

Item 1 – Cover Page

Part 2A of Form ADV: Firm Brochure

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This Form ADV Part 2A Brochure (“Brochure”) provides information about the qualifications and business practices of KR Advisors, LLC (“we”, “us”, the “Advisor” or “KR Advisors”). If you have any questions about the contents of this Brochure, please contact us at (212) 829-5833. 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.

Additional information about KR Advisors is also available on the SEC’s website at www.adviserinfo.sec.gov by using a unique identifying number known as a CRD Number. KR Advisors’ CRD number is 168739.

Item 2 – Material Changes

Not applicable.

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Item 4 – Advisory Business

A. Description

KR Advisors was organized in the state of Delaware in June 2011. We were established to provide investment management services primarily to pooled investment vehicles. Our principal owner is Mr. Keith Rosenbloom who owns 100% of the membership interests of KR Advisors.

B. Types of Advisory Services

KR Advisors provides discretionary investment advisory services to three pooled investment vehicles, particularly a Cayman Islands exempted limited partnership (the “Master Fund”) with an actively managed portfolio, and two feeder funds, one of which is a Delaware partnership and the other a Cayman Islands exempted company (collectively, the “Feeder Funds”, and with the Master Fund, the “Funds”). The Feeder Funds invest substantially all of their assets in the Master Fund. The management of the Funds is conducted in accordance with each respective private investment fund client’s confidential private offering memorandum and/or confidential memorandum and memorandum and articles of associated or limited liability company agreement, as applicable (“Offering Documents”).

In addition, KR Advisors advises one separately managed account (“SMA”) pursuant to an investment management agreement entered into by and between KR Advisors and the SMA.

C. Tailored Advisory Services

The Advisor does not tailor advisory services to the individual or particular needs of the investors in the Feeder Funds or the SMA. Information about the Feeder Funds, including their investment objectives and strategies, are set forth in their respective Offering Documents. We have broad investment authority with respect to our clients. Since we do not provide individualized advice to the Feeder Funds’ investors, such investors are encouraged to consider whether the investment objectives of the Funds are in line with their individual objectives and risk tolerance prior to investment.

D. Wrap Fee Programs

We do not participate in any wrap fee program.

E. Assets Under Discretionary and Non-Discretionary Management

As of July 31, 2013, we have assets under discretionary management of approximately \$28,500,000 and no assets under non-discretionary management.

Item 5 – Fees and Compensation

A. Description

We generally charge the Funds a performance-based profit allocation for our investment management services. Our annual profit allocation is allocated at the Master Fund level in order to avoid any duplication of such allocation and is equal to 20% of the aggregate net increase attributable to a Fund investor’s master account for the relevant fiscal period, subject to a customary high-watermark.

In addition, a management fee is charged to the Funds, which is payable to us or to our affiliate, Cruiser Capital Management, LLC, and is calculated and paid at the beginning of each month, in advance, and equal 0.125% (1.5% annually) of each investor's net asset value as of the first day of each month.

The management fee charged to the SMA ranges between 1% and 2% of the net asset value of the SMA's account. The performance allocation payable to us ranges from 15% to 20% of the net increase attributable to its account for the relevant fiscal period.

Management fees and performance allocations are not generally negotiable but may be waived or reduced at any time, in the sole discretion of KR Advisors or our affiliate.

B. Fee Billing

We (or our affiliate) generally deduct fees from the SMA's account and the investors' assets in the Funds. Our clients and the investors in the Funds do not have the ability to choose to be billed directly for fees incurred.

Please refer to the relevant Fund's governing documents (including the relevant Fund's Offering Documents) for a complete understanding of how fees payable by the Funds and their investors are calculated and deducted. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund's governing documents.

C. Other Fees and Expenses

Each client pays its own trading, brokerage, legal, compliance, audit and accounting and other operating expenses such as, but not limited to, costs relating to trading investment strategy implementation, clearing costs and fees, administrator fees and research fees.

