

Item 1 - Cover Page

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B. This brochure provides information about the qualifications and business practices of J. Goldman & Co., L.P. If you have any questions about the contents of this brochure, please contact us at (212) 262-4990. 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. Registration as an investment adviser with the SEC does not imply a certain level of skill or training of J. Goldman & Co., L.P. or its personnel.

Additional information about J. Goldman & Co., L.P. is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The Registrant has filed its initial application as an investment adviser with the SEC for 2012 and therefore is not updating an annual amendment of its Form ADV to reflect material changes.

In the future, this Item will discuss only specific material changes that are being made to the brochure and will provide investors with a summary of such changes. It will also reference the date of the last annual update of the brochure.

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Item 4 – Advisory Business

- A. J. Goldman & Co. L.P. (the “Registrant”), a Delaware limited partnership, is an investment adviser located in New York, New York. The Registrant serves as the sole investment adviser to four (4) pooled investment vehicles (each, a “Fund”): The Jay Goldman Master Limited Partnership, Broadview Partners, L.P., Woodmont Investments Limited and J. Goldman Master Fund, L.P. (the “Master Fund”). All of the Funds are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to Sections 3(c)(1) or 3(c)(7) thereof. Interests in the Funds are privately offered only to certain qualified investors.

An affiliate of the Registrant serves as the general partner (the “General Partner”) of those Funds organized as limited partnerships. The General Partner may be entitled to receive performance compensation from such Funds, as discussed further in Item 6.

Mr. Jay G. Goldman (the “President”) founded the Registrant in 1986. The President has a beneficial ownership of the Registrant that exceeds 75%. Currently, the Registrant has approximately 50 employees, approximately 35 of whom perform investment advisory functions and none of whom are registered representatives of a broker-dealer. The Chief Compliance Officer, Adam Reback (“CCO”) and the Chief Financial Officer, Albert Scerbo (the “CFO”), jointly oversee the back office of the Registrant.

- B. The Registrant provides discretionary investment advisory services through a master-feeder structure to entities that are pooled investment vehicles. The Funds’ investment strategy is to achieve substantial capital appreciation through short-term trading primarily in the equity and options markets, and from time to time in distressed debt and related securities. The Funds may engage in the purchase and sale of a broad range of investment interests and securities.
- C. Through its employment of a master-feeder structure, the Registrant utilizes the same strategy for all of its Funds. However, the Registrant may tailor its advisory services to the specific needs of particular Funds when deemed necessary or appropriate.
- D. The Registrant does not participate in wrap-fee programs.
- E. As of December 31, 2011, the Registrant managed \$895,672,804 in regulatory assets under management on a discretionary basis.

Item 5 – Fees and Compensation

- A. The specific manner in which the Registrant charges fees is established in a Fund’s investment management agreement with the Registrant and/or in the Fund’s agreement of limited partnership, if any. In exchange for the services provided to the Funds, the Registrant receives a management fee (the “Management Fee”), payable in advance in United States Dollars, at an annual rate equal to 1.0% of a Fund’s net asset value. The Management Fees are payable at the beginning of each month, and shall be determined as of such date. In addition, the Registrant will receive a prorated portion of the Management Fee with respect to interests issued at any time other than the first business day of the month or quarter, as applicable.

The Management Fee may be waived, rebated or calculated differently at the sole discretion of the Registrant. Each investor in the Funds (collectively, the "Investors") will be specially allocated that portion of the Management Fee attributable to such Investor's capital account or shares, as applicable.

- B. The Registrant deducts fees from the Funds' assets on an ongoing basis. Typically, the Registrant receives Management Fees on a monthly basis. Incentive Amounts (as defined in Item 6) are calculated monthly, quarterly or annually, in arrears, depending on the Fund and class of Investor.
- C. The Registrant's Management Fee and Incentive Amount are exclusive of brokerage commissions, transaction fees and other related costs and expenses that are incurred by the Fund.

Each Fund pays all costs, fees and expenses incurred by or on behalf of such Fund (as well as its *pro rata* share of any such expenses incurred by or on behalf of the Master Fund) in connection with its management and operation, including, but not limited to: (i) salaries, bonuses, other employee compensation, rent, insurance and other overhead expenses (including, but not limited to, office space, clerical services, equipment (including trading screens, software, market information charges and other computer and communications equipment), maintenance and consultation services in connection with such equipment, trade publications, employee compensation and benefits, telephone, insurance, travel and entertainment, and legal and accounting) of the Registrant and its affiliates; (ii) investment expenses (including, but not limited to, brokerage commissions, prime broker fees, initial and variation margin, interest and dividend expense, margins, option premiums, brokerage, floor, exchange and clearinghouse commissions and fees, other transaction costs and expenses, advisory fees, management fees, transmission costs, and related expenses); (iii) all taxes payable by the Fund; (iv) other expenses, including ordinary and extraordinary legal, accounting, auditing, record keeping, administration (including costs associated with the administrator and any other third-party administrator to the Fund), travel, supplies, computer, corporate licensing, custodial and clerical (including expenses incurred in preparing and transmitting reports and tax information), printing and duplication, the expenses of the continuing offering of shares, and other regular or extraordinary fees and expenses associated with the operation of the Fund; and (v) all interest expenses of the Fund. There is no limitation on the amount of the expenses described above that may be charged to the Fund.

