

Petrarca Capital Management, LLC

800 Third Avenue, 25th Floor

New York, New York 10022

(646) 502-5601

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Form ADV, Part 2A (the "Brochure") provides information about the qualifications and business practices of Petrarca Capital Management, LLC and its affiliates (collectively "Petrarca" or "Adviser"). For more information on the disclosure requirements required for Part 2A see the "General Instructions for Part 2 of Form ADV" by visiting www.sec.gov/rules/final/2010/ia3060.pdf. If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer, Brandi Jane Wedgeworth Graham (212-610-2796 / brandijane@petrarcap.com). Additional information about Petrarca is also available on the SEC's website at: www.adviserinfo.sec.gov.

Petrarca is registered as an investment adviser with the United States Securities and Exchange Commission (the "SEC") under the Investment Advisers Act of 1940 (the "Advisers Act"). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Item 2: Material Changes

Since the prior filing, Petrarca has launched Petrarca Capital Master Fund Ltd. and Petrarca Capital Partners LP and Petrarca Capital Fund Ltd., collectively, the “Funds”. Petrarca currently has \$50 Million under management in the Funds.

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Item 4: Advisory Business

Petrarca is an investment advisory firm organized as a limited liability company under the laws of the State of Delaware. Robert Lacoursiere, Managing Partner, Chief Investment Officer and Co-Portfolio Manager and James Fotheringham, Managing Partner and Co-Portfolio Manager founded Petrarca in April, 2012. It commenced advisory services on April 1, 2013. Petrarca currently has six employees, Messrs. Lacoursiere and Fotheringham and Brandi Jane Wedgeworth Graham, Chief Financial Officer and Chief Compliance Officer, a Controller, and two investment analysts.

The Adviser currently provides investment advisory services to one fund together with its feeders (the “Fund” and, collectively, the “Funds”).

The Adviser provides investment advisory services on a discretionary basis to Funds, which are commingled investment vehicles intended for institutional investors and other sophisticated investors. In providing such services to the Funds, the Adviser formulates its investment objective, directs and manages the investment and reinvestment of each Fund’s assets and provides reports to investors. The Adviser manages the assets of each Fund in accordance with the terms of the governing documents applicable to each Fund.

Investment advice is provided directly to the Funds and not individually to the limited partners of the Funds (the “Investors” or “Limited Partners”). The Limited Partners have no opportunity to select or evaluate any Fund investments or strategies. Petrarca selects all Fund investments and strategies.

Petrarca's management of each Fund, and the terms of any investor's investment in a Fund, and all other terms of each Fund, are governed exclusively by the terms of that Fund's organizational documents, offering memorandum, limited partnership agreement (if any), memorandum and articles of association (if any), investment management agreement (if any), and subscription agreement, each as may be amended, supplemented, or modified from time to time (collectively, the "governing documents"). All discussions in this Brochure regarding the Funds, including each Fund's investments, the strategies Petrarca pursues in managing the Funds, the fees and expenses borne by investors in the Funds, and all other terms of each Fund, are qualified in their entirety by reference to the Funds' governing documents. All terms are established at the time of the formation of the Fund.

Please see Item 8 (Methods of Analysis, Investment Strategies, and Risk of Loss) for more information.

Shares or limited partnership interests in the Funds are not registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and the Fund is not registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"). Accordingly, interests in the Fund 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.

As of December 31, 2013, Petrarca managed approximately \$50 Million of Fund regulatory assets under management on a discretionary basis. Petrarca does not manage any client assets on a non-discretionary basis.

Item 5: Fees and Compensation

Petrarca typically receives compensation from the Funds from the following sources: (a) fees based on a percentage of the net assets of the Fund; (b) fees based on a percentage of the performance of the Fund. Investors should review all fees charged by Petrarca and others to fully understand the total amount of fees to be paid by a Fund and, indirectly, by the Limited Partners.

Management Fee: The Funds pay Petrarca an annual management fee (the "Management Fee") at rates ranging from 1.0% to 2.0% (per annum). The Management Fee is payable monthly in advance based upon the NAV of the Fund calculated as of the first business day of each month, in each case in accordance with the Governing Fund Documents. Petrarca and its affiliates reserve the right to waive or reduce Management Fees for certain investors, including employees, a limited number of strategic partners, and advisors, and others as may be determined in Petrarca's sole discretion.

Performance Fees: Petrarca receives a Performance Fee ranging from 10% to 20% of the net profits (including realized and unrealized gains) of the applicable Fund, if any (after taking into account expenses of such Fund, including any Management Fees). Performance Fees are calculated and paid annually.

Other Expenses Charged to the Funds: The Investment Manager and the General Partner render their services to the Fund at their own expense and are responsible for their overhead expenses including: office rent; utilities; furniture and fixtures; stationery; secretarial/internal administrative services; salaries and bonuses; entertainment expenses; employee insurance and payroll taxes.

All other expenses are paid by each Fund (or by the Master Fund and allocated to each Fund) and include: the Management Fee; Fund legal, compliance, Administrator, audit and accounting expenses (including third party accounting services); organizational expenses; investment expenses such as commissions, research fees and expenses (including research-related travel); risk management expenses; interest on margin accounts and indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund-related

insurance costs (including D&O and E&O insurance for the Adviser and the General Partner and outside Directorship liability); each Fund's pro rata share of the expenses of the Master Fund; and any other expenses related to the purchase, sale or transmittal of Fund assets. Organizational expenses will be paid by the Fund and, for net asset value purposes, may be amortized over a period of up to 60 months from the date the Fund commences operations.

