

DISCLOSURE BROCHURE

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# Higher Moment Capital, LLC

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1 Mifflin Place, Suite 200  
Cambridge, MA 02138  
617.250.8461

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This brochure provides information about the qualifications and business practices of Higher Moment Capital, LLC (“**Higher Moment**”). If you have any questions about the contents of this brochure, please contact us at 617.250.8461. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Higher Moment is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. Additional information about Higher Moment is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2-Material Changes

Higher Moment Capital, LLC is a new registrant. Therefore, this is its initial “Disclosure Brochure” with the SEC. Future Disclosure Brochure filings will address “material changes” since the date of this filing, which will either be delivered, or offered for delivery, to clients.

The information set forth herein is qualified in its entirety by reference to applicable offering and governing documents. In the event of a conflict between the information set forth in this brochure and the information in the applicable governing and/or offering documents, the governing and/or offering documents shall control.

Currently, our Brochure may be requested by contacting the Investor Relations at 617.250.8461 or [investor@highermoment.com](mailto:investor@highermoment.com). Additional information about Higher Moment is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Higher Moment who are registered, or are required to be registered, as investment adviser representatives of Higher Moment.

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## Item 4-Advisory Business

Higher Moment Capital, LLC (“Higher Moment”), Delaware limited liability Company, was founded in March 2008 and provides discretionary investment management services to certain private funds as mentioned below (each a “Client” or “Fund”; together “Clients” or “Funds”)

Ravi Singh and Sundar Subramaniam (the “Principals”) control Higher Moment; however, Mr. Subramaniam is not actively involved in the management of the Fund. Crest Partners, LLC, has a passive minority interest in Higher Moment.

The general partners of the Higher Moment Aurora Fund, LP (“HMAF”) and Higher Moment Capital Opportunities, LP (“HMCO”) are under the control of the Principals of Higher Moment. See also Item 10.

Please see Item 8 below for a brief discussion of Higher Moment’s current investment strategies (collectively, the “Strategies”). Important information regarding an investment in a Fund, including the specific investment strategies and policies, fees and expenses, risk factors and other material terms, are set forth in each Fund’s Offering Documents.

As of May 31, 2013, Higher Moments discretionary regulatory assets under management were approximately \$125 million.

## Item 5-Fees and Compensation

Pursuant to the investment management agreement entered into between HMAF and Higher Moment (i) HMAF will pay to Higher Moment a fixed management fee payable monthly, in arrears, equal to 0.125% (1.5% annualized) of the ending monthly net asset value of each Limited Partner's capital account (the "Management Fee"). The General Partner will not be subject to the Management Fee.

Pursuant to the Investment Management Agreement entered into between HMCO and Higher Moment, HMCO will pay to Higher Moment a fixed management fee payable monthly, in arrears, equal to 0.167% (2.0% annualized) of the ending monthly net asset value of each Limited Partner's capital account (the "Management Fee"). The General Partner will not be subject to the Management Fee.

With respect to both Funds, Higher Moment has the right to reduce or waive, from time to time, all or part of the Management Fee attributed to certain Limited Partners, including, without limitation, Limited Partners that are members, partners, affiliates or employees of the General Partner or Higher Moment, members of the immediate families of such persons and trusts or other entities for their benefit.

In consideration for the Management Fee, Higher Moment will bear the costs of office space, utilities and personnel. The Management Fee may exceed the expenses borne by Higher Moment on behalf of the respective Fund.

Each Fund bears its own expenses, including, without limitation, investment-related expenses whether relating to investments that are consummated or unconsummated (e.g., brokerage commissions, due diligence costs, consultants, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, clearing and settlement charges, interest expense); research-related expenses, including, without limitation, news and quotation equipment and services; legal expenses; professional fees (including, without limitation, expenses of consultants and experts); the costs of organizing and maintaining any Financing Subsidiaries and Trading Subsidiaries; costs relating to swaps (and similar agreements); auditing and tax preparation expenses; accounting expenses;

market data costs; costs of third-party administrators; costs of printing and mailing reports and notices; organizational and offering expenses; General Partner's liability insurance and related insurance; Management Fees; indemnification expenses; corporate licensing fees and other professional fees; bank service fees; withholding and transfer taxes; trademarks; any entity-level taxes; regulatory and compliance expenses relating to the Fund; other expenses related to the purchase, monitoring, sale, settlement, custody or transmittal of Fund assets (directly or through Trading Subsidiaries); and extraordinary expenses and other similar expenses related to the Fund.

