

## **Firm Brochure**

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This brochure provides information about the qualifications and business practices of Tempus Quo Capital Management, LLC ("TQCM"), an investment adviser registering 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 (305) 755-4707 or [raul.espejel@tempusquo.com](mailto:raul.espejel@tempusquo.com). This information has not been approved or verified by the SEC or by any state securities authority.

Additional information about TQCM is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Registration with the SEC does not imply a certain level of skill or training.

**Item 2            Material Changes**

The following summary discloses material changes made by TQCM to this brochure since TQCM's Form ADV Part 2A filed on February 14, 2012: TQCM made general updates to its brochure.

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

TQCM is an investment adviser with its principal place of business in New York, New York. TQCM has an additional office in Aventura, Florida. TQCM commenced operations as an investment adviser on September 1, 2008. Alejandro Espejel, David Waxman and Raul Espejel are the principal owners of the Investment Adviser. Alejandro, TQCM's Portfolio Manager is based in New York while David and Raul are both based in Florida. TQCM generally provides investment advice in connection with equities and related instruments in companies operating in or exposed to emerging market economies.

TQCM provides investment advisory services on a discretionary basis to four pooled investment vehicles intended for sophisticated investors and institutional investors (the "Funds"). TQCM does not tailor its advisory services to the individual needs of investors in the Funds ("Fund Investors") and does not accept Fund Investor-imposed investment restrictions.

As of February 28, 2013, TQCM had approximately \$59,970,299 client assets under management.<sup>1</sup> As of that date, TQCM managed \$59,970,299 on a discretionary basis.

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

TQCM receives a quarterly management fee calculated at the annual rate of 2.0% per annum of the net assets of the Funds. The Management Fee is paid in advance, based on the value of the net assets of each Fund as of the first Business Day of each calendar quarter. The management fee is withdrawn from each Fund's account at the beginning of each quarter.

Tempus Quo Capital GP, LLC, an affiliate of TQCM also receives an annual re-allocation, subject to a loss carryforward provision, equal to 20% of any net profits, (including realized and unrealized gains) of each Fund.

In addition to the fee and allocation described above, Fund Investors will also be subject to additional fees and expenses such as, legal, compliance, audit and accounting fees and expenses (including third party accounting services), organizational expenses, investment expenses such as commissions, research fees and expenses and other fees described in each Funds' offering memorandum. A Funds' assets may be invested in money market mutual funds, ETFs or other registered investment companies. In this case, the Fund will also bear its pro rata share of the investment management fee and other fees of such investment entities, which are in addition to the investment management fee paid to TQCM.

As noted above, the management fee charged to the Funds is paid quarterly in advance. The management fee is prorated for any period that is less than a full quarter and refunded upon withdrawal from a Fund prior to the quarter-end.

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

TQCM and its investment personnel provide investment management services to the Funds. The Funds have identical fee structures that include a performance allocation.

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<sup>1</sup> Please note that this is not TQCM's regulatory assets under management. For disclosure regarding TQCM's regulatory assets under management, please see Item 5.F. of TQCM's Form ADV Part 1A.

When TQCM and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account. TQCM and its investment personnel have a greater incentive to favor client accounts that pay TQCM (and indirectly the portfolio manager) higher performance-based compensation, or in which TQCM's personnel have more significant investments. TQCM has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts. TQCM reviews investment decisions for its clients on a regular basis in order to ensure that the accounts (which have substantially similar investment objectives) are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, TQCM has implemented an investment allocation policy and TQCM regularly reviews its trade allocations to ensure they are made in a manner that is fair and equitable to all clients (as described in Item 12).

## **Item 7           Types of Clients**

TQCM's clients consist of the Funds. Initial and additional subscription minimums are disclosed in the offering memorandum for the relevant Fund.

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

TQCM predominantly invests in equities and related instruments in companies operating in or exposed to emerging market economies. TQCM 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 use of quantitative tools and investment approaches. By purchasing certain securities while selling other securities short, TQCM seeks to reduce macroeconomic risks of each of the Funds and to achieve favorable investment performance through long and short security selection.

TQCM employs a disciplined, market-neutral approach in an attempt to select a diversified portfolio of long and short positions by which the exposure to macroeconomic factors such as commodity prices, exchange rates, stock market fluctuations, and regional economic growth will be reduced.

## **Risk Factors**

The investment strategy employed by TQCM on behalf of clients involves substantial risks, including the risk of loss of a client's entire investment. The following is a summary of the material risks associated with the investment strategy employed by TQCM. The following does not intend to describe all possible risks of such investments.

