
Ward Ferry Management (BVI) Limited

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This Brochure provides information about the qualifications and business practices of Ward Ferry Management. If you have any questions about the contents of this brochure, please contact us at (852) 2581-2500 or investor@wardferry.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Ward Ferry Management (BVI) Limited 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 with which you determine to hire or retain an adviser.

Additional information about Ward Ferry Management (BVI) Limited is available on the SEC’s website at www.adviserinfo.sec.gov.

March 30, 2015

ITEM 2 – MATERIAL CHANGES

This Brochure dated March 30, 2015 is a document prepared according to the SEC's requirements and rules. This Brochure is not materially different from the Brochure dated March 26, 2014. The main changes in this Brochure are: (i) Peter Ferry ceased to be a principal of the Adviser and (ii) WF Asia Fund now rewards the Adviser through performance allocation instead of performance fee.

You may request our Brochure by contacting our Investor Relations team at (852) 2581-2500 or investor@wardferry.com.

Additional information about Ward Ferry Management (BVI) Limited is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with Ward Ferry Management (BVI) Limited who are registered, or are required to be registered, as an investment adviser representative of Ward Ferry Management (BVI) Limited.

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ITEM 4 – ADVISORY BUSINESS

Adviser's Advisory Business

Ward Ferry Management (BVI) Limited (the “Adviser”), a corporation organized in the British Virgin Islands, acts as the investment manager to one or more private investment companies (collectively, the “Funds”). The Adviser was established in 2000. The Adviser is primarily controlled by Scobie Ward.

Types of Advisory Services the Adviser Offers

As an investment manager, the Adviser provides portfolio management services to the Funds, including discretionary management and monitoring of investments.

The Adviser provides investment advisory services to the Adviser's clients through the management of investment portfolios in accordance with the objectives and guidelines of the private investment companies as stated in each private placement memorandum. The Adviser is the investment / portfolio manager of the following Funds: WF Asia Fund Limited and its feeder funds (WF Asia Offshore Fund Limited and WF Asia US Fund Limited), WF Asian Smaller Companies Fund Limited, WF Asian Reconnaissance Fund Limited, WF India Reconnaissance Fund Limited (wholly owned by WF Asian Reconnaissance Fund Limited) and Ward Ferry Asia Dedicated Investor Fund Offshore, Ltd. Interests in the Funds are not registered securities under the Securities Act of 1933, as amended. In addition, the Funds are not registered as investment companies under the Investment Company Act of 1940, as amended. Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements in private transactions.

Investment Restrictions

The Adviser does not tailor its advisory services to the individual needs of clients. Currently, the Funds generally may not impose restrictions on the management of their accounts, other than restrictions stated in the private placement memoranda of the Funds and other restrictions that are customary in the ordinary course of business. Clients should be aware that the performance of restricted accounts may differ from the performance of accounts without such restrictions, which may produce lower overall results.

Wrap Fee Programs

The Adviser does not participate, sponsor or act as a portfolio manager for any wrap fee programs.

Assets Under Management

As of December 31, 2014, the Adviser had regulatory assets under management of approximately US\$1.278 billion, all of which was managed on a discretionary basis and none of which was managed on a non-discretionary basis.

ITEM 5 – FEES AND COMPENSATION

The Adviser's Basic Fee Schedule

The specific manner in which fees are charged by the Adviser is established in a client's written agreement with the Adviser. Generally and pursuant to the contract, fees for the management of private investment companies, such as the Funds, will be based upon a percentage of the total assets in the account. Currently, the Adviser receives management fees in an amount up to 1.5 percent (1.5%) per annum of the net asset value of the relevant Funds. Such management fees are accrued daily and calculated on the basis of the net asset value of the relevant Fund as of certain valuation dates and payable in arrears after month end or quarter end as specified in the private placement memorandum of the relevant Fund.

Fund details, including other expenses and investment strategies, are described in each Fund's private placement memorandum.

Calculation and Deduction of Fees

The Adviser will be paid its management fee on a monthly or quarterly basis in arrears by the fund administrator of the Funds, as specified in each Fund's private placement memorandum.

