’s selection of Third Party Investments will be based upon market conditions at the time of such selection (e.g., whether the Third Party Investment is trading at a discount to its net asset value), the performance history and capabilities of the advisor to such Third Party Investment, and other factors. Third Party Investments may have defined life terms, or maturity dates, that are several years in the future, may require minimum holding periods, or may require commitments for additional investments beyond the original subscription amount.

The strategies followed by Rose Grove are not generally subject to particular investment restrictions. However, Rose Grove may from time to time implement certain guidelines for the management of Client assets, subject to its discretion to modify or suspend the application of such guidelines if deemed appropriate. Examples of portfolio guidelines used for the Funds include but are not limited to:

- Leverage is limited to 2.5x;
- It is expected that a substantial portion of each Fund’s preferred stock and debt investments carries investment grade debt ratings at the time of investment;
- No more than 15% of the net asset value of a Fund is lent to or invested in the securities of any one issuer;
- Each Fund will not acquire beneficial ownership of 10% or more of any class of securities of an issuer;
- Each Fund’s investments in any single position of common stock will not exceed 10 days average daily trading volume during the 90 days prior to the acquisition;
- Position sizes are dictated by conviction of trade, but also by the liquidity the secondary market has to offer; and
- Each Fund will not seek to take legal or management control of any issuer

The Funds permit Rose Grove to leverage portfolios through traditional means (such as by borrowing money through margin accounts, lines of credit with financial institutions, or other lending arrangements on a secured or unsecured basis) for any purpose. However, Rose Grove does not generally intend to borrow money for purposes of leveraging its investments in an aggregate amount that would exceed 250% of the account’s value.

Investing in any securities involves risk of loss that investors should be prepared to bear. A description of the material risks that relate to the investment strategy are described in this section, but the following is not intended to be all encompassing. The Funds' offering memorandums provide a summary of additional risks investors face when investing in the Funds. Investors in the Funds should review the offering memorandums to fully understand the additional risks. SMAs should contact Rose Grove for additional information on other risks that may be present when opening an account with the Company.

Market conditions – the prices of, and the income generated by, the securities owned by Clients may decline due to market conditions and other factors, including those directly involving the issuers of securities held by Clients.

Security selection - the identification of securities representing high quality businesses and management teams is a difficult task, and there are no assurances that such opportunities will be successfully recognized over the long term. While such investments offer the opportunities for above-average capital appreciation, they also involve a high degree of financial risk and can result in substantial losses.

Limited Operating History; Reliance on Key Personnel - Although each of the Principals has substantial investment experience, past performance is not indicative of future results and no assurance can be given that investment objectives will be achieved or that Clients will receive a return of any of their investment. Rose Grove expects to rely heavily on the Principals' experience, and should any of them become incapacitated or in some way cease to participate during this period, performance could be adversely affected.

Frequent trading of securities increases costs - The portfolio turnover rate within Client accounts may be significant, potentially involving negative tax implications and substantial brokerage commissions and fees.

General Economic and Market Conditions - General economic or market conditions may adversely affect the investments made by Clients. In addition, a downturn or contraction in the economy or in the capital markets, or in certain industries or geographic regions thereof, may restrict the availability of suitable investment opportunities for the Clients and/or the opportunity to liquidate any such investments, each of which could prevent Clients from meeting its investment objectives.

Leverage - The Clients will be exposed to risks associated with the use of leverage, such as the risk that leverage could have a negative effect on returns and the risks of default and liquidation. In addition to use of leverage, certain entities in which Clients directly or indirectly invest may borrow money or use other financial techniques that would have the economic effect of using leverage.

