

**Jericho Capital Asset Management LP**

**Part 2A of Form ADV**

**The Brochure**

510 Madison Avenue, 27th Floor

New York, New York 10022

Tel: (212) 946-7650

Fax: (212) 946-7651

This brochure (the “Brochure”) provides information about the qualifications and business practices of Jericho Capital Asset Management LP (the “Adviser”). If you have any questions about the contents of this Brochure, please contact the Adviser at (212) 946-7650. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

The Adviser is registered as an investment adviser with the SEC. Registration as an investment adviser with the SEC or with any state securities authority does not imply that the Adviser or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or in any other business.

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

---

**Item 2. Material Changes**

Effective January 1, 2013, the clawback provision described more fully below will no longer apply to new investors in the funds managed by the Adviser. Please refer to *Item 5. Fees and Compensation* for additional details.

As described more fully below, Jericho has retained Glass, Lewis & Co LLC as an expert with respect to the Adviser's duty to vote proxies in the best interest of its clients. Please refer to *Item 17. Voting Client Securities* for additional details.

---

**Item 3. Table of Contents**

Item 1.	Cover Page .....	1
Item 2.	Material Changes .....	2
Item 3.	Table of Contents .....	2
Item 4.	Advisory Business .....	3
Item 5.	Fees and Compensation .....	3
Item 6.	Performance-Based Fees and Side-by-Side Management .....	4
Item 7.	Types of Clients .....	4
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss .....	5
Item 9.	Disciplinary Information .....	7
Item 10.	Other Financial Industry Activities and Affiliations .....	7
Item 11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	7
Item 12.	Brokerage Practices .....	8
Item 13.	Review of Accounts .....	10
Item 14.	Client Referrals and Other Compensation .....	10
Item 15.	Custody .....	10
Item 16.	Investment Discretion .....	11
Item 17.	Voting Client Securities .....	11
Item 18.	Financial Information .....	12

---

**Item 4. Advisory Business**

The Adviser, a Delaware limited partnership, is an investment adviser with its principal place of business in New York, New York. The Adviser commenced operations as an investment adviser in 2009. Josh Resnick is the principal owner of the Adviser.

The Adviser provides discretionary investment advisory services to Jericho Capital Partners L.P. (the "U.S. Fund"), a Delaware limited partnership, and Jericho Capital International Ltd (the "Offshore Fund"), a Cayman Islands exempted company. The U.S. Fund and the Offshore Fund are collectively referred to herein as the "Feeder Funds" and by their defined terms. Each of the Feeder Funds invest substantially all of its assets in Jericho Capital Master Fund L.P. (the "Master Fund"), a Cayman Islands exempted limited partnership. The Feeder Funds and the Master Fund are collectively referred to herein as the "Funds" and by their defined terms. Jericho Capital Advisors LLC, a Delaware limited liability company, affiliated with the Adviser, serves as the general partner to the U.S. Fund and the Master Fund.

The interests in the U.S. Fund are offered on a private placement basis and in reliance on Section 3(c)(7) of the Investment Company Act of 1940, as amended (the "Company Act"), to persons who generally are "accredited investors" as defined under the Securities Act of 1933, as amended (the "Securities Act") and "qualified purchasers" as defined under the Company Act, and who are subject to certain other conditions, which are set forth in the offering documents for the Funds. Shares in the Offshore Fund are generally offered to persons who (i) are not "U.S. Persons", as defined under Regulation S of the Securities Act, or who are tax-exempt U.S. Persons (or entities substantially composed of tax-exempt U.S. Persons), on a private placement basis and in reliance on Section 3(c)(7) of the Company Act, and (ii) who are subject to certain other conditions, which are fully set forth in the offering documents for the Offshore Fund.

The Adviser provides advice to the Funds based on specific investment objectives and strategies described in the offering memorandum of each Feeder Fund. The Adviser does not tailor advisory services to the individual needs of investors in the Feeder Funds, and investors in the Feeder Funds may not impose restrictions on investing in certain securities or certain types of securities.

