
Taylor Woods Capital Management LLC

February 2012

This brochure provides information about the qualifications and business practices of Taylor Woods Capital Management LLC, an investment adviser registered with the United States Securities and Exchange Commission (the "SEC"). If you have any questions about the contents of this brochure, please contact us at (203) 302-7711. This information has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about the Adviser also is available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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TABLE OF CONTENTS

Item 4.	Advisory Business.....	3
Item 5.	Fees and Compensation.....	4
Item 6.	Performance-Based Fees and Side-by-Side Management	6
Item 7.	Types of Clients	7
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9.	Disciplinary Information.....	11
Item 10.	Other Financial Industry Activities and Affiliations	12
Item 11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	13
Item 12.	Brokerage Practices.....	14
Item 13.	Review of Accounts	15
Item 14.	Client Referrals and Other Compensation.....	16
Item 15.	Custody	17
Item 16.	Investment Discretion	18
Item 17.	Voting Client Securities.....	19
Item 18.	Financial Information.....	20
Item 19.	Requirements for State-Registered Advisers	21
Appendix:	Material Changes.....	22

Item 4. Advisory Business

Taylor Woods Capital Management LLC (“Taylor Woods” or the “Adviser”) is an investment adviser with its principal place of business in Greenwich, Connecticut. The Adviser commenced operations as an investment adviser on February 1, 2011. George (Beau) Taylor and Trevor Woods are the principal owners of the Adviser.

The Adviser provides advisory services on a discretionary basis to its clients, which include institutions with separately managed accounts (the “Managed Accounts”) and pooled investment vehicles intended for sophisticated investors and institutional investors (the “Funds”) that are offered on a private placement basis. The Adviser primarily limits its discretionary investment advice to global commodity and currency markets (including commodity futures, options on futures, and swaps, foreign exchange spot, forwards and options, and related instruments) but has the ability to invest in securities and other markets in furtherance of its clients’ investment strategies as well as for cash management.

The Adviser provides advice to each client account (including each Fund and each Managed Account) based on the specific investment objectives and strategies set forth in the governing documents of the particular account. The Adviser does not tailor advisory services to individual investors within pooled investment vehicles, however, with respect to certain of its Managed Accounts the Adviser may tailor its advisory services, and, in some cases, clients may impose restrictions or requirements with respect to certain investments, or may request more concentrated portfolios than are permitted in accordance with the risk parameters of the Funds. In addition, provisions relating to fees, liquidity, expenses and termination rights with respect to Managed Accounts are negotiated on a case by case basis and certain clients may have more favorable terms than others.

The commodity and currency components of each client’s portfolio are generally managed on a pari passu basis, while management of cash and cash equivalents may vary by client based upon each client’s account agreement or account structure. As of December 31, 2011, the Adviser had approximately \$1 billion client assets under management, which includes: (i) a Fund with \$149.6 million of assets under management that employs liquidity funds that are listed securities as part of its cash management strategies, and which as a result constitutes “regulatory assets under management” under Part 1 of this form ADV; (ii) Funds and Managed Accounts with approximately \$670.7 million of assets under management that are fully funded and have the ability to invest in securities but currently do not do so; and (iii) \$186.3 million attributable to notionally funded Managed Accounts that currently do not (and in some instances are not permitted to) invest in securities. For the notionally funded Managed Accounts, a notional account value is agreed upon by the holder of such a Managed Account, and that notional value along with any adjustments for investment profits and losses: (a) is used by Taylor Woods to make investment decisions, determine the sizing of positions, and apply risk parameters; and (b) serves as the basis upon which applicable fees and compensation are calculated and expenses are allocated with respect to such Managed Account. Amounts funded by the Managed Account holder may vary from the notional amount depending on the requirements of the Managed Account’s brokers.

The Adviser does not manage any client assets on a non-discretionary basis.

Item 5. Fees and Compensation

Asset-Based Compensation

The Adviser charges each client an investment management fee of up to 2% per annum based on the value of the client's assets under management. Investors in the Funds will be subject to such management fees indirectly through their investment in such Funds.

With respect to certain of the Managed Accounts, investment management fees are accrued monthly and charged at quarter end based on the total market value of the assets in the client account (including net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest) at month end.

With respect to certain other Managed Accounts, investment management fees are accrued monthly and charged at month end based on a beginning notional value of the account that is communicated to the Advisor prior to the start of the month.

