

## **ELLINGTON GLOBAL ASSET MANAGEMENT, LLC**

53 Forest Avenue  
Old Greenwich, CT 06870

Tel. 203-698-1200  
Fax. 203-698-0869

[www.ellington.com](http://www.ellington.com)

**This Disclosure Brochure provides information about the qualifications and business practices of Ellington Global Asset Management, LLC. If you have any questions about the content of this brochure, please contact us at the telephone number listed above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT ELLINGTON GLOBAL ASSET MANAGEMENT OR ANY PRINCIPALS OR EMPLOYEES OF ELLINGTON GLOBAL ASSET MANAGEMENT POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY OR ANY OTHER BUSINESS.**

**Additional information about Ellington Global Asset Management is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

The date of this Disclosure Brochure is

March 31, 2015

The delivery of the Disclosure Brochure at any time does not imply that the information contained herein is correct as of any time subsequent to the date shown above.

**Material Changes to Disclosure Brochure**

No material changes have been made to this Brochure since the prior version, dated March 31, 2014.

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**EGAM's Advisory Business**

Ellington Global Asset Management, LLC ("EGAM," or "the firm"), a U.S. Securities and Exchange Commission ("SEC") registered investment adviser, is one of several affiliated entities in the Ellington family of companies. This family also includes five other registered investment advisers: Ellington Management Group, L.L.C.; Ellington Financial Management LLC; and Duke Funding Management, L.L.C.; Ellington Residential Mortgage Management LLC; and Ellington REIT Management LLC; and includes Ellington Management Group (UK) LLP, a U.K. affiliate authorized by the Financial Conduct Authority.

In addition, EGAM's principals and executive officers are also principals or executive officers of certain other partnerships or limited liability companies that serve as the general partner or managing member of pooled investment vehicles managed by Ellington Management Group, L.L.C. These principals and executive officers may also be the principals or executive officers of other entities affiliated with EGAM. Please see "Other Financial Industry Activities and Affiliations" below for a further discussion of entities affiliated with EGAM. These entities, together with EGAM and its affiliated registered and relying advisers and their employees, are referred to below collectively as the "Ellington Group" or simply "Ellington."

EGAM has been in business since 2006 and is owned primarily by Michael Vranos indirectly through his indirect ownership interest in EGAM's majority owner Ellington Management Group, L.L.C.

**Types of Advisory Services Offered**

EGAM provides investment management services to institutional managed accounts and pooled investment vehicles investing primarily in mortgage-related, mortgage-backed, or asset-backed securities. The vehicles and accounts managed by EGAM or other members of the Ellington Group are referred to below as "Clients" or "Client Accounts."

Ellington customarily analyzes securities and markets through use of proprietary and external computer applications, and seeks to mitigate certain risks related to those securities at times through the use of derivative instruments, including swaps, options, forwards, and futures.

Ellington may also offer advice with respect to an extremely broad range of securities, derivatives, and other financial instruments. Clients, prospective Clients, investors and prospective investors in Ellington-managed pooled vehicles should review the applicable offering documents or investment management, operating, or similar agreement for further information about the range of instruments with respect to which Ellington may advise them.

**Client Investment Guidelines**

In some cases, EGAM may tailor its advisory services to the individual needs of institutional Clients for whom it manages separate accounts or dedicated investment

vehicles. Such Clients may request restrictions on investing in certain securities or types or amounts of securities, or impose other guidelines with respect to the services provided to them. Individual investors in EGAM-managed pooled investment vehicles, however, generally may not impose such restrictions. You should review the applicable offering materials for information about restrictions applicable to those funds.

#### Client Assets Under Management

EGAM provides discretionary investment advisory services to an institutional managed account with regulatory assets under management of approximately \$363,958,000.

#### Fees and Compensation

EGAM is compensated for providing services as set forth in the relevant offering materials or investment management, limited partnership, or limited liability company agreement applicable to the Client. Compensation usually includes a management fee based upon the net assets of the Client Account and an incentive fee based upon the performance of the Client Account. The amount of management or performance-based fees paid by a Client Account and the frequency with which they are deducted are described in the applicable offering materials or agreements. EGAM does not customarily collect such fees in advance, though individual arrangements to do so may be negotiated with institutional Clients.