Disciplinary Information

While Rose Grove has not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company, there is a prior disciplinary event

involving Steven Pascucci. Steven Pascucci joined Rose Grove in January 2010 as a trader for the equity component of the Rose Grove Equity Income Fund and does not service other Rose Grove funds or accounts. In March 2008, the SEC instituted proceedings alleging that Steven Pascucci and several other equity traders at FMR Co., Inc. (Fidelity) violated Section 17(e)(1) of the Investment Company Act by accepting travel, gifts and tickets to concerts and sporting events from securities brokerage firms with which Fidelity conducted business on behalf of certain Fidelity mutual funds. On December 11, 2008, and without admitting or denying the SEC's findings, Steven Pascucci consented to the entry of an SEC order making findings and directing him to cease and desist from violating Section 17(e)(1) of the Investment Company Act and to pay \$44,339 in disgorgement, \$15,256.81 in prejudgment interest and a civil monetary penalty of \$30,000. Accordingly, the civil matter is resolved.

Other Financial Industry Activities and Affiliations

As stated in Advisory Services above, the Company sponsors investment related limited partnerships and an offshore investment company. Investments in any Funds of which the Company or other related person is a general partner are conducted on a private placement basis and prospective investors are solicited by means of the offering memorandum of the relevant Fund.

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

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended ("Advisers Act"), Rose Grove has adopted a written Code of Ethics (the "Code") predicated on the principal that the Company owes a fiduciary duty to the Clients and its Investors. The Code is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners or employees of Rose Grove (collectively the "Covered Persons"). The Company requires its Covered Persons to act in the Clients' best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

Rose Grove's Code prohibits Covered Persons from trading in certain securities, including preferreds. The Code also requires Covered Persons to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide Rose Grove with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such Covered Persons have a direct or indirect beneficial interest.

A copy of Rose Grove's Code shall be provided to any investor or prospective investor upon request.

Rose Grove, its Principals, and certain employees will generally have a material direct or indirect investment in the Funds. Therefore, Rose Grove may be considered to participate, indirectly, in transactions effected for the Funds. Investments made by Rose Grove, its Principals, and employees are generally made on the same terms as investors in the Funds. However, fees and

investment minimums may be waived or reduced for Rose Grove, its Principals and employees. Rose Grove does not believe this arrangement presents any material conflicts of interest since its interest are aligned with the interest of Fund investors.

Brokerage Practices

There are no restrictions as to the type or amount of securities to be bought or sold on behalf of Clients. Rose Grove is responsible for the placement of orders and the negotiation of any commissions paid on such orders. Purchases of securities through brokers involve a commission to the broker, or for dealers serving as market makers a spread between the bid and the ask price.

Securities transactions will be executed through brokers selected by Rose Grove in its sole discretion and will seek to obtain the best execution for Clients, taking into account the following factors: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected (such as prompt and accurate confirmation and delivery), taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker-dealer; (iv) the quality, comprehensiveness, and frequency of available research services considered to be of value to Rose Grove and its Clients; (v) the value of brokerage services over and above trade execution provided to Rose Grove and its Clients; and (vi) the competitiveness of commission rates in comparison with other broker-dealers satisfying Rose Grove's other selection criteria.

Rose Grove need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Accordingly, if the Company determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage and research products or services provided by such broker, the Clients may pay commissions to such broker in an amount greater than the amount another broker might charge.

Brokerage and research products or services provided to Rose Grove may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities and other services providing lawful and appropriate assistance to the Company in the performance of its investment decision-making responsibilities. Such research services are received primarily in the form of written reports, telephone contacts and personal meetings with security analysts. Rose Grove accepts only proprietary research from the brokers and does not enter into any soft dollar arrangements whereby it receives research or any other benefit from third parties. Rose Grove's acceptance of research from brokers is done in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934, as amended.

The Clients' securities transactions can be expected to generate brokerage commissions and other compensation, all of which the Clients, not Rose Grove, will be obligated to pay. To the extent that broker-dealers provide research services of value, Rose Grove is relieved of expenses, which it may otherwise bear. In addition, Rose Grove has an incentive to select a broker-dealer based on its interest in receiving research or other products or services, rather than broker-dealers providing lower execution costs.

