

Item 1. Cover Page

**Brochure of
Sword Capital Partners, LLC**

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This brochure provides information about the qualifications and business practices of Sword Capital Partners LLC (“Sword Partners”). If you have any questions about the contents of this brochure, please contact us at (213) 891-6300. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Item 2. Material Changes

Not applicable.

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Item 4. Advisory Business

Sword Partners is a Delaware limited liability company that has been in business since 2014. Its controlling members are Robert A. Day, as trustee of the Robert A. Day Trust dated March 22, 2000, as amended, and Husam Nazer. Mr. Nazer is also its portfolio manager. Mr. Day is the owner and chairman of Oakmont Corporation (“Oakmont”) and is the controlling owner of The Cypress Funds LLC (“Cypress”), each of which is affiliated with GROW Partners LLC (“GROW”). Sword Partners is also affiliated with GROW. Peak Investments, LLC (“Peak”) sub-advises certain Oakmont clients and is a member of Cypress, although it is not an advisory affiliate. Oakmont, Cypress, GROW and Peak are SEC-registered investment advisers. Sword Partners shares office space with Oakmont, Cypress and Peak (the “Other Advisers”), and certain Oakmont employees provide services to Sword Partners.

Sword Partners is the investment adviser and general partner of investment funds and invests principally, but not solely, in equity and equity-related securities that are traded publicly in U.S. markets on behalf of its clients, but is authorized to enter into any type of investment transaction that it deems appropriate under the terms of the client’s partnership or other account agreement. Sword Partners only manages assets on a discretionary basis.

The investors in the funds that Sword Partners manages have no opportunity to select or evaluate any fund investments or strategies. Sword Partners selects all fund investments and strategies.

Item 5. Fees and Compensation

Quarterly and Annual Fees.

Sword Partners’ compensation is negotiable and varies, but typically, it charges an annual fee of 1.5% of assets under management, which amount is payable in quarterly installments at the beginning or end (depending on the provisions of each client’s partnership or other account agreement) of each calendar quarter based on the net market value of each client’s account on the date the fee accrues and becomes payable. Sword Partners also typically is allocated from each limited partner in an investment limited partnership a performance allocation equal to 20% of the net profits (including realized and unrealized gains and losses) otherwise allocable to that limited partner, and receives from each other client a performance fee equal to 20% of the net profits of the account (including both realized and unrealized gains and losses). The special profit allocation and performance fee are assessed in arrears annually (and on withdrawals or redemptions during the year with respect to the amount withdrawn or redeemed) and are applied only to profits that exceed the cumulative losses previously incurred by or allocated to the clients. Sword Partners complies with Rule 205-3 under the Investment Advisers Act of 1940, if applicable. Performance allocations and fees may create an incentive for Sword Partners to make more risky and speculative investments than it would otherwise make.

Sword Partners typically deducts management fees and performance compensation directly from client accounts.

Accounts that invest in mutual funds also pay, indirectly, investment advisory fees to the managers of those funds.

Sword Partners believes that its fees are competitive with fees charged by other investment advisers for comparable services, but comparable services may be available from other sources for lower fees than Sword Partners charges.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 and that invests in a fund of which Sword Partners is the investment adviser, to use the “alternative reporting option” to report Sword Partners’ compensation as “eligible indirect compensation” on the Schedule C of the plan’s Form 5500 Annual Return/Report of Employee Benefit Plan.

Fees Relating to Withdrawals

Relationships with Sword Partners’ investment fund clients are terminable on expiration of the fund’s term, dissolution of the fund or on Sword Partners’ withdrawal or other termination as general partner or investment adviser of the fund. Each investor may withdraw or redeem from a fund, on specified prior written notice, on the last day of any calendar quarter.

In all cases, expenses, the pro rata portion of the management fee and the performance allocation or fee through the date of termination are charged to the account. All prepaid but unearned advisory fees are refunded on termination of a client’s account. An investor who withdraws or redeems from a fund on a date other than the last day of a quarter, however, does not receive a refund of the management fee previously paid.

Expenses.

Each account is responsible for its own costs and expenses, including trading costs and expenses (such as brokerage commissions, expenses related to short sales, and clearing and settlement charges), ongoing legal, tax accounting and bookkeeping fees and expenses, and the fees and expenses charged by any fund administrator for its accounting, bookkeeping and other services. Sword Partners bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. All or part of these costs and expenses may be paid, however, by securities brokerage firms and futures commission merchants that execute clients’ securities trades, as discussed in Item 12 below.