Fees and, as discussed below, expenses paid by institutional Clients for whom EGAM manages separate accounts or dedicated vehicles are negotiated individually, while those to be paid by investors in pooled-investment vehicles managed by Ellington are as described in the applicable offering memorandum. In some cases, investors in Ellington-managed pooled investment vehicles individually negotiate more favorable fee terms with respect their investment in a vehicle. Please see the discussion of “Side Letters” below for further information. In most cases, investors in Ellington-managed pooled investment vehicles who are Ellington employees or related to Ellington employees are not charged management or performance-based fees with respect to their investments.

Please see “Performance-Based Fees and Side-by-Side Management” below for further discussion of such fees and the conflicts of interest they can create.

#### Valuation

The amount of management or incentive fees earned by EGAM depends in part upon the valuations assigned to the portfolio investments of its Clients. These portfolio investments are valued in accordance with Ellington’s valuation policy, unless provided otherwise in the relevant management or governing document. Ellington’s Clients and investors should be aware that many investments held in Client portfolios may be illiquid, infrequently traded, and difficult to value. Ellington is deeply involved in the valuation procedures that are used to determine the value of such investments, including by deciding whether to solicit third-party price indications and the number of such indications to be solicited, the parties from

whom to solicit such prices, and whether to reject specific price indications as erroneous or unreasonable or to override prices calculated by averaging such indications. In some cases, investments may be valued by Ellington in good faith without regard to third-party price indications. Ellington may consequently have a conflict of interest in determining the valuation of Clients' assets and liabilities, especially since higher valuations will have the effect of increasing the amount of fees paid to Ellington.

#### Expenses and Allocation of Expenses

In addition to fees paid to Ellington, Ellington Clients, unless provided otherwise, also pay ordinary operating expenses related to their Accounts. Such expenses include, as applicable, taxes, investment expenses (such as brokerage commissions, interest expense, custodial fees, bank service fees, stock loan fees, and expenses incurred in connection with due diligence on potential investments and surveillance of existing investments (including travel expenses of Ellington)), third-party data and software expenses, professional and consulting fees, industry association expenses, legal expenses, insurance expenses, accounting, audit, and tax preparation expenses, withholding and transfer taxes, fees and expenses of administrators or directors, registrar and transfer agency fees and expenses, organizational and offering expenses, and all extraordinary and other expenses associated with the operation of the Client.

In cases in which multiple Clients of or members of the Ellington Group, including Ellington and its affiliates, use or benefit from the same service, Ellington determines how the cost of that service is allocated among them and may have a conflict of interest in making such allocations.

#### Termination of Services

Institutional investors for whom EGAM manages separate accounts may terminate the firm's services when or as provided in the applicable management agreement. In the event of such a termination, the amount of any fees or expenses to be paid or refunded will be determined as provided for in the applicable agreement.

The ability of investors in Ellington-managed pooled investment vehicles to withdraw or redeem their investments is limited by the terms of the applicable partnership or operating agreement. The ability of such investors to terminate the obligation to pay applicable management or incentive fees or to terminate their investment in the vehicle is consequently limited. As discussed in "Side Letters" below, certain investors may enter into agreements providing for different terms in this area.

#### **Performance Based Fees and Side-by-Side Management.**

The Ellington Group charges certain Clients incentive fees based on the performance of the Client Account. The amount and structure of these performance-based fees differs by Client, and in some cases such fees may be paid to a company affiliated with Ellington which acts as the general partner or managing member of a pooled investment vehicle.

You should review the relevant offering memorandum or investment management, partnership, or operating agreement for further information about performance-based fees applicable to you.

The prospect of earning performance-based fees may create an incentive for Ellington to make investments that are riskier or more speculative than it would make in the absence of a performance-based fee.

Ellington's management of Client Accounts that pay performance-based fees side-by-side with Client Accounts that do not pay such fees can create conflicts of interest because Ellington may have an incentive to favor Client Accounts from which it expects to receive greater fees. For example, when allocating a limited investment opportunity among multiple Clients, Ellington may have an incentive to allocate opportunities that are expected to be more profitable preferentially to Clients who pay a performance-based fee because the firm will be expected to receive greater fees if the investment generates a positive return. Please see "Participation or Interests in Client Transactions" below for further discussion of the allocation of investment opportunities and of other circumstances in which the existence of a performance-based fee may create an incentive for Ellington to favor one or more Clients.

#### **Types of Clients**

EGAM provides investment advice to an institutional managed account and may provide advice to pooled or dedicated investment vehicles. The Ellington Group generally provides investment advice to pooled investment vehicles (e.g. hedge funds) or to institutional Clients for whom the firm manages a separate account or dedicated investment vehicle. The minimum investment amount and other requirements applicable to investment in an Ellington-managed pooled investment vehicle are described in the relevant offering memorandum. Requirements for establishing a separately managed account or dedicated investment vehicle are negotiable and may vary by strategy or Client.

