

## FORM ADV PART II

# RAND ADVISORS, LLC

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This brochure provides information about the qualifications and business practices of Rand Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at [compliance@randadvisors.com](mailto:compliance@randadvisors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Rand Advisors, LLC is also available at the Securities and Exchange Commission's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Our registration as an investment adviser does not imply any level of skill or training.

## ITEM 2. MATERIAL CHANGES

Not applicable.

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## **ITEM 4. ADVISORY BUSINESS**

We are the adviser to Rand Advisors Series I Insurance Fund (the “Rand Fund” or the “Fund”), an Unregistered Investment Fund, which held its initial closing in October 2013.

### **OWNERSHIP**

Rand Advisors, LLC (“Rand,” “we” or “us”) is owned 100% by John Honis.

### **TYPES OF ADVISORY SERVICES**

The Rand Fund is our sole advisory client at this time. The Fund seeks to achieve its investment objective primarily through two strategies: a bank loan strategy and a collateralized loan strategy (CLO).

### **TAILORING SERVICES**

With respect to Unregistered Investment Funds, investment restrictions, if any, are generally established in the organizational or offering documents of the applicable fund.

### **REGULATORY ASSETS UNDER MANAGEMENT**

As of June 2014, our total regulatory assets under management was \$21.2 million.

All assets are managed on a discretionary basis.

## ITEM 5. FEES AND COMPENSATION

For providing investment advisory services, Rand may charge the Client a management fee and other fees as necessary and agreed to (including, but not limited to, expenses related to servicing accounts, such as administration and legal services). Fees may be deducted directly from the Fund and are paid monthly.

We have entered into administrative service agreement with Highland Capital Management, L.P., a Delaware limited partnership (“**HCM**” or “**Highland**”), pursuant to which HCM will provide administrative, legal, information technology, accounting and tax services to us on mutually agreed terms.

Clients may incur brokerage and other transaction costs associated with Rand’s management of Client Accounts. Please see the section titled Brokerage Practices of this ADV Part 2 for a discussion of Rand’s brokerage practices.

### FEE SCHEDULE

The following summary of fees is typically updated in this brochure annually (on or about March 31) and may not reflect subsequent changes. Fees in the below Fee Schedule are annualized.

Product	Management Fee	Performance Fee or Carried Interest	Other Fees
Unregistered Investment Funds	Up to 0.75%	Up to 20%	See below

Certain investment vehicles managed by Rand may invest in other investment vehicles managed by Rand or its affiliates. Both investment vehicles may impose management fees, performance fees or other expenses (including administrative fees). This may result in greater expense to a Client than if such Client had invested directly in the underlying investment vehicle. Certain companies in which Clients are invested also may use the products or services, or invest in investment vehicles, offered by Rand or its affiliates and may pay fees or other compensation accordingly.

### UNREGISTERED INVESTMENT FUNDS

As compensation for our advisory services, each Unregistered Investment Fund may pay Rand’s management and or performance fees based on agreement with clients. Management fees are based upon outstanding capital accounts or amounts of committed capital and may be deducted monthly. In some cases, certain investors in an Unregistered Investment Fund may pay a different fee than others based on the terms of their agreement with Rand.

In addition to management fees, brokerage and transaction costs, investors in the Unregistered Investment Funds will indirectly bear the fees and expenses paid by the Unregistered Investment Funds, including custody fees, administration, legal, audit and tax preparation fees, overhead allocation, and certain other fees and expenses. Each Unregistered Investment Fund's offering documents include more detailed information about the fees and expenses paid by such Unregistered Investment Fund.

#### OTHER COMPENSATION

Client Accounts may hold significant positions, individually or collectively, in the securities issued by a company. Accordingly, Rand may have the right to appoint a board member or officer for such company. Rand may appoint an employee or a third party to such position as it sees fit in the best interest of the company and its Clients. Unless the offering and/or governing documents for Client Accounts permit otherwise, all compensation received by the employee(s) for such positions will be paid to Rand for the benefit of the Client Account, generally in proportion to relative assets of the Client Account as of the date paid.

In addition, to the extent permitted by the offering and/or governing documents of the applicable advised accounts, Rand and/or its affiliates may receive other fees for services provided to portfolio companies, provided such fees are on arms-length terms. See also Item 10. Other Financial Industry Activities and Affiliations.

