

# TSWII Capital Advisors, LLC

## Part 2A of Form ADV

### The Brochure

736 Market Street  
Suite 1400  
Chattanooga, TN 37402

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This brochure provides information about the qualifications and business practices of TSWII Capital Advisors, LLC (“TSWII”). If you have any questions about the contents of this brochure, please contact us at 423-267-1430. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

## **Material Changes**

Our most recent update to Part 2A of Form ADV was made in February 2014. This annual update does not contain any material changes to our business since its last update.

A copy of TWII's Complete Form ADV Brochure and Brochure Supplement is available without charge by contacting TSWII at 423-267-1430. Additional information about TSWII is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Advisory Business

TSWII Capital Advisors, LLC, a Delaware limited liability company, (“TSWII” or the “Adviser”) provides discretionary investment advisory services to a privately offered pooled investment vehicle that invests in other privately offered pooled investment vehicles (commonly referred to as “fund-of-funds”). TSWII’s fund of funds is organized through a modified master/feeder structure. All portfolio investments are made through TSWII, L.P (the “Master Fund”). Investors may invest in the Master Fund directly, or through investment in TSWII Domestic, LP (the “Domestic Fund”) or TSWII Offshore, SPC (the “Offshore Fund” and together with the Domestic Fund, the “Feeder Funds”). The Feeder Funds are invested entirely in the Master Fund. The Master Fund and the Feeder Funds will be collectively referred to in this brochure as the “Funds.”

TSWII Management Company (“TSW Management” or the “General Partner”), a Delaware corporation organized in December 1990, serves as the general partner of the Master Fund and the Domestic Fund and provides all administrative services for the Funds. The President, Chief Executive Officer (“CEO”), and sole owner of TSWII Management Company is L.H. Caldwell, III (“Hacker Caldwell”). Its directors are Hacker Caldwell, L. Hardwick Caldwell, Jr. and Katharine Caldwell Nevin. Hacker Caldwell is also the sole owner of TSWII.

The TSWII name derives from Tennessee Stove Works, the original Caldwell family business. The TSWII Family of Funds was launched in 1991 and serves as the primary investment vehicles of the Caldwell family (50+ family investors). TSWII also accepts non-family investors.

TSWII provides investment advice directly to each Fund and not individually to the limited partners of the Funds. TSWII manages the assets of the Funds in accordance with the terms of the

governing documents applicable to each Fund. As of December 31, 2014 TSWII managed \$371 million of assets on a discretionary basis on behalf of the Funds.

## **Fees and Compensation**

Each Fund is governed by a limited partnership agreement ("LPA") or other organizational and offering documents that set forth in detail the fee structure relevant to each such Fund. The terms of the compensation arrangements are generally established at the time of the formation of the applicable Fund. As compensation for investment advisory services rendered to the Funds, TSWII is entitled to receive an annual management fee of one and one-half percent (1.5%) of each limited partner's capital account payable quarterly in advance on the first day of each quarter. The General Partner is entitled to receive a portion of the management fees collected as compensation for the administrative services it performs on behalf of the Funds. In its sole discretion, the General Partner may reduce or waive the management fee charged to any limited partner's capital account; provided that the General Partner reserves the right at any time to modify such lesser compensation to a level no greater than described above. If an investor redeems from a Fund, the management fee will be prorated for any period that is less than a full fiscal quarter. Additionally, the Funds, in the sole discretion of the General Partner, allow Investors (including the CEO and his family members) to redeem all or a portion of their interests in the Funds on shorter notice and/or with greater frequency than upon the terms described in the offering documents.

In addition to TSWII's investment management fees, the Funds will bear any applicable trading costs and custodial fees. The Funds will also pay any operating expenses such as accounting fees in connection with annual audit and tax preparation and any applicable legal and compliance fees (including ongoing compliance consulting fees which benefit both TSWII as well as the private funds). Since the funds are organized in a "fund-of-funds" structure, investors will pay a management fee to TSWII and a separate layer of management fees, performance fees, trading and administrative expenses to the private investment funds in which the Funds invest.

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

TSWII does not charge any performance based or incentive fees.

## **Types of Clients**

TSWII provides investment advisory services to the Funds, as described in this brochure, and not individually to the limited partners of the Funds. Limited partners in the Funds may include, but are not limited to, high net worth individuals, pension plans, endowments, foundations, trusts, estates or charitable organizations, investment advisers, and corporate or business entities.

