

ALTSDIRECT

AltsDirect Investments, LLC

PART 2A OF FORM ADV: FIRM BROCHURE

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AltsDirect Investments, LLC
4229 Chevy Chase Lane
Frisco, Texas 75033

June, 2014

This brochure provides information about the qualifications and business practices of AltsDirect Investments, LLC (“AltsDirect” or the “Firm”). If you have any questions about the contents of this brochure, please contact AltsDirect’s Chief Compliance Officer at 214-629-8795 or Compliance@AltsDirect.com . The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

AltsDirect is registered with the SEC as an investment adviser. Being a “registered investment adviser” or describing AltsDirect as being “registered” does not imply a certain level of skill or training.

Item 2: Material Changes

Khara Erickson is the current Chief Compliance Officer for AltsDirect Investments, LLC.

Item 9 has been updated to include a recent disciplinary matter. Item 14 has been updated to reflect possible future solicitor engagement. There are no other material changes to note for this ADV 2A amendment.

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Item 4: Advisory Business

AltsDirect, a Delaware limited partnership, commenced investment operations in March 2014.

AltsDirect provides investment advisory services for the selection and review of operating vehicles that will be made available to privately pooled investment vehicles (each an “Operating Vehicle” and collectively, the “Operating Vehicles”).

The investment objective for each Operating Vehicle is capital appreciation through direct investment in income-producing commodities, real estate, timber, media and other alternative investments through fractional interests in asset partnerships.

The Firm’s investment management and advisory services are detailed in the relevant subscription agreement and offering materials.

As of December 31, 2013, AltsDirect manages \$0 in net assets under management on a discretionary basis in Operating Vehicles. AltsDirect does not manage any advisory client assets on a non-discretionary basis.

Item 5: Fees and Compensation

AltsDirect will receive a performance based fee for its management services as described in Item 6. AltsDirect will not be paid an account fee or management fee with respect to each Operating Vehicle.

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

AltsDirect will receive for each Operating Vehicle a performance based fee.

The performance based fee will vary depending on each Operating Vehicle and the Project in which it invests. AltsDirect will receive a fee (the “**Performance Allocation**”) generally based on income distributions from Project assets, but may, as permissible by law, receive a performance-based fee based on the capital appreciation of assets sold.

In general, in the case of an energy-related Project, Operating Vehicle Distributions will be allocated (1) first, 100% to the Investor Fund until the Investor Fund has received distributions equal to the sum of (i) such Investor Fund’s Capital Commitment, plus (ii) that portion of the Management Fee (as defined below) attributable to the Investor Fund’s interest in such Operating Vehicle that has been funded by such Investor Fund from sources other than its Capital Commitment; and (2) thereafter, 80% to the Investor Fund and 20% to the General Partner, except that if any Operating Vehicle is managed by the OV Adviser, Operating Vehicle Distributions based on proceeds from the capital appreciation of assets will be distributed 100% to the Investor Fund and 0% to the General Partner.

In the case of a real estate-related Project, Operating Vehicle Distributions derived from sources other than capital appreciation (generally, Income-Generating Properties) will be distributed as follows: (1) first, 100% to the Investor Fund to the extent that the fair market value of the real estate-related Project has suffered a permanent loss in value from its acquisition cost (if any); (2) second, 100% to the Investor

Fund until the Investor Fund has received the portion of the Management Fee attributable to the Investor Fund's Operating Vehicle interest in such Operating Vehicle that has been funded by such Investor Fund from sources other than its Capital Commitment; and (3) thereafter, 80% of distributions to the Investor Fund and 20% to the General Partner. Operating Vehicle Distributions derived from capital appreciation, such as the disposition of assets (generally, Developmental Properties), will be distributed as follows: (1) first, 100% to the Investor Fund until the Investor Fund has received distributions under this clause (1) equal to the sum of (i) such Investor Fund's Capital Commitment, plus (ii) that portion of the Management Fee attributable to the Investor Fund's Operating Vehicle interest in such Operating Vehicle that has been funded by such Investor Fund from sources other than its Capital Commitment or pursuant to clause (2) of the waterfall above for real-estate distributions derived from sources other than capital appreciation; and (2) thereafter, 80% to the Investor Fund and 20% to the General Partner, except that if any Operating Vehicle is managed by the OV Adviser, Operating Vehicle Distributions based on proceeds from the capital appreciation of assets will be distributed 100% to the Investor Fund and 0% to the General Partner.

