

HilltopPark

Form ADV Part 2A: Firm Brochure

Hilltop Park Associates LLC

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This brochure (“Brochure”) provides information about the qualifications and business practices of Hilltop Park Associates LLC (“Hilltop Park”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer, Mr. Jason Siegel at 212-644-4054 or jsiegel@hilltop-park.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Item 2: Material Changes

This Firm Brochure has been amended from the September 2013 version to reflect recent changes that have occurred to Hilltop Park's investment advisory operations and client base. The amendments have been made throughout the document, but Hilltop Park does not believe that the amendments are material to its existing clients.

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Item 4: Advisory Business

Hilltop Park is a private firm organized as a limited liability company under the laws of the State of Delaware to provide investment management services to: (1) Hilltop Park Long Opportunity Fund QP LP (the "Long Opportunity Fund"); (2) Midships Opportunity Master Fund Ltd., Midships Opportunity Fund Ltd. and Midships Opportunity Fund QP LP (the "Midships Funds"); and (3) Non-Discretionary Accounts (the "NDAs"). The Long Opportunity Fund and the Midships Funds are collectively referred to hereinafter as the funds (the "Funds").

Stanley Shopkorn and Jason Siegel (the "Principals") founded Hilltop Park in 2008 and are the controlling members. The investment activities of Hilltop Park are led by Mr. Shopkorn together with other investment professionals who assist in executing the investment strategies. Mr. Shopkorn is responsible for all of the investment decisions in the Long Opportunity Fund and the NDAs, while Ian McDonald is responsible for all of the investment decisions in the Midships Funds. Hilltop Park provides discretionary advisory services to the Funds and non-discretionary investment advisory services to the NDAs. The Funds and NDAs will collectively be referred to hereinafter as the clients (the "Clients").

The Funds

The Long Opportunity Fund is organized as a Delaware limited partnership. The Midships Funds are organized in a master-feeder structure comprised of a Cayman Islands master fund (Midships Opportunity Master Fund Ltd., the “Master Fund”), a Delaware limited partnership feeder fund (Midships Opportunity Fund QP LP, the “Onshore Feeder”) and a Cayman Islands feeder fund (Midships Opportunity Fund Ltd., the “Offshore Feeder”). Hilltop Park GP LLC is the general partner (the “General Partner”) of the Funds. The General Partner is responsible for the overall management and control of the Long Opportunity Fund. The General Partner of the Onshore Feeder and the board of directors (the “Directors”) of the Offshore Feeder and Master Fund are responsible for the overall management and control of the Midships Funds. In its capacity as investment manager, Hilltop Park is responsible for managing the portfolios of the Funds.

The Funds are organized to invest in a variety of companies, geographies, and sectors including, but not limited to, technology, media, telecom, gaming, retail, financial, industrial, material and energy. In providing services to the Funds, Hilltop Park formulates the Funds’ investment objectives and directs and manages the investment and reinvestment of the Funds’ assets. Investment advice is provided directly to the Funds and not individually to the limited partners or shareholders (collectively referred to as the “Investors”) of the Funds. Hilltop Park manages the assets of the Funds in accordance with the terms of the Funds’ confidential offering and/or private placement memoranda, limited partnership agreement, shareholder agreement, and other governing documents applicable to the Funds (the “Governing Fund Documents”). All terms were generally established at the time in which the Funds were formed, and are typically only terminable once the Funds are dissolved. The Investors may not restrict investments by the Funds in any capacity.

Shares and limited partnership interests (collectively referred to as the “Fund Interests”) in the Funds are not registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and the Funds are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, Fund Interests are offered and sold exclusively to Investors satisfying the applicable eligibility and suitability requirements, either in private transactions within the United States or in offshore transactions.

Non-Discretionary Accounts

The NDAs may impose investment restrictions or limitations upon investing in certain securities or types of securities in the accounts which may alter their investment objectives when compared to the investment objectives of the Funds. As such, the NDAs and the Funds will not necessarily be managed on a pari-passu basis.

As of January 1, 2014 Hilltop Park managed \$136,700,637 of assets for the Funds on a discretionary basis and \$215,000,000 of assets for the NDAs on a non-discretionary basis.

