

***Waterloo International Advisors, LLC***  
***402 The Times Building***  
***32 Parking Plaza – Suite 402***  
***Ardmore, PA 19003***

***610-645-7950***

This *Firm Brochure* provides information about the qualifications and business practices of Waterloo International Advisors, LLC. If you have any questions about the contents of this *Firm Brochure*, please contact us at (610) 645-7950 or at [guy@waterloadvisors.com](mailto:guy@waterloadvisors.com).

Waterloo is a Registered Investment Advisor with the Securities Exchange Commission. The information in this Disclosure Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Waterloo to assist you in determining whether to retain Waterloo as your Advisor.

Additional information about Waterloo International Advisors, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (the CRD number for Waterloo International Advisors, LLC is 165107).

## ITEM 2: MATERIAL CHANGES

Form ADV 2 is divided into two parts: Part 2A and Part 2B. Part 2A, Firm Brochure (the “Disclosure Brochure”) provides information about a variety of topics relating to an Advisor’s business practices and conflicts of interest. Part 2B (the “Brochure Supplement”) provides information about advisory personnel of Waterloo.

Waterloo believes that communication and transparency are the foundation of our relationship and continually strive to provide our Clients with the complete and accurate information at all times. We encourage all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

### Material Changes

The following changes have been made to this Disclosure Brochure since the last filed and distributed version:

- As there have been no material changes, Waterloo has no information to report in this regard.
- Incidentally, Item 4 has been amended to reflect the amount of assets under management by Waterloo as of 12/31/2012.
- Waterloo no longer sub-advises the Logan Capital Long/Short Value Find, LP. As a result, Item 7 & 10 were amended.
- The Brochure was modified to separate the Brochure Supplement from the Brochure.

### Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Waterloo International Advisors, LLC.

At any time, you may view the current Disclosure Brochure on-line at the SEC’s Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You may also request a copy of this Disclosure Brochure at any time, by contacting us at (610) 645-7950 or at [guy@waterloadvisors.com](mailto:guy@waterloadvisors.com).

*Please Retain a Copy of This Brochure for Your Records*

### ITEM 3: TABLE OF CONTENTS

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
Item 1 – Cover Page.....		1
Item 2 – Material Changes .....		2
Item 3 –Table of Contents.....		3
Item 4 – Advisory Business .....		4
Item 5 – Fees and Compensation .....		5,6
Item 6 – Performance-Based Fees and Side-By-Side Management .....		6
Item 7 – Types of Clients.....		6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....		7-12
Item 9 – Disciplinary Information .....		12
Item 10 – Other Financial Industry Activities and Affiliations .....		12
Item 11 – Code of Ethics .....		12-14
Item 12 – Brokerage Practices .....		14-17
Item 13 – Review of Accounts .....		17
Item 14 – Client Referrals and Other Compensation.....		17
Item 15 – Custody .....		17-18
Item 16 – Investment Discretion.....		18
Item 17 – Voting Client Securities.....		18
Item 18 – Financial Information .....		18
Item 19 – Requirements for State Registered Advisor.....		N/A

## ITEM 4: ADVISORY BUSINESS

**Waterloo International Advisors, LLC** (hereafter “Waterloo”), is a fee-based private investment management firm that seeks to achieve capital appreciation for institutional and retail/HNW investors. Waterloo offers short only and long/short asset allocation strategies primarily in U.S. traded equities and exchange traded funds.

In January 2000, Mr. Schroll joined with Mr. Judkowski to co-manage Waterloo Partners LP, a short-biased hedge fund. Mr. Schroll and Mr. Judkowski are the co-managing members of Waterloo, which was formed in 2005 to serve as the General Partner of Waterloo Partners LP. The experience, education, and background of its principals and management persons can be found in the accompanying *Brochure Supplement*; ADV Part2B.

Waterloo’s principal owners are: **David Schroll** (hereafter “Schroll”) and **Guy A. Judkowski** (hereafter “Judkowski”). Schroll owns 50 percent and Judkowski owns 50 percent of Waterloo International Advisors, LLC.

Waterloo provides investment management services to private funds and mutual funds. Waterloo also provides sub-advisory services to, or has a dual contract relationship with, investment advisers, and typically does not have regular contact with clients of such investment advisers.

Private fund investments are managed in accordance with the investment objective set forth in each private fund’s confidential offering memorandum and such investments are not tailored to the individual needs of any particular private fund investor. Investors in these vehicles must meet the qualifications of the investment instrument. These private investment vehicles may not be available to, or appropriate for, all investors. Participation in the vehicles' strategies may involve certain risks and the investments may not be suitable for all investors.

Mutual fund investments are managed in accordance with each fund’s investment objective, strategies and restrictions as set forth in the mutual fund’s prospectus and are not tailored to the individualized needs of any particular investor in the mutual fund.

Dual contract and sub-advisory accounts are managed in accordance with the investment objective set forth in each private fund’s confidential offering memorandum and mutual fund’s investment objective but Waterloo will manage a specific portion of the fund’s investment strategy.

