



ALGONQUIN  
ADVISORS

**Algonquin Advisors LLC**

**Form ADV Part 2A – Disclosure Brochure**

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March 24, 2015

This Brochure provides information about the qualifications and business practices of Algonquin Advisors LLC (“Algonquin” or “Advisor”). If you have any questions about the contents of this Brochure, please contact Algonquin at 203-629-2114. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Algonquin is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Algonquin is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Item 2 discusses only specific material changes that are made to this Disclosure Brochure. Since the last annual update of Algonquin's Disclosure Brochure on March 26, 2014, Algonquin has made the following material changes.

In March 2015, Algonquin amended the following:

Algonquin updated Item 5 – Fees and Compensation to include a description certain fees and expenses which are not included in Algonquin's Fee. Algonquin also updated the management fee schedule in this section.

Algonquin updated Item 7 – Types of Clients by reducing the minimum account size for a client engagement.

Algonquin updated the risk disclosures in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss to include a discussion of Asset Allocation Risk, Selection and Monitoring of Managers and Funds, Due Diligence Considerations, Dependence on External Strategies, Lack of Control (Underlying Strategies), Multiple Strategies, Private Investment Vehicles and Other Alternative Assets, Mutual Funds, ETF/ETNs, Strategy Risk, General Market Risk, Key Personnel and Risk Management.

Algonquin updated Item 12 – Brokerage Practices to describe the selection of broker-dealer/custodians for execution and/or custodial services as well as Directed Brokerage practices.

In June 2014, Algonquin amended the following:

Algonquin disclosed that its Chief Compliance Officer, John Hyman, serves on the Legg Mason Client Solutions Advisory Board. Although Mr. Hyman is not paid for his Advisory Board service, he is reimbursed for reasonable travel expenses, and generally attends a Legg Mason sponsored Advisory Board dinner. Algonquin has purchased in the past and may purchase in the future, if and when it deems appropriate, Legg Mason mutual funds, separately managed accounts or other investment offerings for client accounts. Because of Mr. Hyman's service on the Advisory Board, a conflict of interest can arise. Accordingly, any client who desires to do so, can advise Algonquin, in writing, not to purchase any Legg Mason mutual funds, separately managed accounts or other investment offerings for his/her/its account(s).

Algonquin updated its Non-Discretionary Service Limitation as described in Item 4 – Advisory Business.

Algonquin updated its Valuation disclosure as described in Management of Private Investment Vehicles in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.

Algonquin updated its trade away/prime broker fees disclosure as described in Item 12 – Brokerage Practices.

Algonquin will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, Algonquin's Brochure may be requested by contacting John Hyman, Chief Executive Officer at 203-629-2114 or [jhyman@algadv.com](mailto:jhyman@algadv.com). Algonquin's Brochure is also available on Algonquin's web site [www.algadv.com](http://www.algadv.com). Both methods of delivery are free of charge.

Additional information about Algonquin is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with Algonquin who are registered, or are required to be registered, as investment adviser representatives of Algonquin.

### **Item 3 – Table of Contents**

Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation .....	7
Item 6 – Performance-Based Fees and Side-By-Side Management .....	9
Item 7 – Types of Clients.....	10
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	10
Item 9 – Disciplinary Information .....	18
Item 10 – Other Financial Industry Activities and Affiliations .....	18
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	19
Item 12 – Brokerage Practices .....	20
Item 13 – Review of Accounts .....	23
Item 14 – Client Referrals and Other Compensation.....	23
Item 15 – Custody .....	24
Item 16 – Investment Discretion.....	24
Item 17 – Voting Client Securities.....	24
Item 18 – Financial Information.....	24

## **Item 4 – Advisory Business**

Algonquin, a Connecticut limited liability company, is registered as an investment adviser with the Securities and Exchange Commission. The firm was founded in 1998. Algonquin provides consulting and investment advisory services. As of December 31, 2014, Algonquin's employees and their families owned 100% of the firm. George Hubbard and his family are the principal owners of the firm, holding more than 90% of the firm. The firm is not publicly owned or traded.

### **Investment Advisory Services**

Investment advisory services may include the identification and selection of third-party investment strategies ("Strategies") which may include separate accounts of Investment Managers ("Managers"), mutual funds and exchange traded funds/notes ("Funds") and privately offered pooled investment vehicles including hedge funds and private equity funds ("Private Investment Vehicles") for clients. Algonquin provides investment advisory services on a discretionary or non-discretionary basis. Algonquin's role is to listen, inform and advise. The firm takes a holistic, relationship-driven approach to helping clients develop customized solutions that address a full range of financial issues. Algonquin's investment strategy is focused on each client's investment goals and risk tolerance.

A client enters into an agreement with Algonquin that describes the services the client will receive and the fee the client will pay ("Fee"). Algonquin's services are generally intended for investors that seek to establish medium to long term strategic investment goals, desire assistance and advice in connection with the construction of investment portfolios and who prefer the consistency of a fee based approach. Algonquin's services are not typically intended for investors who have a short-term investment horizon, who expect ongoing meaningful withdrawals or who expect to maintain, over an extended period of time, high levels of cash or highly concentrated portfolios.

Upon the inception of a client relationship, Algonquin will collect information from each client that may include information about the client's financial circumstances, investment objectives and risk tolerance. Algonquin may also collect information regarding any restrictions a client wishes to impose on the management of his/her/its account. Clients should be aware that any client-imposed investment restrictions, guidelines or policies and/or requests for modified implementation of a Strategy may cause the Strategy to deviate from the investment decisions Algonquin would otherwise make in managing the account, and as a result may negatively affect the performance of the account. In the absence of client-specified investment restrictions, guidelines or policies and/or modifications to the implementation of a Strategy, it is likely that the Strategy will be managed in a manner similar to that of other clients with similar investment objectives and risk tolerances.

Clients are responsible for notifying Algonquin promptly, in writing, of any changes in the information they provided to Algonquin. Algonquin will rely on the information provided by clients. Algonquin will not be liable for a client's failure to provide Algonquin with accurate or complete information or to inform Algonquin promptly of any change in the information previously provided. On an ongoing basis, Algonquin will respond to client inquiries, periodically consult with a client to update the client's financial information and investment objectives, periodically review the activity and investment results of the client's accounts and assist in determining whether to make any changes to the client's accounts. (Further information provided in Item 13 – Review of Accounts).

Algonquin will assist clients with regards to the allocation of their assets among various Strategies that may be managed or advised by Algonquin. Algonquin will also assist clients with the selection of Strategies from various third-party investment providers and other vehicles to manage various portions of the client's overall account. Where applicable, clients will receive materials from each Strategy that will enable them to engage the Strategy directly. Algonquin will assist clients with each engagement and will assist clients in identifying a custodian or broker, as Algonquin does not act as a custodian or broker for any client. Clients will notify Strategies of any restrictions in each Strategy's new account documents, as appropriate.

Clients will receive from each Strategy a copy of the Form ADV Part 2A and B, prospectus, offering documents or other disclosure and informational pieces as appropriate for the investment being made. Clients are urged to review the disclosure information for important information about the Strategy. Each Strategy is responsible for the truthfulness, completeness and accuracy of its disclosure documents.

***Investing in securities involves risk of loss that clients should be prepared to bear.*** All trading is at the client's risk and the value of client assets is subject to a variety of factors, such as the liquidity and volatility of the securities markets. All securities investments involve financial risk for which the client is responsible and transactions may give rise to tax liability for which the client is also responsible. Clients receive no written or oral guarantees regarding performance.

Algonquin is not responsible for the performance of any Strategy or any Strategy's compliance with applicable laws or regulations or other matters within the Strategy's control. Each Strategy is solely responsible for the management of their designated account(s). If a client selects more than one Strategy, the Strategies may engage in contrary transactions with respect to the same security. Algonquin is not responsible for the management of any account by a third party, including the conformity of the management of any account to any information provided by clients. Algonquin shall not be responsible for any act or omission of any Strategy or any misstatement or omission contained in any document prepared by or with the approval of any Strategy for any loss, liability, claim, damage, expense, whatsoever, as incurred, arising out of or attributable to such misstatement or omission. Clients generally authorize and direct each selected Strategy to effect transactions subject to the Strategy's duty to seek best execution.