#### **Methods of Analysis, Investment Strategies and Risk of Loss**

Ellington primarily uses proprietary and external models and computer applications to analyze mortgage-backed, mortgage-related, and asset-backed securities and related instruments, and equity securities. In addition, Ellington, through use of such models or applications, customarily seeks to identify and opportunistically mitigate certain risks related to such securities, at times through the use of derivative instruments, including swaps, options, forwards, and futures.

Reliance on models like those used by Ellington entails significant risks, particularly in the event that the models or the data on which they rely prove to be incorrect, misleading, or incomplete. In such cases, reliance on models may lead Ellington to purchase assets at prices that are too high, to sell assets at prices that are too low, or to miss favorable opportunities altogether. Similarly, any hedging activities that are based on faulty models or data may prove to be unsuccessful. In addition, Ellington stores the majority of the

data upon which these models rely in computer databases. The failure of such computer systems could adversely affect Client Accounts for whom such models are used.

Ellington's methods and strategy differ among Client Accounts. In addition, the risks associated with the securities and strategies with respect to which the firm provides advice are complex. Certain of those risks are identified briefly in this Brochure. You should, however, review the applicable offering memorandum or investment management, partnership, or operating documents for information about the strategy pursued and methods used with respect to a particular Client Account and for important explanations of these and other risks.

The securities and strategies with respect to which the firm provides advice are speculative and involve substantial risks. **Investing in securities involves risk of loss that Clients should be prepared to bear.**

Certain Risks of Mortgage-backed, Mortgage-related, and Asset-backed Strategies

You should review the applicable offering memorandum or investment management, partnership, operating, or other disclosure documents for more detailed discussion of the risks associated with investment in mortgage-backed and asset-backed securities and mortgage-related instruments. These risks include, but are not limited to, risks related to:

- Changes in interest rates;
- Rates at which borrowers default on loans backing such securities;
- Rates of recovery on loans which have defaulted or are in foreclosure or on properties owned following foreclosure;
- The frequency with which borrowers pre-pay loans backing such securities;
- The effect of changes in indices or interest rates on interest payable on variable rate securities;
- Changes in home prices;
- The structure of collateralized-mortgage obligations and mortgage-backed derivatives such as "inverse floaters" and interest-only or principal-only securities;
- Ownership of subordinated or junior securities, including securities which are leveraged with respect to defaults;
- Reliance on third-party service providers such as loan servicers;
- Ownership of distressed, unrated, non-investment-grade, "high yield," or "junk" debt instruments;
- Reliance on credit ratings;
- Direct ownership of whole loan residential mortgages;
- Direct ownership of commercial real estate loans or of securities backed by such loans;
- Direct ownership of residential or commercial real estate, including real estate acquired through foreclosure;



- Changes in government policy, including policy changes affecting guarantees provided by government-sponsored enterprises related to agency residential mortgage-backed securities;
- Dramatic or extreme falloffs in liquidity of the markets for mortgage-backed securities such as that commencing in the second half of 2007;
- Volatility in the markets for mortgage-backed and asset-backed securities;
- The use, terms, and availability of leverage or financing, including repurchase agreements;
- Correlation of performance among mortgage-backed, mortgage-related, and asset-backed securities;
- Reliance on models and data;
- Investment in derivatives, including swaps, options, futures, and forwards;
- Investment in illiquid or infrequently traded securities;
- Concentration of exposure to derivative or financing counterparties;
- The failure of attempts to hedge or mitigate certain risks and losses related to hedging instruments; and
- The cumulative impact and mutual reinforcement of individual risks.

**Certain Risks of Equities and Macro Strategies**

You should review the applicable offering memorandum or investment management, partnership, operating, or other disclosure documents for more detailed discussion of the risks associated with Ellington's equities strategies. Such risks include, but are not limited to, risks related to:

- High turnover or frequent trading of positions, potentially involving substantial transaction costs, brokerage commissions, and fees;
- Correlation among risks or positions;
- Short selling;
- Investment in options and other derivative instruments;
- Exchange Traded Funds;
- Non-U.S. securities or issuers of securities;
- Transacting on non-U.S. exchanges;
- The use of leverage or financing;
- The failure of attempts to hedge or mitigate certain risks and losses related to hedging instruments;
- Concentrated investment in individual securities;
- Absence of diversification;
- Systemic economic stress;
- Reliance on models and data;
- Investment in derivatives, including swaps, options, futures, and forwards;
- The untimely or inefficient execution of orders; and
- The cumulative impact and mutual reinforcement of individual risks.