Regulatory assets under management as of December 31, 2012:

Discretionary	\$ 12,100,000
Non-Discretionary	\$ 0
Total	\$ 12,100,000

## ITEM 5: FEES AND COMPENSATION

Waterloo's compensation depends on the manner it provides advisory services. As an adviser to private funds, mutual funds and other advisers, Waterloo is compensated on a combination of a percentage of assets under management and performance-based fees. Fees may be negotiated or waived in certain circumstances.

### Private Funds

Management fees for private funds range from 1.00% to 1.50% annually of client assets under management, calculated quarterly in arrears as of the last business day of the calendar quarter. Fees may also include a performance fee or allocation in the amount of 20%, which may be paid to Waterloo or to affiliates of Waterloo that serve as the general partners of the private funds. The performance fee or allocation is a percentage of the absolute net profits of the private fund (subject to a high water mark). Performance fees or incentive allocations are charged or made on December 31 of each year or, if earlier, when an investment is withdrawn. Waterloo may waive or lower management or performance fees for certain investors in the private funds because of their affiliation or relationship with Waterloo. Private fund fees are described to investors, in detail, in each private fund's confidential offering memorandum. The fund is only offered to qualified investors.

### Mutual Funds

Waterloo provides advisory services to registered investment companies, commonly known as mutual funds. Waterloo is the investment adviser to the following mutual fund, a series of Advisors Series Trust:

- Logan Capital Long/Short Fund

Additional series may be added in the future. The mutual funds pay Waterloo advisory fees monthly at an annual rate of 0.70% of the mutual fund's net assets, computed and accrued daily. Investors in the mutual funds bear their proportionate share of each mutual fund's fees and expenses, including their pro rata share of Waterloo's advisory fees.

Information concerning the mutual funds, including a description of the services provided by management and the fees charged for those services, is generally contained in each mutual fund's prospectus. A prospectus may be obtained from the SEC's website

### Sub-Advisory and Dual Contract Accounts

Fee schedules for clients participating in sub-advisory or dual contract programs are generally similar to the management and performance fees charged to clients in private funds and price per share of mutual funds. Waterloo, pursuant to the Advisory or Sub-Advisory Agreement will be compensated by the Advisor from the management fees paid to the Advisor; a portion of the investment advisory fee.

### Other Non-Advisory Fees

Cash balances (including those of the mutual funds) are sometimes swept into money market funds that may be sponsored by the client's custodian or broker-dealer. Exchange traded funds may be used as an investment vehicle in the private funds or the mutual funds to increase or decrease market exposure while securities are being purchased or sold. When these types of funds are used, the client, in effect, pays two advisory fees with respect to the amount of assets so invested (i.e., the money market or exchange traded fund's fees and expenses and that portion of Waterloo's management fee attributable to such assets).

### Other Expenses

Clients may incur certain charges imposed by the *Financial Institution(s)* and other third parties such as fees charged by *Independent Managers*, custodial fees, charges imposed directly by a mutual fund or exchange traded fund in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and may be in addition to Advisory fee. Execution of client transactions typically requires payment of brokerage commissions by clients. "Item 12 – Brokerage Practices" further describes the factors that Waterloo considers in selecting or recommending broker-dealers for the execution of transactions and determining the reasonableness of their compensation.

## ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Where Waterloo enters into performance fee arrangements, it structures any performance fees subject to federal rules and in accordance with the available exemptions granted under those rules.

Waterloo simultaneously manages multiple types of portfolios to include private funds and mutual funds, according to the same or a similar investment strategy (i.e., side-by-side management). Side-by-side management of portfolios with differing fees raises the possibility of preferential treatment of a portfolio or a group of portfolios. Performance-based fees paid to investment advisers may be significantly higher than the asset-based fees paid on traditional accounts. Performance fees may also create an incentive for Waterloo to make riskier investments and/or pursue riskier strategies than those that would be recommended under a different fee arrangement. Additionally, because Waterloo manages both accounts with an asset-based fee and performance-based fee, potential conflicts of interests may exist. As a fiduciary, Waterloo exercises due care to ensure that investment opportunities are allocated fairly and equitably over time among all suitable clients, regardless of their fee structure. Waterloo has developed procedures tailored to result in fair and equitable allocations for each Client's account.

## ITEM 7: TYPES OF CLIENTS

Waterloo's clients consist of mutual funds, pooled investment vehicles and other advisers. Waterloo's investment minimums vary according to product.

The minimum investment required to invest in a private fund is described in each private fund's offering memorandum.

Specifically:

- Waterloo Partners LP's initial minimum is \$250,000

The minimum investment required by mutual funds is described in each mutual fund's prospectus.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Short Investment Approach**

Waterloo's investment approach will involve a disciplined, methodical search for "flawed" companies with timely catalysts. Such flaws may be evidenced by high inventories or accounts receivable, decelerating sales growth, heavy insider selling or deteriorating technical factors. Waterloo will carefully scrutinize the quality of earnings of such companies, and focus on the proxy statement (background of directors and management, director or accountant resignations, litigation and related transactions), the balance sheet and footnotes (accounts receivable, inventories, other current assets, reserve levels, changes in amortization or depreciation schedules, off-balance sheet liabilities), and the income and cash-flow statements (margin trends, one-time gains or losses, tax rates).

