

PART 2A OF FORM ADV

FIRM BROCHURE

IRONWOOD

Ironwood Capital Management

One Market Plaza, Steuart Tower, Suite 2500

San Francisco, CA 94105

www.ironwoodpartners.com

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This brochure provides information about the qualifications and business practices of Ironwood Capital Management Corporation (“Ironwood”). If you have any questions about the contents of this brochure, please contact the Chief Compliance Officer (as defined below) at (415) 777-2400 or compliance@ironwoodpartners.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, and references in this Brochure to Ironwood as a “registered investment adviser” are not intended to imply a certain level of skill or training.

Additional information about Ironwood also is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

Ironwood's last annual update of its Brochure was of April 1, 2013. There have been no material updates to this Brochure since that date.

ITEM 3 - TABLE OF CONTENTS

	<u>Page</u>
ITEM 2 – MATERIAL CHANGES	i
ITEM 3 - TABLE OF CONTENTS.....	ii
ITEM 4 – ADVISORY BUSINESS	1
ITEM 5 – FEES AND COMPENSATION	4
ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT ..	8
ITEM 7 – TYPES OF CLIENTS	9
ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	10
ITEM 9 – DISCIPLINARY INFORMATION	13
ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.	15
ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	17
ITEM 12 – BROKERAGE PRACTICES.....	20
ITEM 13 – REVIEW OF ACCOUNTS.....	23
ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION.....	24
ITEM 15 – CUSTODY	25
ITEM 16 – INVESTMENT DISCRETION	26
ITEM 17 – VOTING CLIENT SECURITIES.....	27
ITEM 18 – FINANCIAL INFORMATION	29

ITEM 4 – ADVISORY BUSINESS

<p>Item 4.A</p>	<p>Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).</p> <p>Ironwood is a California corporation that was founded in January 1996 and became registered with the SEC as an investment adviser in July 1999. Ironwood provides discretionary investment advisory services to private investment funds (the “Funds”), and two investment companies registered with the SEC under the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”) (the “Companies” and, together with the Funds the “Advisory Clients”). As further described elsewhere in this Brochure, the focus of Ironwood’s investment advisory services is to invest and manage the portfolios of the Advisory Clients which are invested in underlying private investment funds that are managed by independent investment managers that utilize a number of hedge fund strategies.</p> <p><u>The Funds</u></p> <p>The Funds are organized into a master-feeder structure and a stand-alone fund with similar portfolios and identical risk and return objectives.</p> <p>The master-feeder structure is organized as follows:</p> <ul style="list-style-type: none"> • Each of Ironwood International Ltd., Ironwood Institutional Ltd., and Ironwood Non-Dollar Fund SPC (the “Ironwood Feeder Funds”) invests all of its assets in Ironwood Partners L.P. (the “Master Fund”). <p>The stand-alone fund is CMS/Ironwood Multi-Strategy Fund L.L.C. (the “Stand-Alone Fund”).</p> <p><u>The Registered Investment Companies</u></p> <p>Ironwood also serves as the investment adviser to the Companies which are organized as a single master feeder structure whereby Ironwood Multi-Strategy Fund LLC (the “Feeder Company”) invests substantially all of its assets in Ironwood Institutional Multi-Strategy Fund LLC (the “Master Company”). In addition Ironwood has formed Ironwood Multi-Strategy Fund Ltd., an offshore special purpose vehicle whose sole investor is the Master Company to access certain underlying funds that do not accept money from U.S. taxable investors.</p> <p>Ironwood serves as the general partner, investment manager or (in the case of the Stand-Alone Fund) Co-Manager to each of the Funds and Companies.</p> <p>The principal owners of Ironwood are:</p> <ul style="list-style-type: none"> • Jonathan Gans, Chief Executive Officer & President of Ironwood; • Frederick M. and Shelby M. Gans Trust U/A/D 4/21/95 (the “Gans Trust”); • Frederick Gans, as trustee of the Gans Trust; and • Shelby Gans, as trustee of the Gans Trust.
<p>Item 4.B</p>	<p>Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that</p>

service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

Ironwood generally has broad and flexible investment authority with respect to the Advisory Clients. Each Advisory Client's investment objectives and strategy is set forth in a confidential informational memorandum or explanatory memorandum provided to each investor (in the case of the Funds), prospectus (in the case of the Companies). Unless otherwise indicated, investors in the Funds and the Companies are collectively referred to herein as "Investors".

Ironwood manages fund of hedge fund vehicles with similar portfolios and identical risk and return objectives. As noted above in response to Item 4.A, each Advisory Client allocates capital among a number of independent third-party investment managers ("Advisers") acting through pooled entities such as limited partnerships, limited liability companies and offshore corporations or through managed accounts (collectively, "Investment Vehicles"). Ironwood may in the future establish special purpose vehicles, for a variety of investment, tax and other planning purposes.

Ironwood's investment objective is to seek to earn consistent, low volatility returns with little or no correlation to the broader debt or equity markets.

While the Advisory Clients may invest in any type of Adviser, Ironwood expects that the Advisory Clients will invest in Investment Vehicles or with Advisers that generally fall into the following five hedge fund sectors:

- relative value multi-strategy;
- event-driven multi-strategy;
- equity market neutral;
- distressed securities; and
- credit opportunities.

The Advisers in these general hedge fund sectors utilize a variety of investment strategies, including, but not limited to, market neutral, fundamental equity long/short, risk and event arbitrage, distressed and stressed securities, convertible bond arbitrage, capital structure arbitrage, systematic trading, fixed income arbitrage and private investments. Investments may also be made with Advisers employing other investment strategies involving stocks, bonds, futures, stock futures, forwards, swaps, options and other financial instruments.

