

Item 1 – Cover Page

Part 2A of Form ADV

Brochure for:

Opesbridge Capital Management LLC

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This Brochure provides information about the qualifications and business practices of Opesbridge Capital Management LLC (“Opesbridge” or the “Firm”). If you have any questions about the contents of this Brochure, please contact the Firm at the address listed above. 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.

Opesbridge Capital Management LLC is a registered investment adviser with the SEC. Registration of an investment adviser does not imply any certain level of skill or training.

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

Item 2 – Material Changes

This Brochure was prepared for Opesbridge’s initial registration with the SEC.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

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Item 4 – Advisory Business

A. Description of the Advisory Firm

Opesbridge Capital Management LLC (“Opesbridge”) is a Delaware limited liability company that was formed on July 6, 2012. Ron Resnick and Philip Davis are the principal owners of Opesbridge. Ron Resnick is the Chief Executive Officer of Opesbridge.

B. Types of Advisory Services

Opesbridge serves as general partner and investment adviser to a private investment fund (the “Client”). Opesbridge may decide in the future to sponsor or manage additional private investment funds (collectively with the Client, the “Clients”).

Pursuant to Client’s offering memorandum, limited partnership agreement, and subscription documents (“Constituent Documents”), the investment objective of Opesbridge is to generate attractive investment returns while avoiding extreme volatility.

The Client is offering limited partnership interests (“Interests”) to certain qualified investors as described in response to Item 7, below (such investors or prospective limited partners are referred to herein as “Investors”).

Opesbridge does not provide investment advice with respect to over-the-counter transactions, swaps or other OTC derivatives.

Opesbridge may cause the Client to acquire assets or other investments which Opesbridge believes either lack a readily assessable market value or should be held until resolution of a special event or circumstance. In these circumstances, Opesbridge may cause the Client to hold such investments, along with corresponding hedge positions and financial obligations, if any (together, a “Side Pocket Investment”), in separate special situation accounts (each, a “Side Pocket Investment Account”). Additionally, Opesbridge may deem an asset to be a Side Pocket Investment which asset was not initially a Side Pocket Investment.

Interests in a Side Pocket Investment Account are allocated, on a pro rata basis, to Investors in the Client that are Investors at the time a Side Pocket Investment is made or at the time an investment is deemed a Side Pocket Investment. Interests in a Side Pocket Account are generally not available for withdrawal or distribution to Investors until the Side Pocket Account is realized, deemed realized or distributed.

Side Pocket Investments are not expected to comprise more than twenty-five (25%) percent of the Client’s net assets, determined at the time of investment (or commitment to invest).

C. Client Tailored Services and Client Imposed Restrictions

Advisory services are tailored to achieve the Client’s investment objectives. Generally, Opesbridge has the authority to select which and how many securities and other instruments to buy or sell without consultation with the Clients or their Investors.

D. Wrap Fee Programs

Opesbridge does not participate in wrap fee programs.

E. Amounts Under Management

Opesbridge manages the assets of the Clients and has the following assets under management:

Discretionary Amounts:	Non-Discretionary Amounts:	Date Calculated:
\$0	\$0	August 3, 2012

Item 5 – Fees and Compensation

A. Fee Schedule

The fees and compensation payable to Opesbridge are negotiable and vary among its Clients. However, the range of compensation is generally as follows:

1. Management Fee

Opesbridge typically receives a monthly asset-based management fee calculated as a percentage of each Investor's capital account (including the closing balance of any Side Pocket Investment Account in which such Partner has an interest), payable monthly in arrears. The management fee is generally between 1% and 3%.

2. Incentive Allocation

Opesbridge generally receives an incentive allocation equal to a percentage of the net income allocated to each Investor for the year (which will include gains and losses with respect to realized or deemed realized Side Pocket Investments and income from Side Pocket Investments allocated to an Investor's Capital Account), but only to the extent net income allocated to that Investor exceeds any cumulative losses that were allocated to that Investor for earlier periods and that have not been recovered (a "high water mark"). This incentive allocation is generally 20% and is typically made at the end of each calendar year.

3. Fee Comparison

The expenses of the Client, including the management fee and incentive allocation may constitute a higher percentage of average net assets than would be found in other investment vehicles.