Item 12 further describes the factors that the Registrant considers in selecting or recommending broker-dealers for Fund transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

- D. Generally, Investors bear a Management Fee, payable on a monthly basis in advance, at an annual rate equal to 1.0% of the Fund's net asset value attributable to that class of Investor. Typically, liquidity is offered at the end of each month, quarter or year, depending on the class of Investor, upon at least ninety days' prior written notice. Investors are not permitted to redeem prior to the end of the period for which the Management Fee has been paid in advance

(a month or quarter) and as a result Investors are not entitled to a refund of the Management Fee paid with respect to such period.

- E. Neither the Registrant nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

The General Partner, an affiliate of the Registrant, is entitled to receive an incentive allocation from the Funds (the “Incentive Amount”). The Incentive Amount borne by an Investor is a percentage of the net profits otherwise allocable by the Fund to such Investor at the end of each incentive period, subject to a high water mark. The applicable incentive period varies by class of Investor.

The General Partner may, in its sole discretion, reduce, waive or calculate differently the Incentive Amount with respect to any or all Investors, as it may designate. Such fees may also be subject to individualized negotiation with each such Fund. The Registrant will structure any Incentive Amount subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (the “Advisors Act”) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

In measuring Fund assets for the calculation of Incentive Amounts, the Registrant shall include realized and unrealized capital gains and losses. It is important to note that the Registrant does not currently have, nor does it plan to have in the near future, proprietary trading vehicles, and therefore is unlikely to be in a position to allocate a limited investment opportunity between itself and a Fund. The Registrant employs a master-feeder structure, thus mitigating the risk of unfair allocation among Funds. Nevertheless, the Registrant has designed and implemented policies to ensure that all Funds are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Funds. Therefore, the Registrant does not face any conflict of interest relating to the side-by-side management of accounts.

The Registrant does not advise Funds that are not charged an Incentive Amount.

Item 7 – Types of Clients

The Registrant provides portfolio management services to pooled investment vehicles that are exempt from registration under the Investment Company Act.

In general, the minimum initial investment in a Fund managed by the Registrant is \$500,000; however, this minimum initial investment may be waived.

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

- A. The Registrant applies a variety of analytical approaches and research tools in making investing and trading decisions on behalf of its Funds. The investment decisions are based on considerations supported by both fundamental and technical analysis of companies. Sources of

information include periodicals, public filings, research services, ratings services and contact with industry experts, corporate representatives and other sources, subject to applicable law. Each Fund invests in a portfolio that is consistent with its overall investment objective (*e.g.*, short-term investing). The specific investment program of each Fund is detailed in such Fund's offering documents. In its capacity as investment manager, the Registrant has discretion over the investing and trading activities of its Funds, including the selection of brokers.

The Registrant does not adhere rigidly to a particular investment formula or model, but participates primarily in short-term equity trading. This short-term approach includes, but is not limited to, taking part in intra-day trading activities.

The Registrant invests in a broad range of investment instruments, that include, but are not limited to, U.S. and non-U.S. equity and equity-related securities, listed and unlisted common stocks, preferred stocks, stock warrants and rights, bonds, debentures, convertible securities, money market obligations, options to buy and sell securities, commodities, currencies, commodity futures, forward and option contracts and other commodity interests, as well as distressed debt securities (collectively, "Financial Instruments"). The Registrant may invest in Financial Instruments through national or foreign securities exchanges, over-the-counter markets or privately negotiated transactions, and may hold long and/or short positions in such Financial Instruments or derivatives thereof.

The Registrant invests in securities, which inherently involves risk of loss that the Funds are prepared to bear.

- B. The short-term investment activity that the Registrant conducts on behalf of the Funds is speculative and volatile and may involve substantial risk. The short-term nature of trading involves unknown fluctuations in the market and may lead to significant loss. In addition, the investment strategy of the Funds is broad, allowing the Registrant to invest in all industry sectors and in the securities of companies of all sizes. In addition, it is important to note that in its employment of hedging strategies among multiple portfolios, the Registrant's Funds may hold a long and a short position in the same security at the same time. Other risk factors applicable to the investment strategy of the Funds include, but are not limited to, the amount of leverage utilized by the Funds, exposure to credit markets, damage to the computer systems used to trade, clear and settle transactions, operational disruption to the Registrant's business, counterparty failure, misconduct of a third-party service provider and certain regulatory risks.
- C. As noted above, the investment strategy of the Funds is broad, allowing the Registrant to invest in a broad range of securities. Below is a discussion of the material risks of significant investment strategies and primary investments of the Funds. For more information about a Fund's risks, please see the offering materials for that Fund.

Key Personnel; Retention. The success of the Funds depends upon the ability of the President and other key personnel of the Registrant and its affiliates to develop and implement investment strategies that achieve the investment objectives of the Funds. The President oversees the overall management of the Registrant and its allocation and management of the capital of the Funds. If the Funds were to lose the services of the President or certain key personnel, the consequence to the Funds could be material and adverse and lead to the

premature termination of the Funds. The Funds' performance will be highly dependent on the Registrant's ability to attract new employees and to retain existing employees.

Systemic Risk. Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, such that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with which the Funds interact on a daily basis.