**Disciplinary Information**

The Ellington Group is a long-standing, complex family of companies which, over time, has participated in civil litigation in the ordinary course of business. In addition, as

discussed in more detail below in “Litigation and Regulatory Matters,” the firm has from time to time been asked to produce documents and information by various regulatory authorities. In addition, an Ellington employee who is not a management person of the firm was the subject of disciplinary action by an industry self-regulatory organization concerning events that occurred during his prior employment by another firm. Information about that action is available in the DRP Schedule of Part I of EGAM’s Form ADV, available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

To date, however, neither EGAM nor any member of the Ellington Group nor any member of Ellington’s management has been involved in any legal or regulatory action or other disciplinary event believed to be material to a Client’s evaluation of the firm.

### **Other Financial Industry Activities and Affiliations**

As noted above, EGAM is one of six affiliated, registered investment advisers, which also include:

- Ellington Management Group, L.L.C., which advises pooled investment vehicles and institutional managed accounts;
- Ellington Financial Management LLC, which advises Ellington Financial LLC, a publicly traded specialty finance company;
- Duke Funding Management, L.L.C., which acts as collateral manager to certain collateralized debt obligations, or CDOs;
- Ellington REIT Management LLC, which manages a private housing REIT; and
- Ellington Residential Mortgage Management LLC, which advises Ellington Residential Mortgage REIT, a publicly traded mortgage REIT.

The Ellington Group has also established a U.K. affiliate, Ellington Management Group (UK) LLP, which is authorized by the U.K. Financial Conduct Authority and which acts as a sub-advisor with respect to a portion of assets managed by the Ellington Group for certain Clients.

The Ellington Group provides advisory services to a number of pooled investment vehicles, institutional managed accounts, and dedicated investment vehicles, and companies affiliated with Ellington serve as the general partner or managing member of some of these vehicles. These advisers, Ellington’s employees, and the affiliated general partners or managing members are referred to collectively in this Brochure as “the Ellington Group” or simply as “Ellington” and their client vehicles and accounts are referred to as “Clients” or “Client Accounts.”

In some circumstances, multiple Client Accounts may invest in a special-purpose vehicle, or SPV, formed to hold certain assets, for example residential whole mortgage loans, or formed to address certain tax, legal, accounting, regulatory or other concerns. Members of the Ellington Group may manage or act as the general partner or managing member of such SPVs. Joint participation in such SPVs by multiple Client Accounts can lead to conflicts among them when, for example, one Client seeks to end its participation or

seeks the resolution or disposition of an SPV's assets while other Clients seek continued participation.

In some cases, investment vehicles advised by Ellington are organized in a "master-feeder" structure in which feeder vehicles hold interests in a master vehicle.

Ellington Management Group, L.L.C. is registered with the Commodity Futures Trading Commission, or CFTC, as a commodity pool operator and commodity trading advisor. In addition, Ellington Financial Management LLC and a number of Ellington affiliates that act as general partners or managing members of pooled investment vehicles advised by Ellington are registered as commodity pool operators, and Ellington expects that other affiliates will become so registered in the future. Certain other affiliated companies rely on exemptions from CFTC registration requirements.

EGAM is affiliated with Tod's Point Capital LLC, a broker-dealer registered in January 2010 which is owned indirectly by Ellington's principals. Two of Ellington's Managing Directors and Ellington's Chief Compliance Officer are registered principals of Tod's Point. They and certain other Ellington employees provide services to Tod's Point pursuant to an operating services agreement between Ellington and Tod's Point. Tod's Point commenced operations in September 2011 and currently provides marketing services with respect to interests in private funds managed by Ellington and corporate M&A advisory services.

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

#### **Code of Ethics and Personal Trading**

The Ellington Group has adopted a Code of Ethics that sets forth standards of conduct expected of all of the firm's personnel. The Code describes key legal and fiduciary standards and requires personnel to comply with all applicable laws and regulations. The Code also includes policies addressing outside activities, giving and receiving of gifts or entertainment, and personal securities trading by personnel in their own accounts.

