

EAGLE’S VIEW CAPITAL MANAGEMENT, LLC
PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Eagle’s View Capital Management, LLC (“Eagle’s View” or the “Firm”). If you have any questions about the contents of this brochure, please contact Joel Rudin, the Firm’s Chief Compliance Officer at (212) 421-7300 or joel@evhedge.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

For “Registered Investment Advisers”: “Any reference to Eagle’s View as a registered investment adviser does not imply a certain level of skill or training.

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

Item 2: Material Changes

Effective May 1, 2012, Joel Rudin was hired and appointed Chief Compliance Officer to replace Neal Berger, who still remains the President of Eagle's View.

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Item 4: Advisory Business

Item 4.A.

Eagle's View Capital Management, LLC ("**Eagle's View**" or the "**Firm**"), a Delaware limited liability company, was formed in June 2005 by Neal T. Berger. Mr. Berger is the principal owner of Eagle's View.

Item 4.B.

Eagle's View is an alternative investment management firm that provides investment recommendations and advisory services to clients with respect to their hedge fund allocations (the "**Separate Accounts**"), and selects other advisors and serves as investment manager to three (3) pooled investment vehicles: Eagle's View Capital Partners, L.P. ("**EVCP**"), a Delaware limited partnership, Eagle's View Diversified Opportunities Fund, L.P. ("**EVDOF**"), a Delaware limited partnership, and Eagle's View Offshore Fund, Ltd. ("**EVOF**"), an exempted company incorporated under the laws of the Cayman Islands, (collectively, the "**Fund-of-Funds**" and together with the Separate Accounts, the "**Advisory Accounts**").

The Firm's investment objective is to achieve above-average capital appreciation, lack of correlation to the traditional markets, and low volatility returns for its clients by investing in a broadly diversified portfolio of alternative investment opportunities. With respect to the Fund-of-Funds managed by Eagle's View, the Firm's strategy is to invest in external Limited Partnerships, both domestic and offshore, and to engage in limited opportunistic trading and/or hedging.

Item 4.C.

The Firm's investment management and advisory services to the Fund-of-Funds are provided pursuant to the terms of the relevant offering memorandum and investors in the Fund-of-Funds cannot obtain services tailored to their individual specific needs. However, Eagle's View does provide investment management and advisory services to separately managed accounts. Such services are customized based on the specific needs of each Separate Account client. The customized services offered to each Separate Account client are based upon the return expectations, tolerance for risk and volatility, and the need for liquidity of each specific client.

Item 4.D.

Not Applicable. Eagle's View does not participate in a wrap fee program.

Item 4.E.

As of February 7, 2012, Eagle's View manages \$362,537,130 in Advisory Account assets on a discretionary basis. Eagle's View manages \$57,920,552 in Advisory Account assets on a non-discretionary basis.

Item 5: Fees and Compensation

Item 5.A.

In general, the fees for both the Fund-of-Funds and for the Separate Accounts are negotiable.

Eagle's is entitled to receive a management fee of 0.5% per annum for Eagle's View Diversified Opportunities Fund, L.P. and 1% for the other Fund-of-Funds, each calculated quarterly and taken in advance. The management fees taken for the Fund-of-Funds are a percentage of each Limited Partner's capital account balance.

See Item 6 for a description of the incentive allocation paid to the relevant general partner of the Fund-of-Funds.

The Separate Accounts that are managed by Eagle's View are generally charged performance fees that are similar to, or equal to, those applicable to the Fund-of-Funds.

Item 5.B.

The Firm deducts management fees from each investor's account in the Fund-of-Fund products.

Item 5.C.

The management fees described above shall be used by Eagle's View to pay its own overhead expenses of an ordinary and recurring nature. Each Advisory Account is responsible for all direct costs of administering its business. These costs include, administration fees and expenses, brokerage commissions, interest on margin and other borrowings and borrowing charges on securities sold short, custodial fees, legal, research, accounting and audit fees and expenses, tax preparation fees, governmental fees and taxes, bookkeeping and other professional fees, telephone expenses, and all other fees as outlined in the respective offering memorandum of the Fund-of-Funds incurred in connection with such Advisory Account, as applicable.

Item 5.D.

Management Fees to Eagle's View are calculated and taken quarterly in advance.

Item 5.

E.1. to E.3. Please see Item 11.B. to Item 11.D. below.

E.4. Not Applicable. Eagle's View does not charge commissions or markups in addition to advisory fees.

