
Item 1.

Cover Page

CORSO CAPITAL MANAGEMENT LP

March 25, 2014

This Brochure contains information about the qualifications and business practices of Corso Capital Management LP (“Corso”). If you have any questions about the contents of this Brochure, please contact Brian Tierney at 212-899-5031 or brian.tierney@corsocm.com. This information has not been approved or verified by the SEC or by any state securities authority.

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

Corso Capital Management LP
1221 Avenue of the Americas, Suite 4200
New York, NY 10020
Tel: 212-899-5031
Fax: 646-474-4436

Item 3.
Table of Contents

Item 4. Advisory Business	1
Item 5. Fees and Compensation	1
Item 6. Performance-Based Fees and Side-By-Side Management	2
Item 7. Types of Clients.....	3
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	3
Item 9. Disciplinary Information	6
Item 10. Other Financial Industry Activities and Affiliations	6
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	6
Item 12. Brokerage Practices	7
Item 13. Review of Accounts	9
Item 14. Client Referrals and Other Compensation.....	9
Item 15. Custody.....	9
Item 16. Investment Discretion.....	9
Item 17. Voting Client Securities	10
Item 18. Financial Information	10

Item 4.
Advisory Business

Corso Capital Management LP (the “Adviser”) is an investment adviser with its principal place of business in New York, New York. The Adviser intends to commence operations on or about May 1, 2014 and has submitted an application for registration with the SEC as an investment adviser. David B. Frank is the principal owner of the Adviser. The Adviser has not, as of the date of this Brochure, commenced operations as an investment adviser; however, certain of the responses herein are based on the Adviser’s expectations with respect to its investment advisory business.

The Adviser provides discretionary investment advisory services to U.S. and non-U.S. clients consisting principally of private funds that are pooled investment vehicles intended for sophisticated investors and institutional investors (each, a “Fund” and collectively, the “Funds”) and separately managed accounts (the “Accounts” and together with the Funds, the “clients”).

The Adviser provides advice to its clients based on the specific investment objectives and strategies described in the offering memorandum of a Fund (each, a “Memorandum”) or the investment management agreement for a client. The Adviser may tailor advisory services to the individual needs of its clients, and clients may impose restrictions on investing in certain types of securities and other financial instruments.

As of the date of this Brochure, the Adviser does not have any assets under management.

Item 5.
Fees and Compensation

Asset-Based Compensation

The Adviser is paid an asset-based investment management fee ranging from 1.5% to 2% per annum of the net assets of each Fund. The management fees are charged quarterly in advance based upon the Fund’s net asset value as of the first business day of each quarter. If an investor in a Fund invests during a quarter or makes an additional subscription during a quarter, the management fee will be charged as of the effective date of the subscription based upon the value of the investment as of the applicable date and will be prorated for the number of days remaining in the quarter. To the extent an investor in a Fund is required to withdraw during a quarter, a pro rata portion of the management fee paid in advance will be refunded, based on the number of days remaining in the quarter.

Management fees may be reduced or waived for an investor in a Fund that is a member, employee or affiliate of the Adviser, Corso GP LLC, relatives of such persons and certain large or strategic investors.

The Accounts are generally not charged asset-based investment management fees.

Performance Based Compensation

The Adviser or Corso GP LLC, an affiliate of the Adviser, may also receive annual performance-based compensation, which is compensation that is based on a share of net capital appreciation of the assets of a client. This performance-based compensation with respect to the Funds ranges from 15% to 20% of the net capital appreciation and is subject to a loss carryforward, and with respect to the Accounts generally ranges from 25% to 50% of the net capital appreciation and is subject to a loss carryforward. Performance-based compensation generally is allocated as of the end of each fiscal year and upon an intra-year withdrawal of capital from a client’s account or a redemption by an investor in a Fund. The Adviser’s performance-based compensation is calculated taking into account both realized and unrealized gains.

The performance-based compensation may be reduced or waived for an investor in a Fund that is a member, employee or affiliate of the Adviser, Corso GP LLC, relatives of such persons and certain large or strategic investors.

More detailed information about the fees and allocations paid by investors in the Funds may be found in each Fund's offering documents.

The management fee and any performance-based compensation with respect to a Fund is calculated by a Fund's administrator and deducted by the Fund's administrator pursuant to instructions from the Adviser. With respect to the Accounts, the clients calculate any performance-based compensation and remit such performance-based compensation to the Adviser on a monthly or quarterly basis as set forth in the applicable investment management agreement.