In the discretion of the General Partner, certain organizational expenses of each Fund may be amortized by the respective Fund over a 60-month period from commencement of the respective Fund. Amortization of organizational expenses by the respective Fund does not conform to U.S. generally accepted accounting procedures ("GAAP").

Further, each Fund may invest in other funds managed by Higher Moment or an affiliate of Higher Moment ("Affiliated Funds"). The Fund will not charge any management fees or apply any incentive allocations related to such investments at the Affiliated Fund level.

Clients may terminate Higher Moment's advisory services at any time without penalty generally upon ninety days' prior written notice. Withdrawals or redemptions by investors in a Partnership can be made on the terms described in the applicable Partnership's Offering Documents.

See Item 12 which describes the factors that Higher Moment considers in selecting broker-dealers for Client transactions and determining the reasonableness of their compensation (e.g., commissions). All such fees and expenses and other important information regarding an investment in a Fund, are more fully set forth in each Fund's Offering Documents.

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

At the end of each fiscal year of the Fund, 15% of HMAF and 20% of HMCO (i) realized and unrealized net capital appreciation less expenses allocated to the capital account of each Limited Partner during the fiscal year, less (ii) the Management Fee attributable to such capital account will be reallocated from each Limited Partner's capital account to the General Partner capital account (the "Incentive Allocation"). The net capital appreciation upon which the calculation of the Incentive Allocation is based will be reduced to the extent of any unrecovered balance remaining in the Loss Recovery Account (as defined below) maintained on the books and records of the respective Fund for the applicable capital account.

The General Partner may, in its sole discretion, reduce or waive all or part of the Incentive Allocation with respect to certain Limited Partners, including, without limitation, Limited Partners that are members, partners, affiliates or employees of the General Partner or Higher Moment, members of the immediate families of such persons and trusts or other entities for their benefit. However, the Incentive Allocation may not be increased by the General Partner without the consent of the affected Limited Partner.

The respective Fund(s) will maintain a memorandum loss recovery account, which functions like a "high water mark" (a "Loss Recovery Account"), for each Limited Partner's capital account. For each fiscal year, each Loss Recovery Account will be credited with the aggregate net capital depreciation, if any, allocated to its capital account for such fiscal year (taking into account such capital account's share of the Management Fee). Such Loss Recovery Account will be debited (but not below zero) with the aggregate net capital appreciation, if any, allocated to the related capital account for the applicable period or fiscal year (taking into account such capital account's share of the Management Fee). The General Partner will not be allocated any Incentive Allocation with respect to a capital account until any credit balance in such capital account's Loss Recovery Account has been reduced to zero.

In the event that a Limited Partner with an unrecovered balance in its Loss Recovery Account withdraws all or a portion of its capital account, the unrecovered balance in such Loss Recovery Account shall be reduced as of the beginning of the next Accounting Period by an amount equal to the product obtained by multiplying the balance in such Loss Recovery

Account by a fraction, the numerator of which is the amount of the withdrawal made by such Limited Partner with respect to the immediately preceding Withdrawal Date and the denominator of which is the balance in such Limited Partner's capital account immediately prior to such withdrawal. Additional capital contributions shall not affect any Limited Partner's Loss Recovery Account.

All such fees and expenses and other important information regarding an investment in a Fund, are more fully set forth in each Fund's Offering Documents.

Each Fund will be subject to a number of actual and potential conflicts of interest involving Higher Moment and its affiliates. However, Higher Moment and its affiliates have substantial incentives to see that the assets of the Funds appreciate in value, and merely because an actual or potential conflict of interest exists, this does not mean that it will be acted upon to the detriment of the Fund(s).

The Incentive Allocation made to the General Partner by the Fund(s) may create an incentive for Higher Moment (which is an affiliate of the General Partner) to cause the Fund to make investments that are riskier or more speculative than would be the case if such allocation were not made. In addition, since the Incentive Allocation will be calculated on a basis that includes unrealized appreciation of the Fund's net assets, such allocation may be greater than if it were based solely on realized gains.

