



# EJF Capital LLC

## Firm Brochure

Form ADV, Part 2A

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This brochure provides information about the qualifications and business practices of EJF Capital LLC. If you have any questions about the contents of this brochure, please contact us at: 703.875.9121 or by email at: [fwalker@ejfcap.com](mailto:fwalker@ejfcap.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC"), or by any state securities authority. Investment adviser registration does not imply a certain level of skill or training.

Additional information about EJF Capital LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

## **Item 2 – Material Changes**

During 2012 EJP Capital LLC (“EJP” or the “Firm”) terminated EJP Sidecar Fund Series LLC – Series A (“Sidecar A”) and the EJP Investment Grade Fund, LP (“Investment Grade”). Assets held in the portfolios of Investment Grade and Sidecar A’s portfolios were returned to the investors. EJP recently created several funds, consisting of two offshore funds for existing products and one fund that was created with onshore and offshore investment vehicles.

In January 2013, EJP opened a research office in London, England. This office is currently staffed by two research analysts.

### Item 3

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## **Item 4 – Advisory Business**

### **The Company**

EJF is an investment advisory firm that started its investment advisory operations in September 2005. EJF's principal owner and Chief Executive Officer, Emanuel J. Friedman, owns approximately 56% of EJF, and Neal Wilson, EJF's Chief Operating Officer, owns approximately 18% of the Firm. Other associated individuals own approximately 26% of EJF.

### **Advisory Services**

EJF provides discretionary investment advisory services to hedge funds and private equity funds (collectively the "Funds"). EJF serves as the manager for the Funds and is responsible for the Funds' trading and other day to day activities. The following Funds are currently open to new investors: EJF Debt Opportunities Master Fund, L.P. ("Debt Opportunities"), a limited partnership formed in the Cayman Islands; EJF Debt Opportunities Master Fund II LP, a limited liability company formed in the Cayman Islands; EJF Select Master Fund, SPC ("Select Fund"), an exempted segregated portfolio company formed in the Cayman Islands; EJF Greater China Master Fund, Ltd. ("China Fund"), a company with limited liability formed in the Cayman Islands; EJF Income Fund, LP ("Income Fund"); a limited partnership formed in Delaware; EJF Financial Services Fund, LP ("Financial Services"), a limited partnership formed in Delaware; and EJF Financial Opportunities Master Fund, LP, a limited partnership formed in the Cayman Islands. In addition to the Funds referenced above, EJF also manages a number of Funds that are currently closed to new investors.

EJF is subject to investment guidelines/restrictions with respect to the Funds. These investment guidelines/restrictions are described in each Fund's offering documents and are monitored in EJF's portfolio management system.

EJF also provides discretionary and non-discretionary investment advisory services to separately managed accounts ("SMAs"). With regard to discretionary SMAs, the advisory accounts are managed according to the client's investment guidelines/restrictions as they appear in each client's investment management agreement or a separate document reflecting investment guidelines/restrictions. Examples of guidelines/restrictions for an SMA client include a prohibition on the purchase of a particular security or a limit on the portion of an SMA client's assets which are invested in a particular asset class. SMA clients with discretionary accounts have the ability to place additional investment guidelines/restrictions or remove or modify existing investment guidelines/restrictions that are described in the investment management agreement. All changes to the investment guidelines/restrictions are reviewed with the SMA client and the product's portfolio manager before they are implemented. The portfolio manager assigned to each SMA and EJF's Director of Risk Management are responsible for monitoring the account's activity to ensure that EJF complies with the client's instructions. To assist with this review, each SMA client's investment guidelines/restrictions are placed in EJF's portfolio management system, where the trading activity is compared to the client's instructions.

With regard to non-discretionary SMAs, EJF must obtain approval from the client before the portfolio manager is allowed to place a trade in the client's account.

To manage the Funds' and the SMAs' portfolios, EJP relies on investment research generated internally and research received from third-party broker-dealers (proprietary research). EJP's portfolio managers for different products may share investment research and may have discussions regarding investment ideas. EJP does not offer for sale any proprietary investment research generated internally. However, the Firm may occasionally produce "white papers" which may be made available to certain existing and prospective clients.

The portfolios for Funds and SMAs managed by EJP may include investments in common stock, preferred stock, investment grade and non-investment grade corporate bonds, and bonds issued by government-sponsored enterprises. Funds and SMA clients also may purchase U.S. Government and agency securities, convertible securities (including stock and convertible corporate bonds), real estate investment trusts, private placement securities, private funds, triple net lease products, structured products, Troubled Assets Relief Program ("TARP") securities (securities originally issued by banking institutions in connection with the U.S. Department of The Treasury ("Treasury") bail-out program), and futures (tangible and intangible).

EJP may offer advice on interests in partnerships investing in trust preferred securities, long-term junior subordinated debt or equity securities with characteristics very similar to trust preferred securities and other preferred or debt securities. EJP may also provide advice on investments in entities that elect to be taxed as real estate investment trusts for U.S. federal income tax purposes. These entities issue structured finance products and/or originate loans that invest in trust preferred securities. EJP may provide advice on different tranches of structured and securitized debt and equity securities, such as mortgage pool residual interests, bank loans, trade claims, derivatives and equity securities received in connection with debt restructurings, and private investments in public equities.