In addition, the Feeder Funds will bear their pro-rata share of expenses incurred by the Master Fund, including administrative and organizational expenses. Without limiting the generality of the foregoing, other fees and expenses that the Funds may pay in connection with KR Advisors' advisory services include (i) clearing and executing broker fees, (ii) data feed and market data costs, (iii) costs relating to trading, investment strategy implementation, research and risk management, (iv) exchange membership expenses, (v) interest expenses, (vi) stock loan expenses, (vii) regulatory and self-regulatory fees, (viii) other transactional charges, (ix) expenses relating to cash management, (x) expenses relating to the continuing offering of shares or interests in the Feeder Funds, (xi) legal, compliance (including regulatory and compliance expenses of KR Advisors or its affiliates incurred specifically in connection with the Feeder Fund and, if registration of KR Advisors under the Advisers Act is mandated (which, at the present time, it is), a share of the expenses related to such registration and related obligations, including but not limited to the costs of establishing a compliance manual and program, performing mock audits and engaging third-party consultants and legal expenses), audit, accounting, tax and custodial fees and expenses and (xii) fees and expenses of the administrator and consultants engaged by the Feeder Fund and the Master Fund or by KR Advisors, for their benefit.

Please refer to the relevant Fund's governing documents (including the relevant Fund's Offering Documents) for a complete understanding of each Fund's fees and expenses. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund's governing documents.

D. Advance Payment.

As previously disclosed, KR Advisors charges a monthly management fee which is paid in advance to our affiliate, Cruiser Capital Management, LLC. Upon an investor's redemption or withdrawal from a Fund, the un-accrued portion of the management fee that has been pre-paid is refunded on a pro-rata basis.

E. Participation or Interest in Client Transactions

Neither we nor any of our supervised persons accepts compensation for the sale of securities or other investment products to our clients.

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

As described above under Item 5 – Fees and Compensation, we receive performance-based profit allocations from our clients. This arrangement may create a theoretical incentive for us to recommend investments that are riskier or more speculative than would be the case in the absence of such incentive allocation. Investors in the Feeder Funds are provided with disclosures contained in their respective Offering Documents relating to the profit allocation payable to us and the risks associated with their investment in the Feeder Funds.

We do not currently have any side-by-side management arrangements.

Item 7 – Types of Clients

We currently provide advisory services to a separately managed account and to pooled investment vehicles operating as private investment funds.

We do not impose any minimum requirements on our private investment fund clients. Our private fund clients, however, generally impose minimum investment commitments of \$1,000,000 (unless otherwise waived by us) and require them to satisfy certain suitability standards.

We may impose minimum account requirements on separately managed accounts. Any such minimum would be described in the written investment management agreement entered into by and between the client and us. In the event that minimum requirements are imposed, we would expect that such requirements would be based on, among other factors, the investment strategy used and the time and resources allocated to the client. Any requirements and restrictions would be specified in detail in each client's written investment management agreement.

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

A. Methods of Analysis

The Advisor bases its investment decisions on fundamental and comprehensive research and analysis. The Advisor believes that naturally occurring market volatility often provides compelling opportunities to invest in securities at prices that are highly differentiated from what a control buyer would pay for them. In conducting our analysis, we use a number of resources and services to refine our investment ideas, which may include, among others, fundamental credit analysis, detailed analysis of financial statements and development of financial projections, meetings with company management, company and analyst conference calls, industry research and analysis of documents.

Investment Strategies

The Advisor focuses on identifying and investing in public securities of companies at prices that are highly differentiated from where they would sell for in private transactions. Our goal is to achieve meaningful returns through building concentrated portfolios of public securities. We will sell securities short that we believe are overvalued, and will also hedge the portfolio by utilizing credit and currency investments. The Advisor seeks to invest in special situations in the equity, debt and structured products markets based on in-depth research and analysis. Special situations include, but are not limited to minority positions in debt or equity securities that are believed to be significantly overvalued or undervalued and that are expected to move toward fair value within a targeted period of time. We may also invest in currencies and other securities or financial instruments the valuations of which are driven by macroeconomic factors.

We may invest on both a long and short basis, and may invest through derivative financial instruments. We do not expect to hold a fully diversified portfolio and at times may maintain a significant cash position. We view ourselves as “patient capital” and do not believe it is necessary or prudent to be fully invested if market opportunities are insufficiently attractive on a risk-reward basis.

B. Risk of Loss

Listed below is a summary of the material risks involved in connection with our methods of analysis investment strategies. The discussion of material risks provided below is not meant to be a complete description of risks that may be applicable to us. For a more detailed discussion of the material risks, please refer to the relevant Fund’s Offering Documents. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund’s governing documents.