Upon liquidation of an Operating Vehicle, after the payment of all debts and liabilities and deduction of amounts held aside as reserves, the remaining assets of the Operating Vehicle will be distributed to the Investor Fund in accordance with the priorities described above. Allocations of gain will also be allocated, as closely as possible, among the Investor Fund investors and the General Partner of each Operating Vehicle in a manner consistent with the priorities set forth above. If the distribution waterfall with respect to an Operating Vehicle differs from those described above, it will be described in the applicable Operating Vehicle Appendix.

For Operating Vehicles for which AltsDirect is not entitled to receive compensation based on the capital appreciation of an asset, and the asset generates income (most frequently, real estate-related assets), the OV Adviser may have an incentive to reject offers to purchase assets held by an Operating Vehicle, because the sale would result in an end to any income-based returns on the assets.

Similarly, for Operating Vehicles for which AltsDirect is entitled to receive compensation measured as a portion of capital appreciation, AltsDirect may have an incentive to reject offers to purchase assets held by an Operating Vehicle, if the purchase price would not be sufficient to generate a significant (or any) Performance Allocation.

The Performance Allocation will be calculated on an Operating Vehicle-by-Operating Vehicle basis. In this regard, if an Investor Fund holds an interest in two or more Operating Vehicles, the investment gains, losses, fees and expenses in one Operating Vehicle (and its related Project) will have no impact on the investment gains, losses, fees and expenses with respect to any other Operating Vehicle.

AltsDirect may assign any portion of its right to receive the Performance Allocation to the Operator ("**Operator Performance Allocation**") or to any other third party. (The term Performance Allocation as used in this Agreement will include any Operator Performance Allocation.) Any such assignment will not affect Operating Vehicle Distributions to Investor Funds that have invested in the applicable Operating Vehicle.

Item 7: Types of Clients

AltsDirect provides discretionary investment management services to sponsors and managers of capital intensive projects described in Item 4.

Operating Vehicles will be formed to raise capital to fund specific projects and will typically involve (i) energy-related assets, including but not limited to working interests in oil and gas exploration and

production and infrastructure interests such as refineries, solar equipment, pipelines, terminals, and other equipment, (ii) real estate-related assets, such as land or commercial or residential properties, (iii) entertainment-related assets, including rights to finance, produce and distribute major studio films and other types of digital media, and (iv) other types of assets.

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

AltsDirect will review and select specific opportunities for projects that the firm believes will satisfy its selection criteria. Each Operating Vehicle will pursue an investment objective to invest substantially all of its assets in one or more specific energy-related, real estate-related, entertainment-related or other type of Projects. In addition to investments in the applicable Project, an Operating Vehicle may also hold cash or short-term investments.

RISK FACTORS

1 GENERAL RISKS

Investing in an Investor Fund and investing Investor Fund assets in an Operating Vehicle each involve significant risks. The Investor Funds and the Operating Vehicles will not constitute a complete or diversified investment program. None of the Operating Vehicles is diversified, and although Investor Funds are expected to hold a variety of energy-related, real estate-related, and other Projects, Investors should regard their investment in an Investor Fund as only part of a broader, more diversified investment portfolio. Investors should consult with their financial advisor for additional information. There can be no assurance that the investment objective of any Investor Fund or Operating Vehicle will be met. Operating Vehicles invest in energy-related Projects, real estate-related Projects, and other types of Projects. The Projects will involve a high degree of risk and many or most may lose money. Investor Fund(s) may ultimately receive cash, securities, or other assets, or a combination of cash, securities, and other assets (and in some cases nothing at all). If an Investor Fund receives securities or other assets, the securities or other assets may not be publicly traded, and may not have any significant value.

2 NO GUARANTEE

Neither AltsDirect nor any of its affiliates guarantee the future performance or financial results of any Investor Fund or Operating Vehicle, and an investment in an Investor Fund, or an investment in an Operating Vehicle by an Investor Fund, may result in a gain or loss upon termination or liquidation of the Investor Fund or Operating Vehicle, as applicable. It is possible that “phantom income” may occur, which could require investors to pay taxes on their investment in and through the applicable Investor Fund, even though the Investor Fund and/or Operating Vehicles in which it invests do not distribute any income (or do not distribute sufficient income to pay the taxes).