Waterloo believes that a key to successful short investing involves not only the successful identification of critical "flaws", but careful consideration of the time horizon likely to be required for positions to become profitable. Accordingly, Waterloo will endeavor to identify so-called "catalysts", i.e., particular anticipated events or circumstances that are likely to accelerate the time frame in which the key flaw in the issuer will be reflected in its stock price. By emphasizing catalysts, Waterloo will seek to avoid potential short situations that would require extensive holding periods and their attendant increased costs and risks.

Waterloo will also seek to identify instances of significant "differential disclosure", i.e., language changes in Federal filings, variations in public announcements, financial disclosures and the like, which may be early indicators of adverse changes. Waterloo's field work will focus on Wall Street perceptions relative to off-Wall Street reality, and will sometimes include direct contact with competitors, customers and other third parties. Waterloo will also avoid short selling "concept stocks" and solely over-valued stocks and will concentrate instead on earnings shortfalls. In addition to performing in-depth fundamental research on potential short candidates, Waterloo will endeavor to apply strict and proprietary risk controls.

### **Short Investment Process**

Waterloo identifies many of its short ideas through a three-step process in identifying potential short candidates: (i) use of a proprietary quantitative screening process to identify potential short candidates with slowing sales growth, increasing inventories and receivables, heavy insider selling, and/or other technical factors; (ii) bottom-up fundamental analysis including rigorous financial statement analysis and searches for differential disclosure, to identify "fundamental flaws" (such as accounting irregularities leading to earnings "surprises"); and (iii) technical analysis to determine the best time to initiate positions based on the securities recent trading pattern, volatility, institutional ownership, and time to a potential "catalyst" event.

Waterloo will first seek to identify flawed companies through application of a proprietary initial screening process. This process will focus on companies with slowing sales growth and rising working capital. The process begins with a database of approximately 7,000 stocks. Stocks with daily trading volume less than 100,000 shares or have stock prices below \$10 are then excluded. The process will also eliminate companies in industries where Waterloo does not believe that its method of bottom-up financial statement analysis will be effective. For example, the process currently excludes "concept stocks", cyclical sectors, and biotechnology. Typically the screening process will yield approximately 200 short candidates.

Following the outcome of its screening process, Waterloo will perform financial statement analysis upon the short candidates, with an emphasis on quality of earnings and differential disclosure. Waterloo will then attempt to understand the "bull position" or overall psychology of a company's investor base by



analyzing the Street research and identifying key institutional holders. Historically, Waterloo has avoided securities that have large institutional ownership with a "value" philosophy, and prefers securities with large institutional holders favoring a "growth" style.

Lastly, Waterloo may perform its own fieldwork and due diligence, including contacts with management, customers, suppliers, competitors and other third parties to seek to confirm or refute its investment conclusions regarding the short candidates. The completed investment process typically will produce a universe of approximately 10-30 companies that Waterloo will sell short, provided that a number of technical conditions are met and as any identified catalyst is approaching. Such strategies may not be suitable for all investors.

Once initiated, portfolio short positions are continually monitored from the standpoint of Waterloo's portfolio requirements, system of risk controls and covering disciplines. The price volatility of each individual security, as well as the overall price volatility of Waterloo, will be monitored and adjusted where appropriate.

Waterloo will apply variety of strict cover disciplines. Qualitatively, Waterloo will seek to reduce, cover or close positions if the analytical basis for the original investment decision has become questionable or if there are other developments that create a lack of continuing analytic confidence in the position.

### **Portfolio Management**

In addition to sourcing, analyzing, and monitoring the individual investments, Waterloo considers all of the following:

Portfolio Construction: The portfolio is built from the ground up-i.e.; each individual position is considered for investment based on its own merits using bottoms-up fundamental analyses. Top-down, portfolio-level analyses are then employed to determine how the opportunity being considered would impact the portfolio.

Concentration: The objective is to invest only in its best ideas while also investing in enough ideas to eliminate excessive position specific, non-market risk. Exact position sizes reflect the risk/reward profile of a given investment. Attempts will be made to avoid excessive exposure to specific macro-economic variables.

Short Sales: Waterloo sell securities short to profit from a fall in overpriced securities as well as to hedge against overall long market risk and other position specific, non-market risk. The net long/short exposure at any given point in time depends upon a number of factors, including the abundance of compelling investments available, the desired level of position specific hedges, the correlation with the market of both long and short portfolio positions, and the correlation of portfolio positions among each other. Waterloo will frequently purchase Exchange Traded Funds ("ETFs"), particularly the iShares Russell 2000 Index ("IWM") to either hedge all or part of the short portfolio.

Before purchasing an interest in any of the private funds managed by Waterloo, investors should carefully consider various risk factors and potential conflicts of interest, as well as suitability requirements, restrictions on transfer and withdrawal of fund interests and various legal, tax and other considerations, all of which are discussed in each private fund's offering memorandum. An investment in a private fund involves significant risks including the loss of some or all principal and is suitable only for those persons who can bear the economic risk of the loss of their investment and who have limited need for liquidity in their investment. Investors in a private partnership who are subject to income tax should be aware that the investment in the partnership may create taxable income or tax liabilities in excess of cash distributions to pay such liabilities.