Systems Risks. The Funds depend on the Registrant to develop and implement appropriate systems for the Funds' activities. The Funds rely extensively on computer programs and systems to trade, clear and settle securities transactions, to evaluate certain securities based on real-time trading information, to monitor their portfolio and net capital, and to generate risk management and other reports that are critical to oversight of the Funds' activities. In addition, certain of the Funds' and the Registrant's operations interface with or depend on systems operated by third parties, including their prime brokers and market counterparties and their sub-custodians and other service providers, and the Funds or the Registrant may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by worms, viruses and power failures. Any such defect or failure could have a material adverse effect on the Funds. For example, such failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the Funds' ability to monitor their investment portfolios and their risks. The Registrant is not liable to the Funds for losses caused by such failures.

Valuation. Investments by each Fund will be valued in accordance with the guidelines set forth in such Fund's operative documents. If the Registrant determines, in its sole discretion, that the market price does not fairly represent the value of an asset or liability, or that liquidation or third-party market valuations are unavailable to value an asset or liability, the Registrant will value such investment as it reasonably determines. There is a risk that an Investor that redeems may be paid an amount greater than or less than it would otherwise be paid if the actual value of assets realized by the Funds is greater than or less than the value determined by the Registrant at the time of the redemption. In addition, there is a risk that an investment in a Fund could dilute the underlying value of assets held by the other Investors if the actual value of such assets is greater than the value determined by the Fund at the time of the subscription. There is also a risk that greater Incentive Amounts and Management Fees may be paid in respect of certain assets of the Funds than would have been paid if the actual value of such assets is less than the value determined for the purposes of calculating such Incentive Amounts and Management Fees. Inaccurate valuations may also prevent the Registrant from effectively managing the Funds' investment portfolio and may affect the risk management of the Funds.

Competition; Availability of Investments. Certain markets in which the Funds may invest are extremely competitive for attractive investment opportunities. There can be no assurance that the Funds will be able to identify or successfully pursue attractive investment opportunities in such environments. Among other factors, competition for suitable investments from other pooled investment vehicles, the public equity markets and other investors may reduce the

availability of investment opportunities. There has been significant growth in the number of firms organized to make such investments, which may result in increased competition to the Funds in obtaining suitable investments.

Trading Is Speculative and Volatile. Securities and commodities prices are highly volatile. Securities held by the Funds may involve substantial risk and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. As the Registrant will buy and “sell short” securities on margin, the volatility of the Funds’ securities portfolio will be greatly increased, leading to significantly greater risks. Moreover, there is no limitation on the size or operating experience of the companies in which the Funds may invest. Some small companies in which the Funds invest may lack management depth or the ability to generate internally or obtain externally the funds necessary for growth. Companies with new products or services could sustain significant losses if projected markets do not materialize. Further, such companies may have, or may develop, only a regional market for products or services and may be adversely affected by purely local events. Such companies may face intense competition from larger competitors.

The Funds also may invest in non-U.S. securities, which may represent a greater degree of risk (including risks related to exchange rate fluctuations, tax provisions or expropriation of assets) than do securities of U.S. issuers. Further, the Funds may invest in unlisted options, which may be both more volatile and riskier than listed securities interests.

Commodities prices are highly volatile and may reflect unforeseeable events or changes in conditions, most of which are beyond the control of the Registrant. 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; changes in national and international interest rates and rates of inflation; currency devaluations and revaluations; and the market sentiment. No assurance can be given that the trading strategies employed by the Registrant will be profitable or that the Funds will not incur substantial losses.

Trading May Be Highly Leveraged; Short Sales Securities. The Funds at times will trade securities on a leveraged basis (*i.e.*, where a security is purchased by putting up only a portion of the instrument’s face value and borrowing the remainder (“margin”)). The low margin deposits required by exchange regulations and the Federal Reserve Board in connection with many of the Funds’ activities currently permit a high degree of leverage. As a result, a relatively small price movement in a security may result in immediate and substantial losses to the Investor. In addition, trading on margin will result in interest charges to the Funds that may be substantial. For example, if at the time of purchase 50% of the price of a security is borrowed on margin, a 20% decrease in the price of the security would, if the security is then sold, result in a 40% loss of the cash invested before any deduction for the brokerage commission or the margin interest cost. Thus, as with other leveraged investments, any purchase or sale of a security may result in losses in excess of the amount invested. In addition, in a “short sale” there is no limit to the amount of potential loss. Although the use of leverage and “short sales” can substantially improve the return on invested capital, their use also may increase any adverse impact to which the investment portfolio of the Funds may be subject.

Because of the low margin deposits normally required in commodities trading (typically between 2% and 15% of the value of the security purchased or sold), an extremely high degree of leverage is also typical of a commodities trading account. As a result, a relatively small price movement in a commodities interest may result in immediate and substantial losses to the investor that exceed the amount invested. For example, if at the time of purchase 10% of the price of a commodities interest contract is deposited as margin, a 10% decrease in the price of the contract would, if the contract is then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions. A decrease of more than 10% would result in a loss of more than the total margin deposit.

The Markets Traded by the Funds May Be Illiquid. The Funds may hold a portion of their total assets in nonpublic, restricted and illiquid securities. At various times, the markets for securities purchased or sold by the Funds may be “thin” or illiquid, making purchases or sales of securities at desired prices or in desired quantities difficult or impossible. For example, securities exchanges and the SEC have authority to suspend trading in a particular security without notice. There may be no market for unlisted securities traded by the Funds. In some cases, the Funds may be continually prohibited from disposing of these securities for a specified period of time, which could have a material adverse effect on the Funds.