3 LIMITED FINANCIAL INFORMATION

Investors will receive audited financial statements with respect to their Investor Fund or the Operating Vehicle(s) in which it invests. The Investor Fund will receive only limited information about each Operating Vehicle in which it invests and the Project to which it relates. Although investors will receive periodic information about the value or valuation of the Investor Fund and the Operating Vehicles in which it has invested, as well as ongoing information about the Projects and the Project assets held by the Operating Vehicles, any such valuation information may be of limited reliability and use.

4 PRIVATELY-OFFERED SECURITY RISK

Investing in privately offered securities, including the interest offered by the Investor Fund, the interests offered to Investor Funds by the Operating Vehicles, or any interests offered by a Project Entity and purchased by an Operating Vehicle, entails a significant degree of risk and, therefore, should be

undertaken only by investors capable of evaluating and bearing those risks. Energy-related and real estate-related investments, such as those held by the Operating Vehicles, involve a high degree of risk and many or most such investments lose money.

5 LIMITED MARKET FOR INVESTOR FUND, OPERATING VEHICLE, AND PROJECT ENTITY SECURITIES

None of the interests in the Investor Funds, Operating Vehicles, or any Project Entity have been registered under the 1933 Act or any other law of the United States, or under the securities laws of any state or other jurisdiction, and therefore an interest in an Investor Fund, Operating Vehicle or Project Entity cannot be resold, pledged, assigned or otherwise disposed of unless it is so registered or an exemption from registration is available. A limited market exists for the sale of securities in the Investor Funds, Operating Vehicles, and (as applicable) any Project Entities in which the Operating Vehicles invest, and the transferability of those securities is generally restricted. In the event that the OV Adviser or General Partner determines to distribute Project-related securities held by an Operating Vehicle to Investor Funds invested in the Operating Vehicle, there may be no market through which those securities may be sold, and even if there were such a market, the transfer of such securities may be subject to significant legal and contractual restrictions, including Federal and state securities laws and regulations.

In addition, if a distribution of securities issued by a Project Entity, including an Operator, is made prior to the existence of a public market for such securities, the securities distributed would not be registered under Federal securities laws or qualified under any state securities law. Any sale would be required to be made in reliance upon exemptions under those laws. Unless a Project Entity's securities are registered with the SEC and any required state authorities, or an appropriate exemption from registration is available, if the investor receives a Project Entity's securities in an Operating Vehicle Distribution to the Investor Fund, the Investor Fund may be unable to liquidate those securities, even though the financial condition of the Investor Fund may dictate such liquidation. Moreover, the resale of any Project Entity's securities following a distribution to Investor Funds will generally be subject to Rule 144 of the 1933 Act.

6 RESTRICTIONS ON TRANSFER

The Investor Fund's interest in an Operating Vehicle generally cannot be traded or transferred and can only be redeemed in limited circumstances. An interest in an Investor Fund can only be transferred with the prior written authorization of the Manager, which may be withheld in the Manager's sole and absolute discretion, and the Investor Fund's interest in an Operating Vehicle can only be transferred with the prior written authorization of the OV Adviser or General Partner, which may be withheld in the OV Adviser's or General Partner's sole and absolute discretion, as applicable. The investor may not be able to transfer their interest in an Investor Fund, and the Investor Fund may not be able to transfer its interest in an Operating Vehicle, at the time or at the price desired.

The Investor Fund must typically hold its interest in an Operating Vehicle until the Project's assets are sold or otherwise disposed of by the OV Adviser or General Partner. Investors typically will not be able to redeem the corresponding investment in the Investor Fund until one of these events occurs and the Operating Vehicle makes its final distributions.

