

Caledon Capital Management Inc.

Caledon Capital Brochure (Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Caledon Capital Management Inc. ("Caledon"). If you have any questions about the contents of this brochure, please contact us at 416-861-0700 or at info@caledoncapital.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Additional information about Caledon is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure has been prepared to provide clients, prospective clients and members of the general public with information regarding Caledon's business and professional staff. It has been adopted pursuant to Rule 204-3 of the Investment Advisers Act of 1940 (the "Advisers Act").

A copy of this Brochure has been filed with the U.S. Securities and Exchange Commission (SEC) and can be found either at the SEC website (www.sec.gov) or by accessing Investment Advisor registration information at www.iard.com.

Caledon reviews and updates this Brochure at least annually to ensure the information is current.

All material updates to the Brochure from the prior version dated June 30, 2011 are summarized below:

1. There are no material updates.

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Item 4 – Advisory Business

Caledon Capital Management Inc. (“Caledon” or the “Firm”) is an independent private corporation based in Toronto, Canada and was incorporated on September 24, 2008. The Firm was first organized in 2006 as Caledon Capital Partners Ltd. by its principal owner, David Rogers, a former senior member of the private equity group of the Ontario Municipal Employees Retirement System (“OMERS”) pension plan who was also a member of the Board of Directors of the parent company for OMERS’ Borealis Infrastructure group. Caledon has now been providing infrastructure and private equity portfolio management and advisory services to pension fund clients and other institutional investors since 2007.

Caledon’s business is 100% focused on providing customized private markets portfolio management services and investment solutions to institutional clients with global infrastructure and private equity investment programs. Caledon’s private markets portfolio management services are being provided through discretionary and non-discretionary advisory mandates and project-oriented assignments. Caledon believes its approach provides its clients with a flexible and more customized method to investing, as well as a more transparent and lower-cost alternative to other external private market fund-of-funds or advisory solutions. Clients may impose restrictions on investing in certain securities or types of securities if they so elect.

Caledon does not participate in wrap fee programs.

As of February 29, 2012, Caledon’s assets under advisement (“AUA”) were as follows:

Mandate	Number of Clients	AUA
Discretionary	0	0
Non-Discretionary	5	\$3,864
Total	5	\$3,864

** in millions of Canadian dollars as of February 29, 2012*

Caledon does not have discretionary or trading authority over client portfolios. Assets under advisement represent the total private markets portfolio that Caledon provides investment advice to clients on.

Item 5 – Fees and Compensation

Caledon’s fees are negotiated based on the scope of the private markets engagement and services required by the client. Fees are disclosed in the Investment Management Agreement between Caledon and the client and are typically established as either a fixed annual retainer arrangement or calculated as a percentage of assets under advisement.

Fees are typically billed to clients on a quarterly basis in arrears plus any direct expenses incurred in performing services. Transaction costs and professional fees are typically paid directly by clients.

Caledon does not receive any fees or compensation from investment/fund managers that it selects for its clients' portfolios nor from any other third-party intermediary/agent.

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

In addition to client fees described above Caledon may also charge a performance-based fee based on out-performing an agreed to hurdle rate for the client.

Since Caledon may provide similar services to clients with different fee structures, it could be perceived that a performance-based compensation system may potentially create an incentive for Caledon to favor certain clients over other clients. Caledon addresses this potential conflict of interest by following a formalized allocation policy for the purpose of allocating investment opportunities on a fair, just and equitable basis among its clients. This allocation policy takes into account, among other factors, the size of the client mandate, the size of the proposed investment opportunity, the client's investment strategy/focus, the client's portfolio construction, and existing diversification limits. If an investment is deemed suitable for several clients, it is allocated on a pro rata basis or such other basis that Caledon reasonably expects to ensure that all clients are treated fairly and equitably.

Item 7 – Types of Clients

Caledon currently provides private markets portfolio management services and investment solutions to both corporate and public pension plans as well as an insurance plan. Other types of investors Caledon is targeting to provide services to over time include endowments, foundations, family investment offices, and other institutional and government clients.