Item 6. Performance-Based Fees and Side-By-Side Management

Sword Partners currently manages only accounts that pay performance-based compensation as described in Item 5. It does not manage accounts that do not pay performance-based compensation.

Item 7. Types of Clients

Sword Partners provides investment advice to investment funds. Investors in the funds are required to invest a minimum of \$2,000,000, but Sword Partners may waive this minimum. Sword Partners generally requires a minimum of \$50,000,000 to open an individually managed account, but may waive this minimum.

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

Investment Strategy

Sword Partners generally expects to invest in U.S. small to middle market companies. Its strategy is generally long-concentrated, but it also expects to sell securities short, use derivatives positions in individual securities to supplement both long and short positions and use derivative positions and sector and index exchange-traded funds as a hedging mechanism.

This investment strategy summary represents Sword Partners' current intentions, is general in nature and is not exhaustive. There are no limits on the types of investments in which Sword Partners may take positions on behalf of its clients, the types of positions that it may take, the concentration of its investments or the amount of leverage that it may use. Sword Partners may use any trading or investment techniques, whether or not contemplated by the expected investment strategies described above. In addition, there are limitations in describing any investment strategy due to its complexity, confidentiality and indefinite nature. Depending on conditions and trends in securities and commodities markets and the economy generally, Sword Partners may pursue any objectives or use any techniques that it considers appropriate and in clients' interest.

Risk Factors

Investing in securities involves risk of loss that clients should be prepared to bear. Below are some of the risks that investors should consider before investing in any fund or account that Sword Partners manages. Any of these risks could materially and adversely affect investment performance, the value of any account or any security held in an account, and could cause investors to lose substantial amounts of money. The list below is only a brief summary of some of the risks that a client or investor may encounter. Potential investors in a fund should review such fund's offering circular or private offering memorandum carefully and in its entirety, and consult with their professional advisers before deciding whether to invest. The risks described below also generally would apply to individually managed accounts. A potential client should discuss with Sword Partners' representatives any questions that such person may have before investing in a fund.

- Client accounts may not achieve their investment objectives. A strategy may not be successful and investors may lose some or all of their investment.
- Sword Partners has no operating history on which prospective clients and investors may evaluate its performance.
- Investor sentiment on the market, an industry or an individual security is not predictable and can adversely affect an account's investments.
- An account may hold stocks that disappoint earnings expectations and decline, and may short stocks that beat earnings expectations and rise.

- Sword Partners may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. Sword Partners also may receive material, non-public information about an issuer that prevents it from trading that issuer's securities for a client when the client could make a profit or avoid losses.
- Sword Partners may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies.
- Sword Partners engages in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, resulting in losses on both the hedged security and the hedging instrument. Sword Partners is not obligated to hedge a client's portfolio positions, and it frequently may not do so.
- An account may have higher portfolio turnover and transaction costs than a similar account managed by another investment adviser. These costs reduce investments and potential profit or increase loss.
- Sword Partners sells securities short, resulting in a theoretically unlimited risk of loss if the prices of the securities sold short increase.
- Management and stockholders of an issuer may sue short sellers to deter short sales of the issuer's securities. Sword Partners could be subject to such actions, even if they are baseless, and clients could incur substantial costs defending them.
- Sword Partners may use leverage by borrowing on margin, selling securities short and trading futures, other commodity interests and derivatives, which increases volatility and risk of loss. These instruments can be difficult to value. An incorrect valuation could result in losses.
- Sword Partners may sell covered and uncovered options on securities. The sale of uncovered options could result in unlimited losses.
- Counterparties such as brokers, dealers, futures commission merchants, custodians and administrators with which Sword Partners does business on behalf of clients may default on their obligations. For example, a client may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- Sword Partners may cause a client to enter into repurchase agreements or reverse repurchase agreements. These instruments can have effects similar to margin trading and leveraging.
- Sword Partners may cause clients to invest in securities of non-U.S. private issuers. The risks of these investments include political risks; economic conditions of the country in which the issuer is located; limitations on foreign investment; currency exchange risks;

withholding taxes; limited information about the issuer; limited liquidity; and limited regulatory oversight.