Higher Moment and its affiliates may provide discretionary and non-discretionary investment management services to other clients, managed accounts and other investment partnerships or funds (collectively, the "Other Accounts"), some of which have similar investment objectives to those of the Funds or which engage in transactions in the same type of securities and instruments as the Funds. Higher Moment and its affiliates may give advice and recommend securities to the Other Accounts which may differ from advice given to, or securities recommended or bought for, the Funds, even though their investment objectives may be the same or similar to those of the Funds.

Higher Moment and its affiliates will devote as much of their time to the activities of the Funds as they deem necessary and appropriate. Higher Moment and its affiliates are not restricted from forming additional investment funds, from entering into other investment



advisory relationships or from engaging in other business activities, even though such activities may be in competition with the Funds and/or may involve substantial time and resources of Higher Moment. These activities could be viewed as creating a conflict of interest in that the time and effort of the members of Higher Moment and its officers and employees will not be devoted exclusively to the business of the Funds but will be allocated between the business of the Funds and the management of the monies of the Other Accounts.

If it is determined by Higher Moment or its affiliates that it would be appropriate for the Funds and one or more of the Other Accounts to participate in an investment opportunity, Higher Moment will seek to allocate investments among all of the participating investment accounts, including the Funds, on an equitable basis, taking into account such factors as the relative amounts of capital available for new investments and the investment programs and portfolio positions of the Funds and the clients for which participation is appropriate. Orders may be combined for all such accounts, and if any order is not filled at the same price, they will be allocated on a basis which Higher Moment or its affiliates consider equitable. Similarly, if an order on behalf of more than one account cannot be fully executed under prevailing market conditions, securities may be allocated among the different accounts on a basis which Higher Moment or its affiliates consider equitable.

Sundar Subramaniam, a managing member of the General Partner, has and will continue to launch, invest in and operate early stage companies. Mr. Subramaniam will devote his full time efforts to operations other than Higher Moment and the Funds.

Higher Moment and its affiliates may purchase or sell securities on its own behalf or on behalf of the Other Accounts which may differ from those purchased or sold for the Funds, even though their investment objectives may be the same or similar. The Fund, for example, may make an investment at the same time that one or more of the Other Accounts is disposing of the same or a similar investment. Likewise, the Funds may make an investment in a position which is already held by one or more of the Other Accounts or a position that is subordinated or senior to or otherwise adverse to a position held by one of more of the Other Accounts.

The Funds may invest in an Affiliated Fund for which Higher Moment also serves as the investment manager and an affiliate of the General Partner serves as the general partner.

Such an investment will raise certain conflicts since Higher Moment has certain duties to both the Fund and the Affiliated Fund.

A detailed explanation of the conflicts that may exist as well as other important information regarding an investment in a Fund, are more fully set forth in each Fund's Offering Documents.

## Item 7-Our Clients

Higher Moment provides discretionary investment management services to the Funds.

Investors are required to meet certain eligibility standards as set forth in each Fund's Offering Documents.

Each Fund has a minimum investment requirement for investors (also referred to as Limited Partners) as set forth in such Fund's Offering Documents.

Higher Moment has entered into and may in the future enter into additional side letter arrangements with certain investors in Funds managed by Higher Moment ("Side Letter Investors") whereby Higher Moment and a Side Letter Investor have agreed (or may agree in the future) to vary the Side Letter Investor's investment terms from those made available to other investors in the Funds including in connection with due diligence reviews, pursuant to which an investor may receive reports and have access to information regarding the Fund's portfolio that might not be generally available to other Limited Partners. Such Side letter investors may be able to base their investment decisions, including, without limitation, withdrawing their capital from the Fund, on information that is not generally available to other Limited Partners. Side Letters may also provide more favorable terms relating to liquidity and Management Fees or Incentive Allocations.

Further, certain Limited Partners may receive information regarding the Fund's portfolio that is not generally available to other Limited Partners and, as a result, may be able to act on such information that is not generally available to other Limited Partners.

## Item 8-Methods of Analysis, Investment Strategies and Risk

### Methods of Analysis

Higher Moment may make extensive use of computer systems and software and may use its own proprietary quantitative models as well as systems which are publicly available or provided by third parties.