Ironwood seeks to diversify its investments in Investment Vehicles and Advisers within sectors and across strategies in an attempt to offset the risks of other investments in sectors, strategies or the financial markets as a whole. However, in allocating the Advisory Clients' assets to the Investment Vehicles and Advisers, Ironwood is not subject to any formal diversification requirements (in the case of the Funds). By seeking to invest with a diverse group of Advisers that in turn utilize a diverse group of strategies, Ironwood anticipates that the capital deployed within strategies by certain Advisers is not expected to significantly correlate with investments undertaken by other Advisers, although there can be no assurance that this will be the case. Ironwood anticipates that the Advisory Clients will generally have investments in 20 to 35 Investment Vehicles at any given point.

Item 4.C	<p>Explain whether (and, if so, how) you tailor your advisory services to the individual needs of <i>clients</i>. Explain whether <i>clients</i> may impose restrictions on investing in certain securities or types of securities.</p> <p>Ironwood does not tailor its advisory services to the individual needs of Investors and does not accept Investor-imposed investment restrictions.</p> <p>Ironwood has not entered into side letter agreements with Investors that impose restrictions on investing in certain securities or types of securities. In the future, Ironwood may enter into additional side letter agreements.</p>
Item 4.D	<p>If you participate in <i>wrap fee programs</i> by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.</p> <p>Not applicable. Ironwood does not participate in wrap fee programs.</p>
Item 4.E	<p>If you manage <i>client</i> assets, disclose the amount of <i>client</i> assets you manage on a <i>discretionary basis</i> and the amount of <i>client</i> assets you manage on a <i>non-discretionary basis</i>. Disclose the date “as of” which you calculated the amounts.</p> <p>As of December 31, 2013, Ironwood manages \$1,779,759,925 of Advisory Client net assets on a discretionary basis. As of that date, Ironwood has \$3,390,024,418 of regulatory assets under management (as reported on Part 1 of Form ADV). Ironwood does not presently manage any assets on a non-discretionary basis.</p>

ITEM 5 – FEES AND COMPENSATION

Item 5.A	<p>Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.</p> <p>Ironwood typically charges fees that are based upon a set percentage of assets under management. It should be noted that detailed disclosure about the fees and other expenses applicable to an investment in the Advisory Clients is provided in the respective Advisory Client’s offering documents, including any supplements, provided to each Investor and prospective Investors. Such documents should be carefully reviewed prior to making an investment in the Advisory Clients.</p> <p><u>The Funds</u></p> <p>Set forth below are summaries of the fees payable by Investors in the Funds.</p> <p>The management fees vary by Fund. Generally, Investors compensate Ironwood, directly or indirectly, by an asset based management fee of 1.20% to 1.95% of each Investor’s assets invested in the applicable Fund payable quarterly. Additional expenses paid by the Funds are discussed in Item 5.C. below.</p> <p>The fees detailed above are negotiable in that Ironwood reserves the right to reduce, waive or calculate differently such fees for certain Investors. It should be noted that principals, employees and certain affiliates of Ironwood currently invested in the Funds are not charged such asset-based fees.</p> <p><u>The Companies</u></p> <p>Set forth below are summaries of the fees payable by Investors in the Companies.</p> <p>The Master Company will pay to Ironwood, as compensation for its investment advisory services, a fee (the “Advisory Fee”). The Advisory Fee shall be a 1.20% annual rate of the net asset value of the Master Company, payable quarterly. The Feeder Company does not pay an Advisory Fee.</p> <p>In addition, the Feeder Company pays an account servicing fee (the “Account Servicing Fee”) of 0.75% of the net asset value of each Investor’s assets, payable quarterly.</p> <p>IT IS IMPORTANT THAT INVESTORS REFER TO THEIR RESPECTIVE ADVISORY CLIENT’S GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF HOW IRONWOOD IS COMPENSATED FOR ITS ADVISORY SERVICES. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY THE RELEVANT ADVISORY CLIENT’S GOVERNING DOCUMENTS.</p>
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Item 5.B	<p>Describe whether you deduct fees from <i>clients</i>' assets or bill <i>clients</i> for fees incurred. If <i>clients</i> may select either method, disclose this fact. Explain how often you bill <i>clients</i> or deduct your fees.</p> <p>Ironwood deducts applicable fees from each Investor's account. It should be noted that with respect to the Master Fund and the Ironwood Feeder Funds the management fee may be charged at either the master or the feeder level (but without any duplication). Such fees are calculated and deducted by an independent third party administrator firm hired by Ironwood. Investors do not have the ability to choose to be billed directly for fees incurred.</p> <p>IT IS IMPORTANT THAT INVESTORS REFER TO THEIR RESPECTIVE ADVISORY CLIENT'S GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF HOW IRONWOOD IS COMPENSATED FOR ITS ADVISORY SERVICES. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY THE RELEVANT ADVISORY CLIENT'S GOVERNING DOCUMENTS.</p>
Item 5.C	<p>Describe any other types of fees or expenses <i>clients</i> may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that <i>clients</i> will incur brokerage and other transaction costs, and direct <i>clients</i> to the section(s) of your <i>brochure</i> that discuss brokerage.</p> <p><u>The Funds</u></p> <p>Expenses paid by the Funds (which may be paid indirectly through investments in Investment Vehicles) may include: (i) brokerage commissions and all other costs of executing transactions; (ii) interest, including any interest related to any borrowing facility or loan financing commitment and arrangement fees, insurance and custodial expenses; (iii) regulatory fees and personal property tax levies assessed by state and local tax authorities; (iv) advisory and other fees payable to investment advisers, consultants, brokers, banks, or other persons; and (v) non-recurring legal and accounting fees, including fees related to litigation and to investigations and proceedings by governmental bodies or self-regulatory organizations.</p> <p>Each Investor in the Ironwood Feeder Funds or the Master Fund may also bear the "Expense Reimbursement" (as defined below). It should be noted that the Expense Reimbursement may be charged at either the master or feeder level (but without any duplication). From an expense perspective, it should be noted that Ironwood shall pay all ordinary administrative and operating expenses of such Funds, including but not limited to (i) the direct and indirect administrative overhead of the such Funds and Ironwood, including salaries of officers and secretarial and clerical personnel, organizational expenses, office rent, utilities, supplies, and other regular office expenses; and (ii) the regular and ordinary legal, accounting, auditing and tax return preparation expenses of such Funds, including the expenses involved in the on-going offering interests/shares in such Funds. In lieu of direct reimbursement from such Funds, Ironwood shall receive from each Investor an amount (the "Expense Reimbursement") equal to one-quarter of .45% the net asset value of each Investor's assets, payable quarterly. Ironwood may waive or reduce the Expense Reimbursement in respect of any Investor without entitling any other Investor to such waiver or reduction. It should be noted that</p>