B. Payment of Fees

Management fees, incentive allocations, and third-party fees (discussed below) are deducted from Client assets. Management fees, which are paid in arrears, are withdrawn at the end of the month. Incentive allocations are allocated as of the last business day of the calendar year and as of any date on which an Investor makes a withdrawal or receives a distribution from such Investor's capital account(s).

C. Third-Party Fees

The Client shall pay such costs and expenses as Opesbridge shall reasonably determine to be necessary, appropriate, advisable or convenient to carry on its business and realize its objective, including but not limited to: (i) management fees; (ii) all general investment expenses (i.e., expenses which Opesbridge reasonably determines to be directly related to the investment of the Client's assets); (iii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation, compliance and consulting costs and expenses; (iv) fees, costs and expenses of third-party service providers that provide such services; and, (v) any extraordinary expenses, among other expenses.

Opesbridge's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Clients. Such charges, fees and commissions are exclusive of and in addition to Opesbridge's management fee, and Opesbridge shall not receive any portion of these commissions, fees, and costs.

Notwithstanding the foregoing, Opesbridge will bear all organizational costs and expenses related to the offer and sale of Interests in the Client.

Please see Item 12 of this Brochure regarding brokerage.

D. Prepayment of Fees

Opesbridge will pro rate the management fee for Interests held for less than a full month. Prepaid but unearned fees are refunded to the Clients and/or Investors, as the case may be.

E. Outside Compensation for the Sale of Securities

Neither Opesbridge nor its supervised persons accepts compensation for the sale of securities or other investment products outside of its association with Opesbridge.

The foregoing discussion in Items 5 represents Opesbridge's basic compensation arrangements. The management fees and incentive allocations described above are structured to comply with Rule 205-3 under the Advisers Act and applicable state laws. Fees and other compensation are negotiable in certain circumstances and arrangements with any particular Investor may vary. Although Opesbridge believes its fees are competitive, lower fees for comparable services may be available from other investment advisers.

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

As discussed in Item 5.A., Opesbridge generally receives an incentive allocation equal to a percentage of the net income allocated to each Investor for the year. Due to the Client's structure, Opesbridge allocates investment opportunities to the Client, and not to individual Investor accounts. Therefore, there are no potential conflicts of interest related to the side-by-side management.

Differences in Opesbridge's compensation arrangements with its clients, particularly if some clients were to pay higher performance-based compensation, could create incentives for Opesbridge to manage client portfolios so as to favor those portfolios of clients paying higher performance-based compensation, as could Opesbridge's ownership interest (e.g., as the general partner) in some client accounts. Notwithstanding these conflicts, Opesbridge will allocate transactions and opportunities among the various client accounts it may manage in a manner it believes to be as equitable as possible, considering each account's objectives, programs, limitations and capital available for investment, but even accounts with similar objectives will often have different investment portfolios.

The incentive allocation may provide a possible incentive for Opesbridge to make riskier or more speculative investments on behalf of a Client than it might make otherwise.

Notwithstanding this potential incentive, Opesbridge will evaluate investments in a manner that it considers to be in the best interest of its Clients, given those Clients' investment objectives, investment strategies, suitability of the investment, and risk profile.

Item 7 – Types of Clients

Opesbridge provides investment advice and management to the Client, a private investment vehicle. Opesbridge may in the future provide the same or similar services to other privately placed investment funds and/or separately managed accounts.

Opesbridge intends to restrict the number of Investors and will offer Interests only through non-public transactions in order to maintain the Client's exclusion from "investment company" status under the Investment Company Act of 1940, as amended (the "Investment Company Act").

Prospective Investors in the Funds must meet eligibility criteria, and are subject to certain withdrawal requirements and limitations. Prospective Investors are encouraged to thoroughly review a Fund's Constituent Documents, which set forth all of the terms in detail. Though the Clients generally pursue the same strategy, offering terms may differ. Terms for Separate Accounts are generally similar to the Funds, but can be negotiated on a case by case basis and may differ from those of the Funds.

The Funds. Each Investor generally must be an "accredited investors" (as defined in Regulation D under the Securities Act of 1933) and a "qualified client" (as provided in Rule 205-3(a) under the Investment Advisers Act of 1940, as amended). The minimum initial investment is \$250,000, and the minimum additional investment is \$100,000, subject to waiver at the discretion of Opesbridge.