- Changes in economic conditions can adversely affect investment performance. In past years, economic conditions in the U.S. and elsewhere deteriorated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to inflation and other negative consequences to investors.
- Sword Partners may acquire for a client a large position in an issuer's securities but the client nevertheless is unlikely to have any control over the issuer's management. In addition, if Sword Partners holds a large position in an issuer's securities, its subsequent sales of those securities could depress the market for them.
- Some of an account's positions may be or become illiquid, in which case Sword Partners may not be able to sell such positions.
- An account may invest in restricted securities that are subject to long holding periods or that are not traded in public markets. These securities are difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded.
- An account's investments may not be diversified. Therefore, a loss in any one position, industry or sector in which that account has invested may cause significant losses.
- Sword Partners determines the value of securities and commodities held in client accounts, whether or not a public market exists for those instruments. If Sword Partners' valuation is inaccurate, it might receive more compensation than that to which it is entitled, a new investor in a fund might receive an interest that is worth less than the investor paid and an investor that is withdrawing assets might receive more than the amount to which the investor is entitled, to the detriment of other investors.
- The client and not Sword Partners is responsible for any trade errors that Sword Partners makes in an account, even when the error hurts the client.
- Sword Partners and its affiliates and agents generally are not responsible to any client or investor for losses incurred in an account unless the conduct resulting in the loss constituted gross negligence, fraud or willful misconduct to the client or investor.
- There is not and will not be an active market for fund interests. It may be impossible to transfer any such interests, even in an emergency.
- A fund may not be able to generate cash necessary to satisfy investor withdrawals and redemptions. Substantial withdrawals and redemptions in a short period could force Sword Partners to sell a fund's portfolio positions too rapidly, and may so reduce the size of the fund that it cannot generate returns or reduce losses. Further, a fund may limit or suspend withdrawals or redemptions of an investor's assets.

- A fund may dissolve or expel any investor at any time, even if such actions adversely affect one or more investors.
- A fund may establish a reserve for contingencies if Sword Partners considers it appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- No client or investor has been represented by separate counsel. The attorneys who represent Sword Partners do not represent clients or investors. Clients and investors must hire their own counsel for legal advice and representation.
- Sword Partners, an administrator or any government agency may freeze assets that any of them believes an investor holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist, and may transfer such assets to a government agency. None of Sword Partners, a fund or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.
- The funds do not intend to make distributions, but intend instead to reinvest substantially all income and gain. Therefore, an investor may have taxable income from a fund without a cash distribution to pay the related taxes.
- If the assets that Sword Partners and its affiliates manage grow too large, it may adversely affect performance, because it is more difficult for Sword Partners to find attractive investments as the amount of assets that it must invest increases.
- Federal, state and international governments may increase regulation of investment advisers, private investment funds and derivative securities, which may increase the time and resources that Sword Partners must devote to regulatory compliance, to the detriment of investment activities.
- Sword Partners is not registered with the SEC as a broker-dealer, or with the Commodity Futures Trading Commission as a commodity pool operator or commodity trading adviser. The equity interests in the funds are not registered under the Securities Act of 1933, and the funds are not registered investment companies under the Investment Company Act of 1940. Sword Partners believes that none of these registrations is required because exemptions are available under applicable law. If a regulatory authority deems that any of these registrations is required, Sword Partners and any fund could be subject to expensive legal action and potential termination. In addition, investors in the funds do not have certain regulatory protection that they would have if these registrations were in place.
- Sword Partners' activities could cause adverse tax consequences to clients and investors, including liability for interest and penalties.
- Sword Partners' activities may cause an account that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.

- If a fund becomes insolvent, investors may be required to return with interest any distributions and forfeit any undistributed profits.
- Sword Partners and its affiliates may spend time on activities that compete with a fund without accountability to investors, including investing for other clients and their own accounts. If Sword Partners receives better compensation and other benefits from managing other assets or client accounts compared to managing a fund, it has incentive to allocate more time to those other activities. These factors could influence Sword Partners not to make investments on a fund's behalf even if such investments would benefit the fund.
- Sword Partners may provide certain investors or clients more frequent or detailed reports, special compensation arrangements and withdrawal or redemption rights that it does not provide to other investors or clients.

Item 9. Disciplinary Information

This Item is not applicable, because Sword Partners has no reportable disciplinary information.