The trading decisions of Higher Moment are based on a strategy which seeks to take into account certain "technical" factors in identifying price trends and price movements. The buy and sell signals generated by the system are not based on analysis of fundamental supply and demand factors, general economic factors or anticipated world events but generally upon a study of actual daily, weekly and monthly price fluctuations, volume variations and changes in open interest.

### Investment Objective and Strategies

Higher Moment's strategies are described briefly below:

#### Higher Moment Aurora Fund LP

HMAF's investment objective is to achieve high risk adjusted returns by allocating capital across a wide range of asset classes. HMAF invests primarily in liquid exchange traded funds ("ETFs") and futures contracts that track major indices. To carry out HMAF's investment objective, HMAF utilizes a proprietary quantitative dynamic asset allocation model.

Key elements of Higher Moment's investment strategy and risk management include:

- **Asset Allocation** - Rather than individual security selection, HMAF focuses on asset allocation. There are no limitations on the types of assets in which HMAF may invest. Assets in the portfolio must generally offer a compelling source of risk adjusted return and/or act as a diversifier, complementing the other assets classes. Although there are a wide range of assets in which HMAF may invest, there may also be times when HMAF has significant long or short exposure to a single asset or a small number of assets.

- Quantitative Asset Allocation Model - HMAF's strategy utilizes a proprietary quantitative dynamic asset allocation model to invest in a generally wide range of asset classes. Higher Moment's proprietary quantitative model can be adjusted from time to time based on results and research. Such changes in the model or in the input parameters used by the model will alter the behavior of the model.
- Dynamic Allocation - HMAF engages in daily asset class modeling and reallocation. Daily reallocation allows HMAF to adapt its portfolio to the risk environment in a way that is not possible with a static allocation. HMAF's strategy is extremely dynamic and results in highly variable exposure to the various asset classes in HMAF's portfolio.
- Systematic Risk Management - Risk is managed on a daily basis and measured using quantitative risk management techniques and models based on academic research. The performance of Higher Moment's risk models and the ability to successfully target HMAF's risk depend on the extent to which the historical data provides a good representation of the true risk of an asset or how an asset correlates with other assets.
- Long and Short Positions - HMAF will invest in long positions as well as short positions for speculative or hedging purposes, as applicable. HMAF may invest in short positions in order to manage its risk or to offset the risk of a long position using a short position in a correlated asset. Short positions also allow HMAF to potentially benefit from price declines in an asset class. Unlike traditional asset allocation programs, HMAF may be net short equities, fixed income or any other asset class.
- Leverage - HMAF expects to employ leverage both explicit (e.g., margin) and implicit (e.g., futures).
- Execution - Although Higher Moment seeks to adhere to an asset allocation model for HMAF, it exercises discretion in executing the strategy. To minimize turnover and transaction costs, Higher Moment may choose not to execute trades that it does not believe materially change the risk/returns characteristics of the portfolio. When large adjustments in positions are required, limitations in the ability to execute the trades

may result in deviations from the model. In these cases, Higher Moment typically executes the trades over a period of days or possibly weeks to converge to the model. Higher Moment also exercises significant discretion in the execution of the strategy through the choice of input parameters used by the asset allocation model.

### **Higher Moment Capital Opportunities LP**

HMCO's investment objective is to achieve high risk adjusted returns with an aggressive risk profile. HMCO was organized for the purpose of investing and trading in securities and financial instruments of all kinds and descriptions, whether publicly traded or privately placed, including, but not limited to, stocks, options, bonds, commodities, futures contracts, derivative products of all types, limited partnership or limited liability company interests, mutual fund shares, closed-end investment funds, currencies, precious metals, and cash and cash equivalents.

Higher Moment believes that HMCO's flexible investment mandate allows it to invest in asset classes and markets that are poised for superior performance. Although Higher Moment is free to diversify by asset class and geography, it is not obligated to do so, and the flexibility of the strategy is intended to allow it to focus where it believes the maximum investment opportunity exists.

