

Brochure

NorthStar Capital Funds, LLC

March 28, 2013

This brochure provides information about the qualifications and business practices of NorthStar Capital Funds, 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 (212) 527-8340 or lperetzman@northstarcapitalfunds.com. This information has not been approved or verified by the SEC or by any state securities authority.

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

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

NorthStar Capital Funds, LLC
845 Third Avenue, 17th Floor
New York, N.Y. 10022
Tel: (212) 527-8340
Fax: (212) 527-8301

Item 3. Table of Contents

TABLE OF CONTENTS

| | | |
|-----------|--|----|
| Item 4. | Advisory Business | 3 |
| Item 5. | Fees and Compensation | 3 |
| Item 6. | Performance-Based Fees and Side-by-Side Management..... | 3 |
| Item 7. | Types of Clients | 4 |
| Item 8. | Methods of Analysis, Investment Strategies and Risk of Loss..... | 4 |
| Item 9. | Disciplinary Information | 5 |
| Item 10. | Other Financial Industry Activities and Affiliations..... | 6 |
| Item 11. | Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..... | 6 |
| Item 12. | Brokerage Practices | 6 |
| Item 13. | Review of Accounts | 8 |
| Item 14. | Client Referrals and Other Compensation | 8 |
| Item 15. | Custody..... | 8 |
| Item 16. | Investment Discretion | 8 |
| Item 17. | Voting Client Securities | 9 |
| Item 18. | Financial Information | 9 |
| Item 19. | Requirements for State-Registered Advisers | 9 |
| Appendix: | Item 2 Material Changes | 10 |

Item 4. Advisory Business

The Adviser is an investment adviser with its principal place of business in New York, New York. The Adviser commenced operations as an investment adviser in August, 2000 and has been owned by the current owners since August, 2005. The Adviser has been registered with the SEC since February, 2006. The Adviser's principal owners are Michael P. Zucker and Lawrence S. Freitag. They each own 50% of the Adviser. Each of the principal owners of the Adviser has over 25 years professional experience, and they have worked together for over 10 years. In addition, the principal owners have worked with the analysts on the team for an average of over eight years.

The Adviser provides advisory services on a discretionary basis to its clients, which include pooled investment vehicles intended for sophisticated investors and institutional investors. The Adviser's advisory services focus on long/short equity investments within the growth sectors of the economy, with a current emphasis on technology, telecommunications, media and alternative energy. The Adviser provides advice to client accounts based on specific investment objectives and strategies. Under certain circumstances, certain clients may impose restrictions on the Adviser in relation to certain investment parameters.

As of December 31, 2012 client assets under management was approximately \$48,800,000, all of which the Adviser managed on a discretionary basis.

Item 5. Fees and Compensation

The Adviser charges each client an investment management fee of 1.5% per annum based on the value of the client's assets under management. Investment management fees are charged each month in arrears based on the total market value of the assets in the client account (including net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest) on the last day of each month. If a new client account is established during a month or a client makes an addition to its account during a month, the investment management fee will be prorated for the number of days remaining in the month. If a client's investment management agreement is terminated or a withdrawal is made from a client account during a month, the fee payable to the Adviser will be calculated based on the value of the assets on the termination date or withdrawal date and prorated for the number of days during the month in which the investment management arrangement was in effect or such amount was in the account. Under certain circumstances, these fees are negotiable.

The Adviser is entitled to receive a performance-based fee or allocation, which is compensation that is based on a share of capital gains on or capital appreciation of the assets of a client. The performance-based fee or allocation is 20% of net profits and is charged at the end of each fiscal year, provided that such performance-based compensation may be charged on withdrawal or redemption amounts that are withdrawn or redeemed at a time other than at the end of a fiscal year. Under certain circumstances, these fees/allocation are negotiable.

The Adviser deducts the investment management fee from the client accounts by instructing the client's custodian.

In addition to paying investment management fees and, performance-based fees/allocation, client accounts will also be subject to certain other investment expenses such as commissions and related costs, interest expenses, certain governmental charges, accounting and legal fees.