Item 5: Fees and Compensation

Management Fees for the Funds

The Midships Funds pay Hilltop Park annual management fees of 1.5% monthly in advance based upon the net asset value of the applicable Fund Interests. Hilltop Park may waive or reduce the

management fees for Investors that are members, principals, employees or affiliates of Hilltop Park or relatives of such persons and for certain large or strategic investors.

The Long Opportunity Fund does not pay Hilltop Park annual management fees as Mr. Shopkorn and his relatives are the sole Investors.

Incentive Allocation for the Funds

A portion of the Midships Funds' net investment profits may be allocated to Hilltop Park as an incentive allocation. The manner of calculation of such incentive allocation is disclosed in the Governing Fund Documents, and varies by series of interests. Generally, the incentive allocation is 20% of the net profits of the Midships Funds. The incentive allocation is generally charged at the end of each fiscal year and is subject to "loss carryforward" provisions such that no incentive allocation will be charged to an Investor until any net loss previously allocated to the Investor has been offset by a subsequent net profit. Hilltop Park may waive or reduce the incentive allocation for Investors that are members, principals, employees or affiliates of Hilltop Park or relatives of such persons and for certain large or strategic investors.

The Long Opportunity Fund does not allocate Hilltop Park an incentive allocation as Mr. Shopkorn and his relatives are the sole Investors.

Expenses Charged to the Funds

Hilltop Park is responsible for and pays, or causes to be paid, all ordinary office overhead expenses, which include rent, supplies, secretarial expenses, stationery, charges for furniture and fixtures and compensation of analysts and other personnel. Hilltop Park will also pay the organizational and operating expenses of the Funds, including the fees paid to the administrator, Directors' fees and expenses, legal, accounting, auditing and other professional expenses and research expenses (including research-related travel). The Funds will pay all other expenses, including fees paid to Hilltop Park, investment expenses (such as commissions, interest on margin accounts and other indebtedness), custodial fees, direct investment fees and expenses (such as legal fees and due diligence expenses related to the analysis, purchase or sale of investments, whether or not the investment is consummated) and other reasonable expenses related to the purchase, sale or transmittal of the Fund's assets.

Management and Incentive Fees for the NDAs

The management and incentive fees for the NDAs have been separately negotiated and subject to the Investment Advisory Agreements between Hilltop Park and the beneficial owners of the NDAs.

Other Fees and Expenses Charged to the NDAs

In addition to Hilltop Park's management and incentive fees, the NDAs will bear all other costs associated with the management of the NDAs, including trading costs and custodial fees. To the extent that the NDAs are invested in mutual funds, exchange-traded funds and other pooled investment funds, the NDAs will essentially be paying two layers of fees, both to Hilltop Park as noted above, and to the third-parties responsible for arranging and managing the funds.

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

Hilltop Park may receive performance-based compensation in the form of an incentive fee/allocation from Clients, which calculation is based on the realized gains (NDAs) and both the realized and unrealized gains (Funds) generated by the Clients. The existence of the performance-based compensation arrangement could create an incentive for Hilltop Park to recommend investments on behalf of Clients that are riskier or more speculative than would be the case in the absence of such compensation; however, Hilltop Park attempts to minimize this potential conflict by ensuring that it is advising Clients in accordance with investment objectives agreed upon between Hilltop Park and Clients.

Item 7: Types of Clients

Hilltop Park provides investment advisory services to the Funds. Investment advice is provided directly to the Funds, subject to the direction and control of the respective General Partner and/or Directors and not individually to the Investors. Investors in the Funds may include, but are not limited to, high net worth individuals, family offices, funds of hedge funds, endowments, foundations, trusts, charitable organizations, pension plans, and corporate or business entities.

Details concerning applicable investor suitability criteria are set forth in the Governing Fund Documents. The minimum commitment for an Investor is outlined in the Governing Fund Documents; however Hilltop Park and/or its affiliates maintain discretion to accept less than the minimum investment threshold. Each Investor is required to meet certain suitability qualifications, such as being an “accredited investor” within the meaning set forth in Regulation D under the Securities Act of 1993, as amended, and a “qualified purchaser” as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended.

Hilltop Park also provides investment advisory services to the NDAs subject to the terms and conditions enumerated in the Investment Advisory Agreements between Hilltop Park and the beneficial owners of the NDAs. Hilltop Park does not have a minimum account size for the management of NDAs and will generally review each potential opportunity at its discretion on a case-by-case basis.