Other Fees and Expenses

In addition to investment management fees and performance-based fees (as described in Item 6 below), investors in the Funds will indirectly bear any other costs charged to the Funds. Some funds will reward the Adviser through performance allocation instead of performance-based fees. Such costs will vary and typically include, though are not limited to, accounting, legal, fund administration, audit, directors and other related fees. Furthermore, the Adviser's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Funds. The impact of mark-ups and mark-downs shall also be incurred by the Funds. Funds may incur certain charges imposed by custodians, brokers, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Such charges, fees and commissions are exclusive of and in addition to the Adviser's fee, and the Adviser shall not receive any portion of these commissions, fees and costs. Please also refer to the audited financial statements of the Funds for details.

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

Prepaid Fees

The Adviser does not charge fees in advance.

Compensation for the Sale of Securities

Neither the Adviser nor the Adviser's supervised persons accept compensation for the sale of securities or other investment products.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Adviser will generally receive a performance-based fee or a performance allocation, from each private investment fund, including the Funds that it advises and manages. The calculation of the performance-based fee or performance allocation is described in each Fund's private placement memorandum. Each performance-based fee is calculated at the end of each calendar year or upon redemption of the relevant shares part way through a year. Each performance-based fee is equal to an amount up to fifteen percent (15%) of the appreciation in the net asset value per share or unit of the relevant series of shares or units issued by the relevant Fund. The appreciation in the net asset value of the relevant series of the relevant Fund is calculated as the difference between the highest net asset value per share or unit of that series (the "high watermark") as of the last valuation date in December in any preceding year after the allocation of any performance-based fee. Alternatively, if the relevant shares or units were issued during the course of the relevant year, the calculation would be the difference between the subscription price of the relevant shares or units when they were acquired and the net asset value per share or unit of that series as of the last valuation date in December in the year in question or in the case of redemptions made during the course of such year as of the valuation date relating to the date on which the shares or units were redeemed. The performance-based fee is not subject to a hurdle rate.

Currently, all the Funds that the Adviser manages charge both a performance-based fee and a management fee although the fees may vary among the different funds. The investment objective, investment strategy, market capitalization focus and liquidity preference for each fund are slightly or materially different. Currently, the Adviser determines the allocation of investment opportunities to the most appropriate Funds based on such differences, and does not otherwise favor one Fund over another Fund. If in the future, the Adviser manages accounts that are not charged both a management fee and a performance-based fee, the performance-based fee arrangements under these circumstances may create an incentive for the Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. In such cases, the Adviser would have procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict of interest from influencing the allocation of investment opportunities among the Funds.

ITEM 7 – TYPES OF CLIENTS

The Adviser primarily provides portfolio management services to private investment companies.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General Investment Strategies and Methods of Analysis

The Adviser seeks capital appreciation primarily by long and short stock picking. The Adviser primarily adheres to a long-term investment approach while seeking to meet the investment objective of capital appreciation.

Under normal market conditions, the Funds will invest in a diversified portfolio of securities. The portfolios may sell short certain securities or indices for hedging purposes and/or to enhance returns. Investments may also be made in various other derivative instruments, including but not limited to futures, options and swaps.

The Adviser uses a bottom up primary research approach supplemented with third party research to seek opportunities for capital appreciation. However, as discussed below, investing in securities and other investment products involves the potential risk of loss that clients should be prepared to bear.

Material Risks for Significant Investment Strategies

While it is the intention of the Adviser to implement strategies which are designed to minimize potential losses, there can be no assurance that such strategies will be successful. The market exposure level of each Fund may vary significantly over time and any increase or decrease in market exposure level may cause significant loss of capital. The risks associated with investing in smaller companies in the Asia Pacific markets is significantly high. Corporate governance issues are common in these markets and may cause significant or complete loss of capital. Listed companies may be suspended from trading for various reasons. It may not be possible for longs or shorts to be closed when the stock being longed or shorted is suspended from trading. For shorts, this may mean unlimited losses and high borrowing costs. Even for listed securities, liquidity in the market may drop or vary significantly over a short period of time. Market impact cost may be material if a position is required to be liquidated in a short period of time. It may be difficult to properly price positions if there is no major market transaction for a prolonged period of time. Tax may be imposed on security transactions in various forms and tax uncertainty in certain markets may result in a restatement of net asset value. Market access products and derivatives are commonly used in some markets and these instruments typically involve additional counterparty risk. The prevailing terms of business that may be obtained from service providers in Asia may be much worse than similar terms prevailing in the United States resulting in less favorable terms and less protection for the Funds. It is possible that the Funds may lose a substantial portion or all of the assets in connection with investment decisions made by the Adviser.

