

**Item 1
Cover Page**

Part 2A of Form ADV: Firm Brochure

HERRING CREEK

HERRING CREEK CAPITAL

April 1, 2013

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This brochure (this “Brochure”) provides information about the qualifications and business practices of Herring Creek Capital Management, LLC (“HCC”). If you have any questions about the contents of this Brochure, please contact us at (203) 204-6800 or investorservices@herringcreekcap.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

A copy of this Brochure and additional information about HCC 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.

This Brochure does not constitute an offer to sell or the solicitation of an offer to purchase any securities of any entities described herein. Any such offer or solicitation will be made solely to qualified investors by means of a confidential offering memorandum and related subscription materials.

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Item 4

Advisory Business

Herring Creek Capital Management, LLC

Herring Creek Capital Management, LLC (“HCC”) is an investment adviser with its principal place of business in Stamford, Connecticut. The managing member and principal owner of HCC is Mr. Steven M. Galbraith. HCC provides investment advisory services on a discretionary basis to its clients, which consist of private funds that are pooled investment vehicles intended for sophisticated and institutional investors and institutional investors with separately managed accounts. HCC will commence providing investment advice following effectiveness of the initial Form ADV filed with the SEC. This Brochure describes HCC’s anticipated investment advisory business.

The HCC Funds and Other Clients

HCC provides investment advisory services to Herring Creek Fund, LP, a Delaware limited partnership, Herring Creek Offshore Fund, Ltd., a Cayman Islands exempted company, and Herring Creek Master Fund, LP, a Cayman Islands exempted limited partnership (each, a “HCC Fund,” and collectively, the “HCC Funds”). HCC may serve as investment adviser for other entities or accounts in the future.

HCC provides advice to its clients based on the specific investment objectives and strategies described in the offering memorandum of each client. HCC does not tailor advisory services to the individual needs of its clients, and clients may not impose restrictions on investing in certain securities and other financial instruments or certain types of securities and other types of financial instruments.

Please see Item 8 for a description of the investment strategies employed by HCC and certain material risks inherent in such strategies.

Item 5

Fees and Compensation

The HCC Funds pay HCC a fixed management fee payable quarterly (prorated for partial quarters) in advance based on the total market value of the assets of each investor's capital account or attributable to each class or sub-class of shares, as applicable. In addition, the HCC Funds pay an affiliate of HCC a performance-based incentive allocation based on net capital appreciation (over the management fee and subject to a loss carryforward mechanism). HCC may waive or reduce the management fee and incentive allocation for investors that are members, principals, employees or affiliates of HCC, relatives of such persons and certain large or strategic investors. In addition, certain initial investors designated as founding limited partners or founding shareholders are subject to a lower management fee and incentive allocation. A *pro rata* portion of any management fee paid in advance will be returned to any investor that withdraws prior to quarter-end. The fees and allocations applicable to each HCC Fund are set forth in detail in each HCC Fund's offering memorandum.

Management Fee and Incentive Allocation

Generally, the HCC Funds pay HCC a quarterly management fee for investment advisory services equal to 1/4 of 1.5% (1.5% on an annualized basis) or 0.375% per quarter, of each investor's capital account or the net asset value of each class or sub-class of shares held by an investor, as applicable, at the beginning of each such quarter. If a new client account is established during a quarter or a client makes an addition to its account during a quarter, the management fee will be charged as of the effective date of the investment management agreement or the date of the additional contribution based on the value of the assets as of the applicable date and will be prorated for the number of days remaining in the quarter.

HCC does not deduct the management fee from client accounts; rather, HCC bills client accounts.

Generally, at the end of each fiscal year or upon the complete redemption of an investor, an affiliate of HCC is entitled to an incentive allocation in an amount equal to 20% of the net capital appreciation or the increase in the net asset value of each class or sub-class of shares for such fiscal year (which includes both realized gains and losses and unrealized appreciation and depreciation of securities held in such HCC Fund's portfolio) after deducting the management fee for such fiscal year, subject to a loss carryforward mechanism.

