

# TWIN SECURITIES, INC.

2 Grand Central Tower  
140 East 45<sup>th</sup> Street, 27<sup>th</sup> Floor  
New York, NY 10017

(212) 687-6850

3/26/2013

This Brochure provides information about the qualifications and business practices of Twin Securities, Inc. If you have any questions about the contents of this Brochure, please contact us at (212) 687-6850 or email [wwang@twincap.com](mailto:wwang@twincap.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Twin Securities, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Twin Securities, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

## **Item 2 – Material Changes**

This Brochure, dated 3/26/2013 includes the following material changes from our initial ADV Part 2 filing dated 2/14/2012.

Updates were made to the following sections of Part 2A:

Item 4:           AUM Update as of 02/28/2013  
Discretionary basis: \$385,987,953  
Non-Discretionary basis: \$0

### Item 3 -Table of Contents

Item 2 – Material Changes .....	ii
Item 3 - Table of Contents.....	iii
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-By-Side Management.....	7
Item 7 – Types of Clients .....	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	9
Item 9 – Disciplinary Information .....	13
Item 10 – Other Financial Industry Activities and Affiliations.....	14
Item 11 – Code of Ethics.....	15
Item 12 – Brokerage Practices.....	17
Item 13 – Review of Accounts .....	21
Item 14 – Client Referrals and Other Compensation .....	22
Item 15 – Custody .....	23
Item 16 – Investment Discretion .....	24
Item 17 – Voting Client Securities .....	26
Item 18 – Financial Information.....	27
Brochure Supplement(s)	

## **Item 4 – Advisory Business**

### **Advisory Services**

#### **4. A. Advisory Firm Description**

Twin Securities, Inc. (“Twin” or “Adviser”) is an investment adviser established in 1988 by David J. Simon, who is the principal owner of the firm. Twin's principal place of business is in New York, NY.

#### **4.B Types of Advisory Services**

Twin provides investment advisory and management services as a discretionary investment adviser to separately managed client accounts (“SMCs”) and privately offered pooled investment vehicles (“Private Funds,” and together with the SMCs, “Clients”) organized as domestic limited partnerships or limited liability companies, or as foreign companies intended for sophisticated investors and institutional investors.

#### **4.C. Client Investment Objectives/Restrictions**

Investments for SMCs are managed in accordance with each Client’s stated investment objectives, strategies, restrictions and guidelines.

Investments for Private Funds are managed in accordance with the Fund’s investment objective, strategies and restrictions. They are not tailored to the individualized needs of any particular investor in the Fund (each an “Investor”). Investors may not impose restrictions on investing in certain securities or certain types of securities. Twin’s primary focus is investing in equity and debt securities using specific event-driven strategies.

#### **4.D. Wrap-Fee Programs**

Twin does not participate in, nor is it a sponsor of, any wrap fee programs.

#### **4.E. Regulatory Assets Under Management as of 02/28/2013:**

Discretionary basis: \$385,987,953

Non-Discretionary basis: \$0

## **Item 5 – Fees and Compensation**

### **Advisory Contracts and Fees**

#### **5.A. Adviser Compensation**

##### **Fee Schedules**

###### **SMCs**

SMCs are charged a 2% annual advisory fee as well as incentive compensation equal to 20% of the net profits (including unrealized gains) on the account. Twin may waive or reduce the management fee or incentive compensation with respect to SMCs.

###### **Private Funds**

Detailed descriptions of Private Fund fees are located in each Private Fund's PPM.

The management fee is calculated and paid quarterly in arrears, in an amount equal to one half of one percent (0.5%) of the average month-end net asset value of the Fund during the applicable calendar quarter (approximately 2% annually). Twin may also receive incentive compensation paid through an annual allocation of profits from each Investor. The incentive compensation is equal to, in the aggregate, 20% of the appreciation of each series' net asset value and is subject to a high water mark. The incentive compensation, if any, is accrued monthly and may be allocated as of December 31 (or as of a termination date of the investment management agreement). If an Investor in the Private Fund makes a redemption prior to the end of a calendar year, an incentive allocation will be made at such time with respect to the redeemed amount.

