

Manor Road Capital Partners, LLC
Part 2A of Form ADV
The Brochure

June 24, 2013

This brochure provides information about the qualifications and business practices of Manor Road Capital Partners, LLC (the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at 212-257-4300. This information has not been approved or verified by the SEC or by any state securities authority.

Additional information about Manor Road Capital Partners, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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TABLE OF CONTENTS

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

Item 4. Advisory Business

General Description of Advisory Firm. The Adviser is an investment adviser with its principal place of business in New York, New York. The Adviser commenced operations on July 1, 2012 and has applied to be registered with the SEC as an investment adviser. John Ku is the Managing Member and sole owner of the Adviser.

Description of Advisory Services. The Adviser provides discretionary investment advisory services to its clients, Manor Road Investment Partners, LP and Manor Road Investment Partners II, LP, both of which are private funds intended for sophisticated investors and institutional investors (together the "Funds" or "Clients").

Availability of Tailored Services for Individual Clients. The Adviser provides advice to the Funds based on specific investment objectives and strategies. The Adviser does not tailor advisory services to the individual needs of investors in the Funds (the "Underlying Investors") and does not accept Underlying Investor-imposed investment restrictions.

Wrap Fee Programs. The Adviser does not currently participate in wrap-fee programs.

Client Assets Under Management. As of May 31, 2013, the Adviser had approximately \$286,000,000 in Client assets under management, all of which is managed on a discretionary basis.

Item 5. Fees and Compensation

Advisory Fees and Compensation

Asset-Based Compensation

The Adviser is paid a monthly asset-based investment management fee in advance equal to 1.5% per annum, based on a percentage of the value of each Fund's net assets as of the first day of each month.

Performance-Based Compensation

Manor Road Advisors, LLC, an affiliate of the Adviser, may be paid annual performance-based compensation, which is compensation that is based on a share of capital appreciation of the assets of the Funds. The performance-based compensation is equal to a 17.5% of the capital appreciation of each Fund in excess of an annual hurdle rate, subject to a "clawback" provision and a "loss carryforward" provision, as described in the offering memoranda of the Funds.

The asset-based compensation and performance-based compensation are not negotiable, however, performance-based compensation has been waived for the Adviser's principals and employees.

Payment of Fees. On a monthly basis, the Adviser deducts the investment management fee from the Funds' accounts by instructing the Funds' custodian and/or bank, upon advice from the Funds' administrator. The performance-based compensation is either debited or reallocated from the Funds' accounts after the end of each year.

Other Fees and Expenses. In addition to paying investment management fees and performance-based fees, the Funds are also subject to other fees and expenses such as legal, accounting, audit and other professional expenses, fees and expenses of a third-party administrator, organizational expenses, research expenses, investment expenses such as commissions, compliance expenses, custodial and bank fees and other expenses related to the purchase, sale, preservation or transmittal of Fund assets, each as described in the Funds' offering memoranda.

The Funds may invest in unaffiliated pooled investment vehicles, and as a result, Underlying Investors bear their pro rata share of the underlying unaffiliated pool's operating and other expenses. Additionally, Fund assets may be invested in money market mutual funds, ETFs or other registered investment companies. In these cases, a Fund will bear its pro rata share of the investment management fee and other fees of the mutual fund, ETF or other registered investment company, as applicable, which are in addition to the investment management fee paid to the Adviser.

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

As described in Item 4 above, the Adviser currently provides discretionary investment management services to Manor Road Investment Partners, LP and Manor Road Investment Partners II, LP, private investment funds that generally invest pari passu and are subject to the same performance-based fees.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts and the allocation of investment opportunities. The Adviser reviews investment decisions for the purpose of ensuring that the Funds are treated equitably. The performance of the Funds is also regularly compared to determine whether there are any unexplained discrepancies. In addition, the Adviser's procedures relating to the allocation of investment opportunities require that similarly managed accounts participate in investment opportunities pro rata based on asset size and require that, to the extent orders are aggregated, Fund orders are price-averaged. Finally, the Adviser's procedures also require the objective allocation of limited opportunities (such as initial public offerings and private placements) to ensure fair and equitable allocation among Funds. Individual trades are allocated on a daily basis to the Funds based on assets under management. These areas are monitored by the Adviser's Chief Compliance Officer.

Item 7. Types of Clients

The Adviser's Clients consist of private investment funds intended for sophisticated investors and institutional investors. The initial and additional subscription minimums are disclosed in the offering memorandum for each such Client.

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

Methods of Analysis and Investment Strategies

The Funds' investment objective is to generate superior risk-adjusted returns over the long-term through investments in U.S. equities and other publicly-traded securities. The Adviser seeks to achieve this objective by utilizing a concentrated value investing strategy. The Adviser attempts to capitalize on price inefficiencies created by short-term market dislocations in order to identify undervalued securities that offer the potential for long-term capital appreciation with minimal risk of permanent principal loss. Complementary strategies that the Adviser may pursue include short sales and tail-risk hedges.