Separate Accounts. Generally, similar terms will apply to Separate Accounts, though such Separate Accounts may have terms that differ or are more favorable than those for the Funds.

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

A. Methods of Analysis

Opesbridge's primary methods of analysis are charting, fundamental, and technical analysis using financial newspapers and magazines; inspection of corporate activities; research materials prepared by others; annual reports, prospectuses, filings with the SEC; and company press releases.

B. Investment Strategies

Opesbridge will initially utilize three different strategies:

- 1) a value investing strategy which will focus on long-term equity investments in public and private companies;

- 2) an equity income strategy focusing on dividend paying stocks, covered call writing, put writing and hedging; and
- 3) an aggressive, opportunistic, short-term options and futures strategy implemented by purchasing, selling and shorting equity and debt securities, options on securities, futures and other exchange-traded products, for both speculation and hedging purposes.

Opesbridge may engage in additional trading or investment strategies in the future by allocating portions of its capital to underlying investment managers ("Underlying Managers") who manage collective investment vehicles or segregated accounts using strategies similar to or different from those used by the Client.

C. Risks of Investments and Strategies Utilized

Investing in securities involves risk of loss that Clients and Investors should be prepared to bear.

Investment and trading risk factors may include:

General Investment and Trading Risks. Clients may invest in securities and other financial instruments using strategies and investment techniques with significant risk characteristics. The investment program utilizes such investment techniques as option transactions, margin transactions, short sales, forwards, leverage and derivatives trading, the use of which can, in certain circumstances, maximize the adverse impact to which a client may be subject.

Risks of Underlying Managers. The Partnership may engage in additional trading or investment strategies in the future by allocating portions of its capital to Underlying Managers. Certain risks accompany such an approach to investing. Utilizing Underlying Managers will not necessarily provide diversification of investment risk; certain Underlying Managers may not be registered under the Advisers Act or other similar laws; Underlying Managers may lack operating history; Investors may be indirectly exposed to leverage through the Underlying Managers; Underlying Managers may use proprietary investment strategies that are based on considerations and factors that are not fully disclosed to Opesbridge; Opesbridge may have limited access to information and periodic reports from Underlying Managers; the investments with Underlying Managers may be illiquid; Opesbridge may not have management control over Underlying Managers; utilizing Underlying Managers may cause multiple levels of costs, expenses and fees; and to the extent Underlying Managers invest in passive foreign investment companies, Investors may be subject to special tax rules.

Common Stocks and Equity-Related Securities. Prices of common stock react to the economic condition company that issued the security, industry and market conditions, and other factors and may fluctuate widely. Investments related to the value of stocks may rise and fall based on an issuer's actual and anticipated earnings, changes in management, the potential for takeovers and acquisitions, and other economic factors. Similarly the value of

other equity-related securities, including preferred stock, warrants and options may also vary widely.

Small- and Mid-Cap Risks. Securities of small-cap issuers may present greater risks than those of large-cap issuers. For example, some small- and mid-cap issuers often have limited product lines, markets, or financial resources. They may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers.

Risks Associated with Investments in Distressed Securities. A client may invest in “below investment grade” securities and obligations of domestic and non-U.S. issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These securities are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Some of these securities may not be publicly traded, and it therefore may be difficult to obtain information as to the true condition of such issuers. Additionally, in certain periods, there may be little or no liquidity in markets for these securities. Such investments also may be affected adversely by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court’s power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies’ securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies.

Investing in High Yield Securities. High-yield securities are generally not exchange traded and, as a result, these instruments trade in the over-the-counter marketplace, which is less transparent than the exchange-traded marketplace. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer’s inability to meet timely interest and principal payments.

Commodities and Derivative Investments. The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In

addition, client assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties.

Credit Default Swaps. A credit default swap is a contract between two parties which transfers the risk of loss if a company fails to pay principal or interest on time or files for bankruptcy. Swap transactions dependent upon credit events are priced incorporating many variables including the pricing and volatility of the common stock, potential loss upon default and the shape of the U.S. Treasury Market curve, among other factors. As such, there are many factors upon which market participants may have divergent views.