Caledon has no minimum account size or other formal requirements for opening or maintaining a client account. Caledon, in its sole discretion, may accept or decline any client account.

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

As with any type of investing, a certain degree of risk can be associated with private markets investing. As a result, clients should be prepared to bear the following potential risks and considerations:

Returns: Because of the nature of investment opportunities that Caledon advises on, the anticipated or targeted returns cannot be guaranteed. Caledon uses extensive research, forecasting analyses and benchmarking for the purpose of identifying in advance and mitigating any potential performance risks; however, returns can be unpredictable and ultimately are not assured. During due diligence, Caledon will analyze the track records

and historical performance of potential investments as well as the underlying assumptions and key drivers of success in order to maximize the client's probability of achieving targeted return.

Investment Horizon: Private markets fund investments typically have limited lives (generally 10-12 years); therefore, investors need to consider whether the duration of these kinds of investments are acceptable and/or consistent with any potential short-term liquidity requirements. Caledon helps clients develop a forecast of investments and probable cash flows so they can better understand their liquidity positions as it relates to funding liabilities.

Regulatory Issues: Changes by regulatory authorities related to investments could impact revenues, growth, and performance outcomes. A clear understanding of the regulatory environment is fundamental both prior to, and during an investment period. Caledon is constantly monitoring market developments as it relates to regulatory issues so that it can anticipate and proactively act on any of the resulting effects in acting as a trusted advisor to its clients.

Illiquidity: Private markets investments typically lack short-to-medium term options for liquidity during which there are often a limited number of exit strategies available. Investors bear the risk of limited liquidity for the duration of their private markets investments. By developing a pacing schedule, Caledon helps its clients better understand the lock-up periods of their capital as well as likely timing of drawdowns and distributions. Further, should liquidity be required by a client, Caledon can assist its clients to achieve this through sales on the secondary market.

Macroeconomic Factors: Investors face macroeconomic risks as a result of adverse changes in the economic cycle, economic growth, employment, inflation, interest rates, FX rates, etc.

Resourcing: Significant time and portfolio management resources are required by institutional investors to both execute and monitor private markets investments. Investors need either to allocate the appropriate internal resources to this initiative or outsource these capabilities. Caledon has intentionally limited the number of clients it chooses to represent so it can dedicate the appropriate time and resources to the formation and monitoring of their respective private markets programs.

Over-Diversification: Although investors should seek a certain level of diversification in their portfolio, they should also be aware of the risk of over-diversifying their private markets portfolio to industry average performance by investing in too many fund relationships. Caledon helps develop diversification parameters for its clients' private markets portfolios in order to avoid creating an index of investments and lowering overall return potential. Caledon seeks to limit the number of investment relationships its clients

undergo while creating meaningful, strategic partnerships with a small group of managers.

Transparency: Due to the nature of private markets investing, transparency to new investors and the wider market can be difficult to achieve. This opacity poses a potential risk as it makes relative performance assessment and comparison difficult to assess.

Leverage: Investors should be aware that increased leverage leads to increased risk and potential scenarios could arise where portfolio companies are unable to meet their debt obligations, thus impacting eventual returns to the fund and its limited partners. Investors should focus on managers who seek to drive value creation (EBITDA growth) versus financial leverage to generate returns as well as managers that utilize prudent levels of leverage. As a result of its experience as former fiduciaries at various pension plans and organizations, Caledon and its Principals are well suited to analyze the strategies of potential investments and gauge their use of leverage and the risks associated and determine if it is prudent for clients.

Caledon employs both portfolio construction and due diligence initiatives in order to mitigate the potential risks of the above factors. The Firm conducts its own analysis and research throughout all phases of the investment process and undertakes a rigorous approach to the evaluation and assessment of all investment opportunities in the context of each client's strategy, objectives and constraints. Caledon employs an integrative top-down and bottoms-up analysis of the market and the potential opportunities therein to identify those best suited for each of its clients.

Caledon will utilize the process described below to source high potential opportunities on which to concentrate its due diligence efforts:

Initial screen: Caledon performs an initial review of potential investments based on manager meetings and/or a review of fund offering documents with a focus on the investment strategy, organization and team, track record, current portfolio, and terms and conditions.