We have established procedures designed to address possible conflicts of interest that such board or officer positions might present, including requiring authorization from the Chief Compliance Officer prior to an officer or employee serving as a board member. As a result of such activities, Rand may acquire confidential information, which may restrict Client Accounts from transacting in certain securities. As a result, we may not initiate a transaction on behalf of Clients which we otherwise might have.

Please see the section titled Performance-Based Fees and Side-By-Side Management of this ADV Part 2 for additional information regarding performance fees or investment profit allocations in the form of carried interest.

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described above, certain Clients may pay Rand a performance fee. To the extent that Rand charges a performance-based fee, the performance-based fee will comply with the requirements of Section 205 and Rule 205-3 under the Investment Advisers Act of 1940 (the “Advisers Act”). In situations where Rand has entered into a performance fee arrangement, it may have an economic incentive to make riskier investments and/or pursue riskier strategies than it might otherwise. Rand has also developed allocation procedures that are intended to result in fair and equitable allocation over time. To mitigate any actual or perceived conflicts of interest, allocation to principal accounts that do not include third party investors may only be made after all other Client Account orders for the security have been filled. A more detailed summary of our allocation guidelines is available to Clients or prospective Clients upon request.

A description of performance-based fees is included in the section titled Fees and Compensation.

Our sole advisory client is the Rand Fund.

## **ITEM 7. TYPES OF CLIENTS**

Our sole advisory client is the Rand Fund, a Delaware limited partnership.



## ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

### INVESTMENT STRATEGY

The items below are types of investment strategies we may make although we may add or subtract from this list based on various factors including macro-economic conditions.

### INVESTMENT STRATEGIES

#### *Bank Loan Strategy*

Rand's bank loan strategy seeks to generate attractive absolute returns by opportunistically making investments across the capital structure, with a core focus in senior secured bank loans. The bank loan strategy is long-biased and U.S. focused.

#### *Structured Finance Investments*

Rand may invest in various structured finance instruments, including collateralized loan obligations and collateralized debt obligations. The rate of return on the structured finance instrument may be determined by applying a multiplier to the rate of total return on the reference loan or loans. Application of a multiplier is comparable to the use of financial leverage, a speculative technique. Leverage magnifies the potential for gain and the risk of loss, because of a relatively small decline in the value of a reference loan could result in a relatively large loss for the value of a structured finance instrument.

### METHOD OF ANALYSIS

The investment process used by Rand to evaluate potential investments employs a combination of rigorous qualitative (issuer, portfolio and legal considerations) and quantitative (structural, cash flow, collateral valuation and pricing/relative value) analysis. Rand uses a proprietary quantitative analytical tool and 3<sup>rd</sup> party software in connection with gathering information on investments. The sell discipline is largely enforced by ongoing monitoring of individual names.

Other sources of information include obtaining and reviewing due diligence packages prepared by debt issuers and underwriters of institutional private placements and meetings with management of issuers.

## MATERIAL RISKS OF SIGNIFICANT STRATEGIES AND METHODS OF ANALYSIS:

### *Credit Risk*

Clients engage in transactions in securities and financial instruments that involve counterparties. Under certain conditions, a counterparty to a transaction could default or the market for certain securities and/or financial instruments may become illiquid. There is a risk that the issuer of a fixed income security will be unable to make timely principal and interest payments on the security. Certain Clients may invest in securities rated below investment grade (which are commonly referred to as “high yield” securities or “junk” securities). They are regarded as predominately speculative with respect to the issuer’s continuing ability to meet principal and interest payments. The downgrade of a security held by a Client Account may decrease its value. Securities are subject to varying degrees of credit risk, which are often reflected in ratings assigned by commercial rating companies such as Moody’s Investor Service, Standard & Poor’s Corporation, Duff & Phelps Credit Rating Co. and Fitch Investors Service.

### *Illiquid Securities*

Rand may cause a Client to invest in a security that is illiquid. This could present a problem in realizing the prices quoted (selling a bond at or near its true value) and in effectively trading the position(s). The primary measure of liquidity is the size of the spread between the bid price and the offer price quoted by a dealer. The greater the dealer spread, the greater the liquidity risk. Liquidity risk is less relevant for investments that are intended to be held until maturity. Lack of liquidity means Rand may not be able to sell such investments at prices that reflect Rand’s assessment of their value or the amount paid for such investments. Illiquidity may result from the absence of an established market for the investments as well as legal, contractual or other restrictions on their resale by Rand and other factors. Furthermore, the nature of Rand’s investments, especially those in financially distressed companies, may require a long holding period prior to profitability.