EJP has agreed to provide certain investors with documents containing detailed information about certain Funds on a monthly basis. EJP will provide such statements to investors in the Funds upon request, subject to such policies and conditions as may be established by EJP from time to time in its sole discretion. EJP may determine, in its sole discretion, to stop providing such statements at any time or to change the information contained in or the timing of such statements. Any investors that would like to receive such statements will be required to execute a confidentiality agreement in the form provided by EJP prior to receiving such statements.

### **Termination of SMA Agreement**

An SMA client may terminate the investment management agreement at any time. The termination is effective after EJP receives a notice of termination. EJP may terminate an investment management agreement by notifying the SMA client in advance of the date of termination.

### **Regulatory Assets Under Management**

As of December 31, 2012, EJP had approximately \$4,029,203,532 in regulatory assets under management, including \$3,871,345,991 in assets managed on a discretionary basis and \$157,857,541 in assets managed on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

### **Funds**

As the investment adviser responsible for managing the Funds, EJP charges a maximum management fee of 2% based on the assets under management in a particular Fund. EJP may agree to charge certain Funds or certain Fund investors' management fees of less than 2% even if the assets are managed in a similar investment style. EJP may also decide to waive all or a portion of the Firm's negotiated management fee for a given period. For example, EJP may decide to negotiate its management fee because of a client's asset level in the portfolio or a client's special situation.

Certain Funds that are open to new investors calculate and pay management fees to EJP monthly in arrears, and at least one Fund (which is currently closed to new investors) calculates its management fee on a quarterly basis in arrears. In addition, EJP manages several Funds that are closed to new investors and which do not pay any management fees. Certain investors in the Funds may have special management fee arrangements that are provided for in the Funds' offering documents. None of EJP's Funds pay management fees in advance.

### **Funds - Deduction of Management Fees**

Management fees for all Funds are deducted either monthly or quarterly from each Fund's portfolio. Management fees are first segregated into an escrow account by EJP personnel pursuant to EJP's written money transfer policies and procedures. Management fees remain in the escrow account until the Firm's administrator verifies the amounts. After the administrator verifies the management fee amounts, the administrator moves the assets to an EJP bank account.

### **Funds - Other Fees or Expenses Charged to the Funds**

Broker-dealers executing client trades generally charge a brokerage commission on equity securities and a markup or markdown on fixed income securities. These transaction costs are paid by the client, not EJP. In addition to transaction costs, certain Funds may also pay expenses such as organization costs, modeling expenses, custodian fees, legal and audit expenses, tax, pricing service, and administrative fees. Additional information regarding transaction costs is located in Item 12, Brokerage Practices.

### **Funds - Investors**

Certain investors in the Income Fund and certain classes of Debt Opportunities, China Fund, and Select Fund may be subject to additional upfront fees of up to 2.5%, as well as ongoing fees of up to 0.5% per annum. These additional fees, classified as placement fees, are paid to placement agents that are registered broker-dealers. The placement agent receives an up-front fee based on the amount invested by the investors placed with the applicable Fund. The placement fee is paid by the Fund investor. With regard to certain Funds, redemption fees may be charged if an investor redeems from the Fund prior to the one year anniversary of the each subscription date. One Fund has an 18 month lockup period and several Funds have private equity structures with investment periods of 5 years or more with no redemption rights. In general, investors are not allowed to redeem before the lockup period has expired.

## **SMA**s

As noted above, EJP manages a number of SMA's on both a discretionary and non-discretionary basis. The maximum management fee charged by EJP to either discretionary or non-discretionary SMA's is 1.50% (on an annualized basis), payable monthly in arrears. The management fee charged is based on assets under management. None of EJP's SMA's pay any management fees in advance. All fees for SMA's are negotiated and memorialized in each SMA's investment management agreement. An SMA client may pay a management fee that is higher or lower than another client, based on factors such as the amount of assets managed for the account and the negotiated percentage of the management fee.

### **SMA - Deduction of Management Fees**

SMA clients (or their representatives) are provided an invoice reflecting the amount of management fees charged for the period in question. Some SMA clients pay EJP directly; other clients direct their custodian or a representative to pay the management fee to EJP. EJP employees do not deduct management fees from SMA client accounts.

### **SMA - Other Fees or Expenses Charged to SMA's**

SMA clients are generally charged a brokerage commission or other form of transaction cost for trades executed in their accounts. For example, equity securities are generally charged a brokerage commission while fixed income securities incorporate a markup/markdown into the execution price. In addition, SMA clients may be subject to custodian fees, wire transfer fees, and transaction fees charged by third party custodians. All fees charged to an SMA client's account are reflected on the brokerage account statements received by each SMA client. For additional information regarding brokerage transaction cost, please see Item 12 – Brokerage Practices.