Twin may waive or reduce the management fee or incentive compensation with respect to investors. Thus, different investors may pay different management fees or incentive compensation based on the investment date or waivers. Certain Private Funds may maintain multiple class structures with differing fees paid by each class.

###### **Other Advisory Fee Arrangements**

Twin reserves the right, in its sole discretion, to negotiate and to charge different advisory fees for certain accounts based on the Client's particular needs as well as overall financial condition, goals, risk tolerance, and other factors unique to the Client's particular circumstances.

## **5.B. Direct Billing of Advisory Fees**

For current SMCs, the Client is responsible for calculating management and performance fees. Twin does not deduct the management fees and performance fees from Client accounts. For the Private Funds, management fees and performance fees are deducted from Client accounts by instructing the Private Funds' custodian to pay such fees.

## **5.C. Other Non-Advisory Fees**

In addition to the compensation paid to Twin described above, each Client incurs its own brokerage commissions, transaction fees, and other related costs and expenses related to the purchase, sale and transmittal of Client investments, such as charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, Private Fund Client's may also incur legal, administrative, tax, audit and registration costs associated with the Private Funds. Client accounts investing in mutual funds or exchange traded funds will also incur internal management fees, which are disclosed in those funds' prospectuses. Such charges, fees, and commissions are exclusive of, and in addition to, Twin's fee. Twin does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Twin considers in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of their compensation (e.g., commissions).

## **5.D. Advance Payment of Fees**

This item is not applicable as Client Accounts are charged in arrears for management and performance fees.

## **5.E. No Compensation for Sale of Securities or Other Investment Products**

Adviser's supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple Clients. The Adviser is entitled to be paid performance-based compensation by its private pooled investment vehicle Clients and certain other Client accounts. Investment personnel may receive additional compensation from the Adviser based on performance in Client accounts. The Adviser and its investment personnel, including investment personnel that share in performance-based compensation, manage both Client accounts that are charged performance-based compensation and accounts that are charged an asset-based fee, which is a non-performance based fee. In addition, certain Client accounts may have higher asset-based fees or more favorable performance-based compensation arrangements than other accounts. Any performance-based fees charged by Twin will be in compliance with Rule 205-3 under the Investment Advisers Act of 1940, as amended (“Advisers Act”), as applicable, unless that rule is inapplicable by reason of Advisers Act Section 205(b) or interpretive positions of the staff of the U.S. Securities and Exchange Commission (“SEC”).

Performance-based fee arrangements may create an incentive for Twin to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. This creates a potential conflict of interest. Twin has procedures designed and implemented to ensure that all Clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Clients.

## **Item 7 – Types of Clients**

Twin's Clients are institutional and privately offered pooled investment vehicles ("Private Funds") organized as domestic limited partnerships or limited liability companies, or as foreign companies, as well as SMCs currently consisting of other investment advisers.

### ***SMCs***

The minimum amount required to establish an SMC relationship with Twin is \$50,000,000. Twin reserves the right to reduce the minimum requirement for certain accounts under certain circumstances.

### ***Private Fund***

The minimum initial investment in the Private Funds is disclosed in the offering memorandum for the pooled investment vehicle.



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

Twin's strategy focuses on investments in securities subject to corporate activity where the Adviser believes the market price does not adequately reflect the impact the corporate activity will have on the securities' valuation.

In particular, the strategy utilizes securities classified under three broad strategies: Merger Arbitrage, Special Situations and Undervalued Securities with a Catalyst. Merger Arbitrage entails mergers, acquisitions, hostile offers and leverage buy-outs. Special Situations encompass securities subject to reorganizations, spin-offs, proxy contests, litigation and short sales. Undervalued with Catalyst situations consist of securities subject to management change, shareholder activism, industry consolidation, clarification of operations, strategic change and shareholder turnover.

Twin invests primarily in equity and debt securities, equity options, equity related convertible securities, interest bearing or interest rate sensitive marketable securities (including those issued or guaranteed by the United States Government or agencies or instrumentalities of the United States Government), forward contracts, swaps, derivatives, currencies and any other instruments which are traded in normal channels of trading for securities.