	<p>principals, employees and certain affiliates of Ironwood currently invested in the Funds are not charged such asset-based fees.</p> <p><u>The Companies</u></p> <p>In addition to the fees disclosed in Item 5.A. above, expenses borne by the Companies include: (i) ordinary operating expenses of the Companies (other than taxes and brokerage commissions) (such expenses the “Company Expenses”); (ii) other transaction-related expense; (iii) any extraordinary expenses of the Companies; (iv) a pro rata share of the expenses of the underlying Investment Vehicles in which the Companies invest (including but not limited to the management fees, performance allocations, and various additional expenses of such Investment Vehicles).</p> <p>Pursuant to an Expense Limitation Agreement with the Companies Ironwood has contractually agreed to waive certain fees and/or reimburse the Companies to the extent necessary to ensure that the Company Expenses shall not exceed 0.25% per annum of the Companies’ net assets.</p> <p>IT IS IMPORTANT THAT INVESTORS REFER TO THEIR RESPECTIVE ADVISORY CLIENT’S GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF THE TYPES OF EXPENSES CLIENTS MIGHT PAY IN CONNECTION WITH ADVISORY SERVICES. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY THE RELEVANT ADVISORY CLIENT’S GOVERNING DOCUMENTS.</p>
Item 5.D	<p>If your <i>clients</i> either may or must pay your fees in advance, disclose this fact. Explain how a <i>client</i> may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.</p> <p>Not applicable to Ironwood. Fees are paid at the end of each fiscal quarter.</p>
Item 5.E	<p>If you or any of your <i>supervised persons</i> accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.</p> <p>Not applicable to Ironwood.</p>
Item 5.E.1	<p>Explain that this practice presents a conflict of interest and gives you or your <i>supervised persons</i> an incentive to recommend investment products based on the compensation received, rather than on a <i>client’s</i> needs. Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to <i>clients</i>. If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds.</p> <p>Not applicable to Ironwood.</p>

Item 5.E.2	<p>Explain that <i>clients</i> have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.</p> <p>Not applicable to Ironwood.</p>
Item 5.3.3	<p>If more than 50% of your revenue from advisory <i>clients</i> results from commissions and other compensation for the sale of investment products you recommend to your <i>clients</i>, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.</p> <p>Not applicable to Ironwood.</p>
Item 5.E.4	<p>If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.</p> <p>Not applicable to Ironwood.</p>

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

If you or any of your *supervised persons* accepts *performance-based fees* – that is, fees based on a share of capital gains on or capital appreciation of the assets of a *client* (such as a *client* that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your *supervised persons* manage both accounts that are charged a *performance-based fee* and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your *supervised persons* face by managing these accounts at the same time, including that you or your *supervised persons* have an incentive to favor accounts for which you or your *supervised persons* receive a *performance-based fee*, and describe generally how you address these conflicts.

Ironwood does not accept performance-based compensation from any of its Advisory Clients. As disclosed in the offering documents for all of the Advisory Clients, performance-based compensation may be paid to underlying Advisers as part of the Advisory Clients' investments in Investment Vehicles. Risk related to the payment of such performance-based compensation is disclosed in the offering documents for all the Advisory Clients.

ITEM 7 – TYPES OF CLIENTS

Describe the types of *clients* to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

As described in Item 1.A, Ironwood offers investment advisory services to certain private investment funds and registered investment companies (i.e., pooled investment vehicles) using a “fund-of-funds” strategy.

In the case of the Funds, the minimum investment is \$1,000,000 subject to waiver by Ironwood.

In the case of the Companies, the minimum investment is \$50,000 - \$250,000 subject to waiver by Ironwood to an amount not less than \$25,000.

The Funds offer interests/shares only to certain qualified Investors and admission to the Funds is not open to the general public. Interests/shares in the Funds are sold only to qualified Investors who are “accredited investors” under Rule 501 of Regulation D of the U.S. Securities Act of 1933, as amended (“Accredited Investors”), and “qualified purchasers” as such term is defined in Section 2(a)(51) of the Investment Company Act (“Qualified Purchasers”).

The Companies only offer units to certain Investors and admission to the Companies is not open to the general public. Units in the Companies will only be sold to Investors who are either (i) natural persons who are an Accredited Investors or (ii) non-natural persons that are “qualified clients” under SEC Rule 205-3 of the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”).