Most U.S. commodity exchanges limit fluctuations in certain commodities prices during a single day by imposing what are known as “daily price fluctuation limits” or “daily limits.” The existence of “daily price limits” or “daily limits” may reduce liquidity or effectively curtail trading in particular markets. The daily limit, which is set by most exchanges for all but a portion of the expiration month, imposes a floor and a ceiling on the prices at which a trade may be executed, as measured from the last trading day’s close. While these limits were put in place to lessen margin exposure, they may have certain negative consequences for the Funds’ trading. Once the price of a particular contract has increased or decreased by an amount equal to the daily limit, thereby producing a “limit up” or “limit down” market, positions in the contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Contract prices in various commodities have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Funds from promptly liquidating unfavorable positions and subject the Funds to substantial losses that could exceed the margin initially committed to such trades. It should also be noted that while daily limits may reduce exposure to price movement, they do not limit ultimate losses, as such limits apply only on a day-to-day basis. In addition, even if contract prices have not moved the daily limit, the Funds may not be able to execute trades at favorable prices if little trading in the contracts involved is taking place.

As part of its emergency powers, an exchange or the CFTC can suspend or limit trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only.

The markets for some world currencies have low trading volume and are illiquid, which may prevent the Funds from trading in potentially profitable markets or prevent the Funds from promptly liquidating substantial losses. The possibility also exists that governments may intervene to stabilize or fix exchange rates, restricting or substantially eliminating trading in the affected currencies. General economic stabilization programs may also lead to widespread

limitations on the permissible fluctuations of commodity prices. Similarly, trading in options on a particular futures contract may become restricted if trading in the underlying futures contract has become restricted.

Trading of Forward Contracts Presents Unique Risks. The Funds may enter into forward contracts for the trading of certain commodities, such as currencies and metals, with United States or foreign banks or precious metals dealers. The CFTC does not regulate the interbank and forward contract markets. Although U.S. banks are regulated in various ways by the Federal Reserve Board, the Comptroller of the Currency and other U.S. Federal and state banking officials, banking authorities do not regulate the forward markets.

There are no limitations on daily price moves in forward contracts. In addition, speculative position limits are not applicable to forward contract trading, although the foreign currency forward banks and brokers used by the Funds may limit the positions available to the Funds as a consequence of credit considerations. The principals who deal in the forward contract market are not required to continue to make markets in such contracts. There have been periods during which certain participants in forward markets have refused to quote prices for forward contracts or have quoted prices with an unusually wide spread between the price at which they are prepared to buy and that at which they are prepared to sell.

Because performance of forward contracts on currencies is not guaranteed by any exchange or clearinghouse, the Funds are subject to the risk of the inability or refusal to perform with respect to such contracts on the part of its counterparts. Any failure or refusal, whether due to insolvency, bankruptcy or other causes, could subject the Funds to substantial losses. The Funds will not be excused from the performance of any forward contracts into which they have entered due to the default of third parties in respect of other forward trades that in the Registrant's trading strategy were to have substantially offset such contracts. The imposition or relaxation of exchange controls in various jurisdictions could significantly affect the market for that and other jurisdictions' currencies. Trading in the interbank market also exposes the Funds to a risk of default since failure of a bank with which the Funds had engaged in forward contracting would likely result in a default and thus possibly substantial losses to the Funds. The Funds will trade currencies in the interbank and forward contract markets only with banks, brokers, dealers, financial institutions and other market participants that the Registrant has determined to be creditworthy.

Market Positions May Lack Diversity. Because of the trading methods and strategies of the Registrant, the Funds may at times have an unusually high concentration in certain types of positions. Such lack of diversification could result in greater losses than otherwise might be anticipated.

Trading on Non-U.S. Exchanges Presents Certain Risks. The Funds may trade securities and/or commodities on exchanges located outside the United States, such as the Japanese Stock Exchange and the Singapore International Monetary Exchange, where SEC and CFTC regulations do not apply. Moreover, as the Funds value their assets in U.S. dollars, the Funds' trading on foreign markets will be subject to the risk of fluctuation in the exchange rate between the local currency and dollars. Unless the Funds hedge against fluctuations in exchange rates between the U.S. dollar and the currency in which trading is done on such foreign exchanges, any profits

that the Funds might realize in such trading could be eliminated as a result of adverse changes in exchange rates, and the Funds could even incur losses as a result of any such changes.

Trading on foreign exchanges is not regulated by the SEC, the CFTC or any other U.S. governmental agency and may involve certain risks not applicable to trading on U.S. exchanges, such as risks of exchange controls, expropriation, burdensome or confiscatory taxation, moratoriums or political or diplomatic events. In addition, certain of these foreign markets are newly formed and may lack personnel experienced in floor trading and in monitoring floor trades for compliance with exchange rules. Trading on foreign exchanges may involve additional risks because the Registrant has limited experience in such trading.

Trading of Options Presents Certain Risks. A large number of options on securities are traded on U.S. and non-U.S. exchanges. Numerous options also are traded over-the-counter. Each such option is a right, purchased or sold for a certain price, to either buy or sell the underlying security interests during a certain period of time for a fixed price.

