

**SANDLER O'NEILL ASSET MANAGEMENT, LLC
(PART 2A OF FORM ADV)**

SANDLER O'NEILL ASSET MANAGEMENT, LLC

January 1, 2014

This brochure provides information about the qualifications and business practices of Sandler O'Neill Asset Management, LLC (the "Adviser"), an investment adviser registered with the United States Securities and Exchange Commission (the "SEC"). If you have any questions about the contents of this brochure, please contact us at (212) 486-7300. This information has not been approved or verified by the SEC or by any state securities authority.

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

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

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Item 2. Material Changes

The following summary discloses the material changes that have been made to this brochure since the Adviser's last amendment filing made as of January 1, 2013:

The Adviser has updated Item 4 to add SOAM Market Neutral Master Fund, Ltd. as a new private fund and to delete Malta Partners, L.P. as this fund was liquidated in 2013.

The Adviser has updated Item 10 to reflect a change in ownership of the Adviser and to disclose that the managing member of the Adviser has certain relatives that are employed by or provide certain services to the Adviser.

In addition, the Adviser restructured its ownership in 2013. The Adviser's special, non-managing member, Sandler O'Neill Holdings, LLC ("SONH"), redeemed its ownership interest in full. The members of SONH were some of the partners of Sandler O'Neill + Partners, LP ("SOP"). Following the restructuring, Terry Maltese and other employees of the Adviser own 100% of the Adviser's equity, however, under certain circumstances, ten SOP partners, in their individual capacity, have a right to receive a portion of the Adviser's annual net income. Historically, SOP provided certain services to the Adviser such as technology support and corporate accounting services. As part of the Adviser's restructuring, these services are no longer provided by SOP or are in the process of being phased out and replaced by other third party service providers.

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Item 4. Advisory Business

Sandler O'Neill Asset Management, LLC (the "Adviser") is an investment adviser with its principal place of business in New York, New York that commenced operations as an investment adviser in 1996 and has been registered with the Securities and Exchange Commission (the "SEC") since November 17, 2010. Terry Maltese is the principal owner of the Adviser.

The Adviser provides investment advisory services on a discretionary basis to client accounts that are private pooled investment vehicles, including SOAM TARP Opportunity Fund, L.P. and SOAM TARP Opportunity Fund II, L.P. (each a "TARP Fund"), Malta MLC Fund, L.P., Malta Hedge Fund, L.P., Malta Hedge Fund II, L.P., Malta Thrift Fund, L.P. and SOAM Phoenix Partners, L.P., (each a "Domestic Fund"), SOAM Market Neutral Master Fund, Ltd., Malta Titan Fund, L.P., Malta MLC Offshore, Ltd. and Malta Offshore, Ltd. (the "Offshore Funds") and the MS SOAM U.S. Financial Services UCITs Fund, a sub-fund of FundLogic Alternatives plc, an umbrella fund authorized by the Central Bank of Ireland and the related U.S. Financial Services Segregated Portfolio, which is a portfolio of Alphas Managed Accounts Platform VII Limited ("Alphas"), a private company with limited liability incorporated in Ireland (Alphas and MS SOAM U.S. Financial Services UCITs Fund are collectively referred to herein as, the "UCITs Fund"). SOAM Holdings, LLC, an affiliate of the Adviser, serves as the general partner to the Domestic Funds and Malta Titan Fund, L.P. Affiliates of the Adviser, SOAM Venture Holdings, LLC and SOAM Ventures, LLC, serve as the general partner and the investment manager, respectively, of SOAM Capital Partners, L.P. ("Capital Partners"). The TARP Funds, Domestic Funds, the Offshore Funds, the UCITs Fund and Capital Partners are collectively referred to as the "Funds."

The Adviser provides advice to the Funds based on specific investment objectives, strategies and investment restrictions. The Adviser does not tailor advisory services to the individual needs of investors in the Funds. Investors in the Funds may not impose restrictions on investing in certain securities or certain types of securities.

The Adviser also manages SOAM Multi-Manager Specialist Fund, L.P., which is a fund of funds (the "Multi-Manager Fund"). The Adviser has delegated investment discretion for the Multi-Manager Fund to an unaffiliated sub-adviser.

As of December 31, 2013, the Adviser had approximately \$1.7 billion regulatory assets under management, all of which are managed on a discretionary basis.