For a description of the fees and expenses borne by each Fund, please see the applicable Fund's offering memorandum.

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

As described above, Petrarca or its affiliates receive performance-based compensation in the form of Performance Fees, which calculation is based on realized and unrealized gains on Fund investments. You should be aware that performance-based compensation may create an incentive for Petrarca to make investments that are riskier or more speculative than would be the case in the absence of such an arrangement. Additionally, other conflicts of interest may arise; including that Petrarca may have an incentive to favor accounts that are subject to a higher performance-based compensation over those that are lower.

It is Petrarca's policy to allocate investment opportunities among all Funds on a fair and equitable basis over time. Petrarca has adopted a Trade Allocation Policy that it believes will realize that objective and mitigate the conflicts of interest discussed above.

Item 7: Types of Clients

Petrarca provides discretionary management and advisory services to the Funds directly, subject to the direction and control of the General Partner of the Funds, and not individually to the Limited Partners. Investors in the Funds may include, but are not limited to, high net worth individuals, pension plans (corporate, state and foreign), sovereign wealth funds, endowments, foundations, banks, pooled investment vehicles (e.g., funds-of-funds), trusts, estates or charitable organizations, and corporate or business entities.

The minimum commitment for a Limited Partner is outlined in the Governing Fund Documents; however Petrarca maintains discretion to accept less than the minimum investment threshold. Details concerning applicable Investor suitability criteria are set forth in the respective Governing Fund Documents and subscription materials, which are furnished to each Investor.

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

Methods of Analysis and Investment Strategies

The Funds' investment objective is to achieve capital appreciation by investing predominantly in common equity securities (approximately 80-100%), in addition to other instruments, primarily in the financial services sector. Petrarca applies proprietary analyses, determined by macro-economic forecasts as well as by anticipated policy responses, to direct its analytical efforts. Petrarca subsequently uses detailed bottom-up models to identify investment opportunities wherever the fundamental value of a specific security differs markedly from its market valuation.

While the Funds will invest in securities and other financial instruments in the financial services universe, the Funds have broad and flexible investment authority. Accordingly, the Funds' investments may at any time include long or short positions in U.S. or non-U.S. publicly traded or privately issued or negotiated

common stocks, preferred stocks, stock warrants and rights, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, fixed income securities, swaps, options (purchased or written), futures contracts, commodities, forward contracts and other derivative instruments, partnership interests and other securities or financial instruments including those of investment companies.

Summary of Certain Risk Factors

Investing in securities and other instruments involves risk of loss that investors in the Funds should be prepared to bear. The management style offered by Petrarca is not intended as a complete investment program, and may not be suitable for all investors. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of such an investment. No guarantee or representation is made that any Fund will achieve its investment objectives.

The following is a brief summary of certain of the more significant risks associated with Petrarca's investment strategies. With respect to investments in the Funds, a more detailed description of the risks associated with Petrarca's investment strategies, as well as other risks associated with an investment in each Fund is included in that particular Fund's offering memorandum. ***Please see the offering memorandum of each Fund, including the section, "Risk Factors", for specific information regarding the principal risks applicable to each Fund.***

General – Petrarca's investment strategies are speculative and entail a significant degree of risk and, therefore, should be undertaken only by investors capable of evaluating the merits and risks of the investment strategies and bearing the risks they represent, including the potential loss of their entire investment. There can be no assurance that Petrarca will be able to achieve the investment objectives or that significant losses will not be incurred.

Market Risk – Petrarca invests in and actively trades securities and other financial instruments or assets (including derivative instruments) using strategies and investment techniques with significant risk characteristics, including risks arising from the volatility of the debt and equity markets. The prices of the financial instruments in which Petrarca invests can be highly volatile. Price movements of equity, debt and other securities, instruments and assets in which Petrarca is invested are influenced by, among other things, interest rates, foreign exchange rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and national and international political and economic events and policies. Moreover, war, political or economic crisis, or other events may occur which can be highly disruptive to the markets, regardless of the strategies being employed. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments and derivative instruments. Such intervention often is intended to directly influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction, because of, among other things, interest rate fluctuations. Sustained cyclical market declines and periods of unusual market volatility make it more difficult to produce positive trading results, and there can be no assurance that Petrarca's strategies will be successful in such markets.

Petrarca may also incur major losses in the event of disrupted and/or illiquid markets and other extraordinary events in which historical pricing relationships (on which Petrarca may base a number of its trading positions) become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. Market disruptions caused by unexpected political, military and terrorist events or government intervention in the markets may from time to time cause dramatic losses for accounts managed by Petrarca, and such events can result in otherwise historically low risk strategies performing with unprecedented volatility and risk.

Petrarca may invest a portion of each Fund's assets in securities and instruments of issuers located outside the United States. Many financial markets are not as developed or as efficient as those in the United States, and as a result, liquidity may be reduced and price volatility may be higher. In addition, financial accounting standards and practices may differ, and there may be less publicly available information regarding issuers in such locations. Moreover, investing in "developing" or "emerging" markets involves additional risks and special considerations not typically associated with investing in other more established economies or securities markets.