Nature of Investments

We have broad discretion in making investments for our clients. Investments consist of actively traded debt and equity instruments on a long and short basis, the value of which may be affected by, among other things, business, financial market or legal uncertainties. We can provide no assurance that we will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of our clients’ activities and the value of their investments.

Concentration of Investments

From time to time, a significant portion of the assets in which we may invest in on behalf of our clients may be concentrated in a particular security, industry, or market. Should such security, industry, market or country become subject to adverse financial conditions, the assets shall not be afforded the protection otherwise available through greater diversification of its investments.

Short Selling

We are authorized to enter into the short sale of securities on behalf of its clients. The Advisor may sell short securities of an issuer in the expectation of covering the short sale with securities purchased in the open market at a price lower than that received from the short sale. If the price of the issuer’s securities declines, the clients will then cover its short position with securities purchased in the market, with the profit realized on the short sale being the difference between the prices received from the sale and the cost of the securities purchased to cover the sale.

The possible losses to our clients from selling securities short differ from losses that could be incurred from a cash investment in the securities; the former may be unlimited, whereas the latter can only equal the total amount of the cash investment. Short selling activities are also subject to restrictions imposed by United States securities laws and the various United States securities exchanges, which restrictions may adversely affect the investment activities of our clients.

Derivative Risks and Hedging Techniques

We will use derivative instruments, including without limitation, option contracts, forwards and futures contracts for maximizing returns and for hedging purposes. Generally, “derivatives” are financial instruments or contractual arrangements whose economic results depend upon, or are derived by reference to, other securities or assets, the relative values of two or more assets, certain economic or other activities or other matters. Some derivatives are standardized securities or instruments such as futures or options traded on recognized exchanges. Others are directly negotiated contractual arrangements with one or more particular counterparties. Such products are often very complex, involve significant leverage, are dependent upon credit and other considerations affecting the ability or willingness of the counterparties with whom the Fund may deal to perform as anticipated and, in general, involve a high degree of risk (including the possibility of total loss) as well as the opportunity for gain. Moreover, certain derivative contracts, such as forward contracts are generally illiquid and difficult to value.

Our clients will be exposed to a credit risk particularly on the counterparties with which it trades in relation to non-exchange traded derivative instruments as these will not be afforded the same protections as may apply to participants trading such instruments on organized exchanges, such as the performance guarantee of an exchange clearing house. The counterparty in a non-exchange traded derivative transaction will be the specific company or firm involved in the transaction rather than a recognized exchange and accordingly the insolvency, bankruptcy or default of a counterparty with which we trade such instruments could result in substantial losses. We may have contractual remedies upon any default pursuant to agreements relating to particular derivatives transactions. Such remedies could be inadequate however, to the extent that the collateral or other assets available are insufficient.

Put and Call Options

We utilize options for risk management purposes. Options may be more volatile than the underlying instruments, and therefore, on a percentage basis, an investment in options may be subject to greater fluctuation than an investment in the underlying instruments themselves. There are several additional risks associated with transactions in options. For example, there are significant differences between the securities, and options market that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its investment objectives. In addition, a liquid secondary market for particular options, whether traded over-the-counter or on an exchange may be absent for reasons which include the following: there may be insufficient trading interest in certain options; restrictions may be imposed by an exchange on opening transactions or closing transactions or both; trading halts, suspensions or other restrictions may be imposed with respect to particular classes or series of options or underlying securities or currencies; unusual or unforeseen circumstances may interrupt normal operations on an exchange; the facilities of an exchange or the Options Clearing Corporation may not at all times be adequate to handle current trading value; or one or more exchanges could, for economic or other reasons, decide or be compelled at some future date to discontinue the trading of options (or a particular class or series of options) causing such market to cease to exist, although outstanding options that had been issued by the Options Clearing Corporation as a result of trades on that exchange would continue to be exercisable in accordance with their terms.

Leverage

While we do not intend to use leverage, its usage is authorized on behalf of its clients. Our clients, such as the Funds, may borrow from banks, brokerage firms and other institutions, commonly known as margin, at prevailing interest rates and invest such funds in additional securities. Gains made with additional funds borrowed will generally cause the Net Asset Value of a clients' portfolio to rise faster than would be the case without borrowing. Conversely, if investment results fail to cover the cost of borrowing, the Net Asset Value of a clients' portfolio could decrease faster than if there had been no borrowing. In connection with borrowing limited by applicable margin limitations imposed by the Federal Reserve Board, clients may be required to reduce such borrowing on a timely basis in the event the value of their assets falls below the coverage requirement of the margin limitations. In the event of such a required reduction of borrowing, clients may be required to liquidate securities positions at times when it might not be desirable or advantageous to do so.