Investment team review: Caledon's investment team reviews the pipeline of new opportunities to develop a position on potential investments and discuss next steps. As part of this process, Caledon identifies potential opportunities that are believed to be a fit for its clients' portfolios. Particular attention is paid to an investment opportunity's potential to match the needs of a client's investment program as determined in the strategy development phases.

Due diligence: As part of its preliminary due diligence, an investment deal team will then perform a more thorough analysis of the investment opportunity. It is customary for Caledon to develop a preliminary investment thesis, as well as identify risks and issues to be examined further. In developing and refining the investment thesis for a particular opportunity deemed of high potential, Caledon conducts a thorough evaluation and detailed qualitative and quantitative analysis of the investment opportunity as part of its formal due

diligence. A detailed assessment is made by Caledon regarding the prospective manager's ability to continue to deliver on its strategy and the investment's likelihood of generating expected returns going forward. Caledon further reviews and evaluates potential issues and risks to the investment rationale to ensure they are commensurate with the client's short and long term investment objectives.

Investment Decision, Documentation and Closing: Upon completion of due diligence, a formal report/investment recommendation, summarizing Caledon's findings and final recommendations is developed and refined. Ultimate investment decisions for non-discretionary mandates are made by a client's investment committees and/or staff for approval as required.

Item 9 – Disciplinary Information

Neither Caledon nor its professional staff have ever been subject to or are currently involved with any business litigation, securities or tax law violation investigations or proceedings, regulatory or legal proceedings or government investigations. No legal or disciplinary events that are material to a client's or prospective client's evaluation of Caledon's advisory business or the integrity of its management have occurred.

Item 10 – Other Financial Industry Activities and Affiliations

Caledon is an independent private markets advisory firm and is not affiliated or registered (or has an application pending) as a securities broker-dealer, a futures commission merchant, commodity pool operator or commodity trading adviser. In addition, none of the Firm's professional staff are representatives of a broker-dealer or any other regulated securities entities.

Neither Caledon nor its professional staff has a relationship or arrangement that is material to its advisory business or its clients with a related person of the type listed below:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker
- Investment company or other pooled investment vehicle
- Other investment adviser or financial planner
- Futures commission merchant, commodity pool operator, or commodity trading adviser
- Banking or thrift institution
- Accountant or accounting firm
- Lawyer or law firm
- Insurance company or agency
- Pension consultant
- Real estate broker or dealer
- Sponsor or syndicator of limited partnerships

Caledon does not receive compensation directly or indirectly from any of the foregoing types of advisors for selecting or recommending them to its clients.

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

Caledon has developed *Code of Ethics & Standards of Professional Conduct* and *Conflict of Interest Policies* (collectively, the “Code of Ethics”) to ensure its professional staff will comply with applicable securities laws and regulations when engaged to provide private markets advisory services to clients. The Code of Ethics was developed based on various U.S. securities laws and regulations governing the use of confidential information and personal securities transactions. The Code of Ethics sets forth procedures and restrictions regarding personal trading and related activities of Caledon’s professional staff that are designed to detect and prevent conflicts of interests between Caledon and its clients.

Caledon’s Code of Ethics includes:

- Standards of business conduct required of its supervised persons, which standards reflect its fiduciary obligations and those of our supervised persons;
- Provisions requiring its supervised persons to comply with applicable securities laws;
- Provisions that require all of its “access persons,” as that term is defined by the SEC in Rule 204A-1, to report, and Caledon to periodically review, their personal securities transactions and holdings;
- Provisions requiring supervised persons to report any violations of the Code of Ethics to the Chief Compliance Officer or, provided the Chief Compliance Officer also receives reports of all violations, to other persons that are designated in the Code of Ethics;
- Provisions requiring it to provide each of its supervised persons with a copy of the Code of Ethics and any amendments, and requiring all supervised persons to provide it with a written acknowledgement of their receipt of the Code of Ethics; and
- Provisions requiring access persons to obtain approval before directly or indirectly acquiring beneficial ownership in any security in an initial public offering or private placement.