With respect to the Funds, investment management fees are accrued to the client's account monthly and charged each quarter in advance based on the total market value of the assets in such account on the first day of the quarter. While it is unlikely that an investor in a Fund will withdraw/redeem intra-quarter, the Adviser will refund the unearned portion of any pre-paid management fees if a withdrawal or redemption, as applicable, is made before the end of a billing period. The Adviser generally determines the amount of the relevant refund on a pro rata basis, based upon the portion of the relevant period during which it provided services.

The investment management fees are generally not negotiable, however, the Adviser (or as applicable for certain Fund clients, the general partner, who is an affiliate of the Adviser) may waive or modify the asset-based fees for investors of the client that are members, employees or affiliates of the Adviser (or general partner, as applicable), relatives of such persons, and for certain large or strategic investors.

Performance-Based Compensation

The Adviser or an affiliate of the Adviser will also be paid a performance-based allocation, which is compensation that is based on a share of capital gains on or capital appreciation of the assets of a client. This compensation ranges from 20 - 30% per annum, and in any event, is subject to a loss carryforward.

The performance-based fees will generally not be negotiable, however, the Adviser (or as applicable for certain Fund clients, the general partner, who is an affiliate of the Adviser) may waive or modify the asset-based fees for investors of the client that are members, employees or affiliates of the Adviser (or general partner, as applicable), relatives of such persons, and for certain large or strategic investors.

With respect to the Adviser's Fund clients, the Adviser deducts the asset-based compensation or performance based compensation from client accounts by instructing the client's administrator. With respect to the Adviser's Managed Account clients, the Adviser does not deduct the asset-based compensation or performance based compensation from client accounts. Rather, the Adviser bills clients. The Adviser deducts client accounts or bills clients, as the case may be, for asset-based compensation quarterly or monthly, and for performance based compensation annually, as applicable. A portion of all asset based compensation and performance based compensation is deducted from each client and/or paid by the Adviser to the Strategic Investor described in Item 10.

Expenses

As more fully described in each Fund's respective offering memorandum and the investment management agreement establishing each Managed Account, the Funds and Managed Accounts will generally bear expenses in connection with their trading and investment activities, which may include, without limitation, expenses such as legal, compliance, administrator (including initial set-up costs); investment expenses such as commissions, brokerage and other transaction costs; research fees and expenses (including research related travel); Bloomberg related charges and expenses; trading and risk system expenses (including initial set-up costs); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; futures commission merchant fees; and bank service fees. The Funds also bear additional expenses including audit and accounting expenses (including third party accounting services); organizational expenses; directors' fees and expenses; pooled vehicle-related insurance costs (including D&O and E&O insurance for the Adviser and outside directorship liability); the Fund's pro rata share of the expenses of a related master fund; and any other expenses related to the purchase, sale or transmittal of the Fund's assets. Expenses that are attributable to a particular client will only be borne by that client. Expenses that are common to multiple clients may be borne by all such clients on a *pro rata* basis as determined by the applicable net asset or notional account value, but may also be borne by only one such client subject to the expense provisions of the applicable client agreements. Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser's brokerage practices.

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

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple clients. As discussed in Item 5, the Adviser or an affiliate of the Adviser may be paid performance-based compensation by its clients, and the Strategic Investor described in Item 10 may also receive or be paid a portion of performance based compensation. In addition, the Adviser's investment personnel are sometimes compensated on a basis that includes a performance-based component. Further, certain client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. When the Adviser and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account. The Adviser and its investment personnel have a greater incentive to favor client accounts that pay the Adviser (and indirectly the portfolio manager) greater performance-based compensation or higher fees.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, the Adviser's procedures relating to the allocation of investment opportunities require that similarly managed accounts participate in investment opportunities pro rata based on asset size and require that, to the extent orders are aggregated, the client orders are price-averaged. Finally, the Adviser's procedures also require the objective allocation for limited opportunities to ensure fair and equitable allocation among accounts. These areas are monitored by the Adviser's Chief Compliance Officer and Chief Financial Officer.

Notwithstanding the Adviser's policies and procedures, the investment performance of similarly managed client accounts may differ due to numerous factors, including but not limited to, (i) the frequency of additions and withdrawals of assets to applicable accounts; (ii) different counterparty fees and expenses associated with applicable accounts; (iii) relative differences in account balances; (iv) trading following additions or withdrawals of capital to an account; (v) tax, legal or regulatory requirements; and (vi) any other risk parameters, instructions or restrictions imposed by a particular client, including criteria with respect to cash management as discussed in Item 4.

Item 7. Types of Clients

The Adviser's clients consist of institutions with separately managed accounts and pooled investment vehicles intended for sophisticated investors and institutional investors.

With respect to its separate account clients, the Adviser does not have any requirements for opening or maintaining an account, however, the Adviser is currently not accepting any new separate account clients.