### **Additional Compensation**

Neither EJP nor any of its employees or affiliates is paid additional compensation such as brokerage commissions for purchasing or selling securities placed in a Fund or SMA client's portfolio.

## **Item 6 – Performance-Based Fees and Side by Side Management**

EJP may charge certain Funds and SMA clients performance-based fees. The receipt of performance-based fees may create a conflict of interest for EJP. Since positive investment returns would likely increase the performance fee paid to EJP by its clients, the Firm has an incentive to favor those clients that pay EJP a performance fee or higher performance fees. For example, if EJP allocated profitable trades exclusively to those clients that pay EJP a performance based fee or the highest performance fee, EJP would have a conflict of interest. EJP manages this potential conflict of interest by creating, implementing, and enforcing trade allocation procedures.

There may be occasions when EJP does not allocate a particular security to a client in the same investment strategy as another client that received a trade allocation. Reasons for not allocating

a security to a client may include but are not limited to the following: the investment guidelines/restrictions do not permit the purchase of the security; the client's portfolio currently contains the prescribed limit of the security or a similar security that is designed to fill the same investment objective; the client does not have a sufficient cash balance to participate in the trade; a security is only issued in increments of a certain size and the smallest increment of the security for the allocation exceeds the client's limit. These limitations to allocation may result in different investment returns for clients with assets in the same investment strategy and managed by the same portfolio manager.

As stated in Item 5, EJP also charges its Funds and SMA clients an asset-based management fee.

As noted above, certain Funds managed by EJP may be charged an annual performance based fee. This fee may be up to 20% (the fee for at least one Fund is less than 20%) of the excess, if any, of the net asset value of each series of units or shares in a Fund over a high-water mark and, in certain cases, a hurdle. Certain Funds are not subject to a high-water mark. Not all investors in the Funds are subject to the 20% performance fee charged by the Funds. In addition, certain Funds are subject to claw-back provisions with regard to performance fees. Performance fees are not crystallized with regard to private equity funds until the fund is closed and assets are returned to investors.

Funds and certain SMAs generally pay EJP performance fees annually. Performance based fees are typically calculated at the end of each calendar year. On a monthly or quarterly basis, a performance fee accrual is made for each applicable Fund and SMA.

With regard to certain SMA clients, EJP is entitled to receive an annual performance fee of up to 20% of any realized and unrealized capital appreciation of assets under management (at least one SMA client may pay a performance fee that is less than 20%), subject, in certain cases, to a threshold amount.

Performance fees are negotiable.

EJP does not charge any of its clients a flat fee or a fee that is calculated based on hourly rates.

## **Item 7 – Types of Clients**

EJP has SMA clients and Fund investors in the following categories: foundations, trusts, IRAs, fund of funds, endowments, pensions, profit sharing plans, business entities, high net worth individuals and family offices. As EJP grows, additional categories may be added.

The minimum investment amount for investors in any of the Funds is generally \$100,000; with regard to off-shore Funds, the minimum investment is mandated by law to be \$100,000. The minimum investment amount required to open an SMA is generally \$50,000,000. EJP reserves the right to waive the minimum account size for investors in the Funds or individuals/entities opening SMAs.



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

### **EJF INVESTMENT STRATEGIES**

#### **Fixed Income Strategy**

EJF's fixed income strategy is designed to invest in mispriced fixed income securities. EJF's approach is to take advantage of its strength, experience, and expertise in analyzing investment opportunities across debt capital markets. This approach allows EJF to identify investment opportunities in relatively complex markets that offer attractive absolute total returns. EJF's fixed income strategy looks for specific events to improve a security's price or liquidity in order to make an investment. As a result, much of the expected performance return for the most essential positions in a portfolio may result from changes in security prices rather than interest income. The strategy is designed to limit downside risk if the expected events surrounding a particular investment do not materialize.

The fixed income strategy's net market exposure will generally range from 85% to 140% with a certain percentage of the portfolio in cash or liquid investments. In certain situations, EJF will short securities in order to hedge long exposures in the portfolio and trade individual name and index credit default swaps. The fixed income strategy may borrow as determined by the portfolio manager or the Fund's investment team. Borrowing is achieved through the use of repo financing and margin, both methods of which involve pledging collateral against the financed amount. Borrowing is provided by registered broker-dealers, including prime brokers used by EJF.

The fixed income strategy may use debt, equity and hybrid investments in privately held companies. Private transactions may include, securities offered pursuant to Rule 144A of the U.S. Securities Act of 1933, private investments in public equities, and assets currently held by the U.S. Department of the Treasury in connection with the Capital Purchase Program under the Troubled Asset Relief Program. The strategy may also invest in entities that elect to be taxed as real estate investment trusts, or "REITs," for U.S. federal income tax purposes that issue structured finance products. The fixed income strategy may also acquire interests in common or preferred stock, senior debt, subordinated debt, convertible debt, options, notes, warrants, and futures. Investment grade, senior tranches of securities issued by CDOs and other securitization vehicles may be used in the strategy.