Algonquin will perform periodic reviews of Strategies identified to clients from its researched universe of available investments. Strategies are monitored on a periodic basis to determine whether they continue to meet the investment needs of Algonquin's clients. This review generally includes reviewing the Strategy's organization, investment process, service and performance of the respective Strategies in the Algonquin universe. Changes in the Strategy's organization, investment process and performance are monitored via periodic meetings with the Strategy's staff.

Certain Private Investment Vehicles may be affiliated with Algonquin. Algonquin has a conflict of interest by identifying or selecting these Private Investment Vehicles for clients because Algonquin may receive additional compensation when clients invest in Algonquin-affiliated Private Investment Vehicles.

Algonquin may remove a Strategy from its periodic review at any time and will notify clients that have selected that Strategy, where applicable. Following the removal of a Strategy, Algonquin will have no obligation to review the Strategy nor have any obligation to provide clients with information about the Strategy.

Clients may select a Strategy that is not part of the Algonquin universe. However, Algonquin will not have any obligation to perform a review of that Strategy and has no obligation to share any information about the Strategy with clients. If a client selects a Strategy offered by a third-party provider that is not identified by Algonquin, is not regularly reviewed by Algonquin, or had been previously reviewed and was rejected by Algonquin as an appropriate investment for Algonquin's clients, they will not receive the full range of services with respect to that Strategy. Clients will pay the full Fee to Algonquin with respect to the accounts invested with Strategies that are not under regular review, even though they do not receive from Algonquin all of the services they would receive with respect to Strategies that are under Algonquin's regular review.

Algonquin will provide discretionary and non-discretionary clients periodic reviews of their accounts. Please refer to Item 13 – Review of Accounts for more information.

With respect to discretionary client accounts, Algonquin will, in general, be authorized to place investment instructions without prior consultation with clients. Algonquin's discretion is limited to investment decisions; it does not have the authority to withdraw funds from client accounts. Algonquin does not generally have the authority to directly engage separate account Strategies or Private Investment Vehicles for its advisory clients. Algonquin will select the Strategies for discretionary accounts consistent with each

client's investment objectives. For discretionary clients, Algonquin may invest client accounts directly rather than allocating the same to third-party providers. This authority allows Algonquin to:

- hold, trade and dispose of investments;
- invest cash balances of the account;
- cause the account to borrow funds from time to time;
- open, maintain and close bank accounts and brokerage accounts, including margin accounts, and issue all instruction and authorization to brokers regarding the investments of the account.

With respect to non-discretionary accounts, Algonquin will make investment recommendations to clients that will be subject to specific client approval. Non-discretionary clients are responsible for selecting the Strategies and/or allocating their assets between or among the Strategies. For non-discretionary clients, Algonquin may make investment recommendations to the client, including recommendations to buy or sell securities and other assets and to otherwise trade in and invest in securities and other assets. In general, investment recommendations for non-discretionary clients will be provided *after* discretionary clients. This may disadvantage non-discretionary clients relative to discretionary clients.

**Please Note: Non-Discretionary Service Limitations.** Clients who engage Algonquin on a non-discretionary investment advisory basis **must be willing to accept** that Algonquin cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, in the event that Algonquin would like to make a transaction for a client's account, and the client is unavailable, Algonquin will be unable to effect the account transaction (as it would for its discretionary clients) without first obtaining the client's verbal consent.

### **Consulting Services Provided to Other Financial Services Entities, Museums and Cultural Institutions**

From time to time, Algonquin may enter into consulting arrangements with clients pursuant to which Algonquin's advisory services will be provided on a periodic or project basis. These consulting arrangements have typically included those provided to other financial services entities that may include registered investment advisors, trust companies and private banks. Algonquin has consulted with law firms regarding their clients. These consulting arrangements have also included services provided to museums and other cultural institutions.

Algonquin Museum Services, LLC is a wholly owned subsidiary of Algonquin Advisors LLC. In concert with strategic business partners, it provides services to non-profit and for-profit cultural institutions that are typically focused on planning, developing and operating projects, but may include other services as dictated by the specific situation. These services are not investment advisory in nature. Algonquin Museum Services is compensated on a negotiated basis, though most arrangements are fixed fee based. Algonquin may provide different services to other entities on a selective basis.

From time to time, Algonquin may identify opportunities to invest as a principal in privately owned operating businesses, either directly or through holding companies formed by Algonquin for such purposes. Algonquin may make opportunities available to others, including advisory clients, based on suitability, to co-invest with Algonquin in such businesses or holding companies. Algonquin and/or its affiliates may receive performance-based compensation from such co-investors for arranging such co-investment opportunities, and fixed compensation from such businesses for operational services provided to them. Such performance-based and fixed compensation received for these opportunities may represent a conflict of interest. No advisory client is under any obligation to make such a co-investment, and not all advisory clients may be suitable to invest.

### **Miscellaneous**

**Non-Investment Consulting/Implementation Services.** Although Algonquin **does not** hold itself out as providing financial planning or related consulting services, to the extent specifically requested by a client, Algonquin may provide limited consulting services regarding non-investment related matters, such as estate

planning, tax planning, insurance, etc. Neither Algonquin, nor any of its representatives, serves as an attorney, accountant, or insurance agent, and no portion of Algonquin's services should be construed as same. To the extent requested by a client, Algonquin may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance agents, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Algonquin.

**Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

**Client Obligations.** In performing its services, Algonquin shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Algonquin if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Algonquin's previous recommendations and/or services.

**Please Note:** It remains the client's responsibility to promptly notify Algonquin if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Algonquin's previous recommendations and/or services.

**Please Note: Investment Risk.** Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or Strategy (including the investments and/or investment strategies recommended or undertaken by Algonquin) will be profitable or equal any specific performance level(s).

### **Assets under Management**

As of December 31, 2014, assets under management were \$234,468,816. Of this total approximately \$180,786,413 were discretionary assets under management with the balance of \$53,682,403 considered non-discretionary assets under management. Algonquin provides consulting services on approximately \$214,383,955. For the purposes of private equity funds, the assets under management represent the amount of committed capital to the funds. Committed capital is the amount of money expected to be contributed to a private equity investment and may be more than the actual investment made at a given point in time.

### **Item 5 – Fees and Compensation**

The specific manner in which Fees are charged by Algonquin is established in a client's written agreement with Algonquin. The firm will generally bill its Fees on a quarterly basis based on the annual rate described in each client's written agreement with Algonquin. Clients are typically billed in advance each calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a pro-rated Fee. Upon termination of any account, any prepaid, unearned Fees will be promptly refunded, and any earned, unpaid Fees will be due and payable. Clients may be subject to a minimum Fee. All Fees are subject to negotiation.

If a client selects a Strategy offered by a Manager, Fund or Private Investment Vehicle that is not identified by Algonquin, is not regularly reviewed by Algonquin, or had been previously reviewed and rejected by Algonquin as an appropriate investment for the firm's clients, the client will not receive the full range of services described in their agreement with respect to that Strategy. Algonquin is not responsible for reviewing Strategies not under regular review or for communicating any information about those Strategies to the client. A client will pay the full Fee to Algonquin with respect to the accounts invested with Strategies that are not under regular review, even though the client does not receive from Algonquin all of the services the client would receive with respect to Strategies that are under Algonquin's regular review. Before a client establishes an account with a Separate Account Manager, the client should receive a copy of the Separate Account Manager's written disclosure statement directly from the Manager, specifying its Fees and services.