The analytical process of the Adviser centers on three key elements: (1) in-depth fundamental research, (2) conservative estimates for the intrinsic value of the underlying business, and (3) identifiable event paths to unlock value over time.

Material Risks

Stock market risk. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. There is a chance that stock prices overall will decline. Market risk may affect a single company, sector of the economy or the market as a whole.

Sector risk. There is a chance that significant problems will affect a particular sector, or that returns from that sector will trail returns from the overall stock market. Daily fluctuations in specific market sectors are often more extreme than fluctuations in the overall market.

Investment Concentration. Clients of the Adviser may have a high concentration of their assets in a single investment or the securities of a limited number of issuers. Additionally, Clients may have a high concentration of their assets in a single industry. A lack of diversification could magnify potential losses (or gains). Accordingly, the investment portfolio of a Client may be subject to more rapid change in value than would be the case if the Client were subject to more stringent requirements with respect to diversification among companies, securities and types of securities, as well as other types of investments.

Short Sales. The Adviser may sell securities short. A short sale can, in certain circumstances, substantially increase the impact of adverse price movements on a portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is the risk that a Client would have to return the securities it borrows, in connection with a short sale, to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and a Client may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

Leverage. Employing margin strategies in a Client's account is a more aggressive, higher risk approach to pursuing investment objectives. The risks associated with investing, as well as costs, may be increased when employing margin strategies, and depending upon the return achieved, may make the investment objectives more difficult to realize. The Client may lose more than its original investments. Likewise, a positive or negative performance, net of interest charges and fees, is magnified. Gains or losses are greater than would be the case in accounts that do not employ margin strategies. The Client may not benefit from employing margin strategies if the performance in its account does not exceed interest expenses on the loan plus fees incurred as a result of depositing the proceeds of the loan.

Custody. If a broker with whom the Adviser has an account becomes insolvent or bankrupt, the Adviser may be unable to recover all or even a portion of the assets maintained by Clients with that broker. Similarly, if a custodian housing a Client's securities or other assets becomes bankrupt or insolvent, the Client may be unable to recover all or even a portion of the assets held by the custodian.

Investment in Small Companies. Generally, there is no limitation on the size or operating experience of the companies in which the Adviser may invest on behalf of Clients. Some small companies in which the Adviser may invest on behalf of its Clients may lack management depth or the ability to generate internally or obtain externally the funds necessary for growth. Companies with new products or services could sustain significant losses if projected markets do not materialize. Further, such companies may have, or may develop, only a regional market for products or services and may be adversely affected by purely local events. Such companies may be small factors in their industries, may face intense competition from larger companies and typically entail a greater risk than investment in larger companies.

Illiquidity of Markets. At various times, the markets for securities purchased or sold by the Adviser on behalf of its Clients may be "thin" or illiquid, making purchase or sale of securities at desired prices or in desired quantities difficult or impossible. For example, securities exchanges and the SEC have authority to suspend trading in a particular security without notice.

Derivatives. The Adviser may invest Client assets in derivative instruments. The prices of many derivatives are highly volatile. Additionally, the risks involved with certain derivatives, including over-the-counter derivatives, may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries.

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

Prospective Underlying Investors are instructed to evaluate the risks of investing in the Funds. The Funds' offering memoranda contain additional information regarding the risks associated with investing in the Funds.

Item 9. Disciplinary Information

This Item is not applicable.

Item 10. Other Financial Industry Activities and Affiliations

This Item is not applicable.

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

Code of Ethics. The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its related persons to put the interests of the Adviser's Clients before their own interests and to act honestly and fairly in all respects in their dealings with Clients. All of the Adviser's personnel are also required to comply with applicable federal securities laws. Clients or prospective Clients may obtain a copy of the Code by contacting Tony Miller (Chief Compliance Officer) by email at tmiller@manorroadcapital.com or by telephone at 212-257-4300.

The Adviser, its personnel and its related persons are prohibited from personal trading in individual company securities. They are allowed to effect transactions in mutual funds, ETFs and government obligations, subject to the Code's reporting requirement. All personnel are required to provide copies of their personal account statements to the Chief Compliance Officer.

Employees must annually affirm and sign the Code of Ethics.

The Adviser, in the course of its investment management and other activities (e.g, board or creditor committee service), may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of Clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a Client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to Clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be

prohibited from communicating such information to the Client or using such information for the Client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the Client for not disclosing such information to the Client (or the fact that the Adviser possesses such information), or not using such information for the Client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

The Adviser and its personnel do not recommend, buy or sell for Client accounts, securities in which the Adviser or a related person has a material financial interest.