Options on certain futures contracts and options on certain physical commodities have been approved by the CFTC for trading on U.S. exchanges. A commodity option is a right, purchased for a certain price, to either buy or sell the underlying futures contract or physical commodity during a certain period of time for a fixed price.

Although successful option trading requires many of the same skills as does successful security or commodity trading, the risks involved are somewhat different. For example, if a Fund buys an option (to either buy or sell a security or commodity), it will pay a “premium” representing the market value of the option. Unless the price of the interest underlying the option changes and it becomes profitable to exercise or offset the option before it expires, the Fund may lose the entire amount of the premium. Conversely, if a Fund sells an option (to either buy or sell a security or commodity), the Fund will be credited with the premium but will have to deposit margin due to its contingent liability to deliver or accept the interest underlying the option in the event the option is exercised. Traders who sell options are subject to the entire loss that occurs to the underlying interest (less any premium received). The ability to trade in or exercise options may be restricted in the event that trading in the underlying interest becomes restricted.

Selling (or writing) options creates additional risks. The seller of a call option who does not have a long position in the underlying security or commodity (a position known as an “uncovered call”) is subject to risk of loss should the price of the security be higher than the strike price prior to expiration of the option by an amount greater than the premium received for selling the option. The seller of a call option who has a long position in the underlying interest is subject to the full risk of a decline in the price of the interest reduced by the premium received for granting the option. In exchange for the premium received for granting a call option, the option grantor gives up all of the potential gain resulting from an increase in the price of the underlying security above the strike price prior to expiration of the option.

The seller of a put option who does not have a short position in the underlying security or commodity (known as an “uncovered put”) is subject to risk of loss should the price of the security decrease below the strike price prior to expiration of the option by an amount in excess

of the premium received for selling the option. The seller of a put option on a security or commodity who has a short position in the underlying interest is subject to the full risk of a rise in the price in the interest reduced by the premium received for selling the option. In exchange for the premium received for selling a put option, the option seller gives up all the potential gain resulting from a decrease in the price of the security below the strike price prior to expiration of the option.

Existence of Speculative Position Limits May Prevent the Registrant from Applying Its Trading Approach to the Fullest. The CFTC and certain U.S. commodity exchanges have established limits referred to as “speculative position limits” or “position limits” on the maximum net long or net short commodity position that any person or group of persons may own, hold or control in particular commodity contracts. The CFTC has jurisdiction to establish position limits with respect to all commodities traded on exchanges located in the United States and may do so, and has exercised its authority primarily in the area of agricultural commodities.

Brokerage Firms or Futures Commission Merchants May Fail. The Funds use a bank custodian to hold certain of their assets. Thus, the balance of the Funds’ assets is in the possession of their brokers. In the event of a failure of a securities broker-dealer used by a Fund, the U.S. Securities Investor Protection Corporation provides a maximum of \$500,000 of account insurance, only \$100,000 of which may be taken in cash. Since Fund assets on deposit probably will exceed these amounts, the Funds may receive only a *pro rata* share of the remaining assets deposited with the failed broker-dealer. Moreover, because the Funds may trade on non-U.S. exchanges with non-U.S. brokers and/or dealers, the failure of a non-U.S. broker or dealer could result in the complete loss of the funds on deposit with such broker or dealer depending on the regulatory rules of such country.

Under CFTC regulations, futures commission merchants (“FCMs”) are required to maintain customers’ assets in a segregated account. If a Fund’s FCM fails to do so, the Fund may be subject to a risk of loss of the funds on deposit in the event of the FCM’s bankruptcy. In addition, under certain circumstances, such as the inability of another customer of the FCM or the FCM itself to satisfy substantial deficiencies in such other customer’s account, the Fund may be subject to a risk of loss of the funds on deposit with the FCM. In the case of any such bankruptcy or customer loss, the Fund might recover, even in respect of property specifically traceable to the Fund, only a *pro rata* share of all property available for distribution to all of the FCM’s customers.

Hedging Transactions. The Funds may use a variety of derivatives and other financial instruments both for investment purposes and for risk-management purposes. The Funds, however, are not obliged to hedge against risks and may not choose to do so. While the Funds may enter into hedging transactions to seek to reduce risk, these transactions may result in a poorer overall performance for the Funds than if they had not engaged in any hedging transaction. The Funds, moreover, always will be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

Equity Swaps. The Funds may make use of equity swaps. A swap is a contract under which two parties agree to make periodic payments to each other on the basis of the value of a security, specified interest rates, an index or the value of some other instrument, applied to a stated or

“notional” amount. An equity swap is a customized derivative instrument that entitles the counterparty to certain payments on the gain or loss on the value of an underlying equity security. Equity swaps are subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk.

The Funds may enter into swap transactions with a counterparty at prices that reflect a price differential or spread between the bid and the ask prices. The differential includes anticipated profits and costs to the counterparty as dealer, which generally includes a mark-up or commission. The amount of such mark-up or commission is not possible to quantify.

Spread Trading and Arbitrage Trading May Involve Potential Risks. A part of the Funds’ investment operations may involve spread positions between two or more securities or commodity interest positions. To the extent that the price relationships between these positions remains constant, no gain or loss on the positions will occur. These positions, however, do entail a substantial risk that the price differential could change unfavorably, causing a loss to the spread position.