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

Item 8.A	<p>Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that <i>clients</i> should be prepared to bear.</p> <p>Ironwood performs both qualitative and quantitative analysis in evaluating investment strategies, Advisers and Investment Vehicles. Qualitative analysis includes, among other things, review and assessment of an Adviser’s investment process, sources of investment ideas, research methodology, valuation methodology, risk-management techniques, method of operation, background, integrity, talent, dedication, assets under management, personal investment, organization and staff, and liquidity. Quantitative analysis includes, among other things, assessment and review of rates of return, standard deviation of return, Sharpe ratio, correlation with various market indices and with other investment managers, performance compared to other investment managers employing the same strategy, worst loss period, and fees.</p> <p>An important element of the selection process is the subjective assessment of the ability and character of prospective Advisers. Ironwood has developed an investment due diligence process focused on information gathering and on-site due diligence meetings with senior investment and operations professionals of prospective and current Advisers. Ironwood may conduct on-site visits over several years before making an investment. Any such on-site visit may include, but is not limited to, interviews with the managing partners as well as portfolio managers, junior partners, traders and senior analysts. A prospective Adviser must receive unanimous support from Ironwood’s Investment and Risk Committee and Operational Due Diligence team in order to be included in the Ironwood portfolio.</p> <p>As a general guideline, Ironwood favors longer track records, a substantial asset base and a robust business infrastructure to support an Adviser’s investment activities, though these are not the only factors considered by Ironwood. Although many of the Advisers selected are successful, highly regarded members of their industry, on occasion Ironwood, on behalf of an Advisory Client, may select relatively new and unproven Advisers who it believes demonstrate unusual potential.</p> <p>A variety of factors are considered in selecting prospective Advisers, including:</p> <ul style="list-style-type: none"> • Past performance during favorable and unfavorable market conditions • Diversification characteristics in relation to other Advisers • Amount of assets under management • Absence of significant conflicts of interest • Overall integrity and reputation • Percentage of business time devoted to investment activities • Fees charged <p>Ironwood has several sources for identifying prospective Advisers, including:</p> <ul style="list-style-type: none"> • Referrals from other advisers, consultants, brokers and investors
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	<ul style="list-style-type: none"> • Knowledge obtained through current and past investment activities of potential Advisers who manage only proprietary capital or who are employed by other financial entities • Articles and publications • On-site and telephone interviews <p>Investing in securities involves significant risks, including the risk of loss of some or all of an investment. Prospective Investors should speak with their legal, tax, and financial advisors prior to making an investment with Ironwood.</p>
Item 8.B	<p>For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.</p> <p>The investment strategy employed by Ironwood involves significant risk related to: (i) the investments being made by the Advisory Clients and the underlying investments made by the Investment Vehicles and Advisers; (ii) the structure of the Advisory Clients and risks associated with use of underlying Investment Vehicles; and (iii) a variety of other significant risks. For a complete description of the risks involved in the strategy employed by Ironwood, please see the applicable offering documents which contain an expansive review of the risks involved. Each Investor is provided with such risk disclosure in the offering documents for such Advisory Client. Also please see the response to Item 8.C.</p> <p>IT IS IMPORTANT THAT INVESTORS REFER TO THE RELEVANT GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF THE RISKS ASSOCIATED WITH THE STRATEGY EMPLOYED BY IRONWOOD. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY SUCH DOCUMENTS. INVESTMENTS IN THE ADVISORY CLIENT ARE MEANT FOR FINANCIALLY SOPHISTICATED INVESTORS WHO CAN BEAR A TOTAL LOSS OF THEIR INVESTMENT AND THE LIQUIDITY CONSTRAINTS OF THE ADVISORY CLIENTS.</p>
Item 8.C	<p>If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.</p> <p><u>Adviser Risk.</u> Ironwood's multi-manager approach is subject to Adviser risk. Adviser risk encompasses the possibility of loss due to Adviser fraud, intentional or inadvertent deviations from a predefined investment strategy (including excessive concentration, directional investing outside of predefined ranges, excessive leverage or new capital markets), or simply poor judgment. During the lifetime of Ironwood, there could be material changes in one or more Advisers, including changes in control, initial public offerings and mergers. The effect of such changes on an Adviser cannot be predicted but could be material and adverse. Given the limited liquidity of the underling investment funds, the Advisory Clients may not be able to quickly alter their portfolio allocation in</p>

	<p>response to any such changes, resulting in substantial losses from Adviser risk.</p> <p>There can be no assurance that what is perceived by Ironwood or the Advisers as an investment opportunity will not, in fact, result in substantial losses due to one or more of a wide variety of factors. From time to time, the economic viability of an entire strategy may deteriorate, due to excessive concentration of investors implementing the same approach or general economic events that disrupt the source of profits which the strategy seeks to exploit. Ironwood can only be successful if the Advisers are able to invest successfully, and there can be no assurance that this will be the case.</p> <p><u>Multiple Levels of Fees and Expenses; Adviser Performance Fees.</u> Ironwood will incur management, performance, advisory, sponsorship or other fees and expenses when investing in or allocating assets to Advisers. Further, if the Advisers invest in exchange-traded funds or similar managed products, Ironwood will be subject to the fees and costs associated with such investments. In addition, Advisers' performance fees are generally paid on a quarterly or annual basis, and therefore, an Adviser could receive performance fees for a period even though its trading for the year was unprofitable. Once a performance fee is paid, the Adviser generally retains the fee regardless of subsequent performance. Performance fees will be calculated separately for each Adviser, so Ironwood could pay substantial performance fees to Advisers whose trading is profitable even when the Investment Vehicles as a whole have a loss.</p>
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ITEM 9 – DISCIPLINARY INFORMATION

If there are legal or disciplinary events that are material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a *management person* has been *involved* in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the *management person's* favor, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the “date” of an event is the date that the final *order*, judgment, or decree was entered, or the date that any rights of appeal from preliminary *orders*, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a *management person* has been *involved* in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a *client's* or prospective *client's* evaluation.

