

Item 1. Cover Page

Brochure of

Legalist, Inc.

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This brochure provides information about the qualifications and business practices of Legalist, Inc. (“Legalist”). If you have any questions about the contents of this brochure, please contact Legalist at (415) 570-7878, or by email at eva@legalist.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Legalist also is available on the SEC’s website at www.adviserinfo.sec.gov. Although Legalist is a “Registered Investment Adviser,” that registration does not imply a certain level of skill or training.

Item 2. Material Changes

Not applicable.

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Item 4. Advisory Business

Legalist, Inc., a Delaware corporation, was founded in March, 2016. It serves as the investment manager of investment limited partnerships, referred to herein as the “Funds.” Legalist may form additional Funds and may manage separate accounts in the future. Legalist’s affiliates, Legalist GP I, L.L.C., Legalist GP II, L.L.C., and Daylesford Capital I, L.L.C, serve as the general partners of the Funds. Legalist began filing as an exempt reporting adviser in 2019.

Yingchong (Eva) Shang and Christian Haigh founded Legalist and are its portfolio managers and principal owners. Ms. Shang serves as Legalist’s President and Chief Executive Officer and Mr. Haigh is its Chief Technology Officer. As of November 14, 2019, Legalist had total discretionary assets under management of approximately \$110,250,000. Legalist only manages assets on a discretionary basis.

Legalist invests the Funds’ assets principally in litigation assets, by advancing funds on a non-recourse basis to pay legal fees, costs and working capital for plaintiffs and their attorneys in commercial litigations (“Litigations”) in exchange for a portion of the recovery if their case is successful. The Litigations in which the Funds invest may include lawsuits, arbitrations, mediations, and other legal proceedings. The legal costs and expenses paid by the capital advanced include attorneys’ fees, deposition costs, expert witness fees, costs of mediations, and advances on settlement payments. The interests in Litigations that the Funds acquire by providing financing are referred to herein as “Litigation Interests.”

Legalist may invest the Funds’ cash in securities and money market instruments from time to time, pending investments in Litigation Interests, and is authorized to enter into any type of investment transaction that it deems appropriate under the terms of the Funds’ partnership agreements.

Legalist does not tailor its services to the individual needs of investors in the Funds. The investors in the Funds have no opportunity to select or evaluate any Fund investments or strategies; Legalist selects all Fund investments and strategies. Details of Litigations that Legalist has invested in or is pursuing will not be disclosed to investors because of confidentiality and other restrictions, so investors will have no information on which to evaluate the Litigations.

In addition to providing investment management services to Funds, Legalist may provide litigation and analysis services to institutions using its proprietary technology.

Legalist does not participate in wrap fee programs.

Item 5. Fees and Compensation

Legalist’s compensation is negotiable and varies, but for its investment advisory services it typically it charges an annual fee of 1% to 2% of assets under management, which amount is payable in quarterly or monthly installments at the beginning or end of each calendar quarter or month. The management fee is typically based on each investor’s capital commitment until the end of the specified investment period, and thereafter, depending on the particular Fund, on the investor’s capital commitment or its contributed capital that has been invested and not returned.

Legalist's affiliates that serve as the general partners of the Funds receive carried interest distributions of amounts realized from Fund investments, less Fund expenses and fees, and after return of capital contributions. The carried interest varies by Fund, but typically ranges from 15% to 25%, and may include an 8% priority return to investors and/or a step-up in the carried interest percentage after investors receive a higher specified return. Legalist complies with Rule 205-3 under the Investment Advisers Act of 1940, to the extent required by applicable law. Carried interest distributions may create an incentive for Legalist to make more risky and speculative investments than it would otherwise make.

Legalist or an affiliate may also be paid "platform fees" from Funds for technology-based origination and servicing of investments using Legalist's proprietary database. These fees are negotiable but typically are 0.5% per year.

Management fees, platform fees and carried interest distributions are typically deducted directly from the investors' capital accounts in the Funds.

Legalist believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

The fees Legalist charges for litigation analysis and evaluation services are individually negotiated with each client.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 and that invests in an investment limited partnership of which a Legalist is the investment adviser to use the "alternative reporting option" to report Legalist's and its affiliates' compensation as "eligible indirect compensation" on the Schedule C of the plan's Form 5500 Annual Return/Report of Employee Benefit Plan.

Legalist's relationship with each Fund is typically terminable, depending on the terms of particular Fund's partnership agreement, on termination of the applicable investment management agreement, expiration of the Fund's term, or dissolution of the Fund. Investors in the Funds generally may not withdraw from the Funds until they are dissolved. The pro rata portion of any management or platform fee through the date of termination is charged to the Funds, although if a withdrawal during a fee period was permitted, no portion of any fee previously paid for that period would be refunded.

Each Fund is responsible for its own costs and expenses, including organization expenses, costs and expenses incurred in purchasing or disposing of investments, taxes, custodial and bank fees, fees and expenses of investment advisers, consultants and appraisers, costs of communicating with investors, ongoing legal, audit, accounting and bookkeeping fees and expenses, and the fees of the Fund's administrator.