## **Investments in Equity Securities**

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

may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

The profitability of a significant portion of TQCM's investment strategy depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that TQCM will be able to predict accurately these price movements. Although TQCM may attempt to mitigate market risk through the use of long and short positions or other methods, there may be a significant degree of market risk. In particular, long equity positions in the long-short book may be exposed to bankruptcy risk (i.e. is the issuer of the shares files for bankruptcy) whereas the short positions maybe exposed to "acquisition" risk (i.e. a buyer decides to buy the shorted stock at a premium)

### **Non-Diversification**

The Funds' portfolios are invested by TQCM primarily in securities of companies operating in or exposed to emerging markets. Accordingly, the Funds' portfolios may not be diversified among geographic areas or types of securities. Further, the Funds' portfolios may not be diversified among a wide range of issuers. Accordingly, the investment portfolios of the Funds may be subject to more rapid change in value than would be the case if TQCM required the Funds to maintain a wide diversification among geographic areas, types of securities and issuers.

In addition, although TQCM makes investments in securities of companies operating in or exposed to a number of emerging markets, such diversification may not reduce losses which may be experienced by the Funds. Historically, positive or negative changes in one emerging market have affected other emerging markets. Accordingly, the Funds' portfolios may be subject to more rapid change in value than would be the case if TQCM required the Funds to maintain a wide diversification across securities and issuers in non-emerging markets.

### **Investments in Emerging Markets**

Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or securities markets. Such risks may include (i) increased risk of nationalization or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater controls on foreign investment and limitations on repatriation of invested capital and on the ability to exchange local currencies for U.S. dollars; (v) increased likelihood of governmental involvement in and control over the economies; and (vi) governmental decisions to cease support of economic reform programs or to impose centrally planned economies.

### **Investments in Emerging Market Securities**

TQCM's investments on behalf of the Funds in emerging market securities may be subject to such additional risks as (i) greater volatility, less liquidity and smaller capitalization of securities markets; (ii) greater volatility in currency exchange rates; (iii) greater risk of inflation; (iv) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (v) less extensive regulation of the securities markets; (vi) longer settlement periods for securities transactions and less reliable clearance and custody arrangements; (vii) less developed corporate laws regarding fiduciary duties of

officers and directors and the protection of investors; and (viii) certain considerations regarding the maintenance of Fund securities and cash with non-U.S. brokers and securities depositories.

### **Currency Risks**

TQCM's investments on behalf of the Funds that are denominated in currencies other than the U.S. dollar are subject to the risk that the value of the particular currency will change in relation to one or more other currencies. In addition, there may be a delay in TQCM's ability to convert non-U.S. currencies back to the U.S. dollar after receiving the proceeds of the sale of a non-U.S. dollar denominated currency. As a result, the Funds could realize a net loss on an investment, even if there were a gain on the underlying investment before currency losses were taken into account. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. TQCM may seek to hedge these risks by investing in currencies, currency futures contracts and options on currency futures contracts, forward currency contracts, swaps, swaptions, or any combination thereof (whether or not exchange traded), but there can be no assurance that such strategies will be effective.

### **Privatizations**

To the extent that TQCM invests in privatized companies on behalf of a Fund, certain specific risks may be involved. Prior to privatization, most state enterprises were protected from market competition or received preferential treatment from the governments that owned them. After privatization, such protection and preferences may be reduced or eliminated, and some privatized companies may not be able to operate effectively in a free, competitive market initially or at all and may suffer losses or bankruptcy. In addition, while many state enterprises go through an internal reorganization prior to privatization with a view towards assembling a management team better equipped to function in a competitive environment, such reorganizations can reduce the levels of management cooperation and experience and negatively affect the privatized company's performance. Further, some privatizations may be staged over a number of years so that the government retains a controlling interest in the company even after its initial equity offering.

### **Short Sales**

Short selling, or the sale of securities not owned by the Funds, necessarily involves certain additional risks. Such transactions expose the Funds 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 TQCM on behalf of the Funds 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 Funds might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

### **Leverage**

TQCM may utilize leverage in the Funds' portfolios. This results in a Fund controlling substantially more assets than it has equity. Leverage increases returns to the investors if a

Fund earns a greater return on investments purchased with borrowed funds than such Fund's cost of borrowing such funds. However, the use of leverage exposes the Funds to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had TQCM not borrowed to make the investments on behalf of the Funds, (ii) margin calls or interim margin requirements may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds TQCM's cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the Funds' assets, TQCM might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by the Funds.

The concept of leverage involves the use of debt to finance purchases of securities. TQCM has the ability to borrow funds "on margin" from brokers for the purchase of equity securities. The Funds face risks due to leverage in the event that its securities decline in value. In this event, the Funds could be subject to a "margin call" or "collateral call," pursuant to which TQCM must either deposit additional funds with the lender, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value.