Twin generally bases its investment decisions on internally generated research and, from time to time, on research obtained from outside sources. The Adviser attempts to take a mathematical approach to investing by evaluating the downside/upside potential as well as, in the case of securities subject to extraordinary corporate activity, the probability of completion of each transaction in order to calculate the expected return. Twin also attempts to minimize loss exposure in specific situations by having position size determined by downside potential as well as by engaging in stop-loss techniques.

Twin pursues an active money management style designed to achieve capital appreciation independent of the cycles and returns normally found in the equity markets. Its investment philosophy is value- and event-oriented, specializing in the identification and analysis of securities that can benefit from extraordinary transactions.

Twin's strategy may, from time to time, employ leverage for investment purposes or to fund redemptions and may engage in short sales.

### **8.B. Material Risks of Investment Strategies**

Investing in securities involves significant risks, including the risk of loss of some or all of an investment. Prospective Investors should speak with their legal, tax and financial advisors prior to making an investment with Twin. The following summary identifies certain material risks related to Twin's significant investment strategies and should be carefully evaluated before making an investment with Twin. However, the following does

not intend to identify all possible risks of an investment with Twin or provide a full description of the identified risks. Please see the risk factors in the Private Funds' offering memoranda for a more detailed discussion of the identified risks.

There can be no guarantee of success of the strategies offered by Twin. Investment portfolios may be adversely affected by general economic and market conditions such as interest rates, availability of credit, inflation rates, changes in laws and political circumstances. These factors may affect the level and volatility of security pricing and the liquidity of an investment. These strategies do not employ limitations on particular sectors, industries or securities. Trading in the portfolios may affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short Sale Risk. Short sales are speculative transactions and involve special risks. In order to initiate a short position, a security must be borrowed. Strategies that execute short sales may incur a loss if the price of the security sold short increases in value between the date of the short sale and the date when we purchase the security to replace the borrowed security. Losses are potentially unlimited in a short sale transaction.

Leverage. At times, the amount of such leverage may be substantial. Leverage may increase the exposure to capital risk and higher current expenses. If securities are purchased on margin and the value of those securities fall, the portfolio would be subject to expenses incurred to pay down the margin loans to avoid liquidation of the securities. If loans to the portfolio are collateralized with portfolio securities that decrease in value, then there may be an obligation to provide additional collateral to the lender in the form of cash or securities to avoid liquidation of the pledged securities. Any such liquidation could result in substantial losses.

Management Risk. Judgments about the value and potential appreciation of a particular security may be wrong and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole or our intrinsic value approach may fail to produce the intended results.

Accuracy of Public Information. Twin selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the adviser by the issuers or through sources other than the issuers. Although Twin evaluates all such information and data and ordinarily seeks independent corroboration when Twin considers it is appropriate and reasonably available, the adviser is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Market Risk. There is the possibility that the value of equity securities may decline due to daily fluctuations in the securities markets. Stock prices change daily as a result of many factors, including developments affecting the condition of both individual companies and the market in general. The price of a stock may even be affected by factors unrelated to the value or condition of its issuer, such as changes in interest rates, national and international economic and/or political conditions and general equity market conditions. In a declining stock market, prices for all companies may decline regardless of their long-term prospects.

Competition. The securities industry and the arbitrage business in particular, is extremely competitive. The Adviser competes with firms, including many of the larger investment banking firms, which have substantially greater financial resources than does the Adviser. In any given transaction, arbitrage activity by other firms may limit the investment opportunities.

General Risks of Arbitrage Transactions. The success of arbitrage strategies depends often on the ability to execute two or more simultaneous transactions at desired prices. Should such transactions not be executed simultaneously at the desired prices, losses may be incurred on both sides of the transaction. Additionally, separate costs are incurred on both sides of an arbitrage transaction, and substantial favorable price moves may be required before a profit can be realized. Merger arbitrage transactions are inherently volatile. The short-term performance of portfolio securities may fluctuate significantly. If the proposed transaction is not consummated or delayed, the value of such securities purchased may decline significantly.

### **8.C. Material Risks of Securities Used in Investment Strategies**

Equity Risk. Regardless of any one company's particular prospects, a declining stock market may produce a decline in prices for all equity securities, which could also result in losses.