Instrument and Strategy Risk – Petrarca's investment strategies also face certain risks associated with the types of instruments in which they invest.

Financial Services Sector Investments – The Funds are subject to the risks associated with investments in financial services companies, in addition to the general risks of the stock and bond markets. This means that the Funds are more vulnerable to price fluctuations of financial services companies and other factors that particularly affect financial services industries than a more broadly diversified industrial portfolio.

Among the factors that the financial services industry is vulnerable to are: extensive government regulation, rapid business changes, general economic conditions, significant competition and value fluctuations. This extensive governmental regulation, which may change frequently can, among other things, increase costs for new services or products and make it difficult to pass increased costs on to consumers. In certain areas, deregulation of financial service companies has resulted in increased competition and reduced profitability for certain companies. By focusing on the financial institutions sector, there is potential exposure to systemic risk in the financial system. Moreover, the prices of stocks and bonds issued by many financial services companies have historically been more closely correlated with changes in interest rates than other stocks. Moreover, this relationship between interest rates and fixed-income asset prices is more complex for financial institutions, which may benefit from a rising interest rate environment. However, there is no guarantee that in the future financial institutions will benefit from an increasing or a decreasing rate environment, and the historical relationship between interest rates and fixed-income asset prices may not continue in the future.

Equity Instruments – Petrarca may invest Fund assets in equity securities, including preferred or common stocks, and there is no limitation on the type, size or operating experience of the issuers in which a Fund may invest. A number of Petrarca's strategies are based on attempting to predict the future price level of different equity or equity related securities. Numerous interrelated and difficult to quantify economic factors, as well as market sentiment, subjective and extraneous political and geopolitical factors, influence the prices of equities. There can be no assurance that Petrarca will be able to predict future price levels correctly. While diversification among issuers may mitigate these risks, Petrarca is not required to diversify its investments in equity securities, and investors should expect fluctuations based on market conditions in the value of equity securities held by the Fund.

Debt and Credit Related Instruments – Petrarca may make long and short investments in debt securities and other credit related instruments without limitation. Debt and credit related instruments are subject to interest rate risk, credit risk, risk of default, prepayment risk and other risks. Lower rated and unrated securities in which a Fund may invest are subject to volatility, have large uncertainties or major risk exposures to adverse conditions, and are considered to be predominantly speculative. Distressed securities involve a substantial degree of risk, including high volatility, uncertainty of payment, risks and costs of litigation, corporate workouts and reorganizations. Investments in bankrupt and insolvent companies generally are illiquid and involve additional risks and costs.

Special Situations and Event Driven Investments ó Petrarca may invest in companies involved in or undergoing workouts, liquidations, spinoffs, reorganizations, bankruptcies or other changes or 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 to a Fund of cash or a new security, the value of which will be less than the purchase price of the security in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, a Fund may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which a Fund may invest, there is a potential risk of loss by a Fund of its entire investment in such companies.

Convertible Securities - The Funds may invest in convertible securities, securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company or that are indexed to an unmanaged market index at the option of the holder during a specified time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

Small to Medium Capitalization Companies ó The Funds may invest in the stocks of companies with small-to medium-sized market capitalizations. While Petrarca believes these investments often provide significant potential for appreciation, those 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 such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

Derivatives ó Petrarca may use derivatives, including futures, options, swaps and forward contracts, in its investment program for hedging purposes. The use of such instruments entails various risks, including pricing, legal, counterparty, operational, liquidity and leverage risks. Derivative instruments that may be purchased or sold by a Fund include privately negotiated principal to principal transactions in which performance is the responsibility of the individual counterparty and not an organized exchange or clearinghouse. The risk of nonperformance by the counterparty on such transactions may be greater and the ease with which a Fund can replace such transactions with another counterparty may be less than in the case of exchange traded instruments. Other risks include the risk of mispricing or improper valuation of derivatives and the inability of derivatives to correlate perfectly with underlying assets, rates and indices. Such transactions are also not subject to the same type of government regulation as exchange traded instruments, and therefore many of the protections afforded to participants in a more regulated environment may not be available.

Options - The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than

only the premium payment received (which could result in a theoretically unlimited loss). Over-the-counter options also involve counterparty solvency risk.

Credit Default Swap Agreements - The "buyer" in a credit default contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract in return for a contingent payment upon the occurrence of a credit event with respect to an underlying reference obligation. Generally, a credit event means bankruptcy, failure to pay or obligation acceleration. If a credit event occurs, the seller typically must pay the contingent payment to the buyer, which is typically the "par value" (full notional value) of the reference obligation. The contingent payment may be a cash settlement or by physical delivery of the reference obligation in return for payment of the face amount of the obligation. The Fund may be either the buyer or seller in the transaction. If the Fund is a buyer and no credit event occurs, the Fund may lose its investment and recover nothing. However, if a credit event occurs, the buyer typically receives full notional value for a reference obligation that may have little or no value. As a seller, the Fund receives a fixed rate of income throughout the term of the contract, which typically is between one month and five years, provided that no credit event occurs. If a credit event occurs, the seller may pay the buyer the full notional value of the reference obligations.

Credit default swaps involve greater risks than if the Fund had invested in the reference obligation directly. In addition to general market risks, credit default swaps are subject to liquidity risk and credit risk. A buyer also may lose its investment and recover nothing should no credit event occur. If a credit event were to occur, the value of the reference obligation received by the seller, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer, resulting in a loss of value to the Fund.