The Adviser may enter into letter agreements (often referred to in the industry as "side letters") with certain investors in the Funds which may grant terms which differ from those outlined in the Funds' governing documents. These terms may include but are not limited to (i) satisfaction of regulatory requirements of a particular investor, and (ii) acquisitions of interests in the Funds by members, principals, employees of affiliates of the Adviser and relatives of such persons or certain large or strategic investors. The Funds may also agree to provide certain investors with supplemental information and reports that may not be made available to all investors, but the Adviser generally does not grant preferential fees, liquidity or transparency.

As of December 31, 2012, the Adviser managed approximately \$1,519,700,000 of regulatory assets under management on behalf of three clients, all on a discretionary basis.

---

**Item 5. Fees and Compensation**

The fees and expenses applicable to each of the Funds are set forth in detail in each of the Fund's respective offering documents. A brief summary of those fees and expenses is provided below.

The Adviser is generally paid a quarterly management fee at the rate of 1.5% per annum of the net assets of the Funds (pro-rated for partial periods) as of the first day of each calendar quarter (the "Management Fee").

The Management Fee is generally paid in advance at the beginning of each quarter, and a pro rata portion of any Management Fee paid in advance will be repaid by the Adviser if any investor is permitted to redeem prior to the end of a quarter.

The General Partner generally receives annual performance-based compensation equal to 20% of the net profits of the Funds during such fiscal year, subject to a loss carryforward (the "Incentive Allocation"). Net profits include both realized gains and losses and unrealized gains and losses of securities held in each Fund's portfolio. For Investors that invested in the Funds prior to January 1, 2013, the Incentive Allocation is subject to a "clawback" mechanism in certain circumstances, as described in the offering documents of the Funds. Additional investments made by such Investors will also be subject to the clawback provision, even if the investment was made after January 1, 2013. Generally any net loss in a fiscal year allocated to any eligible investor is carried forward so that no Incentive Allocation is borne by such investor unless the losses have been recouped, subject to certain adjustments. The exact method of calculation and other terms of the Incentive Allocation are more fully detailed in each Fund's offering memorandum.

Both the Incentive Allocation and the Management Fee are paid by the Master Fund. The Adviser or the General Partner, in its sole discretion, may waive or reduce the Management Fee and the Incentive Allocation for investors that are principals, employees or affiliates of the Adviser (or a related person of the Adviser), relatives of such persons and for certain large or strategic investors.

As more fully described in the Funds' offering documents, the Adviser bears all overhead expenses of an ordinary and recurring nature incurred in connection with the investment and other management services that it provides for the Funds, such as rent, supplies, secretarial expenses, stationery, charges for furniture and fixtures, employee insurance, payroll taxes and compensation of employees. The Funds bear all other expenses, including without limitation, legal, accounting (including third-party accounting services), audit, and other professional fees and expenses, expenses related to regulatory compliance of filings, administration fees and expenses, directors' fees and expenses, organizational expenses, research expenses (including research-related travel), investment expenses such as commissions, third-party trading services, custodial fees, bank service fees, the Feeder Funds' pro rata share of the expenses of the Master Fund and other expenses related to the purchase, sale or transmittal of the Funds' assets.

As noted above, the Funds incur brokerage and other transaction costs. Brokerage and research expenses of the Funds may be paid through the use of "soft dollars". Please refer to Item 12 Brokerage Practices of this Brochure for a discussion of the Adviser's brokerage practices.

---

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

The Adviser or its affiliates accept performance-based compensation from the Funds, either directly or through the Master Fund. The Adviser computes such fees in a similar manner for each Fund.

---

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

The Adviser's clients consist of the Funds, which are private investment vehicles as described above. Investors in the Funds may include some or all of the following: individuals, banks or thrift institutions, investment companies, pension or profit sharing plans, other benefit plans, trusts, estates, endowments, charitable organizations, corporations or business entities other than those listed previously, private investment funds and other entities.

Investors in the Feeder Funds are generally required to make minimum initial investments of at least \$1 million as more fully detailed in the offering memorandum for the applicable Feeder Fund. The General

Partner (for the U.S. Fund) or the Board of Directors (for the Offshore Fund) may waive the minimum initial investment amount.

