

## **Andor Capital Management, LLC**

**May 10, 2012**

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**This brochure provides information about the qualifications and business practices of Andor Capital Management, LLC (the “Adviser”), 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 (914)607-6000 and/or IR@andorcap.com. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.**

**Additional information about the Adviser is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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

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#### **Item 4. Advisory Business**

The Adviser is an investment adviser with its principal place of business in Rye Brook, New York. The Adviser commenced operations as an investment adviser on October 1, 2001 and was registered with the SEC from August 17, 2001 until December 17, 2008, at which time the Adviser was deregistered as an investment adviser with the SEC as it no longer provided investment advice. The sole member of the Adviser is Andor Capital Management, Inc., of which Daniel Benton is the sole owner.

The Adviser recommenced operations as an investment adviser to pooled investment vehicles (the "Funds") on April 1, 2011.

The Adviser provides advice to the Funds based on specific investment objectives and strategies as described in their respective offering documents.

As of March 31, 2012, the Adviser had \$1,238,297,466 in regulatory assets under management. As of that date, the Adviser managed all of such assets on a discretionary basis.

#### **Item 5. Fees and Compensation**

The Adviser and one of its affiliates typically receive asset-based compensation and performance-based compensation with respect to each of the Funds.

##### ***Asset-Based Compensation***

The Adviser charges each Fund a quarterly investment management fee at a rate between 0.375% and 0.5% of the net assets of each Fund.

These investment management fees are charged as of the beginning of each fiscal quarter based on the net assets in the relevant Fund (including net unrealized appreciation or depreciation of investments, cash, cash equivalents and accrued interest). This fee is prorated for any period less than a full quarter and is adjusted for contributions and withdrawals made during the quarter.

These fees are not negotiable.

##### ***Performance-Based Compensation***

An affiliate of the Adviser receives a performance-based allocation, which is compensation based on a share of capital gains on or capital appreciation of the assets of a Fund. This compensation is an amount equal to either 15% or 20% of the net profits allocated to each investor in a Fund. The performance-based allocation is subject to a loss carryforward provision so that no performance-based allocation will be made until all prior net losses have been offset by subsequent net profits.

The Adviser deducts the management fee from each Fund by instructing the Fund's custodian, and the deduction occurs on the first day of the fiscal quarter.

The Adviser is responsible for and pays the “Office Overhead Expenses” of each Fund. “Office Overhead Expenses” are overhead expenses of an ordinarily recurring nature such as rent, supplies, secretarial expenses, stationery, charges for computers, furniture and fixtures, employee insurance and benefits, payroll taxes and compensation of analysts and other personnel, travel expenses and other reasonable overhead expenses. All other expenses are borne by each Fund including legal, accounting, auditing, administration expenses (including fees and expenses of the third party administrator retained by each Fund) and other professional expenses, research expenses and investment expenses such as commissions, custodial fees, bank service fees and other expense related to the purchase, sale or transmittal of Fund assets. Please refer to Item 12 of this Brochure for a discussion of the Adviser’s brokerage practices.

Fund assets may be invested in money market mutual funds, ETFs or other registered investment companies. In these cases, a Fund will bear its pro rata share of the investment management fee and other fees of the fund, which are in addition to the investment management fee paid to the Adviser.

#### **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. The Adviser is entitled to be paid performance-based compensation by its private pooled investment vehicle clients. In addition, certain of the Adviser’s investment personnel are compensated on a basis that includes a performance-based component.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts 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 typically require that similarly managed accounts participate in investment opportunities pro rata based on asset size. In such circumstances, if an aggregated order is filled in a series of transactions throughout the day at different prices, participating clients will generally receive the average share price in those transactions and costs will be shared pro rata based on each client account’s order size. Typically, several different aggregated orders may be executed during the course of a day because of the timing of orders received by the Adviser’s trading desk. Client orders partially filled will, as a general matter, be allocated pro rata in proportion to such client’s original order. Exceptions to pro rata allocation of partially filled orders may include the avoidance of holding odd lots or a de minimis number of shares on behalf of a client. In such cases, the Adviser will reallocate securities in a manner deemed fair and equitable to clients over time. Finally, the Adviser’s procedures also require the objective allocation for limited opportunities (such as initial public offerings) to ensure fair and equitable allocation among accounts. These areas are monitored by the Adviser’s Chief Compliance Officer.