Non-diversified Risk. Because the portfolios may invest a greater portion of its assets in securities of a single issuer or a limited number of issuers than a portfolio with diversification limitations, it may be more susceptible to a single adverse economic or political occurrence affecting one or more of these issuers. From time to time a significant portion of the portfolio may be concentrated in a particular security, industry, market or country. Should such security, industry, market or country become subject to adverse financial conditions, the portfolio may not be afforded the protection otherwise available through greater diversification of its investments.

Risks of Derivatives. The risks posed by derivatives include (1) credit risks (the exposure to the possibility of loss resulting from a counterpartys failure to meet its financial obligations); (2) market risks (adverse movements in the price of a financial asset or

commodity); (3) legal risks (an action by a court or by a regulatory or legislative body that could invalidate a financial contract); (4) operations risks (inadequate controls, deficient procedures, human error, system failure or fraud); (5) documentation risks (exposure to losses resulting from inadequate documentation); (6) liquidity risks (exposure to losses created by the inability to prematurely terminate a derivative); (7) systematic risks (the risk that financial difficulties in one institution or a major market disruption will cause uncontrollable financial harm to the financial system); (8) concentration risks (exposure to losses from concentration of closely-related risks such as exposure to a particular industry or exposure linked to a particular entity); and (9) settlement risks (the risk that the portfolio has when it has performed its obligations under a contract but has not yet received value from its counterparty).

Forward Trading. Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading are substantially unregulated; there is not a limitation on daily price movements and speculative position limits are not applicable. These markets can experience periods of illiquidity, sometimes of significant duration. The imposition of controls by governmental authorities might also limit such forward trading. Neither the Commodity Futures Trading Commission nor banking authorities regulate forward currency through banks. There is the risk of bank failure or the inability or refusal by a bank to perform with respect to such contracts.

Special Situations. Investments in companies involved in (or the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions are subject to the risk that the transaction in which such business enterprise is involved either will be unsuccessful, will 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 of the security or other financial instrument in respect of which such distribution is received. In connection with such transactions (or otherwise), securities may be purchased on a when-issued basis, which means that delivery and payment take place sometime after the date of the commitment to purchase and is often conditioned upon the occurrence of a subsequent event, such as approval and consummation or a merger, reorganization or debt restructuring.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of them or the integrity of their management. Twin has no disclosure applicable to this Item.

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

### **10.A. No Registered Representatives**

Twin's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **10.B. No Other Registrations**

Twin's management persons are not registered, nor do any management persons have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities.

### **10.C. Material Relationships or Arrangements**

This section is not applicable.

### **10.D. Recommendation of Other Investment Advisers**

Twin does not recommend or select other investment advisers for Clients.

## **Item 11 – Code of Ethics**

### **11.A. Code of Ethics Document**

Twin has adopted a Code of Ethics pursuant to Advisers Act Rule 204A-1. A basic tenet of Twin's Code of Ethics is that the interests of Clients are always placed first. The Code of Ethics includes standards of business conduct requiring covered persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its Clients. The Code also requires that all covered persons comply with ethical standards relating to Clients and their accounts, including restrictions on gifts and provisions intended to prevent violations of laws prohibiting insider trading. You may obtain a copy of our Code of Ethics by contacting the firm at (212) 687-6850.

### **11.B. Recommendations of Securities and Material Financial Interests**

As a matter of policy, Twin does not engage in principal transactions, cross trading or agency cross transactions. Any exceptions to this policy must be approved by the Chief Compliance Officer or by his or her designee, and will be in compliance with applicable regulations. A copy of Twin's Code of Ethics is available to any Client or prospective upon request. Twin may have a conflict of interest related to performance fees charged to investors in the Private Funds. Please refer to Item 6 of this document which provides details on the conflict and how Twin addresses the conflict.

### **11.C. Personal Trading**

Twin has adopted a Code of Ethics to ensure that personal investing activities by Twin's employees are consistent with Twin's fiduciary duty to its Clients. For purposes of its Code of Ethics, Twin has determined that all employees are Access Persons.