Trading operations of the Funds may involve arbitraging:

- between two securities;
- between the equity and equity options markets;
- between commodity interests and securities and/or options;
- between two commodity interests;
- between securities and commodity interests; and/or
- any combination of the above.

This means, for example, that the Funds may purchase (or sell) securities (*i.e.*, on a current basis) and take offsetting, or partially offsetting, positions in options in the same or related securities. To the extent that the price relationships between such positions remains constant, no gain or loss on the positions will occur. These offsetting positions, however, entail substantial risk that the price differential could change unfavorably, causing a loss to the position.

Purchases of Securities and Other Obligations of Financially Distressed Companies. From time to time, the Funds may purchase securities and other obligations of companies that are experiencing significant financial or business distress, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although these purchases may result in significant returns to the Funds, they involve a substantial degree of risk and may not show any returns for a considerable period of time. In fact, many of these securities and investments ordinarily cannot be realized unless and until the company reorganizes and/or emerges from bankruptcy proceedings, and as a result may have to be held for an extended period of time. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial distress is

unusually high. There is no assurance that the Registrant will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which a Fund invests, such Fund may lose its entire investment or be required to accept cash or securities with a value less than the Fund's original investment.

Counterparties to Derivatives Transactions May Fail. The Funds may enter into derivatives transactions in the course of their investment activities. The economic success of these transactions, including forwards, futures, options and swaps, depends on future performance by the counterparty with which a Fund has transacted. Generally, the obligation of the counterparty is not secured by pledged assets, or if secured, possibly may not be fully secured. To the extent such transactions are not fully secured, the Funds depend on the creditworthiness of the counterparties with which they have transacted. Accordingly, if such counterparties become insolvent or otherwise fail to perform their contractual obligations, the Funds will incur losses, which could be substantial.

Limitations Due to Regulatory Restrictions. The Funds may seek to acquire a significant stake in certain securities. In the event such stake exceeds certain percentage or value limits, the Funds may be required to file a notification with a governmental agency or comply with other regulatory requirements. Certain notice filings are subject to review which may require a delay in the acquisition of the security. Compliance with such filing and other requirements may result in additional costs to the Funds, and may delay the Funds' ability to respond in a timely manner to changes in the markets with respect to such securities.

Item 9 – Disciplinary Information

In the past ten years, there have been no legal or disciplinary events involving either the Registrant or any of its management persons that are material to the Registrant's advisory business.

Item 10 – Other Financial Industry Activities and Affiliations

- A. Neither the Registrant nor any of its management persons is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. The Registrant is a commodity trading advisor with respect to the Funds and the General Partner is a commodity pool operator with respect to the Funds but each is exempt from registration with the CFTC.
- C. Neither the Registrant nor any of its related persons has relationships or any arrangements with its related persons that involve financial industry activities or other financial industry affiliations (as described in the list provided in Item 10. C. of Form ADV Part 2A).
- D. The Registrant is currently a party to sub-advisory arrangements with other investment advisers. The Registrant does not believe that this common industry practice gives rise to a material

conflict of interest, and believes that any potential conflicts of interest are addressed by the Registrant's Code of Ethics (the "Code of Ethics") and the Funds' governing documents.

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

- A. The Registrant has adopted the Code of Ethics to ensure that it fulfills its role as a fiduciary to the Funds. The Code of Ethics requires that employees of the Registrant act in the best interests of the Funds to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with the Funds to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. Employees of the Registrant are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Registrant or appropriate party of any actual or suspected violations of such laws by the Registrant and its employees or affiliates. In addition, the Code of Ethics sets forth formal policies and procedures with respect to the personal securities trading activities of the Registrant's employees. The Code of Ethics generally prohibits employees from effecting opening transactions in individual equity securities, requires that employees pre-clear certain public and private personal securities transactions, report all securities transactions on at least a quarterly basis and provide the Registrant with a summary of securities holdings on at least an annual basis. The Code of Ethics also addresses outside activities of employees, conflicts of interest, policies and procedures concerning the prevention of insider trading, and includes restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, as well as the reporting of political contributions. Employees are required to provide a written certification to the Registrant as to their compliance with the Code of Ethics on an annual basis. Upon request, the Registrant will provide a copy of the Code of Ethics to any Fund or Investor, or prospective Fund or Investor.
- B. Neither the Registrant, nor any of its related persons, recommends to Funds, or buys or sells for Fund accounts, securities in which the Registrant or a related person has a material financial interest. However, the Registrant or a related person may transact in certain securities which may be held or actively traded by a Fund. The Registrant has adopted the Code of Ethics to seek to avoid potential conflicts of interest involving personal trades, which includes a formal set of policies and procedures to prevent insider trading and front running, and also includes guidelines related to employees' personal securities transactions to which all employees must adhere.

With respect to employees (including an employee's spouse, a member of their household or any individual who relies on the employee for material support), the Code of Ethics, among other things (1) requires that employees pre-clear all personal securities transactions unless otherwise classified as an exempt security under the Code of Ethics; (2) generally prohibits effecting opening transactions in individual equity securities; (3) imposes a sixty-day holding period on all securities covered by the Code of Ethics; (4) prohibits employees from taking part

in initial public offerings and certain private placements; and (5) prohibits the trading of derivatives.