Details concerning applicable investor suitability criteria are set forth in the respective Fund's offering documents and subscription materials. Generally, the minimum investment in the Funds is \$1 million. The General Partner does have the authority to accept subscriptions for lesser amounts. Each investor is required to meet certain suitability qualifications, such as being an

"accredited investor" within the meaning set forth in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended. However, certain non-accredited investors have been permitted to invest in the Company's private funds as allowable under Rule 506 of Regulation D.

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

### Methods of Analysis

TSWII strives to broadly diversify the Funds by using a variety of investment managers, styles, strategies, securities, and geography. TSWII generally allocates the Funds' assets to approximately 25-30 investment managers. TSWII endeavors to use its network of contacts within the alternative investment community as a primary tool in sourcing potential investment opportunities and to facilitate initial contact with a potential investment manager. TSWII also considers risk management to be a significant component of managing the Funds including both quantitative and qualitative factors.

Once a prospective manager is identified, TSWII shall conduct a due diligence review of the manager prior to investment. Due diligence reviews of potential managers generally consist of, among other things: (i) an assessment of investment manager's professional and educational background, investment philosophy, style and overall investing experience, performance, fund size, investment terms, style drift, portfolio holdings, liquidity, risk management practices, sources of investment ideas and research methodology; (ii) review of fund offering documents, marketing materials, due diligence questionnaires, and audited financial statements; (iii) review of the manager's operational infrastructure including the use of key service providers; and (iv) assess firm processes including valuation methodology, brokerage execution practices, and disaster recovery plans.

TSWII monitors the portfolio holdings and conducts ongoing due diligence reviews of the managers and investment partnerships. The ongoing due diligence of selected investment managers generally consists of, among other things: (i) reviews of monthly / quarterly investment letters to monitor for portfolio moves, style drift, operational issues, material organizational changes, cash flows by partners, and investment outlook; (ii) periodic correspondence with each of the investment managers to discuss performance, market trends, valuation, and other issues, as necessary; (iii) quarterly reviews of investment exposures; (iv) attend annual investor meetings and participate in periodic conference calls, as held by the managers; (v) review press releases and news articles; (vi) annual reviews of audited financial statements and tax filings; (vii) review of regulatory filings, and (viii) periodic telephone interviews or onsite meetings with investment and operational personnel.

### Investment Strategies

TSWII will analyze alternative investment strategies and managers by (i) evaluating the historical returns of a given fund under differing market conditions, (ii) analyzing various managers' philosophies, personalities and skills, and (iii) attempting to determine why a particular strategy has been profitable and whether the past rate of return is likely to continue. The investment

objective is capital appreciation through investment in equity-based partnerships that seek to achieve superior rates of return with a balanced level of risk.

TWSII invests the Funds with investment managers that can pursue a variety of investment strategies including the following: long/short equity; distressed securities; multi-strategy; long only; event driven; and global-macro, private equity type strategies and commodity pools. A brief description of each investment strategy is included below.

**Long/Short Equity** – This strategy involves investments, long or short, in equities. Funds in this category generally purchase stocks that they perceive to be undervalued and sell stocks that they perceive to be overvalued. The research-intensive efforts employed in identifying promising stock to hold long in a portfolio may also provide short-sale opportunities, and for this reason many directional equity funds often maintain both long and short portfolios. While the long side generally outweighs the short side in most directional funds, there is also a small group of short-biased funds in which the short side exceeds the long side.

**Distressed Securities** – Distressed securities are securities of companies or nations central banks that are either already in default, under bankruptcy protection, or in distress and heading toward such a condition. When it comes to fixed income, these types of securities are below investment grade and can include corporate credit as well as emerging market government debt. The most common distressed credit securities are bonds and bank debt. Historically, distressed securities have traded at deep discounts to a rational assessment of their risk-adjusted value. This has historically led to above-average returns (adjusted for risk) for investors in this asset class.

**Multi-Strategy** – The investment objective of multi-strategy funds is to deliver consistently positive returns regardless of the directional movement in equity, interest rate, or currency markets. In general, the risk profile of the multi-strategy classification is significantly lower than equity market risk. By definition multi-strategy funds engage in a variety of investment strategies. The diversification benefits generally help to smooth returns, reduce volatility and decrease asset-class and single-strategy risks.

**Long Only** – A long-only absolute return fund generally takes only long positions, seeks undervalued securities, and attempts to reduce volatility and downside risk by holding cash, fixed income, or other basic asset classes.