Certain Private Investment Vehicles may be affiliated with Algonquin and Algonquin may receive compensation in connection with those Private Investment Vehicles for its role as General Partner in the Private Investment Vehicles. Algonquin is affiliated with several Private Investment Vehicles: The Algonquin Fund, LP, The Algonquin Fund, Ltd., LP, Global Equity Access Fund, LP, MAI Wealth Private Equity Fund, LP, Algonquin Special Opportunities Fund I, LP, Algonquin Middle Market Opportunities Fund, L.P., and AMMOF Ltd. (together, the “Affiliated Funds”). Clients understand that assets invested in Affiliated Funds are included in the Fee calculation and that clients will receive no offset against the Fee, except as may be required by applicable law. (Further information can be found in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss).

Algonquin’s Fees are exclusive of, and client shall be responsible for, all expenses incurred in connection with the actual and potential investment by the account including: brokerage commissions, transaction fees, and other related costs and expenses that shall be incurred by the client. Clients may incur certain charges that include, but are not limited to: those imposed by custodians, brokers, third party Strategies (including any management and incentive fees), Affiliated Funds, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, postage fees, auction fees, foreign clearing fees and other fees and taxes on brokerage accounts, fees associated with certain securities (including ADRs, GDRs, ETNs and REITs, for example), borrowing expenses and other costs of short sales, clearing and settlement charges, interest on loans and debit balances, margin interest, and all transfer taxes), expenses related to proposed investments (whether they are consummated or not); investment-related travel expenses; and securities transactions or other fees and taxes required by law. Funds also charge internal management fees and some may have redemption charges which are disclosed in a fund’s prospectus and are ultimately borne by clients as Fund shareholders, limited partners or as owners of the Fund. For more information regarding the investment objectives, risks, charges and expenses of any specific investment product, clients should carefully read the fund’s prospectus, offering documents, and/or investment management agreement and consider all of the information carefully before investing. Such charges, fees and commissions are exclusive of and in addition to Algonquin’s Fee, and Algonquin shall not receive any portion of these commissions, fees, and costs from third parties such as custodians, brokers and third party Strategies.

### **Asset Based Fees**

Certain clients may elect to be charged an asset based Fee. Clients will typically be subject to a minimum Fee. All Fees are subject to negotiation. A pro-rated Fee increase will be charged on contributions of \$100,000 or more to cover the period of time from the date of the contribution until the last calendar day of the calendar quarter. Similarly a pro-rated Fee reduction will be made on withdrawals of \$100,000 or more from an account during a billing period, to reflect the period of time from the date of the withdrawal until the end of the billing period. The amount of any Fee adjustments for contribution or withdrawals will be made to the quarterly Fee due for the following billing period.

### **Management Fee Schedule**

<u>Market Value</u>	<u>Annual Fee Rate</u>
\$1,000,000 - \$5,000,000	1.00%
Over \$5,000,000	0.80%

The Fee covers the services described in Algonquin’s client agreement.

### **Retainer Based Fee Offering**

Certain clients may elect to be charged a hard dollar annual Fee that is negotiated between the client and the Advisor, based upon the value of assets under management combined with the complexity of the client’s account. Advisor and the client may agree to modify the scope of services. For example, client may add new accounts that add a degree of complexity to the work required by the Advisor. An agreed to, pro-rated Fee will be applied based on an agreed service modification. The amount of any Fee adjustment service changes will typically begin (or be credited) in the quarterly Fee due for the following billing period.



The Fee will be reviewed at the end of each calendar year and will be adjusted according to the annual change in the All Items Consumer Price Index for All Urban Consumers (CPI-U) as measured by U.S. Department of Labor. For example if a client has an annual Fee of \$100,000 and the CPI-U is reported to be 3% for the previous year, the subsequent year's annual Fee will be adjusted to \$103,000 ( $\$100,000 * (1.00+.03)$ ). If CPI declines by 3%, the subsequent year's annual Fee will be adjusted to \$97,000 ( $\$100,000 * (1.00-.03)$ ).

Item 12 – Brokerage Practices further describes the factors that Algonquin considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

### **Private Investment Vehicles**

Certain Private Investment Vehicles may pay Algonquin a management fee and certain Private Investment Vehicles may pay Algonquin a performance-based advisory fee. These fees are described in the offering documents for each of the funds. (Further information regarding performance based fees provided in Item 6 – Performance-Based Fees and Side-By-Side Management and in Item 10 – Other Financial Industry Activities and Affiliations).

### **Other Fee and Compensation Arrangements**

From time to time, the Advisor may enter into consulting arrangements with clients pursuant to which the Advisor's advisory services will be provided on a periodic or project basis. These consulting arrangements have typically included those provided to other financial services entities that may include registered investment advisors, trust companies and private banks. It has also included services provided to museums and other cultural institutions. From time to time, Algonquin may provide different services to other entities on a selective basis. In such cases, the Advisor will generally receive Fees on a fixed Fee or time and materials basis, rather than the above-described management Fee. Fixed Fee arrangements will be determined by the Advisor on a case-by-case basis.

From time to time, Algonquin or its affiliates may (1) promote and serve as Manager of holding companies formed to acquire controlling interests in operating businesses relating to museums and cultural institutions, and (2) provide operational services to such businesses. Algonquin and such affiliates can earn additional compensation from serving in those capacities, including performance-based compensation from such holding companies and fixed Fees from such operating businesses. These compensation arrangements will be outlined in agreements between Algonquin or such affiliates and the holding companies or operating businesses involved.

### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Algonquin receives performance-based Fees for certain of its Private Investment Vehicles. Additionally, Algonquin will typically consider performance-based fee arrangements for separate accounts with greater than \$20 million to invest.

In some cases, Algonquin may enter into performance fee arrangements with qualified clients: such fees are subject to negotiation with each client. Algonquin will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring a client's assets for the calculation of performance-based fees, Algonquin shall include realized and unrealized capital gains and losses.

The receipt of performance-based Fees from separate accounts and Private Investment Vehicles creates conflicts of interest. Algonquin can potentially receive higher Fees from clients with separate accounts and Private Investment Vehicles that have a performance-based compensation structure than from those clients who pay an asset-based or retainer-based fee. For example, performance-based fee arrangements may create an incentive for Algonquin to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an

incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. To manage these potential conflicts, Algonquin has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

## **Item 7 – Types of Clients**

Algonquin provides investment advisory services to high net worth individuals and institutional investors including Private Investment Vehicles, foundations, endowments, corporations, retirement plans and law firms.

The minimum account size for a client engagement is \$1 million however, Algonquin may agree to advise clients with assets below Algonquin's stated minimum. (Further information provided in Item 5 – Fees and Compensation).

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

The investment strategies offered by Algonquin include its investment advisory services and the management of Private Investment Vehicles. Both strategies involve investing in securities. Investing in securities involves risk of loss that clients should be prepared to bear. Private Investment Vehicles are only available to "qualified clients" (as defined in Rule 205-3 promulgated under the Investment Advisers Act of 1940, as amended), "accredited investors" (as defined in Rule 501(a) of Regulation D promulgated under the Securities Act under the Securities Act of 1933) and/or "qualified purchasers" (as defined in Section 2(a)(51)(A) of the Investment Company Act and the regulations issued thereunder).

### **Investment Advisory Services**

In each client engagement, Algonquin's investment process begins with assisting the client in determining their investment objectives. A discovery process guides the Algonquin team in designing an investment plan.

The process utilized to determine a client's investment objectives typically begins with a series of in-depth discussions. Initially, Algonquin professionals may review the client's current holdings to understand the thought process that went into building and managing the portfolio in the past. For individual clients, elements such as tax status, concentrated or restricted holdings, estate and next generation planning, lifestyle needs and charitable interests are reviewed. For institutional accounts such as endowments, foundations and retirement plans, an evaluation of the needs, spending policies, actuarial assumptions and fiduciary responsibilities are reviewed.

The result of this initial series of discussions is a roadmap detailing the steps that will be taken to implement the investment plan. The plan typically provides an approach that leads to disciplined investment decision making and risk management in each client engagement. As agreed with each client individually, this program may take into account the allocation of the client's assets not placed under Algonquin's management (e.g. cash holdings, 401(k) balances, assets placed with other Investment Advisors/Managers, limited partnerships, business interests, individual securities holdings, employee stock options, etc.)