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

The general partner of EVDOF is paid an incentive allocation of 5% of the net realized and unrealized appreciation, which is calculated and payable on December 31 of each calendar year. The general partner of EVCP is paid an incentive allocation of 10% of the net realized and unrealized appreciation of the Fund, calculated and payable on December 31 of each calendar year. The general partner of EVOF is paid an incentive allocation of 10% of any net realized and unrealized appreciation in the net asset value of each class of series.

Item 7: Types of Clients

Eagle's View provides discretionary investment advice to the Fund-of-Funds and Managed Account(s), as more fully described in Item 4.B.

Eagle's View provides non-discretionary investment advice to the remainder of the Separate Accounts which are high-net worth individuals, trusts, and pooled investment vehicles (other than investment companies). The Fund-of-Funds generally require minimum investments of \$1 million, however, amounts less than the required minimum may be agreed upon in the Firm's sole discretion. Eagle's View generally requires that the Separate Accounts have a minimum capital investment of \$10million; however, amounts less than the required minimum may be agreed upon in the Firm's sole discretion.

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

Item 8.A.

Eagle's View aims to achieve above-average capital appreciation, lack of correlation to the traditional markets, and low volatility returns for its clients by investing in a broadly diversified portfolio of alternative investment. Below are some of the risks associated with this investment program.

Item 8.B. and Item 8.C.

An investment with Eagle's View involves significant risks. Some of these risks are summarized below. Prospective investors should consider all these risks before investing with the Firm.

General Economic and Market Conditions. The success of the Advisory Accounts' investment activities may be affected by general economic and market conditions such as: interest rates, availability of credit, inflation rates, economic uncertainty, changes in foreign and domestic laws, national and international political circumstances. These factors may affect the value, volatility and liquidity of the Advisory Accounts' investments. Unexpected volatility or illiquidity could impair the Advisory Account's profitability or result in losses. None of these factors are within the control of Eagle's View.

Concentration of Investments. Each Advisory Account is not limited in the amount of capital that may be committed to any single investment, industry or sector. Eagle's View attempts to spread each Advisory Account's capital among a number of investments. However, at times, the Advisory Accounts may hold a relatively small number of positions, each representing a relatively large portion of the Advisory Accounts' capital. Losses incurred in such positions may have a material and adverse effect on each Advisory Account's overall financial condition.

Changes in Investment Strategies. Eagle's View has broad discretion to expand, revise or contract the Advisory Accounts' investment strategies without the consent of the Limited Partners. Thus, the investment strategies described in the relevant offering memorandum may be altered without prior approval by, or notice to, the Limited Partners if Eagle's View determines that such change is in the best interests of the Fund(s). Any such decision to engage in a new activity could result in the exposure of each Advisory Account's capital to additional risks which may be substantial.

Lack of Management Control Over Underlying Funds and Portfolio Managers. While each Advisory Account has the right to select, modify and remove the underlying Funds or Separately Managed Accounts, each Advisory Account will not have the right to participate in the actual management, control or operation of the underlying Funds or Separately Managed Accounts, to remove the managers thereof or to control the activities of portfolio managers. Each Advisory Account also will not have the opportunity to evaluate the relevant information which will be utilized by the underlying Funds or Separately Managed Accounts or the portfolio managers in their selection, structuring, monitoring and disposition of investments.

Multiple Layers of Expenses. The management fee and the incentive allocation payable to Eagle's View and the general partner, respectively, will be in addition to the amounts charged by the underlying Funds and Separately Managed Accounts for fees, expense reimbursements and carried interests (which amounts reduce the value of each Advisory Account's portfolio). Because of these additional expenses, each Advisory Account will need to achieve a higher gross return in order to realize the same net return that would be realized by an individual investor without such additional expenses. In addition, the net return of each Advisory Account as an investor in the underlying Funds or Separately Managed Accounts will always be less than the net return that the portfolio managers typically use in reporting internal rates of return.

Limited Liquidity of Some Investments. Many of the Advisory Accounts' investments will be illiquid. The underlying Funds or Separately Managed Accounts in which each Advisory Account invests will have their own lock-up periods and withdrawal requirements and limitations. In addition, each Advisory Account may invest in other assets that are relatively illiquid because they are thinly traded, traded only on foreign markets that do not provide the same liquidity as U.S. markets, or because they are subject to transfer restrictions. Each Advisory Account may not be able to liquidate such investments quickly if the need should arise, and its ability to realize gains, or to avoid losses in periods of rapid market activity, may therefore be affected.