Mutual fund investing involves risk, including loss of some or all principal. An investor should consider the investment objectives, risks, charges and expenses of the mutual fund carefully before investing. The prospectuses for the mutual funds may be downloaded from the SEC's website.

There can be no assurance that the objectives associated with any of our investment strategies will be met. Waterloo, at any time, may add, remove or modify any of the strategies it employs and this includes any of the significant investment strategies discussed above. These investments, methods and strategies involve risk of loss to clients and clients must be prepared to bear the loss of their entire investment.

### **Risks associated with Waterloo's strategies**

The material risks associated with Waterloo's strategies include, without limitation:

Equity Securities Risk – Stock markets are volatile. The prices of an equity security fluctuate based on changes in the issuer's financial condition and overall market and economic conditions. As a result, equity investments risk a loss of all or a substantial portion of the investment.

Methodology Risks: Waterloo's investment approach is intended to identify issuers they believe are "flawed" and the securities of which are currently overvalued by the market. The success of Waterloo's strategy necessarily depends both upon its analysis proving correct and the market recognizing the related mispricing.

Market Risks: A successful short strategy based upon overvaluation requires not only the correct identification of a mispriced security but the eventual recognition by the market of such mispricing in the form of a price adjustment. Profitable short selling also requires that such market awareness and price adjustment occur on a timely basis. Due to the cost of capital in maintaining short positions, as well as considerations of portfolio exposure and risk control, short positions cannot be maintained indefinitely irrespective of market price movements. Therefore, a short seller such as the Fund may be compelled to cover and close a short position before the desired price decline in fact occurs.

Index Correlation Issues: Certain of Waterloo's risk control policies, such as price volatility, are currently tied to the Russell 2000 index. However, inverse correlation to an index is not an objective of Waterloo. In general, past levels of negative correlation should not be construed as necessarily indicative of future patterns of correlation or non-correlation.

General Suitability: The Funds are designed for sophisticated investors seeking a strongly short-biased vehicle, on a long-term basis and as a limited part of an overall investment program, intended to balance or offset the performance of other program investments with significant long-side equity exposure. The Fund should not be considered suitable for investors simply with a current negative bias, or who are seeking to "time" the market or have other near-term objectives. It may be expected that the Fund will necessarily have short-term returns that are negative in some periods and positive in others. On account of the specialized nature of the Fund, investors should be prepared to accept the fact of short-term, and possibly longer-term losses, as well as a level of volatility higher than that of hedged or market- neutral vehicles.

Systems Risk – The strategies used by Waterloo rely on proprietary databases and third party data sources, and are based largely upon using our Co-Portfolio Manager's years of experience in individual stock selection to identify what the Co-Portfolio Managers believe to be the important characteristics of valuation as well as other identified factors. As a result, any errors in the underlying data entry, database or the assumptions underlying the strategies may result in a portfolio acquiring or selling investments based on incorrect information. Additionally, data entry made by Waterloo may contain errors, as may the database system used to store such data. When strategies and data prove to be incorrect, misleading, flawed or incomplete, any decisions made in reliance thereon expose Waterloo to potential risks. For

example, by relying on its strategies and data, Waterloo may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favorable opportunities altogether. Similarly, any hedging based on faulty strategies and data may prove to be unsuccessful. As a result, the portfolio could incur losses on such investments before the errors are identified and corrected.

Operational Risk – Operational risks arise from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or other similar disruption in Waterloo's operations may cause Waterloo to suffer financial loss, the disruption of its business, liability to clients or third parties, regulatory intervention, or reputational damage. Waterloo relies heavily on its financial, accounting and other data processing systems. The ability of its systems to accommodate an increasing volume of transactions could also constrain Waterloo's ability to properly manage a client's portfolio.

Accuracy of Public Information Risk – Waterloo selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made publicly available by the issuers or through publicly available sources other than the issuers. Although Waterloo evaluates this information and data, Waterloo 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 may not be available.

Account Type Risk – The terms and conditions applicable to the private funds and mutual funds advised by Waterloo may vary. Investors in one investment vehicle may pay different fees and other charges, and may not have the same liquidity or redemption options as investors in other investment vehicles.

Portfolio Turnover Risk – High rates of portfolio turnover caused by market volatility or other factors could lower performance of the portfolio through increased brokerage and other transaction costs and taxes.

Concentration/Non-diversification Risk – Certain portfolios may be concentrated in only a few industries, sectors, countries or geographic regions, or may be concentrated in other ways. This investment strategy could expose investors to greater risk than if the portfolios were more diversified. A concentrated portfolio may cause the value of the portfolio's shares to be especially sensitive to factors and economic risks that specifically affect areas of concentration. This may cause the value of the portfolio to fluctuate more widely than a comparative benchmark that is more diversified.

Securities Lending Risk – Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, a portfolio may lose money and there may be a delay in recovering the loaned securities. The portfolio could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of investments made with cash collateral. Securities lending also may have certain potential adverse tax consequences.