Short Selling ó Petrarca's investment strategy involves entering into short sale positions, both directly and indirectly through the use of credit default swaps, options and other derivative instruments. In certain cases, a short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a Fund of buying that security to cover the short position. If a Fund is not able to maintain the ability to borrow securities sold short, it can be "bought in" (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Additionally, certain market participants could accumulate such securities in a "short squeeze," which would reduce the available supply, and thus increase the cost, of such securities. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Illiquid Investments ó Certain of the investments made by Petrarca may be or become illiquid and involve a high degree of business and financial risk that could result in substantial losses. Because of the absence of active or regulated trading markets for these illiquid investments, and because of the difficulties in determining market values accurately, it may take Petrarca longer to liquidate these positions (if they can be liquidated) than would be the case for more liquid investments. The prices realized on the resale of illiquid investments could be less than those originally paid by a Fund. Further, companies whose securities are not publicly listed may not be subject to public disclosure and other investor protection requirements applicable to issuers of publicly traded securities. The Funds have established liquidity parameters that govern the Funds' investments in illiquid securities that are discussed in the offering memorandum for each Fund.

Non-U.S. Investments ó Petrarca may invest in the equity, debt or other securities and instruments of issuers located outside the United States. These securities and instruments may be affected by political, social and economic uncertainty affecting a country or geographic region. Many financial markets are not

as developed or as efficient as those in the United States, and as a result, liquidity may be reduced and price volatility may be higher. The legal and regulatory environment may also be different from that of the United States, particularly as to bankruptcy and reorganization. Financial accounting standards and practices may differ, and there may be less publicly available information regarding issuers in such locations. Income received by a Fund from sources within some countries may be reduced by withholding taxes imposed by such countries.

Leverage ó Petrarca may borrow funds and enter into agreements in connection therewith and may also leverage investment returns with options, short sales, swaps, forwards, credit derivatives and other derivative instruments. The amount of borrowings which each Fund may have outstanding at any time may be substantial in relation to its capital. Any event which adversely affects the value of an investment by a Fund would be magnified to the extent that a Fund is leveraged. The cumulative effect of the use of leverage by a Fund in a market that moves adversely to a Fund's investments could result in a substantial loss to a Fund which would be greater than if the Fund were not leveraged. The use of leverage may create interest expenses for the Fund, which can exceed the investment return from the borrowed funds.

Turnover and Transactions Costs ó Petrarca actively manages each Fund's portfolio. The turnover rate of a Fund's investment portfolio may be significant, potentially involving substantial brokerage commissions and fees and other transactions costs. In particular, many investments, including those that are not readily marketable, may involve higher bid ask spreads than investments that are exchange traded.

Lack of Diversification - The Funds' portfolios will primarily be invested in securities and other financial instruments in the financial services universe and may not be widely diversified among sectors, industries, issuers, types of securities or geographic areas. Accordingly, the Funds' portfolios may be subject to more rapid change in value than would be the case if the Funds were required to maintain a wide diversification.

Counterparty Risk – The Funds are also exposed to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract or because of a credit or liquidity problem, thus causing the Fund to suffer a loss. Such "counterparty risk" is accentuated where Fund accounts have concentrated transactions with a single counterparty or small group of counterparties. The lack of a complete and "foolproof" way to evaluate the financial capabilities of the Funds' counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Funds.

Risk may also arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, such that a default by one institution causes a series of defaults by other institutions. This is sometimes referred to as systemic risk. Systemic risk may adversely affect financial intermediaries, such as clearinghouses, banks, securities firms and exchanges.

Brokerage and Custodial Risk - There are risks involved in dealing with the custodians or prime brokers who settle Fund trades. Although the General Partner monitors the prime brokers and believes that they are appropriate custodians, there is no guarantee that the prime brokers, or any other custodian that the Funds may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a broker-dealer, there is no certainty that, in the event of a failure of a broker-dealer that has custody of Fund assets, the Fund would not incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

The Funds and/or the prime brokers may appoint sub-custodians in certain non-U.S. jurisdictions to hold the Funds' assets. The prime brokers may not be responsible for cash or assets which are held by

sub-custodians in certain non-U.S. jurisdictions, nor for any losses suffered by the Funds as a result of the bankruptcy or insolvency of any such sub-custodian. The funds may therefore have a potential exposure on the default of any sub-custodian and, as a result, many of the protections that would normally be provided to a fund by a custodian may not be available to the Funds. Under certain circumstances, including certain transactions where the Funds' assets are pledged as collateral for leverage from a non-broker-dealer custodian or a non-broker-dealer affiliate of the prime brokers, or where the Funds' assets are held at a non-U.S. custodian, the securities and other assets deposited with the custodian or broker may not be clearly identified as being assets of the Funds and the Funds could be exposed to a credit risk with regard to such parties. Custody services in certain non-U.S. jurisdictions remain undeveloped and, accordingly, there is a transaction and custody risk of dealing in certain non-U.S. jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy, insolvency, or mismanagement in certain non-U.S. jurisdictions, the ability of the Funds to recover assets held by a sub-custodian in the event of the sub-custodian's bankruptcy or insolvency could be in doubt, as the Funds may be subject to significantly less favorable laws than many of the protections that would be available under U.S. laws. In addition, there may be practical or time problems associated with enforcing the Funds' rights to their assets in the case of a bankruptcy or insolvency of any such party.