Under the Code, personnel are permitted to trade in their own accounts, but, with certain exceptions, are required to receive trade-by-trade pre-clearance from Ellington's compliance group before doing so. This policy is intended to help mitigate the risk that Ellington personnel misuse inside information or otherwise engage in inappropriate trading for their own accounts.

A copy of Ellington's Code of Ethics is available to Clients and prospective Clients upon request.

#### **Participation or Interest in Client Transactions**

Ellington, other members of the Ellington Group, and Ellington's employees and other related persons have interests in certain of Ellington's Client Accounts. In

some cases, the Ellington Group may have invested in or hold shares of a Client Account, or may own most or all of an Account. In some cases, as explained above, members of the Ellington Group may receive performance-based fees from a Client Account.

For all of these reasons, the Ellington Group may have differing interests with respect to different Client Accounts or with respect to individual transactions or investments made by or contemplated for those Accounts. Conflicts of interest among Client Accounts, for example when they compete for limited investment opportunities, may be more pronounced because of differing direct or indirect interests of Ellington or its affiliates with respect to those Accounts.

Set forth below is a summary of some of the circumstances in which such conflicts of interest may and do arise:

*Allocation of Investment Opportunities and Order Aggregation*

Ellington exercises reasonable, good faith judgment when determining which investment opportunities are appropriate for each Client Account. Investment opportunities are generally allocated on the basis of capital available for such opportunities and other relevant factors particular to an Account, including, but not limited to, the strategy pursued for the Account and applicable investment restrictions, tax considerations, ERISA and other regulatory considerations, risk parameters, a Client's pre-existing position, the desire to avoid creation of odd lot positions, and the appropriate overall composition of each Client Account.

Because many of the opportunities targeted for Ellington's Clients are typically available only in specified quantities, Ellington often is not able to buy as much of any given asset as may be required to satisfy the needs of all eligible Accounts. In these cases, Ellington's investment allocation procedures typically allocate such assets to multiple Accounts in proportion to their needs and available capital. The policies permit departure from such proportional allocation when such allocation would result in an inefficiently small amount of the security being purchased for an Account. In such cases, some Accounts do not receive an allocation; Ellington's policy, however, allows for a protocol of allocating assets so that, on an overall basis, each Account is treated equitably.

Ellington may at times allocate opportunities on a preferential basis to Client Accounts that are in a "start-up" or "ramp-up" phase.

Because Ellington allocates investment opportunities among multiple Client Accounts, conflicts may arise when certain Client Accounts seek to sell investments when other Client Accounts hold similar or the same investments. For example, Client Accounts in liquidation or wind-down, or Client Accounts with differing liquidity or redemption terms, may seek

to sell commonly held investments before other Client Accounts. Sale by such Client Accounts of the same or similar investments, depending upon the volume of sales and the nature of the market, may affect the market value of investments that continue to be held by other Client Accounts.

Transactions executed for Client Accounts may be effected independently or on an aggregated basis. Aggregation of Client orders can achieve better execution or result in more favorable commission rates. Such aggregation of orders, however, may not always be to the benefit of every Client Account with regard to the price or quantity executed. Ellington's policy is to allocate executions of aggregated Client orders on a fair and equitable basis among participating Clients.

*Cross or Principal Transactions*

EGAM or a member or principal account of the Ellington Group may buy securities from or sell securities to a Client Account where consistent with the best interests of participating Clients, applicable law and the governing, advisory, and other documents related to the participating Clients.

A Client Account may purchase securities from or sell securities to another Client Account where consistent with the best interests of those Clients, applicable law and the governing, advisory and other documents related to the participating Clients.

*Receipt of Material Non-public Information*

The Ellington Group may come into possession of material non-public information or other confidential information as a result of its business activities. Ellington has adopted policies with respect to insider trading and receipt of confidential information which include restrictions on trading for personal and Client Accounts in some circumstances in which the firm has received confidential information. As a consequence, the possession of such information may limit the ability of Ellington's Client Accounts to buy or sell a security or otherwise to participate in an investment opportunity.

*Differing Advice*

Client Accounts may buy or sell securities of an issuer that are also bought or sold by the Ellington Group or other Client Accounts of the Ellington Group. In this regard, Ellington may give advice and recommend securities, derivatives, and other financial instruments to a Client Account which may be identical to or may differ from advice given to or instruments recommended or bought or sold for or by other Accounts, affiliates, or employees, even though their investment objectives may be the same or similar. Differing advice may be given to Client Accounts pursuing overlapping though differing strategies, for example when one

Client Account pursues a sub-set of the sub-strategies pursued for another Client Account, and such differing advice may result in execution of different transactions for such Accounts, including with respect to the same financial instrument.