7 MANAGEMENT OF THE OPERATING VEHICLES

The OV Adviser or General Partner, as applicable, makes all investment and other decisions for each Operating Vehicle, including whether and on what terms to dispose of assets associated with the Project in which an Operating Vehicle has invested, whether to exercise any conversion, warrant or similar rights with respect to any Project Entity securities held by an Operating Vehicle, and whether and how to vote on any proxy or other voting matters related to any such securities. Neither the investor nor the Investor Fund will have any right to manage or influence the management of any Operating Vehicle or of the LP, and neither the investor nor the Investor Fund have any right to remove the OV Adviser or General

Partner. Investors should not invest Investor Fund assets in an Operating Vehicle unless the investor is willing to entrust all aspects of the management of the Operating Vehicle to the OV Adviser or General Partner on behalf of the Investor Fund. Any determination as to whether to distribute any assets held by the Operating Vehicle, or sell the assets and distribute cash, will be made by the OV Adviser or General Partner, as applicable, in its sole and absolute discretion.

As discussed above, the OV Adviser or General Partner (as applicable) may, in its sole and absolute discretion, determine whether to offer follow-on and other related investment opportunities in an Operating Vehicle, if such opportunities are made available, to some or all of the Investor Funds that have previously invested in a particular Operating Vehicle or to Investor Funds that did not already invest in that Operating Vehicle. In addition, the OV Adviser or General Partner (as applicable) may, in its sole and absolute discretion, determine whether to offer follow-on or other related investment opportunities in a new Operating Vehicle that will hold additional assets related to a Project associated with an existing Operating Vehicle, if such opportunities are made available, to some or all of the Investor Funds that have previously invested in that Project through an Operating Vehicle or to Investor Funds that did not already invest in that Operating Vehicle.

The General Partner may, in its sole and absolute discretion: (a) reject any subscription for an investment by an Investor Fund in any Operating Vehicle for any reason or no reason, in whole or in part, and at any time prior to its acceptance; and (b) for any reason or for no reason, require the Investor Fund to redeem its interest in an Operating Vehicle.

8 MANAGEMENT OF THE INVESTOR FUNDS

As manager of each Investor Fund, the Manager is responsible for the implementation of each Investor Fund's investment program. As described above, the Manager will provide asset allocation services to the Investor Funds on either a discretionary or non-discretionary basis, based on the Investor Profiles submitted to the Manager and utilizing the Sequencing Program. Neither the Investor Fund nor Investor in an Investor Fund have the right to remove the Manager. Investors should not invest in an Investor Fund unless they are willing to entrust all aspects of its management to the Manager.

The Manager may, in its sole and absolute discretion: (a) reject any subscription for an interest in an Investor Fund for any reason or no reason, in whole or in part, and at any time prior to its acceptance; and (b) for any reason or for no reason, require the Investor to redeem its interest in an Investor Fund.

9 NO OR LIMITED CONTROL OVER THE PROJECTS AND THE VALUE OF THEIR ASSETS

In the case of most energy-related Projects, the OV Adviser, General Partner and Manager typically will not obtain representation on the board of directors (or similar governing body) of, or otherwise have any control over, an Operator or any other Project Entity involved in the management of the applicable Project. The success of any Operating Vehicle investment depends on the ability and success of the Operator and any other management entities and individuals associated with the Project whose assets are held by that Operating Vehicle, in addition to economic and market factors. Valuations may fluctuate considerably and the price paid for a Project's assets or interests, including any securities issued by a Project Entity, may bear limited or no relationship to future valuations of the Project's assets or interests in any market that may develop for such assets or interests, whether private or public.

In the case of most real estate-related Projects, the General Partner will typically hire an Operator to manage property directly owned by the Operating Vehicle. As a result, the General Partner will have the ability to monitor and potentially remove and replace the Operator. Nonetheless, the General Partner cannot guarantee that the Operator will effectively or successfully manage the Project, and the success of the Operating Vehicle investment may fluctuate based on the Operator's performance, in addition to economic, regulatory and market factors. Valuations in real estate assets may fluctuate considerably, and

the price paid for a real estate-related Project's assets may bear limited or no relationship to future valuations of the Project's assets.

10 FEES, ALLOCATIONS AND EXPENSES THAT WOULD NOT BE INCURRED THROUGH DIRECT PURCHASE OF A PROJECT'S ASSETS OR INTERESTS

When an investor invests in an Investor Fund, they will be required to pay IF Expenses, plus the Account Funding Fee and Management Fee. In addition, when the Investor Fund invests in an Operating Vehicle, it will pay OV Expenses and other operational expenses of the Operating Vehicle, and its distributions will be reduced by the amount of the Performance Allocation. None of these allocations, expenses or fees would be incurred by an Investor making a direct investment in the assets associated with a Project. The foregoing allocations, expenses and fees, which may be significant in terms of the size and assets of the Operating Vehicle or Investor Fund, will reduce the amount received by Investors in each Investor Fund.