Conflicts of Interest ó Potential conflicts of interest may arise between Petrarca and its affiliates, on the one hand, and its Funds on the other. Petrarca and its affiliates may manage several Funds with objectives that are similar or overlapping. In addition, Petrarca and its affiliates may in the future manage or sponsor other investment funds or investment vehicles with objectives that may differ from the current Funds. Other conflicts of interest may arise with respect to (i) the compensation paid to Petrarca and its affiliates by the Funds, (ii) the allocation of time and resources by Petrarca and its affiliates and their employees among the Funds, and to other business, (iii) the allocation of investment opportunities among the Funds, and (iv) valuation of assets.

Conflicts of Interest Relating to the Initial Investor - The Initial Investor and/or its affiliates has made a significant investment in the Fund. The Initial Investor's investment in the Fund should not be construed as a recommendation to other prospective investors. The Initial Investor will not be responsible for the performance of the Fund, nor is the Initial Investor responsible for the content, accuracy or completeness of this Memorandum or any other marketing materials. The Initial Investor will receive a portion of the Management Fee and the Incentive Allocation. However, if prior to the eighth anniversary of its investment the Initial Investor withdraws its investment in the Fund, in whole or in part, there will be a material decrease in the Initial Investor's interest in the Management Fee and the Incentive Allocation proportional to such withdrawal. The Initial Investor will be required to maintain an investment in the Fund for a period of two years; provided that the Initial Investor will have certain special withdrawal rights from the Fund during this period without the incurrence of a withdrawal fee, including, among other things, the ability to withdraw up to its entire investment from the Fund upon the occurrence of certain events. After the initial lock-up period of two years, the Initial Investor may withdraw its investment in the Fund, in whole or in part, without notice to other investors. In the event that the Initial Investor was to make a substantial withdrawal from the Fund, such event may have an adverse effect on the Fund or the remaining investors.

Conflicts of Interest Relating to the Incentive Allocation - The allocation at the Master Fund level of a percentage of the Funds' net profits to the General Partner and the Initial Investor from the Limited Partners may create an incentive for the General Partner to cause the Funds to make investments that are riskier or more speculative than would be the case if this allocation were not made. Since the allocation is calculated on a basis that includes unrealized appreciation of assets, such allocation may be greater than if it were based solely on realized gains.

In addition, in the event that a Limited Partner makes a complete or partial withdrawal from its capital account, or is required to retire at any time other than at the end of a fiscal year, the Incentive Allocation may be computed and charged to such Partner as though the date of such Limited Partner's withdrawal of capital or retirement was the last day of a fiscal year. This may result in the Limited Partner being charged an Incentive Allocation during the year even though the Limited Partner does not have net profits based on the entire year's performance (i.e., due to losses that occur after the withdrawal).

Modification of Terms ó A Fund and/or Petrarca (or its affiliates) may, from time to time, each in its sole discretion, enter into agreements concerning a particular investor's investment in the Fund, including the terms related to such investment. The Funds and Petrarca are generally not required to disclose the existence or terms of any such agreements to any other investor or to offer the terms of any such agreements to any other investor. Any investor that is a party to such agreement may have rights that are preferential in some respect to other investors. In addition, each Fund, and in certain cases Petrarca, will have the discretion to waive or modify the application of certain provisions of such Fund's governing documents. These agreements may, in some respects, be beneficial only to the investors entering into them, including with respect to liquidity rights. Such rights or terms in any such agreement may include, without limitation: (i) reporting obligations, (ii) certain confidentiality obligations, or (iii) rights or terms requested or necessary in light of particular investment, legal, regulatory or public policy characteristics of a Limited Partner. Please see the applicable Fund's offering memorandum for additional information regarding these agreements.

Legal, Regulatory and Tax Risk ó Legal, regulatory and tax developments that may adversely affect the Funds could occur at any time. Securities and futures markets are subject to comprehensive statutes, regulations and margin requirements enforced by the SEC, other regulators and self-regulatory organizations and exchanges authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions.

There has been an increase in government, as well as self-regulatory, scrutiny of the alternative investment industry in general, and Petrarca's activities may be subject to new or additional regulatory constraints in the future. The regulatory environment for private funds is evolving, and changes in the regulation of private funds and their trading activities may adversely affect Petrarca's ability to pursue its investment strategies.

Fund Structure Risk ó There are certain risks associated with the structure and terms of the Funds. All business and investment decisions on behalf of the Funds are made by Petrarca. The Funds' investors will have no authority to make decisions or to exercise business discretion on behalf of the Funds. In addition, investors in the Funds will not generally receive information relating to the Funds' portfolio investments, measurements of risk or values related thereto. Each Fund may pursue any of the investment strategies set forth in its respective offering memorandum and may, as it deems appropriate, modify the investment objectives and strategies and may also formulate new approaches to carrying out the overall investment objectives and strategies set forth in such offering memorandum.

An investment in the Funds is suitable only for certain sophisticated investors that have no need for immediate liquidity in their investments. Such an investment provides limited liquidity because interests in the Funds are not freely transferable, and investors are subject to significant limitations on the right to withdraw capital or redeem shares. Furthermore, a significant withdrawal of capital or redemption of shares from the Funds may adversely affect remaining investors.

THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN PETRARCA'S METHODS OF ANALYSIS AND INVESTMENT STRATEGIES USED IN FORMULATING INVESTMENT ADVICE OR MANAGING ASSETS.

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 an investor's evaluation of the adviser or the integrity of the adviser's management. Neither Petrarca 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

Pooled Investment Vehicles

Petrarca organizes and sponsors the Funds, which are private investment companies and partnerships. These pooled investment vehicles managed by Petrarca are controlled by an affiliated General Partner entity. Petrarca or the General Partner will be responsible for all decisions regarding portfolio transactions of the Funds and have full discretion over the management of the Funds's 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 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 Petrarca. 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

Code of Ethics and Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, Petrarca has adopted a written Code of Ethics (the "Code") predicated on the principle that the Adviser owes a fiduciary duty to the Funds and its Investors. The Code is designed to address and avoid potential conflicts of interest and is applicable to all officers, directors, members, partners or employees of Petrarca (the "Employees"), each Employee's spouse, minor children and other family members living in his or her household (the "Related Persons"), as well as each other individual designated in writing by a compliance officer as being subject to all or a portion of the compliance procedures or policies adopted by the Adviser (collectively the "Covered Persons"). The Adviser requires its Employees to act in its Funds's best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

The Adviser restricts personal trading by Covered Persons to the sale of any long positions, or the covering of any short positions, that were held when the Covered Person commenced employment with Petrarca. All transactions allowed under the Code require pre-clearance from the CCO. The Code also requires periodic reporting of Covered Persons's personal securities transactions and all holdings, and requires prompt internal reporting of Code violations. Petrarca endeavors to maintain current and accurate records of all personal securities accounts of its Covered Persons in an effort to monitor all such activity. A copy of Petrarca's Code is available upon written request to: Brandi Jane Wedgeworth Graham, Chief Compliance Officer, Petrarca

Capital Management, LLC, 800 Third Avenue, 25th Floor, New York, New York 10022 or by calling (646) 502-5601 .

Certain transactions in which Petrarca engages may require, for either business or legal reasons, that no Covered Person trade in the subject securities for specified time periods. Such securities will appear on a list (the "Restricted List") that will be circulated to all Covered Persons. No Covered Person may engage in any sort of trading activity with respect to a security or a derivative thereof on the Restricted List without obtaining prior written approval from the Chief Compliance Officer.

The Advisor, its employees, the General Partner or a related entity each may have an investment in each Fund. In addition, the General Partner for each Fund is 100% owned by the Principals. The General Partner may also invest in each Fund. Therefore, Petrarca, its employees or a related entity participate in transactions of the Funds.

Item 12: Brokerage Practices

General

Petrarca has sole discretion to determine, subject to each Fund's investment objectives, policies and strategies, the securities to be purchased or sold and in what amounts, the broker-dealers and other financial intermediaries to use in effecting transactions for the Funds, and the commission rates or mark-ups/mark-downs to be paid for such transactions. A more detailed discussion of how Petrarca makes use of this authority follows.

Petrarca is authorized to determine the broker or dealer to be used for each securities transaction for the Funds. In selecting brokers or dealers to effect portfolio transactions, Petrarca will seek "best execution" taking into account such factors as Petrarca determines to be relevant, which may include price (including the applicable brokerage commission or mark-up or mark-down), size of the order, difficulty of execution, the operational facilities and reliability of the firm involved, the firm's promptness of execution, adequacy of the firm's trading infrastructure, technology and capital, the quality of service rendered to Petrarca in other transactions, confidentiality considerations, the firm's financial stability and reputation, special execution capabilities, access to underwritten offerings, secondary markets and over-the-counter investment opportunities, the availability of bonds or stocks to borrow for short trades, the firm's ability to accommodate any special execution or order handling requirements that may surround a particular transaction, any research or brokerage products or services provided by such brokers or dealers, and such other factors as Petrarca deems appropriate. Petrarca need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost or spread available. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various services they provide. Actual business received by a broker-dealer may be less than the suggested allocations, but can (and often does) exceed the suggestions because transactions are allocated on the basis of all the considerations described above.

Client securities transactions can be expected to generate a substantial amount of brokerage commissions and other compensation, all of which the Funds, not Petrarca, are obligated to pay. Petrarca and the third party trader utilized by Petrarca have discretion in deciding which brokers and dealers each Fund uses and in negotiating the rates of compensation each Fund pays. In addition to using brokers as "agents" and paying commissions, each Fund may buy or sell securities directly from or to dealers acting as principals at prices that include mark-ups or mark-downs, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters or dealers. In addition, from time to time, Petrarca may execute over-the-counter trades on an agency basis rather than on a principal basis. In these

situations, the brokerdealer used by each Fund may acquire or dispose of a security through a market maker (a practice known as "interpositioning"). The transaction may thus be subject to both a commission and a mark-up or markdown. Petrarca believes that the use of a broker-dealer in such instances can provide anonymity in connection with a transaction. In addition, a broker-dealer may, in certain cases, have greater expertise or ability in accessing the markets and executing a transaction.