Convertible Securities. The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the investment value of convertible securities. The conversion value of a convertible security is determined by the market price of the underlying common stock. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security is called for redemption, a client will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on the client's ability to achieve its investment objective.

Exchange Traded Funds. Exchange-traded funds ("ETFs") are a type of index fund bought and sold on a securities exchange. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile and ETFs have management fees that increase their costs. ETFs are also subject to other risks, including: (i) the risk that their prices may not correlate perfectly with changes in the underlying index; and (ii) the risk of possible trading halts due to market conditions or other reasons that, in the view of the exchange upon which an ETF trades, would make trading in the ETF inadvisable.

Investments in Private Funds. If a client invests in private funds, the client is subject to the risks of the underlying funds' investments and subject to the underlying funds' expenses. There can be no assurance that the other funds will achieve their objectives or avoid substantial losses.

PIPES and Other Restricted Securities. In a Private investments in public equity ("PIPE") transaction, the client typically purchases unregistered equity securities of a class of securities that is publicly traded and receives registration rights with respect to the unregistered securities that it purchases. The securities are not publicly tradable when the client purchases them, however, and they may never become publicly tradable. Restricted securities generally are difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded. It is highly speculative as to whether

and when an issuer will be able to register its securities so that they become eligible for trading in public markets.

Futures, Commodities, and Derivative Investments. The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, client assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties.

Highly Volatile Markets. The prices of financial instruments can be highly volatile. Price movements of forward and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Clients are also subject to the risk of failure of any of the exchanges on which their positions trade or of its clearinghouses.

Use of Leverage and Financing. A client may pledge its securities in order to borrow additional funds for investment purposes. Any event which adversely affects the value of an investment by the client would be magnified to the extent the client is leveraged. The cumulative effect of the use of leverage by a client in a market that moves adversely to the client's investments could result in a substantial loss that would be greater than if the client were not leveraged.

Hedging Transactions. While a client may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the client than if it had not engaged in any such hedging transactions. For a variety of reasons, Opesbridge may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent a client from achieving the intended hedge or expose the client to risk of loss.

Derivatives and Hedging. Derivatives are financial instruments or arrangements in which the risk and return are related to changes in the value of other assets, reference rates or indices. A client's ability to profit or avoid risk through investment or trading in derivatives will depend on Opesbridge's ability to anticipate changes in the underlying assets, reference rates or indices.

Short Selling. Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the

extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the client of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position are available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

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; there is no limitation on daily price movements and speculative position limits are not applicable. Disruptions can occur in any market due to unusually high trading volume, political intervention or other factors. Market illiquidity or disruption could result in major losses.

Limited Diversification. Investments may be primarily focused geographically in North American countries. Furthermore, broad diversification of investments in number or by industry or geography is not a primary investment of Opesbridge. This limited diversity could expose clients to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those investments.

Non-U.S. Securities. Investments in securities of non-U.S. issuers pose a range of potential risks which could include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers.

Emerging Markets. In addition to the risks associated with investments outside of the United States, investments in emerging markets (i.e., the developing countries) may involve additional risks. Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighboring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market securities, little or no market may exist for the securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices.

Illiquid Investments. Securities and other assets, may be subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and a client may

not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale.

Counterparty Risk. Transactions are may be affected in “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes clients to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing clients to suffer a loss.

Residential Mortgage-Backed Securities. The loans underlying residential mortgage-backed securities (“RMBS”) have had in many cases higher default rates than those loans that meet government underwriting requirements. RMBS may be backed by subprime mortgage loans. Due to the higher delinquency rates and losses associated with subprime mortgage loans, the performance of an RMBS could be correspondingly adversely affected.

Asset-Backed Securities. The underlying assets and loans for asset-backed securities (“ABS”), those that are backed by consumer debt, are subject to prepayments that shorten the securities’ weighted average life and may lower their returns. If the credit support or enhancement is exhausted, losses or delays in payment may result if the required payments of principal and interest are not made. The value of these securities also may change because of changes in the market’s perception of the creditworthiness of the servicing agent for the pool, the originator of the pool, or the financial institution providing the credit support or enhancement.