Item 9.A	<p>A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a <i>management person</i></p> <ol style="list-style-type: none">1. was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any <i>felony</i>; (b) a <i>misdemeanor</i> that <i>involved</i> investments or an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;2. is the named subject of a pending criminal <i>proceeding</i> that involves an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;3. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation; or4. was the subject of any <i>order</i>, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a <i>management person</i> from engaging in any <i>investment-related</i> activity, or from violating any <i>investment-related</i> statute, rule, or <i>order</i> <p>Not applicable to Ironwood.</p>
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Item 9.B	<p>An administrative <i>proceeding</i> before the SEC, any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> in which your firm or a <i>management person</i></p> <ol style="list-style-type: none"> 1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or 2. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation and was the subject of an <i>order</i> by the agency or authority <ol style="list-style-type: none"> (a) denying, suspending, or revoking the authorization of your firm or a <i>management person</i> to act in an <i>investment-related</i> business; (b) barring or suspending your firm's or a <i>management person's</i> association with an <i>investment-related</i> business; (c) otherwise significantly limiting your firm's or a <i>management person's</i> <i>investment-related</i> activities; or (d) imposing a civil money penalty of more than \$2,500 on your firm or a <i>management person</i>. <p>Not applicable to Ironwood.</p>
Item 9.C	<p>A self-regulatory organization (SRO) proceeding in which your firm or a management person</p> <ol style="list-style-type: none"> 1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or 2. was <i>found</i> to have been <i>involved</i> in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from <i>investment-related</i> activities; or (iii) fined more than \$2,500. <p>Note: You may, under certain circumstances, rebut the presumption that a disciplinary event is material. If an event is immaterial, you are not required to disclose it. When you review a legal or disciplinary event involving your firm or a <i>management person</i> to determine whether it is appropriate to rebut the presumption of materiality, you should consider all of the following factors: (1) the proximity of the <i>person involved</i> in the disciplinary event to the advisory function; (2) the nature of the infraction that led to the disciplinary event; (3) the severity of the disciplinary sanction; and (4) the time elapsed since the date of the disciplinary event. If you conclude that the materiality presumption has been overcome, you must prepare and maintain a file memorandum of your determination in your records. See SEC rule 204-2(a)(14)(iii).</p> <p>Not applicable to Ironwood.</p>

**ITEM 10 – OTHER FINANCIAL INDUSTRY
ACTIVITIES AND AFFILIATIONS**

Item 10.A	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.</p> <p>Not applicable to Ironwood.</p>
Item 10.B	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.</p> <p>Not applicable to Ironwood.</p>
Item 10.C	<p>Describe any relationship or arrangement that is material to your advisory business or to your <i>clients</i> that you or any of your <i>management persons</i> have with any <i>related person</i> listed below. Identify the <i>related person</i> and if the relationship or arrangement creates a material conflict of interest with <i>clients</i>, describe the nature of the conflict and how you address it.</p> <ol style="list-style-type: none"> 1. broker-dealer, municipal securities dealer, or government securities dealer or broker 2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund) 3. other investment adviser or financial planner 4. futures commission merchant, commodity pool operator, or commodity trading advisor 5. banking or thrift institution 6. accountant or accounting firm 7. lawyer or law firm 8. insurance company or agency 9. pension consultant 10. real estate broker or dealer 11. sponsor or syndicator of limited partnerships <p>Ironwood does not have any arrangements that are material to its investment business or its clients with a related person that meets any of the categories listed above.</p>

<p>Item 10.D</p>	<p>If you recommend or select other investment advisers for your <i>clients</i> and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.</p> <p>Ironwood does not receive direct or indirect compensation from Investment Vehicles. Rather, Ironwood is compensated by Investors in the pooled investment vehicles managed by Ironwood.</p> <p>Please see item 11.B. for a description of how Ironwood monitors conflicts of interests related to personal investments by Ironwood employees in Investment Vehicles and/or in pooled investment vehicles managed by the Advisers.</p>
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**ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT
TRANSACTIONS AND PERSONAL TRADING**

<p>Item 11.A</p>	<p>If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any <i>client</i> or prospective <i>client</i> upon request.</p> <p>Ironwood’s Joint Code of Ethics (the “Code”) is designed to meet the requirements of Rule 204A-1 of the Advisers Act. In addition, the Code meets the requirements of under Rule 17j-1 of the Investment Company Act.</p> <p>The Code applies to Ironwood’s access persons (which term includes all employees of Ironwood) and sets forth a standard of business conduct that takes into account Ironwood’s status as a fiduciary and requires access persons to place the interests of Advisory Clients and Investors above their own interests. The Code requires access persons to comply with applicable federal securities laws. Further, access persons are required to promptly bring violations of the Code to the attention of Ironwood’s Chief Compliance Officer. All access persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis.</p> <p>The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons. Ironwood’s access persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an access person. In addition, Ironwood’s access persons must provide annual holdings reports and quarterly transaction reports in accordance with Rule 204A-1 of the Advisers Act.</p> <p>In addition, the Code ensures the protection of nonpublic information about the activities of the Advisory Clients. Investors or prospective Investors may obtain a copy of Ironwood’s Code of Ethics by contacting the Chief Compliance Officer, at compliance@ironwoodpartners.com or (415) 777-2400.</p>
<p>Item 11.B</p>	<p>If you or a <i>related person</i> recommends to <i>clients</i>, or buys or sells for <i>client</i> accounts, securities in which you or a <i>related person</i> has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p> <p>Examples: (1) You or a <i>related person</i>, as principal, buys securities from (or sells securities to) your <i>clients</i>; (2) you or a <i>related person</i> acts as general partner in a partnership in which you solicit <i>client</i> investments; or (3) you or a <i>related person</i> acts as an investment adviser to an investment company that you recommend to <i>clients</i>.</p> <p>As explained in Item 10 above, Ironwood serves as the investment adviser to the Advisory Clients and as such recommend interests in the Advisory Clients to prospective Investors. Ironwood (or its affiliates) has a material financial interest with respect to fees paid by Investors. Asset based fees (as described in item 5.A.) are payable without regard to the overall success or income earned by the Advisory Clients and therefore may create an incentive on the part of Ironwood to raise or otherwise increase assets under management to a higher level than would</p>