Additional Fees and Expenses

In addition to paying management fees and incentive allocations, the HCC Funds bear their own expenses, including, but not limited to, fees paid to HCC, legal, auditing, accounting, consulting and other professional expenses, administration expenses, research expenses (including research-related travel) and investment expenses such as commissions, interest on margin accounts and other indebtedness, custodial fees, bank service fees, regulatory compliance-related monitoring and filing fees and expenses (including, without limitation, the preparation and filing of Form PF), insurance (including the HCC Funds' pro-rata share of D&O and E&O insurance) and other expenses related to the purchase, sale or transmittal of HCC Fund assets.

The HCC Funds may be invested in money market mutual funds, Exchange Traded Funds, or other registered investment companies. In these cases, the HCC Funds will bear their pro rata share of the management fee and other fees of such fund, which are in addition to the management fee paid to HCC. Herring Creek Fund, LP and Herring Creek Offshore Fund, Ltd. will each bear their pro rata share of the expenses of Herring Creek Master Fund, LP. In addition, the HCC Funds will incur brokerage and other transaction costs. Please refer to Item 12 of this Brochure for a discussion of HCC's brokerage practices.

Item 6

Performance-Based Fees and Side-By-Side Management

HCC and its affiliate receive performance-based allocations from the HCC Funds. HCC employees are typically compensated on a basis that includes a performance-based component. Such compensation arrangements may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, because performance-based compensation is calculated on a basis that includes unrealized appreciation of each HCC Fund's assets, it may be greater than if such compensation were based solely on realized gains. In the future, HCC may provide investment management services to multiple portfolios for multiple clients, which may have different fee arrangements. When HCC and its investment personnel manage more than one client account, a potential exists for one client account to be favored over another client account. HCC and its investment personnel have a greater incentive to favor client accounts that pay HCC (and indirectly the portfolio manager) performance-based compensation or higher fees.

HCC has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. HCC reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, HCC's procedures relating to the allocation of investment opportunities require that similarly managed accounts participate in investment opportunities pro rata based on the factors listed in Item 16 of this Brochure and require that, to the extent orders are aggregated, the client orders are price-averaged. Finally, HCC'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 accounts. These areas are monitored by HCC's Chief Compliance Officer.

Item 7
Types of Clients

HCC's clients are the HCC Funds to which HCC provides investment advice. It is anticipated that the investors in the HCC Funds may include, among others, high net worth individuals, corporations, trusts, charitable institutions, foundations, endowments, funds of funds and other U.S. and international institutional investors. The offering memorandum for each HCC Fund sets forth the required minimum amounts for investment by investors in such HCC Fund.

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

Investment Strategies and Methods of Analysis

The descriptions set forth in this Brochure of specific advisory services HCC offers to clients, and investment strategies pursued and investments made by HCC on behalf of its clients, should not be understood to limit in any way HCC's investment activities. HCC may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that HCC considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies HCC pursues are speculative and entail substantial risks.

Investment Strategies

HCC primarily invests in equity and equity-related securities of U.S. and non-U.S. issuers based on marrying top-down analysis of market themes and anomalies with bottom-up, individual security selection using fundamental analysis to construct a long-short portfolio. HCC is a value investor. The guiding principle to its investment approach is a belief that reversion to the mean is the most powerful force in finance; figuring out if structural change has occurred and the key risk factors en route to arriving at that mean is its investing challenge. HCC's investment objective is to compound capital at above equity market rates, with lower than equity market volatility and risk of principal loss. HCC will use fundamental, quantitative and macro analysis to identify what it believes to be the important themes and anomalies in the markets and then systematically rank individual stocks on price to normalized – or mid-cycle – earnings to uncover what it believes to be the most attractive securities levered to those themes or anomalies.