Although Higher Moment retains the flexibility to alter or expand its research process for HMCO, it currently has a model and data driven research process. Developing a new strategy involves (1) specifying a formal trading rule or algorithm; and (2) testing that rule using historical data. To reduce the risk of data mining (e.g., development of trading rules that fit the historical data, but subsequently perform poorly), Higher Moments seeks trading strategies that have a conceptual foundation and exploit some identifiable friction or opportunity in the market.

### **Risks of Investment**

An investment in the Fund(s) should be viewed as a speculative investment. It is not intended as a complete investment program and is designed only for sophisticated investors who have adequate means of providing for their needs and contingencies without relying on

distributions or withdrawals from their Fund accounts, who are financially able to maintain their investment and who can afford a loss of all or a substantial portion of their investment. There can be no assurance that the investment objectives of the strategies described above and more fully in the Fund Offering Documents will be achieved.

**An investment in a Fund involves a high degree of risk, including the risk that the entire amount invested may be lost.**

The Fund invests in, and actively trades, securities and other financial instruments using a variety of strategies and investment techniques with significant risk characteristics, including the risks arising from: (i) the volatility of the Fund's performance and markets (equity, fixed-income, futures and currency); (ii) leverage assumed in association with trading in securities (equity and fixed-income, in cash or derivatives) and currencies, if any; (iii) the illiquidity of securities and derivative instruments; and (iv) the risk of loss from counterparty defaults.

No guarantee or representation is made that the Fund's investment program will be successful, or that the Fund's returns will exhibit any correlation or dis-correlation with an investor's traditional securities portfolio. The Fund may utilize investment techniques such as option transactions, margin transactions, short sales, leverage, derivatives trading and futures and forward contracts, which practices can involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which the Fund's investment portfolio may be subject.

The general risks of investment are set forth below, as well as those specific to one or more of the Funds. One should refer to the respective Fund Offering Documents for a complete and detailed description of risks.

**General Liquidity Risks.** Under certain market conditions, such as during volatile markets or when trading in a security or market is otherwise impaired, the liquidity of a Fund's portfolio positions may be reduced. In addition, a Fund may from time to time hold large positions with respect to a specific type of financial instrument, which may reduce a Fund's liquidity. During such times, a Fund may be unable to dispose of certain financial instruments, including longer-term financial instruments, which would adversely affect its ability to rebalance its portfolios or to meet redemption requests. In addition, such circumstances may force a Fund

to dispose of financial instruments at reduced prices, thereby adversely affecting its performance. If there are other market participants seeking to dispose of similar financial instruments at the same time, a Fund may be unable to sell such financial instruments or prevent losses relating to such financial instruments. Furthermore, if a Fund incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. In addition, in conjunction with a market downturn, a Fund's counterparties could incur losses of their own, thereby weakening their financial condition and increasing a Fund's credit risk to them.

**Limited Liquidity of Fund Interests.** An investment in a Fund provides limited liquidity since the Interests are not freely transferable and, generally, a Limited Partner has the right to withdraw Interests only as described in "Withdrawals". A Fund may also suspend or postpone the withdrawal rights of a Limited Partner. There is no market for trading in Interests of a Fund and none is expected to develop. Accordingly, an investment in a Fund is suitable only for sophisticated investors who do not require immediate liquidity for their investment.

**Possible Adverse Effects of Substantial Withdrawals.** Certain characteristics of a Fund may increase the negative effect of substantial withdrawals. A Fund will pursue investment strategies that will take time to develop and implement. Substantial withdrawals could be triggered by a number of events, including, for example, unsatisfactory performance, general illiquidity in capital markets, a significant change in personnel or management of Higher Moment, a decision by the Limited Partners to liquidate assets by submitting withdrawal requests, legal or regulatory issues that investors perceive to have a bearing on a Fund or Higher Moment, or other factors. Actions taken to meet substantial withdrawal requests from a Fund could result in prices of financial instruments held by a Fund decreasing and in Fund expenses increasing (e.g., transaction costs and the costs of terminating agreements). The overall value of a Fund also may decrease because the liquidation value of certain assets may be materially less than their cost or mark-to-market value. A Fund may be forced to sell its more liquid positions which may cause an imbalance in the portfolio that could adversely affect the remaining Limited Partners. Substantial withdrawals could also significantly restrict a Fund's ability to obtain financing or derivatives counterparties needed for its investment and trading strategies, which would have a further material adverse effect on a Fund's performance.