This plan typically contains an asset allocation solution that is memorialized in a formal document, the Investment Policy Statement ("IPS"). This document is a written game plan customized for each client. The IPS will typically include a statement of investment objectives as well as risk measures. It will communicate special instructions such as criteria that may restrict the use of certain types of securities in the portfolio. It will include benchmarks for performance measurement and will detail the prescribed strategic allocation of assets. The strategic allocation will typically include asset classes to provide appropriate diversification to meet the client's stated objective. It may include equities, fixed income, cash, alternatives investments, etc. and will assign target weights to each class as well as a minimum and maximum weight for each. This allows a degree of flexibility to take advantage of shorter-term market movements in an attempt to add return, preserve capital or both.

Asset Allocation and Strategy Selection are critical components to any successful investment program. Algonquin begins constructing portfolios once the client's IPS has been completed.

The firm's Investment Committee will typically identify and communicate to clients tactical investment themes that have a shorter-term orientation. This is usually in concert with the firm's quarterly publication "Global Macroeconomic Insights and Asset Class Review". Algonquin may advise clients to over or underweight an asset class relative to their target allocation.

A combination of Strategies will be suggested to fulfill the asset allocation. By combining the objectives of the Strategy search with a detailed understanding of its client's needs, Algonquin will identify a diversified mix of Strategies with the goal of satisfying the investment objectives detailed in the IPS.

When required, Algonquin recommends changes of asset allocation, Strategies or both. All such changes are made within the parameters outlined in the client's IPS and are approved in advance by the client.

### **Strategy Research**

Algonquin relies on its Investment Committee's institutional research capabilities to identify and select Strategies for its clients. The firm conducts its own research resulting in a proprietary universe that includes a focused roster of Strategies across a broad range of asset classes. Initially, Strategies made available to Algonquin's clients go through a disciplined Strategy review process.

When reviewing new Strategies, the critical steps in the Algonquin Strategy research process are:

#### *1. Sourcing*

Investment Strategies are sourced primarily through the depth of contacts the Algonquin investment professionals have in the investment management industry. Algonquin places a high degree of value in sourcing Strategies through investment professionals whose judgment the firm has grown to know and trust.

#### *2. Quantitative Analysis*

Once a new Strategy candidate has been sourced, the firm's initial analysis includes a quantitative review of the strategy by one of the firm's analysts. The analyst will review characteristics that may include historical risk-adjusted return in relation to a relevant benchmark and peer groups. Risk measures including alpha, beta, Sharpe Ratio, and drawdown analyses may be reviewed.

#### *3. Qualitative Analysis*

Algonquin will continue its review by focusing on qualitative characteristics including a review of the Strategy's organization and investment process. A qualitative review of the factors such as ownership structure, depth of staff, assets under management and growth trends in the firm's asset base are considered. The consistency of the Strategy's investment process, trading environment and risk management practices is reviewed. The Strategy's investment terms, prime broker relationships, operations and administrative policies, regulatory filings and compliance culture are reviewed where appropriate.

#### *4. Investment Committee Final Review*

A Due Diligence review is reviewed by the lead analyst assigned to the Strategy with the firm's Investment Committee to decide whether to make the Strategy available to the firm's clients.

#### *5. Manager Monitoring*

Through regular conference calls and face-to-face meetings, each Strategy selected by Algonquin is periodically reviewed to confirm that it continues to possess the attributes that enabled it to pass the firm's initial Strategy review. Items such as organizational changes, investment process changes, style drift, performance or a failure to meet Algonquin's expectations are among the critical factors reviewed. If

Algonquin loses confidence in the Strategy's ability to perform as it had in the past, it will recommend that clients replace the Strategy with a suitable alternative.

Algonquin may provide clients with information about Strategies. The information may incorporate information provided by Strategies and other third-party sources. Algonquin believes that this information is accurate; however, Algonquin does not independently verify or guarantee the accuracy or completeness of the information. Algonquin shall have no liability with respect to information provided by Strategies and other third-party service providers. ***This performance is calculated by the Strategies themselves or by third parties and Algonquin does not verify its accuracy or its compliance with presentation standards. The performance information may not be calculated on a uniform and consistent basis by all Strategies or Funds.***

### **Ongoing Investment Strategy Review**

During most quarters, risk management is typically comprised of the review of the Strategy relative to a client's IPS and a review of the performance and risk characteristics relative to appropriate benchmarks. Algonquin's approach to risk management also includes the firm's ongoing review of the Strategies responsible for components of a client's portfolio. Quantitative factors such as performance and various risk measures are reviewed. Qualitative factors are also reviewed. In cases where Algonquin believes qualitative changes to a Strategy's organization or investment process make it less likely that the Strategy will be able to replicate their past success, Algonquin will recommend a replacement Strategy.

When required, Algonquin recommends changes of asset allocation, Strategies or both. All such changes are made within the parameters outlined in the client's IPS and are approved in advance by the client, where applicable.

Algonquin uses research tools purchased from third party providers to aid in its research on the macroeconomic environment and Strategies.

Clients may have assets invested via platforms or other similar programs that are comprised of a specific roster of Strategies that may or may not include those Strategies typically offered to Algonquin's clients. Algonquin's review of certain Strategies on those platforms or programs will typically include the use of proprietary quantitative screens of Strategy data typically collected by a third-party vendor. The quantitative reviews (or portions thereof) may differ from the typical Strategy Research and Ongoing Investment Strategy Review used by Algonquin and described more fully in this Item 8 of this Brochure. It is possible that Strategies that pass the quantitative screening model would not meet the criteria of the more complete Strategy Research process employed by Algonquin.

### **Management of Private Investment Vehicles**

**Affiliated Private Investment Vehicles.** Algonquin is affiliated with several Private Investment Vehicles: The Algonquin Fund, LP, The Algonquin Fund, Ltd., Global Equity Access Fund, LP, MAI Wealth Private Equity Fund, LP, Algonquin Special Opportunities Fund I, LP, Algonquin Middle Market Opportunities Fund, L.P., and AMMOF Ltd. (as defined above, the "Affiliated Funds"), condensed descriptions of each of the Affiliated Funds are set forth below (the complete description of the terms, conditions, risks and Fees [including incentive compensation] associated with each of the Affiliated Funds is set forth in each of the Affiliated Funds' offering documents). This Brochure is not an offer to invest in Algonquin's Affiliated Funds. Any offer to invest in Algonquin's Affiliated Funds will only be made through the provision of their confidential offering documents. Algonquin's Affiliated Funds are not registered under the Securities Act of 1933 or the Investment Company Act of 1940. Algonquin, on a non-discretionary basis, may recommend that qualified clients consider allocating a portion of their investment assets to the Affiliated Funds. The terms and conditions for participation in the Affiliated Funds, including management and incentive fees, conflicts of interest, and risk factors, are set forth in the fund's offering documents. Algonquin's clients are under absolutely no obligation to consider or make an investment in a Private Investment Vehicle(s). To the extent that Algonquin's services are limited to a client's participation as an investor in an Affiliated Fund, Algonquin does not serve as the

client's individual investment advisor and has no responsibility for the ongoing valuation and monitoring for any investment other than the client's investment in the Affiliated Fund.

**Please Note:** Private Investment Vehicles generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, Private Investment Vehicles do not provide daily liquidity or pricing. Each prospective client will be required to complete a Subscription Agreement, pursuant to which the client shall establish that they are qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

**Please Also Note: Conflict Of Interest.** Because Algonquin and/or its affiliates can earn compensation from the Affiliated Funds (both management fees and incentive compensation) that may exceed the Fee that Algonquin would earn under its standard asset based fee schedule referenced in Item 5, the recommendation that a client become an Affiliated Fund investor presents a **conflict of interest**. No client is under any obligation to become an Affiliated Fund investor.