In order to avoid potential conflicts that could be created by personal trading among Twin access persons, the Code of Ethics restricts the purchase and sale by access persons for their own accounts of any covered security within a specified time before the execution of a transaction in any such security for Clients. All access persons are required to notify Twin's Chief Compliance Officer ("CCO") or his designee in order to pre-clear personal securities transactions in IPOs and limited offerings.

All employees are required to submit quarterly personal securities transactions and annual holdings reports for review by the Chief Compliance Officer, who will, in turn, review these reports for trading conflicts with Client accounts. Employees are also required to have copies of all brokerage statements sent to the Chief Compliance Officer, directly from the custodian(s), on, at least, a quarterly basis. The Chief Compliance Officer will maintain

documentation of personal securities transactions, including any violations that occur and their resulting actions.

To the extent that the Adviser or a related person or any of their employees own securities that the Adviser or its related person also recommends to Clients, such Clients' proxies will be voted in the best interest of the Clients. Please refer to Item 17 for further information regarding the Adviser's proxy voting policy and procedures.

#### **11.D. Timing of Personal Trading**

Since Twin access persons may invest in the same securities (or related securities, e.g., warrants, options or futures) that Twin or a related person recommends to Clients, no access persons shall buy or sell a Reportable Security until after intended Client trading in a particular security has been completed for that day. The price paid or received by a Client account for any security should not be affected by a buying or selling interest on the part of an Access Person, or otherwise result in an inappropriate advantage to the Access Person.



## **Item 12 – Brokerage Practices**

### **12.A. Selection of Broker/Dealers**

Twin's objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the "best execution" with respect to its accounts' portfolio transactions. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant. In applying these factors, Twin recognizes that different broker-dealers may have different execution capabilities with respect to different types of securities. The factors include, but are not limited to:

- Twin's knowledge of negotiated commission rates and spreads currently available;
- the nature of the security being traded;
- the size and type of the transaction;
- the nature and character of the markets for the security to be purchased or sold;
- the desired timing of the trade and speed of execution;
- the activity existing and expected in the market for the particular security;
- the broker-dealer's access to primary markets and quotation sources;
- the ability of the broker dealer to effect transactions when a large block of securities is involved or where liquidity is limited;
- confidentiality;
- the execution, clearance and settlement capabilities and history as well as the reputation and perceived soundness of the broker-dealer selected and others which are considered;
- Twin's knowledge of actual or apparent operational problems of any broker-dealer;
- the broker-dealer's execution services rendered on a continuing basis and in other transactions;
- the broker-dealer's access to underwriting offerings and secondary markets;
- the broker-dealer's reliability in executing trades, keeping records and accounting for and correcting trade errors;
- the broker-dealer's ability to accommodate Twin's needs with respect to one or more trades including willingness and ability to maintain quality execution in unusual or volatile market conditions and to commit capital by taking positions in order to complete trades;
- the quality of communication links between Twin and the broker-dealer; and
- the reasonableness of spreads or commissions.

### **Research and Other Soft Dollar Benefits**

Twin may receive research from certain broker-dealers in connection with Client securities transactions also known as a "soft dollar" arrangement. Twin limits the use of "soft dollars" to obtain research and brokerage services as permitted under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Such research services

within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade/industry journals; certain software used for security/portfolio analysis; rating services; and data services (including services providing market data, company financial data and economic data). 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 to those transactions; order routing and transmission software for use with the broker-dealer; trading analytics software; clearance and settlement in connection with a trade; electronic communication of allocation instructions; and electronic or trade confirmations.

As part of its trading practices review, Twin's CCO will periodically review and evaluate its soft dollar practices to determine 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.

As part of these soft dollar arrangements, Twin may cause Clients to pay commissions higher than those charged by other broker-dealers in return for certain soft dollar benefits, resulting in higher transaction costs for Clients. This could create a conflict of interest and creates an incentive for Twin to select a broker-dealer based on its interest in receiving those products and services. In order to mitigate the conflicts of interest inherent in its brokerage practices:

- Twin limits the use of "soft dollars" to those products and services that are covered under the safe harbor of Section 28(e);
- Twin's brokerage policies are disclosed to Clients prior to the provision of Twin's services, generally as part of the investment advisory agreement or the private offering memorandum; and
- Twin maintains policies and procedures designed to seek "best execution" on behalf of Clients and govern the use of soft dollars.