In another fixed income strategy a fund may focus on a variety of niche fixed income markets where it is believed attractive returns can be generated with moderate risk. This includes residential mortgage backed securities, commercial mortgage backed securities, and commercial real estate collateralized debt obligations. The strategy may also invest in agency whole pool mortgage certificates, commercial mortgage loans, CRE mezzanine loans, securities issued by financial institutions, and net lease loans and properties.

## **Equity Strategies**

One of EJJ's equity strategies is designed to pursue absolute returns, and to achieve medium to long-term capital appreciation from investments providing exposure to securities issued by companies in certain regions of the world. EJJ primarily uses an equity long/short strategy, and primarily seeks to invest in securities that are listed, quoted, or traded on stock markets in Hong Kong, Taiwan, Singapore, and the United States.

EJJ may also apply a strategy in which it uses special situations equity, such as "orphaned" securities previously issued by companies under Rule 144A. Securities in this strategy may be issued by either domestic or foreign companies. A Fund using this strategy may also invest in securities consisting of packages of securities that have equity-like characteristics or equity-like returns. These securities may include the purchase or sale of put or call option contracts, shorting shares of common stock or debt, and other securities that EJJ may find appropriate.

In a third equity strategy, EJJ will generally emphasize individual security selection ("bottom-up" investing) and may consider a wide range of factors in determining whether a security is overvalued or undervalued. EJJ may take long positions in companies that it believes to be high quality with above-average growth at attractive multiples, and short positions in companies that it believes are underperforming relative to the market. EJJ may allocate a substantial portion of a Fund's assets to one or more concentrated positions that it believes are undervalued or overvalued. EJJ may hedge its equity position by allocating a portion of a given portfolio to cash.

Under this strategy a fund may invest in the equity and debt securities of financial institutions that are impacted directly or indirectly by: (1) bank and thrift recapitalizations and/or restructurings; (2) standard and mutual holding company conversions; (3) government financial reform related policies including the Troubled Asset Relief Program ("TARP"); and (4) FDIC assisted transactions.

## **Fixed Income Security Risk**

EJJ is an active manager of risk and will use various techniques to lessen undesirable risk. A few forms of risk that may be hedged include, but are not limited to, interest rate risk, currency risk, individual company or issue credit risk, sector specific risk, leverage, economic conditions, suspension of trading, limited diversification, lack of liquidity in certain investment, and volatility.

EJJ's fixed income strategy is designed to maintain a security portfolio by position size, sector concentration, capital structure position, maturity, and rating. At times, EJJ may take large positions in certain investments where the investment payoff is particularly appealing or where EJJ can employ hedges to lessen a significant portion of risk.

## **Equity Security Risk**

The movement of equity securities prices may affect the value of the investments in EJJ's equity strategies. Issues such as interest rates, the United States' and certain foreign countries'

economic growth rates, and political events may have an impact on equity markets. EJJ may frequently trade the securities in a Fund's portfolio. Frequent trading in a Fund's portfolio may result in increased brokerage costs and other transaction expenses. A Fund's portfolio that is frequently traded may be subject to higher taxes and possibly lower investment performance. The Fund may also have risk exposure relating to bankruptcy cases associated with distressed companies, short sales, illiquid securities, leverage, short term trading, convertible securities and warrants, hedging transactions, counterparty risk, third party litigation, partnership form, suspension of trading, and market events risks.

## **Management Risk**

EJJ's opinion regarding the potential increase in the price of a security may be incorrect and a security may not perform as anticipated. In addition, an individual security's value may change more than the stock market as a whole. It is possible that some of EJJ's estimates regarding a security's value may be wrong, or may take longer than anticipated to materialize even if correct.

Investing in fixed income/equity securities and futures involves risk of loss that clients should be prepared to bear. EJJ does not guarantee performance results for any of its products.

## **Item 9 – Disciplinary Information**

Within the last ten years, a disciplinary action was taken against Emanuel Friedman, EJJ's Chief Executive Officer. The following discussion addresses the disciplinary action taken by two regulatory bodies.

On November 17, 2006, Mr. Friedman submitted an offer of settlement to the SEC, which was accepted by the SEC on December 19, 2006. In the offer of settlement, without admitting or denying the findings contained in the order, Mr. Friedman admitted to the jurisdiction of the Commission and consented to the entry of an order by the Commission containing the findings described below.

According to Mr. Friedman's consent, the SEC order found that he was a registered representative of registered broker-dealer Friedman, Billings, Ramsey & Co., Inc. ("FBR") and either chairman or co-chairman and either CEO or Co-CEO of that firm during his entire tenure there. The order further finds that a final judgment was entered by consent against Mr. Friedman enjoining him from violating Section 5 of the Securities Act of 1933 (the "Securities Act") and, as a controlling person pursuant to Section 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), from violating Exchange Act Sections 10(b) and 15(f) and Rule 10b-5 in the civil action SEC v. Friedman, Billings, Ramsey & Co., Inc., et al., Civil Action No. 06-CV-02160 (D.D.C.).