## **Item 7. Types of Clients**

The Adviser's clients consist of the pooled investment vehicles outlined in Item 4. Any initial and additional subscription minimums are disclosed in the offering memorandum for each pooled investment vehicle.

The Adviser does not accept any separately managed accounts.

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

The Adviser utilizes a variety of methods and strategies to make investment decisions. The primary strategy of the Adviser is to achieve superior capital appreciation through the purchase and sale (including short sales) of securities of companies that benefit or are harmed by global secular trends. Each Fund emphasizes, but is not limited to, stocks related to the information technology, communications and media industries and their major subsectors. These include hardware, software, semiconductors, communications equipment, consumer electronics, the Internet, communications services, cable television and publishing. In addition, the Adviser invests in companies in other industries where it has identified important secular shifts. Each Fund also attempts to take advantage of catalyst-driven short-term opportunities.

The Adviser conducts fundamental research on companies that can deliver high rates of revenue and earnings growth or face transformational change. The Adviser focuses on the long-term strategic positioning of companies, product cycles, supply/demand imbalances, changes and reversals in industry leadership, valuation relative to growth rates and the quality of company management. Given its belief that stock prices are driven by positive and negative earnings surprises, the Adviser utilizes internally developed financial models (using input from financial statements, company management, competitors, suppliers, distributors, customers, street research and other public sources) to forecast the earnings outlook for a company and whether that company will meet or fall short of the market's expectations.

The Adviser's investment program may utilize leverage which involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments.

These strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment.

Material risks relating to the Adviser's investment strategies include:

*Short Selling Risk.* The Adviser's investment program includes a significant amount of short selling. Short selling transactions expose the Adviser to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers

of the subject security are receiving similar requests, a “short squeeze” can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

*Issuer-Specific Changes.* Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets, or financial resources.

*Lack of Diversification.* The Funds will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, the Funds 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 securities and other instruments.

*Hedging.* 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.

*Leverage.* Because the Funds may employ leverage, performance will be more volatile than if the Funds did not employ leverage.

Risks associated with the types of securities that are primarily recommended by the Adviser include:

*Equity Securities.* The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

*Non-U.S. Securities.* Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and

disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

*Derivatives.* Swaps, and certain options and other custom 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. In addition, investments in 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. Derivative securities can also be highly volatile. 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. Further, transactions in derivative instruments are not undertaken on recognized exchanges, and will expose the client's account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

*Emerging Markets.* The risks of foreign investments typically are greater in less developed countries, sometimes referred to as emerging markets. For example, political and economic structures in these countries may be less established and may change rapidly. These countries also are more likely to experience high levels of inflation, deflation, or currency devaluation, which can harm their economies and securities markets and increase volatility. Restrictions on currency trading that may be imposed by emerging market countries will have an adverse effect on the value of the securities of companies that trade or operate in such countries.

#### **Item 9. Disciplinary Information**

This Item is inapplicable.

#### **Item 10. Other Financial Industry Activities and Affiliations**

Each of the Funds have and may in the future enter into agreements, or "side letters," with certain prospective or existing investors in the Fund whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the Fund. For example, such terms and conditions may provide for special rights to make future investments in the Fund; rights to receive reports from the Fund on a more frequent basis or that include information not provided to other investors (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the Fund and such investors. The modifications are solely at the discretion of the Adviser or affiliated advisory entity and may, among other things, be based on the size of the investor's investment in the Fund, an agreement by an investor to maintain such investment in the

Fund for a significant period of time, or other similar commitment by an investor to the Fund.