	<p>be the case if Ironwood were receiving a lower or no asset based fee.</p> <p>Ironwood, its employees or their related persons may also invest directly in any one, some or all of the Advisory Clients (other than the SPV). It should be noted that investments in the Advisory Clients made by such parties may not be subject to the asset based fees described above. The fact that Ironwood’s principals and employees have financial ownership interests in the Advisory Clients also creates a potential conflict in that it could cause Ironwood to make different investment decisions than if such parties did not have such financial ownership interests.</p> <p>In addition, the principals, officers and employees of Ironwood and its affiliates may buy and sell, for their own account or for the account of other clients, securities and other financial instruments, in each case of the same or a similar type to those bought or sold on behalf of the Advisory Clients (such as investments in Investment Vehicles).</p> <p>Furthermore, for the avoidance of doubt, there are instances whereby certain principals of Ironwood have made direct investments in Investment Vehicles managed by Advisers. In certain instances, Advisory Clients have subsequently, made investments in the same Investment Vehicles (or other pooled investment vehicles managed by such Adviser). In such situations, Ironwood principals holding such investments have waived certain rights relating to such personal investment. If you have any questions about such investments, please contact the Chief Compliance Officer.</p> <p>It should also be noted that Ironwood and its affiliates may give advice and recommend the purchase or sale of securities and other financial instruments, or buy or sell such securities, and instruments for their own account or that of other clients, which advice or instruments may differ from advice given to, or instruments recommended or bought or sold for, the Advisory Clients, even though their investment objectives may be the same or similar. Potential conflicts of interest may arise in connection with the personal trading activities of Ironwood’s employees.</p> <p>As stated in Item 11 herein, in order to address these potential conflicts and in recognition of Ironwood’s fiduciary obligations to its Advisory Clients and Ironwood’s desire to maintain its high ethical standards, Ironwood has adopted the Code which contains provisions designed to: (i) prevent improper personal trading by Ironwood’s access persons; (ii) prevent improper use of material, non-public information about securities recommendations made by Ironwood or securities holdings of the Advisory Clients; (iii) identify conflicts of interest; and (iv) provide a means to resolve any actual or potential conflict in favor of the Advisory Clients.</p>
Item 11.C	<p>If you or a <i>related person</i> invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a <i>related person</i> recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.</p> <p>Ironwood believes that high ethical standards are essential for the success of Ironwood and to maintain the confidence of its Advisory Clients. The Code is designed to ensure that the personal securities transactions of Ironwood and its</p>

	<p>affiliates, officers, employees (and certain members of their families) and the Board of Directors (in the case of the Companies) do not conflict with transactions effected on behalf of the Advisory Clients. Employees of Ironwood must (i) place the interests of Advisory Clients first, (ii) avoid taking inappropriate advantage of their positions within the firm, and (iii) conduct their personal securities transactions in full compliance with the Code.</p> <p>As required by Rule 204A-1 of the Advisers Act, Ironwood requires its access persons to report their securities transactions on a quarterly basis and disclose their securities holdings upon employment and on an annual basis thereafter. Ironwood also restricts the personal trading of its access persons. Access persons are generally prohibited from trading and are required to pre-clear transactions in all reportable securities. In addition, Ironwood also requires the Board of Directors of the Companies to report certain securities transactions in accordance with the requirements of the Investment Company Act.</p> <p>Ironwood also maintains policies and procedures to prevent insider trading that are designed to prevent the misuse of material, non-public information. Ironwood's personnel are required to certify their compliance with the policies and procedures to prevent insider trading</p>
Item 11.D	<p>If you or a <i>related person</i> recommends securities to <i>clients</i>, or buys or sells securities for <i>client</i> accounts, at or about the same time that you or a <i>related person</i> buys or sells the same securities for your own (or the <i>related person's</i> own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p> <p>Please refer to Ironwood's responses to Items 11.A, 11.B, and 11.C above.</p>