The SEC's complaint alleged that in September/October 2001, Mr. Friedman, with others, directed or controlled the day-to-day management of FBR; in connection with a PIPE offering by Compudyne Corp., FBR failed to establish, maintain, and enforce policies and procedures reasonably designed to prevent the misuse of material, non-public information and improperly traded Compudyne stock in its market-making account while aware of material, nonpublic

information concerning the PIPE offering. Mr. Friedman, as a controlling person of FBR, was liable for the foregoing FBR conduct.

Mr. Friedman was barred from associating in a supervisory capacity with any broker or dealer, with the right to reapply for such association after two years (which time period has since expired) to the appropriate self regulatory organization, or if there is none, to the Commission. Other sanctions were imposed in related civil injunctive proceedings filed by the SEC and the NASD (now known as FINRA).

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

### **Registered Individuals of a Broker-Dealer**

EJF does not have an affiliated broker-dealer, nor are any of its employees registered or have an application pending to register with a non-affiliated broker-dealer.

### **Other Registered Entities**

EJF's registration as a commodity pool operator and a commodity trading advisor was effective with the Commodities Future Trading Commission ("CFTC") on January 1, 2013. The CFTC is an independent U.S. federal agency that is responsible for regulating the commodities futures and options markets. EJF also became a member of the National Futures Association ("NFA") on January 1, 2013. NFA is the self-regulatory organization for the U.S. futures market. As a result of EJF's registration with the CFTC and its membership in the NFA, several of its employees are also registered with the NFA as associated persons.

### **Relationships Material to Advisory business**

EJF has entered into a number of solicitation agreements with registered broker-dealers. Under the solicitation arrangements, broker-dealers refer to EJF high net worth individuals or entities that the broker-dealer has determined are qualified to invest in EJF's products. Broker-dealer solicitors are generally paid a percentage of the management fee and/or the performance fee received by EJF.

EJF also may have arrangements with broker-dealers that receive a placement fee for placing investors in certain of EJF's Funds. The broker-dealer placement agent may receive a fee that is up to 2.5% of the assets invested in the Fund by the placed client (this is a one-time fee which is paid by the client). The broker-dealer placement agent may also receive an on-going fee up to .5% per annum of assets invested in the Fund by the placed investor (this fee is also paid by the client).

EJF and Keel Point Advisors, LLC (a registered investment advisory firm) each hold an interest in the general partner of The 144A Fund, L.P., The 144A Master Fund, L.P., EJF Select Master, SPC, and EJF Select Fund, LP.

EJF has a 100% ownership interest in Harbor Asset Management Company, LLC, which in turn has an 85% ownership interest in Kodiak Capital Management Company, LLC ("Kodiak Management"). In accordance with a management agreement, Kodiak Management serves as

the manager of Kodiak Funding, LP (“Kodiak”), a Delaware limited partnership which invests in trust preferred securities, long-term junior subordinated debt and/or equity securities with characteristics very similar to trust preferred securities. Kodiak may also invest in debt securities, distressed real estate-related debt securities at discounted prices and collateralized debt obligations (“CDOs”). Among other things, Kodiak Management is responsible for: (1) the selection, purchase and sale of Kodiak's investments; (2) financing and risk management for Kodiak's activities, and (3) providing Kodiak with advisory services related to collateralized debt obligations issued to finance Kodiak's portfolio of investments and portfolios acquired from an unaffiliated third party.

On occasion, EJF may make an investment in an unaffiliated investment adviser. As a result of such an investment, EJF will not have control, voting rights, or company board representation with the investment adviser. In addition, EJF will not have access to any non-public information relating to the investment adviser and will not see any of the investment adviser's trading documents.

Arlington Financial Services LLC (“Arlington Financial”) is an affiliated entity that provides accounting and bookkeeping services to unaffiliated entities. Arlington Financial does not provide investment advisory services. Financial services provided by Arlington Financial are not material to EJF's advisory business.

### **Pooled Investment Vehicles**

EJF has an interest in the following Funds (which are open to new investors): EJF Debt Opportunities Master Fund, LP; EJF Debt Opportunities Master Fund II, LP; EJF Income Fund, LP; EJF Select Master Fund SPC; EJF Greater China Master Fund, Ltd; and EJF Financial Services Fund, LP.

EJF also has an interest in the following Funds (which are closed to new investors): Kodiak Funding, L.P.; EJF Crossover Master Fund, LP; EJF Long/Short Equity Master Fund, LP; EJF Opportunity Master Fund, LP; EJF Distressed Fund, LP (in the process of being liquidated); EJF 144A Master Fund, LP; and EJF Sidecar Fund, Series LLC – Series C.

### **Recommending/Selecting Investment Advisers for Clients**

EJF does not recommend/select investment advisers for its clients.