During the last fiscal year, as a result of Client brokerage commissions (or markups or mark downs), Twin and/or its related persons acquired research related products or services such as Bloomberg, Deal Reporter, Market Data Quotes, and Edgar Online.

#### Brokerage for Client Referrals

Twin does not typically maintain any referral arrangement with broker/dealers; however Twin may receive client referrals from Morgan Stanley as a result of the prime brokerage services provided to the Private Funds.

## Directed Brokerage

While Twin generally selects broker-dealers for SMCs, Twin may, accept in limited instances, direction from Clients as to which broker-dealer is to be used. If the Client directs the use of a particular broker-dealer, Twin asks that the Client also specify in writing (i) general types of securities for which a designated firm should be used and (ii) whether the designated firm should be used for all transactions, even though Twin might be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. Clients, who, in whole or in part, direct Twin to use a particular broker-dealer to execute transactions for their accounts should be aware that, in so doing, they may adversely affect Twin's ability to, among other things, obtain volume discounts on bunched orders or to obtain best execution by, for example, executing over-the-counter stock transactions with the market makers for such securities.

Additionally, as noted above, transactions for a Client that directs brokerage are generally unable to be combined or “bunched” for execution purposes with orders for the same securities for other accounts managed by Twin. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the Client receiving a price that is less favorable than the price obtained for the bunched order. Under these circumstances, the direction by a Client of a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices than might be the case if Twin could negotiate commission rates or spreads freely, or select brokers or dealers based on best execution. Consequently, best execution may not be achieved.

### **12.B. Aggregation of Orders**

Twin may determine that in making investment decisions for Client accounts, securities considered for investment by one account may also be appropriate for another account managed by Twin. On occasions when the purchase or sale of a security is deemed to be in the best interest of more than one account, Twin may, but is not be obligated to, aggregate or “batch” orders for the purchase or sale of securities for all such accounts to the extent consistent with best execution and the terms of the relevant investment advisory agreements. Such combined or “batched” trades may be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges.

Twin may combine orders for the purchase and sale of securities on behalf of investment advisory Clients, including accounts and collective investment vehicles in which Twin or its associated persons might have an interest, subject to the following conditions:

- fully disclose aggregation policies to all Clients;
- do not favor any advisory account over any other managed account;
- give individual investment advice to each account;
- each participating account receives the average sales price for each trading day;
- combine trades only if consistent with duty to seek best execution and with the terms of the relevant Clients' investment advisory agreements; and
- specify the participating accounts and the relevant allocation method in writing before entering an aggregated order.

In certain circumstances, Twin may determine that aggregating transactions for certain types of securities is not in the best interest of its Clients.

Twin may include proprietary accounts (including the Private Funds in which Twin or its affiliates may have significant ownership interest) in such aggregate trades subject to its duty of seeking best execution and to its Code of Ethics.

## **Item 13 – Review of Accounts**

### **13.A. Frequency and Nature of Review**

David J. Simon, President and Chief Investment Officer of Twin, is responsible and has ultimate authority for all trading and investment decisions made for the Client portfolios. At least monthly, Client accounts are reviewed to ensure compliance with Client objectives and restrictions and to evaluate portfolios with regard to stated investment strategies and current market conditions.

### **13.B. Factors That May Trigger An Account Review Outside of Regular Review**

Generally, Client accounts are reviewed as needed depending on factors such as cash flows, changes in Client objectives or restrictions or changing market conditions.

### **13.C. Content and Frequency of Reports**

For SMCs, monthly statements are furnished by the custodian or prime broker to each advisory Client and a portfolio manager will meet with such Clients when requested or at other times as may be mutually agreed upon by Twin and the Client. Such meetings may be conducted in person or via teleconference. Twin urges Clients to carefully review the custodian statement provided for their account. Private Fund investors receive monthly statements from their respective administrators.