**In-Kind Distributions; Liquidating SPVs.** A Fund anticipates that all distributions to Limited Partners will be made in cash, but there can be no assurance that a Fund will have sufficient cash to satisfy withdrawal requests. A Fund may make distributions in cash or in-kind, or any combination thereof, in the sole discretion of the General Partner, including without limitation, due to the winding up of a Fund or inability to liquidate investments at the time of withdrawal requests at favorable prices. The General Partner will determine the percentage of any distribution to be made in cash and the percentage to be made in-kind, as well as the particular securities, if any, to be distributed. Distributions that are made in-kind will, to the extent practicable, not be disproportionately allocated to any Limited Partner or Limited Partners.

**Risks Related to Global Tax, Legal and Regulatory Compliance.** A Fund is subject to a variety of tax, legal and regulatory frameworks in a number of jurisdictions (“regulatory jurisdictions”) as a result of its global involvement. Although a Fund endeavors to comply with the requirements of all such regulatory jurisdictions, the treatment of entities like a Fund and its investment activities is often uncertain and may frequently depend on determinations of fact and interpretations of complex provisions of law and regulations for which there may be no clear precedent or authority. Where no clear precedent or authority is available, a Fund may employ standard industry practice or conventions to guide its compliance efforts. There can be no assurance, however, that such practice or conventions ultimately will be considered compliant, and as a result, a Fund, despite its efforts, may be exposed to liability, possibly on a retroactive basis, as practice or conventions change or are challenged or the procedures for compliance with the regulatory jurisdictions to which a Fund is subject become clearer. Moreover, the regulatory jurisdictions to which a Fund is subject may be administered on a variable basis and are generally under continued review by government authorities in the various jurisdictions in which a Fund has investment activities, sometimes resulting in revised interpretations of seemingly established concepts.

**Exemption from Regulation, Including the Investment Company Act of 1940.** Generally, a Fund and the Interests are not expected to be registered in any country. Specifically, a Fund will not be registered as a US investment company under the Investment Company Act of 1940, as amended, and, therefore, will not be required to adhere to certain operational restrictions and requirements under the Act.

**Regulatory Changes for Hedge Funds.** The financial services industry generally, and the activities of alternative investment funds and their managers in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase a Fund's exposure to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight may also impose additional administrative burdens on the General Partner, including responding to examinations and investigations, implementing new policies and procedures and complying with recordkeeping and reporting obligations. Such burdens may divert the General Partner's time, attention and resources from portfolio management activities.

The regulatory environment for private funds is evolving, and changes in the regulation of private funds and their trading activities may adversely affect the ability of a Fund to pursue its investment strategy, its ability to obtain leverage and financing and the value of investments held by a Fund. There has been an increase in governmental, as well as self regulatory, scrutiny of the alternative investment industry in general. It is impossible to predict what, if any, changes in regulations may occur, but any regulations that restrict a Fund's activities could have a material adverse impact on a Fund's portfolio.

**Limited Operating History.** The General Partners have limited operating history and the Funds and Higher Moment have a limited operating history upon which prospective investors may base an evaluation of the likely performance of a Fund. The past performance may not be indicative of the future performance of a Fund.

**Dependence on Key Individuals.** The success of a Fund is significantly dependent upon the ability of Higher Moment to develop and effectively implement a Fund's investment objective. A Fund's governing documents do not permit the Limited Partners to engage in the active management and affairs of a Fund. Therefore, the Limited Partners will be relying entirely on the General Partner to conduct and manage the affairs of a Fund and to make appropriate investments and investment decisions for a Fund. Subjective decisions may cause a Fund to incur losses or to miss profit opportunities on which it would otherwise have capitalized. In addition, Higher Moment is dependent upon the expertise of certain key personnel. If a Fund were to lose the services of Higher Moment or the General Partner or if Higher Moment or the General Partner were to lose such key personnel, a Fund would be adversely affected.

**Necessity for Counterparty Trading Relationships; Counterparty Risk.** A Fund expects to establish relationships to obtain financing, derivative intermediation and prime brokerage services that permit a Fund to trade in any variety of markets or asset classes over time; *however*, there can be no assurance that a Fund will be able to maintain such relationships or establish such relationships. An inability to establish or maintain such relationships would limit a Fund's trading activities and could create losses, preclude a Fund from engaging in certain transactions, financing, derivative intermediation and prime brokerage services and prevent a Fund from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships before a Fund establishes additional relationships could have a significant impact on a Fund's business due to a Fund's reliance on such counterparties.