### *Inflation Risk*

Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if Rand purchases a 5 year bond in which it can realize a coupon rate of 5 percent, but the rate of inflation is 6 percent, then the purchasing power of the cash flow has declined. For securities other than adjustable bonds or floating rate bonds, the investment is exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security. To the extent that interest rates reflect the expected inflation rate, floating rate bonds have a lower level of inflation risk.

### *Investments in Distressed Assets*

Debt obligations and other securities of distressed companies will by their nature relate to companies in unstable financial condition and entail substantial inherent risks. Consequently, many of these companies will likely have significantly leveraged capital structures, making them highly sensitive to declines in revenues and to increases in expenses and interest rates. The leveraged capital structure of such investments will increase the exposure of the portfolio companies to adverse economic factors such as downturns in the economy or deterioration in the condition of the portfolio company or its industry. Distressed investing also involves significant expenses of legal counsel, experts, consultants and other third parties.

### *Investments in Structured Finance Instruments*

Rand may cause clients to invest in structured finance instruments. A portion of leveraged loans, high yield debt securities, structured finance instruments and synthetic securities (collectively the “Collateral Debt Obligations”) may consist of collateralized bond obligations, collateralized loan obligations or similar instruments. Structured finance instruments may present risks similar to those of the other types of Collateral Debt Obligations in which the Client may invest and, in fact, such risks may be of greater significance in the case of structured finance instruments. Moreover, investing in structured finance instruments may entail a variety of unique risks, including prepayment risk. In addition, the performance of a structured finance instrument will be affected by a variety of factors, including its priority in the capital structure of the issuer thereof, the availability of any credit enhancement, the level and timing of payments and recoveries on and the characteristics of the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets. Each structured finance instrument to be purchased by a Client must be rated by a rating agency.

### *Investments in Senior Secured Loans*

Senior secured loans have significant credit risks and material losses may occur. As with other debt obligations, claims and collateral may be difficult to enforce in the event of a default. No assurance can be made that full or significant recovery of principal and/or interest will be received or that any collateral recovered will be marketable or sufficient.

### *Maturity Risk*

In certain situations, Rand may purchase a bond of a given maturity as an alternative to another bond of a different maturity. Ordinarily, under these circumstances, Rand will make an adjustment to account for the differential interest-rate risks in the two bonds. This adjustment, however, makes an assumption about how the interest rates at different maturities will move. To the extent that the yield movements deviate from this

assumption, there is a yield-curve or maturity risk. Another situation where yield-curve risk should be considered is in the analysis of bond swap transactions where the potential incremental returns are dependent entirely on the parallel shift assumption for the yield curve.

### *Market or Interest Rate Risk*

The price of most fixed income securities move in the opposite direction of the change in interest rates. For example, as interest rates rise, the price of fixed income securities fall. If a Client holds a fixed income security to maturity, the change in its price before maturity will have little impact on the Client's performance; however, if the Client has to sell the fixed income security before the maturity date, an increase in interest rates will result in a loss. Senior secured bank loans generally pay interest at rates that are determined periodically by reference to a base lending rate plus a premium. These rates often are re-determined either daily, monthly, quarterly or semi-annually.

### *Valuation of Portfolio Investments*

From time to time, special situations affecting the valuation of the investments (such as limited liquidity, unavailability or unreliability of third-party pricing information and acts or omissions of service providers to the Client) could have an impact on the value of a Client's investment, particularly if prior judgments as to the appropriate valuation of an investment should later prove to be incorrect after a net asset value-related calculation or transaction is completed. Generally, Rand is not required to make retroactive adjustments to prior subscription or withdrawal transactions, management fees or performance allocations based on subsequent valuation data. In addition, Rand may, but is not required to, discount the value of its positions due to limited liquidity, concentration levels or for other reasons. Due to the nature of its investments, Rand may not be able to place a precise value on positions and therefore may need to estimate values.

### *Competition*

The markets in which Rand invests are competitive and some of the opportunities that Rand may explore may be pursued by better known investors or investment funds. Rand competes with many firms that may have greater financial resources, more extensive development, better marketing and service capabilities, more favorable financing arrangements, larger research staffs and more securities traders that are available to Rand.