**Event Driven** – Event driven strategies involve investments, long or short, in the securities of corporations undergoing significant change (e.g., spin-offs, mergers, liquidations, bankruptcies). Such change often provides managers with a tangible catalyst by which the manager may be able to realize the expected change in value in the underlying security. Profits may be generated by managers who correctly analyze the impact of the anticipated corporate event, predict the course of restructuring and take positions accordingly.

**Global Macro** – Global macro funds invest in the markets and instruments which they believe provide the best opportunity. At any given time, global macro managers may take positions in currencies, debt, equities, or commodities. Global macro managers may elect to take outright directional positions; and depending on their own expertise and the risk-return profile of the

markets in which they are trading, they may also elect to take relative value positions, where a long position or set of positions is dynamically paired off against a short position or set of positions.

**Private Equity and Other Private Funds** - The Partnership may invest in private equity, venture capital, mezzanine debt offerings and other similar private investment vehicles. These investments provide TSWII access to the private small and mid-size company market. These investments may require a significant current or future capital commitment. These interests are not readily redeemable and may depend on specific future events to achieve liquidity or expected value.

**Commodity Pools** - The Partnership may invest in other partnerships which invest in commodity futures and options and are commodity pools. These instruments are highly volatile and risky and can be difficult to value.

### Material Risks

The description contained in this brochure is an overview of the material risks associated with TSWII's investment strategy and is not intended to be complete. All investing involves a risk of loss and the investment strategy offered by TSWII could lose money over short or long periods. Performance could be hurt by a number of different market risks including but not limited to:

**Investing in securities is inherently risky.** An investment in the Funds could lose money. There is no assurance that TSWII will be able to generate returns for limited partners, or that the Funds' investment objectives will be achieved, or that there will be any return of capital. Therefore, an investor should only invest in a Fund if the investor can withstand a total loss of its investment. The past investment performance of the underlying securities in which TSWII has invested cannot be taken to guarantee future results of any investment in the Funds. The investments selected by TSWII should be deemed speculative investments and are not intended as a complete investment program. These types of investments are designed for sophisticated investors who fully understand and are capable of bearing the risk of loss of their entire investment.

**TSWII has little control over the activities of any of the investment vehicles in which it invests.** Investment managers may take undesirable tax positions, employ excessive leverage or otherwise manage the underlying investment vehicles in a manner not anticipated by the Adviser. The operations of the underlying investment vehicles are heavily dependent upon their investment managers, and if any manager dies, resigns, becomes legally incompetent or insolvent, or experiences a significant change in staffing, the operations of that investment vehicle may be adversely affected.

**The Funds have limited liquidity and no transferability of interests.** An investment in the Funds involves limited liquidity and interests are not transferable. Some, and potentially all, of the private funds in which TSWII has invested and intends to invest impose substantial limitations on TSWII's ability to withdraw assets invested. Consequently, to the extent that a withdrawal of an investor's investment in a Fund would require a liquidation of a portion of an underlying fund, such investor may not be able to withdraw from a Fund in a timely manner. Also, there is no market for interests in the Funds and none is ever expected to develop. Consequently, investors

may not be able to liquidate their investments expeditiously in the event of an emergency or for any other reason. In order to accommodate any limited partner facing an emergency requiring immediate liquidity, the General Partner, in its sole discretion, may permit such limited partner to pledge his interest as collateral for a loan from a financial institution. Thereupon, the General Partner may liquidate such pledged interest and may charge up to 3% of the value of the pledged interest to defray expenses incurred by the Fund.

Additionally, the Funds, in the sole discretion of the General Partner, allow Investors (including the CEO and his family members) to redeem all or a portion of their interest in the Fund on shorter notice and/or with greater frequency than upon the terms described in the offering documents.

**The use of leverage increases the risk of loss.** Many of the investment partnerships in which the Funds invest utilize leverage, and TSWII itself may borrow. To the extent the investment managers to the underlying funds purchase securities with borrowed funds, net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. Leverage strategies increase the risk of loss. Furthermore, the General Partner may borrow on behalf of the Funds for any partnership purpose, for example, by borrowing on a short-term basis to fund a withdrawal of capital by a limited partner, and may secure such borrowings by the pledge of all or any portion of the Fund's assets. Assets of the Funds that have been pledged or used as collateral for the loans are assigned to the bank. In the event that the Funds are not able to repay the loan, the bank will be entitled to those assets. The effect of such leverage under adverse conditions could result in a significant loss of the Fund's assets.

**There is a possibility of an inadvertent lack of diversification.** More than one underlying investment fund may invest in the same securities causing the Funds to have an undue concentration in one particular security, sector or type of security. In addition, the diversification policies of the underlying investment funds may vary from time to time and, consequently, they may not maintain the level of diversification anticipated by the Adviser. The diversification policy of TSWII and the Funds may change, in which event limited partners may not achieve the degree of diversification among strategies that they anticipated. Different investment managers could also take opposite positions in the same security.