New Issues. Each Advisory Account may invest in "New Issues" as that term is defined in Rule 5130 of the "FINRA Rules" set forth in the Financial Industry Regulatory Authority Inc.'s Manual. Any Advisory Account Eagle's View with sufficient information to show that such partner is not restricted will be presumed to be restricted and will not receive allocations of New Issue Profits (if any are received).

Short Selling. Each Advisory Account will "sell short" as a regular part of its investing and trading activities. In a short sale, each Advisory Account sells securities it does not own in the hope that the market price of such securities will decline and replacement securities will be able to be purchased at a lower price. Each Advisory Account effects a short sale by borrowing securities from a broker or other third party, and subsequently "closes" the position by "returning" the security (buying a replacement security on behalf of the lender) whenever the lender chooses. As collateral for this obligation and to "close" the short position, each Advisory Account is required to leave the proceeds of the short sale with the broker that effected the transaction, and deliver an additional amount of cash or other collateral as dictated by margin regulations. Because of the repayment obligation, a short sale theoretically involves the risk of unlimited loss, because the price at which each Advisory Account must buy "replacement" securities could increase without limit. There can be no assurance that each Advisory Account will not experience losses on short positions and, if it does, that those losses will be offset by gains on the long positions to which they may relate. Short sales can, in some circumstances, substantially increase the impact of adverse price movements on each Advisory Account's portfolio.

Repurchase Agreements. The use of repurchase agreements involves certain risks. The seller of a repurchase agreement may default on its obligation to repurchase the underlying securities. In such an event, each Advisory Account may seek to dispose of such securities and each Advisory Account could encounter unexpected cost and delay associated with such a sale. The Advisory Account's right to dispose of underlying securities may be restricted if the seller becomes insolvent and is subject to liquidation or

reorganization under applicable bankruptcy or other laws. Finally, it is possible that each Advisory Account will not be able to substantiate its interest in the underlying securities. If the seller fails to repurchase the securities, each Advisory Account may suffer a loss to the extent proceeds from the sale of the underlying securities are less than the repurchase price.

Use of Leverage. Eagle's View may leverage the Advisory Accounts' investment positions by borrowing funds from broker-dealers, futures commission merchants, banks, or others. The use of leverage can increase the possibilities for profit and the risk of loss. The amount of borrowings that each Advisory Client may have outstanding at any time may be large relative to its capital. Consequently, the level of interest rates, generally, and the rates at which each Advisory Account can borrow, in particular, will affect the operating results of each Advisory Account.

Margin borrowings are usually obtained from brokers-dealers or futures commission merchants and typically are secured by an account in which the borrower's securities and other assets are held. Under certain circumstances, such a lender may demand an increase in the collateral that secures the borrower's obligations, and if the borrower were unable to provide additional collateral, the lender could liquidate assets held in the account to satisfy the borrower's obligation. For example, in the event of a sudden precipitous drop in the value of the Advisory Accounts' assets, each Advisory Account may not be able to liquidate assets quickly enough to pay off its margin debt. If each Advisory were to become subject to liquidation in that manner, it could suffer extremely adverse consequences, including realization of losses that would not otherwise be realized.

Futures markets margin deposits are often low relative to the value of the futures contracts purchased and sold. These low margin requirements are indicative of the fact that trading a commodity futures contract is accompanied by a high degree of leverage. Thus, like any other leveraged investment, any purchase or sale of a commodity contract may result in losses in excess of the amount involved.

Hedging Risks, Generally. Hedging strategies in general are usually intended to limit or reduce investment risk, but they can also be expected to involve transaction costs and may inherently limit or reduce the potential for profit. Each Advisory Account, generally through investment with external advisors, may use short selling and financial instruments such as forward contracts, currency options and interest rate swaps, caps and floors (both as an independent source of profit and to hedge each Advisory Account's portfolio positions against fluctuations in value as a result of changes in the value of individual securities and commodities), futures, options on futures, currency exchange rates and market interest rates. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the value of portfolio positions or prevent losses if the values of such positions decline, rather, establishes other positions designed to gain from those same developments, thereby moderating the decline in the value of a portfolio position. It is possible, in certain circumstances that both the initial position as well as the hedge may go against the Advisory Accounts thereby compounding the potential for losses. Hedging transactions of this variety also limit the opportunity for gain if the value of such portfolio positions should increase. Moreover, it may not be possible for the Advisory Account to hedge against a security, commodity, index, exchange rate or interest rate fluctuation and therefore possible that the Advisory Account is not able to enter into a hedging transaction at a price sufficient to protect the Advisory Account from the anticipated decline in value of the portfolio.