### *Volatility Risk*

Rand's investment program may involve the purchase and sale of relatively volatile instruments. Fluctuations or prolonged changes in the volatility of such instruments, therefore, can adversely affect the value of investments held by Rand or its affiliates. In

addition, many non-U.S. financial markets are not as developed or as efficient as those in the U.S., and as a result. Price volatility may be higher for Rand.

#### *Market Liquidity*

Rand may be adversely affected by a decrease in market liquidity for instruments in which it invests, which may impair Rand's ability to adjust its positions. The size of Rand's positions may magnify the effect of a decrease in market liquidity for such instruments. Changes in overall market leverage, or the liquidation by other market participants of same or similar positions, may also adversely affect Rand.

#### *Reinvestment Risk*

Rand may reinvest the cash flows received from a security. The additional income from such reinvestment, sometimes called interest-on-interest, is reliant on the prevailing interest rate levels at the time of reinvestment. There is a risk that the interest rate at which interim cash flows can be reinvested will fall. Reinvestment risk is greater for longer holding periods and for securities with large, early cash flows such as a high-coupon bond. Reinvestment risk also applies generally to the reinvestment of the proceeds Rand or its affiliates receives upon the maturity or a sale of a portfolio company.

#### *Over-the-Counter-Trading*

Financial instruments that may be purchased or sold by Rand or its affiliates may include instruments not traded on an exchange. The risk of nonperformance by the obligor of such an instrument may be greater and the ease with which Rand can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange-trade instrument. In addition, significant disparities may exist between the bid and asked prices for financial instruments not trade don an exchange. Financial instruments not traded on exchanges are also not subject to the same type of government regulation as exchange trade instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions. To the extent Rand or its affiliates engages in these transactions, Rand must rely on the creditworthiness of its counterparty.

## **ITEM 9. DISCIPLINARY INFORMATION**

Not applicable.

## ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### INVESTMENT ADVISER AFFILIATES

#### *Highland Capital Management, L.P.*

Highland Capital Management, L.P. (“Highland”) is a SEC Registered Investment Adviser. Highland has a number of banking, broker dealer and investment adviser affiliates. Please see Highland’s ADV for more information

Thomas Surgent, our Chief Compliance Officer, is also the Chief Compliance Officer of Highland Capital Management, L.P. and a number of Highland’s affiliated investment advisers.

Additional information regarding potential conflicts of interest is provided in the section titled Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

## **ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

We maintain a policy of strict compliance with the highest standards of ethical business conduct and the provisions of applicable federal securities laws, including rules and regulations promulgated by the SEC, and have adopted policies and procedures described in our Code of Ethics. The Code of Ethics applies to each of our “access persons”. It is designed to ensure compliance with legal requirements of our standard of business conduct.

A complete copy of our Code of Ethics is available to any client or prospective client upon request.

### **STANDARDS OF CONDUCT**

We and our access persons are expected to comply with all applicable federal and state laws and regulations. Access persons are expected to adhere to the highest standards of ethical conduct and maintain confidentiality of all information obtained with respect to client matters and bring any risk issues, violations, or potential violations to the attention of our Chief Compliance Officer. Access persons are expected to deal with clients fairly and disclose any activity that may create an actual or potential conflict of interest between them and us or any client.

### **ETHICAL BUSINESS PRACTICES**

Falsification or alteration of records or reports, also known as a prohibited financial practice, or knowingly approving such conduct is prohibited. Payments to government officials or employees are prohibited except for political contributions approved by our Chief Compliance Officer. We seek to outperform our competition fairly and honestly and seek competitive advantages through superior performance not illegal or unethical dealings. Access persons are strictly prohibited from participating in online blogging, unapproved communication with the media, and the spreading of false rumors pertaining to any publicly traded company unless approved by the Chief Compliance Officer or the Compliance Department.

### **CONFIDENTIALITY**

Access persons must maintain the confidentiality of our proprietary and confidential information and that of our clients, and must not disclose that information unless the necessary approval is obtained. We have a particular duty and responsibility, as investment adviser, to safeguard client information. Information concerning the identity and transactions of investors is confidential, and such information will only be disclosed to those access persons and outside parties who may need to know it in order to fulfill their responsibilities.



## GIFT AND ENTERTAINMENT POLICY

Access persons are permitted, on occasion, to accept gifts and invitations to attend entertainment events. When doing so, however, employees should always act in our best interests and that of our clients and should avoid any activity that might create an actual or perceived conflict of interest or impropriety in the course of our business relationships.