There is no guarantee that in any time period, particularly in the short term, a client's portfolio will achieve appreciation in terms of capital growth or that a client's investment objective will be met by the Adviser. Clients must also pay attention to risks discussed in the Funds' private placement memoranda.

Material Risks for Particular Types of Securities

The Adviser does not recommend primarily a particular type of security. The material risks involved in the Adviser's general investment strategies are described above.

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 your evaluation of an adviser or the integrity of the adviser's management. The Adviser has no information to disclose that is applicable to Item 9.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Broker-Dealer Registration

The Adviser and the Adviser's management persons are not registered with the Securities and Exchange Commission ("SEC") as a broker-dealer or registered representatives, respectively.

Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration

The Adviser is exempt from registration as a commodity pool operator and commodity trading adviser based on the de minimis level of commodity interests held by the Funds and the filing of exemption notices with the Commodity Futures Trading Commission and the National Futures Association.

Other Material Relationships

The Adviser has a parent-subsidary relationship with Ward Ferry Management Limited and the Adviser is the Manager of the Funds and has delegated some of its investment advisory responsibility for the Funds to Ward Ferry Management Ltd. Ward Ferry Management Limited is also registered with the SEC. Fees from the Funds are first paid to the Adviser who then pays Ward Ferry Management Limited based on their agreement. As far as the Funds are concerned, there is no obvious conflict of interest due to the relationship between Ward Ferry Management Limited and the Adviser.

Other than the participating interest in the Funds (via the deferred performance fees in the WF Asia Fund and the WF Asian Smaller Companies Fund which are intended for the alignment of interest), the Adviser does not have any other relationships or arrangements that are material to the Adviser's advisory business or to its clients. The Adviser and any of its management persons do not have relationships with any of the following related persons: (i) a broker-dealer, municipal securities dealer, or government securities dealer or broker; (ii) an investment company or other pooled investment vehicle; (iii) a futures commission merchant, commodity pool operator, or commodity trading advisor; (iv) a banking or thrift institution; (v) an accountant or accounting firm; (vi) a lawyer or law firm; (vii) an insurance company or agency;

(viii) a pension consultant; (ix) a real estate broker or dealer; and (x) sponsor or syndicator of limited partnerships. Please also refer to the audited financial statements of the Funds for any disclosure on related party transactions.

Other Financial Industry Activities or Affiliations

The Adviser generally does not recommend or select other investment advisers for its clients. Other than the relationship with Ward Ferry Management Limited as disclosed above, the Adviser does not receive compensation directly or indirectly from other investment advisers and does not have other business relationships with other investment advisers.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

The Adviser has adopted a Code of Ethics (the “Code”). The Code governs the investment in securities by personnel designated as access persons of the Adviser. The purpose of the Code is to assure that personal transactions do not conflict with client transactions and that in any situation where the potential for conflict exists, client interests take precedence. In essence, the Adviser has policies and procedures in place to control and restrict access persons from investing in Asia Pacific listed equities to avoid front-running.

Each access person must certify annually that he or she has read and understood the Code and recognizes that he or she is subject to the Code. In addition, each access person must certify annually that he or she has complied with the requirements of the Code and that he or she disclosed or reported all personal securities transactions required to be disclosed or reported pursuant to the requirements of the Code.

A copy of the Adviser’s staff personal dealing policy is available to clients upon their request.

Participation or Interest in Client Transactions and Associated Conflicts of Interest

The potential conflicts of interest involved in such transactions are governed by the Code, which requires that the Adviser and its employees place the interests of the Adviser’s clients above their own. The Adviser and its associates, officers and employees may invest some of their personal assets in the Funds. The Adviser encourages these related parties to make investments in the Funds for the purpose of ensuring an alignment of interest with clients. The interests of the related parties in each Fund may vary significantly according to each related party’s risk tolerance level and liquidity preference. It is expected that the interests of the related parties will change over time due to changes in personal situation and investment considerations.

Investments in Securities by Adviser and its Personnel

All of the Adviser's personnel are subject to the Adviser's policies and procedures regarding confidential or proprietary information, information barriers and personal trading. In addition, the Adviser has policies and procedures in place relating to certain personal securities transactions by the Adviser's personnel, which the Adviser deems may involve potential conflict of interests with client accounts managed by the Adviser. The results of the investment activities of the Adviser's or its personnel's investments for their own accounts may differ from the results achieved by or for client accounts managed by the Adviser. The potential conflicts of interest are discussed below.