An Investor may or may not be able to directly purchase the assets of a Project at a price and upon terms that would be more economically advantageous than those available by investing Investor Fund assets in an Operating Vehicle.

11 THE GENERAL PARTNER'S DECISIONS MAY BE INFLUENCED BY THE TYPE OF PERFORMANCE ALLOCATION IT RECEIVES

Because the General Partner is not permitted to receive compensation based on the capital appreciation of an asset in cases where the OV Adviser manages the Operating Vehicle in question, and the asset generates income (most frequently, real estate-related assets), the General Partner may have an incentive to reject offers to purchase assets held by an Operating Vehicle, because the sale would result in an end to income-based returns on the asset. In cases where the OV Adviser does not manage the Operating Vehicle in question - most frequently, where the Operating Vehicle invests in real estate-related Projects that generate capital appreciation, the General Partner is permitted to receive compensation based on capital appreciation of an asset, and therefore the General Partner may have an incentive to reject offers to purchase securities held by an Operating Vehicle, if the purchase price would not be sufficient to generate a significant (or any) Performance Allocation.

12 LIMITED INFORMATION ABOUT PROJECTS

Due to the nature of the Projects offered through the Site, there may be limited information—financial, operating or otherwise—regarding a Project. Investors considering investing Investor Fund assets in an Operating Vehicle must be aware that there is a risk that: (i) there are facts or circumstances pertaining to a Project that the public, the Operating Vehicle, the OV Adviser, the General Partner, the Manager, the Investor Fund that the investors are not aware of, and (ii) the information upon which the Operating Vehicle, the OV Adviser, the General Partner, the Manager, the Investor Fund and the investor rely, including both publicly available information and information on the Site concerning the Projects, may prove to be inaccurate, and, as a result, the Operating Vehicle and in turn the Investor Fund may suffer a partial or complete loss of the investment.

Investors should read and understand the risk factors contained in the Investment Information before the Investor Fund assets are invested in an Operating Vehicle.

13 NO ASSURANCE OF DISTRIBUTIONS

An Investor Fund may not receive distributions with respect to an Operating Vehicle and any such distributions may not be received for a significant period of time (such as when the assets of the applicable Project(s) are sold or otherwise disposed of). Investors should therefore not have any expectation of receiving distributions.

Unless otherwise requested by the Investor, all distributions otherwise payable to an Investor from an Investor Fund, if any, shall be retained by the Investor Fund for reinvestment in one or more Operating Vehicles. Therefore, if an Investor seeks to receive such distributions, the Investor must notify the Manager.

14 LACK OF PERFORMANCE RECORD

Each Operating Vehicle and Investor Fund is a newly-formed entity with no performance record. In addition, each Project is a highly speculative and untested project. As such, it is possible that any Operating Vehicle, Investor Fund, or Project may not be financially successful.

15 THE INVESTOR FUNDS AND OPERATING VEHICLES DO NOT OFFER A COMPLETE INVESTMENT PROGRAM

None of the Operating Vehicles are diversified. In general, each investment in an Operating Vehicle is offered for the primary purpose of investing in a single Project. Each Project has an inherently high risk/high reward return profile. Because none of the Operating Vehicles are diversified, an investment of Investor Fund assets in a particular Operating Vehicle may be subject to greater volatility and may be more susceptible to any single economic, political or regulatory occurrence than would be the case if the investments held by the Operating Vehicle were more diversified. As a result, an investment in an Operating Vehicle is subject to partial or total risk of loss.

Investor Funds are expected to hold a variety of energy-related, real estate-related, and other Projects, and it is the objective of the Manager to seek to ensure, to the extent practicable, that an Investor Fund's interests in Operating Vehicles are sufficiently diversified so that the risk of the overall portfolio of the applicable Investor Fund is reduced. However, the Manager's ability to achieve diversification is contingent on a number of factors, including, among others, whether the Manager manages the Investor Fund on a discretionary or non-discretionary basis, the availability of different types of Projects, the terms of available interests in Operating Vehicles, and the extent to which each Investor chooses to "opt in" or "opt out" of particular Operating Vehicle investments.