With respect to any client that is a pooled investment vehicle, any initial and additional subscription minimums are disclosed in the offering memorandum for the pooled investment vehicle. Such minimum investment amounts, however, may be (and have been) waived or modified by the applicable general partner or board of directors of the respective Fund, in their sole discretion.

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

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations focused on the global commodity and currency markets. The methods of analysis include fundamental research and modeling. With respect to fundamental research, the Adviser typically utilizes a combination of proprietary research and industry research related to its markets. The Adviser employs the following investment strategies:

Commodities. The Adviser engages in fundamentally based investment in underlying commodities. Utilizing an in-depth understanding of market fundamentals, the Adviser develops a portfolio of directional and relative value positions. Drivers of asymmetric risk / reward opportunities include: projected changes in product specific supply/demand dynamics, legislative and environmental policies, secular trends in growth rates and resource consumption, changes in global monetary and trade policy, and geopolitical events. Commodities trades are primarily executed via futures exchanges and exchange cleared over-the-counter swaps, options and forwards, though the Adviser retains flexible investment authority, including the ability to execute derivatives trades off exchange.

Currencies. The Adviser invests in foreign exchange markets, generally focused on G-20 currencies. Products traded include spot, forwards, and options both on exchange and over-the-counter. The Adviser's approach to currency trading is primarily fundamental with a focus on global macroeconomic events.

Options Trading. The Adviser engages in various options trading investment strategies in both its commodities and currency portfolios. Options are investments whose ultimate value is determined from the value of the underlying investment. Options are utilized both as a risk management tool as well as to create leverage on directional views.

General Risks

No assurance can be given that investors will realize a profit on their investment or that the Adviser's investment strategies will succeed. The Adviser's methods, strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire contribution or investment.

Investment Strategy Risks

Commodities. Commodity investments are affected by various factors, including the global macro environment, specific commodity supply-demand dynamics, geopolitical and regulatory events as well as weather. There can be no assurance that the Adviser will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on its commodity investments. Prices of commodity investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Adviser's portfolio and the value of its investments.

Hedging. The Adviser utilizes a variety of financial instruments such as derivatives, options and futures and forward contracts for risk management (and investment) purposes. There can be no assurances that a particular hedge is appropriate, or that certain risk is measured properly. Further, while the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall

performance and increased (rather than reduced) risk for the Adviser's investment portfolios than if the Adviser did not engage in any such hedging transactions.

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

Commodity Futures and Options. Commodity futures markets are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in currency prices as well as interest rates. In addition, because of the low margin deposits normally required in commodity futures trading, a high degree of leverage may be typical of a pooled investment vehicle or managed account engaging in commodity futures trading. As a result, a relatively small price movement in a commodity futures contract may result in substantial losses to such a client account. Commodity options, like commodity futures contracts, are speculative, and their use involves risk. Specific market movements of the cash commodity or futures contract underlying an option cannot be predicted, and no assurance can be given that a liquid offset market will exist for any particular futures option at any particular time.

Currencies. Investments in currencies, currency futures contracts, forward currency exchange contracts or similar instruments, as well as in instruments that are denominated in foreign currency, are subject to the risk that the value of a particular currency will change in relation to one or more other currencies as well as in response to market or political volatility, among other factors. Because transactions in currencies are often executed with dealers over-the-counter, clients will also be subject to counterparty risk, including risk relating to the financial soundness and creditworthiness of the counterparty.

Derivatives. While the Advisor generally clears commodity swaps and options on official exchanges, it does retain the ability to execute swaps and other derivative products away from recognized exchanges. In such cases, these derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. Further, such transactions will expose the client's account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of investment instruments. In addition, investments in any derivative instruments require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the client or the Adviser.

Non-U.S. Investments. Investing in commodity futures and options and other financial instruments of non-U.S. governments which are generally denominated in non-U.S. currencies, and utilization of non-U.S. currency forward contracts and options on non-U.S. currencies, involve certain considerations comprising risks not typically associated with investing in commodity futures and options and other financial instruments in the United States, including higher transaction costs; less government supervision of exchanges, brokers and issuers; difficulty in enforcing contractual obligations; lack of uniform accounting and auditing standards; and greater price volatility. In addition, the risks of foreign investments typically are greater in less developed countries, sometimes referred to as emerging markets. Clients could incur substantial losses from trading on foreign exchanges to which they would not have otherwise been subject had the Adviser's trading been limited to U.S. markets.