Conflicts Associated with Investment Activities

Transactions by one or more of the Adviser's accounts may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a client account,. For example, this may occur when portfolio decisions regarding a client's accounts are based on research or other information that is also used to support portfolio decisions for other client accounts. When the Adviser, on behalf of one or more client accounts, implements a portfolio decision or strategy ahead of, or contemporaneously with, similar portfolio decisions or strategies for another client's account (whether or not the portfolio decisions emanate from the same research analysis or other information), factors such as market impact and liquidity constraints could result in the client account receiving less favorable trading results. Additionally the costs of implementing such portfolio decisions or strategies could increase and the client account could otherwise be disadvantaged. The Adviser may, in certain cases, elect to implement internal policies and procedures designed to limit such consequences. Such action may cause a client's account to be unable to engage in certain activities, including purchasing or disposing of securities, when it might otherwise be desirable for the client's account to do so.

The Adviser may, but is not required to, aggregate purchase and sale orders for client accounts with trades for other accounts managed by the Adviser, including the accounts of other clients. When orders are aggregated for execution, it is possible that the Adviser and its personnel's interests will receive benefits from such transactions, even in limited capacity situations. While the Adviser maintains policies and procedures that it believes are reasonably designed to deal with conflicts of interest that may arise, in some cases the Adviser will make allocations to accounts in which the Adviser and its personnel have an interest.

The Adviser's client accounts may also invest in different classes of securities of the same issuer. As a result, the Adviser may pursue or enforce rights with respect to a particular issuer in which a client's account has invested, and those activities may have an adverse effect on the client's account. For example, if an Adviser's own account holds debt securities of an issuer and another client's account holds equity securities of the same issuer, then if the issuer experiences financial or operational challenges, the Adviser's own account which holds the debt securities may seek a liquidation of the issuer, whereas the client's account which holds the equity securities may prefer a reorganization of the issuer. In addition, the Adviser may also, in certain circumstances, pursue or enforce rights with respect to a particular issuer jointly on behalf of one or more of the Adviser's client's accounts, or may work together to pursue or enforce such rights.

Certain client accounts may be negatively impacted by the Adviser's activities. This may include activities and transactions effected at prices or terms that may be less favorable than would otherwise have been the case had the Adviser's clients' accounts not pursued a particular course of action with respect to the issuer of the securities. In certain instances the Adviser's personnel may obtain information about an issuer that is considered to be material and therefore may limit the ability of the Adviser to buy or sell securities of the issuer on behalf of clients' accounts.

Transactions undertaken by the Adviser's clients may also adversely impact one or more client accounts. Other clients of the Adviser may have, as a result of receiving client reports or otherwise, access to information regarding the Adviser's transactions or views that may affect their transactions outside of accounts controlled by the Adviser; such transactions may negatively impact other client accounts. A client's account may also be adversely affected by cash flows and market movements arising from purchase and sale transactions by, as well as increases of capital in and withdrawals of capital from, other client accounts. These effects may be more pronounced in less liquid markets.

The results of the investment activities of a client's account may differ significantly from the results achieved by the Adviser for other client accounts.

Trading Alongside by Adviser and its Personnel

Under the Adviser's policies and procedures, neither the Adviser nor its personnel would recommend securities to the Adviser's clients, such as the Funds, or buy or sell securities for its clients' accounts, at the same time that they would buy the same securities for their own accounts. We note that although the Adviser's policies permit the Adviser and its personnel and/or related parties to invest in the Funds, these investments are in alignment with the objectives of the Funds and would not be considered simultaneous trading transactions.

ITEM 12 – BROKERAGE PRACTICES

Broker-Dealer Selection

The Adviser has full discretion to select brokers or dealers as well as the commission rates at which the transactions for clients are effected. It is the Adviser's policy to seek best execution at the best price available with respect to each transaction, in light of the overall quality of brokerage and research services provided to it or its clients. The best price means the best net price without regard to the mix between purchase or sale price and commissions. In selecting broker-dealers, and in negotiating commissions, the Adviser considers a variety of factors including best price and execution, the full range of brokerage services provided by the broker, access to the senior management of investee companies that the broker may facilitate, access to placement of shares from time to time, access to research and investment conferences, expertise in local markets or specific sector knowledge, capital strength and stability, and the quality of the research and associated services provided by the broker.