In addition, it is expected that, at least initially, the Operating Vehicles will be concentrated in a limited number of industries and asset classes, particularly energy and real estate. Operating Vehicle Projects may also be concentrated geographically. As a result, despite the Manager's objective of seeking diversification across Operating Vehicles, the Operating Vehicles themselves will not be diversified with respect to industries and asset classes and may also not be diversified geographically. The value of an Investor Fund may, therefore, be subject to greater volatility and may be more susceptible to any single global or regional economic, political or regulatory occurrence than would otherwise be the case.

16 LIMITATION ON LIABILITY; INDEMNIFICATION

The LLC Agreement, the LP Agreement, and certain other agreements comprising the Investment Information contain provisions limiting the liability of the Investor Fund Covered Parties and the Operating Vehicle Covered Parties, and providing for their indemnification in certain circumstances, provided that such Investor Fund Covered Party or Operating Vehicle Covered Party has met its standard of care. Further, Operators, administrators, due diligence specialists and other service providers to or agents of the Investor Funds and/or the Operating Vehicles will likely be subject to limitations on liability, and will receive indemnification rights, that are substantially similar to those described above for Investor Fund Covered Parties and Operating Vehicle Covered Parties.

Any indemnification paid to a party referenced above is likely to be paid from the assets of one or more Investor Funds and/or Operating Vehicles and therefore would reduce the value of such Investor Funds or Operating Vehicles (in some cases, significantly).

17 ENERGY, REAL-ESTATE, AND ENTERTAINMENT RELATED RISKS

The Operating Vehicles will typically invest in energy-related, real estate-related, and entertainment-related Projects. Investments in each Project entails a high degree of risk. Each Project is a highly speculative and untested project and, as such, may not be financially successful.

The energy sector is susceptible to significant price volatility as a result of a variety of factors, which may include, among others, (i) the unpredictability of success in locating and producing natural resources in an economically viable manner, (ii) the malfunctioning or unavailability of facilities necessary to produce, transport, store and deliver energy-related resources, (iii) rate and tariff regulation, (iv) drops or spikes in energy prices and (v) environmental risk.

The real estate sector is also susceptible to significant price volatility as a result of factors such as, among others, (1) interest rates, (2) economic factors that affect the demand for real estate, such as changes in employment rates and incomes, (3) real estate-related trends such as vacancies in the rental market, (4) changes and trends in the construction and building industry and (5) environmental risk.

The entertainment sector is susceptible to significant price volatility as a result of factors such as, among others, (i) the possibility of a project or type of project becoming obsolete quickly, (ii) cyclicality of revenues and earnings, (iii) a decrease in the discretionary income of consumers, (iv) changing consumer tastes and interests, and (v) dependence on advertising spending.

Each sector is affected by factors including, but not limited to, (a) government ownership, government intervention, or operation of major market participants, (b) consumer advocacy, (c) weather-related events, (d) changes in law, (e) international political events and other unforeseen events and (f) other factors such as market illiquidity or disruption, the inability or refusal of a counterparty to perform, or the insolvency or bankruptcy of a significant market participant. These events are, by their nature, unpredictable, and can cause extreme and sudden price reversals and market disruptions.

Item 9: Disciplinary Information

On March 10, 2014, the Securities Commissioner of South Carolina issued an Order to Cease and Desist directed to Robert Couch, on the basis that Robert Couch, the Chief Technology Officer of AltsDirect, sold “shares” of a financial product through an unregistered financial expert or promoter that were marketed by general solicitation and by misrepresentations during Mr. Couch’s employment by Couch Financial Services, Inc. Mr. Couch believes that the Securities Commissioner of South Carolina entered the Order to Cease and Desist without proper notice or service. Mr. Couch disputes the allegations contained in the Order to Cease and Desist and is requesting a hearing on the notice and the merits. Accordingly, AltsDirect is currently treating this matter as a proceeding.

Item 10: Other Financial Industry Activities and Affiliations

AltsDirect is an affiliate of AltsDirect Adviser, LLC, which was granted registration with the SEC as an investment adviser on May 6, 2014.