## PERSONAL TRADING

### *Personal Trading Policy*

Access persons are allowed to trade reportable securities. Access persons are not permitted to trade any security of which we or the Fund own any portion of the capital structure or that is on our restricted list without permission. Access persons who violate the personal trading policy are reprimanded in accordance with the sanctions provisions outlined in the Code of Ethics. Personal securities transactions are reviewed by the Chief Compliance Officer or his/her designee for compliance with the personal trading policy and applicable SEC rules and regulations.

### *Prohibition against Insider Trading*

We forbid any access person from trading, either personally or on behalf of others, including the Fund, on material non-public information or communicating material non-public information to others in violation of the law or duty owed to another party. This conduct is frequently referred to as “insider trading”. The concepts of material non-public information, penalties for insider trading, and processes for identifying insider trading are addressed in detail in the Compliance Manual and Code of Ethics.

### *Reporting Requirements*

In compliance with SEC rules, access persons are required to disclose all of their reportable securities holdings within 10 days becoming an access person, within 10 days of opening a new account, and annually thereafter. Additionally, at the end of each month after quarter-end, all access persons must report all transactions in reportable securities over which the access person had any direct or indirect beneficial ownership. Access persons are also required annually to affirm all reportable transactions from the prior year.

## POTENTIAL CONFLICTS

Rand and its affiliates may engage in a broad range of activities, including activities for their own account and for the accounts of Clients. This section describes various potential

conflicts that may arise in respect of its business, as well as how Rand addresses such conflicts of interest. The discussion below does not describe all conflicts that may arise.

Any of the foregoing potential conflicts of interest will be discussed and resolved on a case by case basis. Rand's determination as to which factors are relevant, and the resolution of such conflicts, will be made using Rand's best judgment, but in its sole discretion. In resolving conflicts, Rand will take into consideration the interests of the relevant clients, the circumstances giving rise to the conflict and applicable laws. Certain procedures for resolving specific conflicts of interest are set forth below.

#### *Allocation of Investment Opportunities*

Rand, together with its affiliates, may act as investment adviser to clients that have similar investment objectives and pursue similar strategies. Certain investments identified by Rand may be appropriate for multiple clients. Investment decisions for such clients are made by Rand and the applicable affiliates in their best judgment, but in their discretion, taking into account such factors as Rand believes relevant. Such factors may include investment objectives, regulatory restrictions, current holdings, availability of cash for investment, the size of investments generally, and limitations and restrictions on a Client's Account that are imposed by such client. A particular investment may be bought or sold for only one client or in different amounts and at different times for more than one but less than all clients, even though it could have been bought or sold for other clients at the same time. Likewise, a particular investment may be bought for one or more clients when one or more other clients are selling the investment. In addition, purchases or sales of the same investment may be made for two or more clients on the same date. There can be no assurance that a client will not receive less (or more) of a certain investment than it would otherwise receive if Rand, together with its affiliates, did not have a conflict of interest among clients.

In effecting transactions, it is not always possible, or consistent with the investment objectives of Rand and its affiliates' various clients, to take or liquidate the same investment positions at the same time or at the same prices. Certain investment restrictions may limit Rand's and its affiliates' ability to act for a client and may reduce performance. Regulatory and legal restrictions (including restrictions on aggregated positions) may also restrict the investment activities of Rand and result in reduced performance.

Rand seeks to manage and/or mitigate these potential conflicts of interest described by following procedures with respect to the allocation of investment opportunities among its and its affiliates' clients, including the allocation of limited investment opportunities. Our allocation policy is based on a fundamental desire to treat each Client Account fairly over time.

### *Conflicts Related to Investment Activities*

Rand and/or its affiliates may buy or sell the same securities for an account that it buys or sells for a client or may pursue the same investment strategies for an affiliate's account as for a client's. Rand and/or its affiliates also may receive greater management or performance-based fees or incentives in connection with managing certain client accounts than from other client accounts. In addition, if Rand has discretionary authority to allocate a client's assets among pooled vehicles managed by Rand, it may have an incentive to allocate assets into vehicles that produce the greatest fees for Rand. Each of these situations may give rise to a potential conflict of interest in the allocation of investment opportunities. In addition, Rand may have an incentive to resolve conflicts of interest in favor of affiliated clients over non-affiliated clients. As previously described, Rand adopted has trade allocation policies and procedures that seek to ensure fair and equitable access to investment opportunities for all accounts.