Investment Concentration

Client assets may be invested in the securities of a limited number of issuers. To the extent such investments are concentrated in a single issuer, industry and/or geographic region, clients will be susceptible to a greater degree of risk affecting investments in that issuer, industry and/or region than would otherwise be the case. Such concentration of investments will increase the volatility of the value of our clients' portfolio investments.

Structured Products

For certain types of structured products including collateralized bond obligations and collateralized loan obligations, prepayments may be allocated to one tranche of underlying securities ahead of other tranches, in order to reduce the risk of prepayment for the other tranches. Prepayments may result in capital loss to our clients to the extent that the prepaid asset-backed securities were purchased or valued at a marked premium over their stated amount. Changes in the market perception of the asset backing the security, the creditworthiness of the servicing agent for the underlying asset pool, the originator of the underlying assets, or the financial institution providing any credit enhancement, will all affect the value of a structured product security. In its capacity as purchaser of an asset-backed security, our clients would generally have no recourse to the entity that originated the underlying securities in the event of a default thereon. Additionally, the assets underlying the asset-backed security are subject to prepayment, which may shorten the weighted average life of such securities and may lower their return. Because the assets backing an asset-backed security often may be prepaid without penalty or premium, asset-backed securities are generally subject to higher prepayment risks than other types of debt instruments.

Counterparty and Broker Credit Risk

Certain assets will be exposed to the credit risk of the counterparties, whether we engage in exchange-traded or off-exchange transactions, with whom, or through which, we deal, including dealers, brokers and exchanges that have general custody of client assets. Clients may be subject to the risk of loss of its assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions on behalf of the client, or the bankruptcy of an exchange clearing house. In the case of any such bankruptcy, clients might recover only a pro rata share of all property available for distribution to all of the broker's customers.

Reliance on Advisor

The success of the Funds is heavily dependent on the activities, judgment and availability of the members of the Advisor, including the managing member. The Funds rely upon the ability of the Advisor to make investment decisions consistent with the Funds' investment objectives and policies. Investors may not have the opportunity to personally evaluate the relevant economic, financial and other information that the Advisor will use when selecting and monitoring investments. Should the managing member of the Advisor, Keith Rosenbloom, terminate his relationship with the Advisor, die or become otherwise incapacitated for any period of time, profitability of the Funds' investments may suffer. In addition, should the Advisor terminate its relationship with the Funds, the profitability of the Funds' investments may suffer.

C. Not applicable.

Item 9 – Disciplinary Information

Neither the Advisor nor any of its supervised persons have been the subject of any legal or disciplinary event that would be material to your evaluation of KR Advisors or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

A. *Broker-Dealer Registration*

Our managing member, Keith Rosenbloom, is registered as a representative of a broker-dealer. No client transactions are executed through this broker-dealer.

Other than as set forth above, neither KR Advisors nor our management persons are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

B. *Futures Commission, Commodity Pool Operator Registration*

Neither KR Advisors nor our management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

C. *Related Person Arrangements*

Cruiser Capital Management, LLC, a Delaware limited liability company, may provide investment management services to our clients and in that capacity may receive a management fee from such clients.

Except as noted above, neither KR Advisors nor any of its management persons have affiliations with broker-dealers, municipal securities dealers, government securities dealers, investment companies or other pooled investment vehicles, other investment advisers or financial planners, futures commission merchants, registered commodity pool operators, registered commodity trading advisors, banking or thrift institutions, accountants or accounting firms, lawyers, law firms, insurance agencies or companies, pension consultants, real estate brokers or dealers or other sponsors or syndicators of limited partnerships.

D. *Arrangements With Other Investment Advisers*

KR Advisors does not recommend or select other investment advisers for our clients.

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

A. Code of Ethics

We have adopted a Code of Ethics (the “Code”) in accordance with Rule 204A-1 of the Investment Advisers Act of 1940 (the “Advisers Act”). The purpose of the Code is to set forth certain key guidelines that have been adopted by us and to specify the responsibility of our personnel to act in accordance with their fiduciary duty to our clients and to comply with applicable federal and state laws and regulations. The Code requires that all employees conduct themselves in accordance with the highest ethical standards, which should be premised on the concepts of integrity, honesty and trust. A copy of the Code is available to clients or prospective clients upon request.