Generally, AltsDirect will manage selection and formation of Operating Vehicles, while AltsDirect Adviser, LLC will manage investments into the Operating Vehicles through privately pooled investment vehicles organized as separate series of a series Trust (each series an “Investor Fund” and collectively, the “Investor Funds”). Each of AltsDirect and AltsDirect Adviser, LLC, along with the Investor Funds and

Operating Vehicles, are affiliated and related parties. Certain inherent conflicts of interest arise from the activities of AltsDirect and AltsDirect Adviser, LLC, and their affiliates.

AltsDirect will devote the time reasonably required to manage the Operating Vehicles. AltsDirect and their affiliates, members, managers, officers and/or employees may be engaged in other businesses and activities, including exercising investment management responsibility and buying, selling or otherwise dealing with investments for their own accounts, for the accounts of family members, and for the accounts of other clients, including with respect to some of the types of investments that AltsDirect will purchase or sell on behalf of an Operating Vehicle.

Similarly, AltsDirect Adviser, LLC will devote the time reasonably required to manage the Investor Funds. AltsDirect Adviser, LLC and its affiliates, members, managers, officers and/or employees may be engaged in other businesses and activities, including exercising investment advisory and management responsibility and buying, selling or otherwise dealing with investments for their own accounts, for the accounts of family members, and for the accounts of other clients, including with respect to some of the types of investments that AltsDirect Adviser, LLC will purchase or sell on behalf of an Investor Fund.

Each of these persons may give advice and take action in the performance of their duties to their other clients that could differ from the timing and nature of action taken with respect to an Investor Fund or Operating Vehicle, as applicable

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

AltsDirect has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics, which was amended and restated in April 2014, includes provisions relating to a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at AltsDirect must acknowledge the terms of the Code of Ethics annually, or as amended. A copy of AltsDirect's Code of Ethics will be provided to any client or prospective client upon request.

Item 12: Brokerage Practices

AltsDirect currently does not engage in trading transactions on behalf of its clients or utilize the services of broker-dealers for transaction related services. In the event it chooses to use a broker-dealer, AltsDirect will seek to obtain best execution of transactions. To the extent they aggregate orders for purchase and sale, AltsDirect will aggregate such orders as it deems appropriate and in accordance with each Fund's organizational documents and in the best interests of each Fund.

Item 13: Review of Accounts

AltsDirect nor any of its affiliates review the projects with respect to the OV the appropriateness of those projects or any holdings to project sponsors overall financial plans.

Item 14: Client Referrals and Other Compensation

AltsDirect does not receive economic benefit from anyone but the compensation received for organizing and managing the Operating Vehicles.

AltsDirect does not currently use services of a solicitor to offer interests in the Investor Funds. However, AltsDirect may enter into arrangements with solicitors where in return for a referral AltsDirect would pay the solicitor a one-time or ongoing fee based upon the value of the referral's investment into the Investor Funds. Any such arrangement with a solicitor will be disclosed to every investor.

Item 15: Custody

The assets of each Operating Vehicle are held at unaffiliated qualified custodians as required by the rules adopted under the Investment Advisers Act of 1940, as amended. We provide investors with the Operating Vehicle's annual audited financial statements prepared by an independent public accountant.

Item 16: Investment Discretion

AltsDirect has full discretionary authority and responsibility with respect to the investment management of the Operating Vehicles pursuant to the partnership agreement for the Operating Vehicles. Investment advice is provided by AltsDirect directly to the Operating Vehicles, subject to the direction and control of the affiliated general partner or manager of such Operating Vehicle.

Item 17: Voting Client Securities

Based on the anticipated investments for the Operating Vehicles, AltsDirect does not anticipate that the Operating Vehicles will hold securities for which proxy voting will occur. However, to the extent AltsDirect has been delegated proxy voting authority on behalf of its clients, AltsDirect complies with its proxy voting policies and procedures. Such policies and procedures are designed to ensure that such proxies are voted in the best interest of the client.

Item 18: Financial Information

AltsDirect believes that it has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients, and AltsDirect has not been the subject of any bankruptcy proceeding.

Item 19: Requirements for State Registered Advisers

Not Applicable.