Since TQCM makes use of options, futures, options on futures, swaps, swaptions and other "synthetic" or derivative financial instruments on behalf of the Funds, it should be noted that they inherently contain much greater leverage than a non-margined purchase of the underlying security, commodity or instrument. This is due to the fact that generally only a very small portion (and in some cases none) of the value of the underlying security, commodity or instrument is required to be paid in order to make such investments. In addition, many of these products are subject to variation or other interim margin requirements, which may force premature liquidation of investment positions.

### **Special Situations**

TQCM may invest in companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies, exchanges and similar transactions on behalf of the Funds. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Funds of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, TQCM may be required to sell its investment at a loss on behalf of the Funds. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies or countries in which TQCM may invest, there is a potential risk of loss by TQCM of their entire investment in such companies or 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 TQCM.



Further, transactions in derivative instruments are not undertaken on recognized exchanges, and will expose the Funds' accounts to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

### **Portfolio Turnover**

The investment strategy of the Funds may require TQCM to actively trade the Funds' portfolios, and as a result, turnover and brokerage commission expenses of the Funds may significantly exceed those of other investment entities of comparable size.

### **Item 9           Disciplinary Information**

Not applicable.

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

Certain of the Funds for which TQCM or its related persons serves as general partner or investment manager have entered into and may in the future enter into additional agreements, or "side letters," with certain prospective or existing Fund Investors whereby such Fund Investors may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for a given Fund. For example, such terms and conditions may provide for special rights to make future investments in the Fund, other investment vehicles or managed accounts; special redemption rights, relating to frequency or notice; a waiver or rebate in fees or redemption penalties to be paid by the Fund Investor and/or other terms; rights to receive reports from the Fund on a more frequent basis or that include information not provided to other Fund Investors (including, without limitation, more detailed information regarding portfolio positions) and such other rights, standards, waivers or modifications as may be negotiated by the Fund and such Fund Investors. The modifications are solely at the discretion of the Fund and may, among other things, be based on the size of the Fund Investor's investment in the Fund or an affiliated investment entity, an agreement by a Fund Investor to maintain such investment in the Fund for a significant period of time, or other similar commitment by a Fund Investor to the Fund.

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

TQCM has adopted a Code of Ethics (the "Code") that obligates it and its related persons to put the interests of its clients before its own interests and to act honestly and fairly in all respects in their dealings with clients. All of TQCM'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 Raul Espejel (Chief Compliance Officer) by email at [raul.espejel@tempusquo.com](mailto:raul.espejel@tempusquo.com), or by telephone at (305) 755-4703. .

The Code was adopted in an effort to avoid possible conflicts of interest and ensure the propriety of its employees' and partners' trading activity.

The Code prohibits its related persons/access persons from investing in publicly-traded equity securities currently in a client portfolio or for which TQCM is contemplating adding to a client's portfolio. In addition, the Code requires its related persons/access persons to pre-clear all transactions in their personal accounts with the Chief Compliance Officer. The Code also prohibits TQCM or its related persons/access persons from executing personal securities

transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer.

All of TQCM's related persons/access 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**

TQCM considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. In selecting brokers or dealers to execute transactions, TQCM is not required to solicit competitive bids and does not have an obligation to seek the lowest available commission. TQCM generally does not seek to invest in securities for which there is a wide market. TQCM, therefore, usually is limited in the selection of brokers, dealers or other counterparties to execute transactions on behalf of the clients. In situations where multiple counterparties can execute a given transaction, TQCM will seek to obtain best execution for its clients, taking into account the following factors:

- names of brokers reviewed;
- average commission rate charged by each broker;
- the services provided by the broker other than execution (i.e., research or brokerage services and products used in the management of client accounts);
- the value of research provided by each broker;
- whether the execution and other services provided by the broker were satisfactory (taking into account such factors as the speed of execution, the certainty of execution, and the ability to handle large orders or orders requiring special handling);
- reason for using that broker (i.e., research, execution only, etc.);
- unusual trends (such as higher than usual commission rates or a large volume of business directed to an unknown broker); and
- potential conflicts of interest (such as directing brokerage to a broker who makes client referrals to TQCM).

Subject to the objective of seeking best execution, TQCM also may take into consideration research and other brokerage services provided by the broker executing trades, which are included in the commission rate. When TQCM uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, it receives a benefit because it does not have to produce or pay for the research, products or service, and these benefits provide an incentive for TQCM to select a broker-dealer based on its interest in receiving such products or services, rather than on clients' interest in receiving best execution.

Section 28(e) of the Securities Exchange Act of 1934, as amended, is a "safe harbor" that permits an investment manager to use commissions or "soft dollars" to obtain research and

brokerage services that provide lawful and appropriate assistance in the investment decision-making process. TQCM limits the use of “soft dollars” to obtain research and brokerage services that fall within the Section 28(e) safe harbor. In the past year, research and related services furnished by brokers included, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; and statistical and pricing services, as well as discussions with research personnel.