### *Trade Aggregation*

In some circumstances, Rand and/or its affiliates may seek to buy or sell the same securities contemporaneously for multiple client accounts. Rand and/or its affiliates may, in appropriate circumstances aggregate securities trades for a client with similar trades for other clients, but is not required to do so. In particular, Rand and/or its affiliates may determine not to aggregate transactions that relate to portfolio management decisions that are made independently for different accounts or if Rand and/or its affiliates determine that aggregation is not practicable, not required or inconsistent with client direction. When transactions are aggregated and it is not possible, due to prevailing trading activity or otherwise, to receive the same price or execution on the entire volume of securities purchased or sold, the various prices may be averaged or allocated on another basis deemed to be fair and equitable. In addition, under certain circumstances, the clients will not be charged the same commission or commission equivalent rates in connection with a bunched or aggregated order. The effect of the aggregation may therefore, on some occasions, either advantage or disadvantage any particular client.

From time to time, aggregation may not be possible because a security is thinly traded or otherwise not able to be aggregated and allocated among all affiliated client accounts seeking the investment opportunity or a client may be limited in, or precluded from, participating in an aggregated trade as a result of that client's specific brokerage arrangements. Also, an issuer in which clients wish to invest may have threshold limitations or aggregate ownership interests arising from legal or regulatory requirements or company ownership restrictions, which may have the effect of limiting the potential size of the investment opportunity and thus the ability of the applicable client to participate in the opportunity.

### *Conflicts Related to Valuation*

Rand or an affiliate may have a role in determining asset values with respect to client accounts and may be required to price an asset when a market price is unavailable or unreliable. This may give rise to a conflict of interest because Rand may be paid an asset-based fee on certain client accounts. In order to mitigate these conflicts, Rand and its affiliates determine asset values in accordance with valuation procedures, which generally are set forth in Rand Compliance Manual.

### *Other Potential Conflicts*

Rand and its affiliates may provide services other than advice to a client, including administration, organizing/managing business affairs, executing and reconciling trades, preparing financials and providing audit support, preparing tax documents, sales and investor relations support, and diligence and valuation services, for additional fees. A potential conflict may arise in such circumstances because Rand and its affiliates may be incentivized to favor its clients that pay such additional fees. However, the individuals who provide advice to clients do not provide these additional services.

Rand and its affiliates may cause a client to purchase, sell or hold securities of issuers in which Rand or its affiliate makes a market or has an equity, debt or other financial interest or securities of issuers or other investments in which Rand or its affiliates, its officers or employees or its affiliated broker-dealers and other related persons and their officers or employees have positions or other financial interests. For example, Rand may purchase on behalf of a client unregistered securities for which an affiliate acts as placement agent, which may result in additional fees to the affiliate or assist the affiliate in meeting its contractual obligations. Rand may also cause a client to borrow money from Rand's affiliates, and the affiliates may earn interest or fees on such transactions. Conflicts also may arise if Rand implements a portfolio decision or strategy (including a decision to hold an investment) for one client ahead of, or contemporaneously with, another client. Such transactions may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of other client accounts and could result in one client receiving more favorable trading results or reduced costs at the expense of the other client.

Rand or its affiliates may invest (or recommend that a client invest) in securities issued by a client and may hedge derivative positions by buying or selling securities issued by a client. A potential conflict may arise in such circumstances because Rand may be incentivized to favor its clients that issue securities, or such clients of its affiliates, over the client on whose behalf Rand is making the investment. In addition to clients, some of Rand's service providers are issuers of securities. Rand may determine that it is in the best interests of a client to purchase securities issued by one of these entities. Rand has adopted policies and procedures designed to address conflicts of interest arising from the foregoing activities. Furthermore, it is

Rand's general policy not to take into account the fact that an issuer is a client, service provider or vendor when making investment decisions.

Certain qualified employees and affiliates may invest in clients either through general partner entities or as limited partners, shareholders or otherwise. Rand may reduce all or a portion of the management fee, performance-based fee, or other costs and expenses related to the investments by such persons.

*Conflicts Related to Information Possessed by or Provided by Rand*

Certain persons within Rand or its affiliates may receive or create information (*e.g.*, proprietary technical models) that is not generally available to the public. Rand or its affiliates has no obligation to provide such information to clients or effect transactions for clients on the basis of such information and in many cases Rand or its affiliates will be prohibited from trading for the same clients based on the information. Similarly, some clients may have access to information regarding Rand's or its affiliates' transactions or views that is not available to other clients, and may act on that information through accounts managed by persons other than Rand or its affiliates. Such transactions may negatively impact other clients (*e.g.*, through market movements or decreasing availability or liquidity of securities).