*Differing Interests in an Issuer or Securitization*

Client Accounts may, from time to time, make an investment in an issuer (including a securitization of mortgages or other assets) in a different level of whose capital structure the Ellington Group or one or more other Client Accounts has invested. Such circumstances may result in a conflict among or with such Client Accounts to the extent that a Client Account holds securities with rights, preferences, or privileges with respect to an issuer that are different than those held by other Client Accounts or the Ellington Group. In such instances, Ellington, in its sole discretion when acting in the best interests of each Client, may make recommendations and decisions regarding such rights or privileges for other entities that may be the same as or different from those made by or on behalf a Client Account and may take actions (or elect to take no action) in the context of these other economic interests or relationships the consequences of which may be adverse to the interests of a particular Client Account.

*Investment in other Client Accounts*

When consistent with applicable investment objectives, Client Accounts may invest in other entities managed by the Ellington Group. Such investments will only be made when Ellington determines that they are in the best interests of the participating Accounts.

For example, a Client Account may purchase interests in a structured vehicle managed by the Ellington Group, either at original issuance or in the secondary market. Ellington's policy in such circumstances is to waive or rebate for the benefit of that Client Account the relevant portion of any management or incentive fees received by the Ellington Group with respect to an interest in an Ellington-managed structured vehicle purchased by the Account at the time of the original issue. Ellington will not, however, ordinarily waive or rebate for the benefit of a Client Account any portion of any management or incentive fees received with respect to an interest in an Ellington-managed structured vehicle purchased by that Account in the secondary market.

*Joint Guarantees or Obligations*

In some cases, Client Accounts, either individually or jointly and severally with other Client Accounts, may provide guarantees or incur indemnification obligations to third parties in connection with the purchase or sale of certain assets or instruments. The joint nature of such guarantees or obligations can create conflicts of interest among participating Accounts.

*Differing Interests of Individual Investors*

Individual investors in pooled investment vehicles advised by the Ellington Group may have conflicting investment, tax, or other interests with respect to their investments. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by that Client Account, the structuring of the acquisition of such investments, or the timing of disposition of investments. In such circumstances, Ellington will consider the investment and other objectives of a Client Account and its respective investors as a whole, and not the investment or other objectives of any investor individually.

*Side Letters*

In some cases, Ellington and certain pooled investment vehicles managed by Ellington have the discretion to waive or modify the application of any provision of that vehicle's governing or operating documents or to grant special or more favorable rights to any investor with respect to any provision, including, without limitation, provisions relating to fees, incentive allocations, withdrawal rights, transfers, notices, reporting and transparency. Such special or more favorable rights are customarily reflected in a "Side Letter" agreement. The Ellington Group has entered into such letters with respect to certain funds and may enter into such Side Letters without notice to, or the consent of, other investors.

*Other Activities and Affiliations*

EGAM and the Ellington Group are not restricted from forming additional funds or vehicles, from entering into other investment advisory relationships, or from engaging in other business, academic, public policy, or charitable activities, even though such activities may be in competition with a Client Account or its interests or may involve substantial time and resources of Ellington's principals or employees. Although Ellington and its principals and employees will devote as much of their time to the activities of Client Accounts as they deem necessary and appropriate, these other activities could be viewed as creating a conflict of interest in that the time and effort of Ellington and its related persons will be allocated among various Client Accounts and business activities.

**Brokerage Practices**

*"Soft Dollar" Practices*

Ellington utilizes various broker-dealers to execute, settle and clear securities transactions. In selecting brokers and dealers to effect transactions for Clients, Ellington considers such factors as price, the ability of the brokers and dealers to effect the transactions, their facilities, reliability, creditworthiness and financial

responsibility, and any research- or execution-related services or equipment provided by such brokers and dealers. Accordingly, if Ellington determines in good faith that the commissions charged by a broker or the prices charged by a dealer are reasonable in relation to the value of the trading and research-related services and facilities provided by such broker or dealer, a Client Account may pay commissions to such broker or prices to such dealer that are greater than those another broker or dealer might charge (even though the research services may not be for the exclusive benefit of that Client Account). Brokers and dealers sometimes suggest a level of business they would like to receive in return for the various services they provide.