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

The Funds’ investment strategies are disclosed in the Governing Fund Documents. With respect to the Long Opportunity Fund managed by Mr. Stanley Shopkorn, Hilltop Park uses a three-pronged investment approach, including a top-down global view, bottom-up research process and an opportunistic trading program that seeks to meet the long/short investment objectives. Each of the three prongs will be complemented by an ongoing technical analysis overlay. Hilltop Park employs the same method of analysis for its long-only security recommendations that are provided to the NDAs. In addition, a number of the risks described below generally also apply to the NDAs.

With respect to the Midships Funds managed by Mr. Ian McDonald, Hilltop Park uses an investment approach that emphasizes a fundamental bottom-up research process to meet the investment objective. The Midships Funds employ a long/short equity strategy with an objective of long-term capital growth. The portfolio aims to include companies from around the world with

attractive, long-term economic prospects not embedded in current market prices. Extensive and imaginative fundamental research is performed to appraise each investment's absolute value and its return potential relative to alternative investment options. A guiding principle will be the consideration of common stocks as ownership interests in real businesses and the purchase of shares when the price appears low in relation to the intrinsic value of the underlying business. The portfolio generally includes 3 categories: 1) Compounders – global leaders with durable franchises, wide moats and narrow distribution of outcomes; 2) Margin of Safety – opportunistic positions emphasizing the price/value relationship; and 3) Special Situations – securities exhibiting asymmetric risk/reward with potential for excess return uncorrelated to broad market movements. Taken together, the overall portfolio attempts to create an output of spaced maturities similar to a laddered bond portfolio.

Risks

The descriptions contained below are a brief overview of different market risks related to Hilltop Park's investment strategy; however, it is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operation of the Funds. For further information, see the Governing Fund Documents.

The Funds may be deemed to be speculative investments and are not intended to be complete investment programs. Investments in the Funds are suitable only for persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investments and who meet the conditions set forth in the Governing Fund Documents. There can be no assurance that the Funds will achieve their investment objectives. Investments in the Funds involve significant risks and while the following summary of certain of these risks must be carefully evaluated before making an investment in the Funds, the following does not intend to describe all possible risks of such an investment.

Market Risks

The profitability of a significant portion of the Funds' investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Hilltop Park will be able to predict accurately these price movements. Therefore although Hilltop Park may attempt to lessen or mitigate market risk through hedging or other means, a significant degree of market risk may continue to exist in the Funds.

Nature of Investments

Hilltop Park has broad discretion in making investments for the Funds. Investments will generally consist of global equity securities and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that Hilltop Park will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Funds' activities and the value of its investments. In addition, the value of the Funds' portfolio may fluctuate as the general level of interest rates fluctuate. No guarantee or representation is made that the Funds' investment objectives will be achieved.

Reliance on the Portfolio Managers

The Clients rely heavily on the services of the portfolio managers, Stanley Shopkorn and Ian McDonald. As noted, Mr. Shopkorn is responsible for all of the investment decisions in the Long Opportunity Fund and the NDAs, while Mr. McDonald is responsible for all of the investment decisions in the Midships Funds. Should Mr. Shopkorn determine to discontinue managing the affairs of, or withdraw from, Hilltop Park or should Mr. Shopkorn die, be incapacitated or, for some other reason, be unable to effectively manage the affairs of Hilltop Park, the business and results of the operations of Hilltop Park may be adversely affected. Similarly, should the same happen to Mr. McDonald, the results of the operations of the Midships Funds may be adversely affected.

Small to Medium Cap Stocks

Hilltop Park may invest in the stocks of companies with small to medium sized market capitalizations. While Hilltop Park believes they often provide significant potential for appreciation, such stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large capitalization stocks. In addition, due to thin trading in some stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

Special Situations and Distressed Securities

The Funds may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Funds of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Funds may be required to sell their investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Funds may invest, there is a potential risk of loss by the Funds of their entire investment in such companies.