Prime Broker Risk: Portfolios may be held in accounts maintained for Waterloo or its affiliates by its prime brokers. The prime brokers, as brokerage firms or commercial banks, are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of the prime broker's insolvency. However, the practical effect of these laws and their application to a portfolio's securities positions are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a prime broker, it is impossible to generalize about the effect of a prime broker's insolvency on a portfolio and its securities positions. The insolvency of any prime broker could result in the loss of all or a substantial portion of a portfolio's securities positions held by such prime broker, and, in the case of a private fund, could result in substantial disruption of the fund's operations, including withdrawals by investors.

Counterparty Risk: Counterparty risk is the risk to Waterloo that the counterparty to a services contract, prime brokerage arrangement or derivative arrangement will not fulfill its contractual obligations. Should the counterparty fail to fulfill its obligations to Waterloo, clients could potentially incur significant losses and may have access to their accounts and investments limited or restricted.

Swaps and Derivatives Risk – Waterloo may make use of swaps and other forms of derivative contracts. In general, a derivative contract (including options) typically involves leverage, i.e., it provides exposure to potential gain or loss from a change in the level of the market price of a security, currency or commodity (or a basket or index) in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract. Consequently, an adverse change in the relevant price level can result in a loss of capital that is more exaggerated than would have resulted from an investment that did not involve the use of leverage inherent in the derivative contract. Derivative contracts may be privately negotiated in the over-the-counter market. These contracts also involve exposure to credit risk, since contract performance depends in part on the financial condition of the counterparty or the counterparty's guarantor. These transactions may also involve significant transaction costs.

Regulatory Risk – Investment management and the securities and financial industry generally are subject to a variety of governmental regulations. Recent efforts have included restrictions on short sales of certain securities and regulation of derivatives markets. It is possible that regulatory action could impose additional direct or indirect costs on Waterloo's portfolios, limit the strategies that Waterloo may pursue or adversely impact the desirability of certain classes of investments or the anticipated return on certain investments.

#### ***Additional Risks of Short equity strategies***

In addition to the risks described above, some of the material risks associated with long/short equity strategies may include:

Short Selling Risk – A short sale involves the sale of a security that a portfolio does not own in the expectation of purchasing the same security (or a related derivative security) at a later date at a lower price. To make delivery to the buyer, the portfolio must borrow the security, and the portfolio is obligated to return the security to the lender, which is accomplished by a later purchase of the security by the portfolio. In some cases, the lender may rescind the loan of securities. When a portfolio makes a short sale in the United States, it must leave the proceeds with the broker and it must also deposit with the broker an amount of cash or marketable securities sufficient under margin regulations to collateralize its obligation to replace the borrowed securities that have been sold. If short sales are affected on a foreign exchange, such transactions will be governed by local law. A short sale involves the risk of a theoretically unlimited increase in the market price of the security. As a result of margin calls, actions by the lender, changes in maintenance or other regulatory requirements or other matters, the portfolio may be forced to cover the short position at a time that is out of the control of the portfolio, resulting in losses or a failure to realize the value of the position. The extent to which a portfolio will engage in short sales depends upon Waterloo's investment strategy. In addition, global regulatory prohibitions on short sales may impair Waterloo's ability to implement its investment process. Bans may add additional constraints to a strategy, which may increase transaction costs as well as the time required to monitor compliance with the restrictions.

Leverage and Borrowing Risk – Waterloo’s strategies utilize varying amounts of leverage, which involves the borrowing of funds from brokerage firms, banks, and other institutions and may also be embedded in financial instruments, including short sales, over-the-counter derivatives, options, swaps, and forwards, which enable investors to gain exposure to assets whose value exceeds the amount of capital necessary to obtain such exposure. The use of leverage allows Waterloo to increase its exposure to assets, such that total assets may be greater than capital invested. However, the use of leverage may also magnify the volatility – or the likelihood of short-term changes in value – of any portfolio. The effect of the use of leverage in a portfolio may result in greater losses to the portfolio than would be the case if leverage were not used.

## **ITEM 9: DISCIPLINARY INFORMATION**

Neither Waterloo International Advisors nor any of its related persons (including management and IA Reps) have had any legal or disciplinary events in their past. Clients and prospective Clients can always view the CRD records (registration records) for Waterloo International Advisors through the SEC’s Investment Adviser Public Disclosure (IAPD) website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The CRD number for Waterloo International Advisors is 165107.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **Sponsor of Limited Partnerships**

Waterloo is the General Partner of *Waterloo Partners LP* “the Fund” that is offered to Waterloo clients and other potential investors.

Waterloo receives management fees at an aggregate annual rate of 1.5% of the Fund’s net asset value, computed after excluding Waterloo’s capital accounts. Waterloo also receives an incentive fee for each year limited to 20% of the net profits.

## **ITEM 11: CODE OF ETHICS**

Pursuant to SEC Rule 204A-1, Waterloo International Advisors has a Code of Ethics that promotes the fiduciary duty of Waterloo International Advisors and its IA Reps. The Code of Ethics articulates the importance of trust as a foundation to the relationship between an investment adviser and its Clients and establishes policies and procedures to ensure that Waterloo International Advisors and its IA Reps place the interests of the Clients first. The Code of Ethics requires that Waterloo International Advisors and its IA Reps adhere to all applicable securities and related laws and regulations. The Code of Ethics also requires Waterloo International Advisors and its IA Reps follow industry “best practices” involving: confidential information, suitability of investments, personal trading on the part of Waterloo International Advisors and its IA Reps, outside business activities of IA Reps, and the disclosure of conflicts of interest.