### **Item 11 – Code of Ethics**

EJF has a code of ethics (the “Code”) that outlines its policies regarding personal trading and various other conflicts of interest that may arise while servicing a client's account. Under the Code each employee is required to certify that he or she has read the Code after the individual joins EJF and on an annual basis thereafter. The Code also requires all employees to disclose all brokerage accounts in which they have a beneficial interest (this includes accounts of immediate family members living in the same household). All employees are required to pre-clear their personal securities transactions (EJF has identified several categories of securities that do not require pre-clearance) through EJF's Chief Compliance Officer or his designee. Employees are

required to pre-clear their trades before an order for a personal security transaction is placed with an executing broker-dealer. The pre-clearance process is designed to compare an employee's proposed transaction against trades considered or executed for the Firm's clients. By pre-clearing employee trades, EJP is attempting to prevent employees from front-running client traded securities and causing EJP to violate its fiduciary duty. Employees are generally not allowed to purchase the same securities that are held by a client. If a new employee holds the same security that is held by a client, the employee will be subject to a 7 day blackout period if the client sells the security before the employee. EJP employees are not permitted to purchase any security that is offered in an initial public offering.

All employees that maintain brokerage accounts are required to instruct their respective brokerage firms to provide EJP with duplicate brokerage account statements and trade confirmations. EJP's Chief Compliance Officer or his designee is required to review these documents to determine if an employee has violated any provision of the Code.

A section of the Code addresses EJP's fiduciary duties, including placing the client first and the handling of a client's confidential information. The Code also contains a gift policy that requires all employees to report to the Chief Compliance Officer gifts accepted or given to individuals or entities that are conducting business with EJP or seeking to conduct business with EJP. Employees are generally not permitted to accept or give gifts that exceed a certain dollar value. In addition, the Code requires certain employees to advise the Chief Compliance Officer when they entertain or are being entertained by individuals or entities conducting business or seeking to conduct business with EJP. The entertainment opportunities in which employees participate should not be so frequent or so expensive that it would cause one to question the integrity of EJP or the employee. The Code also describes when a normal entertainment event is classified as a gift by the Chief Compliance Officer. Finally, the Code discusses the sanctions that may be imposed if an employee fails to comply with the Code's guidance.

EJP maintains a restricted list of securities which neither employees nor the Funds/SMAs are allowed to trade. The restricted list is reviewed by EJP's Chief Compliance Officer or his designee prior to pre-clearance of a personal securities transaction for an employee.

EJP will provide a copy of the Code to any client upon request. Such requests should be directed to EJP Capital LLC, Attention: Frank R. Walker Jr., 2107 Wilson Boulevard, Suite 410, Arlington, VA 22201.

### **Recommendations to Clients**

EJP generally does not allow employees to purchase the same securities that are purchased or held by its clients. If an exception is made for an employee to execute a trade in a security held by a client, the employee cannot purchase the same security for 7 days after the client last purchased or sold the security. If a client is recommended the same security that an employee holds in his/her personal brokerage account, the employee would be subject to a 7 day black out period if the employee wishes to sell the security held in his/her personal brokerage account. The black-out period will not allow the employee to sell if the client executed a trade in the same security during the prior 7 days.

Employees are prohibited from purchasing a security and selling the same security within 30 days of the original purchase transaction. Additionally, employees are prohibited from selling a security and repurchasing the same security within 30 days of the original sale transaction.

### **Investment in Same Securities Recommended to Clients**

Generally, neither EJJ nor its employees are permitted to purchase in a brokerage account the same securities recommended to EJJ's clients.

## **Item 12 – Brokerage Practices**

EJJ has an approval process that each broker-dealer must go through before EJJ's traders are allowed to execute trades for client's account. EJJ conducts due diligence on broker-dealers by reviewing items such as their financial status and disciplinary history, if one exists. Depending on the broker-dealer, the Chief Compliance Officer or his designee may conduct an internet search to determine if any material information regarding the broker-dealer in question is available. EJJ traders are responsible for negotiating commission rates charged by broker-dealers. After a broker-dealer is approved, EJJ's traders are free to place buy or sell transactions with the broker-dealer.

On a quarterly basis, EJJ has a best execution committee meeting. In addition to other issues, the best execution committee meeting is designed to determine where trades are executed and the commission rates charged for the transactions. EJJ has also employed the services of a third party vendor to assist with the best execution analysis of equity securities. The vendor conducts an analysis of commission rates charged and determines if trades were executed within a certain range during the trading day.

EJJ maintains relationships with a number of broker-dealers including some that have affiliated entities or a department within the same entity that may provide services to EJJ. Examples of services provided by a broker-dealer or a broker-dealer affiliate include the following:

- A broker-dealer may serve as the prime broker for a Fund's assets;
- A broker-dealer may provide trade executions for Funds or SMA clients;
- A broker-dealer may provide EJJ with internally generated investment research; and
- A broker-dealer may provide custodian services to EJJ clients.