Short Sales

Short selling, or the sale of securities not owned by the Funds, necessarily involves certain additional risks. Such transactions expose the Funds to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly. There is the risk that the securities borrowed by the Funds 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 Funds might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Leverage

While the use of certain forms of leverage including margin borrowing, structured products or derivative instruments can substantially improve the return on invested capital, such use may also increase the adverse impact to which the Funds' portfolios may be subject. In an unsettled credit environment, Hilltop Park may find it difficult or impossible to obtain leverage for the Funds. In such event, the Funds could find it difficult to implement their strategies. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Hilltop Park being forced to unwind the Funds' positions quickly and at prices below what Hilltop Park deems to be fair value for such positions.

Borrowings will usually be from securities brokers and dealers and will typically be secured by the Funds' securities and other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the Funds' obligations and if the Funds were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the Funds' obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the Funds' borrowings and the interest rates on those borrowings, which will fluctuate, will have significant effects on the profitability of the Funds.

Commodities and Futures Contracts

The Funds may utilize currency and commodity futures. Futures markets are highly volatile. The low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss. There is no assurance that a liquid secondary market will exist for futures contracts, and the Funds may be required to maintain a position until exercise or expiration, which could result in losses. Many futures exchanges limit the amount of fluctuation permitted in contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit. Contract prices could move to the daily limit for several consecutive trading days permitting little or no trading, thereby preventing prompt liquidation of futures positions and potentially subjecting the Funds to substantial losses. Investing in futures contracts and commodities is a highly specialized investment activity entailing greater than ordinary investment risks.

Illiquidity and In Kind Distributions

Investors are subject to significant restrictions on withdrawal. Transfers of Fund Interests in the Funds will be permitted only with the written consent of the General Partner and/or Directors. Accordingly, investments in the Funds are relatively illiquid investments and involve a high degree of risk. Further, if substantial numbers of Investors were to withdraw from the Funds and the Funds did not have a sufficient number of liquid securities, the Funds might have to meet such withdrawals through distributions of thinly-traded or illiquid securities directly to Investors or to a liquidating trust or liquidating account as further described in the Governing Fund Documents. In light of the foregoing, a subscription for Fund Interests should be considered only by persons who are financially able to maintain their investment for an extended period of time and who can accept a loss of all of their investment.

Lack of Liquidity of Fund Assets; Valuation

The Funds' assets may, at any given time, include securities, financial instruments or obligations which are very thinly traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The lack of an established, liquid secondary market for some Funds' assets may have an adverse effect on the market value of those assets and on Hilltop Park's ability to dispose of them. The sale of any such investments may be possible only at substantial discounts. Further, such investments may be extremely difficult to value with any degree of certainty.

Because of overall size, concentration in particular markets and maturities of positions held by the Funds, the value at which its investments can be liquidated may differ, sometimes significantly, from the interim valuations arrived at using the methodology described herein. In addition, the timing of liquidations may also affect the values obtained on liquidation. Securities to be held by the Funds may trade with bid-ask spreads that may be significant. The Funds are entitled to rely, without independent investigation, upon pricing information and valuations furnished by third parties, including pricing services. At times, third-party pricing information may not be available for certain positions held by the Funds.

Side Letters

The Funds may enter into agreements ("Side Letters") with certain Investors whereby such Investors may be subject to terms and conditions that are more advantageous than those set forth in the Governing Fund Documents. For example, such terms and conditions may provide for special rights to make future investments in the Funds, other investment vehicles or managed accounts, as appropriate; special withdrawal rights, relating to frequency, notice, a reduction or rebate in fees or withdrawal penalties to be paid by the Investor and/or other terms; rights to receive reports from the Funds on a more frequent basis or that include information not provided to other Investors (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the Funds and such Investors. The modifications are solely at the discretion of the Funds and may, among other things, be based on the size of an Investor's investment in a Fund, an agreement by an Investor to maintain such investment in a Fund for a significant period of time, or other similar commitment by an Investor to a Fund.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client's or Investor's evaluation of the adviser or the integrity of the adviser's management. Neither Hilltop Park nor any of its officers, directors, employees or other management persons, have been involved in any legal or disciplinary events in the past 10 years that would require disclosure in response to this Item.