Asset-Based Compensation

The Adviser is paid an investment management fee on each of the Funds and the Multi-Manager Fund, which range from 0.25% (per annum) to 1.5% (per annum) of the assets of each particular Fund. SOAM Ventures, LLC, an affiliate of the Adviser, is paid an investment management fee from Capital Partners equal to 2.0% per annum on invested capital.

Investment management fees are charged to the Funds each fiscal quarter in advance based on their net asset value on the first day of the fiscal quarter (except for Capital Partners which is charged a management fee in advance on each January 1 and July 1). If an investor in a Fund invests other than as of the beginning of the quarter or an investor in a Fund makes an addition to its investment during a quarter the investment management fee will be charged as of the effective date of the investment and will be prorated for the number of months remaining in the quarter.

Under certain limited circumstances, these fees may be negotiable.

Performance-Based Compensation

The Adviser and affiliates of the Adviser may be paid a performance-based fee, which is compensation that is based on a share of capital gains on or capital appreciation of the assets of a Fund. This performance-based compensation ranges from 10% to 20%, and is subject to a high water mark in each case (except with respect to investors in Capital Partners and the Tarp Funds (for which the performance-based fees are only charged after the relevant fund has returned 100% of the investors' contributed capital)). The Adviser is not paid a performance-based fee with respect to the Multi-Manager Fund, but rather such performance-based fee is paid to an unaffiliated sub-adviser.

Under certain limited circumstances, these fees may be negotiable.

Except to the extent the Adviser collects fees via invoice to Fund investors, the Adviser deducts the fees from the Funds by instructing the Fund's custodian.

Other Fees and Expenses

In addition to paying investment management fees and performance-based fees, the Funds may also be subject to other investment expenses (e.g., brokerage fees and commissions and interest expense), legal, accounting and consulting expenses, auditing and tax preparation expenses, news, quotation and computer equipment and services, dues and subscriptions, expenses incurred for research and investment information related purposes, expenses relating to the offer and sale of limited partnership interests and other expenses related to the Funds.

Assets of the Multi-Manager Fund are invested in pooled investment vehicles. Therefore, the Multi-Manager Fund bears its pro rata share of the underlying fund's operating and other expenses including, in addition to those listed above, sales expenses, legal expenses, internal and external accounting, audit and tax preparation and organizational expenses.

Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser's brokerage practices.

The Adviser does not normally permit investors in the Funds to withdraw other than as of the end of a quarter (with the exception of (i) the UCITs Fund, which permits investors to withdraw on a weekly basis and (ii) Capital Partners and the TARP Funds, which do not permit investors to make withdrawals).

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

The Adviser and its investment personnel provide investment management services to multiple funds. The Adviser or its affiliate is paid performance-based compensation by the Funds, other than the Multi-Manager Fund. In addition, certain funds have more favorable performance-based compensation arrangements than other funds. When the Adviser and its investment personnel manage more than one fund the potential exists for one fund to be favored over another fund. The Adviser and its investment personnel could have a greater incentive to favor funds that pay the Adviser higher fixed fees or performance-based fees.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple Funds and the allocation of investment opportunities. When allocating investment opportunities that are appropriate for more than one Fund, the Adviser will do so on an equitable basis, taking into account factors, which include but are not limited to, the difference in the available net assets, relative exposure to short-term market trends, the investment programs and investment restrictions, the portfolio positions of the Funds for which participation is appropriate, cash available in each Fund, the size of each particular security position, and the anticipated holding period for a particular investment. Similarly, if an order on behalf of more than one Fund cannot be fully executed under prevailing market conditions, securities may be allocated among the different Funds on a basis that the Adviser considers equitable. From time to time securities that are appropriate for more than one Fund may be purchased in small increments that make it impractical to allocate to more than one Fund. In such a case, the Adviser may allocate the entire amount purchased in such security to only one Fund, but will use its best efforts to ensure that each Fund ultimately has an opportunity to participate in these investment opportunities, as applicable.

Item 7. Types of Clients

The Adviser's clients consist of private investment funds, except for the UCITs Fund.

Any initial and additional minimum investment amounts are disclosed in the offering memorandum for each Fund.

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

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. The Adviser primarily uses fundamental research and analysis in making investment decisions. As part of its fundamental analysis, it creates earnings models for many companies, conducts extensive due diligence and makes qualitative assessments. In addition, from time to time the Adviser will also use various technical analytical tools and approaches as part of its portfolio management. The Funds invest in companies primarily in the financial services industry, predominantly in U.S. publicly-traded securities of bank holding companies, banks, thrift institutions, insurance companies and other financial companies, including, but not limited to, finance companies, mortgage companies, asset managers and credit card companies, as further described in the applicable Fund's offering memorandum. Although the Funds primarily focus on investments in securities of financial institutions, they may also invest in securities of non-financial institutions.