Item 10. Other Financial Industry Activities and Affiliations

Sword Partners is a Delaware limited liability company that has been in business since 2014. Its controlling members are Robert A. Day, as trustee of the Robert A. Day Trust dated March 22, 2000, as amended, and Husam Nazer. Mr. Nazer is also its portfolio manager. Mr. Day is the owner and chairman of Oakmont and is the controlling owner of Cypress, each of which is affiliated with GROW. Sword Partners is also affiliated with GROW. Peak sub-advises certain Oakmont clients and is a member of Cypress, although it is not an advisory affiliate. Sword Partners shares office space with Oakmont, Cypress and Peak, and certain Oakmont employees provide services to Sword Partners. Please see Item 4 for the definitions of capitalized terms used in this Item 10.

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

Sword Partners has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, that establishes standards of conduct for its supervised persons. The Code of Ethics includes general requirements that Sword Partners' supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires Sword Partners' supervised persons to comply with the personal trading restrictions described below and periodically to report their personal securities transactions and holdings to Sword Partners' Compliance Officer, and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the Compliance Officer. Each supervised person of Sword Partners receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received those materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during the

preceding year. Clients and prospective clients may obtain a copy of Sword Partners' Code of Ethics by contacting Sword Partners.

Under the Code of Ethics and the codes of ethics of each of the Other Advisers (defined in Item 4), Sword Partners, the Other Advisers and their members, shareholders and employees may personally invest in the same securities that Sword Partners purchases for clients and may own the same securities that Sword Partners subsequently purchases for clients. The Other Advisers may also purchase and sell such securities for their clients. This practice creates a conflict of interest in that any of such persons can use his or her knowledge about actual or proposed securities transactions and recommendations for a client account to profit personally, or to profit the Other Advisers' clients, by the market effect of such transactions and recommendations. To address this conflict, Sword Partners and the Other Advisers have adopted policies and procedures governing the allocation of investment opportunities among clients and regularly review such policies and procedures.

In addition, all securities transactions by Sword Partners' supervised persons and the Other Advisers' employees, other than mutual funds (excluding exchange-traded funds), U.S. government securities, money market instruments and shares of money market funds, must be pre-approved in writing by Sword Partners' compliance officer or the compliance officer of the appropriate Other Adviser. In addition, such employees and supervised persons may not buy or sell a security for their own accounts until the trading day after orders for clients in that security have been filled and there is no buying or selling program in progress. Sword Partners, the Other Advisers and their employees may also buy or sell specific securities for their own accounts based on personal investment considerations aside from company or industry fundamentals, which Sword Partners does not believe appropriate to buy or sell for clients.

Because Sword Partners manages more than one account, there may be conflicts of interest over its time devoted to managing any one account and allocating investment opportunities among all accounts that it manages. For example, Sword Partners selects investments for each client based solely on investment considerations for that client. Different clients may have differing investment strategies and expected levels of trading. Sword Partners may buy or sell a security for one type of client but not for another, or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. Sword Partners may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client. Sword Partners is not obligated to acquire for any account any security that Sword Partners or its members or employees may acquire for its or their own accounts or for any other client, if in Sword Partners' absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

Item 12. Brokerage Practices

Sword Partners has complete discretion in selecting the broker or futures commission merchant that it uses for client transactions and the commission rates that clients pay such brokers and futures commission merchants. In selecting a broker or futures commission merchant for any transaction or series of transactions, Sword Partners may consider a number of factors, including, for example:

- net price, clearance, settlement and reputation;
- financial strength and stability;
- efficiency of execution and error resolution;
- block trading and block positioning capabilities;
- willingness to execute related or unrelated difficult transactions in the future;
- special execution capabilities;
- order of call;
- offering to Sword Partners on-line access to computerized data regarding clients' accounts;
- computer trading systems; and
- the availability of stocks to borrow for short trades.

Sword Partners may also purchase from a broker or futures commission merchant or allow a broker or futures commission merchant to pay for the following (each a “soft dollar” relationship):

- research reports, services and conferences, including third-party research fees;
- technical data;
- periodical subscription fees;
- consultations;
- performance measurement data;
- on-line pricing;
- news wire and data processing charges;
- quotation services;
- custody, recordkeeping and similar services;
- proxy voting services;
- computer hardware and software;
- accounting fees; and
- legal fees.