Clients may utilize both over-the-counter and exchange-traded instruments (including derivative instruments such as options, swaps and futures on equities and equity indices and other equity derivatives), and invest in the fixed income markets. Clients may utilize leverage, including margin borrowing, in pursuit of their investment objective.

Material Risks

Equity Securities Generally. HCC's investment program invests primarily in equity securities and equity derivatives. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, clients may suffer losses if they invest in equity instruments of issuers whose performance diverges from HCC's expectations or if equity markets generally move in a single direction and such clients have not hedged against such a general move.

Short Sales. HCC engages in short selling strategies. Short selling involves selling securities that are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. HCC makes short sales (i) for profit, (ii) as a form of hedging to offset potential declines in long positions in similar securities, and (iii) as a form of hedging the declines in specific segments of the market or the market in general. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a client of buying those securities to cover the short position.

Use of Leverage. HCC may, in its sole discretion, leverage its investment positions by borrowing funds from broker-dealers, banks or others. Such leverage increases both the possibilities for profit and the risk of loss.

Use of Derivatives. HCC may use derivatives. A derivative instrument will obligate or entitle a client to deliver or receive an asset or a cash payment that is based on the change in value of a designated security, currency or index. Even a small investment in derivative instruments can have a large impact on a portfolio's yield, risk exposures, or liquidity. Therefore, using derivatives can disproportionately increase losses and reduce opportunities for gains when interest rates, security prices or currency rates are changing.

Portfolio Turnover. High portfolio turnover can increase clients' transaction costs and may result in realization of net short-term capital gains, higher taxable distributions and lower after-tax performance.

Non-U.S. Securities. Investing in non-U.S. securities poses unique risks such as fluctuation in currency exchange rates, market illiquidity, price volatility, high trading costs, difficulties in settlement, regulations on stock exchanges, limits on foreign ownership, less stringent accounting, reporting and disclosure requirements, and other considerations. Furthermore, issues of non-U.S. securities are sometimes subject to different, often less comprehensive accounting reporting or disclosure requirements than U.S. issuers. In the past, equity and debt instruments of non-U.S. markets have had more frequent and larger price changes than those of U.S. markets.

Emerging Market Countries. The risks of investments in non-U.S. securities described above apply even to a greater extent to investment in emerging markets. Investments in a country that is still relatively underdeveloped involves exposure to economic institutions that are generally less diverse and mature than in the U.S. and to political and legal systems that may be less stable. Economic or political changes may cause larger price changes in these securities than in other foreign securities. In the past, markets of developing countries have had more frequent and larger price changes than those of developed countries.

Debt Securities Generally. HCC may invest in private and government debt securities and instruments. Such debt instruments may be unrated, and whether or not rated, the debt instruments may have speculative characteristics. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions.

Item 9
Disciplinary Information

This item is not applicable.

Item 10
Other Financial Industry Activities and Affiliations

HCC and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

HCC and its management persons are not registered as futures commission merchants, commodity pool operators, commodity trading advisors or as an associated person of the foregoing entities, and do not have any application pending to register as such.

HCC and its management persons do not have any relationship or arrangement with any related person that is material to HCC's advisory business or to its clients, nor does HCC recommend or select other investment advisers for its clients.

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

Code of Ethics

In seeking to meet its fiduciary obligations and in accordance with Rule 204A-1, HCC has adopted a Code of Ethics (the “Code”). The Code incorporates the following general principles that all employees are expected to uphold: employees must at all times place the interests of clients first; employees must comply with all applicable laws and regulations, including, without limitation, federal securities laws; all personal securities transactions must be conducted in a manner consistent with the Code and any actual or potential conflicts of interest or any abuse of an employee’s position of trust and responsibility must be avoided; employees must not take any inappropriate advantage of their positions; information concerning the identity of securities and financial circumstances of the clients, including the clients’ investors, must be kept confidential; and independence in the investment decision-making process must be maintained at all times.