Investors in the U.S. Fund and the Offshore Fund are “accredited investors” as defined under the Securities Act and “qualified purchasers” as defined under the Company Act. Investors in the Offshore Fund are persons who (i) are not “U.S. Persons”, as defined under Regulation S of the Securities Act, or who are tax-exempt U.S. Persons (or entities substantially composed of tax-exempt U.S. Persons).

---

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

The investment strategies and objectives, methods of analysis, and certain material risks applicable to each of the Funds are set forth in detail in each of the Fund's respective offering documents. A brief summary of those matters is provided below.

The descriptions set forth in this Brochure of specific advisory services that the Adviser offers to clients, and investment strategies pursued and investments made by the Adviser on behalf of its clients, should not be understood to limit in any way the Adviser's investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Adviser considers appropriate, subject to each client's investment objective and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial or complete loss of capital. There can be no assurance that the investment objective of any client will be achieved.

The Adviser seeks to generate superior risk-adjusted returns primarily through managing long and short equity positions with a focus on small and mid-cap companies in the global technology, media and entertainment and telecommunications sectors. The Master Fund invests in companies located in developed and emerging markets, including without limitation, North America, the United Kingdom, Western Europe, Eastern Europe, the Russian Federation, Asia Pacific, the Middle East, Africa and Latin America.

The Adviser uses the following investment strategies:

Equity. The Adviser may trade in U.S. and non-U.S. equities.

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.

Leverage. The Adviser utilizes leverage which involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments.

Hedging. The Adviser utilizes a variety of financial instruments such as foreign exchange contracts for risk management purposes.

These methods and strategies involve risk of loss to investors in the Funds and such investors must be prepared to bear the loss of their entire investment in a Fund.

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

Concentrated Portfolio. At times, the Master Fund may have a highly concentrated portfolio. Accordingly, the Master Fund's portfolio generally will not be diversified among a wide range of issuers, industries, geographic areas, capitalizations or types of securities and may have significant, concentrated positions. As a result, the investment portfolio of the Master Fund may be subject to more rapid changes in value

than would be the case if the Master Fund were required to maintain a wide diversification among issuers, industries, geographic areas, capitalizations or types of securities.

Portfolio Turnover. The investment strategy of the Master Fund may involve the taking of frequent trading positions, and, as a result, turnover and brokerage commission expenses of the Master Fund may significantly exceed those of other investment entities of comparable size.

Leverage. Leverage may be inherent in the instruments traded (e.g. certain derivatives) or may involve the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments. Performance may be more volatile and losses may be greater if a Fund's account employs leverage.

Short Selling Risk. Short selling transactions expose the Master Fund 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 Master Fund 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 Master Fund 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 types of securities primarily recommended by the Adviser include:

Equity Securities. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related 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.

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.

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

Derivatives. Swaps, and certain options and other custom derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly

and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the client or the Adviser. Further, transactions in derivative instruments are not undertaken on recognized exchanges, and will expose the client's account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

Options. The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, either to purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

---

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

In the past ten years, there are no legal or disciplinary events involving the Adviser or any of its management persons that are material to a client's or prospective client's evaluation of the Adviser's advisory business or the integrity of the Adviser's management.

---

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

The Adviser and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

Josh Resnick, the principal of the Adviser and the General Partner, is also one of two directors of the Offshore Fund. The Offshore Fund's other director is independent of the Adviser and the General Partner.

The Adviser has affiliated entities that serve as the General Partner or Managing Member of the Master Fund and the U.S. Fund, and each of the Master Fund and the U.S. Fund will be managed by its respective General Partner or Managing Member. Neither the General Partner nor the Managing Member will be registered as an investment adviser with the SEC. While the General Partner and Managing Member will not be registered as an investment adviser, all of their investment advisory activities are subject to the Investment Advisers Act of 1940 and the rules thereunder. In addition, employees and persons acting on behalf of the General Partner or Managing Member are subject to the supervision and control of the Adviser. Thus, the General Partner or Managing Member, any of its employees and the persons acting on its behalf would be "persons associated with" the Adviser so that the SEC could enforce the requirements of the Advisers Act on the General Partner or Managing Member.

---

#### **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 covered 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 covered persons are also required to comply with applicable federal securities laws. Investors may request a copy of the Code by contacting the Adviser at the address or telephone number listed on the first page of this Brochure.