## ITEM 12. BROKERAGE PRACTICES

### BROKER-DEALER SELECTION

Rand has an obligation to obtain “best execution” for Client transactions considering the execution price and overall commission costs paid and certain other factors. Our trading desk route orders to various broker-dealers for execution at their discretion. Where possible, we deal directly with the dealers who make a market in the securities involved, except in those circumstances where it believes better prices and execution are available elsewhere.

Factors involved in selecting brokerage firms include:

#### *Broker Specific*

- ❖ Size of broker
- ❖ Reputation
- ❖ Quality of service
- ❖ Experience
- ❖ Financial stability and creditworthiness
- ❖ Financial statements
- ❖ Regulatory filings
- ❖ Standing in financial community
- ❖ Ability to handle block trades
- ❖ Acceptable record of delivery and payment on past transactions
- ❖ Quality of research and investment information provided

#### *Transaction Specific*

- ❖ Best available execution
- ❖ Market knowledge regarding specific industries and securities
- ❖ Access to sources of supply or markets
- ❖ Nature of the market for the security

## THE APPROVAL PROCESS

Rand's trading desk is only allowed to trade with approved broker-dealers.

If a Client Account is under the custody of one brokerage firm and another brokerage firm is a selling group member for an underwriting syndicate, such a Client Account may not be able to participate in the purchase of securities in the underwriting because the custodial brokerage firm was not a selling group member. In addition, to the extent that a Client directs brokerage trades to be placed with a particular broker, the allocation of securities transactions may be impacted.

## DIRECTED BROKERAGE

Rand does not require Clients to direct brokerage, but in those situations where a Client has directed Rand to place trades with a particular broker-dealer, Rand may not be free to seek the best price, volume discounts or best execution by placing transactions with other broker-dealers. Additionally, as a result of directing Rand to place trades with a particular broker-dealer, a disparity in commission charges may exist between the commissions charged to Clients who direct us to use a particular broker-dealer and those Clients who do not direct us to use a particular broker-dealer as well as a disparity among the brokers to which different Clients have directed trades.

## TRADE AGGREGATION

Orders of Clients may be combined (or "bunched") when possible to obtain volume discounts resulting in a lower per share commission. Please see the section entitled Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading for additional information regarding Rand's trade aggregation procedures.

## **ITEM 13. REVIEW OF ACCOUNTS**

We provide reporting as agreed with each of our clients.



**ITEM 14. CLIENT REFERRALS  
AND OTHER COMPENSATION**

Not applicable.

## **ITEM 15. CUSTODY**

We do not act as custodian for client assets.

## ITEM 16. INVESTMENT DISCRETION

We intend to manage the Fund on a discretionary basis. For a description of limitations imposed on our discretionary authority to manage securities, please see the section titled Our Advisory Business.

All investors of the Fund must complete the subscription documentation we required in order to accept an investment, which includes a joinder to the applicable governing documents of the vehicle. This documentation includes an authorization granting us investment discretion for the Fund.

## **ITEM 17. VOTING CLIENT SECURITIES**

### **SECURITIES HELD IN CLIENT ACCOUNTS**

Rand's proxy voting policy ensures proxies are voted on behalf of each Client Account's securities and in the best economic interests of such Client Account, without regard to the interests of Rand or any other Client of Rand. Portfolio Manager(s) of the applicable Client Account(s) evaluate the subject matter of each proxy and vote on behalf of the Client Account in accordance to the Guidelines set forth in the proxy voting policy.

If the Portfolio Manager(s) determines that Rand may have a potential material conflict of interest in voting a proxy, the Portfolio Manager(s) will contact Rand's Compliance Department prior to the voting deadline. Rand also may determine not to vote proxies with respect to securities of any issuer if it determines it would be in its Client's overall best interests not to vote.

### **OBTAINING A COPY OF THE POLICY**

Clients and prospective clients can obtain a copy of the proxy voting policy or information on how we voted proxies by contacting our Chief Compliance Officer at [compliance@randadvisors.com](mailto:compliance@randadvisors.com).

## ITEM 18. FINANCIAL INFORMATION

Not applicable.

## **ITEM 19. REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

Not applicable.