Risks of Derivatives. Each Advisory Account, generally through investment with external advisors, may trade and invest in a variety of derivative instruments as part of its core activity. Derivatives are financial instruments or arrangements in which risk and return are related to changes in the value of other assets (such as stocks or currencies), reference rates or indices. Each Advisory Account's ability to profit or avoid risk through investing or trading in derivatives will depend on the ability of Eagle's View, and the advisors delegated or recommended by Eagle's View to manage assets of the Advisory Accounts to anticipate changes in the underlying assets, reference rates or indices.

- *Options.* The trading of options is highly speculative and may entail risks that are greater than investing in other securities. Prices of options are generally more volatile than prices of other securities. Each Advisory Account, generally through investments with external advisors, will speculate on market fluctuations in the value of securities, currencies, futures and securities-exchange indices while investing only a small percentage of the value of those assets or indices underlying the option. A change in the market price of the underlying asset or index will cause a much greater change in the price of the option contract. In addition, to the extent that each Advisors delegated or recommended by Eagle's View to manage the assets of the Advisory Accounts purchases options that it does not sell or exercise, it will suffer the loss of the premium it paid. To the extent the advisors delegated or recommended by Eagle's View to manage the assets of the Advisory Accounts sell options and must deliver the underlying securities at the option price, the Advisory Accounts have an unlimited risk of loss if the price of the underlying security increases. To the extent the advisors delegated or recommended by Eagle's View to manage the assets of each Advisory Account must buy the underlying securities, the Advisory Account risks the loss of the difference between the market price of the underlying securities and the option price. Any gain or loss derived from the sale or exercise of an option will be reduced or increased, respectively, by the amount of the premium paid. The expense of investing in options includes the commissions payable on the purchase and exercise or sale of an option.

Each Advisory Account, generally through investments with external advisors, may buy or sell "over-the-counter" options, i.e., options that are not traded on an exchange and which are not issued by the Options Clearing Corporation. The risk of nonperformance by the obligor on such an option may be greater, and the ease with which each Advisory Account can dispose of such an option may be less, than in the case of an exchange-traded option issued by the Options Clearing Corporation.

When the external advisors delegated by Eagle's View write options on behalf of the Advisory Accounts, they may do so on a "covered" or an "uncovered" basis. If the Advisors sell covered calls on behalf of the Advisory Accounts, it limits their opportunity to benefit from an increase in the value of the underlying security while continuing to bear the risk of decline in the value of that security.

- *Futures/Commodities.* The trading of commodities and commodity interests (e.g., futures contracts on commodities, securities indices or currencies, collectively "commodity interests") is highly speculative and may entail risks that are greater than investing in securities. Prices of commodity interests are generally more volatile than prices of securities. Futures trading will have effects on each Advisory Account's portfolio similar to the effects of leverage. The Advisory Accounts, generally through investments with external advisors, may speculate on the market price fluctuations of securities or commodity interests underlying futures (or options on futures), while investing only a small percentage of the value of those underlying securities or commodity interests. The CFTC and certain commodities exchanges have established limits referred to as "speculative position limits" or "position limits" on the maximum net long or net short position that may be held in particular futures. Eagle's View believes that established position limits will not adversely affect the Advisory Accounts'. However, it is possible that the external advisors delegated or recommended by Eagle's View to make trading decisions on behalf of the Advisory Clients may have to be modified such that positions held by each Advisory Account may have to be liquidated in order to avoid exceeding such limits. Such modification or liquidation, if required, could adversely effect the operations and profitability of each Advisory Account.

Each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Accounts may open a futures position by placing with a futures commission merchant an initial

margin that is small relative to the value of the futures contract, making the transaction “leveraged.” If the market moves against the Advisory Accounts’ position or margin levels are increased, the advisors delegated or recommended by Eagle’s View to manage the assets of the Advisory Accounts may be called upon to pay substantial additional funds on short notice to maintain its position. If the advisors delegated or recommended by Eagle’s View to manage the assets of the Advisory Accounts were to fail to make such payments, their positions could be liquidated at a loss, and each Advisory Account would be liable for any resulting deficit in its account.