The Multi-Manager Fund invests in other investment funds managed by investment managers as further described in its offering memorandum.

The methods and strategies detailed above may employ the following techniques:

Hedging. The Adviser utilizes significant hedging in an effort to reduce portfolio risk and volatility. Hedging techniques will include the use of short sales, the purchase of puts (on individual stocks or stock indices), and, at times, the maintenance of significant cash and cash equivalent positions.

Buy and Hold. With respect to certain securities, the Adviser may buy such securities and hold them for a relatively long period of time, regardless of short-term factors such as fluctuations in the market or volatility of the stock price.

Short Selling. The Adviser engages in short selling strategies. In a short sale transaction, the Adviser sells a security it does not own in anticipation that the market price of that security will decline.

Leverage. From time to time the Adviser may utilize leverage, which involves borrowing funds from brokerage firms, banks and other institutions in order to increase the amount of capital available to be invested.

These methods and strategies involve risk of loss to investors in the Funds and such investors must be prepared to bear the loss of their entire investment in a Fund.

The following material risks are related to the Adviser's investment strategies:

Lack of Diversification. Since a vast majority of each Fund's portfolio will be concentrated in the financial services industry, the portfolios of each Fund may be subject to more rapid change in value than would be the case if the Adviser were required to maintain a wide diversification among industry groups.

Hedging Transactions. The Adviser expects to utilize significant hedging in order to reduce market risk and volatility. There can be no assurances that a particular hedge is appropriate, or that certain risk is measured properly. To the extent the Adviser's assessment of certain market movements is incorrect, the use of hedging could result in losses greater than if hedging had not been used.

Leverage. Performance may be more volatile if a Fund uses leverage.

Short Selling Risk. The Adviser's investment program includes short selling. Short selling transactions expose the Adviser to the risk of loss in an amount greater than the initial investment, and such losses

can increase rapidly and without effective limit. There is the risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

High Portfolio Turnover. The Adviser's strategy may use frequent trading which results in significantly higher commissions and charges to the Funds due to increased brokerage activity, which will offset profits.

Options. In connection with the use of options, there may be an imperfect correlation between the change in market value of a security and the prices of the options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

Illiquid Instruments. Certain instruments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and the Adviser's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for the Adviser to obtain market quotations based on actual trades for the purpose of valuing a Fund's portfolio.

The following risks are associated with the types of investments primarily made by the Adviser:

Factors Affecting Financial Services Industry.

Banking Supervision and Regulation. Banks and thrifts and their holding companies (collectively, "banking organizations") are subject to an extensive framework of federal and/or state laws and regulations and pervasive supervision by one or more federal and/or state regulators. Such regulatory framework has only increased in complexity and pervasiveness under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). Pursuant to this framework, the federal and/or state banking agencies have broad investigatory powers over banking organizations, including the authority to require detailed periodic reports and to conduct extensive periodic examinations, as well as broad enforcement powers, including the power to impose substantial fines and other significant penalties (up to, and including, seizure of a depository institution) for violations of law or unsafe and unsound practices.

The impact of this regulatory environment often puts banks and thrifts at a competitive disadvantage compared to less regulated competitors such as finance companies, mortgage banking companies and leasing companies. Moreover, the supervision and regulation of banking organizations is intended primarily for the protection of depositors, the deposit insurance fund of the Federal Deposit Insurance Corporation and the banking system as a whole, but not for the protection of the financial institution's shareholders. Accordingly, the regulatory environment to which banking organizations are

subject may negatively impact the value of a shareholder's investment in several ways, including, but not limited to, those set forth below:

Activity Restrictions. Banking organizations are subject to significant activity and investment restrictions. Most banking organizations are not permitted to engage in, directly or indirectly, any activity that is not "closely related" or "incidental" to banking, as defined by applicable law. Banking organizations that qualify as "financial holding companies" under the regulations of the Federal Reserve Board are permitted to engage in additional activities, defined as "financial in nature," under applicable law. However, even this broader category is significantly limited compared to the range of activities a non-banking entity may engage in.

Even within the areas in which banking organizations may act, their actions are often subject to prior approval by the applicable banking regulator.