The Code places restrictions on personal trading by HCC employees, including that they disclose their personal securities holdings and transactions to HCC on a periodic basis. Generally, employees are not permitted to buy and sell publicly traded securities other than treasury securities, municipal bonds, open-ended mutual funds and broad-based Exchange Traded Funds, subject to preclearance. Employees may make investments in private investment funds subject to preclearance. In addition, employees are permitted to hold accounts over which a third-party manager exercises exclusive discretionary authority.

HCC, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which HCC or its related persons have invested or seek to invest on behalf of clients. HCC 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. HCC 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 HCC is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, HCC 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 HCC will be prohibited from communicating such information to the client or using such information for the client’s benefit. In such circumstances, HCC will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that HCC possesses such information), or not using such information for the client’s benefit, as a result of following HCC’s policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

In addition, the Code contains restrictions on the giving and receiving of gifts and entertainment, and policies and procedures concerning political contributions in connection with Rule 206(4)-5 of the Advisers Act.

In addition, employees may not serve as a director (or similar position) on the board or a member of a creditors committee of any company (including charitable organizations) without prior written approval from HCC and its Chief Compliance Officer in accordance

with HCC's compliance policies and procedures. Authorization will be based upon a determination that such service would not be inconsistent with the interest of any client account.

Employees of HCC are required to certify to their compliance with the Code on an annual basis. Clients or prospective clients will be provided a copy of the Code upon request.

Investing in Securities that HCC or a Related Person Recommends to Clients

The Code restricts HCC employees from buying and selling publicly traded securities held by an HCC Fund.

Item 12

Brokerage Practices

As noted previously, HCC has full discretionary authority to manage the HCC Funds, including the authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or mark-ups and mark-downs paid.

The factors to be considered in selecting and approving broker-dealers that may be used to execute trades for the HCC Funds include, but are not limited to: quality of execution, accurate and timely execution, clearance and error/dispute resolution; reputation, financial strength and stability; access to liquidity; block trading and block positioning capabilities; willingness to execute difficult transactions; willingness and ability to commit capital; quality of derivatives offerings and servicing through the broker-dealer; ongoing reliability; overall costs of a trade (i.e., net price paid or received) including commissions, mark-ups, mark-downs or spreads in the context of HCC's knowledge of negotiated commission rates currently available and other current transaction costs; nature of the security and the available market makers; desired timing of the transaction and size of trade; confidentiality of trading activity; and provision of research and brokerage services.

HCC will select and approve broker-dealers to execute client transactions based on a totality of circumstances, including any or all of the factors outlined above or other factors. This means that a broker-dealer offering the most favorable commission or spread may not be selected to execute a particular transaction. HCC need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

When HCC uses client brokerage commissions (or mark-ups or mark-downs) to obtain research or other products or services, HCC receives a benefit because it does not have to produce or pay for such products or services. HCC may have an incentive to select or recommend a broker-dealer based on HCC's interest in receiving research or other products or services, rather than on its clients' interest in receiving most favorable execution. Any research or services provided by a broker may benefit any HCC Fund and such benefits may not be proportionate to commission dollars related to the provision of such research or services. HCC may also engage in "commission sharing", which is a practice whereby HCC pays a broker-dealer for trade execution and requests that the broker-dealer allocate a portion of the commissions to third-party providers of research or other products or services.

Under Section 28(e) of the Securities Exchange Act of 1934, an investment adviser is generally deemed to have acted lawfully and in a manner consistent with its fiduciary duties under federal and state law, if the adviser determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage and research products or services provided by such broker. For purposes of Section 28(e), research products or services provided by a broker may include written information and analyses concerning specific securities, companies or sectors; news, quotation, statistics and pricing services, as well as discussions with research personnel and consultants; databases and other technical and telecommunications services utilized in the investment management process and other consulting fees in connection with investigating and monitoring potential and existing investments and other products and services providing lawful and appropriate assistance to the investment adviser in the performance of its investment decision making responsibilities, without regard to whether the research products or services benefit or solely benefit the account bearing the commission charge.