The Adviser or its covered persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser invests in on behalf of the Funds. Such practices present a conflict when, because of the information the Adviser has, the Adviser or its covered persons are in a position to trade in a manner that could adversely affect the Funds (e.g., place their own trades before or after trades for the Master Fund are executed in order to benefit from any price movements due to such trades). In addition to affecting the Adviser's or its covered person's objectivity, these practices by the Adviser or its covered persons may also harm clients by adversely affecting the price at which the Master Fund's trades are executed. As described below, the Adviser has adopted the Code, which contains policies and procedures designed to minimize any actual or potential conflicts.

As a general matter, the Adviser's covered persons must pre-clear all transactions in reportable securities in their personal accounts with the Chief Compliance Officer, who may deny permission to execute the transaction if such transaction will have an adverse impact on the Funds. In addition, the Adviser's Code prohibits the Adviser and its covered persons from executing personal securities transactions of any kind in securities on a restricted list maintained by the Chief Compliance Officer. All of the Adviser's covered persons are required to disclose their securities transactions on a quarterly basis and holdings on an annual basis. Trading in employee accounts will be reviewed by the Chief Compliance Officer and compared with transactions for the client accounts and reviewed against the restricted securities list.

---

## **Item 12. Brokerage Practices**

The Adviser considers a number of factors in selecting broker-dealers to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include, but are not limited to, financial stability of the broker; the actual executed price of the security and the broker's commission rates; research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice and market analysis), custodial and other services provided by such brokers and/or dealers that are expected to enhance the Adviser's general portfolio management capabilities; the size and type of the transaction; the difficulty of execution and the ability to handle difficult trades; the operational facilities of the brokers and/or dealers involved (including back office efficiency); and the ability to handle a block order for securities and distribution capabilities. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate.

### Soft Dollar Usage

The Adviser intends that the use of commissions or "soft dollars" to pay for "research" or "brokerage" products or services will constitute research and brokerage within the safe harbor created by 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.

The investment transactions for clients and the use of commissions by the Adviser from them may be outside the safe harbor provided by Section 28(e) and applicable regulatory interpretations.

When the Adviser uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Adviser periodically reviews and evaluates 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. The Adviser may consider its receipt of such research or other products or services, as well as other factors, in determining which broker-dealer to select or recommend and therefore may have an incentive to make such selection or recommendation on factors unrelated to a client's interest in receiving most favorable execution.

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

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

From time to time the Adviser may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to the Funds or recommend the Funds. The Adviser may place portfolio transactions for the Funds with firms who have made such recommendations or provided capital introduction opportunities, if the Adviser determines that it is otherwise consistent with seeking best execution. In no event will the Adviser select a broker-dealer as a means of remuneration for recommending the Adviser or any Funds managed by the Adviser (or an affiliate) or affording the Adviser with the opportunity to participate in capital introduction programs.

#### Trade Aggregation

Currently, given that the Adviser's only clients are the Master Fund and the Feeder funds, the Adviser does not anticipate opportunities for trade aggregation at present. However, if in the future additional client relationships are established, the Adviser may aggregate a client's securities and commodity futures transactions with those of other clients that are being made simultaneously, if the Adviser believes aggregation is reasonably likely to result in an overall economic benefit to its clients in the aggregate. Purchase and sale orders may be combined for the Adviser's clients with each entity paying its proportionate share of the total commission and paying or receiving its proportionate share of the total cost or sales proceeds. To address allocation of "split fills" (i.e., transactions filled at different prices throughout the trading day) or "partial fills" (i.e., transactions not filled in their entirety on the same trading

day), accounts will participate on a pro rata basis, based on an average share price for the trading day in question.

#### Valuation

The Adviser has adopted and implemented policies and procedures to value the asset classes held by the Funds. In addition, the Adviser coordinates the valuation of the Funds with the administrator who performs certain administrative, accounting, registrar and transfer agency services for the Funds.

---

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

The portfolio manager of the Adviser regularly reviews the Master Fund's portfolio with regards to investment objectives and the suitability of the investments used to meet such objectives. The Adviser's back office reconciles and reviews all portfolio activity and generates portfolio reports on a daily basis to ensure accuracy of all securities, quantities and prices contained therein.