B. Investment in Securities in which we have a Material Financial Interest.

Please see discussion under Item 11.C below.

C. Investment in Securities Recommended to Clients.

Related persons of KR Advisors are permitted to purchase or trade, for personal accounts, securities that a client owns or is in the process of buying or selling, or that we are considering buying or selling for a client. As such, our related persons may have a material financial interest in such securities, which may result in a potential conflict of interest on the part of such related persons. In order to manage this conflict of interest, our Code of Ethics requires related persons of KR Advisors to obtain prior written approval from the Chief Compliance Officer before engaging in certain securities transactions in their personal accounts. Such related person transactions will be reviewed in the best interests of the clients and will be denied by the Chief Compliance Officer if he determines that there is a risk of potential adverse consequences to our clients.

D. Timing of Securities Transactions.

As disclosed under Item 11.C above, related persons of KR Advisors are permitted to purchase or trade, for personal accounts, securities that a client owns or is in the process of buying or selling, or that we are considering buying or selling for a client. Such personal securities transactions may occur at or about the same time as transactions undertaken for our clients. In order to avoid any conflicts of interest that may occur by virtue of this practice, it is KR Advisors’ policy that any investment made by any related person during any trading day that is more favorable (e.g., more profitable) than what the clients would have received are allocated to the clients and taken away from the related person.

Item 12 – Brokerage Practices

A. Selecting Brokerage Firms

We are authorized to determine the broker or dealer to be used to execute securities transactions for our clients. In doing so, will seek to obtain the best execution possible for the client. While a primary criterion for all transactions in portfolio securities is the execution of orders at the most favorable net price under the circumstances, numerous additional factors relevant to execution capabilities may be considered when arranging for the purchase and sale of positions, including the importance to the account of speed, efficiency or confidentiality, the broker dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold, quotation services and any other matters we deem relevant to the selection of a broker-dealer for a particular portfolio transaction of the account.

1. Research and Other Soft Dollar Benefits

Any use of soft dollars generated by the Funds to pay for brokerage and research products or services will fall within the safe harbor created by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended. Where a product or service obtained with commission dollars provides both research and non-research assistance to the Funds, we will make a reasonable allocation of the cost that may be paid for with commission dollars. Soft dollar benefits may be used to service all of our clients and not just those that paid for the benefits and we do not seek to specifically allocate soft dollar benefits proportionately to those client accounts which generated the soft dollar credits.

We have obtained soft dollar research products and services such as research reports, or conference invitations, or proprietary meetings with a company's management teams or proprietary meetings with research analysts or other products or services from broker-dealers. When we use commission or "soft dollars" to obtain such services or products, we receive a benefit because we do not have to produce or pay for the research, products or services. As a result of such commission arrangements, we may have an incentive to select or recommend broker or dealers to clients based on our interest in receiving or continuing to receive research or other products or services rather than clients' interest in receiving most favorable execution. Furthermore, we may cause our clients to pay commissions or markups or markdowns that are higher than those charged by other broker-dealers in return for soft dollar benefits.

2. Brokerage for Client Referrals

We may consider the prospect of receiving or the receipt of referrals of potential investors to the Feeder Funds when selecting or recommending broker-dealers for client securities transactions. This practice may serve as an incentive for us to select or recommend a broker-dealer based on our interest in receiving referrals rather than on a client's interest in receiving most favorable execution.

3. Directed Brokerage

We generally do not recommend, request or require that a client direct us to execute transactions through a specified broker-dealer. However, our agreements with separately managed account clients may permit them to direct us to execute transactions through a specified broker-dealer.

B. Aggregation of Client Accounts

The Funds are organized in a master-feeder structure and only one client (the Master Fund) makes portfolio investments. We may aggregate orders for the Master Fund and our separately managed account client for trade execution with the same broker. When trades are aggregated, each participating account will generally be allocated securities on an average price basis.

Item 13 – Review of Accounts

A. Periodic Review of Accounts

We review our clients' accounts on an ongoing basis. In addition to our staff, we have an independent fund administrator (the "Administrator") who is responsible for back office procedures and reporting for our clients. All trades are reconciled daily by our employees using our internal systems as well as the Administrator. An independent public accountant audits the financial statements of the Funds annually.