ITEM 12 – BROKERAGE PRACTICES

Item 12.A.1	<p>Describe the factors that you consider in selecting or recommending broker-dealers for <i>client</i> transactions and determining the reasonableness of their compensation (e.g., commissions).</p> <p>1. Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”), disclose your practices and discuss the conflicts of interest they create.</p> <p>Note: Your disclosure and discussion must include all soft dollar benefits you receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.</p> <ol style="list-style-type: none"> a. Explain that when you use <i>client</i> brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services. b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your <i>clients’</i> interest in receiving most favorable execution. c. If you may cause <i>clients</i> to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact. d. Disclose whether you use soft dollar benefits to service all of your <i>clients’</i> accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to <i>client</i> accounts proportionately to the soft dollar credits the accounts generate. e. Describe the types of products and services you or any of your <i>related persons</i> acquired with <i>client</i> brokerage commissions (or markups or markdowns) within your last fiscal year. f. Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for soft dollar benefits you received. <p>As a “fund-of-funds” manager, Ironwood generally has no direct investments other than those in Investment Vehicles. Ironwood is not involved in selecting or recommending broker-dealers for Advisory Client transactions and determining the reasonableness of broker-dealer compensation (e.g., commissions). Broker-</p>
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	<p>dealer selection and recommendations are handled by Advisers. Furthermore, Ironwood does not receive research or other products or services from broker-dealers or third parties in connection with Advisory Client transactions (“soft dollar benefits”). It is expected that Advisers and Investment Vehicles utilized by Ironwood will allocate brokerage business generally on the basis of best available execution and in consideration of such brokers' provision of brokerage, research and related services (but no absolute assurances can be made in that respect). Ironwood has no direct control over any Adviser’s best execution review processes.</p>
Item 12.A.2	<p><u>Brokerage for <i>Client</i> Referrals.</u> If you consider, in selecting or recommending broker-dealers, whether you or a <i>related person</i> receives <i>client</i> referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.</p> <ul style="list-style-type: none"> a. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving <i>client</i> referrals, rather than on your <i>clients’</i> interest in receiving most favorable execution. b. Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for <i>client</i> referrals. <p>Not applicable to Ironwood.</p>
Item 12.A.3	<p><u>Directed Brokerage.</u></p> <ul style="list-style-type: none"> a. If you routinely <u>recommend</u>, <u>request</u> or <u>require</u> that a <i>client</i> direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their <i>clients</i> to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of <i>client</i> transactions, and that this practice may cost <i>clients</i> more money. b. If you <u>permit</u> a <i>client</i> to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of <i>client</i> transactions. Explain that directing brokerage may cost <i>clients</i> more money. For example, in a directed brokerage account, the <i>client</i> may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the <i>client</i> may receive less favorable prices. <p>Not applicable to Ironwood.</p>
Item 12.B	<p>Discuss whether and under what conditions you aggregate the purchase or sale of securities for various <i>client</i> accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe</p>

	<p>the costs to <i>clients</i> of not aggregating.</p> <p>Not applicable to Ironwood. Ironwood is generally not permitted to aggregate the purchase or sale of Investment Vehicles by Advisory Clients. In addition, such aggregation of order does not provide any cost savings to Advisory Clients. Although Ironwood will not generally aggregate orders for investments in Investment Vehicles. As noted in Item 4, Ironwood reserves the right in the future to form special purpose vehicles to make investments for one or more of the Advisory Clients.</p>
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ITEM 13 – REVIEW OF ACCOUNTS

Item 13.A	<p>Indicate whether you periodically review <i>client</i> accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.</p> <p>Ironwood regularly monitors the performance of the Advisers and Investment Vehicles and makes periodic visits to the offices of the Advisers to review their activities. The frequency of Ironwood’s on-site reviews varies depending on a number of factors which may include: length of relationship, size of allocation and degree of change in trading strategy (if any). The Advisers are contacted frequently regarding their periodic results and for their analysis of significant events as such events relate to the Advisers’ investment strategies and influence the Advisers’ investment decisions.</p> <p>If an Adviser’s or Investment Vehicle’s relative performance is poor or if significant changes occur in an Adviser’s approach or investments, the capital allocation to that Adviser may be reduced or withdrawn. The Advisory Client’s assets are also reallocated among different Advisers to reflect analysis as to which investment strategies are best suited to current market conditions.</p> <p>The Advisory Client portfolios are regularly reviewed and their performance is analyzed on a periodic basis. Ironwood’s investment committee meets on a routine basis to review Advisory Client portfolios for consistency with client’s investment objectives and guidelines.</p>
Item 13.B	<p>If you review <i>client</i> accounts on other than a periodic basis, describe the factors that trigger a review</p> <p>Please refer to Ironwood’s response to Item 13.A. above.</p>
Item 13.C	<p>Describe the content and indicate the frequency of regular reports you provide to <i>clients</i> regarding their accounts. State whether these reports are written.</p> <p>Investors receive unaudited performance reports and statements of estimated changes to their capital accounts monthly and audited year-end financial statements on an annual basis. Investors receive monthly and quarterly written commentary. For tax reporting purposes, Ironwood also provides each Investor with the requisite tax reporting forms.</p>

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Item 14.A	<p>If someone who is not a <i>client</i> provides an economic benefit to you for providing investment advice or other advisory services to your <i>clients</i>, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.</p> <p>Not applicable to Ironwood.</p>
Item 14.B	<p>If you or a <i>related person</i> directly or indirectly compensates any <i>person</i> who is not your <i>supervised person</i> for <i>client</i> referrals, describe the arrangement and the compensation.</p> <p>Ironwood and its related persons do not directly or indirectly compensate any person who is not a supervised person for Advisory Client referrals.</p> <p>However, it should be noted that Ironwood may from time to time engage placement agents, solicitation agents or finders for the interests/shares of the Funds (“Selling Agents”). Ironwood may pay Selling Agents a portion of the fees paid to Ironwood or other compensation. Such compensation is paid in a manner intended to comply with Rule 206(4)-3 of the Advisers Act, which regulates the payment of solicitation fees by registered investment advisers, as well as applicable regulations under the Securities Exchange Act of 1934, as amended.</p> <p>In some instances, Ironwood may pay referral fees to Selling Agents from the management fee and/or operating expense reimbursements payable to it. In other instances, each Investor who is introduced to a Fund through a Selling Agent may be charged a selling commission by the Selling Agent, which will be equal to a percentage of the subscription, proceeds to be agreed between the Selling Agent and the Investor.</p> <p>The selling commissions charged to each Investor will vary among the Selling Agents, and each Selling Agent may impose varying selling commissions on different investors, depending on the amount invested and other factors. Selling commissions may be waived in whole or in part by the relevant Selling Agent. If selling commissions are charged, each affected Investor will be notified of any applicable selling commission charged in respect of its investment.</p> <p>Further, with respect to the Companies, Ironwood has fee-sharing arrangements in place with registered broker-dealers whereby the broker-dealers receive a portion of Ironwood’s servicing fee with respect to the investors that the broker-dealers bring to the Companies. All investors subject to this arrangement are required to sign disclosure statements indicating full knowledge and approval of the fee-sharing arrangement. In addition, with a limited number of broker dealers, Ironwood has revenue-sharing arrangements whereby Ironwood may pay from their own resources additional compensation to such broker-dealers in connection with the servicing of investors. This revenue sharing arrangement is fully disclosed in each Company’s Prospectus.</p>

ITEM 15 – CUSTODY

If you have *custody* of *client* funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your *clients*, explain that *clients* will receive account statements from the broker-dealer, bank or other qualified custodian and that *clients* should carefully review those statements. If your *clients* also receive account statements from you, your explanation must include a statement urging *clients* to compare the account statements they receive from the qualified custodian with those they receive from you.