Futures positions may be illiquid because, among other things, most commodity exchanges limit fluctuations in certain futures contract prices during a single day. Once the price of a contract for a particular future has increased or decreased by an amount equal to the “daily limit,” positions can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Such an occurrence could prevent each advisor delegated or recommended by Eagle’s View to manage the assets of the Advisory Account from liquidating unfavorable positions and subject it to substantial losses. In addition, each advisor delegated or recommended by Eagle’s View to manage the assets of the Advisory Account may not be able to effect futures contract trades at favorable prices if trading volume in those contracts is low.

- *Forward Trading.* Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated, i.e., there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. Certain participants may refuse to quote prices for certain currencies or commodities, or may quote prices with an unusually wide spread between the price at which they are prepared to buy and the price at which they are prepared to sell. Disruptions can occur in any market in which each advisor delegated or recommended by Eagle’s View to manage the assets of the Advisory Account trades due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit forward (and futures) trading.

Foreign currency forward contracts (agreements to exchange one currency for another at a future date) involve a risk of loss if Eagle’s View or an advisor delegated or recommended by Eagle’s View fails to accurately predict the direction of currency exchange rates. For example, the Advisory Accounts may experience a loss if their exposure to a foreign currency is increased and that currency’s value in relation to the U.S. Dollar subsequently falls. In addition, forward contracts are not guaranteed by an exchange or clearinghouse. Therefore, a default by the forward contract counterpart may result in a loss to the Advisory Client for the value of unrealized profits on the contract or for the difference between the value of its commitments, if any, for purchase or sale at the current currency exchange rate and the value of those commitments at the forward contract exchange rate.

- *Stock Indices and Related Derivatives.* The use of options on stock indices and stock-index futures contracts as hedging devices involves several risks. No assurance can be given that a correlation will exist between price movements in securities that are the subject of the hedge. Positions in futures contracts may be closed out only on the exchange on which they were entered into or through a linked exchange. In addition, although the advisors delegated or recommended by Eagle’s View to manage the assets of the Advisory Accounts intend to enter into futures contracts only if an active market exists for the contracts, no assurance can be given that an active market will exist for the contracts at any particular time. Certain exchanges do not permit trading

in particular contracts at prices that represent a fluctuation in price during a single day's trading beyond a certain set limit. If prices fluctuate during a single day's trading beyond those limits, the advisors delegated or recommended by Eagle's View to manage the assets of the Advisory Accounts could be prevented from promptly liquidating unfavorable positions and thus be subject to losses.

- *Foreign Derivatives.* Each Advisory Accounts' futures and options activities, generally effectuated through their investments with external advisors, may include futures and options traded on non-U.S. markets. The risks of these activities may be greater than those of trading in futures and options on U.S. exchanges. For example, foreign futures and options are cleared on and subject to the rules of a foreign board of trade. The CFTC does not regulate activities of any foreign board of trade, including the execution, delivery and clearing of transactions. The CFTC has no enforcement authority over foreign boards of trade and foreign boards of trade may operate without the supervision of any similar agency in their home country. Thus, funds invested in foreign futures and options may not be provided the same, or any, protections as funds committed to similar transactions in the United States.
- *Over-the-Counter Derivatives.* Each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account may enter into "over-the-counter" derivatives transactions. Transactions in derivatives contracts, such as "swaps" are not traded on any exchange and are not issued by clearinghouses such as the Options Clearing Corporation. The notional value or interests underlying swaps or other derivatives may include individual securities, securities indices, interest rates, commodities or commodities indices all of which may be denominated in various currencies. Each Advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account is less able to dispose of or close open positions created through over-the-counter transactions than positions created with exchange-traded options or futures. Swaps are subject to the risk of nonperformance by the counterparty and the creditworthiness of the counterparty. Further, the risk of nonperformance by the counterparty in such transactions is greater than with standardized contracts issued by, for example, the Options Clearing Corporation.

Foreign Investments. Each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account may invest in the financial instruments of non-U.S. entities and/or financial instruments denominated in currencies other than U.S. Dollars. These may include securities issued by entities in, and traded in, so-called "emerging markets." Such assets will be valued in U.S. Dollars. To the extent such assets are not hedged, the value of such assets will fluctuate with U.S. Dollar exchange rates as well as with the price changes of each Advisory Account's investments in other various markets and currencies.