Commercial Mortgage-Backed Securities. Commercial Mortgage-Backed Securities (“CMBS”) issued or guaranteed by the U.S. Government, its agencies or instrumentalities, or private issuers such as banks, insurance companies, and savings and loans are often subject to more rapid repayment than their stated maturity dates would indicate as a result of principal prepayments on the underlying loans. This can result in significantly greater price and yield volatility than with traditional fixed-income securities. During periods of declining interest rates, prepayments can be expected to accelerate which will shorten these securities’ weighted average life and may lower their return. Conversely, in a rising interest rate environment, a declining prepayment rate will extend the weighted average life of these securities which generally would cause their values to fluctuate more widely in response to changes in interest rates.

More information about the Client’s investments and the associated risk factors is available in the Constituent Documents.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment with Opesbridge. Prospective Investors and Clients should read the entire Brochure as well the Constituent

Documents, other materials that may be provided by Opesbridge and consult with their own advisers prior to engaging Opesbridge's services.

Item 9 – Disciplinary Information

Opesbridge and its management persons have not been a party to any legal or disciplinary events that would be material to a client's or prospective client's evaluation of its investment advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

A. Registration as a Broker-Dealer or Broker-Dealer Representative

Neither Opesbridge nor its management persons are registered as a broker-dealer or broker-dealer representative.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither Opesbridge nor its management persons are registered as futures commission merchant, commodity pool operator, or a commodity trading advisor.

C. Relationships Material to this Advisory Business and Possible Conflicts of Interest

There are no other relationships or arrangements that are material to this advisory business.

D. Selection of Other Advisors or Managers

Opesbridge may cause the Client to engage in trading or investment strategies in the future by allocating portions of the Client's capital to Underlying Managers who manage collective investment vehicles or segregated accounts using strategies similar to or different from those used by the Client.

Opesbridge will not cause the Client to allocate capital to investment managers who invest in futures or commodities, to the extent necessary to preserve the Partnership's exemption from registration as a commodity pool operator under Rule 4.13(a)(3) promulgated under the Commodity Exchange Act.

For other conflicts posed by Underlying Managers and how Opesbridge plans to address them, please refer to the Constituent Documents.

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

A. Code of Ethics

Opesbridge has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended. The Code governs the activities of each member, officer, director and employee of Opesbridge (collectively, “Employees”). Opesbridge holds its Employees to a high standard of integrity and business practices that reflects its fiduciary duty to the Client. In serving its Client, Opesbridge strives to avoid conflicts of interest or the appearance of conflicts of interest in connection with the personal trading activities of its Employees and Client securities transactions. When persons covered by the Code engage in personal securities transactions, they must adhere to the following general principles as well as to the Code’s specific provisions: (a) at all times the interests of Client must be paramount; (b) personal transactions must be conducted consistent with the Code in manner that avoids any actual or potential conflict of interest; and (c) no inappropriate advantage should be taken of any position of trust and responsibility. Employees covered by the Code have certain trading restrictions and reporting obligations of their personal securities transactions. Each Employee is provided with a copy of the Code and must annually certify that they have received it and have complied with its provisions. In addition, any Employee who becomes aware of any potential violation of the Code is obligated to report the potential violation to the Chief Compliance Officer.

Opesbridge will provide a copy of its Code of Ethics to Clients and prospective Clients upon request. Such a request may be made by submitting a written request to Opesbridge at the address on the cover page to this Brochure.

B. Recommendations Involving Material Financial Interests

Neither Opesbridge nor its related persons recommend to Clients, or buy or sell for Client accounts, securities in which Opesbridge or a related person has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

Although Opesbridge’s policies and procedures generally prohibit its Employees and related persons from trading in the same instruments that Opesbridge buys or sells for Client accounts, there may be limited circumstances in which Opesbridge, its Employees and/or the related persons may also personally buy or sell the same instruments that Opesbridge buys or sells for Client accounts, and it or they may own securities, or options on securities, of issuers whose securities are subsequently bought for Client accounts because of Opesbridge’s recommendations regarding a particular security. Opesbridge’s policy as to such transactions is that neither Opesbridge nor any of its Employees or related persons are to benefit from price movements that may be caused by transactions for Client accounts or otherwise Opesbridge addresses this conflict by requiring employees to sign and adhere to

Opesbridge' Code of Ethics and to report personal securities holdings and transactions to Opesbridge.