**Volatility of Fund Performance.** Particular to HMCO, no guarantee or representation is made that HMCO's investment program will be successful, or that HMCO's returns will exhibit any correlation or dis-correlation with an investor's traditional securities portfolio. HMCO may utilize investment techniques such as option transactions, margin transactions, short sales, leverage, derivatives trading and futures and forward contracts, which practices can involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which HMCO's investment portfolio may be subject.

**Use of Systems.** Higher Moment may make extensive use of computer systems and software. Higher Moment may use its own proprietary quantitative computer software models as well as systems which are publicly available or provided by third parties. Accordingly, a Fund is exposed to the risk that computer hardware, software and other services used by Higher Moment may cease to be available, for example due to the insolvency of the provider. In such circumstances, Higher Moment would seek to obtain equivalent hardware, software and services from an alternative supplier.

**Proprietary Trading Methods.** Because the trading methods employed by Higher Moment on behalf of a Fund are proprietary to Higher Moment, a Limited Partner will not be able to determine any details of such methods or whether they are being followed.

**Inappropriate Parameterization.** The internal computer software takes inputs from a live market data feed, but also utilizes a number of secular parameters to drive its behavior.

These secular parameters are so named because it is not intended that they be modified on a daily basis, but rather on a quarterly basis. Higher Moment is responsible for setting these parameters. Since the value of these parameters can have significant and material impacts upon the performance of the system and the trades recommended – even in certain cases causing a "buy" to be inverted to a "sell" recommendation, and vice versa – the risk exists that Higher Moment will modify these parameters in a manner that is detrimental to performance.

***Note: Higher Moment may add, modify and/or remove Strategies at any time pursuant to the Offering Documents. Greater detail regarding Higher Moment's methods of analysis, investment strategies, and risk of loss may be found in each Fund's Offering Documents.***

## 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 Higher Moment or the integrity of Higher Moment's management. Higher Moment, nor its principals or employees, as of the date of this ADV has been the subject of any complaints or been involved in any disciplinary proceedings since its inception.

## Item 10-Other Financial Industry Activities and Affiliations

Higher Moment Aurora GP, LLC, a Delaware limited liability company formed in June 2011 serves as the General Partner of Higher Moment Aurora Fund, LP and Higher Moment Capital Opportunities GP, LLC, a Delaware limited liability company formed in January 2012 serves as the General Partner of the Higher Moment Capital Opportunities, LP (each a "General Partner"; together the "General Partners"). For both Funds, Higher Moment serves as the investment manager. Mr. Singh and Mr. Subramaniam control the General Partners.

The General Partners, respectively, are accountable to the Funds as a fiduciary and consequently must exercise good faith and integrity in handling the Funds' affairs. Higher Moment does not refer clients to other investment advisors and it does not receive any compensation from other financial industry participants.

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

As do all investment advisers, Higher Moment has a fiduciary responsibility to treat Clients fairly and avoid actual or potential conflicts of interest. The employees of Higher Moment have an obligation to act solely in the best interests of Clients, and to make full and fair disclosure of all material facts, particularly where the Clients' interests may conflict with the interests of Higher Moment or its employees.

### Code of Ethics

Higher Moment strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust and has communicated the general standards of conduct that it expects of all employees to follow. Failure to uphold these standards may result in disciplinary sanctions, including termination of an employee by Higher Moment. Higher Moment will adopt a written Code of Ethics (focusing on specific areas where employee conduct has the potential to adversely affect the Clients: misuse of confidential information, personal securities trading and outside business activities). All employees will be required to acknowledge the terms of the Code of Ethics upon adoption, annually, and as amended.

See also below, “Personal Securities Trading.”

### Misuse of Nonpublic Information

Higher Moment’s insider trading prohibitions (i) apply to all employees, (ii) extend to activities within and outside their duties as employees of Higher Moment, and (iii) apply to investment-related information that is internal to Higher Moment. Employees are permitted to engage in limited outside business activities provided these activities are pre-cleared and are deemed not to create an actual or potential conflict of interest due to the amount of time spent on such activities and the investment-related nature of certain activities.