Research and brokerage services obtained by the use of commissions arising from certain of its clients accounts’ portfolio transactions may be used by TQCM in its other investment activities and for other clients and thus clients may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

Although TQCM will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation in the case of “mixed use” products or services create a potential conflict of interest between TQCM and the clients.

In selecting brokers to execute transactions on behalf of the accounts of certain of its clients, TQCM may place transactions with a broker or dealer that (i) provides TQCM with the opportunity to participate in capital introduction events sponsored by the broker-dealer; or (ii) refers investors to a Fund, if otherwise consistent with seeking best execution. While TQCM recognizes that it may have an incentive to favor broker-dealers that provide capital introduction services to TQCM or otherwise refer prospective clients or Fund Investors, TQCM does not select broker-dealers in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

TQCM addresses the potential conflicts of interest in connection with its brokerage practices through its best execution review process. TQCM’s best execution review process includes an analysis of overall performance of broker-dealers in light of the amount of business directed to such broker-dealers. To the extent TQCM determines that the amount of business directed to a particular broker-dealer is inconsistent with the overall performance of such broker-dealer, TQCM will work towards scaling back the amount of business directed to the broker-dealer unless there is a compelling reason behind such misallocation, including, but not limited to, the availability of a particular security or the expertise in a particular sector.

When appropriate, TQCM may, but is not required to, aggregate client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades.

TQCM will act in a fair and equitable manner in allocating investment and trading opportunities, including private placements, among the clients. In general, TQCM allocates opportunities between the Funds on a pro rata basis. However, it should be noted that TQCM (for a variety of reasons) may allocate trades solely to one Fund and/or may allocate trades on a non-pro rata basis. TQCM may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client’s portfolio by the client or by applicable law; (iv)

size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows.

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

Each Fund's portfolio is reviewed by the Portfolio Manager of TQCM, Alejandro Espejel, periodically 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 Fund's portfolio.

Significant market events affecting the prices of one or more securities in a Fund's portfolio or changes in the investment objectives or guidelines of a particular Fund may trigger reviews of such portfolios on other than a periodic basis.

Generally, the Funds' administrator sends Fund Investors unaudited monthly net asset value statements and audited year-end financial statements annually.

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

TQCM entered into an agreement with a third-party solicitor pursuant to which TQCM compensates the solicitor with respect to certain client investments. Where applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

TQCM may also receive client referrals from brokers providing services to its clients. See item 12 above.

### **Item 15            Custody**

Not applicable.

### **Item 16            Investment Discretion**

TQCM has been granted discretionary authority to manage the securities accounts of its clients pursuant to investment management agreements, with such clients, which customarily do not place limitations on TQCM's authority to manage the client's portfolio. TQCM endeavors to buy and sell securities and other instruments for its clients on a discretionary basis in a manner consistent with each client's investment objectives and restrictions.

TQCM may effect cross transactions between discretionary client accounts, except where prohibited under applicable law. Cross transactions enable TQCM to effect a trade between two clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of the Funds remain substantially similar. TQCM has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions.

If it appears that a trade error has occurred, TQCM 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, TQCM's error correction procedure is to ensure that its clients are treated fairly. TQCM has discretion to resolve a particular error in an 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 TQCM's gross negligence or willful misconduct, trade errors will be corrected by TQCM 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**

TQCM's investment management agreements with the Funds grant TQCM the authority to cast all proxy votes. TQCM has adopted a proxy voting policy, as required by the Investment Advisers Act. The policy provides that TQCM will act in the best interests of the Funds in determining whether and how to vote on any proxy voting matter.

To assist TQCM in its responsibility for voting proxies, Broadridge has been retained as an expert in the proxy voting and corporate governance area. Broadridge is an unaffiliated, third party proxy voting service. The Chief Compliance Officer has reviewed and approved Proxy Voting Guidelines prepared by Broadridge and its designees and has determined that these guidelines accurately reflect TQCM's objective standards in voting proxies.

TQCM will generally vote proxies based upon the recommendations of Broadridge's designee Glass Lewis & Co. consistent with the Proxy Voting Guidelines. In the event TQCM fails to instruct Broadridge on how to vote a proxy, Broadridge is directed to vote in accordance with Glass Lewis & Co.'s recommendations. In addition, TQCM's proxy voting policies and procedures include guidelines regarding: (i) the process in place to override a vote recommendation from Broadridge and/or Glass Lewis & Co.; (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 TQCM provides investment advice to commingled investment entities, individual investors in the Funds will not be able to direct TQCM on how to cast a proxy vote.

Clients may obtain a copy of TQCM's proxy voting policies and procedures and information about how TQCM voted a client's proxies by contacting Raul Espejel by email at [raul.espejel@tempusquo.com](mailto:raul.espejel@tempusquo.com) by telephone at (305) 755-4707.

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

Not applicable.