HCC is entitled to use commissions or “soft dollars” generated by the HCC Funds to pay for certain brokerage and research services. HCC will limit the use of soft dollars to obtain research and brokerage services which constitute research and brokerage services within the meaning of Section 28(e).

In addition to the broker paying for services provided to an HCC Fund, HCC may, from time to time, request the broker to rebate a portion of the commissions to an HCC Fund. Any such commission rebate will be allocated to the HCC Fund investors as income.

Where a product or service obtained with soft dollars provides both research and non-research assistance to HCC (*i.e.*, a “mixed use” item), HCC will make a good faith allocation of the portion of the cost which may be paid for through soft dollars. In making good faith allocations of costs between the research and brokerage-related content and use versus other content and use, a conflict of interest may exist by reason of HCC’s allocation of the costs of such benefits and services between those that primarily benefit HCC and those that primarily benefit the HCC Funds.

An HCC Fund’s securities transactions can be expected to generate a substantial amount of brokerage commissions, mark-ups and mark-downs, all of which will be obligations of the HCC Funds and not HCC. In addition to using brokers as “agents” and paying commissions, an HCC Fund may buy or sell securities directly from or to dealers acting as principal at prices that include mark-ups or mark-downs, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

In no case will HCC make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer, nor will it commit to pay cash if any informal targets are not met. A broker-dealer is not excluded from receiving business because it has not been identified as providing research products or services.

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

Selected HCC employees will meet periodically to evaluate a variety of topics including, but not limited to, execution performance of brokers, commissions and soft dollars.

If HCC determines that the purchase or sale of a security is appropriate with regard to multiple clients, HCC may, but is not obligated to, purchase or sell such a security on behalf of such client accounts with an aggregated order, for the purpose of reducing transaction costs, to the extent permitted by applicable law. When an aggregated order is filled through multiple trades at different prices on the same day, each participating client account will receive the average price, with transaction costs generally allocated *pro rata* based on the size of each client’s participation in the order (or allocation in the event of a partial fill) as determined by HCC. In the event of a partial fill, allocations may be modified on a basis that HCC deems to be appropriate, including, for example, in order to avoid odd lots or *de*

minimis allocations. When orders are not aggregated, trades generally will be processed in the order that they are placed with the broker or counterparty selected by HCC. As a result, certain trades in the same security for one HCC client (including an HCC Fund in which HCC and its personnel may have a direct or indirect interest) may receive more or less favorable prices or terms than another HCC client, and orders placed later may not be filled entirely or at all, based upon the prevailing market prices at the time of the order or trade. In addition, some opportunities for reduced transaction costs and economies of scale may not be achieved. From time to time, the portfolio manager may desire to add to an existing order. When this occurs and the subsequent orders are entered within a reasonable time, generally one hour after the original order was initiated, and such original order has not yet been completed, both orders will be aggregated and treated as if they had been entered as one order. When a subsequent order is entered after such reasonable time has elapsed, all completed fills relating to the original order will be allocated in accordance with the original order's allocation calculation. The remainder of the original order to be executed will then be aggregated with the subsequent order to create a new order and allocation calculation.

Item 13
Review of Client Accounts

HCC performs various daily, weekly, monthly, quarterly and periodic reviews of each HCC Fund's portfolio. Such reviews are conducted by HCC's investment and operations professionals.

Each month, investors in the HCC Funds receive a monthly, unaudited account statement. This is posted to the HCC Fund administrator's password-protected website. The monthly statement provides beginning and ending account balance information, capital activity, fees taken and account performance information. For quarter and year-end, the monthly statement will include information for the applicable quarter or year. For all HCC Funds, HCC issues investors tax reports and audited financial statements concerning their respective HCC Fund within 120 days of the end of such HCC Fund's fiscal year.

Item 14
Client Referrals and Other Compensation

HCC receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for HCC to select or recommend broker-dealers based on HCC’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 HCC on behalf of its clients. Please see Item 12 for further information on HCC’s “soft-dollar” practices, including HCC’s procedures for addressing conflicts of interest that arise from such practices.