Research-related services and equipment provided by brokers and dealers through which transactions for Client Accounts are executed, settled and cleared may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, on-line quotations or analytic tools, news and research services, and other services providing lawful assistance to the Ellington Group in the performance of its investment decision-making and execution responsibilities on behalf of its Clients. Such items are sometimes referred to as “soft dollar” items. Acceptance of such items can create a conflict of interest because they may be used by or benefit Client Accounts other than the Account that paid the commission, or may benefit the Ellington Group itself.

Section 28(e) of the U.S. Securities Exchange Act of 1934 permits the use of soft dollar items in certain circumstances, provided that Ellington determines that the commissions charged are reasonable in relation to the value of the brokerage, execution, and research-related services provided by that broker-dealer.

#### Other Relationships with Brokers and Counterparties

The Ellington Group may have other interests in or business arrangements with brokers and dealers used to execute transactions for Client Accounts.

Certain brokers or other counterparties for Ellington’s Client Accounts may offer capital introduction services. Capital introduction is a service designed to introduce fund managers to potential investors, typically through individual meetings or in a conference format. Although capital introduction is customarily offered as a free service, various conflicts of interest are presented by such arrangements. Ellington may, for example, have an incentive to use the services of a specific broker due to the broker’s ability to raise capital for management by Ellington or another member of the Ellington Group.

The Ellington Group may have other business arrangements with brokers and dealers used to execute transactions for Clients. For example, brokerage firms and their affiliates and representatives may also be Ellington Clients or invest in pooled investment vehicles managed by the Ellington Group. Brokerage firms may also provide financing, underwriting, placement or other services to the Ellington Group or other Client Accounts.



Brokerage firms and their employees may offer gifts to Ellington's employees, and may invite employees to entertainment and social events. Acceptance of such gifts and entertainment is subject to policies set forth in Ellington's Code of Ethics. Ellington policy prohibits consideration of factors such as receipt of gifts and entertainment when selecting brokers and counterparties to execute transactions for Client Accounts.

Please also see "Client Referrals and Other Compensation" below.

#### **Trade Error Policy**

Unless provided otherwise in the offering memorandum or investment management, partnership, or operating agreements applicable to a Client Account, **any negative or positive results of trading errors generally will be borne by the affected Client Account rather than by the Ellington Group so long as the error was not the result of fraud, bad faith, gross negligence or willful misconduct.** Trading errors may include, for example, erroneous trade executions due to a mistake by an employee in communicating an order to a broker or trading counterparty.

This policy with respect to trading errors, however, will not be construed so as to provide for the exculpation of the Ellington Group for any liability (including liability under Federal securities laws which, under certain circumstances, impose liability even on persons that act in good faith), to the extent (but only to the extent) that such liability may not be waived, modified or limited under applicable law, but will be construed so as to effectuate the foregoing policy to the fullest extent permitted by law.

You should review the discussion of trading errors, and of the liability of and indemnification of the Ellington Group, in the applicable offering memorandum or investment management, partnership, or operating agreements.

#### **Intermediation**

From time to time, Ellington may execute over-the-counter trades with a broker-dealer acting on an agency or a principal basis who in turn transacts with another broker-dealer or market maker. The use of an intermediating broker-dealer can provide anonymity in connection with a transaction. In addition, the broker-dealer may, in certain cases, have greater expertise or greater capability in connection with both accessing the market and executing a transaction. Ellington believes that the use of an intermediating broker-dealer in such instances is consistent with obtaining best execution for its Client Accounts.

#### **Review of Accounts**

Ellington generally reviews daily portfolio risk or similar reports for each Client Account. Periodically, and in the event of a substantial move in the relevant markets, additional risk reports and measures may be reviewed. Accounts are also customarily reviewed in light of emerging trends and developments as well as market volatility.

Investors in pooled investment vehicles managed by the Ellington Group customarily receive annual audited financial statements, periodic capital account statements, and periodic letters from Ellington. Investors may also be provided with regular reports with respect to the vehicle, either through the password-protected portion of Ellington's website or as prepared by the vehicle's administrator or trustee as applicable. Institutional clients for whom Ellington manages separate accounts or dedicated vehicles receive reports as negotiated on a case-by-case basis.

From time to time investors and prospective investors in pooled investment vehicles contact Ellington with questions concerning a vehicle or their investment in it. In addition, certain investors may periodically contact Ellington with due diligence or similar questions, or meet with Ellington as part of a periodic due diligence or similar review process. Depending upon the nature and timing of such questions, Ellington's response may result in the possession of information by certain investors in a vehicle that is not then possessed by other investors and that may not ultimately be received by investors who do not conduct similar reviews or seek similar information.