In addition to paying investment management fees and, if applicable, performance-based compensation, client accounts may also be subject to other expenses such as 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); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund-related insurance costs (including D&O and E&O insurance and outside directorship liability), as applicable; expenses of regulatory compliance, filings and reporting (including but not limited to Form PF), directors' fees and expenses and any other expenses related to the purchase, sale or transmittal of client assets. Client assets may be invested in ETFs. In this case, the client will bear its pro rata share of the investment management fee and other fees of such funds, which are in addition to the investment management fee paid to the Adviser. The Adviser manages a master-feeder structure and as a result, the feeder funds in such structure each bear a pro rata share of the expenses of the master fund.

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

Item 6.

Performance-Based Fees and Side-By-Side Management

As set forth in Item 5 above, the Adviser or its affiliate, Corso GP LLC, may receive an annual performance-based compensation based on a share of net capital appreciation of the assets of a client. This performance-based compensation is generally of the net capital appreciation and is subject to a loss carryforward. Furthermore, certain personnel of the Adviser are typically compensated on a basis that includes a performance-based component.

Since the Adviser intends to provide investment management services to multiple client accounts, it has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with different fee arrangements, and the allocation of investment opportunities. The Adviser reviews investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained material discrepancies. In addition, the Adviser generally allocates positions across client accounts pro rata based upon the size of the client accounts. However, as described below, allocations may differ among client accounts based on certain factors.

Due to differences in client investment objectives and strategies, risk tolerances, tax status, and other criteria, differences may exist among clients with respect to positions held. The Adviser may take the following factors into account when allocating securities and other financial instruments among investment advisory clients: the client's investment objective and strategy; preference for certain counterparties to be used for the client's account; risk profile; tax status; any restrictions placed on a client's portfolio by the client or as a result of federal or state laws (such as the Employee Retirement Income Security Act of 1974, as amended ("ERISA")); size of the client's account; total portfolio invested position; nature of the security or other financial instrument to be allocated; size of available position; supply or demand for a security or other financial instrument at a given price level; current

market conditions; timing of cash flows and account liquidity; and any other information determined to be relevant to the fair allocation of securities and other financial instruments.

Item 7.
Types of Clients

The Adviser's clients consist of the Funds and separately managed accounts for pooled investment vehicles .

With respect to the Funds, the initial and additional subscription minimums are disclosed in the Memorandum for each Fund, which may be waived at the discretion of the Adviser. With respect to the Accounts, the Adviser does not have any standard requirements for opening or maintaining a separately managed account and may, in its discretion, require a different investment minimum for any account.

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

The Adviser's investment objective is to seek to capture alpha through investments in utility companies and related industries, and it intends to employ a market neutral, sector specific, equity strategy. The strategy is a conservative, non-directional, low volatility, low beta, high alpha focused, pair-traded approach that will be concentrated in domestic utility companies and related industries.

The Adviser will primarily invest in electric and gas utilities, independent power producers, electric and natural gas transmission companies, natural gas gatherers and processors, liquefaction and liquefied natural gas export companies and master limited partnerships. Exposure to master limited partnerships will be through the use of total return swaps. The Adviser believes that utilities are a uniquely homogenous group that lend themselves well to a relative value strategy. Utilities are large and liquid companies that share similar business profiles, similar market caps and in many cases overlapping geographical footprints. The companies are governed by a common set of state and federal regulations, where new similar rules and orders often have dramatically different effects on individual companies.

The Adviser intends to employ a bottom-up, research driven approach to identify relative value opportunities across core sectors of the utility and related industries. The process will combine what the Adviser believes to be a deep understanding of sector dynamics with extensive due diligence to invest in high conviction positions with asymmetric risk/reward characteristics.

There can be no assurances that a client will achieve its investment objective or that the strategies pursued and methods utilized by the Adviser will be successful under all or any market conditions. The Adviser's methods, strategies and investments involve a risk of loss to clients, and clients must be prepared to bear the loss of their entire investment.

Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategy

A brief explanation of the material risks associated with the Adviser's principal investment strategy and methods of analysis follows.