Investors in the Feeder Funds generally receive an unaudited monthly report and quarterly letter from the Adviser documenting the performance of the Fund(s) in which they invest. In addition, the Adviser distributes copies of the audited financial statements of the Funds at least annually to investors for the Feeder Funds in which they invest, generally within 120 days after the end of the period to which the audit relates. The Adviser also distributes tax reports as promptly as practicable after the end of each fiscal year to investors in the U.S. Fund.

---

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

There are no sales charges payable to the Adviser in connection with the offering of interests and shares in the Funds. The Adviser does not use placement agents, solicitors or other third parties for client referrals. The Adviser is not currently a party to any placement agent agreement providing for compensation to be paid to third parties for marketing interests in the Funds.

As described in Item 12, the Adviser receives certain research or other products or services from broker-dealers through "soft-dollar" arrangements. Please see Item 12 for further information on the Adviser's "soft-dollar" practices, including the Adviser's procedures for addressing conflicts of interest that arise from such practices.

---

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

The Adviser is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each of the Funds because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each of the Funds be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each of the Funds distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

---

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

The Adviser provides investment advisory services on a discretionary basis to the Funds. The Adviser has full discretionary authority to manage the Funds, including authority to make decisions with respect to which securities are purchased and sold for the Funds, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns

paid. The Adviser's authority is limited by its own internal policies and procedures and each Fund's offering documents.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors occur, the Adviser's error correction procedure is to ensure that clients are treated fairly. 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 Fund incurs a trade error resulting in a loss as a result of the Adviser's gross negligence, willful misconduct, or fraud, such trade error will be corrected by the Adviser as soon as practicable, in a manner such that the Fund incurs no loss. Losses arising from trade errors that result from circumstances other than by breach of the standard of care above will be borne by the relevant Fund. All gains resulting from trade errors will be retained by the Funds.

---

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

The Adviser is subject to Rule 206(4)-6 under the Advisers Act, which requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies. The Adviser has adopted proxy voting policies and procedures (the "Proxy Voting Policies").

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 fulfilling its obligations to advisory clients, the Adviser endeavors to act in a manner that will enhance the economic value of the underlying securities held by each advisory client.

To assist the Adviser in its responsibilities for voting proxies, Glass, Lewis & Co LLC ("Glass Lewis") has been retained as an expert in the proxy voting and corporate governance area. Glass Lewis is an unaffiliated, third party proxy voting services. The Adviser's Chief Compliance Officer and Portfolio Manager has reviewed and approved Proxy Paper Guidelines prepared by Glass Lewis and its designees and has determined that these guidelines accurately reflect the Adviser's objective standards in voting proxies.

The Adviser will generally vote proxies based upon the recommendations of Glass Lewis consistent with the Proxy Paper Guidelines; however, the Adviser will exercise its own judgment on a case-by-case basis and may override any Glass Lewis recommendation that it does not believe is in the best interest of its clients. In the event the Adviser fails to instruct Glass Lewis on how to vote a proxy, Glass Lewis is directed to vote in accordance with its recommendations. In addition, the Adviser's proxy voting policies and procedures include guidelines regarding: (i) the process in place to override a vote recommendation from Glass Lewis; (ii) responsibilities of certain parties with regard to the proxy voting process; (iii) how material conflicts of interest are resolved to ensure that all proxies are voted in the best interests of clients; and (iv) recordkeeping issues.

Because the Adviser provides investment advice to comingled investment entities, individual investors in the Feeder Funds are not permitted to direct the Adviser on how to cast a proxy vote in a particular solicitation.

If a material conflict of interest between the Adviser and the Funds exists with respect to voting proxies, the Adviser will determine whether voting in accordance with the guidelines set forth in the Proxy Voting Policies is in the best interests of the Fund.

Clients may request a copy of the Adviser's Proxy Voting Policies and proxy voting record by contacting the Adviser at the address or telephone number listed on the first page of this Brochure.

---

**Item 18. Financial Information**

The Adviser is not required to include a balance sheet because the Adviser is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients and has not been the subject of a bankruptcy petition at any time during the past ten years.