Non-U.S. investing in general, and investing in emerging markets in particular, will subject each Advisory Account to certain risks not typically associated with investing in financial instruments in the United States. Such risks include, among other things, trade balances and imbalances and related economic policies, unfavorable exchange rate fluctuations, imposition of exchange control regulation by the United States or foreign governments, United States and foreign withholding taxes, limitations on the removal of funds or other assets, policies of governments with respect to possible nationalization of their industries, political difficulties including the expropriation of assets, confiscatory taxation and economic or political instability.

Many foreign markets are not as developed or efficient as those in the United States and may be more volatile than U.S. markets. The costs and expenses of investing in foreign markets are generally higher than in the United States. Additionally, some foreign economies are less stable than the U.S. economy,

due to, among other things, volatile political environments, less stable monetary systems and/or external political risks.

Additional costs could be incurred in connection with each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account's international investment activities. Foreign brokerage commissions are generally higher than brokerage commissions incurred in the United States. Expenses may also be incurred on currency exchanges when each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account changes investments from one country to another. Increased custodian costs as well as administrative difficulties (such as the applicability of foreign laws to foreign custodians in various circumstances, including bankruptcy, the recovery of lost assets, expropriation, nationalization and record access) may be associated with the maintenance of assets in foreign jurisdictions.

Any securities of foreign issuers held by each Advisory Account, generally effectuated through their investments with external advisors are generally not registered under, nor are the issuers thereof subject to the reporting requirements of, U.S. securities laws and regulations. Accordingly, there may be less publicly available information about these securities and about the foreign company or government issuing them or the board of trade clearing them than is available about a U.S. company, government entity or board of trade, which will make it more difficult for Eagle's View to keep informed of corporate action that may affect the price of a particular security. Foreign companies generally are not subject to accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to U.S. companies, and government supervision of stock exchanges, boards of trade, securities brokers and issuers of securities is generally less stringent than supervision in the U.S.. Further, securities of some foreign companies are less liquid and their prices more volatile than securities of comparable U.S. companies. Investing in foreign securities creates a greater risk of clearance and settlement problems.

CFTC regulations do not apply to futures, options and forward contracts offered on commodity exchanges and markets located outside of the U.S. Some foreign exchanges, in contrast to domestic exchanges, are "principals markets" in which performance is the responsibility only of the individual member with whom the trader has entered into a commodity contract and the responsibility of an exchange or clearing corporation. When each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account trades on such markets and exchanges, each Advisory Account will be subject to the risk of the inability of, or refusal by, the counterparty to perform with respect to such contracts. In addition, the trading of forward contracts on certain foreign commodity exchanges may be subject to price fluctuation limits.

Portfolio Turnover. Each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Accounts' investing and trading strategies may involve a high level of trading, and the turnover of its portfolio may generate substantial transaction costs. These costs will be borne by each Advisory Account and each Advisory Account will pay its pro rata share of those costs.

Insolvency of Brokers and Others. Each Advisory Account will be subject to the risk of failure of the brokerage firms and others that execute its trades, the clearing firms that such brokers use, or the clearing houses of which such clearing firms are members, or other counterparties to transactions. To the extent each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account buys securities from or sells securities to non-U.S. broker-dealers or other institutions, holds a portion of its assets through non-U.S. subcustodians, or places assets with non-U.S. entities as collateral in connection with transactions in derivatives or margin borrowings, the risks relating to potential insolvencies or failures of such entities may be greater than if each advisor delegated or recommended by Eagle's View to manage the assets of the Advisory Account dealt only with U.S. institutions.

Past Results Not Necessarily Indicative of Future Performance. Investing in underlying Funds or Separately Managed Accounts, securities, commodity interests and financial instruments involves significant risk. Past performance of any underlying Fund or Separately Managed Accounts, security, commodity interest or other financial instrument will not necessarily be indicative of future results. There can be no assurance that each Advisory Account will achieve its objectives. The practices of short selling, leverage, margin, and limited diversification can, in certain circumstances, maximize the adverse impact to which each Advisory Account may be subject.

Risk of Litigation. Portfolio managers may accumulate substantial positions in the securities of a specific issuer. Sometimes, a portfolio manager may engage in a proxy fight, become involved in litigation, or attempt to gain control of an issuer. In such event, expenses incurred by a portfolio manager may be for the account of an underlying Fund or Separately Managed Account and may reduce the value of the Advisory Accounts' portfolio.

Item 9: Disciplinary Information

Item 9.A.

Not Applicable.

Item 9.B.

Not Applicable.

Item 9.C.

Not Applicable.

Item 10: Other Financial Industry Activities and Affiliations

Item 10.A. and Item 10.C.