Item 15

Custody

HCC or its affiliate is deemed to have custody over certain clients because it serves as general partner of those clients. HCC complies with the provisions of the pooled vehicle annual audit exception, which, among other things, requires that each client be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each client distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

Item 16

Investment Discretion

HCC provides investment advisory services on a discretionary basis to clients.

Prior to assuming discretion in managing a client's assets, HCC enters into an investment management agreement or other agreement that sets forth the scope of HCC's discretion. HCC has the authority to determine (i) the securities or other financial instruments to be purchased or sold for its clients and (ii) the amount of securities or other financial instruments to be purchased or sold for its clients.

Because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held. HCC may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) total portfolio invested position; (vi) nature of the security to be allocated; (vii) size of available position; (viii) supply or demand for a security at a given price level; (ix) current market conditions; (x) timing of cash flows and account liquidity; (xi) any other information determined to be relevant to the fair allocation of securities. These factors may lead HCC 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 will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when HCC determines in its discretion that a pro rata allocation is not appropriate.

If it appears that a trade error has occurred, HCC will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that material trade errors and breaches of investment guidelines and restrictions occur, HCC's error correction procedure is to ensure that clients are treated fairly. HCC 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 HCC's gross negligence or willful misconduct, HCC will reimburse a client account. Trade errors that do not result from HCC's gross negligence or willful misconduct are borne by the client account.

Each of the HCC Funds may enter into agreements, or "side letters", with certain prospective or existing investors whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the applicable offering memorandum of a HCC Fund. For example, such terms and conditions may provide for special withdrawal rights relating to frequency or notice, or rights to receive reports from the HCC Fund on a more frequent basis or that include information not provided to other investors (including, without limitation, more detailed information regarding portfolio positions). The modifications are solely at the discretion of the HCC Fund and may, among other things, be based on the size of the investor's investment in the HCC Fund or affiliated investment entity, an agreement by an investor to maintain such investment in the Fund for a significant period of time, or other similar commitment by an investor to the HCC Fund.

Item 17

Voting Client Securities

HCC has authority to vote the securities held by the HCC Funds and has adopted proxy voting policies and procedures (“Proxy Policy”) as required by the Advisers Act. The general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities (collectively, “proxies”), in a manner that serves the best interests of the HCC Funds, as determined by HCC in its discretion, taking into account the following factors: (i) the impact on the value of the investments; (ii) the anticipated associated costs and benefits; (iii) the continued or increased availability of portfolio information; and (iv) industry and business practices. In limited circumstances, HCC may refrain from voting proxies where HCC believes that voting would be inappropriate taking into consideration the cost of voting the proxy and the anticipated benefit to the HCC Funds. Clients may obtain a copy of HCC’s Proxy Policy and its proxy voting record by contacting HCC.

If a conflict of interest arises in connection with voting in relation to a given proxy proposal, the Proxy Policy provides that if the proposal is addressed by the Proxy Policy, HCC will vote in accordance with the Proxy Policy. If the proxy proposal is not addressed by the Proxy Policy or the Proxy Policy provides for a case-by-case determination by HCC, then HCC will take some other appropriate action.

HCC’s clients are not permitted to direct their votes in a particular solicitation.

In voting proxies, HCC utilizes the services of a third-party proxy agent that votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors and increases in or reclassification in common stock, and votes against proposals that make it more difficult to replace members of the issuer’s board of directors, including proposals to stagger the board, cause management to be overrepresented on the board, introduce cumulative voting, introduce unequal voting rights, and create supermajority voting. HCC generally votes in accordance with the guidelines of the third-party proxy agent but has and may in the future determine not to vote in accordance with such guidelines.

Item 18
Financial Information

This item is not applicable.

Appendix:
Item 2
Material Changes

This Brochure is HCC's initial Form ADV Part 2A submitted with its application for registration with the SEC, therefore, there are no material changes to report.