A copy of the Adviser’s Code of Ethics is available upon request for any Client or prospective Client.

### ***PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING*** **Conflicts of Interest**

Clients should carefully consider the conflicts of interest described here and, as applicable, in the private fund offering documents and in the mutual fund prospectuses.

**Personal Trading** – Waterloo has adopted the following policies and procedures designed to prevent front-running, scalping, and the misuse of inside information by Waterloo and its employees. Our policies are intended to ensure full conformity with the laws, rules and regulations of all governmental bodies and self-regulatory organizations that monitor our business activities and the highest ethical standards.

The term “Reportable Securities” means all securities in which a Supervised Person has, or acquires, any direct or indirect beneficial ownership except: (i) U.S. Government securities, (ii) money market instruments (e.g., bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other High Quality Short-term Debt Instruments), (iii) shares of money market funds, (iv) shares and holding in other mutual funds, including without limitation exchange traded funds (ETFs), and (v) units of a unit investment trust if the unit investment trust is invested exclusively in unaffiliated mutual funds. Personal securities transactions made by Supervised Persons in (i), (ii), (iii), (iv), and (v) do not need to be reported to Waterloo.

It is Waterloo’s policy that no Supervised Person (or his or her family members) shall buy or sell any Reportable Security for his or her own account or for an account in which he or she has, or as a result of the transaction acquires, any direct or indirect beneficial ownership (referred to herein as a “personal transaction”).

**Reportable Security Exception:**

Private Placements of any kind (including limited partnership investments and venture capital investments) may only be acquired with special permission of the Chief Compliance Officer and, if approved, will be subject to continuous monitoring for possible future conflict. A request for approval of a Private Placement should generally be submitted at least one week in advance of the proposed date of investment.

**Allocation of Investment Opportunities and Other Accounts** – Waterloo is not obligated to accord exclusivity or priority to clients in the case of limited investment opportunities arising from the application of capacity limits or other factors. There is no limit on the number of portfolios, private funds, mutual funds and/or clients that may be managed or advised by Waterloo. Waterloo may have financial incentives to favor certain clients over others. Even if Waterloo does not have such financial incentives, Waterloo is required to allocate its limited resources among the various portfolios that it advises. Waterloo seeks to allocate investment opportunities, and treat all similarly situated clients, fairly and equitably over time to the extent such opportunities are determined to be appropriate for the relevant clients. Although allocations may be pro rata among participating clients, they will not necessarily be so, where Waterloo’s allocation policies dictate a different result. There can be no assurance that a particular order or investment opportunity will be allocated in a particular manner. The performance of certain clients may differ even though their investment objectives may be substantially the same or similar.

**Different Terms & Conditions** – In order to expand its investment advisory business, Waterloo may permit certain investors to invest in private funds on different terms and conditions that may result in a potential conflict of interest for Waterloo. Such different terms and conditions may include different fee structures and different investment minimums, as well as different redemption terms and conditions, permitting certain investors to redeem interests or liquidate their accounts more rapidly than other investors.



Waterloo may enter into side letter agreements with certain prospective or existing investors in the private funds whereby such investors may be subject to terms and conditions that are more favorable than those applicable to other investors in the private funds. For example, such terms and conditions may provide for special rights to make future investments; special redemption rights, relating to frequency or notice; a reduction or rebate in fees to be paid by the investor and/or other terms; rights to receive reports on a more frequent basis or that include information not provided to other investors and other rights that may be negotiated by the Waterloo and such investors. Side letter agreements are solely at the discretion of Waterloo and may, among other things, be based on the size of the investor's contribution to the private fund or an affiliated investment entity, an agreement by the investor to maintain such investment for a significant period of time, or other similar commitment by the investor. Any such arrangements are subject to Waterloo's fiduciary duties to all of its clients.

**Material Financial Interest** – In addition to management and performance fees paid to Waterloo, certain affiliates of Waterloo serve as the general partner to various private funds advised by Waterloo, and such affiliates may receive incentive allocations based on the private funds' investment performance. As a result, because the fees and allocations paid by clients differ based on the particular investment chosen, Waterloo or its affiliates may have an incentive to recommend certain investments to clients based on the financial interests of Waterloo or its affiliates rather than solely the interests of a client. In addition, the existence of an incentive allocation or performance fee may create an incentive for Waterloo to choose riskier or more speculative investments than would otherwise be the case or take on more leverage. Because the incentive allocations and performance fees are calculated on the basis of unrealized appreciation, such allocation or fees may be greater than if they were based solely on gains actually realized.

## **ITEM 12: BROKERAGE PRACTICES**

Waterloo will have full investment discretion with respect to the initiation of all portfolio securities transactions, as well as full authority to select broker-dealers to execute such transactions.