#### **Monthly Statement/Commentary**

Twin generally will furnish each Private Fund investor with the following written reports:

- Monthly Letters are provided to investors on or about the 5th business day of the following month. Unaudited mid-month and month-end performance estimates are also made available (upon request);
- Monthly capital account statements that include the unaudited net asset value or capital account balance of the investor's interest in the Private Fund and the monthly year-to-date performance, as applicable, and;
- Annual audited financial statements of the Private Funds.

Twin generally will furnish each SMC with the following written reports:

Monthly Letters are provided to investors on or about the 5th business day of the following month. Mid-month and month-end performance estimates are also made available (upon request).

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

Twin has referral arrangements with an entity that is compensated for referral of Clients in compliance with Rule 206 (4)-3 under the Investment Adviser's Act of 1940. This presents a potential conflict of interest since solicitors have an incentive to recommend Twin because they are being compensated by Twin. To mitigate this risk, fee sharing arrangements will be disclosed to the Client, and Twin's fee will remain the same regardless of whether a fee is paid.

The Adviser receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser’s interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its Clients. Please see Item 12 for further information on the Adviser’s “soft-dollar” practices, including the Adviser’s procedures for addressing conflicts of interest that arise from such practices.

## **Item 15 – Custody**

Clients will receive account statements from a broker-dealer, bank or other qualified custodian and Clients should carefully review those statements. Twin has custody according to Advisers Act Rule 206(4)-2 (“Custody Rule”) because an affiliate serves as General Partner to a Private Fund. However, Private Fund assets and securities are held at independent, qualified custodians. Twin has entered into a written agreement with an independent public accountant to provide audited financial statements to the Fund’s investors within 120 days following the Fund’s fiscal year end. Twin does not have custody of SMC assets.

## Item 16 – Investment Discretion

Twin provides investment advisory services on a discretionary basis to Clients. Twin is authorized to make the following determinations (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guideline):

- Which securities to buy or sell.
- The total amount of securities to buy or sell.
- The broker or dealer through whom securities are bought or sold.
- The commission rates at which securities transactions for Client accounts are affected.
- The prices at which securities are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs.

Because of the differences in Client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among Clients in invested positions and securities held. The Adviser prepares an allocation statement describing the allocation of securities to (or from) Client accounts for each trade/order submitted. The Adviser 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. Although it is the Adviser's policy to allocate investment opportunities to eligible Client accounts on a pro rata basis (based on the value of the assets of each participating account relative to value of the assets of all participating accounts), these factors may lead the Adviser to allocate securities to Client accounts in varying amounts. Even Client accounts that are typically managed on a *pari passu* basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Twin assumes discretion over Client accounts upon execution of the advisory agreement, investment management agreement or other agreement with the Client that sets forth the scope of the Adviser's discretion.

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 and breaches of investment guidelines and restrictions occur, the Adviser's error correction procedure is to use its best efforts to break or otherwise correct the trade. The



Adviser will use its best efforts to assure that orders are entered correctly; however, to the extent that an error occurs, it is to be (i) corrected as soon as practical; and (ii) reported to the Chief Compliance Officer. In general, if the trade error results in losses, such losses will not be reimbursed, except for losses caused by gross negligence, willful misconduct or violation of applicable laws. The Adviser has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy.

## **Item 17 – Voting Client Securities**

Twin is responsible for voting Client proxies and has developed a written policies and procedures governing its activities in this area. The policy provides that Twin will act in the best interests of the Private Funds in determining whether and how to vote on any proxy voting matter. In addition, Twin maintains a record of proxy votes cast on behalf of Clients.

Circumstances may arise wherein Twin may have a conflict of interest in voting proxies on behalf of its Clients. Twin informs its affiliates and employees that they are under an obligation to be aware of potential conflicts of interest (both as a result the Employee's personal relationships and Twin's business), and that such conflicts of interest should be brought to the attention of the Compliance Officer. Votes shall be cast in the best interests of Twin's Clients, regardless of the effect of any such vote on Twin.

Twin shall make its proxy voting policy and information about how the Adviser voted a Client's proxies available to its Clients and investors upon request by contacting William Wang at [wwang@twincap.com](mailto:wwang@twincap.com) or calling (212) 687-6850.

**Item 18 – Financial Information**

This item is not applicable.