Item 10: Other Financial Industry Activities and Affiliations

The Funds are pooled investment vehicles managed by Hilltop Park and are controlled by the General Partner and/or the Directors. Hilltop Park will be responsible for all decisions regarding portfolio transactions of the Funds and has full discretion over the management of the Funds' investment activities. While the General Partner is not separately registered as an investment adviser with the SEC, all of its investment advisory activities are subject to the Investment

Advisers Act of 1940, as amended (the “Advisers Act”) and the rules thereunder. In addition, employees and persons acting on behalf of the General Partner are subject to the supervision and control of Hilltop Park. Thus, the General Partner, all of its employees and the persons acting on its behalf would be “persons associated with” the registered investment adviser so that the SEC could enforce the requirements of the Advisers Act on the General Partner.

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

Hilltop Park has adopted a written Code of Ethics (the “Code”) that is applicable to all employees. Among other things, the Code requires Hilltop Park and its employees to act in the Clients’ best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on certain types of personal securities transactions. Hilltop Park’s restrictions on personal securities trading apply to employees, as well as employees’ family members living in the same household. A copy of Hilltop Park’s Code is available upon written request by contacting Mr. Jason Siegel.

Employees must pre-clear all personal securities transactions involving IPO’s and securities obtained through a private placement before completing the transactions. Employees are also required to provide quarterly reports regarding transactions and holdings in “Reportable Securities” as defined in the Advisers Act. Employees must disclose all personal trading accounts initially upon commencement of employment and annually thereafter.

As described above, Hilltop Park and an affiliated entity serve as the investment adviser and General Partner, respectively, to the Funds. The General Partner of the Funds has an investment in the Funds as do certain related persons of Hilltop Park. Therefore, Hilltop Park may be considered to participate indirectly in transactions effected for the Funds. The foregoing relationships, fees, and any other actual or potential conflicts of interest arising therefrom are disclosed in the Funds’ Governing Fund Documents.

Item 12: Brokerage Practices

Soft Dollar Benefits

Hilltop Park receives certain products and services from brokers free of charge or at discounted rates. These products and services are expenses related to research, execution and related services furnished or paid for by brokers falling within the “safe harbor” under Section 28(e) of the Securities and Exchange Act of 1934, as amended, are paid through soft dollars. Hilltop Park uses commissions or “soft dollars” to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. Hilltop Park receives research and brokerage services that may include, but are not limited to, proprietary or third-party 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 brokers on order execution; and certain proxy services.

The Long Opportunity Fund is the sole Client that generates soft dollar credits that are used by Hilltop Park to purchase soft dollar products and services. As noted above, the Investors in the Long Opportunity Fund are limited to Mr. Shopkorn and his relatives. The Midships Funds and NDAs would not benefit from Hilltop Park's receipt of these products and services if the Long Opportunity Fund was not traded through the soft dollar broker.

Best Execution Reviews

Hilltop Park has a duty to seek "best execution" for the Funds' securities transactions. Hilltop Park seeks to execute securities transactions in such a manner that the Funds' total costs or proceeds in each transaction are the most favorable under the circumstances. Hilltop Park considers both quantitative and qualitative factors when seeking best execution including the value of research provided and execution capability, commission rate, responsiveness, operational, financial, and regulatory status.

Hilltop Park has sought to make a good-faith determination that the chosen trading counterparties provide the Funds with good services at competitive prices. Hilltop Park must review potential conflicts such as its receipt of soft dollar products and services from the trading counterparties as well as familial and/or other types of relationships that Hilltop Park may have with its trading counterparties. While potential conflicts of interests exist in the trading process, Hilltop Park does not allocate brokerage transactions based on relationships or other conflicts. Instead, Hilltop Park allocates brokerage transactions pursuant to its fiduciary duty to the Funds, seeking to obtain best execution on transactions.

Trade Errors

Hilltop Park seeks to detect trade errors prior to settlement and to correct and/or mitigate them in an expeditious manner. To the extent an error is caused by a third party, such as a broker, Hilltop Park will strive to recover any losses associated with the error from that third party. In the event that a Fund incurs a trade error solely as a result of Hilltop Park's gross negligence, willful misconduct, or fraud, such errors are to be corrected by Hilltop Park as soon as practicable and in a manner such that the Fund incurs no loss. Trade errors that result other than by breach of care stated above will be borne by the Funds. To the extent that any gains arise from trading errors and as such are received by the Funds, then such gains will be retained by the Funds.