**Algonquin's Chief Compliance Officer, John Hyman, remains available to address any questions regarding these conflicts of interest.**

**The Algonquin Fund, L.P.** is a Delaware limited partnership in which limited partnership interests are privately offered pursuant to Regulation D of the Securities Act of 1933, as amended. The partnership commenced operations on March 1, 2005. The partnership is a "fund of funds" which provides investors the opportunity to participate through one investment in a diversified portfolio of Private Investment Vehicles and similar accounts. The partnership invests in a portfolio of between 8-20 Private Investment Vehicles (or accounts) managed by Portfolio Managers that specialize in a diverse set of investment classes and strategies. These investment classes include cash, commodities, currencies, equity and fixed income. The strategies include (but are not limited to) arbitrage, cash enhancement, distressed, event driven, global macro and long/short. In addition, the Portfolio Managers and the General Partner may invest directly in derivative contracts with approved brokers/dealers in an effort to acquire market exposures. The objective of the Partnership is to generate positive absolute returns by ensuring that the particular strengths of each Portfolio Manager are combined to create a balance across the investment portfolio. The General Partner's investment strategy entails monitoring, and, if necessary, rebalancing the portfolio in an effort to maximize returns.

**The Algonquin Fund, Ltd.** is an exempted company incorporated and existing under the laws of the Cayman Islands. It commenced operations in April 2007. The partnership is a "fund of funds" which provides investors the opportunity to participate through one investment in a diversified portfolio of Private Investment Vehicles and similar accounts. The Fund invests in a portfolio of between 8-20 Private Investment Vehicles (or accounts) managed by underlying Strategies that specialize in a diverse set of investment classes and strategies. These investment classes include cash, commodities, currencies, equity and fixed income. The strategies include (but are not limited to) arbitrage, cash enhancement, distressed, event driven, global macro and long/short. In addition, the Strategies and the Investment Manager may invest directly in derivative contracts with approved brokers/dealers in an effort to acquire market exposures. The objective of the fund is to generate positive absolute returns by ensuring that the particular strengths of each Portfolio Manager are combined to create a balance across the investment portfolio. The Investment Manager's investment strategy entails monitoring, and, if necessary, rebalancing the portfolio in an effort to achieve attractive risk-adjusted returns.

**Global Equity Access Fund, L.P.** is a Delaware limited partnership in which limited partnership interests are privately offered pursuant to Regulation D of the Securities Act of 1933, as amended. The partnership

commenced operations on July 1, 2008. The partnership is a “fund of funds” which provides investors the opportunity to participate through one investment in a diversified portfolio of separately managed accounts, other Private Investment Vehicles, open end investment funds and similar accounts. The partnership invests in a portfolio of at least three (3) investment vehicles (or accounts) managed by Portfolio Managers that specialize in long only global, international and emerging markets equity investments. The Portfolio Managers and the General Partner may invest directly in derivative contracts with approved brokers/dealers in an effort to acquire market exposures. The objective of the partnership is to generate excess risk-adjusted returns relative to commonly utilized indexes for global long only equity investments. The General Partner’s investment strategy entails monitoring, and, if necessary, rebalancing the portfolio in an effort to maximize alpha and returns.

**MAI Wealth Private Equity Fund, L.P.** is a Delaware limited partnership in which limited partnership interests are privately offered pursuant to Regulation D of the Securities Act of 1933, as amended. The partnership commenced operations in September 2008. The Fund’s objective is to provide investors access to private equity partnerships and to potentially access direct co-investment opportunities. The partnership was created by MAI Wealth Private Equity GP, LLC, a Delaware limited liability company, which acts as General Partner of the partnership and manages its investments. Algonquin serves as co-member of the General Partner. MAI Wealth Advisors, LLC, an Ohio limited liability company, serves as Investment Manager to the Partnership. The Investment Manager has delegated day-to-day investment management of the Partnership to Algonquin. The investment objective of the Partnership is to generate risk-adjusted returns in excess of those available in the public equity markets via a strategy of investing in a diversified portfolio of private buy-out, venture capital, and private debt limited partnerships. In addition, the partnership may acquire investments on the secondary market. The partnership may also co-invest directly in the underlying investments of these investments.

**Algonquin Special Opportunities Fund I, L.P.**, a Delaware limited partnership, invests in a diversified portfolio of investments in venture capital, private equity, leveraged buyouts, and mezzanine debt via limited partnerships and co-investment opportunities. The partnership commenced operations in June 2007. Its investment objective is to achieve an annual rate of return on invested capital in excess of the returns generated by conventional investments in the public equity market and the private equity market.

**Algonquin Middle Market Opportunities Fund, L.P.** (the “Partnership”); is a Delaware limited partnership, in which limited partnership interests are privately offered pursuant to Regulation D of the Securities Act of 1933, as amended. The Partnership commenced operations in July 2013. The Partnership, which is a master fund in a master-feeder structure, has been established as a private equity fund of funds that seeks to generate long-term returns greater than those generally available through traditional public equity investing. It invests in non-publicly traded pooled investment vehicles (“Funds”), primarily in the buyout sector. It may also invest in funds which invest in the debt financing sector (including mezzanine debt and capital restructurings), in funds of funds whose stated investment objective is to invest in underlying buyout or debt financing funds, in operating companies (“Operating Companies”) whose securities may be offered to the Partnership on a co-investment basis because of the Partnership’s investment in a Fund or otherwise offered to the Partnership by the Managers of funds in which it has invested, and in special situations. A special-situation investment by the Partnership may, depending on its structure, constitute an investment either in a Fund or in an Operating Company. To date, the Partnership has one feeder fund, AMMOF Ltd., a Cayman Islands exempted company.

**AMMOF Ltd.** is a Cayman Islands exempted company formed by Algonquin, which in January 2014 became a feeder fund into the Algonquin Middle Market Opportunities Fund, L.P.

**Side-Letter Agreements with the Affiliated Funds.** Algonquin has in the past and may, in the future, enter into side-letter agreements with certain prospective or existing investors in the Affiliated Funds, whereby such investors may be subject to terms and conditions that are more favorable than those applicable to other investors in the Affiliated Funds. It is Algonquin’s policy not to agree to any side-letter or other similar agreement that would grant any investor or group of investors preferential rights with respect to the payment or timing of redemptions, indemnification by Algonquin, the law governing Algonquin’s and each investor’s responsibilities under the governing documents for any of the Affiliated Funds, or access to

Affiliated Fund-level data. Algonquin's side-letter agreements typically deal with operational matters. Side-letter agreements are entered into solely at Algonquin's discretion and may, among other things, be based on the size of the investor's contribution to the Affiliated Fund or an affiliated investment entity, an agreement by the investor to maintain such investment for a significant period of time, or other similar commitment by the investor. Any such arrangements are subject to Algonquin's fiduciary duties to its clients.

**Unaffiliated Private Investment Vehicles.** Algonquin may also provide investment advice regarding unaffiliated Private Investment Vehicles. Algonquin, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in unaffiliated Private Investment Vehicles. Algonquin's role relative to the Private Investment Vehicles shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of Algonquin calculating its investment advisory Fee. Algonquin's clients are under absolutely no obligation to consider or make an investment in a Private Investment Vehicle(s). To the extent that Algonquin's services are limited to a client's participation as an investor in an Unaffiliated Private Investment Vehicle, Algonquin does not serve as the client's individual investment advisor and has no responsibility for the ongoing valuation and monitoring for any investment other than the client's investment in the Unaffiliated Private Investment Vehicle.

**Please Note:** Private Investment Vehicles generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, Private Investment Vehicles do not provide daily liquidity or pricing. Each prospective client will be required to complete a Subscription Agreement, pursuant to which the client shall establish that qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

**Please Also Note: Valuation.** In the event that Algonquin references Private Investment Vehicles owned by the client on any supplemental account reports prepared by Algonquin, the value(s) for all Private Investment Vehicles owned by the client shall generally reflect the most recent valuation provided by the fund sponsor. If no subsequent valuation post-purchase is provided by the fund sponsor, then the valuation shall reflect the initial purchase price. If the valuation reflects initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price. The client's advisory Fee shall be based upon reflected fund value(s). In the event a valuation is not readily available from a private fund, such as a direct investment or co-investment in a private equity investment fund, Algonquin may utilize a special valuation. Algonquin has policies and procedures in place to review and document special valuations.