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 paid performance-based compensation from its clients. When the Adviser and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. Finally, the Adviser's procedures also require the objective allocation for limited opportunities (such as initial public offerings and private placements) to ensure fair and equitable allocation among accounts. These areas are monitored by the Adviser's Chief Compliance Officer. The two client accounts that are currently managed by the Adviser invest on a pari passu basis.

Item 7. Types of Clients

The Adviser's clients consist of pooled investment vehicles intended for sophisticated investors and institutional investors.

The Adviser requires that an investor invests a minimum of \$1,000,000 to become an investor in a pooled investment vehicle. If the account size falls below the minimum requirement due to market fluctuations only, a client will not be required to invest additional funds with the Adviser to meet the minimum account size. Any additional investment minimums are disclosed in the offering memorandum for the pooled investment vehicle.

This minimum requirement is negotiable.

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

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. The methods of analysis include fundamental research, charting analysis, cyclical analysis as well as technical analytical tools and approaches.

The Adviser employs the following investment strategies:

Equity: The Adviser's equity strategy focuses on a broad range of equity investment styles, including growth, core and value, as well as portfolios designed to be "style-neutral". The clients accounts focus on specific ranges on the capitalization scale, from micro-cap, through small-cap, mid-cap and large-cap. The client accounts will focus on investment opportunities in more than one capitalization category or across all capitalization levels.

Growth: The Adviser engages in a capital growth investment strategy wherein the Adviser attempts to select securities of a company whose earnings the Adviser expects to grow at an above-average rate compared to the company's specific industry or the overall market.

Hedging: The Adviser utilizes a variety of financial instruments such as options and ETFs for risk management purposes.

Leverage: Although the Adviser does not currently intend to utilize leverage, the Adviser may utilize leverage in the future which involves the borrowing of funds from brokerage firm's, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments.

Option Trading: The Adviser engages in various option trading investment strategies. Options are investments whose ultimate value is determined from the value of the underlying investment. The Adviser engages in the following types of option trading strategies: calls and puts.

Short Selling: The Adviser engages in short selling strategies. In a short sale transaction, the Adviser sells a security it does not own in anticipation that the market price of that security will decline. The

Adviser makes short sales (i) as a form of hedging to offset potential declines in long positions in similar securities (ii) in order to maintain flexibility and (iii) for profit.

These strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment. The material risks associated with the Adviser's investment strategies are set forth below.

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: Performance may be more volatile if a client's account employs leverage. The Adviser does not currently intend to utilize leverage.

Short Selling Risk: The Adviser's investment program includes 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.

Risks associated with the types of investments that are primarily recommended (including significant, or unusual risks) are set forth below.

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.

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 geopolitical 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.

Item 9. Disciplinary Information

While serving as head trader of Oppenheimer's equity trading desk, Mr. Zucker was responsible for trading securities on the New York Stock Exchange ("NYSE") for the firm's account. On April 8th and 9th of 1998, Mr. Zucker authorized the purchase of some securities for the firm account. Shortly thereafter, he authorized their sale in order to mitigate potential losses for the firm. These trades were all sanctioned by the firm's compliance officers. Without admitting or denying any allegations, Mr. Zucker consented to findings by the NYSE hearing panel that he violated exchange rules by not adhering to just and equitable principles of trade insofar as his actions had the effect of creating an appearance of active trading in those securities.

On June 17, 2003, the NYSE hearing panel imposed a censure and a fine of \$45,000. (Exchange Hearing Panel Decision 03-119).

Item 10. Other Financial Industry Activities and Affiliations

This Item is not applicable.

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 Lee Peretzman (Chief Compliance Officer) by email at lperetzman@northstarcapitalfunds.com, or by telephone at 212-527-8340. 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 (e.g., board or creditor committee service), 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.