- C. As noted above, the Code of Ethics generally prohibits employees from effecting opening transactions in individual equity securities. Furthermore, the Code of Ethics prohibits employees from transacting in any security that such employees are aware may be traded by the Funds. However, there is a possibility that an employee might benefit from market activity by a Fund in a security held by the employee. The Registrant believes that any potential conflict of interest presented by this rare occurrence is mitigated by the Registrant's policies and procedures related to employee personal trading. Specifically, all transactions made by employees are closely monitored on an ongoing basis by the Registrant's Compliance Department to ensure that pre-clearance has been sought and obtained by employees when required, and that the personal trading patterns of employees fall within the guidelines set forth in the Code of Ethics.
- D. It is important to note that employees are prohibited from entering into a personal securities transaction in any security on the same day as a transaction in the same security by the Registrant on behalf of a Fund. In the event an employee inadvertently executes a personal securities transaction in a security also traded by a Fund, such conflict will be resolved subject to the remedies prescribed in the Code of Ethics.

Item 12 – Brokerage Practices

- A. The Registrant maintains an approved list of brokers and counterparties. When selecting a counterparty for each transaction, the Registrant uses its best discretion to choose the broker-dealer or counterparty most capable of providing the services necessary to obtain the best available price and most favorable execution. Consideration may also be given to those brokers and counterparties that supply research services to the Registrant that aid it in fulfilling its investment management responsibilities. In no event does the Registrant select a counterparty on the basis of personal gifts, gratuities or rewards provided to an employee or a related person of the employee.

Transactions for the Funds are allocated to broker-dealers on the basis of best execution provided to the Funds. In seeking best execution, the Registrant considers a variety of factors including quality of execution, reputation, financial strength and stability, block trading and block positioning capabilities, willingness and ability to execute difficult transactions, willingness and ability to commit capital, access to underwritten offerings and secondary markets, ongoing reliability, overall costs of a trade including commissions, mark-ups, mark-downs or spreads and other current transaction costs, nature of the security and the available market makers, desired timing of the transaction, size of the trade, confidentiality of trading activity, market intelligence, idea generation, availability of stocks to borrow for short sales, sourcing of

investment opportunities by the broker, quality and timeliness of market information provided and provision of research or brokerage services, and other similar services.

The Registrant maintains a formal broker approval procedure that includes, but is not limited to, a review by the CCO of certain documentation demonstrating the financial and regulatory status of the broker. Upon completion of such review, an account may be opened at the CCO's discretion, and if approved by the President, the CCO will add the broker to the Registrant's list of approved brokers.

1. The Funds may pay for research and execution services with soft or commission dollars. The use of commissions or soft dollars to pay for research products or services will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
 - a. The Registrant employs a master-feeder structure whereby all transactions are effected for the Master Fund and all Funds are invested in the Master Fund. The Registrant does not receive a benefit when using Fund brokerage commissions to obtain research services.
 - b. The Registrant generally considers the amount and nature of research, execution and other services provided by brokers as well as the extent to which such services are relied on, and attempts to allocate a portion of the brokerage business of the Fund on the basis of that consideration. A broker is not precluded from receiving business because it does not provide research and other soft dollar services. However, relationships with brokerage firms that provide soft dollar services to the Registrant may potentially influence the Registrant's judgment in the allocation of brokerage business and create a conflict of interest to the extent it could influence the Registrant's judgment in using the services of those brokers to execute the Funds' brokerage transactions. The Registrant believes that such allocation of brokerage business will help the Funds to obtain research and execution capabilities. However, Fund trades executed through these brokers or dealers or any other brokerage firm may or may not be at the best or lowest price otherwise available.
 - c. The Funds' securities transactions can be expected to generate a substantial amount of brokerage commissions and other compensation, all of which the Funds, not the Registrant, will be obligated to pay. The Registrant will have complete discretion in deciding which brokers and dealers the Funds will use, and in negotiating the rates of compensation the Funds will pay. In addition to using brokers as "agents" and paying commissions, the Funds may buy or sell securities directly from or to dealers acting as principals at prices that include markups or markdowns, and may buy securities from

underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

- d. As a result of the Registrant's master-feeder structure, all Funds benefit from the research products and services received.
 - e. Within the last fiscal year, the Funds have acquired research that falls within the safe harbor created by Section 28(e) of the Exchange Act. Such research products and services include, but are not limited to, proprietary research on companies and industry sectors, independent research, access to executive meetings, attendance at conferences and market data through the use of soft dollars.
 - f. All services which a portfolio manager or trader of the Registrant wishes to pay for through a soft dollar arrangement are submitted to the CCO for approval. The CCO ensures the services are eligible for use in accordance with the Registrant's policies and procedures, as well as under the provisions of Section 28(e) of the Exchange Act; reviews any contracts; allocates the soft dollar relationship to a soft dollar broker-dealer; and ensures that appropriate disclosures of the Registrant's soft dollar policies are made in the Funds' offering documents and, when applicable, the Registrant's regulatory filings.
- 2. Fund referrals are not considered in selecting or recommending broker-dealers.
 - 3. The Registrant does not engage in directed brokerage arrangements at this time.
- B. The Registrant employs a master-feeder structure whereby all transactions are effected for the Master Fund and all Funds of the Registrant are invested in the Master Fund. However, in certain circumstances, the Registrant has discretion to cause the Funds to execute transactions directly rather than through the Master Fund.