***A discussion of risk factors associated with Funds, Managers and Private Investment Vehicles is typically found in the respective prospectus, offering documents, advisory agreements, Brochures or Form ADVs of the managing entity. Copies of these documents are typically made available to clients directly from the provider or a third party. You should review the respective documents carefully.***

All investing involves a risk of loss that clients should be prepared to bear. The identification of securities and other assets believed to be undervalued is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. Algonquin cannot give any guarantee that it will achieve a client's investment objectives or that clients will receive a return on their investment.

**Asset Allocation Risk.** – Client accounts are primarily invested in a variety of asset classes including, but not limited to equities, fixed-income securities, alternative investments, money market funds and other sub-asset classes. These asset classes may increase or decrease in value at different times or may all move together at

any particular time. While a goal of asset allocation is to reduce risk via diversification, that result is not assured. The asset allocation in a client's account may have a significant effect on the client's account performance.

**Selection and Monitoring of Strategies** - There is a risk that Algonquin, in its selection process, may not identify appropriate Strategies for client portfolios. Further, there is a risk that a Strategy does not meet Algonquin's investment expectations over time, develops significant weaknesses in its compliance or operational controls that could materially adversely affect a client's investment or could develop material regulatory, financial or other operational issues.

**Due Diligence Considerations** - Algonquin conducts due diligence which it believes is appropriate to select and Strategies and Affiliated Private Funds based on the facts and circumstances applicable to each investment. The object of the due diligence process is to identify attractive investment opportunities based on the facts and circumstances surrounding an investment and to identify possible risks associated with that investment. However, due diligence is not foolproof and may not uncover problems associated with a particular Strategy. For example, one or more of the Strategies may engage in improper conduct, including unauthorized changes in investment strategy, which may be harmful and may result in losses to a client. Algonquin may rely upon representations made by Strategies, accountants, attorneys, prime brokers, and/or other investment professionals. If any such representations are misleading, incomplete or false, this may result in the selection of a Strategy that might have otherwise been eliminated from consideration had fully accurate and complete information been made available to Algonquin. Algonquin cannot be certain that its due diligence investigations will result in investments being successful or that actual financial performance of an investment will not fall short of expectations.

**Dependence on External Strategies** - Each client's performance will be highly dependent upon the expertise and abilities of the Strategies selected or recommended by Algonquin. There is a risk that an event having a negative impact on one of the Strategies, such as a significant change in personnel or corporate structure or resources, may adversely affect clients' results. Strategies selected by Algonquin may or may not have extensive track records.

**Lack of Control (Underlying Strategies)** - Although Algonquin generally monitors the performance of each Strategy it recommends, Algonquin will not have an active role in the day-to-day management of such Strategies. Moreover, Algonquin typically will not have the opportunity to evaluate the specific investments made by the Strategies. As a result, the rates of return to clients will primarily depend upon the choice of Strategies and management decisions of the Strategies, and returns could be adversely affected by the unfavorable performance of such Strategies. Algonquin ultimately relies on the Strategies to develop the appropriate systems and procedures to control operational risks. Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for, or other similar disruption in operations may cause client accounts to suffer financial losses. There is no guarantee that a Strategy will be managed in a manner consistent with a client's investment objective. Although Algonquin engages in thorough due diligence of the Strategies it selects, there is no guarantee that such Strategies will not engage in fraudulent practices and misappropriate client assets.

**Multiple Strategies.** The overall success of Algonquin's strategies depends on, among other things, (i) the ability to develop a successful asset allocation strategy, (ii) the ability to select Strategies and to allocate the assets amongst them, and (iii) the ability of the Strategies to be successful. The past performance of such Strategies is not necessarily indicative of their future profitability. No assurance can be given that the Strategies utilized will be successful under all or any future market conditions. Because Algonquin may allocate client assets to multiple Strategies who make their trading decisions independently, it is possible that one or more of such Strategies may, at any time, take positions which may be opposite of positions taken by other Strategies. It is also possible Strategies may on occasion take substantial positions in the same security or group of securities at the same time. The possible lack of diversification caused by these factors may subject a client's portfolio to more rapid change in value than would be the case if the client's portfolio were more widely diversified.



**Private Investment Vehicles and Other Alternative Assets** - Investing clients in Strategies can be: (i) highly speculative and invest in complex instruments and structures including derivatives and structured products; (ii) illiquid with limited withdrawal or redemption rights; (iii) leveraged; (iv) subject to significant volatility; (v) subject to long holding periods; (vi) less transparent than public investments; (vii) subject to significant restrictions on transfers; (viii) affected by complex tax considerations; and (ix) in the case of private equity funds, affected by capital call default risk. In addition to the above, investors in these strategies will be subject to fees and expenses which will reduce profits or increase losses.

**Mutual Funds** - An investment in such a Strategy involves risk, including the loss of principal. These Strategy shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains. Such Strategies are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility.

**ETF/ETNs** - An investment in such a Strategy involves risk, including the loss of principal. These Strategy shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains. Such Strategies are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of ETF/ETNs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF/ETN shares trade at or near their most recent NAV, which is generally calculated at least once daily for ETF/ETNs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF/ETN only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF/ETN, a shareholder may have no way to dispose of such shares. The trading prices of an ETF/ETN's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the ETF/ETN's shares trading at a premium or discount to NAV.

**Strategy Risk** - The failure or deterioration of an entire Strategy may cause a client that employs such Strategy to suffer significant losses. Losses may result from excessive concentration by multiple Strategies in the same investment or broad events that adversely affect particular Strategies (e.g., illiquidity within a given market).

**General Market Risk** - The profitability of a significant portion of the client's investment program depends to a great extent on correct assessments of the future course of price movements of securities and other investments. There can be no assurance that Strategies will be able to accurately predict these price movements. Strategies selected directly by Algonquin and/or the Private Investment Vehicles, may decline in value for any number of reasons, including changes in the overall market for equity and/or debt securities, and factors pertaining to particular portfolio securities, such as management, the market for the issuer's products or services, sources of supply, technological changes within the issuer's industry, the availability of additional capital and labor, general economic conditions, political conditions and other similar conditions. Returns from the investments in which a client account invests may underperform returns from the general securities markets or other types of investments. With respect to the investments utilized by Strategies, there is always some, and occasionally a significant, degree of market risk.

**Key Personnel** – The firm and key personnel involved in managing client portfolios devote as much of their time to the activities of clients as the firm deems necessary and appropriate. However, they have no affirmative obligation to dedicate all of their time or attention to the affairs of clients, nor are they restricted from engaging in activities that may be deemed competitive to a client. Accordingly, there could be potential conflicts regarding their devotion of time to clients.

**Risk Management** - Algonquin applies a risk management approach that it believes is appropriate for clients. The application of any risk management approach involves numerous judgments and quantitative and qualitative assessments. The amount and quality of risk management, measurement of and monitoring is dependent on access to the investments and risk management systems (if any) of Strategies. No risk management system is fail-safe, and no assurance can be given that the Strategy's risk control framework will achieve its objectives or that Algonquin will have access to a Strategy's risk management systems. When this information is unavailable or incorrect, estimates of risk will be made which may turn out to be inaccurate. Efforts to measure and reduce risk may not be successful. Furthermore, Strategies will rely on the financial information made available to them by the issuers in which the Strategies invest. Strategies may not have the ability to independently verify the financial information disseminated by the numerous issuers in which the Strategy may invest and will be dependent upon the integrity of both the management of these issuers and the financial reporting process in general. In addition, some of the Strategies may have little or no performance histories which are necessary for quantitative risk assessments.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to one's evaluation of the firm or the integrity of firm's management in this item.

Algonquin has no legal or disciplinary events to report.