**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. 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 Kevin O’Brien (the “Chief Compliance Officer”) by email at IR@andorcap.com, or by telephone at 914-607-6000. See below for further provisions of the Code as they relate to the preclearing and reporting of securities transactions by related persons.

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material, nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the client or using such information for the client’s benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client’s benefit, as a result of following the Adviser’s policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

The Adviser or its related persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser purchases for the Funds. Such practices present a conflict where, because of the information an Adviser has, the Adviser or its related person are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients’ trades). In addition to affecting the Adviser’s or its related person’s objectivity, these practices by the Adviser or its related persons may also harm clients by adversely affecting the price at which the clients’ trades are executed. The Adviser has adopted the following procedures in an effort to minimize such conflicts: The Adviser requires its related persons to preclear all transactions in their personal accounts with the Chief Compliance Officer, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of its clients. In addition, the Adviser’s Code prohibits the



Adviser or its related persons from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer. All of the Adviser's related persons are required to disclose their securities transactions on a quarterly basis and holdings on an annual basis. All of the Adviser's related persons are also required to provide broker confirmations of each transaction in which they engage and a quarterly certification of such transactions. Trading in employee accounts will be reviewed by the Adviser and compared with transactions for the Funds and reviewed against the restricted securities list.

## **Item 12. Brokerage Practices**

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include research capabilities (including global research capabilities) and the success of prior research recommendations, ability to execute trades (including a high volume of trades), prompt execution, electronic connectivity, block trading capability, ability to provide liquidity (including handling low liquidity situations) and maintain anonymity, global after-hours trading ability and access to markets, nature, quality, consistency and frequency of sales coverage, product knowledge, depth of services provided, including economic or political coverage, arbitrage and option operations, broker's infrastructure, back office and processing capabilities, financial stability and responsibility, reputation, integrity, and confidentiality, competitiveness of commission rates, ability to handle step-outs, frequency of broker errors, responsiveness to and understanding of the Adviser, certain ancillary services and the value of research and brokerage and research products and services provided by such brokers. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer'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-dealer which are included in the commission rate. The Adviser's Chief Compliance Officer, Chief Operating Officer, Head Trader and investment personnel meet periodically to evaluate the broker-dealers used by the Adviser to execute client trades using the foregoing factors.

The Adviser receives research or other products or services other than execution from a broker-dealer and/or a third party in connection with client securities transactions. This is known as a "soft dollar" relationship. The Adviser 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)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy

services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

In determining whether to direct client brokerage transactions to particular broker-dealers, the Adviser's Chief Compliance Officer, Chief Operating Officer, Head Trader and investment personnel meet periodically to review and evaluate its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of the Adviser's overall responsibilities to the accounts or portfolios over which the Adviser exercises investment discretion.

The use of client commissions to obtain research and brokerage products and services raises conflicts of interest. For example, the Adviser will not have to pay for the products and services itself. This creates an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services.

The Adviser may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients.

Research and brokerage services obtained by the use of commissions arising from a client's portfolio transactions may be used by the Adviser in its other investment activities, including, for the benefit of other client accounts. The Adviser does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

During the Adviser's last fiscal year, as a result of client brokerage commissions (or markups or markdowns), the Adviser and/or its related persons received research services within 28(e), which generally included research reports (including market research); financial newsletters and trade journals; attendance at certain seminars and conferences; discussions with research analysts, meetings with corporate executives; data services; and advice from brokers on order execution. The Adviser also received brokerage services within 28(e), which generally included execution services; clearing and settlement of securities transactions and related functions; broker-dealer operated trading software for order routing; trade analytic and trading strategy software; software used to transmit orders; routing settlement instructions; electronic communication of

allocation instructions; post-trade matching of trade information; and electronic confirms or trade affirmations.