- **Short Selling Risk.** The Adviser's investment program includes short selling. Short selling transactions expose clients to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by a client in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser, on behalf of a client account, might be compelled, at the most disadvantageous

time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

- Lack of Diversification. It is anticipated that clients will be investing primarily in companies in the utility sector. A client's portfolio may not be diversified among, industries, sectors, geographic areas, types of securities and other financial instruments. Accordingly, the investment portfolio of a client may be subject to more rapid change in value than would be the case if the Adviser were required to maintain a wide diversification among industries, sectors, types of securities and other financial instruments.
- Utility Industry Risks. Client portfolios will contain a high proportion of securities in the utility sector. The risks associated with the long side of the portfolio of electric utility companies include those involving the construction, operation and licensing of nuclear power plants, including the risk of nuclear accident. The market value of the stock of electric and gas utility companies also may be adversely affected by inadequate rate increases from regulatory agencies. Conversely, the short side of the portfolio is subject to different risks, which might cause the price of the securities to rise, such as higher than expected dividends, unexpectedly positive regulatory changes, merger, takeover or acquisition and lower interest rates. Other risks of electric and gas utilities include their market sensitivity to changes in long-term interest rates, commodity price movements, their continuing requirements for raising additional capital and their obligation to comply with environmental and other governmental mandates.
- Energy Sector Risks. The value of client portfolios may be particularly vulnerable to factors affecting the energy industry, such as increasing regulation of the energy sector, developments in the energy sector and energy conservation incentives. Increased energy regulations may, among other things, increase compliance costs and affect business opportunities for the companies in which the clients invest. Because the Adviser will focus its investments partially in the energy industry, the value of client portfolios may rise and fall more than the value of a similar investment vehicle that invests more broadly. Client portfolios may also be affected by changing commodity prices, which can be highly volatile and are subject to risks of oversupply and reduced demand.
- Leverage. Performance may be more volatile since the Adviser will employ leverage. The use of leverage may result in (i) greater losses from investments than would otherwise have been the case had the Adviser not borrowed to make the investments, (ii) margin or collateral calls or interim margin requirements that may force premature liquidations of investment positions and (iii) losses on investments when the investment fails to earn a return that equals or exceeds the cost of borrowing. Additionally, the Adviser uses options, swaps, and other "synthetic" or derivative financial instruments, which inherently contain much greater leverage than a non margined purchase of the underlying security, commodity or other financial instrument.
- Hedging. There can be no assurances that a particular hedge is appropriate, or that certain risk is measured properly. Further, while the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Adviser's investment portfolios than if the Adviser did not engage in any such hedging transactions.
- Pairs Trading of Equity Securities. Pairs trading strategies and other long/short strategies that may be employed, depend largely upon identifying securities with appropriate features of negative correlation, i.e., that a loss in one position (whether long or short) will be more than outweighed by a gain in a related position. Similar to various types of arbitrage, if the anticipated pattern of price correlation does not in fact occur, or if the positions are not appropriately weighted, losses may occur.
- Counterparty Risk. To the extent that the clients invest in foreign exchanges, swaps, derivative or synthetic instruments, repurchase agreements, or other over-the-counter instruments, a client may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. Transactions entered into directly between two counterparties expose the parties to the risk of counterparty insolvency and counterparty default upon settlement of a transaction.

- Convergence Risk. The Adviser may pursue relative value strategies by taking long positions in securities believed to be undervalued and short positions in securities believed to be overvalued. In the event that the perceived mispricings underlying the client's trading positions were to fail to converge toward, or were to diverge further from, the Adviser's expectations, the clients may incur a loss.
- Custody Risk. There are risks involved in dealing with the custodians or prime brokers who settle trades for client accounts. Although the Adviser monitors the prime brokers and believes that they are appropriate custodians, there is no guarantee that the prime brokers, or any other custodians that may be used 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, it is likely that losses would be incurred due to assets being unavailable for a period of time, the ultimate receipt of less than full recovery of the assets, the ultimate receipt of different assets, or some combination of all of the foregoing.
- Reliance on Key Personnel. The Adviser relies heavily on the services of the managing partner and portfolio manager, David B. Frank. Mr. Frank is responsible for all of the major decisions affecting the clients. Should Mr. Frank determine to discontinue managing the affairs of, or withdraw from, the Adviser or should Mr. Frank die, be incapacitated or, for some other reason, be unable to effectively manage the affairs of the Adviser, the business and results of the operations of the clients may be adversely affected.