## **Item 10 – Other Financial Industry Activities and Affiliations**

As noted in Items 4, 5, 6, and 7, Algonquin has affiliations with several Private Investment Vehicles. Items 4, 5, 6, and 7 provide more information relating to the Private Investment Vehicles. Certain Private Investment Vehicles are offered on a private placement basis to "qualified clients" (as defined in Rule 205-3 promulgated under the Investment Advisers Act of 1940, as amended), "accredited investors" (as defined in Rule 501(a) of Regulation D promulgated under the Securities Act under the Securities Act of 1933) and/or "qualified purchasers" (as defined in Section 2(a)(51)(A) of the Investment Company Act and the regulations issued thereunder). Algonquin earns a management fee and may earn a performance-based incentive fee on certain Private Investment Vehicles. These Private Investment Vehicles include:

- Algonquin is the General Partner of The Algonquin Fund, L.P. which is a fund-of-hedge-funds consisting of between 8 and 20 Managers employing various investment strategies including long/short equity, global macro and distressed securities.
- Algonquin is the Investment Manager of The Algonquin Fund, Ltd. which is an offshore fund-of-hedge-funds consisting of between 8 and 20 Managers employing various investment strategies including long/short equity, global macro and distressed securities.
- Algonquin is the General Partner of the Algonquin Special Opportunities Fund I, L.P. which is a fund of private equity funds that employs various investment strategies including leveraged buy-out, venture capital, and mezzanine financing.
- Algonquin is the General Partner of the Global Equity Access Fund, L.P. which is a fund-of-funds that invests in a portfolio of at least three (3) underlying investment vehicles (or accounts) managed by Portfolio Managers that specialize in long only global, international and emerging markets equity investments.

- Algonquin is a co-member of the General Partner to the MAI Wealth Private Equity Fund, L.P. which is a fund of private equity funds that invests in a diversified portfolio of private buy-out, venture capital, and private debt limited partnerships.
- Algonquin is the Investment Advisor of the Algonquin Middle Market Opportunities Fund, L.P., which is a fund of private equity funds that employs various investment strategies; (but invests primarily in the buyout sector), and may include funds which invest in the debt financing sector (including mezzanine debt and capital restructurings), in funds of funds whose stated investment objective is to invest in underlying buyout or debt financing funds, in operating companies (on a co-investment basis or otherwise) and in special situations.
- Algonquin is the Director of AMMOF Ltd., which is organized in a “master-feeder” structure, whereby AMMOF Ltd. invests its assets in the Algonquin Middle Market Opportunities Fund, L.P.

**Legg Mason Client Solutions Advisory Board.** Algonquin’s Chief Compliance Officer, John Hyman, serves on the Legg Mason Client Solutions Advisory Board. Although Mr. Hyman is not paid for his Advisory Board service, he is reimbursed for reasonable travel expenses, and generally attends a Legg Mason sponsored Advisory Board dinner. Algonquin has purchased in the past and may purchase in the future, if and when it deems appropriate, Legg Mason mutual funds, separately managed accounts or other investment offerings for client accounts or Private Investment Vehicles. Because of Mr. Hyman’s service on the Advisory Board, a conflict of interest can arise. Accordingly, any client who desires to do so, can advise Algonquin, in writing, not to purchase any Legg Mason mutual funds, separately managed accounts or other investment offerings that contain Legg Mason investment offerings for his/her/its account(s).

Algonquin may on occasion, compensate individuals for client referrals. All such compensation will be fully disclosed to each client consistent with applicable law. Any such referred activities will be conducted in accordance with SEC Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, and/or state securities laws, as applicable.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Algonquin has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients that is based upon fundamental principles of openness, integrity, honesty, and trust. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading and a prohibition of rumor mongering. It includes restrictions on the acceptance of significant gifts the reporting of certain gifts and business entertainment items. It also includes personal securities trading procedures and policies and procedures relating to political contributions. All supervised persons at Algonquin must acknowledge the terms of the Code of Ethics annually, or as amended.

Algonquin anticipates that, in appropriate circumstances, and, consistent with clients’ investment objectives, it will cause accounts over which Algonquin has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities or Strategies in which Algonquin, its affiliates and/or clients, directly or indirectly, have a position of interest. Algonquin’s employees and persons associated with Algonquin are required to follow Algonquin’s Code of Ethics. Subject to satisfying this policy and applicable laws, employees of Algonquin and its affiliates may trade for their own accounts in securities or Strategies that are recommended to and/or purchased for Algonquin’s clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Algonquin will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Algonquin’s clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would

permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between Algonquin and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Algonquin's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Algonquin will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

It is Algonquin's policy that the firm will not affect any principal transactions for client accounts. A principal transaction may be deemed to have occurred if a security is crossed between an Affiliated Fund and another client account. Algonquin will also not cross trades between client accounts.

Algonquin may, from time to time, recommend a Strategy or issuer to whom Algonquin has allocated or invested proprietary capital or to whom an affiliate of Algonquin has allocated or invested personal capital. These situations may represent conflicts of interest for Algonquin and, consequently, in the case of any such recommendation full disclosure of Algonquin's interest will be made to the client.

Effective in June 2004, ownership interests in Algonquin were transferred to two persons who manage funds in which clients of Algonquin were invested. Thus, future investment decisions involving Blue Orchid Capital, LLC and Grosvenor Funds represent a conflict of interest for Algonquin and, consequently, in the case of any future recommendations, full disclosure of Algonquin's interest will be made to the client. Additionally Blue Orchid Capital, LLC shares office space with Algonquin and compensates Algonquin as a tenant pursuant to a sub-lease agreement. This represents a conflict of interest for Algonquin and, in the case of any future recommendations, full disclosure of Algonquin's landlord/tenant relationship with Blue Orchid Capital, LLC will be made to the client.

Strategies may have other business relationships with Algonquin and those Strategies may compensate Algonquin in connection with services Algonquin provides in these relationships, such as fund management. As a result of these relationships, Algonquin has a conflict of interest in determining which strategies to make available to its clients.

Managers of Investment Strategies may refer prospective clients to Algonquin. While Algonquin neither receives referral compensation from, nor pays referral compensation to the referring Manager of Investment Strategies. Algonquin has a potential conflict of interest as part of its Strategy Review of the referring party. To manage this potential conflict of interest, Algonquin has procedures in place to prevent referrals from influencing its Strategy Review process.

Algonquin's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting John Hyman, Chief Executive Officer.

## **Item 12 – Brokerage Practices**

In the event that the client requests that Algonquin recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Algonquin to use a specific broker-dealer/custodian), Algonquin generally recommends that investment management accounts be maintained at Deutsche Bank Securities, Deutsche Bank and/or Charles Schwab & Co., Inc. collectively ("Custodians"). Prior to engaging Algonquin to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Algonquin setting forth the terms and conditions under which Algonquin shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Algonquin considers in recommending Custodians (or any other broker-dealer/custodian to clients) include historical relationship with Algonquin, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Algonquin's clients shall comply with Algonquin's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Algonquin determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Algonquin will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Algonquin's investment management fee. Algonquin's best execution responsibility is qualified if investments that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

### **Research and Additional Benefits**

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Algonquin may receive from Custodians (or another broker-dealer/custodian, investment manager, platform or fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist Algonquin to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Algonquin may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Algonquin in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist Algonquin in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Algonquin to manage and further develop its business enterprise.

Algonquin's clients do not pay more for investment transactions effected and/or assets maintained at Custodians as a result of this arrangement. There is no corresponding commitment made by Algonquin to Custodians or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

Algonquin does not have any commitments or understandings to trade with specific brokers or to generate a specific level of brokerage commissions with a particular broker in order to receive brokerage or research services. These commitments or understandings are typically known as soft dollar arrangements. Certain brokers with whom Algonquin executes trades may provide unsolicited proprietary research (research created or developed by the broker) to Algonquin. This research is used for all client accounts, even though certain clients may not have paid direct commissions to the brokers who provided the research. This research could include a wide variety of reports, charts, publications or proprietary data on economic and political strategy, credit analysis or stock and bond market conditions and projections. In addition to unsolicited research, certain brokers may provide invitations to attend conferences and meetings with management representatives of issuers or with other analysts or specialists.