Petrarca Capital currently executes trades via an outsourced trading provider, BTIG, and also trades electronically using Bloomberg's EMSX platform. Petrarca may trade directly with a variety of brokerage firms as well. Robert Lacoursière and James Fotheringham execute all electronic trades and communicate all trades to BTIG and other brokers. BTIG trades may be executed via instant messenger, the BTIG order management system, or telephone. Electronic trades are executed via Bloomberg's Electronic Management System.

Soft Dollars

From time to time, the Funds may pay a broker or dealer commissions (or mark-ups or mark-downs with respect to certain types of riskless principal transactions) at a higher rate than that which another broker or dealer might have charged for effecting the same transaction in recognition of the value of the brokerage and research services provided by the broker or dealer. The use of any commissions or "soft dollars" to pay for research or brokerage products or services will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Products or services that may be furnished or paid for by brokers or dealers may include, without limitation, research products and services, such as research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, performance measurement data, consultations, economic and market recommendations, general reports, quotation services, as well as other brokerage products and services, such as special execution capabilities, clearance, settlement, net pricing, online pricing, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, financial strength and stability, efficiency of execution and error resolution, availability of stocks to borrow for short sales, custody, recordkeeping and similar services.

Research obtained by the use of commissions arising from portfolio transactions may be used by Petrarca or its affiliates in its other investment activities and to service other Funds, and therefore the Fund that generated the commissions used to obtain the research may not, in any particular instance, be the direct or indirect beneficiary of the research provided. Under Section 28(e), research or brokerage services obtained with soft dollars generated by a Fund may be used by Petrarca to service other Funds. Where a product or service obtained with soft dollars provides assistance both within the safe harbor created by Section 28(e) of the Exchange Act and outside of the safe harbor, Petrarca will make a reasonable allocation of the cost that may be paid for with soft dollars and pay the remaining portion using Petrarca's own hard dollars. The portion of the cost of such products and services that Petrarca allocates to be paid for with soft dollars generated by a Fund will be borne indirectly by the Fund, rather than directly by Petrarca. Neither the Management Fee nor the Performance Fee will be reduced as a result of the use of soft dollars. Petrarca and its affiliates may derive substantial direct or indirect benefits from the use of soft dollars, as they may not otherwise have to produce, develop or acquire such research, products or services. Accordingly, the relationships with brokerage firms that provide soft dollar services may influence the judgment of Petrarca in allocating brokerage business and create a conflict of interest in using the services of those brokers or dealers to execute brokerage transactions.

Aggregation of Trades

Petrarca will typically aggregate sale and purchase orders of securities on behalf of Funds if Petrarca believes that such aggregation is reasonably likely to result in an overall benefit to the Funds based on an evaluation of factors in Petrarca's sole discretion. Each Fund that participates in an aggregated order generally will participate at the average price for all of Petrarca's transactions in that investment on a given business day (provided, that this policy is subject to the sole discretion of Petrarca, and with respect to certain instruments such as option contracts, determining the average price may not be possible), with transaction costs shared pro rata based on each Fund's participation in the transaction. Petrarca will receive no additional compensation of any kind as a result of an aggregated order. For certain over-the-counter transactions (e.g., derivatives), for administrative and operational reasons, Petrarca may execute a transaction in a Fund's name and enter into a participation agreement granting an interest in the relevant investment to other Funds or vice versa, rather than having each participant purchase its allocable share directly.

Petrarca may establish one or more special purpose vehicles in which the Funds may invest alongside each other for tax, legal, operational or other reasons when deemed to be in the interest of each of the Funds.

Allocation of Investment Opportunities

Petrarca and its affiliates and their respective members, directors, officers and employees (the "Affiliated Parties") may have conflicts of interest in allocating investments among, and in effecting transactions and taking actions for, Funds as a result of having differing economic interests with respect to different Funds. In order to mitigate these conflicts, Petrarca has adopted policies and procedures pursuant to which investment opportunities are required to be allocated by Petrarca and its Affiliated Parties on a fair and equitable basis among all Funds for which participation in the respective opportunity is considered appropriate, taking into account, among other considerations (a) whether the risk-return profile of the proposed investment is consistent with the Fund's objectives, which objectives may be considered (i) solely in light of the specific investment under consideration or (ii) in the context of the portfolio's overall holdings and available capital; (b) the potential for the proposed investment to create an imbalance in the portfolio of the Fund; (c) liquidity requirements of each Fund; (d) potential tax consequences; (e) legal or regulatory restrictions; (f) the desire to adjust the risk profile of one or more Funds; (g) there being Funds with a substantial amount of investable cash or a substantial reduction in available cash; and (h) whether such allocation would create de minimis exposure with respect to such Funds. Such considerations may result in allocations among Funds on other than a pari passu basis. In addition, the Affiliated Parties may allocate to Funds that specialize in investments in a limited set of sectors, geographic regions, industries or markets greater than their pari passu share of any investments in such sectors, geographic regions, industries or markets. Notwithstanding the foregoing, the Affiliated Parties may not be under any obligation to share any investment opportunity, idea or strategy with a particular Fund. It may not always be possible or consistent with the investment objectives of each Fund for the same investment positions to be taken or liquidated at the same time or at the same price.

Capital Introduction Services

From time to time, broker-dealers (including, without limitation, prime brokers) and other counterparties may assist a Fund in raising additional funds from investors by introducing a Fund to prospective investors, including by permitting the Fund to participate in capital introduction programs provided by the broker-dealer or its affiliates. Subject to best execution, Petrarca may direct brokerage through such broker-dealers or may engage such broker-dealers for the provision of prime brokerage services.