Item 13 – Review of Accounts

- A. The investment guidelines of the Registrant's Funds are broad in nature with a focus on short-term trading in a variety of financial instruments. For this reason, the Registrant believes that it is important that it generally documents the rationale for its trading decisions.

Currently, the Registrant utilizes a process of sharing investment ideas, implementing investment decisions and reviewing current investments through a series of ongoing meetings held among the portfolio managers and analysts of the Registrant (the "Investment Personnel"). The President directs these meetings and leads the discussions. At the weekly meetings, the Registrant's Investment Personnel provide their assessment of recently made investments and

potential investments within their respective sectors and portfolios. In addition, the Registrant utilizes an order management system that screens for certain investment restrictions.

- B. The Funds are reviewed by the President on a periodic basis. Additionally, the President, along with other members of the Registrant's senior Investment Personnel, regularly supervises all trading activity, monitors for associated risk and has the ultimate authority related to all investment decisions.
- C. Investors are provided with monthly statements of their accounts and annual audited financial statements distributed by the Registrant's administrator. These reports are distributed both electronically and in written format based on an investor's preference.

Item 14 – Client Referrals and Other Compensation

- A. No one other than the Registrant's Funds provides an economic benefit to the Registrant for providing investment advice or other advisory services.
- B. Neither the Registrant nor any related person directly or indirectly compensates any person who is not a supervised person for Fund referrals.

Item 15 – Custody

The Registrant may be deemed to have custody, as defined under Rule 206(4)-2 under the Advisers Act, of funds or securities of the Funds. The Registrant relies on the "audit exemption" under Rule 206(4)-2(b)(4) under the Advisers Act, which exempts an adviser to a limited partnership, limited liability company or other pooled investment vehicle from the requirement to deliver account statements to its clients if the adviser requires the vehicle to be audited annually by an independent public accountant that is registered with the Public Company Accounting Oversight Board and distributes the audited financial statements annually to the investors in the vehicle.

Item 16 – Investment Discretion

The Registrant accepts discretionary authority to manage securities on behalf of its Funds through the investment management agreements with such Funds. This discretionary authority has no limitations.

Item 17 – Voting Client Securities

- A. It is the Registrant's policy to vote all proxies received by the Registrant in accordance with the management recommendations, unless otherwise instructed by the Registrant's Investment

Personnel. The Registrant's CCO is responsible for overseeing and monitoring all proxy votes to ensure that such votes adhere to the Registrant's proxy voting policy and procedures.

The Registrant's general policy is to vote proxy proposals, amendments, consents or resolutions relating to Fund securities, including interests in private investment funds, if any (collectively, "proxies"), in a manner that serves the best interests of the Funds that the Registrant manages, as the Registrant determines in its discretion, taking into account relevant factors, including, but not limited to, the impact on the value of the securities; the anticipated costs and benefits associated with the proposal; the effect on liquidity; and customary industry and business practices.

For routine matters, the Registrant will vote in accordance with the recommendation of the company's management, directors, general partners, managing members or trustees (collectively, the "Management"), as applicable, unless, in the Registrant's opinion, such recommendation is not in the best interests of the Funds. For non-routine matters, the Registrant will generally vote in accordance with the recommendation of the company's Management; however, such proxies related to non-routine matters may be voted on a case-by-case basis in the best interests of the Funds (as determined by the portfolio managers and analysts whose responsibilities include coverage of the sector for which the proxies are being voted).

At times, conflicts may arise between the interests of the Funds and the interests of the Registrant or its affiliates. If the Registrant determines that it has or may be perceived to have a conflict of interest when voting a proxy, the Registrant will address matters involving such conflicts of interest as follows:

- If a proxy proposal is addressed by the Registrant's policies, the Registrant will vote in accordance with such policies;
- If the proxy proposal (1) is not addressed by the Registrant's policies or (2) requires a case-by-case determination by the Registrant, the Registrant may vote such proxy as it determines to be in the best interest of the Funds without taking any action described below, provided that such vote would be against the Registrant's own interest in the matter (*i.e.*, against the perceived or actual conflict). The Registrant will memorialize the rationale of such vote in writing; and
- If the proxy proposal (1) is not addressed by the Registrant's policies or (2) requires a case-by-case determination by the Registrant and the Registrant believes it should vote in a way that may also benefit or be perceived to benefit its own interest, then the Registrant will take one of the following actions in voting such proxy: (a) delegate the voting decision to an internal independent committee of partners, portfolio managers or other representatives of the Funds or the Registrant (to be formed at the time of the vote); (b) inform the Fund of the conflict of interest and obtain consent to vote the

proxy as recommended by the Registrant; or (c) obtain approval of the decision from the CCO.

The CCO is responsible for ensuring, if requested, that the Registrant provides investors with (i) a description of the Registrant's proxy voting policies and procedures and (ii) instructions about how investors may obtain information from the Registrant on how it voted with respect to their Fund's securities. The CCO is responsible for responding to investor requests regarding how the Registrant voted proxies.

Item 18 – Financial Information

- A. The Registrant does not require or solicit prepayment six months or more in advance of more than \$1,200 in fees per Fund, and therefore has not included a balance sheet.
- B. The Registrant is not aware of any conditions that are reasonably likely to impair the Registrant's ability to meet contractual commitments to the Funds.
- C. The Registrant has never been the subject of a bankruptcy petition.

Item 19 – Requirements for State-Registered Advisers

The Registrant is not registered with any state securities authority.