Receipt of research from brokers who execute client trades involves conflict of interest. An adviser that uses client brokerage commissions to obtain research, products or services receives a benefit because it does not have to produce or pay a fee for the research, products or services itself. Consequently the adviser may have an incentive to select, or recommend a broker based on its desire to receive research, products or services rather than a desire to obtain the most favorable execution, which is in the client's best interest.

Algonquin's Chief Compliance Officer, John Hyman, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

### **Directed Brokerage**

Although Algonquin discourages clients from directing trades to a particular broker-dealer (directed brokerage), clients may request directed trades. Transactions for those clients will generally be executed following the execution of portfolio transactions in other client accounts where Algonquin has full discretion to execute trades. In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Algonquin will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Algonquin. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Please Note: In the event that the client directs Algonquin to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Algonquin. Higher transaction fees adversely impact account performance.

Brokers effecting transactions with respect to client accounts or funds will be selected by the managers of such Strategies. Algonquin shall not have best execution or other responsibilities with respect to the selection of broker-dealers by any Strategy. Each Strategy selects broker-dealers which will typically execute individual transactions at the best available execution prices after consideration of all services and value provided by each broker-dealer.

Strategies may allocate brokerage on the basis of a broker's agreement to pay all or part of certain expenses otherwise borne by the applicable Strategy. To the extent such allocations result in the payment by such brokers of expenses that would otherwise be borne by the Strategy, they will realize an economic benefit from such transactions.

Research obtained through a Strategy's brokerage allocations, may be useful to the manager of the Strategy, as applicable, in connection with services rendered to other clients or accounts managed by the manager of the Strategy, or their affiliates. Similarly, research obtained by manager of the Strategy, or their affiliates, for commissions paid to brokers in the course of managing other clients or accounts may be useful to the manager in connection with managing the client assets.

When manager of a Strategy deems the purchase and sale of securities to be in the best interest of a Strategy, and any other vehicles or assets managed by the manager, it may aggregate the securities to be purchased or sold in order to obtain superior execution and/or lower brokerage expenses. In such event, allocation of the securities purchased or sold, as well as expenses incurred in the transaction, will be made among the participating clients or accounts by applying such considerations as the manager of the Strategy deems appropriate. Although such allocations may be pro rata as to the Strategy and other clients and accounts, they will not necessarily be so. In general, Strategy will not be entitled to investment priority over other clients and accounts managed by manager and may not necessarily participate in every investment opportunity.

With respect to clients for which Algonquin has discretionary authority and whose assets are allocated to Strategies, Algonquin will identify and select Strategies in which to invest client assets. Unless otherwise agreed by and between Algonquin and such clients, there will be no restrictions on the investment discretion of Algonquin in connection with such selections.

**Trade Away/Prime Broker Fees.** Relative to its discretionary investment management services, when beneficial to the client, individual equity and/or fixed-income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur both the fee

(commission, mark-up/mark-down) charged by the executing broker-dealer and a separate “trade away” and/or prime broker fee charged by the account custodian.

### **Discretionary Accounts – Brokerage Discretion of Advisor**

In circumstances in which Algonquin has discretionary authority with respect to client assets, Algonquin will, in general, have full investment discretion with respect to the initiation of all transactions involving client assets as well as full authority to select broker-dealers, if applicable, to execute such transactions.

When Algonquin and its affiliates deem the purchase and sale of securities to be in the best interest of a client, and any other such managed accounts, they may aggregate the securities to be purchased or sold in order to obtain superior execution and/or lower brokerage expenses. In particular, execution prices for identical securities purchased or sold on behalf of multiple accounts in any one business day may be averaged. In such event, allocation of the securities purchased or sold, as well as expenses incurred in the transaction, will be made among the client, and any other participating accounts by applying such considerations as Algonquin and its affiliates deem appropriate, including relative account size of such vehicles and accounts, amount of available capital, size of existing positions in the same or similar securities, impact of leverage, tax considerations and other factors. Although such allocations may typically be pro rata as to the client and other such accounts, they will not necessarily be so, where allocation considerations, such as availability of capital, positions in similar securities or differing objectives dictate a different result. For example, trades in discretionary accounts will typically be executed ahead of non-discretionary trades for those trades executed at a specific broker. Clients will not be entitled to investment priority over other accounts of Algonquin, its clients or affiliates and may not necessarily participate in every investment opportunity.

### **Trade Error Policy**

Algonquin has written policies and procedures related to the identification, documentation and correction of errors. Algonquin maintains a trade error policy that seeks to ensure that errors are corrected in a fair and timely manner. Consistent with its fiduciary duties, Algonquin’s policy is to take the utmost care in making and implementing investment decisions for its client accounts. Algonquin’s Chief Compliance Officer, John Hyman, is available to address any questions regarding the trade error policy.

### **Item 13 – Review of Accounts**

All client accounts of Algonquin are supervised and periodically reviewed by George T. Hubbard, Chief Investment Officer and Managing Partner and Michael S. Devine, Senior Managing Director. The frequency and extent of reviews may vary, depending upon the type of advisory services provided by the firm, but are typically on a monthly or quarterly basis depending on each client’s specific situation. Reviews of a client account may include one or more of the following: review of performance of a client account in light of investment objectives; review of any changes in a client’s investment objectives or risk profile; and review of a client’s portfolio to determine if new investments and/or allocations are appropriate.

Algonquin issues periodic written reports to its investment advisory clients. These reports, distributed on a monthly or quarterly basis depending on the specific needs of the client, generally contain a list of assets, investment results and statistical data related to the client’s account. Algonquin urges clients to carefully review these reports and compare the statements that they receive from their custodian to the reports Algonquin provides. The information in Algonquin’s reports may vary from custodial statements based on accounting principles, reporting dates or valuation methodologies of certain securities. Algonquin may provide clients with such other information with respect to portfolio activity and performance as is agreed upon by and between clients and the firm.

### **Item 14 – Client Referrals and Other Compensation**

Other than the compensation described in Items 5 and 6, Algonquin does not receive an economic benefit from anyone other than its clients. (Further information provided in Item 10 – Other Financial Industry Activities and Affiliations).

If a client is introduced to Algonquin by either an unaffiliated or an affiliated solicitor, Algonquin *may* pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Algonquin's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to Algonquin by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of Algonquin's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between Algonquin and the solicitor, including the compensation to be received by solicitor from Algonquin.

## **Item 15 – Custody**

Algonquin does not provide custodial services to its clients. Client assets are held with banks or other financial institutions that are "qualified custodians". Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets. Algonquin urges clients to carefully review such statements and compare such official custodial records to the account statements that Algonquin may provide to you. The information in Algonquin's reports may vary from custodial statements based on accounting principles, reporting dates or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

For certain clients, Algonquin accepts discretionary authority to manage the assets in the client's account. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. Algonquin observes investment limitations and restrictions that are outlined in writing in each account's investment advisory agreement. Algonquin has other types of client relationships as described in Item 4 – Advisory Business.

## **Item 17 – Voting Client Securities**

As described in each client's agreement and unless specifically agreed to in writing, Algonquin will not vote or give any advice about how to vote proxies for securities held in client accounts. The voting of such securities is typically governed by the agreement between client and applicable Investment Manager or Strategy. Clients retain the authority and responsibility for, and Algonquin is precluded from rendering any advice or taking any action with respect to, the voting of proxies.

## **Item 18 – Financial Information**

In certain circumstances, registered investment advisers are required to provide one with certain financial information or disclosures about their financial condition in this item.

Algonquin has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

**ANY QUESTIONS: Algonquin's Chief Compliance Officer, John Hyman, remains available to address any questions regarding this Part 2A. Mr. Hyman may be reached at (203) 629-2114.**