Rose Grove manages Client accounts that share the same investment objectives. When Clients participate in the same investment opportunities, Rose Grove places a trade at the firm level and allocates the shares pro-rata, based on assets, across all Clients at the same price. Allocation decisions are subject to any regulatory restrictions or other investment restrictions imposed by the Client. Rose Grove's policy is to allocate orders in a manner that treats each Client fairly and in no instance will Rose Grove give preference to Clients based upon factors such as size of the account, amount of fees paid to Rose Grove, or performance of the account.

Review of Accounts

Rose Grove reviews any activity that occurs in Client accounts daily. The Principals along with other investment personnel continually supervise each Client account and assess the appropriateness of the investments in connection with each Client's investment objectives and the general economic environment. Particular attention is given to changes in company fundamentals, industry outlook, market outlook, and price levels.

Investors in the Funds receive monthly reports that include capital account balances, and annual audited financial statements within 120 days of the Fund's fiscal year end. In addition, Rose Grove may agree to provide certain investors more frequent or more detailed reports. With respect to SMAs, the nature and frequency of reports are determined primarily by the particular needs of each SMA. Generally, SMA receive custodial statements of all transactions no less than quarterly. In addition, Rose Grove may provide quarterly reports that may include relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. SMAs should carefully review the statements provided by the custodian and compare it against statements that may be provided by Rose Grove.

Client Referrals and Other Compensation

The Company does not compensate any person for Client referrals nor does it offer or receive sales awards or prizes for providing investment advice to Clients.

Custody

All Client assets are held in custody by unaffiliated broker/dealers or banks, however a registered investment adviser who, directly or through an affiliate, acts as the general partner or managing member to a limited partnership or other comparable pooled investment vehicle is considered to have custody over client assets. Rule 206(4)-2 under the Investment Advisers Act of 1940 imposes a number of requirements on an SEC-registered investment adviser that is deemed to have custody of its clients' funds and securities.

To comply with Rule 206(4)-2 and to provide meaningful protection to investors, each Fund is subject to an annual financial statement audit by an independent public account registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The audited financial statements are prepared in accordance with generally accepted accounting

principles, and are distributed to each investor within 120 days of the Client Fund's fiscal year end.

Investment Discretion

The Company typically manages Client accounts on a discretionary basis, subject to the restrictions (if any) that have been provided by Clients. For accounts handled on a discretionary basis, the Company typically has the authority to determine the securities to be bought and sold without obtaining Client consent to specific transactions. For the Funds the offering memorandum and governing document provides that the general partner or investment manager has exclusive and absolute discretion and authority in managing and controlling the business and affairs of Funds, subject only to specific and express limitations provided therein. For SMAs, an investment advisory agreement is executed authorizing Rose Grove to manage the account on a discretionary basis subject to any investment restrictions the SMA places on the account.

Voting Client Securities

The Advisers Act requires investment advisers that have proxy voting authority to: (i) adopt policies and procedures for voting proxies in the best interest of the client; (ii) describe the procedures to clients; and (iii) inform clients how they may obtain information about how the adviser has actually voted their proxies.

The investment and operation teams at Rose Grove are charged with identifying the proxies upon which Rose Grove will vote, voting the proxies in the overall interests of its Clients, and submitting the proxies promptly and properly. Consideration will be given to both short-term and long-term implications of the proposal to be voted on when considering the optimal vote. In voting proxies, Rose Grove will seek to avoid material conflicts of interest between the interests of Rose Grove, on the one hand, and the interests of the Clients, on the other. If it is determined that a conflict of interest is material when voting a proxy, our Chief Compliance Officer will, in accordance with the procedures described in our proxy voting policies and procedures, have to resolve the conflict before voting.

The complete proxy voting policy and procedures have been memorialized in writing and are available for review. In addition, Rose Grove maintains a record of all of the proxy votes cast on behalf of the Clients and such records may be reviewed upon request.

Financial Information

Rose Grove has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage Client accounts.