Execution Risk; Trade Errors

Petrarca's trading activity involves multiple instruments, multiple broker-dealers and counterparties and multiple strategies. Further, the execution of the trading and investment strategies employed by Petrarca may require a high volume of trades, complex trades, difficult to execute trades, use of negotiated terms with counterparties such as in the use of derivatives, and the execution of trades involving less common or novel instruments. Petrarca has trained the employees devoted to executing, settling and clearing such trades. However, in light of the foregoing, some slippage, trade errors and miscommunications with broker-dealers and counterparties may occur and result in losses. As a general principle, Petrarca seeks to avoid trade errors and believes that investors should not suffer any losses as a result of Petrarca's error. To the extent that an error occurs, it is corrected as soon as possible and the reason for the error is investigated and evaluated in order to prevent the error occurring again. To the extent an error is caused by a counterparty, such as a broker-dealer, Petrarca will attempt to recover any loss associated with such error from such counterparty.

Item 13: Review of Accounts

Petrarca performs various daily, monthly and quarterly reviews of its Funds' portfolios. These reviews are conducted by various groups within Petrarca, including: (i) the Managing Partners; (ii) research analysts who monitor and review positions and risk; and (iii) certain back office personnel who are responsible for valuation, confirmations, settlements, position reconciliation and allocating profits and losses of the Funds.

Investors in each Fund receive periodic written reports on the Fund's operations that contain information about the value of the Fund's net assets and the Fund's net asset value per share, and the Fund's annual financial statements, audited by an independent public accounting firm. Investors also receive periodic written communications from Petrarca discussing its investment views and strategies and the performance of the Funds.

Item 14: Client Referrals and Other Compensation

Petrarca has a solicitation agreement with the Seed Investor. Under the terms of this agreement, if the Seed Investor introduces an investor to the Fund they will receive a solicitation fee.

Broker-dealers (including, without limitation, prime brokers) and other counterparties may provide a variety of services, including capital introduction services. Petrarca is not required to direct any volume of business in return for these services. However, it has an incentive to maintain relationships with these firms based on their prior and continued services.

Item 15: Custody

Petrarca has access to Fund assets since it or an affiliate serves as the General Partner of the Funds. Limited Partners will not receive statements from any custodians. Instead, the Funds 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, and the audited financial statements are distributed to each Limited Partner. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of each Fund's fiscal year end.

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 of each Fund, the Adviser generally has discretionary authority to determine, without obtaining specific consent from the Funds or its Limited Partners or any other Fund, the securities and the amounts to be bought or sold on behalf of any Fund account, and to perform the day-to-day investment operations for each Fund.

Item 17: Voting Client Securities

Petrarca has adopted written proxy voting policies and procedures intended to satisfy the requirements of Rule 206(4)-6 under the Advisers Act. Petrarca will vote proxies in the best interest of the applicable Fund and in accordance with its proxy voting policy. The proxy voting policy provides, among other things, that in general, if there is a conflict of interest or possible conflict of interest between the applicable Fund, on the one hand, and Petrarca, on the other, the proxy will be voted in the best interest of the applicable Fund. If Petrarca determines that any such conflict of interest exists or may be perceived to exist when voting a proxy, Petrarca may, at its own discretion, resolve such conflict by: (i) delegating the voting decision for such proxy proposal to an independent third party; (ii) delegating the voting decision to an independent committee of partners, members, directors or other representatives of the Funds, as applicable; (iii) informing the investors in the investing Funds of the conflict of interest and obtaining majority consent to vote the proxy as recommended by Petrarca; or (iv) obtaining approval of the decision from Petrarca's Chief Compliance Officer. In general, Petrarca's proxy voting policy is to vote in accordance with the recommendation of the company's management, unless, in Petrarca's opinion, such recommendation is not in the best interests of the investing Funds. Clients do not have the right to direct Petrarca on how to vote on a particular matter.

There may be circumstances when refraining from voting a proxy is in a Fund's best interest including, without limitation, when and if Petrarca determines that the cost of voting the proxy exceeds the expected benefit to the Fund. Furthermore, Funds may invest in non-U.S. securities. The laws and regulations governing shareholder rights and voting procedures differ around the world, and in certain countries, the requirements, restrictions or costs involved with voting may outweigh any benefit that the Funds would receive by voting the proxies involved. In such cases, Petrarca may decide it is in the best interests of the Funds not to vote the applicable proxies.

Petrarca has engaged a proxy agent for the offshore fund. The proxy agent will provide guidance and assistance in voting proxies for the offshore fund, subject to Petrarca's oversight. Petrarca's common practice is that proxies will be voted in the name of the Master Fund. Petrarca retains the proxy agent should a situation arise and guidance is needed.

Clients may obtain a copy of Petrarca's Proxy Voting Policies and Procedures and information on how securities have been voted upon by submitting a written request directed to: Brandi Jane Wedgeworth Graham, Chief Compliance Officer, Petrarca Capital Management, LLC, 800 Third Avenue, 25th Floor, New York, New York 10022 or by calling (646) 502-5601.

Item 18: Financial Information

A balance sheet is not required to be provided as Petrarca (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 Funds or (iii) has not been subject to any bankruptcy proceeding during the past 10 years.