Month-end reports are completed by each of the Funds' respective Administrator and generally delivered to us within 7-8 business days after the end of the month. Our internal staff reviews and reconciles these month-end reports.

B. Review Triggers

Any discrepancy from our internal systems, the Administrator's reports, and that of the prime brokers and custodians are fully reviewed and reconciled.

C. Regular Reports

We do not provide regular reports to the Funds, but the Administrator of each fund sends each investor in the Funds an unaudited, written monthly statement detailing the increase or decrease in the net asset value of such investor's account during the preceding month. We may supplement this information with written investor letters and summaries of the Funds' performance for the month, as well as such other information that we deem appropriate. In addition, as soon as practicable after the end of each fiscal year and no later than 120 days after the end of the fiscal year, each Fund furnishes to each investor its audited annual financial statements as of the end of that fiscal year.

The contents and frequency of reports provided to our separately managed account clients may vary and would typically be detailed in the investment management agreement entered into by and between us and the client.

Item 14 – Client Referrals and Other Compensation

A. Third Party Advisory Services to Clients

Our prime brokers may, pursuant to their internal practices and procedures, provide capital introductions to us with respect to the Feeder Funds. An increase in the size of the Feeder Funds may result in additional compensation to our prime brokers. We do not guarantee continued business arrangements with our prime brokers by virtue of capital introduction services provided to us, and the prospect of receiving capital introductions from a prime broker is not, and will not be, a primary consideration in determining whether to engage or retain their services.

Other than as described above, we do not receive any economic benefit from any person who is not a client in connection with the provision of investment advice or advisory services to our clients.

B. Solicitation Agreements

We currently have no Solicitation Agreements.

We may in the future enter into contractual agreements with individuals and/or organizations ("Agents") that solicit investors for the Funds. While the specific terms of each arrangement may differ, generally, an Agent's compensation is based upon the value of assets referred by the Agent and managed by us. It would be our intention that the cost of these referral fees would be paid entirely by us and not borne by the referred client.

Item 15 – Custody

A qualified custodian holds all funds and securities of our clients, and the custodian provides account statements to each of our clients on no less a quarterly basis. Further, each of the Funds' administrators

also provides account statements on behalf of the Funds to each of its investors on a periodic basis, generally, monthly, to their address of record. In addition, the Funds are audited annually by an independent public accountant that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board. In addition, audited financial statements are prepared for the Funds in accordance with generally accepted accounting principles in the United States and are sent to all of the Funds' investors.

Investors in the Funds are encouraged to review these audited financial statements.

Item 16 – Investment Discretion

Pursuant to the Funds' Offering Documents, and in accordance with the Investment Management Agreements entered into by us with such Funds, we are granted complete investment authority with respect to the types and amounts of all securities bought and sold by the Funds.

We are also granted investment authority with respect to the types and amounts of securities sold or purchased by or on behalf of our separately managed account client pursuant to the terms of the Investment Management Agreement.

Item 17 – Voting Client Securities

A. *Proxy Votes*

Our investment management agreements with our clients grant us authority to cast all proxy votes on their behalf. Neither our clients nor the investors in the Funds have the ability to direct how we vote proxies.

We have adopted a proxy voting policy, as required by the Advisers Act. The policy provides that we will act in the best interests of our clients in determining whether and how to vote on any proxy voting matter. The proxy voting policy includes guidelines for the Chief Compliance Officer to follow if a material conflict arises between us and/or our employees and our clients to ensure any material conflict is resolved in the best interest of our clients.

Clients may obtain a copy of our proxy voting policy and information on how we voted by contacting our Chief Compliance Officer.

B. Not applicable.

Item 18 – Financial Information

We do not currently have any financial commitments that might impair our current or future ability to meet our contractual commitment to our clients and we have not been the subject of a bankruptcy petition at any time during the last ten (10) years.

BROCHURE DISCLOSURE

This Brochure does not constitute an offer to sell or the solicitation of an offer to purchase interests in any of the Funds and the disclosure contained herein shall not be relied on to determine whether an investor should purchase interests in any of the Funds. Any such offer or solicitation will be made solely to qualified investors by means of a private placement memorandum and related subscription materials. To the extent that there is any conflict between the disclosure contained in this Brochure and the Offering Documents provided to investors, the Offering Documents shall govern.