## Participation or Interest in Client Transactions

Higher Moment may invest Client assets in securities where one or more principals or employees of Higher Moment has a vested interest. This presents a potential conflict of interest. However, such relationships and potential conflicts of interest are fully disclosed to Clients and investors. See also Items 4, 5 and 8 above.

Higher Moment does not cross trade among Client accounts, and does not plan to do so. To the extent necessary in the future, it has the discretion, as permitted under applicable law, to effect client cross-transactions where it causes a transaction to be effected between accounts advised by it. Higher Moment may also engage an independent representative to satisfy the disclosure and consent requirements of Section 206(3) of the Advisers Act with respect to transactions entered into by Clients.

## Personal Securities Trading

Higher Moment's employees are permitted to maintain personal trading accounts provided that such accounts are consistent with applicable law, regulatory rules and company policies. Employees may buy, sell or hold for their own personal trading accounts securities, which Higher Moment also may buy, sell or hold for the private funds it manages subject to compliance with applicable laws, rules and regulations.

Higher Moment at times may maintain a restricted list of securities that it and its employees may not trade in order to avoid the misuse of material non-public information or confidential Client information. Also, although employees may invest in the same securities as Higher Moment, given the nature of the instruments that Higher Moment trades for the Funds, Higher Moment does not anticipate material, market-moving trades.

## Outside Business Activities

Higher Moment's Chief Compliance Officer reviews all outside activities conducted by a Higher Moment employee. If any activities are deemed to be in conflict with Higher Moment's Clients, such conflicts will be fully disclosed.

## Item 12-Brokerage Practices

Portfolio transactions for the Fund will be allocated to brokers and dealers on the basis of best execution and in consideration of such broker's or dealer's ability to effect such transactions, its facilities, its reliability and financial responsibility. Accordingly, commissions and other transaction costs (which may include dealer markups or markdowns) charged to the Fund by brokers or dealers in the foregoing circumstances may be higher than those charged by other brokers or dealers that may not offer such products or services.

Subject to the considerations described above, the selection of a broker to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services may be influenced by, among other things, the provision by the broker of the following: consulting with respect to technology, operations and equipment, commitment of capital, access to company management and access to deal flow. Generally, the Fund does not separately compensate any broker for any of these other services.

Any use of commissions or "soft dollars" generated by the Fund through agency and certain riskless principal transactions to pay for brokerage and research products or services will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended. Where a product or service obtained with commission dollars provides both research and non-research assistance to the Fund, the Investment Manager will make a reasonable allocation of the cost that may be paid for with commission dollars.

In view of the fact that the Fund's investment program includes trading as well as investments, short term market considerations will frequently be involved, and the turnover rate of the Fund's portfolio in certain circumstances may be substantially greater than the turnover rates of other types of investment vehicles.

## Item 13-Review of Accounts

All Funds are monitored on a daily basis by the Chief Compliance Officer or his/her designee for performance, composition and market movement.

Partners in the Funds receive monthly statements of their account from the Fund's administrator.

Within 120 days after the end of each fiscal year or as soon as reasonably practicable thereafter, the Funds will prepare and mail to each Limited Partner financial statements of the Fund (which need not include the list of the Fund's investments that may be required by GAAP), audited by the independent certified public accountant selected by the General Partner.

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

Higher Moment may pay referral fees or any other benefits to third parties for referring investors.

### **Item 15-Custody**

Higher Moment entrusts the securities and certain related assets of the Funds under the direction of the General Partner to the physical custody of a brokerage firm which is a member of either the New York or the American Stock Exchange, a United States bank or another qualified custodian.

See also Item 13 above.

### **Item 16-Investment Discretion**

Higher Moment has investment discretion for all accounts. In all cases, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client.



## **Item 17-Voting Client Securities**

To the extent Higher Moment receives proxies on behalf of the Funds, it will exercise voting authority over Client proxies and vote proxies in the best interests of its Clients.

## **Item 18-Financial Information**

Higher Moment does not have any financial condition that would be likely to impair its ability to meet its commitments to its Clients.