Dividend Restrictions. The ability of a banking organization to pay dividends or make capital distributions is limited by federal and/or state laws, by regulations of applicable bank regulatory agencies, and by principles of prudent bank management. As a result, banking organizations have less latitude to issue dividends than non-banking entities.

Capital Requirements. Banking organizations are subject to strict regulatory capital requirements, which require the organization to maintain certain core capital and risk-based capital ratios and limit the type of assets that qualify as capital. These regulatory capital requirements are expected to become more stringent in the coming years with the implementation of the standards set forth in the Basel Committee's 2010 capital and liquidity reform package known as Basel III. While these regulatory capital requirements protect the financial security of banking organizations, they may also cause organizations to forgo growth and potentially profitable opportunities because of the impact (real or potential) on their capital ratios.

Reserve and Liquidity Requirements. In addition to the capital requirements, banking organizations that are depository institutions are required to comply with (i) reserve requirements that require an institution to maintain cash reserves at least equal to a certain percentage of the total value of all its transactional accounts and non-personal time deposits, and (ii) liquidity requirements that require an institution to maintain cash and other liquid assets at least equal to a certain percentage of the total value of its net withdrawable deposit accounts and borrowings payable in one year or less. These requirements are expected to become more stringent in the coming years with the implementation of the standards set forth in Basel III. As with the capital requirements, the reserve and liquidity requirements could also cause depository institutions to forgo potentially profitable opportunities because of the impact (real or potential) on their reserve or liquidity ratios.

Community Reinvestment Act. Federal law requires all banking organizations that are depository institutions to demonstrate that they are meeting the credit needs of low- and moderate-income borrowers in their communities, as well as investing in, and providing services to, low and moderate income level neighborhoods. Institutions that are deemed by an applicable banking regulator to have failed to satisfy these requirements may face significant difficulty in securing approval for new activities or acquisitions. Thus, depository institutions are subject to community service requirements that are not applicable to other businesses.

Item 9. Disciplinary Information

The Adviser has no legal or disciplinary events to disclose.

Item 10. Other Financial Industry Activities and Affiliations

In addition to approximately 35 other broker-dealers, the Adviser uses Sandler O'Neill & Partners, L.P., a registered broker-dealer, to effect securities transactions on behalf of the Funds. Certain partners of Sandler O'Neill & Partners, L.P. were also members of Sandler O'Neill Holdings, LLC, which was a non-managing member of the Adviser. However, in 2013, the Adviser restructured its ownership and Sandler O'Neill Holdings, LLC redeemed its ownership interest in full. Following the restructuring, under certain circumstances, ten partners of Sandler O'Neill & Partners, L.P., in their individual capacity, have a right to receive a portion of the Adviser's annual net income. These ten partners have no rights or powers to affect the business of the Adviser or the day-to-day management or investment decisions of the Adviser and no authority to remove the managing member. This relationship may be perceived as creating a conflict of interest as the Adviser may be perceived as having an incentive to effect client securities transactions through Sandler O'Neill & Partners, L.P. in lieu of other brokers. The Adviser has adopted a policy that it will effect securities transactions with Sandler O'Neill & Partners, L.P. in the same manner as it does with other brokers and only if the transaction is consistent with the Adviser's duty to obtain best execution.

Each of the Funds for which the Adviser or its related person serves as general partner or investment manager either has or may in the future enter into agreements, or "side letters," with certain prospective or existing investors whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for a Fund. For example, such terms and conditions may provide for special lock up/commitment periods, notice periods, management fee/incentive allocation and information rights and such other rights as may be negotiated by a Fund and such investor. The modifications are solely at the discretion of a Fund and may, among other things, be based on the size of the investor's investment in the Fund or affiliated investment entity, an agreement by an investor to maintain such investment in the Fund for a significant period of time, or other similar commitment by an investor to the Fund.

The Multi-Manager Fund currently invests in Malta Hedge Fund, L.P., which is also managed by the Adviser, and may invest in one or more of the other Funds managed by the Adviser in the future. Malta Hedge Fund, L.P. waives the management fee for the Multi-Manager Fund, however, Malta Hedge Fund, L.P. does charge the Multi-Manager Fund performance based compensation. The Adviser does not share in performance based compensation charged by the Multi-Manager Fund to its investors as it is allocated solely to the sub-adviser of the Multi-Manager Fund.