Risks Associated with Types of Securities that are Primarily Recommended (Including Significant, or Unusual Risks)

- Equity Securities. Client portfolios will include positions in equity securities of U.S. and non-U.S. issuers. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, political developments and general economic environments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole.
- Non-U.S. Securities. Investments in securities and other financial instruments of non U.S. issuers (including non-U.S. governments) that are denominated or whose prices are quoted in non U.S. currencies pose, to the extent not hedged, currency exchange risks (including blockage, devaluation and non exchangeability) as well as other potential risks which could include expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding non U.S. issuers, and non U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers. Transaction costs of investing in non-U.S. markets are generally higher than in the U.S. There is generally less government supervision and regulation of exchanges, brokers, and issuers in non-U.S. jurisdictions than there is in the U.S.
- Options. Options can be highly volatile and the prices of options can be subject to large swings. The value of options are subject to many factors including, but not limited to, time decay, volatility and interest rates. Because option premiums paid or received by an investor are small in relation to the market value of the investments underlying the options, buying put and call options can result in large amounts of leverage.
- Master Limited Partnerships. Certain assets may be invested in master limited partnerships ("MLPs"). The value of the investments in MLPs will depend largely on the MLPs being treated as partnerships for federal income tax purposes. If a MLP does not meet current legal requirements to maintain partnership status, or if it is unable to do so because of tax law changes, it would be taxed as a corporation. In that case, the MLP would be obligated to pay income tax at the entity level and distributions received by the client would be taxed entirely as dividend income. As a result, there would be a material reduction in the client's after-tax return. To the

extent a client invests in MLPs, items of income, gains, losses and deductions of each MLP would flow through to the client in its capacity as a partner of the MLP. Historically, a substantial portion of MLP income has been offset by tax deductions. If the amount of MLP income tax deductions that may be claimed by a client is less than anticipated, the limited partners will incur greater current income taxes. A significant slowdown in acquisition activity by the MLPs in the client's portfolio also could accelerate the limited partners' obligations to pay income taxes due in part to less accelerated depreciation generated by new acquisitions.

- Currency Exposure Risk. Certain investments may be denominated in non-U.S. currencies while client accounts will be valued in U.S. dollars. A change in the value of such foreign currencies against the U.S. dollar will result in a corresponding change in the U.S. dollar value of a client's assets denominated in those currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. Foreign currency exchange rates may also be impacted by government intervention in the foreign exchange markets. From time to time, the Adviser may try to hedge these risks by investing client portfolios in currencies and options thereon, forward currency exchange contracts, or any combination thereof, but there can be no assurance that such strategies will be implemented or, if implemented, will be effective.
- Derivative Transactions Generally. Swaps (including total return swaps), and certain options and other custom derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the client or the Adviser. Further, transactions in derivative instruments are not undertaken on recognized exchanges, and will expose the client's account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

The foregoing does not purport to be a complete explanation of the risks involved in trading securities or with respect to any investment strategy.

Item 9.
Disciplinary Information

This Item is not applicable.

Item 10.
Other Financial Industry Activities and Affiliations

This Item is not applicable.

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

The Adviser has adopted a Code of Ethics (the "Code"), which sets forth the ethical and fiduciary principles and related compliance requirements under which the Adviser operates and the procedures for implementing those principles. The Code obligates the Adviser and its related persons to put the interests of the Adviser's clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. In addition to

compliance with the Adviser's policies and procedures, all of the Adviser's personnel are required to comply with all applicable laws including federal securities laws.

Clients or prospective clients may obtain a copy of the Code by contacting Brian Tierney, the Adviser's Chief Compliance Officer, by e-mail at brian.tierney@corsocm.com, or by telephone at 212-899-5030.

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law.

As a general matter, the Adviser's employees are not permitted to engage in personal securities transactions for their personal accounts other than to invest in open-end investment companies (e.g., mutual funds) and exchange traded funds. Additionally, an employee may sell securities acquired prior to joining the Adviser, subject to pre-clearance by the Chief Compliance Officer, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of the Adviser's Clients

The Chief Compliance Officer will report on issues that arise under the Code to the Adviser's senior management as necessary, and in any case, at least annually.

Item 12.

Brokerage Practices

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include, but are not limited to, financial stability or creditworthiness; the actual executed price and the commission or spread; research (including economic forecasts, investment strategy advice, fundamental and technical advice on securities and other financial instruments, valuation advice and market analysis), custodial and other services provided for the enhancement of the Adviser's general portfolio management capabilities; the size and type of the transaction; the difficulty of execution and the ability to handle difficult trades; willingness of the broker or counterparty to make a market; and the operational facilities of the brokers and/or dealers involved (including back office efficiency).

In selecting a broker-dealer to execute transactions (or a series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates. Thus, a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate.

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

connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the Securities and Exchange Commission or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations. The use of commissions arising from a client's investment transactions for services other than research and brokerage will be limited to services that would otherwise be a client expense. The use of commissions to obtain such other services would be outside the parameters of Section 28(e).

When the Adviser uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, the Adviser's Best Execution Committee meets quarterly to review and evaluate its soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer.