Sword Partners may receive soft dollar credits based on principal, as well as agency, securities transactions with brokers and futures commission merchants or direct a broker or futures commission merchant that executes transactions to share some of its commissions with a broker or futures commission merchant that provides soft dollar benefits to Sword Partners.

Section 28(e) of the Securities Exchange Act of 1934 provides a “safe harbor” to investment advisers who use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decision-making responsibilities. Conduct outside of the safe harbor of section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. If Sword Partners uses commission dollars to pay for products or services that provide administrative or other nonresearch assistance to itself or its affiliates, such payments may not fall within the section 28(e) safe harbor.

Sword Partners has retained Morgan Stanley & Co., Incorporated (“Morgan Stanley”) to serve as the funds’ prime broker and custodian. Sword Partners may replace Morgan Stanley or appoint an additional prime broker and custodian at any time. The services that Morgan Stanley currently provides as prime broker may include custody, margin financing, clearing, settlement and stock borrowing in accordance with the terms of the prime brokerage agreement entered into between it and each fund. Morgan Stanley has custody of each fund’s assets and provides Sword Partners’ with other services. These services may include: technology (such as internet access, IT support, Bloomberg connections, wireless networking, e-mail archiving and disaster recovery systems), capital introduction, portfolio reporting and access to electronic communications networks. Sword Partners expects to use a substantial portion of these services for research and trading on behalf of the funds, but some may be used for administrative purposes, which would not be within the safe harbor of section 28(e). Although many prime brokers provide similar services to investment advisers in exchange for brokerage, custody and clearance fees and other charges, if Sword Partners did not receive these services from Morgan Stanley, Sword Partners would be required to pay for all or some of them. Sword Partners is not required to direct a particular number of trades to Morgan Stanley or to continue to use it as the funds’ custodian, but it has an incentive to do so based on Morgan Stanley’s prior and continued services.

The funds’ obligations to Morgan Stanley and any other custodian are secured by a first priority perfected security interest over all of the funds’ assets held in custody by that custodian. A custodian may transfer to itself or any of its affiliates all rights, title and interest in and to those assets as collateral and may deal with, lend, dispose of, pledge or otherwise use all such collateral for its own purposes. If any such transfer occurs, the involved fund will rank as such custodian’s (or affiliate’s) unsecured creditor. If such custodian or its affiliate becomes insolvent, a fund may not be able to recover its securities in full. In addition, a fund’s cash that a custodian holds may not be segregated from such custodian’s own cash. If that occurs, the custodian or its affiliate may use the fund’s cash in the course of the custodian’s or affiliate’s business and the fund will rank as an unsecured creditor in relation to its own cash.

Sword Partners may select a broker to act as a “trading broker” for a client. In such cases, Sword Partners or the trading broker may select the executing broker, and the trading broker would then place or manage the order. The trading broker is compensated (through commissions or otherwise) for this trading service in addition to the commissions paid to the executing brokers. As with all soft dollar arrangements, using a trading broker in this manner causes the client to pay brokerage commissions, mark-ups and other transactions fees that are higher than might otherwise be paid if brokers were selected solely based on lowest execution cost. In addition, using a trading broker (rather than an employee of Sword Partners) to provide those services may allow Sword Partners to reduce its own personnel expenses.

Sword Partners may pay to a broker or futures commission merchant commissions and mark-ups that exceed those that another broker or futures commission merchant might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker or futures commission merchant provides. Sword Partners determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or Sword Partners’ overall fiduciary duty to its clients. An account may, however, pay higher commissions and mark-ups than are otherwise available or may pay more

commissions or mark-ups based on account trading activity. The research and other benefits resulting from Sword Partners' brokerage relationships benefit Sword Partners' operations as a whole and all accounts that it manages, including those that do not generate the soft dollars that pay for such research and other benefits and accounts of clients that direct Sword Partners to use a broker or futures commission merchant that does not provide Sword Partners with soft dollar services. Sword Partners does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits that the accounts generate.

Sword Partners' relationships with brokers and futures commission merchants that provide soft dollar services influence its judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not. Sword Partners has an incentive to select or recommend a broker or futures commission merchant based on its interest in receiving soft dollar services rather than clients' interest in receiving the most favorable execution. These conflicts of interest are particularly influential to the extent that Sword Partners uses soft dollars to pay expenses it would otherwise be required to pay itself.