Neal Berger is a registered representative with KJM Securities, Inc., an unaffiliated third-party broker-dealer.

Eagle's View Asset Management LLC is an affiliate of the Firm and serves as the general partner to the domestic Fund-of Funds.

Eagle's View and Eagle's View Asset Management LLC are exempt commodity pool operators.

Item 10.D.

Mr. Berger, as a registered representative of KJM Securities, Inc., can and does have third-party marketing relationships whereby he is compensated for raising assets from a number of the external advisors delegated or recommended by Eagle's View to the Advisory Accounts. Mr. Berger is compensated from certain external advisors based upon assets raised for these advisors based upon investments from certain Advisory Accounts as well as assets raised for these advisors from investors

who are not clients of Eagle's View. Mr. Berger has discretionary authority over a pool of assets and these relationships may create an inherent conflict of interest. As a fiduciary to client assets, Mr. Berger has a responsibility and a duty to act, at all times, in the best interest of the Advisory Accounts irrespective of any personal gain or detriment this may cause him or his outside affiliations and personal compensation. Eagle's View takes this conflict and any other conflicts of interest very seriously and takes the utmost care to insure that a strict policy of putting the Advisory Accounts interest first is adhered to at all times.

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

Item 11.A.

Employees of Eagle's View may only purchase and sell securities in accordance with the Firm's Code of Ethics to which all employees are subject. This policy is monitored by the Chief Compliance Officer.

Employees are permitted to maintain personal brokerage accounts, subject to the Code of Ethics and personal trading policy.

The Code of Ethics includes the following points:

- A statement of the standard of business conduct.
- Limits on gifts and entertainment.
- Limits on political contributions
- An employee cannot knowingly purchase or sell for any personal account any security, directly or indirectly, in such a way as to adversely affect a client's transactions.
- An employee cannot directly or indirectly purchase or sell (long or short) for any personal account any shares of a security that is on Eagle's View's restricted list, to the extent a restricted list exists.
- Employees must pre-clear all private placements in their personal accounts.
- Employees must acknowledge in writing having received and read a copy of the Code of Ethics and Employee Trading Policy.
- Any exceptions to the above need prior approval of the Chief Compliance Officer.

A copy of the Firm's Code of Ethics is available to investors and prospective investors upon request.

Item 11.B. to Item 11.D.

Mr. Berger may be compensated for raising outside capital for certain hedge fund managers that Eagle's View is also invested in, or, has recommended to its Advisory Accounts for investment. This conflict of interest is fully disclosed in this brochure, in each offering memorandum, and in each Investment Management Agreement for Separate Accounts where applicable.

Eagle's View is a fiduciary and it is the Firm's policy to always make decisions in the best interest of the Advisory Accounts; therefore, if a conflict of interest arises, Eagle's View will always endeavor to act in the best interest of the client which is the duty of a fiduciary of assets..

Item 12: Brokerage Practices

Item 12.A.1.

Eagle's View may allocate transactions to broker-dealers for execution on markets/exchanges and at prices and commission rates that in the Firm's good faith judgment are in the best interest of its clients. Eagle's View takes into consideration primarily available prices, brokerage commission rates, and other relevant factors including, but not limited to, execution, clearance, and settlement and error correction capabilities of the broker or dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker's or dealer's willingness to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security. Research furnished by brokers may include, but is not limited to: research reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment and other computer hardware for use in running software used in investment decision making; and other products or services that may enhance the Firm's investment decision making.

Some of these services are considered part of a "soft dollar" arrangement, as described in greater detail below. At the present time, and in light of the fact that the primary business of Eagle's View is to delegate and recommend investments in external limited partnerships to the Advisory Accounts, Eagle's View does not utilize soft dollars. Where these services are provided by an executing broker-dealer, Eagle's View may pay a brokerage commission in excess of that which another broker-dealer might have charged for effecting the same transaction if the Firm determines in good faith that the amount of commission is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer.

Eagle's View currently does not use commission dollars generated by client trades to pay for third-party research and brokerage products, but may choose to do so in the future. If the Firm does use soft dollars in the future, it will endeavor to use within the safe harbor permitted under Section 28(e) of the Securities and Exchange Act of 1934, as amended. If a product or service obtained with client commission dollars is both soft dollar eligible and ineligible, Eagle's View will make a reasonable allocation of the cost which may be paid with soft dollars.

Item 12.A.2.