Item 12. Brokerage Practices

Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or a series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include net price, reputation, financial strength and stability, efficiency of execution and error resolution. In selecting a broker-dealer to execute transactions (or a series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a Client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Adviser's Portfolio Manager and Chief Compliance Officer meet periodically to evaluate the broker-dealers used by the Adviser to execute Client trades using the foregoing factors.

Research and Other Soft Dollar Benefits. The Adviser may receive research or brokerage services from a broker-dealer and/or a third party in connection with Client securities transactions. This is known as a "soft dollar" relationship. Currently, the Adviser has no formal soft dollar arrangements in place. To the extent the Adviser enters into any soft dollar arrangements, the Adviser will limit the use of "soft dollars" to obtain services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934.

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

Order Aggregation

The Adviser typically purchases or sells the same security for its Clients contemporaneously and using the same executing broker. It is the Adviser's practice to aggregate Client orders for the purchase or sale of the same security submitted contemporaneously for execution using the same executing broker. Such aggregation may enable the Adviser to obtain for Clients a more favorable price or a better commission rate based upon the volume of a particular transaction. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to Clients, and this typically results in a pro rata allocation to all participating Clients.

Item 13. Review of Accounts

Each Client account is reviewed by the Portfolio Manager and Chief Compliance Officer of the Adviser on a daily basis to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of each Client account. Prime broker reports are reviewed by the Adviser every day, both on a consolidated basis and on an unconsolidated basis for each Client.

Daily reviews are performed by the Chief Financial Officer. If material performance and/or position differences appear among the accounts, additional analysis of the accounts is performed in order to maintain appropriate levels of risk and to maintain the investment objective of each account. The administrator for these Clients also performs a daily reconciliation of the accounts of the Adviser's Clients.

Underlying Investors receive reports from the Client pursuant to the terms of each Client's offering memoranda or as otherwise described in the offering document of the Client.

Item 14. Client Referrals and Other Compensation

The Adviser may receive certain research or other services from broker-dealers through "soft dollar" arrangements. "Soft dollar" arrangements may create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser's interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its Clients. Currently, the Adviser has no formal soft dollar arrangements in place.

Item 15. Custody

This Item is not applicable.

Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to its Clients. Prior to assuming discretion in managing a Client's assets, the Adviser enters into an investment management agreement that sets forth the scope of the Adviser's discretion.

The Adviser has the authority to determine (i) the securities to be purchased and sold for the Clients (subject to restrictions on its activities set forth in the applicable limited partnership agreement) and (ii) the amount of securities to be purchased or sold for the Clients.

John Ku, the Adviser's Portfolio Manager, also acts as the Adviser's trader and submits trades to the broker-dealers of his choice. The Chief Financial Officer then processes, verifies and allocates these executed trades on a pro rata basis, subject to account liquidity, account requirements for liquidity and timing of cash flows. Although it is the Adviser's policy to allocate investment opportunities to eligible accounts on a pro rata basis (based on the value of the assets of each participating account relative to value of the assets of all participating accounts), these factors may lead the Adviser to allocate securities to Client accounts in varying amounts. Even Client accounts that are typically managed on a pari passu basis may, from time to time, receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Allocations are made among Underlying Investors eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a

pro rata allocation is not appropriate, which may include explicit prohibitions on participation in IPOs or secondary offerings and an Underlying Investor's status as a "restricted person" or "covered investor" under applicable regulations.

The Adviser may effect (although it has not done so to date) cross transactions between Clients, except as otherwise noted below. Cross transactions enable the Adviser to effect a trade between Clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both Clients. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. The Adviser has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. Cross transactions between Client accounts are not permitted if they would constitute principal trades or trades for which the Adviser or its affiliates are compensated as a broker unless Client consent has been obtained based upon written disclosure to the Client of the capacity in which the Adviser or its affiliates will act.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, the Adviser's error correction procedure is to ensure that Clients are treated fairly. The Adviser has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy. In the event that a Client account incurs a trade error as a result of the Adviser's gross negligence, willful misconduct, or fraud, trade errors will be corrected by the Adviser as soon as practicable, in a manner such that the Client incurs no loss. Trade errors that result other than by breach of the standard of care above are borne by the Client account.

Item 17. Voting Client Securities

The Adviser has been delegated proxy voting authority on behalf of its Clients. The Adviser complies with its proxy voting policies and procedures that are designed to ensure that such proxies are voted in the best interests of its Clients. The Adviser will determine whether a proposal is in the best interests of its Clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and the Adviser's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

In voting proxies, the Adviser utilizes the services of a third-party proxy agent that does not make vote recommendations.

The Adviser's Clients are not permitted to direct their votes in a particular solicitation.

Investors may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted a Client's proxies by contacting Tony Miller (Chief Compliance Officer) by email at tmiller@manorroadcapital.com or by telephone at 212-257-4300.

Item 18. Financial Information

This Item is not applicable.