Conveying Investment Recommendations to the NDAs

Hilltop Park will convey investment recommendations to the NDAs at a time between when the investment decision is made and when Hilltop Park begins to implement the purchase or sale of the investment in the Funds. Given the fact that Hilltop Park does not execute the transactions in the NDAs, the differences in the timing of doing so could result in materially disparate purchase/sale prices between the NDAs and the Funds.

Aggregated Trades

In the event that it is appropriate to aggregate Fund trades, Hilltop Park will generally allocate the investments on a pro-rata basis based on Fund assets, though certain factors such as cash availability, anticipated Investor flows, and differences in investment objectives and restrictions, may result in deviations. Notwithstanding, Hilltop Park would aggregate trades in an effort to

treat the Funds fairly over time, and the Funds participating in an aggregated trade receive the same average price and share pro-rata in the trading costs.

Client Referrals

Hilltop Park may receive introductions to Clients or Investors through broker-dealers that execute trades on behalf of Hilltop Park. Hilltop Park does not believe that it pays any additional fees or higher commissions as a result of these introductions. Hilltop Park seeks best execution on all transactions. However, Hilltop Park may have incentive to select or use a broker-dealer based on receiving Client referrals from that counterparty. Notwithstanding, Hilltop Park believes that the risk of this conflict is mitigated by its internal best execution procedures as noted above. To prevent brokerage commissions from being used to pay referral fees, Hilltop Park will not allocate brokerage business to a referring broker unless Hilltop Park determines in good faith that the commissions payable to such broker are reasonable in relation to those available from non-referring brokers offering services of substantially equal value to Hilltop Park.

Item 13: Review of Accounts

All investments are reviewed on a continuous basis. Hilltop Park's investment personnel meet regularly to discuss investment ideas, economic developments, industry outlook and other issues related to current portfolio holdings and potential investment opportunities.

Hilltop Park provides each Investor in the Midships Funds with the following reports in accordance with the terms of the Governing Fund Documents: (i) audited annual financial statements; (ii) unaudited monthly account statements; and (iii) annual tax information necessary to complete any applicable tax returns.

The NDAs are provided with documentation as specified in the Investment Management Agreements between Hilltop Park and the beneficial owners of the NDAs.

Item 14: Client Referrals and Other Compensation

Hilltop Park does not currently engage third party placement agents (i.e. solicitors) to introduce prospective investors to the Funds.

Other than the previously described products and services that Hilltop Park receives from brokers in connection with soft dollar arrangements, Hilltop Park does not receive any other economic benefits from non-clients in connection with the provision of investment advice to Clients.

Item 15: Custody

Pursuant to Rule 206(4)-2 under the Advisers Act (the "Custody Rule") the General Partner is deemed to have custody of the Funds' assets. The Funds assets are held by "qualified custodians" and the financial statements of the Midships Funds, which has outside investors, are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of the Midships Funds' fiscal year end. Finally, Hilltop Park

maintains various procedural controls to protect the Midships Funds' assets from loss or misappropriation.

Item 16: Investment Discretion

In accordance with the terms and conditions of the Governing Fund Documents, and subject to the direction and control of the General Partner and/or Directors of each Fund, Hilltop Park generally has discretionary authority to determine, without obtaining specific consent from the Funds or its Investors, the securities and the amounts to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds.

As noted, Hilltop Park also provides investment recommendations on a non-discretionary basis to the NDAs.

Item 17: Voting Client Securities

Proxies

Hilltop Park does not regularly participate in the proxy voting process on behalf of the Funds. Any proxies voted on behalf of the Funds will be done so at the discretion of Hilltop Park. Additionally, while Hilltop Park does not maintain any authority to vote proxies on behalf of the NDAs, it may from time-to-time offer its view on such matters at the requests of the NDAs.

Class Actions

To the extent that Hilltop Park has authority, pursuant to the Governing Fund Documents, to deal with class action claims ("Claims") it will do so on a case-by-case basis. In evaluating the Claim, Hilltop Park will decide whether or not to participate in the Claim depending upon (i) the nature of the Claim; (ii) prospects for recovery; (iii) resources required to pursue the Claim and (iv) other relevant factors pertaining to the particular Claim.

Item 18: Financial Information

A balance sheet is not required to be provided as Hilltop Park (i) does not solicit fees more than six months in advance, (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to Clients or (iii) has not been subject to any bankruptcy proceeding during the past 10 years.