Eagle's View does not participate in selecting or recommending broker-dealers in exchange for client referrals.

Item 12.A.3.

Directed brokerage is not applicable to Eagle's View.

Item 12.B.

In the event that Eagle's View should purchase securities for more than one account, the Firm will aggregate orders to get more favorable prices, lower brokerage commissions or more efficient execution. The Firm's authorized traders determine the appropriate brokers consistent with the Firm's duty to obtain best execution, except for those accounts with specific brokerage direction (if any).

Item 13: Review of Accounts

Item 13.A. and 13.B.

All accounts are reviewed on a regular basis to determine their conformity with risk parameters, investment objectives, and guidelines. The Chief Compliance Officer will review the portfolio assets and the values of the securities held by the Advisory Accounts on a monthly basis, or more frequently as circumstances warrant. The investment staff meets regularly to review and discuss portfolio status, potential investments and related issues.

Item 13.C.

Prime Management Bermuda (the “**Administrator**”) will send monthly statements to clients identifying net asset value and reflecting allocated income, and opening and closing balance in the account during the month.

Item 14: Client Referrals and Other Compensation

Item 14.A.

See Item 12.A. for details concerning soft dollar benefits.

Item 14.B.

Eagle’s View currently utilizes the services of third-party marketers to solicit on behalf of the Advisory Accounts. In exchange for a referral, the agreements allow for the third-party marketer to be paid an ongoing fee based upon the revenue generated by Eagle’s View from the referral’s investment. All arrangements of this nature are disclosed to investors and potential investors.

Item 15: Custody

Pursuant to Rule 206(4)-2 under the Investment Advisers Act of 1940 (the “**Custody Rule**”), as amended, Eagle’s View is deemed to have custody of client assets due to the fact that the Firm is authorized to deduct fees from client accounts and the general partner has ability to access Fund assets.

In order to ensure compliance with the Custody Rule, Eagle’s View has retained a qualified custodian to retain client assets, and audited financial statements of EVCP and EVDOF are distributed to the investors within 180 days of the fiscal year-end (as required for fund-of-funds). EVCP and EVDOF are audited annually by an independent certified public accounting firm that is both registered with, and subject to regular inspection by, the Public Companies Accounting Oversight Board. Financial statements of the Fund are prepared in accordance with U.S. Generally Accepted Accounting Principles (“**GAAP**”). These reports are in written form and clients should carefully review those statements.

Item 16: Investment Discretion

Eagle's View has full discretion to manage securities on behalf of the Fund-of-Funds and one (1) Separate Account. This authority is granted pursuant to an Investment Management Agreement ("**IMA**") between Eagle's View and each of the accounts listed above. Any contractual restrictions imposed upon the Firm's discretionary authority, and/or limitations thereof, are outlined with the respective offering memorandum of each Fund-of-Funds and/or the respective IMA.

Item 17: Voting Client Securities

Currently, Eagle's View is not in the practice of owning shares and therefore proxy voting is not applicable. However, if should be relevant in the future, as a matter of policy and as a fiduciary to its clients, Eagle's View is responsible for voting proxies for portfolio securities consistent with the best economic interests of its clients. Eagle's View understands and appreciates the importance of proxy voting. The Firm will vote all proxies in the best interests of its clients and investors (as applicable) and in accordance with the procedures outlined below (as applicable), unless otherwise mandated by an investment management agreement or applicable law (e.g. ERISA).

- All proxies sent to clients that are received by any employee (to vote on behalf of the clients) are given to the Chief Compliance Officer covering the subject portfolio security.
- Prior to voting any proxies, the Chief Compliance Officer will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, the Chief Compliance Officer will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not.
- If no material conflict is identified pursuant to these procedures, the lead research analyst covering the subject security will make a decision on how to vote the proxy in question in accordance with the guidelines in put forth below.

Voting Guidelines: In the absence of specific voting guidelines mandated by a particular Advisory Account, Eagle's View will endeavor to vote proxies in the best interests of each Advisory Account.

Investors that wish to obtain a record of the Firm's proxy voting policy or proxy voting history can contact the Chief Compliance Officer.

Item 18: Financial Information

Item 18.A:

Not Applicable.

Item 18.B.

There are no conditions that impair the Firm's ability to meet its contractual and fiduciary commitments to its clients.

Item 18.C.

Not Applicable. The Firm has not been subject to a bankruptcy petition, past or pending.

Item 19: Requirements for State Registered Advisers

Not Applicable.