The Adviser's managing member, Terry Maltese, has a niece and sister who are also employed by the Adviser. In addition, Mr. Maltese's brother is the managing member of a company that provides some administrative services for the Adviser. Further, Mr. Maltese's wife is employed by Sandler O'Neill + Partners, L.P. The following relationships may be perceived as a conflict of interest.

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

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its related persons to put the interests of the Funds before their own interests and to act honestly and fairly in all respects in their dealings with the Funds. All of the Adviser's personnel are also required to comply with applicable federal securities laws. Investors or prospective investors in the Funds may obtain a copy of the Code by contacting Jason Craig (Chief Compliance Officer) by email at JCraig@soam.com, or by telephone at 212-486-7300. See below for further provisions of the Code as they relate to the preclearing and reporting of securities transactions by related persons.

The Adviser, in the course of its investment management, may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of the Funds. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person. The Adviser maintains and enforces written policies and procedures, including maintaining an active restricted list, to assure that the Adviser is meeting its obligations to the Funds and remains in compliance with applicable law.

The Adviser requires its access persons to preclear transactions in securities of financial services companies, initial public offerings, follow-on offerings and limited offerings in their personal accounts with the Adviser's managing member and the Chief Compliance Officer of the Adviser, either of whom may deny permission to execute the transaction if such transaction will have a material, adverse economic impact on a Fund.

In addition, the Adviser's Code prohibits the Adviser's employees from purchasing in the open market or selling short any security of a financial services company in a personal account. Additionally, an employee is not permitted to sell any securities he or she holds in financial services companies unless he or she first receives the Adviser's consent and such sale would not have a material, adverse effect on the Funds and the Funds are not in the process of buying or selling such securities. Each employee of the Adviser must ensure that all transaction data from his or her brokerage accounts is either captured by electronic feed by the Adviser's compliance software or arrange for duplicate copies of month-end brokerage statements to be sent directly to the Adviser. Trading in employee accounts will be reviewed by the Adviser's compliance team and compared with transactions for the Funds.

Item 12. Brokerage Practices

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include among others, the brokers' ability to effect such transactions, their facilities, reliability and financial responsibility, and the provision or payment (or the rebate to the Fund for payment) of the costs of brokerage or research products or services, including access to meetings with management of companies and investment ideas, which the Adviser considers to be of benefit to the Fund and the Adviser. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a Fund may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. Select employees of the Adviser meet at least quarterly to evaluate the broker-dealers used by the Adviser to execute trades for the Funds using the foregoing factors and any other factors that the Adviser determines relevant.

The Adviser, receives research or other products or services other than trade execution services from a broker-dealer and/or a third party in connection with securities transactions for the Funds. This is known as a "soft dollar" relationship. The Adviser limits the use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

The use of brokerage commissions (or markups or markdowns) from transactions for the Funds ("Commissions") to obtain research and brokerage products and services raises potential conflicts of interest. For example, the Adviser will not have to pay for the products and services itself. This could create an incentive for the Adviser to select or recommend a broker-dealer based on the Adviser's interest in receiving those products and services. Nonetheless, the Adviser will seek to execute client transactions with best execution under the circumstances.

The Adviser may cause a Fund to pay Commissions to certain broker-dealers that are higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for a Fund.

Research and brokerage services obtained by the use of Commissions may be used by the Adviser in its other investment activities, including, for the benefit of other Funds. The Adviser does not seek to allocate soft dollar benefits to a Fund proportionately to the soft dollar credits the Fund generates.

During the Adviser's last fiscal year, as a result of Commissions, the Adviser and/or its related persons acquired research reports (including market research); certain financial newsletters and trade journals; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; services related to the execution, clearing and settlement of securities transactions and functions incidental thereto; trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; and routing settlement instructions.

In determining whether to direct Commissions to particular broker-dealers, select employees of the Adviser meet at least quarterly to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the Commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer.

From time to time the Adviser may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to one or more of the Funds. The Adviser may place portfolio transactions with firms who have made such recommendations or provided capital introduction opportunities, if the Adviser determines that it is otherwise consistent with seeking best execution. In no event will the Adviser select a broker-dealer solely as a means of remuneration for recommending the Adviser or any other product managed by the Adviser (or an affiliate) or affording the Adviser with the opportunity to participate in capital introduction programs. This practice may create a conflict of interest because the Adviser could have an incentive to select a broker-dealer based on its interests in receiving such recommendations or capital introduction opportunities. Nonetheless, the Adviser will seek to execute client transactions with best execution under the circumstances.