**A fund-of-funds strategy may result in high expenses.** The compensation paid to the investment managers of the underlying investment funds, which in many cases may be in excess of 20% of net profits of an investment fund, may constitute a higher percentage of net assets and profits than is the case with other investment entities. TSWII's compensation will be in addition to such fees.

**Highly competitive market for investment opportunities.** The activity of identifying attractive investment opportunities is highly competitive and involves a high degree of uncertainty. TSWII faces competition for investments from a variety of other investment vehicles, as well as individuals, financial institutions and other institutional investors. Additional funds with similar investment objectives may be formed in the future by other unrelated parties. There can be no assurance that TSWII will be able to identify investment opportunities which satisfy the investment objectives of the Funds.



**Short sales are inherently risky.** The sale of a security that one does not own, in hopes of buying it back later at a lower price, involves a potentially unlimited liability. TSWII, however, will not employ this strategy for its own Funds, so its exposure to short sale liability will be limited to its investment as a limited partner in vehicles employing this strategy.

**The General Partner and the Investment Manager have claimed exemption from registration with the CFTC as a commodity pool operator.** As a result the Partnership is not subject to certain disclosure and reporting requirements otherwise imposed on commodity pools.

## **Disciplinary Information**

Neither TSWII nor any of its officers, directors, or employees (“Employees”) have been involved in any legal or disciplinary events that would be material to an investor’s evaluation of the Adviser or its personnel.

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

TSWII Management, an affiliate of TSWII, serves as the General Partner of the Funds and provides all administrative services for the Funds. TSW Management and TSWII are both solely owned by Hacker Caldwell. TSWII has no other business relationships or arrangements with a related entity.

TSWII has directed the Funds to invest in certain private investment funds that are managed by entities that are investors in the Funds. TSWII receives the normal and customary investment management fees associated with the underlying investment manager’s investment in the Funds. This business practice may present a conflict of interest in that TSWII may have a financial incentive to invest Fund assets with underlying investment managers in return for their investment in the Fund. However, in accordance with its fiduciary duty, TSWII will not let the receipt of investment management fees influence its investment decision-making process. All investment decisions are made based on a thorough evaluation of the merits of an investment, and not based on management fees that we may receive from any of the underlying investment managers.

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

TSWII has adopted a written Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 that is based on the principal that TSWII owes a fiduciary duty to its clients (the Funds). TSWII’s Code sets forth standards of business conduct and compliance with federal securities laws by all of TSWII’s Employees. Among other things, the Code requires TSWII and its Employees to act with integrity and in an ethical manner, act in clients’ best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and promptly report any suspected Code violations to the Compliance Officer. The Code also requires Employees to report on many types of personal securities transactions, and seek pre-clearance from a Compliance Officer before personally purchasing a security in an IPO or transacting in any

privately offered security. TSWII's restrictions on personal securities trading apply to all Employees, as well as Employees' family members living in the same household. A copy of TSWII's Code is available upon request.

TSWII, its Employees or a related entity will have an investment in the Funds. The General Partner for each Fund is 100% owed by investment professionals working for TSWII. Therefore, TSWII, its Employees, or a related entity will have an economic interest in transactions that are effected for the Funds.

## **Brokerage Practices**

As previously mentioned, TSWII primarily utilizes a "fund-of-funds" approach to investing on behalf of the TSWII Funds. The TSWII Funds conduct their trading primarily by investing in other private investment funds. Therefore, traditional securities execution decisions are typically not made by TSWII, rather they are made by the investment managers responsible for the underlying private investment funds in which the TSWII Funds invest. As part of its due diligence reviews and monitoring process, TSWII considers the investment manager's reported execution capabilities.

From time to time, TSWII may receive distributions in-kind from underlying private investment funds. TSWII will attempt to liquidate these securities promptly. If the security is restricted and subject to a holding period, TSWII will attempt to liquidate the security as soon as the restriction is lifted.