Counterparty Risk. As discussed above, some of the markets in which the Adviser may effect transactions are not exchanged-based, including over-the-counter or interdealer markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of exchange-based markets are subject. The lack of evaluation and oversight of over-the-counter markets exposes client accounts to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or

not bona fide) or because of a credit or liquidity problem, thus causing clients to suffer losses. Such counterparty risk is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Adviser has concentrated its transactions with a single or small group of counterparties. Further, a disruption in the financing, derivative intermediation and other brokerage services provided by any such relationships before the Adviser establishes additional relationships could have a significant impact on clients due to the Adviser's reliance on such counterparties.

In addition, client assets may be held in one or more accounts maintained by counterparties, including futures commission merchants. There is a risk that any of such counterparties could become insolvent and/or subject to insolvency proceedings. The insolvency of counterparties is likely to impair the operational capabilities of Taylor Woods and limit access to client assets. There also exists the risk that the recovery of client assets from counterparties could be delayed or be of a value less than the value of the instruments or assets originally entrusted to such counterparties. In addition, Taylor Woods may use counterparties located in jurisdictions outside the United States. Such local counterparties are subject to the laws and regulations in foreign jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to client assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on clients' assets.

For a comprehensive list of risk factors, please refer to the relevant offering memorandum, as applicable.

Item 9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the investment adviser or the integrity of the investment adviser's management. The Adviser has no legal or disciplinary events to report at this time.

Item 10. Other Financial Industry Activities and Affiliations

The Adviser and its affiliates have entered into an arrangement with a strategic investor (the "Strategic Investor"), whereby the Strategic Investor provided a significant capital contribution to certain client accounts at inception, and may continue to make investments in such accounts. In consideration for such capital contribution, the Strategic Investor (i) is entitled to receive a portion of the asset based and performance based compensation discussed in Items 5 and 6, (ii) has received certain other rights that are in addition to, and may be more favorable than, the rights of other clients and Fund investors, and (iii) may have access to information not available to other investors. The Strategic Investor is not a related person as defined in the instructions to this Form ADV, or sponsor or promoter on behalf of the Adviser, and does not have any role in discretionary investment of client assets.

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

The Adviser has adopted a Code of Ethics (the “Code”) that obligates the Adviser and its related persons to put the interests of the Adviser’s clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. The Code includes a personal securities transactions policy that applies to Adviser employees and a policy dealing with conflicts of interest among Adviser employees and clients. As a matter of general policy, employees of the Adviser may not purchase, sell or otherwise acquire or dispose of beneficial ownership of any securities in underlying commodity products (including futures) or in commodity-linked equity ETFs for any of their personal accounts. All of the Adviser’s personnel are also required to comply with applicable federal securities laws. Clients or prospective clients may obtain a copy of the Code by contacting Michael Wasserman (Chief Compliance Officer) by email at mwasserman@taylorwoods.com, or by telephone at (203) 302-7711.

Item 12. Brokerage Practices

The Adviser considers a number of factors in selecting prime brokers, executing brokers and futures commissions merchants (collectively, the “Brokers”) for each of the Funds and Managed Accounts and determining the reasonableness of the Broker’s compensation. Such factors include net price, reputation (including of support staff and client service teams), financial strength, stability and efficiency of execution, offering to the Adviser on-line access to computerized data regarding a client’s accounts, and the research, brokerage or other services provided by such Brokers. In selecting a Broker to execute transactions (or series of transactions) and determining the reasonableness of the Broker’s compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser’s practice to negotiate “execution only” commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a Broker which are included in the commission rate. The Adviser may place transactions with a Broker that (i) provides the Adviser (or an affiliate) with the opportunity to participate in capital introduction events sponsored by the Broker or (ii) refers investors to the Funds or other products advised by the Adviser (or an affiliate), if otherwise consistent with seeking best execution; provided the Adviser is not selecting the Broker in recognition of the opportunity to participate in such capital introduction events or the referral of investors. The Adviser’s Chief Operating Officer, Chief Financial Officer and associate portfolio managers meet monthly in an effort to identify and mitigate compliance risks associated with brokerage relationships, and to evaluate the Brokers used by the Adviser to execute client trades using the foregoing factors.

The Adviser does not currently engage in soft dollar arrangements. To the extent the Adviser does engage in such arrangements, it will limit the use of “soft dollars” to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 (“Section 28(e)”) and will adopt procedures accordingly.

Subject to the applicable provisions in each Fund and Managed Account agreement, generally neither Taylor Woods nor any of its affiliates will be liable to any client for any acts or omissions arising out of, or in connection with, the client, any investment made or held by the client or any governing agreement, unless such action or inaction constituted willful misconduct, gross negligence or violation of applicable law. As a result, any negative or positive results of trading errors generally will be borne by the applicable client, rather than by the Adviser or an affiliate, so long as the Adviser or such affiliate adheres to the foregoing standard of care.