Sword Partners addresses these conflicts of interest by annually evaluating the trade execution services that it receives from the brokers and futures commission merchant that it uses to execute trades for clients. Such evaluation includes comparing those services to the services available from other brokers and futures commission merchants. Sword Partners considers, among other things:

- alternative market makers and market centers;
- the quality of execution services;
- the desirability of continuing with various soft dollar services;
- adding brokers or futures commission merchants to, or removing them from, the approved list of brokers and futures commission merchants that Sword Partners uses; and
- increasing or decreasing targets for each broker or futures commission merchant and the appropriate level of commission rates.

Sword Partners may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts that Sword Partners manages or with accounts of its affiliates. In such event, Sword Partners may charge or credit a client the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if Sword Partners were not executing similar transactions concurrently for other accounts. Sword Partners may also cause a client to buy or sell securities directly from or to another client, if such a cross-transaction is in the interests of both clients.

Sword Partners may direct a certain amount of brokerage to a broker or futures commission merchant in return for the broker's or futures commission merchant's referral of prospective clients or investors. Directing brokerage in exchange for client or investor referrals creates a

conflict of interest in that Sword Partners has an incentive to refer its clients' brokerage business to brokers and futures commission merchants to which it might not otherwise direct transactions.

Item 13. Review of Accounts

Sword Partners' portfolio manager, Mr. Nazer, reviews all accounts regularly. Those reviews take into account asset allocation, cash management, the prospects of individual securities, changes in issuer earnings, industry outlook, market outlook and price levels. Each account receives a quarterly letter stating performance for the quarter and an annual letter discussing annual performance and investment outlook.

Item 14. Client Referrals and Other Compensation

Sword Partners may engage solicitors to whom it pays cash or a portion of the advisory fees paid by clients referred to it by those solicitors. In such cases, this practice is disclosed in writing to the client and Sword Partners complies with the other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, if applicable.

Item 15. Custody

Not applicable.

Item 16. Investment Discretion

Sword Partners has discretionary authority to manage investment accounts on behalf of clients pursuant to a grant of authority in each fund's limited partnership agreement or investment management agreement.

Item 17. Voting Client Securities

Sword Partners votes all proxies on behalf of each account over which Sword Partners has proxy voting authority based on its determination of such account's best interests. In determining whether a proposal serves an account's best interests, Sword Partners considers a number of factors, including:

- the proposal's economic effect on shareholder value;
- the threat that the proposal poses to existing rights of shareholders;
- the dilution of existing shares that would result from the proposal;
- the effect of the proposal on management or director accountability to shareholders; and
- if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

Sword Partners abstains from voting proxies when Sword Partners believes that it is appropriate to do so.

If a material conflict of interest over proxy voting arises between Sword Partners and a client, Sword Partners will vote all proxies in accordance with the policy described above. If Sword Partners determines that this policy does not adequately address the conflict of interest, Sword

Partners will notify the client of the conflict and request that the client consent to Sword Partners' intended response to the proxy solicitation. If the client consents to Sword Partners' intended response or fails to respond to the notice within a reasonable time specified in the notice, Sword Partners will vote the proxy as described in the notice. If the client objects in writing to Sword Partners' intended response, Sword Partners will vote the proxy as the client directs. If one or more of the clients for which there is such a material conflict of interest is an investment fund, Sword Partners will address the conflict of interest in a manner that Sword Partners considers generally in the best interest of the fund and its investors.

A client can obtain a copy of Sword Partners' proxy voting policy and a record of votes cast by Sword Partners on behalf of that client by contacting Sword Partners.

Item 18. Financial Information

This Item is not applicable, because Sword Partners is not required to report financial information.

Privacy Policy

Sword Partners and the funds for which it serves as general partner or investment adviser:

- collect non-public personal information about their clients and investors from the following sources:
 - information received from clients or investors on applications or other forms, and
 - information about clients' or investors' transactions with Sword Partners, its affiliates or others;
- do not disclose any non-public personal information about their clients or investors or former clients or investors to anyone, except as permitted by law;
- restrict access to non-public personal information about their clients and investors to their employees who need to know that information to provide services to clients; and
- maintain physical, electronic and procedural safeguards that comply with federal standards to guard clients' and investors' personal information.

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