In addition, the Adviser or its related persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser or a related person recommends to clients. 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 generally 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 the Adviser's 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. Such restricted securities list includes, but is not limited to, all securities owned by a client. All of the Adviser's related persons are required to disclose their securities transactions on a monthly basis. All of the Adviser's related persons are also required to provide broker confirmations of each transaction in which they engage and a monthly certification of such transactions.

Item 12. Brokerage Practices

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions and determining the reasonableness of the broker-dealer's compensation. Such factors include net price, reputation, financial strength and stability, efficiency of execution and error resolution, offering to the Adviser on-line access to computerized data regarding a client's accounts. In selecting a broker-dealer to execute 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 "execute 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, the Managing Member and Head Trader meet periodically to evaluate the broker-dealer's 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 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; consultants' advice on portfolio strategy; 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.

When the Adviser uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Adviser's Chief Compliance Officer the head trader and Managing Member 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 either the specific transaction or the Adviser's overall responsibilities to the accounts or portfolios over which the Adviser exercises investment discretion.

The use of client commissions (or markups or markdowns) 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. 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 certain financial newsletters and trade journals, data services, and software.

The Adviser often purchases or sells the same security for *clients* contemporaneously and using the same executing broker. It is the Adviser's practice, where possible, to aggregate client orders for the purchase or sale of the same security submitted contemporaneously for execution using the same executing broker. The Adviser will also aggregate in the same transaction, the same securities for accounts where the Adviser has brokerage discretion. Such aggregation may enable the Adviser to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or

excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated among participating client on a pro rata basis, based on order size.

Item 13. Review of Accounts

Each client account is reviewed by the managing members 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 account. Everyday a daily performance worksheet is prepared by the Adviser's CFO and reviewed by the managing members. The performance of each security as well as the client's portfolio as a whole is reviewed. A report detailing long and short exposures is also prepared by the Adviser's CFO and reviewed by the managing members. The report details the long short exposures in total, by sectors, by industry, and by market cap. These reports are all reviewed by the managing members. Every month, partner and shareholder statements are prepared and mailed and/or emailed to every investor in a pooled investment vehicle. These statements report the performance of each capital account or share class. In addition to these statements, each investor is sent a monthly letter describing the activity for that month and the year-to-date for the pooled investment vehicle. The letter describes what happened in that month being reported and the Adviser's view of the market.

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.

The Adviser has entered into a contract with Omnicap LLC, who serves as an independent marketer for the Adviser. The Adviser makes cash payments to Omnicap LLC for client referrals, provided that, to the extent required, each such solicitor has entered into a written agreement with the Adviser pursuant to which the solicitor will provide each prospective client with a copy of this brochure, and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and Adviser and any fees to be paid to the solicitor. Where applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, and related SEC staff interpretations.

Item 15. Custody

This Item is not applicable.

Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to clients. Prior to assuming full discretion in managing a client's assets, the Adviser enters into an investment management agreement that sets forth the scope of the Adviser's discretion. Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the 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. Because of the differences in client investment objectives and

strategies, risk tolerance, tax status and other criteria, there may be differences among clients in invested positions and securities held. The Adviser's CFO allocates each trade that is executed based on the allocation percentages that are determined by the client's ending capital of the prior month. The two client accounts that are currently managed by the Adviser invest on a pari passu basis.

The Adviser participates in IPOs and secondary offerings. Allocations will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate, which may include a client's investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a client's status as a "restricted person" under applicable regulations.

If a trade error occurs, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, the Adviser's error correction procedure is to ensure that clients are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. The Adviser has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy. In the event that a client account incurs a trade error as a result of the Adviser's gross negligence, willful misconduct, or fraud, trade errors will be corrected by the Adviser as soon as practicable, in a manner such that the client incurs no loss. Trade errors that result other than by breach of the standard of care above are borne by the client account.

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 votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors and increases in or reclassification in common stock. The Adviser will determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and the Adviser's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

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

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.

Investors 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 Lee Peretzman, Chief Compliance Officer by email at lperetzman@northstarcapitalfunds.com, or by telephone at 212-527-8340.

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.

SK 22058 0004 1370363 v2