In some instances, the Adviser obtains a product or service that is used, in part, by the Adviser for Section 28(e) eligible purposes and, in part, for other purposes. In such instances, the Adviser will make a good faith effort to determine the relative proportion of the product or service used to assist the Adviser in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting the Adviser in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by the Adviser from its own resources. The determination of the appropriate allocation of “mixed use” products and services creates a potential conflict of interest between the Adviser and clients.

When appropriate, the Adviser may aggregate Fund orders for the same securities to achieve more efficient execution. In such circumstances, if an aggregated order is filled in a series of transactions throughout the day at different prices, participating Funds will generally receive the average share price in those transactions and costs will be shared pro rata based on each Fund’s order size. Typically, several different aggregated orders may be executed during the course of a day because of the timing of orders received by the Adviser’s trading desk. Fund orders partially filled will, as a general matter, be allocated pro rata in proportion to such Fund’s original order. Exceptions to pro rata allocation of partially filled orders may include the avoidance of holding odd lots or a de minimis number of shares on behalf of a Fund. In such cases, the Adviser will reallocate securities in a manner deemed fair and equitable to Funds over time.

### **Item 13. Review of Accounts**

Each client account is reviewed by the portfolio manager of the Adviser, on a daily basis, to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of each client account.

Each Fund’s investors receive reports from the Fund pursuant to the terms of each Fund’s offering memoranda or as otherwise described in the offering document of the Fund.

### **Item 14. Client Referrals and Other Compensation**

The Adviser receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser’s interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would

otherwise be obtainable by the Adviser on behalf of its clients. Please see Item 12 for further information on the Adviser's "soft-dollar" practices, including the Adviser's procedures for addressing conflicts of interest that arise from such practices.

#### **Item 15. Custody**

This Item is inapplicable.

#### **Item 16. Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to clients.

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.

The Adviser has the authority to determine (i) the securities 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 securities to be purchased or sold for the client account. The Adviser's portfolio manager submits an allocation to the Adviser's trading desk describing the allocation of securities to (or from) client accounts for each trade/order submitted. The portfolio manager may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. Although it is the Adviser's policy to allocate investment opportunities to eligible client accounts on a pro rata basis (based on the value of the assets of each participating account relative to value of the assets of all participating accounts), these factors may lead the portfolio manager to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a *pari passu* basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Allocations will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings based on a number of factors including the amount of brokerage created by each client account, the investment guidelines of each client account and each client's status under the rules of the Financial Industry Regulatory Authority, Inc.

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 security 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. 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.

Consistent with its fiduciary duties, the Adviser's policy is to take the utmost care in making and implementing investment decisions for the Funds. In the event that a trade error is made on behalf of a Fund, the Adviser will, when possible, attempt to break or otherwise correct the trade as promptly as practicable. The Adviser will use its reasonable best efforts to assure that orders are entered correctly; however, to the extent that an error occurs, the Adviser, its principals, affiliates and employees shall not be liable for any expenses or losses due to trade errors other than any loss arising in connection with trade errors by reason of gross negligence, willful malfeasance or as otherwise precluded by applicable law, including federal or state securities laws. The Adviser is not responsible for the errors of other persons, including third-party brokers and custodians.

#### **Item 17. Voting Client Securities**

To the extent the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of its clients.

In voting proxies, the Adviser utilizes the services of a third-party proxy agent that generally votes in favor of routine corporate housekeeping proposals, including selection of auditors and increases in or reclassification in common stock and votes against proposals that make it more difficult to replace members of a board of directors.

The Adviser's clients are not permitted to direct their votes in a particular solicitation.

If a material conflict of interest between the Adviser and a client exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the client or take some other appropriate action. The Adviser does not make any qualitative judgment regarding its client's investments.

Clients may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted a client's proxies by contacting the Chief Compliance Officer by email at [IR@andorcap.com](mailto:IR@andorcap.com), or by telephone at 914-607-6000.

**Item 18. Financial Information**

This Item is not applicable.

**Item 19. Requirements for State-Registered Advisers**

This Item is not applicable.

**Appendix: Item 2. Material Changes**

This Item is not applicable.

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