In determining the abilities of a broker or dealer to obtain best execution for portfolio transactions, the Adviser will consider all relevant factors including: the execution capabilities

required by the transactions; the ability and willingness of the broker or dealer to facilitate the portfolio transactions by participating therein for its own account; the importance to the account of speed, efficiency, settlement support and confidentiality; the broker or dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived soundness of the broker or dealer; as well as other matters relevant to the selection of a broker or dealer for portfolio transactions for any account. The Adviser will not adhere to a rigid formula in making the selection of the applicable broker or dealer for portfolio transactions, but will weigh a combination of the above listed factors.

The Adviser will have no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of the Funds. Although the Adviser will generally seek competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Research and Other Soft Dollar Benefits

Consistent with obtaining best execution, brokerage commissions on transactions may be directed to brokers in recognition of research services furnished by them, as well as for services rendered in the execution of orders by such brokers. The Adviser will rely upon the "bona fide research" safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended.

As a general matter, such research services are used to service all of the Adviser's clients. However, each and every research service may not be used to service each and every client managed by the Adviser. Brokerage commissions paid by one account may apply towards payment for research services that may not be used in the service of that account. For the avoidance of doubt, such goods and services do not include travel, accommodation, entertainment, general administrative goods or services, Bloomberg subscriptions, portfolio management system subscriptions, general office equipment or premises, membership fees, employee salaries or direct money payments.

Certain research providers without their own brokerage executing arm may state in advance the amount of brokerage commissions they require for such research services. The Adviser may, in its discretion, cause the client to pay such brokers a commission for effecting portfolio transactions in excess of the amount of commission another broker adequately qualified to effect such transactions would have charged. This may be done where the Adviser has determined in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In reaching such a determination, the Adviser would not be required to place or attempt to place a specific dollar value on the brokerage or research services provided by such broker. Commission sharing agreements may be in place to facilitate the reward of research providers for their provision of research services and the executing brokers for their

execution services. Currently, the Adviser does not expect this practice to represent a material percentage of brokerage commissions.

When the Adviser uses its client's brokerage commissions (or markups or markdowns) to obtain research or other products or services, the Adviser receives a benefit because it does not have to produce or pay for such research, products or services. The Adviser may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on its clients' interest in receiving the most favorable execution.

The Adviser generally does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. Nonetheless, when allocating trades to clients, the Adviser must ensure that over time each client is treated fairly and equitably in the execution of transactions.

Brokerage for Client Referrals

Except for capital introduction services that may be received from the prime brokers of the Funds, the Adviser generally does not consider, in selecting or recommending broker-dealers, whether the Adviser or a related person receives client referrals from a broker-dealer or third party.

Directed Brokerage

The Adviser generally has discretionary authority to determine and direct the execution of portfolio transactions within the client's specified investment objectives without prior consultation with the client on a transaction-by-transaction basis.

Aggregation of Trades

The Adviser has a fiduciary duty to execute orders for clients fairly and equitably. The Adviser follows procedures pursuant to which it may, for clients who permit it, and to the extent that it is consistent with best execution, combine purchase or sale orders for the same security for multiple clients (sometimes called "bunching") so that the orders may be executed at the same time. The procedures followed by the Adviser may differ depending on the particular strategy or type of investment. The Adviser is not required to bunch or aggregate orders if: (1) portfolio management decisions for different accounts are made separately; or (2) the Adviser determines that bunching or aggregating is not practicable. The Adviser may be able to negotiate a better price and lower commission rate on aggregated trades than on trades for accounts that are not aggregated. Where transactions for a client's account are not aggregated with other orders, it may not benefit from a better price or lower commission rate. Because of prevailing trading activity, it may not be possible to receive the same price or execution on the entire volume of securities purchased or sold. When this occurs and when markets allow, the various prices may, in the Adviser's discretion, be averaged, and accounts may be charged or credited with the average price. The effect of such aggregation may be on some occasions to an account's disadvantage.