### **Best Execution**

EJJ seeks to obtain the best available price for the orders placed by its portfolio managers. The objective is to obtain the most favorable total cost or proceeds with regard to the transaction. With regard to best execution, the lowest commission charged on a trade may not be the most optimal indication of best execution. Certain transactions may require specific services that may not be available at the lowest possible commission rates. EJJ uses the services of a third party to assist the firm with its best execution analysis of equity securities. The vendor provides the Chief Compliance Officer with several reports which are used to help determine if best execution was obtained.

## **Research and Other Soft Dollars**

EJF uses broker-dealer proprietary research to assist with its investment decision-making process. To obtain broker-dealer proprietary research, EJF may pay a higher brokerage commission to execute a trade. Brokerage commissions paid to broker-dealers that do not provide investment research are generally lower than those paid to broker-dealers that do provide proprietary research. EJF may trade more through broker-dealers that provide EJF with proprietary research. By using proprietary research, EJF is receiving research that it does not have to produce internally or purchase from third party vendors. EJF does not use its commission dollars to obtain research products and services through third party vendors. In addition to unsolicited proprietary research, certain broker-dealers may occasionally offer EJF's employees the option to participate in or attend conferences or provide EJF employee access to issuers' management teams, or make prospective investor introductions.

## **Brokerage for Client Referrals**

EJF does not use its client's brokerage commissions to pay for client referrals.

## **Directed Brokerage**

EJF does not have any directed brokerage arrangements.

## **Brokerage Aggregation/Allocation**

Purchases and sales of securities for a Fund and an SMA client may be aggregated or bunched when an order is placed with a broker-dealer. EJF may not bunch or aggregate orders if the portfolio management decisions for different accounts are made separately, if the Firm determines that bunching or aggregating would be inconsistent with its investment management duties or with a client's direction, or if the orders from the portfolio managers are not received at approximately the same time.

EJF and/or its affiliates may have potential conflicts of interest in connection with the allocation of investments or transaction decisions for its Funds and SMAs, including situations where EJF, its affiliates, and their personnel may have a financial interest. EJF and its affiliates may manage accounts that have investment objectives that are similar and/or that may seek to make investments in the same securities. This may create potential conflicts of interest and potential differences among the accounts, particularly where there is limited availability or limited liquidity for those investments. EJF has developed allocation policies and procedures that describe how EJF will allocate investment opportunities in a manner it considers to be reasonable and equitable over time.

EJF may allocate investment opportunities based on relative size of an order, investment objectives, guidelines/restrictions, risk tolerance, availability of other investment opportunities, and available cash for investments. EJF will also take into consideration whether the client account is allowed to use leverage. Although allocating orders among accounts may create potential conflicts of interest, EJF will not make investment allocation decisions based on the allocation that generates higher fees for the firm.



EJF may determine that an investment opportunity or purchases/sales are appropriate for one or more SMA clients, but not for a particular Fund. EJF may also determine that one Fund may participate in a transaction but based on guidelines/restrictions or the availability of cash, another Fund may not purchase a particular security, EJF may also decide that an investment is good for a Fund but in different sizes, terms, or timing than is appropriate for another account.

### **Item 13 – Review of Client Accounts**

EJF's Chief Operating Officer conducts periodic reviews of security positions in Funds and SMAs. The other individuals responsible for account reviews are primarily investment professionals at the portfolio manager level. If an SMA client places additional investment restrictions (or places investment guidelines/restrictions on the account for the first time), EJF will review the account to determine if/how the new investment guidelines/restrictions impact the account. In addition, SMA clients receive monthly account statements from EJF that includes but is not limited to the securities held in the portfolio, monthly trading activity, management/ incentive fee calculations and performance information. SMA clients also receive statements from their custodian on at least a quarterly basis. SMA clients should compare the information appearing in the two documents.

EJF's Chief Operating Officer periodically reviews the Funds' trading activity and security positions. In addition to the Chief Operating Officer's review of Funds trading activity portfolio managers also review each Fund's trading activity and security positions on a daily basis.

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

EJF may occasionally enter into arrangements with unaffiliated third party broker-dealers to obtain client referrals. If applicable, the referral agreements will address the terms and conditions described in the Investment Advisers Act under Rule 206(4)-3. Under certain referral arrangements, EJF agrees to pay the unaffiliated third party broker-dealer a percentage of the management fee paid to EJF by the referred Fund investor or the SMA client.

EJF may also enter into arrangements with unaffiliated third party broker-dealers to assist with the placement of units of the Funds. Under these arrangements, investors referred by these broker-dealers to certain Funds are subject to a one time upfront fee of 2.5% as well as an ongoing fee of up to 0.5% per annum. The upfront and ongoing placement fees are based on the assets invested by the referred investor. The Income Fund and certain classes of Debt Opportunities, China Fund and Select Fund are the Funds which may be subject to these upfront and ongoing placement fees. The placement fees are the responsibility of the referred investor and are not an obligation of EJF or the Funds, and are paid in addition to the management/performance fees.

With regard to referred clients opening SMAs, EJF will comply with the applicable sections of Rule 206(4)-3 under the Investment Advisers Act, including the delivery of a separate statement listing the name of the investment adviser, the name of the solicitor and a statement describing the relationship between the investment adviser and the solicitor. EJF relies on the solicitor to provide the disclosure documents to the prospective SMA client, as described in Rule 206(4)-3.