The Adviser uses approximately 35 brokers including Sandler O'Neill & Partners, L.P., to effect securities transactions on behalf of the Funds. Please see Item 10 for further information regarding this arrangement, including the Adviser's procedures for addressing conflicts of interest that arise from such practices.

The Adviser often purchases or sells the same security for many Funds contemporaneously using the same executing broker. It is the Adviser's practice, where possible, to aggregate Fund orders for the purchase or sale of the same security submitted contemporaneously or at or near the same time for execution using the same executing broker. Such aggregation may enable the Adviser to obtain for the Funds a more favorable price or a better commission rate based upon the volume of a particular transaction. When an aggregated order is completely filled, the Adviser typically allocates the securities purchased or proceeds of sale pro rata among the participating Funds, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating Funds will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to the Funds. Depending on the investment strategy pursued and the type of security, this may or may not result in a pro rata allocation to all participating Funds.

Item 13. Review of Accounts

The portfolio of each Fund is reviewed by the Adviser's managing member and research analysts on a continuous basis to determine whether securities positions should be maintained in view of current market conditions, adherence to investment guidelines and restrictions and the performance of each Fund. The Adviser's finance team also reviews the portfolio on a continuous basis.

Each investor in a Fund receives reports pursuant to the terms of each Fund's offering memorandum.

Item 14. Client Referrals and Other Compensation

The Adviser receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements could create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser’s interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of the Funds. Please see Item 12 for further information on the Adviser’s “soft-dollar” practices, including the Adviser’s procedures for addressing conflicts of interest that arise from such practices.

The Adviser makes cash payments to third-party solicitors for referrals including to Sandler O’Neill & Partners, LP. When applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, and related SEC staff interpretations.

Item 15. Custody

The Adviser is deemed to have 'custody' of the assets for the Funds for which its affiliate serves as general partner. In those cases, the Funds will provide audited financial statements to investors on an annual basis in accordance with applicable law.

Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to the Funds. Please see Item 4 for a description of any limitations the Funds may place on the Adviser's discretionary authority.

The Adviser enters into an investment management agreement or other agreement with each Fund that sets forth the scope of the Adviser's discretion.

The Adviser has the authority to determine (i) the securities to be purchased and sold for the Fund (subject to restrictions on its activities set forth in the applicable investment management agreement, offering memorandum and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the Fund. Because of the differences in the available net assets, relative exposure to short-term market trends, the investment programs, the portfolio positions of the Funds for which participation is appropriate, cash available in each Fund, the size of each position and the anticipated holding period for a particular investment, there may be differences among clients in invested positions and securities held. Allocations of orders among the Funds must be made in a fair and equitable manner.

Allocations will be made among the Funds eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate.

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

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that material trade errors and breaches of investment guidelines and restrictions occur, the Adviser's error correction procedure is to ensure that the Funds are treated fairly. With respect to trade errors that result in losses, the Adviser reserves the right to decide, on a case by case basis, whether the affected Funds will be reimbursed for a particular loss taking into consideration certain factors, including, but not limited to, whether the trade error was caused by the bad faith, willful misconduct or gross negligence of the Adviser and the materiality of the error relative to the overall size of the affected Fund's portfolio. Given the large volume of transactions executed by the Adviser on behalf of the Funds, investors should assume that trading errors (and similar errors) will occur and that the Funds may be responsible for any resulting losses.

Item 17. Voting Client Securities

The Adviser complies with its proxy voting policies and procedures that are designed to ensure that such proxies are voted in the best interests of the Funds. As more fully disclosed in the Adviser's proxy voting policies and procedures, the policies and procedures distinguish between routine and non-routine matters and set forth general policies regarding how the Adviser will vote proxies based on this distinction, as well as other factors.

If a material conflict of interest between the Adviser and a Fund exists, the Adviser will determine whether voting in accordance with the guidelines set forth in its proxy voting policies and procedures is in the best interests of the Fund or will take some other appropriate action.

Investors in the Funds may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted proxies by contacting Jason Craig (Chief Compliance Officer) by email at jcraig@soam.com or by telephone at (212) 486-7300.

Item 18. Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients. In addition, we have not been the subject of a bankruptcy proceeding at any time during the past ten years.

Item 19. Requirements for State-Registered Advisers

Because the Adviser is not a state-registered adviser and is not in the process of registering with any state securities authority, Item 19 does not apply.