ITEM 13 – REVIEW OF ACCOUNTS

Review of Accounts

The Funds are reviewed on a weekly basis. Reviews are designed to monitor the market exposure level (both gross and net exposure), investment positions, major changes in company fundamentals, industry outlook, market outlook and top ten positions, country and sector weightings, etc. Generally, these reviews are performed by one or more of the investment professionals of the Adviser.

Factors Triggering a Review

The Adviser also performs reviews of the Funds as appropriate based on, among other things, major changes in market conditions, rebalancing needs driven by subscriptions or redemptions, profits or losses relating to some positions or the overall portfolios, or other events.

Client Reports

The Adviser prepares and provides to clients written newsletters on a quarterly or monthly basis (frequency varies by Fund) to report fund data and performance. These newsletters generally include, among other things, a summary of major developments, top positions, country and sector exposure and attribution, the net asset size and performance return of the Fund during the reporting period.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Other Compensation

No person who is not a client of the Adviser provides an economic benefit to the Adviser for providing investment advice or other advisory services to the Adviser's clients.

Compensation for Client Referrals

No person who is not a supervised person of the Adviser has been directly paid compensation for client referrals.

ITEM 15 – CUSTODY

Each of the Funds has its own fund administrator, prime brokers and custodians which are independent of the Adviser. Investors in the Funds should receive at least a quarterly statement from the fund administrator or its agent as specified in the private placement memorandum of the Fund. The Adviser urges investors to carefully review the statements and compare the official records to the reports that the Adviser may provide to investors. The Adviser's reports may vary from official records due to the use of different accounting procedures, cut off times, exchange rates or valuation methodologies of certain securities.

ITEM 16 – INVESTMENT DISCRETION

The Adviser usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, the Adviser observes the investment policies, limitations and restrictions of the clients for which it advises. However, due to market movements and redemptions, passive breaches of limits and restrictions may occur and may take time for the Adviser to remedy. Investment guidelines and restrictions must be provided to the Adviser in writing.

ITEM 17 – VOTING CLIENT SECURITIES

Proxy Voting Policies

The Adviser invests in securities issued by both public and private issuers. In relation to these investments, the Adviser has the authority to vote proxies. The Adviser has adopted and implemented written policies and procedures reasonably designed to ensure that it votes proxies in the best interest of the Funds. Proxy voting decisions are the responsibility of the investment professionals and are made in accordance with the Adviser's proxy voting policies and procedures.

In accounts where the Adviser votes proxies, the Adviser will determine to vote a proxy depending on, among other things, the cost of analyzing the proxy compared to the expected benefit of the vote to its clients, the subject of the proxy and the size of the position the clients hold in the issuer (proxies of issuers in which clients hold a small position are less likely to be voted than those for issuers in which clients have a controlling investment). The Adviser will not be able to determine the best interests of the underlying clients of the Funds which may not be consistent with the overall best interest of the Funds. In deciding the vote, the Adviser only votes in the best interest of the Funds. For matters that the Adviser considers immaterial, the Adviser will not necessarily vote. The Adviser or its delegate shall make and keep a written record of how all proxies have been voted on behalf of the Funds. When investments are made via swaps or derivatives, the Adviser will not have the right to vote. The Adviser is responsible for identifying any potential conflicts of interest that may arise in the proxy voting process.

Examples of conflicts of interest may include situations where the Adviser or its affiliates have a material business relationship with a proponent of a proxy proposal, which may influence how the vote is cast, or have a business or personal relationship with participants in a proxy contest, directors, or candidates for directorships (other than by virtue of the Adviser's employee's status as a director of the company). The Adviser will refer any such conflicts of interest to the designated principals for resolution.

The Adviser will retain (i) its proxy voting policies and procedures; (ii) confirmation from custodians on delivering the votes in accordance with the Adviser's instruction; and (iii) any

specific documents the Adviser prepared that were material to making a decision on how to vote, or that memorialized the basis for the decision. The Adviser's proxy voting policies and procedures and records related to specific proxies are available to clients upon request.

ITEM 18 – FINANCIAL INFORMATION

Registered investment advisers are required to provide certain financial information or disclosures about the Adviser's financial condition. The Adviser does not require prepayment of any fees, 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. Accordingly, no financial statements are required to be provided by the Adviser to clients.

ITEM 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Advisers who are registered or are registering with state securities authorities are required to provide certain information about their business and management teams. The Adviser is federally registered and is therefore not required to comply with Item 19.