D. Trading Securities At/Around the Same Time as Clients' Securities

As discussed above, from time to time, Opesbridge, its Employees, or related persons of Opesbridge may buy or sell securities for themselves that Opesbridge also recommends to the Client. Opesbridge will always document any transactions that could be construed as conflicts of interest and will always transact Client business before the business of its Employees and/or related persons when similar securities are being bought or sold.

Item 12 – Brokerage Practices

A. Factors Used to Select or Recommending Broker-Dealers

Opesbridge will always have discretion as to the placement of brokerage (and accordingly, the commission rates paid). In selecting brokers to effect portfolio transactions, the Opesbridge considers such factors as price, quality of execution, expertise in particular markets, the ability of the brokers to effect the transactions, the brokers' facilities, reliability, reputation, experience, financial responsibility in particular markets, familiarity both with investment practices generally and techniques employed by clients and certain brokerage or research services ("soft dollar items") provided by such brokers and clearing and settlement capabilities, subject at all times to principles of best execution, in accordance with the Opesbridge's policies and procedures. In selecting broker/dealers to execute transactions, the Opesbridge need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Opesbridge believes that the broker-dealers that it recommends provide competitive transaction and custody costs, helping clients to eliminate or control costs and optimize the custodial structure to the benefit of account holders. When possible, Opesbridge seeks to pre-negotiate preferred terms for its clients providing clients with the benefits associated with the economy of scale and custodial knowledge of the firm.

Certain brokers utilized by Opesbridge may provide general assistance to Opesbridge, including, but not limited to technical support, consulting services, and consulting services related to staffing needs. In selecting a broker, Opesbridge may consider the broker's general assistance and consulting services. To the extent Opesbridge would otherwise be obligated to pay for such assistance, it has a conflict of interest in considering those services when selecting a broker.

1. Research and Other Soft Dollar Benefits

Opesbridge is not authorized to receive research or other products or service other than execution from a broker-dealer or third-party in connection with Client securities transactions ("soft dollar benefits"). If in the future Opesbridge obtains soft dollar benefits, then this Brochure will be updated accordingly.

2. Brokerage for Client Referrals

Certain brokers utilized by Opesbridge may refer advisory clients to Opesbridge or investors to investment vehicles managed by Opesbridge. In selecting a broker, Opesbridge may consider the broker's referrals of clients or investors to investment funds Opesbridge manages, referrals of advisory clients to Opesbridge, the potential for future referrals, and/or the broker's willingness to pay third-party finders' fees for such referrals. To the extent Opesbridge would otherwise be obligated to pay for "finding" services, it has a conflict of interest in considering those services when selecting a broker. It also faces a conflict because it benefits from increases the size of the investment funds it manages.

3. Directed Brokerage

Opesbridge may enter into directed brokerage arrangements in its discretion.

If a Client directs Opesbridge to use a specific broker, not recommended by Opesbridge, Opesbridge has not negotiated the terms and conditions of the broker's service terms (including, but not limited to, commission rates); in this case, Opesbridge does not have responsibility for obtaining the best prices or particular commission rates with or through any such broker, and the client may not obtain rates as low as it might by following Opesbridge recommendations.

B. Aggregating Trading for Multiple Client Accounts

Opesbridge may (but is not required to) combine orders on behalf of one Client account with orders for other Client accounts for which it or its principals have trading authority, or in which it or its principals have an economic interest. When it does, Opesbridge will generally allocate the securities or proceeds arising out of those transactions (and the related transaction expenses) on an average price basis among the various participants. Opesbridge believes combining orders in this way will, over time, be advantageous to all participants. However, the average price could be less advantageous to a Client than if that Client had been the only account effecting the transaction or had completed its transaction before the other participants. Because of Opesbridge's relationship to the Clients it manages by virtue of its position as an investment manager, there may be circumstances in which transactions for those entities may not, under certain laws, regulations and internal policies, be combined with those of some of Opesbridge's and its affiliates' other Clients, which may result in less advantageous execution for those Clients.