In rare instances, TSWII may desire to invest in securities directly, rather than through investment in a private investment vehicle. In such case, TSWII shall select brokers to effect securities transactions for the TSWII Funds. In an effort to make well-informed trade execution decisions, TSWII shall consider the following factors, as applicable based on the particular facts and circumstances involved: (i) the ability of brokers to execute transactions efficiently; (ii) the responsiveness of the broker to TSWII's instructions; (iii) the brokers' facilities, reliability, reputation for diligence, adequacy of trading infrastructure and financial responsibility; (iv) the likely market impact of the order and TSWII's opinion as to which broker dealer is best able to handle the order with minimum adverse market impact; (v) the brokers' expertise in the specific securities or sectors in which TSWII seeks to trade; (vi) the brokers' ability to accommodate any special execution or order handling requirements that may surround the particular transaction; and (vii) the value of any research or other services or products they provide, subject to the requirements of Section 28 (e) of the Securities Exchange Act of 1934.

### Best Execution Reviews

In seeking to obtain best execution, TSWII shall seek the most advantageous terms for the securities transactions placed on behalf of the TSWII Funds. TSWII investment professionals shall consider the fees, liquidity, and transparency of the underlying funds when evaluating investment opportunities.

To the extent that TSWII may select brokers to effect securities transactions for the TSWII Funds, TSWII shall conduct the following types of reviews to evaluate the qualitative and quantitative factors that influence securities execution quality: (i) initial and periodic reviews of individual trading counterparties; (ii) contemporaneous reviews of execution quality by TSWII's investment professionals; and (iii) a periodic aggregate review of the execution quality obtained on behalf of Funds.

#### Soft Dollar Benefits

TSWII does not currently have any soft dollar agreements in place.

### **Review of Accounts**

TSWII's Funds are reviewed by its investment professionals, Hacker Caldwell and Kate Nevin, on an ongoing basis in order to determine the appropriate investment actions for the Funds. TSWII performs regular and recurring evaluations of all underlying investment funds in which the Funds are invested and monitors such factors as performance, volatility, performance attribution, leverage, correlations, adherence to investment guidelines and organizational/portfolio management changes. The investment professionals meet frequently to discuss positions, asset allocations, geographical exposure, investment ideas, investment strategies, economic developments, and current events. TSWII communicates with and updates investors about the Funds' portfolio on a monthly basis.

The General Partner will provide limited partners with monthly reports that include a statement of the net asset value of the investor's interest in the Fund, and annual audited financial statements prepared in accordance with generally accepted accounting principles.

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

TSWII does not compensate any third parties for client referrals.

TSWII does not receive any other economic benefits from non-clients in connection with the provision of investment advice to clients.

### **Custody**

TSWII Management Company's role as General Partner to the Funds enables TSWII to access Fund assets, and TSWII has developed procedures that ensure the safeguarding and protection of Fund assets. Such procedures include among other things, the separation of functions and at least two parties involved in the distribution of Fund capital. In addition, the Funds are subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements are prepared in accordance with generally accepted accounting principles, issued with an unqualified opinion, and distributed within 180 days of the Funds' fiscal year ends.

## **Investment Discretion**

TSWII has discretionary authority to determine, without obtaining specific consent from the Funds or its limited partners, the securities and the amounts to be bought or sold on behalf of the Funds. Any limitations on authority are included in the Funds' private offering memorandum, limited partnership agreement, and other governing documents.

## **Voting Client Securities**

### Proxy Voting

As noted, TSWII primarily invests Fund assets in privately offered pooled investment vehicles that are managed by third party investment managers. As a result, TSWII does not possess the ability to vote the proxies relating to the securities traded by the underlying investment managers. Nevertheless, TSWII recognizes the importance of strong corporate governance and shall ensure that to the extent practicable, its investment managers have developed a proxy voting policy and procedures in accordance with Rule 206(4)-6 under the Advisers Act.

As TSWII is a "fund-of-funds" adviser, it is unusual for TSWII to be requested to vote the proxies of traditional operating companies. TSWII may, however, from time to time, receive a request to vote on behalf of the Funds with respect to an investment in an underlying investment fund. TSWII will take action in the interest of maximizing value for the Funds and the investors in the Funds. TSWII endeavors to act in the manner that it determines in good faith will be the most likely to cause the Funds' investments to increase the most or decline the least in value.

### Class Action Lawsuits

It is expected to be unusual for a Fund to be eligible to participate in class action lawsuits (i.e., securities litigation) involving any of its investments. However, upon notification of a class action lawsuit involving any of its current or past investments, TSWII will determine if it is eligible to participate in the class and take actions guided by its general duties as a fiduciary. TSWII

Limited partners in the Funds may contact TSWII at the address or telephone number listed on the first page of this document, for a copy of the TSWII's proxy voting and class action policies and procedures, or for information with respect to a specific proxy vote or class action, at no cost.

## **Financial Information**

TSWII has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.