EJF maintains evidence to demonstrate that the required documentation was provided to the referred client.

EJF has participated in a number of TARP auctions conducted by Treasury. EJF may pay broker-dealers a fee if the brokerage firm provides EJF with material assistance conducting due diligence on banks the securities of which are being auctioned off by Treasury and which EJF may seek to purchase. The fee paid to the brokerage firm by EJF will not exceed 1% and is based on the winning auction bid placed by EJF.

No entity or individual provides EJF with economic benefits such as sales awards or other prizes.

### **Item 15 – Custody**

EJF does not provide custodial services to clients. Client assets are held with several different qualified custodians including broker-dealers and banks. EJF is a manager of Funds and SMAs. With regard to the Funds, EJF or an affiliated entity serves as the general partner of limited partnerships or the managing member of limited liability companies. Under Rule 206(4)-2 (the “Custody Rule”), an investment adviser that operates as a general partner or a managing member for a pooled investment vehicle is deemed to have custody. The Custody Rule provides an exemption for investment advisers that have custody of their clients’ assets because they or an affiliate operate as a general partner or a managing member of a fund. The Custody Rule allows an investment adviser to deliver audited financial statements to investors in limited partnerships and limited liability companies within 120 days of a fund’s fiscal year end. EJF is not required to comply with all the provisions of the Custody Rule (including the requirement to send quarterly brokerage statements to fund investors) with regard to the Funds, because it provides audited financial statements to Fund investors within 120 days of the Funds’ fiscal year end. The audited financial statements for the Funds are prepared by two different accounting firms.

SMA clients’ assets are held by qualified custodians such as banks and registered broker-dealers, with whom the SMA client establishes and maintains a custodial relationship. SMA clients receive statements at least quarterly from their custodians, and such statements should be reviewed carefully and compared to the Fund-level monthly performance reports provided by EJF. EJF does not have control over the SMAs client assets held by unaffiliated custodians.

EJF does not deduct its management fees directly from SMA client custodian accounts.

### **Item 16 – Investment Discretion**

EJF manages all of its Funds and most of its SMA clients’ assets on a discretionary basis. With regard to the Funds, EJF observes the investment guidelines/restrictions placed on the management of the Funds in the offering documents. With regard to SMA clients for which EJF exercises investment discretion (“Discretionary SMAs”), EJF enters into an investment management agreement with the client, which agreement authorizes EJF to exercise investment discretion with respect to the SMA. The authority to manage the assets on a discretionary basis is addressed in the investment management agreement. The investment management agreement

must be signed before EJP may exercise investment discretionary with regard to the client's assets. Clients with Discretionary SMAs have the ability to place investment guidelines/restrictions on the management of their account. The most common investment guidelines/restrictions are those which prohibit EJP from purchasing specific securities or specific types of securities. EJP employees periodically will have conversations with SMA clients to review the SMA and its investment guidelines/restrictions.

### **Item 17 – Proxy**

EJP portfolio managers vote client proxies in the best interest of clients and in a manner that the Firm believes will benefit the economic value of a client's security holdings. EJP has been granted authorization to vote its Funds' and certain SMA clients' proxies when received from transfer agents or custodians. EJP does not use third party vendors to assist with the proxy voting process. EJP does not vote proxies for SMAs managed on a non-discretionary basis.

EJP's policies and procedures outline the general guidelines for voting client proxy statements. However, EJP may vote a proxy in a manner different from the established guidelines if circumstances warrant. For example, EJP may not vote with management's recommendation in the case of a proxy fight or a merger.

EJP and its employees have a fiduciary duty to its clients to act in their best interest. EJP employees should therefore avoid conflicts of interests if possible. Persons involved with voting proxies should avoid discussing the proxy vote with anyone who may have conflicting interests to those of the client (e.g. management personnel of the issuer, EJP manages assets for the issuer, EJP affiliates with conflicting interests, etc.). If any EJP employee determines that a material conflict of interests may exist with respect to the voting of proxies, such employee shall inform the Chief Compliance Officer and he will implement an appropriate course of action to minimize the influence of any conflict. In the event that EJP votes a proxy for a security in which it has a conflict of interest, it will generally vote in accordance with its pre-established guidelines.

On occasions when EJP has investment discretion with regard to a client's account, it generally does not allow the client to direct how it should vote a particular proxy.

Upon request, EJP will provide a copy of its proxy voting policies and procedures as well as information on how a particular proxy was voted. Investors may direct requests for information concerning EJP's proxy voting policies and procedures to EJP Capital LLC, Attention: Frank R. Walker, Jr., 2107 Wilson Boulevard, Suite 410, Arlington, VA, 22201.

### **Item 18 – Financial Information**

Certain registered investment advisers are required to provide financial information to clients if they require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance. EJP does not collect management fees in advance and as a result, is not required to provide its financial information to investors.