In addition to the above, it should be noted that Ironwood maintains the cash assets of the Funds and Companies in custodial accounts with a “qualified custodian” pursuant to Rule 206(4)-2 under the Advisers Act. Ironwood also has elected to notify Investors in writing of the qualified custodian’s name, address and the manner in which the assets are maintained promptly when the account is opened and following any changes to this information. This Brochure serves as that notification.

The qualified custodian for the Companies and the Funds currently is:

BNY Mellon Corporation
101 Barclay Street, 21 West
New York, NY 10286

The Funds also use the following qualified custodian for some of their assets:

State Street Bank and Trust
4 Copley Place, 5th Floor
Boston, Massachusetts 02116

Finally, Ironwood reasonably believes that it will provide Investors with audited financial statements for their Fund or Company (as the case may be) within 180 days of the end of the applicable entities fiscal year.

INVESTORS ARE URGED TO CAREFULLY REVIEW THOSE STATEMENTS PROVIDED BY IRONWOOD AND COMPARE THE INFORMATION THEREIN TO THE INFORMATION PROVIDED BY THE ADMINISTRATOR.

ITEM 16 – INVESTMENT DISCRETION

If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

Ironwood has discretionary authority to manage securities accounts on behalf of its Advisory Clients. Ironwood is authorized to make purchase and sale decisions for Advisory Clients, and is also authorized to allocate assets with Investment Vehicles and Advisers. As explained in Item 4.C., above, the investment strategy of each Advisory Client is set forth in detail in such Advisory Client's offering documents.

Investors in the Advisory Clients do not have the ability to impose limitations on Ironwood's discretionary authority. Prospective Investors are provided with an offering document prior to their investment and are encouraged to carefully review the offering document and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective Investors must also execute a subscription agreement, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, prospective Investors in domestic Funds must execute a limited partnership agreement.

ITEM 17 – VOTING CLIENT SECURITIES

Item 17.A	<p>If you have, or will accept, authority to vote <i>client</i> securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your <i>clients</i> can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your <i>clients</i> with respect to voting their securities. Describe how <i>clients</i> may obtain information from you about how you voted their securities. Explain to <i>clients</i> that they may obtain a copy of your proxy voting policies and procedures upon request.</p> <p>Ironwood understands and appreciates the importance of proxy voting and will generally manage the receipt of incoming proxies, maintain a log of all proxies, and place votes based on established policies and guidelines. In the course of exercising discretion to vote a proxy, Ironwood will vote any such proxies in the best interests of the Advisory Clients and in accordance with the procedures outlined below (as applicable).</p> <p>If no material conflict is identified pursuant to Ironwood’s set procedures Ironwood’s investment personnel will make a decision on how to vote the proxy in question. Ironwood also has the flexibility to abstain from a particular proxy vote when it is determined to be in the best interest of investors. However, if Ironwood has determined that there are any conflicts of interest related to the proxy in question the “Proxy Voting Committee” will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not.</p> <p>Ironwood is not requested to vote the proxies of traditional operating companies, but rather, can be requested to vote on behalf of the Advisory Clients. In voting proxies, Ironwood is guided by general fiduciary principles. Ironwood’s goal is to act prudently and solely in the best interest of the Advisory Clients. Ironwood will vote proxies in the manner that it believes will be consistent with efforts to achieve a client’s stated objectives, including maximizing portfolio values. Generally, Ironwood divides proxies into routine matters and non-recurring or extraordinary matters. It is Ironwood’s general policy to vote with an underlying Investment Vehicle’s management’s recommendations on routine matters. For non-recurring extraordinary matters, Ironwood votes on a case-by-case basis in the best interest of the Advisory Clients. Ironwood will maintain a record of each proxy form as voted, for a period not less than 5 years, and provide a record of such votes upon an Investor’s written request.</p> <p>Investors do not have the authority to direct Ironwood’s votes with respect to proxies initiated by the Advisory Clients’ underlying Investment Vehicles. That said, copies of Ironwood’s proxy voting procedures and voting records are available upon request. Please contact compliance@ironwoodpartners.com or (415) 777-2400.</p>
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Item 17.B	<p>If you do not have authority to vote <i>client</i> securities, disclose this fact. Explain whether <i>clients</i> will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) <i>clients</i> can contact you with questions about a particular solicitation.</p> <p>Not applicable to Ironwood.</p>
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ITEM 18 – FINANCIAL INFORMATION

Item 18.A	<p>If you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, include a balance sheet for your most recent fiscal year.</p> <ol style="list-style-type: none"> 1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity. 2. Show parenthetically the market or fair value of securities included at cost. 3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X. <p>Not applicable to Ironwood.</p>
Item 18.B	<p>If you have <i>discretionary authority</i> or <i>custody</i> of <i>client</i> funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to <i>clients</i>.</p> <p>Not applicable to Ironwood.</p>
Item 18.C	<p>If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.</p> <p>Not applicable to Ironwood.</p>