The Adviser may aggregate trades when such aggregation is expected to be in the best interest of all participating clients. The commodity and currency components of each client’s portfolio are generally managed on a *pari passu* basis, while management of cash and cash equivalents may vary by client based upon each client’s account agreement or account structure. As such, the majority of client transactions are aggregated, with filled transactions being allocated on a *pro rata* basis. Partially filled transactions are generally allocated *pro rata* based upon initially intended allocations. All accounts participating in a block trade must receive the average price and pay a proportional share of any commission, subject to minimum ticket charges. To the extent the Adviser is allocating a trade among any two or more clients that are not managed *pari passu*, then a determination will be made prior to entering in such transaction as to the relative allocations of all participating clients. Trades may also be allocated among clients other than *pro rata* for a variety of reasons, including: a client’s investment guidelines, restrictions or concentration parameters, available cash, liquidity requirements, rebalancing total risk exposure across all clients, tax or legal reasons, and to avoid odd-lots or in cases when a normal allocation would result in a *de minimis* allocation to one or more clients. At all times, the Adviser will seek to allocate trades in a manner that is fair to all clients, and will never allocate trades based on an account’s performance or fee structure.

Item 13. Review of Accounts

Each client account is reviewed by the Chief Operating Officer, Chief Financial Officer and associate portfolio managers of the Adviser, on a monthly basis to determine whether investment positions should be maintained in view of current market conditions. Matters reviewed include specific investment positions held, adherence to investment guidelines and the performance of each client account.

Significant market events affecting the prices of one or more investment positions in client accounts, trade errors and changes in the investment objectives or guidelines of a particular client may trigger reviews of client accounts on other than a periodic basis.

Clients that have managed accounts with Taylor Woods receive daily reports in their capacity as account holder from applicable brokers detailing the estimated profits and losses for the account for that day. Additionally, each such client receives monthly reports detailing their account information, including the account's beginning and ending value, and the account's performance for that period.

A Fund's underlying investors receive reports from the Fund pursuant to the terms of such Fund's offering memoranda or as otherwise described in the offering document of the client.

Item 14. Client Referrals and Other Compensation

This Item is not applicable.

Item 15. Custody

With respect to the custody of assets held by the Funds, the Adviser relies on the exception under Rule 206(4)-2(b)(4) of the Advisers Act, pursuant to which the Adviser is exempted from, or deemed to be in compliance with, certain requirements under Rule 206(4)-2 relating to custody of client assets. In accordance with the conditions of that exception, each Fund will distribute its audited financial statements to all investors within 120 days of the end of its fiscal year. Citco Fund Services (and/or its affiliates) as the administrator to each Fund, is responsible for distributing such reports to investors.

Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to clients. Please see Item 4 for a description of any limitations clients may place on the Adviser's discretionary authority.

Prior to assuming discretion in managing a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the investment positions to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines); and (ii) the amount of investment positions to be purchased or sold for the client account. Because of differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions held. Beginning of the month net asset value ("NAV") will be the prevailing factor in determining allocation percentages as between the private investment vehicle clients. If a new private investment vehicle is opened by the Adviser intra-month, the beginning of the month NAV plus month-to-date P&L for all client accounts will be used to determine the new allocation percentage. The process for buying new positions is the same as above.

In limited circumstances the Adviser may effect cross transactions between discretionary client accounts, except as otherwise noted below. Cross transactions enable the Adviser to effect a trade between two clients for the same investment position at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. The Adviser has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. All assets will be crossed at the midpoint between the current national best bid and offer and/or in a manner otherwise consistent with the Adviser's fiduciary obligations. Any transaction costs will be divided equally between the parties. Cross transactions between client accounts are not permitted if they would constitute principal trades or trades for which the Adviser or its affiliates are compensated as a broker unless client consent has been obtained based upon written disclosure to the client of the capacity in which the Adviser or its affiliates will act.

Item 17. Voting Client Securities

The Adviser currently invests primarily in FX spot, forwards and options and commodity futures, options, and swaps, and to date has not been in a position to vote proxies on behalf of clients. Should the Adviser's circumstances change, the Adviser will adopt policies and procedures to comply with Rule 206(4)-6.

Item 18. Financial Information

Taylor Woods is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual and fiduciary commitments to its clients, nor has it been the subject to any bankruptcy proceeding.

Item 19. Requirements for State-Registered Advisers

This Item is not applicable.

Appendix: Item 2. Material Changes

This item is not applicable.