The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, the Adviser will not have to pay for the products and services itself. This creates an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services. The Adviser may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients.

Research and brokerage services obtained by the use of commissions arising from a client's portfolio transactions may be used by the Adviser in its other investment activities, including, for the benefit of other client accounts.

The Adviser and its related persons did not acquire any products or services with client brokerage commissions (or markups or markdowns) within its last fiscal year because it is a newly-formed entity that had no clients during the last fiscal year.

In some instances, the Adviser may obtain a product or service that it uses, in part, for Section 28(e) eligible purposes and, in part, for other purposes. In such instances, the Adviser will make a good faith effort to determine the relative proportion of the product or service used to assist the Adviser in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). Such determination will be based on the Adviser's evaluation of the actual use of the product or service by its personnel for research and non-research purposes. The proportion of the product or service attributable to assisting the Adviser in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by the Adviser from its own resources. The determination of the appropriate allocation of "mixed use" products and services creates a potential conflict of interest between the Adviser and clients.

From time to time the Adviser may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to a private fund managed by the Adviser or recommend these private funds as an investment to clients. The Adviser may place client portfolio transactions with firms that have made such recommendations or provided capital introduction opportunities, if the Adviser determines that it is otherwise consistent with seeking best execution. In no event will the Adviser select a broker-dealer as a means of remuneration for recommending the Adviser or any other product managed by the Adviser (or an affiliate) or affording the Adviser with the opportunity to participate in capital introduction programs.

The Adviser may purchase or sell the same security for many clients at or about the same time and using the same executing broker. It is the Adviser's practice, where appropriate, to aggregate client orders for the purchase or sale of the same security submitted at or about the same time for execution using the same executing broker. Such aggregation may enable the Adviser to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations. If the order at a particular broker is filled at several different prices, through multiple trades,

generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to clients. Depending on the investment strategy pursued and the type of security, this may result in a pro rata allocation to all participating clients.

Item 13.
Review of Accounts

Each client account is reviewed by the portfolio manager on an ongoing basis to determine whether investments should be maintained in light of current market conditions. Matters reviewed include specific investments held, adherence to investment guidelines and the performance of each client account.

Investors in the Funds receive reports in accordance with the terms of each Fund's offering memorandum. The Accounts receive reports from the Adviser as set forth in the investment management agreement entered into between the Account and the Adviser.

Item 14.
Client Referrals and Other Compensation

The Adviser may receive certain research or other products or services from broker-dealers through "soft-dollar" arrangements. These "soft-dollar" arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser's interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its clients.

Please see Item 12 for further information on the Adviser's "soft-dollar" practices, including the Adviser's procedures for addressing conflicts of interest that arise from such practices.

The Adviser does not make any payments to third-party solicitors for client referrals.

Item 15.
Custody

This Item is not applicable

Item 16.
Investment Discretion

The Adviser provides investment advisory services to clients on a discretionary basis. Prior to assuming discretion over a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion. The Adviser has the authority to determine the securities and the amount of the securities to be purchased and sold for client accounts.

Allocations will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate, which may include a client's investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a client's status as a "restricted person" under applicable regulations.

The Adviser may enter into agreements or "side letters" with certain prospective or existing investors in the Funds whereby such investors may be subject to terms and conditions that are more favorable than those set forth in the

applicable Memorandum. For example, such terms and conditions may provide for special rights to make future investments; special redemption rights, including relating to frequency, notice or the reduction of redemption fees; a reduction or rebate in fees and/or other terms; rights to receive reports on a more frequent basis or that include information not provided to other investors (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the Fund and such investor.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors occur, the Adviser's error correction procedure is to ensure that clients are treated fairly. The Adviser has discretion to resolve a particular error in any manner that it deems appropriate and that is consistent with the above-stated policy. In the event that a client account incurs a trade error as a result of the Adviser's gross negligence or willful misconduct, or violation of the standard of care that is applicable to the client account, the Adviser will reimburse the client. Trade errors that do not result from the Adviser's gross negligence, willful misconduct or other standard of care applicable to the client account are borne by the client account.

Item 17.
Voting Client Securities

To the extent the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of its clients. In fulfilling its obligations to advisory clients, the Adviser seeks to act in a manner that will enhance the economic value of the underlying securities held by each advisory client.

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

Clients may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted a client's proxies by contacting Brian Tierney, the Adviser's Chief Compliance Officer, by e-mail at brian.tierney@corsocm.com or by telephone at 212-899-5030.

Item 18.
Financial Information

This Item is not applicable.