A copy of Caledon’s Code of Ethics will be provided to clients or prospective clients upon request.

Item 12 – Brokerage Practices

Caledon’s investment programs for its clients provide for them to invest in private securities which can only be purchased directly from the issuer. Consequently, Caledon is not in a position to select or recommend broker-dealers when executing investment transactions for clients.

Item 13 – Review of Accounts

Caledon's client accounts and investment plans are reviewed on a regular basis (at least quarterly) by Caledon's senior investment professionals with its clients. Upon consideration of new investments and/or divestments, Caledon will also review the client's investment program accordingly and the impact of such recommended transactions on the client's portfolio.

Capital calls and distributions for investments are sent out by a fund manager to the investment professionals who review these statements and as these transactions are funded, they are recorded in Caledon's investment management system.

On a monthly basis, cash transactions are reconciled to clients' custody or internal accounting records.

On a quarterly basis, investment performance and financial statements are received from fund managers and reviewed by the applicable Caledon investment relationship manager. In addition, Caledon will conduct regular conference calls with investment managers to review performance results.

Caledon creates tailored reports to meet the needs of individual clients. Each quarter, its clients will receive a written report that includes both a qualitative and quantitative review of their investment portfolios including performance data, portfolio construction, material developments, etc.

Item 14 – Client Referrals and Other Compensation

Caledon does not compensate persons (i.e., individual or entities) for the referral of advisory clients to the Firm.

Caledon does not receive any economic benefits from any non-clients for providing investment advice or other advisory services to Caledon's clients.

Item 15 – Custody

Caledon does not have custody of clients' private market assets and does not make custodian bank recommendations. Caledon's clients retain their own custodians to hold their assets. The custodians provide direct reporting to clients on their private markets portfolio. Caledon works with its clients to review and compare custodial records to reports provided by the investment funds. Results reported by investment funds may vary from custodial statements based on accounting procedures, reporting dates, foreign exchange rates or valuation methodologies of certain securities, and Caledon assists its clients in reconciling these differences.

Item 16 – Investment Discretion

Caledon does not currently have discretionary authority to buy, sell or otherwise effect investment transactions involving its clients' private equity portfolio without first obtaining the consent of the applicable client before any transaction is effected.

Item 17 – Voting Client Securities

Caledon does not have authority to vote client securities. Clients should receive proxy solicitations directly from the issuer or their custodian or transfer agent. Clients may contact Caledon directly if they have a specific question regarding a solicitation.

Specifically, potential conflicts of interest could arise with respect to the allocation of various co-investment opportunities between Caledon clients. Caledon's policy is to treat all clients in a fair and equitable manner and in accordance with contractual obligations and its fiduciary duties. No client is favored over any other client for any reason, including, but not limited to, the fee structure or amount of fees payable to Caledon by the client. To address any potential conflicts of interest with respect to allocation of opportunities, investment opportunities are presented to Caledon's Advisory Committee (or the "Committee") for review. Factors considered by Caledon and the Committee include, among others, the aggregate amount available to Caledon for a given co-investment, the size of each client account and fund, the applicable clients' investment strategy, and the portfolio construction of the applicable program at the time of investment. The Chief Compliance Officer attends all meetings with the Advisory Committee and monitors the deliberations with respect to investment decisions to ensure these policies are followed. The Advisory Committee meets with representatives from Caledon's investment team to assess the needs of each client and the suitability of each potential investment for that client. Caledon also confers with the sponsors of each potential investment to determine whether the clients it believes are suitable investors are acceptable to the sponsor and what restrictions, if any, the sponsor may impose on the type of investors admitted.

For fund investments, Caledon may accept a seat on the limited partner advisory board in order to act as an extension of its clients and gain increased access and insight to a fund manager's proceedings. This allows Caledon to better represent its clients and provide sound and prudent advice. Further, by taking a participatory role in the advisory boards of fund investments, Caledon is better positioned to monitor its clients' investments and report on developments.

Item 18 – Financial Information

Caledon Capital is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual or fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding since its inception.

Item 19 – Requirements for State-Registered Advisers

Not applicable.