### **Brokerage Practices**

Waterloo will maintain an account at BNP Paribas, its prime broker, to execute trades, borrow securities and maintain custody of its securities. The Prime Broker will have certain administrative responsibilities, including the issuance of account statements and information with respect to securities transactions effectuated through other broker-dealers. The Prime Broker will be allocated a portion of a portfolio's securities transactions, subject to principles of best execution. Waterloo may use other broker-dealers, in addition to BNP, to effect transactions. Broker dealers will be selected based upon ability to obtain access and capacity from specific funds or fund families, administrative expertise, overall transaction costs, quality of execution, expertise in particular markets, the broker's reputation, experience and financial stability and the quality of overall service and familiarity both with investment practices generally and the techniques employed by Waterloo, subject at all times to principles of best execution.

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

In addition to the foregoing principles of broker-dealer selection, Waterloo intends to allocate a portion of its brokerage business to brokers on the basis of certain considerations, including the

investment research provided by such firms, securities allocation, the availability of margin or other leverage, familiarity with the investment techniques they employ, ability to borrow securities or other special execution capabilities or other services that will be provided. In so allocating brokerage, the commissions fees to such brokers will not necessarily represent the lowest commission rate available, but will reflect Waterloo's evaluation of the research and other brokerage related services supplied by such brokers and which benefit a particular portfolio, either alone or together with the other clients of Waterloo.

The research or other services obtained through a particular portfolio's brokerage allocations, whether or not directly useful to it, may be useful to Waterloo in connection with services rendered to other accounts or entities managed by Waterloo or its affiliates. Similarly, research or other services obtained by Waterloo or its affiliates for commissions paid to brokers in the course of managing other accounts may be useful to that portfolio. Waterloo, in considering the reasonableness of brokerage commission fees, will not attempt to allocate the relative costs or benefits of research or other services between any portfolio and other clients or entities managed by Waterloo or its affiliates except in limited circumstances where appropriate.

### **Directed Brokerage and Aggregated Orders**

Sub-advisory and dual contract clients may choose to designate the relevant intermediary or another broker-dealer which may or may not be affiliated with that intermediary to execute securities transactions on behalf of their account.

When Waterloo and its affiliates deem the purchase and sale of securities, including short sales of securities, to be in the best interest of a Portfolio, the Partnership and any other managed vehicles or accounts, they may aggregate the securities to be purchased or sold in order to obtain superior execution and/or lower brokerage expenses. In particular, execution prices for identical securities purchased or sold on behalf of multiple accounts in any one business day may be averaged. In such events, allocation of the securities purchased or sold, as well as expenses incurred in the transaction, will be made among a portfolio, the partnership and any other participating vehicles and accounts by applying such considerations as Waterloo, and its affiliates deem appropriate. A portfolio may not necessarily be entitled to investment priority over the Partnership and other managed vehicles or accounts and may not participate in every investment opportunity. Waterloo will endeavor to make all investment allocations in a manner that it considers to be the most equitable to all managed vehicles and clients.

### **"Soft Dollar" Arrangements**

Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides a "safe harbor" to investment managers who use commission dollars of their advisory accounts to obtain investment research, brokerage and other services (so-called "soft dollar" arrangements) that provide lawful and appropriate assistance to the manager in performing investment decision making responsibilities, provided that the amount of any increased commission costs on account of such research or other services is reasonable relative to the value of the services so provided. Waterloo will utilize allocations of commission dollars under soft dollar arrangements solely (i) to pay for (i) certain expenses which would otherwise be borne by the Portfolio and other clients or entities managed by Waterloo, as described above (and which therefore do not involve the conflict of interest issues normally presented by "soft dollar" arrangements covered by Section 28(e)); (ii) to provide products or services that qualify as "research and brokerage services", within the meaning of Section 28(e), pursuant to



arrangements that meet the other requirements of that Section; and/or (iii) in consideration of the referral of investors to a Portfolio, as described below.

Waterloo may also select brokers to execute transactions on behalf of a Portfolio in recognition of those brokers' referral or introduction of investors to the Portfolio or bearing the compensation of third parties introducing investors or providing other marketing services. The transaction compensation paid to such brokers may be higher than that obtainable from other brokers not providing or paying for investor introductions or other marketing services. Waterloo believes that such practice can be advantageous to the Portfolios, as a Portfolio will be responsible for bearing marketing expenses, to the extent they are not paid through soft dollar arrangements. Moreover, increases in the Portfolio's assets by reason of investors referred by such brokers can create economies of scale that would reduce the Portfolio's overall rate of expense relative to capital. However, such increases in assets will also increase the management fees received by Waterloo.

### **Potential Conflicts of Interest**

Waterloo manages and expects to continue to manage other investment and trading accounts with the same or similar objectives and methodologies, including other collective investment vehicles that may be managed or sponsored by the Waterloo.

Waterloo may act as an investment manager or in other capacities on behalf of other customers or for their own account; Partnerships they manage.

While Waterloo is required to exercise their best judgment appropriate under the circumstances in light of the investment objectives and policies of each Portfolio, the recommendations made to and action taken on behalf of a Portfolio may be different from the information, recommendations and actions Waterloo supply to or do on behalf of other clients or for its own accounts. Waterloo is required to supply information, recommendations and any other services to the Portfolios and to any other client in an impartial and fair manner in order to seek the best results for all clients involved.