Opesbridge may place orders for the same security for different Clients at different times and in different relative amounts due to differences in investment objectives, cash availability, size of order and practicability of participating in "block" transactions. The level of participation by different Clients in the same security may also be dependent upon other factors relating to the suitability of the security for the particular Client.

In addition, Opesbridge and/or its related persons or Clients may buy or sell specific securities for its or their own account that are not deemed appropriate for Client accounts at the time, based on personal investment considerations that differ from the considerations on which decisions as to investments in client accounts are made. Where

execution opportunities for a particular security are limited, Opesbridge attempts in good faith to allocate such opportunities among Clients in a manner that, over time, is equitable to all clients.

Item 13 – Review of Accounts

A. Frequency and Nature of Periodic Review and Who Makes Those Reviews

Opesbridge reviews Client accounts on a monthly basis to ensure consistency with the Client's strategy and performance objectives. Asset allocation, cash management, market prospects and individual issue prospects are considered. The reviews are conducted by Ron Resnick.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may take place more frequently if triggered by economic, market, or political conditions.

C. Content and Frequency of Regular Reports

Investors in the Client will generally receive unaudited reports of performance monthly; will receive audited year-end financial statements annually; and will receive annually such tax information and schedules as are necessary to enable such Investors to prepare their federal income tax return.

Item 14 – Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties

Opesbridge does not receive any economic benefit, directly or indirectly from any third party for advice rendered to the Client.

B. Compensation to Non-Advisory Personnel for Client Referrals

Currently, neither Opesbridge nor its related persons directly or indirectly compensates any person who is not advisory personnel for Client referrals. If in the future Opesbridge enters into such arrangements, this Brochure will be appropriately amended.

Item 15 – Custody

California law provides that, because Opesbridge is the general partner of the Fund, Opesbridge is considered to have "custody" of the Fund's assets, even though independent custodians (Prime Brokers) actually hold those assets. That rule generally requires investment advisers that have "custody" of Client assets to cause certain account statements detailing holdings and transactions to be sent to Clients, and imposes certain other obligations. However, advisers to investment funds like the Fund need not comply with those requirements if, the adviser follows safeguarding procedures. Opesbridge follows the

safeguarding procedures by, among other things, sending quarterly statements to an independent party who has been engaged to approve all fees, expenses, and capital withdrawals from the account.

Item 16 – Investment Discretion

The Constituent Documents generally authorize Opesbridge to invest and trade the Clients' assets in a broad range of investments, to be selected at Opesbridge's sole discretion, with no specific limitations as to type, amount, concentration, or leverage. Further, Opesbridge may enter into any type of investment transaction and employ any investment methodology or strategy it deems appropriate.

Pursuant to the Clients' governing documents, each Investor in the Clients designates Opesbridge as its attorney-in-fact to execute, certify, acknowledge, file, record and swear to all instruments, agreements and documents necessary or advisable to carrying out the Clients' business and affairs, including execution of the Clients' governing documents. An Investor's execution of a Client's subscription agreement constitutes its execution of the Client's governing documents

Item 17 – Voting Client Securities

Opesbridge will not have authority to vote proxies on behalf of the Client. If in the future Opesbridge obtains authority to vote proxies, this Brochure will be appropriately amended.

It is the policy of Opesbridge that the exercise of proxy voting authority in respect to Client securities shall be the responsibility of its Clients. As part of their agreements with custodians, Clients will direct custodians to send all necessary proxy voting materials and notices directly to the Clients from the custodians holding such securities. Opesbridge believes that Clients, after reviewing such proxy materials, can then decide and vote proxy voting issues in their own best interest.

Opesbridge does not give specific advice to Clients whether to participate or refrain from participation in investor class action suites. Clients will receive in the normal course of business all brokerage statements and confirmations necessary to complete such materials for securities traded while under Opesbridge's management.

Item 18 – Financial Information

Opesbridge has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of a bankruptcy petition.

A. Balance Sheet

Opesbridge does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this Brochure.

B. Financial Condition

Opesbridge has discretionary authority over the Client's assets. At this time, neither Opesbridge nor its management persons have any financial conditions that are likely to reasonably impair its ability to meet contractual commitments to Clients.

C. Bankruptcy Petitions in Previous Years

Opesbridge has not been the subject of a bankruptcy petition in the last ten years.