In some cases, Ellington advises institutional managed accounts or dedicated investment vehicles that pursue strategies similar to or that overlap with those of other Ellington pooled investment vehicles or that are intended to parallel such vehicles. These Clients typically have access to detailed information about their Accounts, including current portfolio holdings, which Ellington does not customarily make available to investors in pooled investment vehicles. Because of this, such Clients may be able to take action, including more timely action, with respect to their Accounts that investors in pooled vehicles with similar or parallel strategies cannot take.

#### **Client Referrals and Other Compensation**

The Ellington Group may use independent, third-party solicitors to refer Clients to the firm, and may engage underwriters, brokers, or dealers as placement agents to assist in the offering of interests in pooled investment vehicles managed by the Ellington Group. As compensation, such solicitors and placement agents may receive a portion of Ellington's fees related to Clients they refer or investors they introduce. Ellington may engage and has in the past engaged placement agents that are or are affiliated with a broker-dealer used to execute or clear transactions on behalf of a Client Account or act as counterparty to transactions for a Client Account.

#### **Custody**

With certain exceptions, Rule 206(4)-2 under the Investment Advisers Act, commonly known as the "Custody Rule," requires registered investment advisers who are deemed to have custody of client funds and securities to satisfy certain requirements. An adviser is deemed to have custody of client assets when it has the authority to obtain possession of them. Under this standard, the Ellington Group is deemed to have custody of the funds and securities of many of its Client Accounts, but is not deemed to have custody of the funds and securities of the institutional managed account managed by EGAM.

Ellington satisfies the requirements of the Custody Rule by keeping required client funds and securities at a “qualified custodian” such as a broker-dealer or a bank, and, customarily, by arranging for delivery of annual audited financial statements to Clients or to investors in Client Accounts. No client securities or assets required to be held at a “qualified custodian” are currently held by a custodian affiliated with the Ellington Group.

### **Investment Discretion**

Ellington customarily has and exercises discretionary investment authority over Client Accounts. Ellington’s authority with respect to a particular Account is typically described in the applicable investment management, partnership, or operating agreement or in the relevant offering memorandum. Such agreements or memoranda may also place restrictions on this authority or describe limitations to it. You should review the applicable agreement or memorandum in order to understand the discretion that Ellington may exercise with respect to a given Client Account.

### **Voting Client Securities**

In many cases, Ellington has authority to vote securities on behalf of the pooled investment vehicles it advises. Institutional Clients for whom Ellington manages separate accounts or dedicated investment vehicles may retain authority to vote securities or may grant authority to vote them to Ellington. Most Client Accounts advised by the Ellington Group, however, do not typically invest in corporate equity securities as a material part of their strategies and Ellington does not customarily vote equity proxies for such Clients.

Ellington has adopted a policy regarding the voting of proxies as required under Rule 206(4)-6 under the Advisers Act. Under that policy, Ellington will vote proxies for Client Accounts that take long equity positions as a material part of their strategy when Ellington has determined that the benefit of voting proxies exceeds the cost of voting them. When, however, Ellington has determined that the cost of voting proxies for a particular strategy or Client Account exceeds the benefit to that Client Account, Ellington may not vote such proxies.

Upon request, Ellington will provide to any Client or investor in a Client Account at no cost a copy of its proxy policy and information about the way in which proxies, if any, have been voted for that Client Account. Those wishing to receive this information should contact Ellington by telephone during normal business hours.

### **Financial Information**

Ellington is not currently aware of any financial condition affecting the firm that is reasonably likely to impair its ability to meet its contractual commitments to its Clients.

### **Litigation or Regulatory Matters**

The Ellington Group may be subject to regulatory inquiries or proceedings from time to time. At any time, industry-wide or company-specific regulatory inquiries or proceedings can be initiated and we cannot predict when or if any such regulatory inquiries or proceedings will be initiated that involve us or our affiliates. For example,

over the years, Ellington and its affiliates have received, and we expect in the future may receive, inquiries and requests for documents and information from various federal and state regulators.

We can give no assurances that regulatory inquiries will not result in investigations of Ellington or its affiliates or enforcement actions, fines, or penalties or the assertion of private litigation claims against Ellington or its affiliates. In the event regulatory inquiries were to result in investigations, enforcement actions, fines, penalties, or the assertion of private litigation claims against Ellington or its affiliates, the firm's ability to perform its obligations under its agreements with its Clients could be adversely affected.