On occasions when Waterloo deems the purchase or sale, including a short sale, of an asset to be in the best interest of a Portfolio as well as other clients, Waterloo, to the extent permitted by applicable law, may aggregate the assets to be so sold or purchased in order to obtain the best execution or lower brokerage commissions, if any. Waterloo also on occasion purchase or sell a particular asset for one or more customers in different amounts. On either occasion, and to the extent permitted by applicable law and regulations, allocation of the assets so purchased or sold, as well as the expenses incurred in the transaction, is made by Waterloo in such a manner as to cause a Portfolio and Waterloo's other clients to pay or receive the average of the prices at which such offers were filled. Situations therefore may occur where the Portfolio could be disadvantaged because of the investment activities conducted by Waterloo for other investment accounts.

Waterloo may also select brokers to execute transactions in recognition of those brokers' referral of investors to that Partnership. The transaction compensation paid to such brokers may be higher than that obtainable from another broker who did not provide referrals.

Waterloo believes that these practices are advantageous to the Partnership; as increases in the Partnership's assets from capital contributions of investors referred by these brokers create economies of scale that reduce the Partnership's overall expenses. However, such increases in assets also increase the management fees received by Waterloo. Therefore, awarding transaction business to brokers (or paying additional commission compensation to brokers) in recognition of past or future referrals creates a conflict of interest.

To mitigate any such conflicts, Waterloo takes appropriate measures to assure that neither they nor any of their Affiliates unfairly profits from any transaction between any of them and the Partnership.

### **ITEM 13: REVIEW OF ACCOUNTS**

Waterloo's client portfolios of mutual funds and private funds are reviewed at least quarterly. Waterloo employs various programs in which periodic reviews are conducted, which include consistency with investment objectives and strategy descriptions. More frequent reviews may be triggered by material changes in variables such as market, political or economic environment.

When requested, periodic written reports are furnished to advisory account clients and the portfolio manager will meet with such clients when requested or at such other times as may be mutually agreed to by Waterloo and the client. Such meetings may be conducted in person or telephonically. Similarly, reporting responsibility with respect to dual contract and sub-advisory clients are generally provided by the relevant intermediary, and meetings with Waterloo's personnel are typically arranged through the intermediary. Waterloo provides written reports to the mutual funds' Board of Directors on a periodic basis and maintains contact with each mutual fund's administrative staff regarding that mutual fund's portfolio and transactions. Private fund investors receive statements monthly and mutual fund investors receive statements at least quarterly from their respective administrators.

### **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

Waterloo does not have any referral arrangements with individuals who are compensated for such referrals, directly or indirectly. If Waterloo were to enter into such an arrangement, it would do so in compliance with applicable law and in accordance with Rule 206(4)-3 under the Investment Advisers Act.

### **ITEM 15: CUSTODY**

Waterloo may be deemed to have custody of securities of private funds because Waterloo and/or affiliates of Waterloo serve as general partners to the private funds.

In compliance with the rules under the Investment Advisers Act, client assets and securities are held at independent, qualified custodians. In addition, an independent public accountant provides audited financial statements to each private fund's investors within 120 days following the private fund's fiscal year end.

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains the client's investment assets. On a monthly basis, private fund investors receive preliminary monthly statements from Waterloo as well as monthly

statements from the third party administrator if one exists. Mutual fund clients receive statements directly from the qualified custodian. Waterloo urges clients to carefully review official custodial records and compare them with statements from Waterloo.

## **ITEM 16: INVESTMENT DISCRETION**

Generally, Waterloo's private funds and mutual funds retain Waterloo on a discretionary basis upon execution of the investment management agreement with the client. Accordingly, Waterloo is authorized to make the following determinations in accordance with the client's specified investment objectives without client consultation or consent before a transaction is effected:

- 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 effectuated.
- The prices at which securities are to be bought or sold, which may include dealer
- spreads or mark-ups and transaction costs

Investments for mutual funds and private funds are managed in accordance with the fund's investment objective, strategies and restrictions and are not tailored to the individualized needs of any particular investor in the fund. Therefore, fund investors should consider whether the fund meets their investment objectives and risk tolerance prior to investing. Information about the private funds can be found in their governing documents and offering memoranda, which are available to current and prospective investors only through Waterloo or its Affiliates. Information about the mutual funds may be found in publicly available fund prospectuses and statements of additional information, which may be accessed at the SEC's website.

## **ITEM 17: VOTING CLIENT SECURITIES**

For any security that entails a voting right in the underlying company, Waterloo will not have or accept authority to vote Client securities. As Waterloo's investment strategy consists of strictly short sales; proxy voting does not apply.

## **ITEM 18: FINANCIAL INFORMATION**

Waterloo International Advisors would be required to disclose additional financial information if it were to charge fees in advance, but as described in the "ADVISORY BUSINESS" section (pages 3-5 of this *FIRM BROCHURE*), Waterloo International Advisors charges all advisory fees in arrears, quarterly. In any case, Waterloo International Advisors, its management and IA Reps have no material financial information (e.g. bankruptcies, liens, judgments) in their backgrounds.