Item 6. Performance-Based Fees and Side-By-Side Management

All of the accounts Legalist currently manages pay performance-based compensation as described in Item 5. Performance-based compensation creates a conflict of interest in that it acts as an incentive for Legalist to enter into riskier investments than it might if it did not receive

compensation based on the Funds' performance. In addition, the management fees and carried interest distributions to Legalist and the Funds' general partners may differ from Fund to Fund. Legalist would have a conflict of interest if, in any time period during which multiple Funds with the same investment strategy were seeking to invest their capital, one fee structure would cause higher fees than the other fee structure, because Legalist would have an incentive to favor the account that would pay the higher fees. To address this conflict, Legalist would typically allocate all investment opportunities within each strategy on a pro rata basis, based on each account's assets and portfolio composition. In addition, Legalist has policies and procedures to review client account investment allocations on a regular basis.

Item 7. Types of Clients

Legalist provides investment advisory services to the Funds, not the individual investors in the Funds. Investors in the Funds must be accredited investors, as defined in the Securities Act of 1933, as amended. Investors in the Funds include high net worth individuals and entities they control, other investment entities, nonprofit foundations and other corporations and business entities. Investors in the Funds are generally required to invest a minimum of \$500,000, but each Fund's general partner may waive this minimum.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Legalist invests its clients' assets principally in litigation assets by advancing funds on a non-recourse basis to pay legal fees, costs and working capital for plaintiffs in commercial Litigations in exchange for a portion of the recovery if their case is successful. Litigations may include lawsuits, arbitrations, mediations, and other legal proceedings. Legalist employs proprietary sourcing and underwriting technology to identify Litigations it believes offer the highest likelihood of positive returns. The legal costs and expenses paid by the capital advanced include attorneys' fees, deposition costs, expert witness fees, costs of mediations, and advances on settlement payments. The interests in Litigations that are acquired by providing financing are referred to herein as "Litigation Interests." Legalist may also invest client assets in securities and money market instruments from time to time.

Litigations in which Legalist invests are primarily mid-market commercial disputes, often involving claims regarding breach of contract, tortious interference and trade dress, insurance coverage, and whistleblower/Qui Tam actions. Legalist typically does not invest in plaintiff advances for patent litigation, declaratory relief, injunctive actions or mass tort and/or class action settlements.

Legalist's proprietary technology sources publicly available data from state and federal courts, using "scrapers" to pull potential cases, extracting and processing large numbers of data points daily. Because court records are often entered manually by clerks, they require extensive parsing and cleaning in order to be translated into machine-readable variables. Cleaning, processing, and normalizing data through the ETL layer represents approximately 90% of Legalist's engineering work. This process uses object oriented programming and number of third-party APIs to standardize and augment court records, yielding "truth tables" that merge together multiple raw data sets. The processed data is highly structured as compared to the initial

source, with a mix of source, derivative, and interaction variables, which are then used to source, diligence, and track case investments.

Legalist's origination technology then selects cases for potential investment using automated selection criteria that track key success indicators and buy signals to conduct outreach to cases at the time they are most likely to seek funding. Legalist's machine-learning based diligence tool helps assess procedural risk by estimating the likelihood that a given case will survive a motion to dismiss and/or a motion for summary judgment. A legal team consults the full text documents of the most relevant judicial decisions for each analysis in order to verify model results and match individual case fact patterns to past decisions. Funded Litigations are tracked through public court dockets and status updates directly from trial counsel.

The investment methods and strategies summarized above represent Legalist's current intentions, are general in nature and are not exhaustive. Subject to any express limits in Legalist's agreement with a client, Legalist may pursue any objectives or use any techniques that it considers appropriate and in the client's interest.

Risk Factors

Investing in Litigation Interests involves risk of loss that clients should be prepared to bear. Below are some of the risks that investors should consider before investing in any account that Legalist manages. Such risks could materially and adversely affect investment performance and the value of any Litigation Interest held in an account, and could cause investors to lose substantial amounts of money. Below is only a brief summary of some of the risks that a client or an investor may encounter. Potential investors in a Fund should review a Fund's offering documents carefully and in their entirety, and consult with their professional advisers before deciding whether to invest.

- Client accounts may not achieve their investment objectives. Legalist's investment strategy and methods may not be successful and investors may lose some or all of their investment.
- Legalist has very limited operating history on which prospective investors may evaluate its performance.
- The Funds' success depends on the skill and acumen of Legalist and its investment personnel. They have very little experience in investing in Litigation Interests, operating investment management firms, or managing investment funds. They also devote time to other activities, including expanding the scope of Legalist's business and investing in opportunities without presenting such opportunities to the Funds, even if such opportunities may be appropriate for the Funds. If any key employee of Legalist should cease to participate in its activities, Legalist's ability to select attractive investments and manage client portfolios could be impaired severely.
- Legalist depends on multiple federal and state court records sources to identify and evaluate Litigations for potential investment. If such information sources limit, curtail or suspend their provision of information, Legalist's ability to identify and analyze

Litigations will be impaired. Legalist is not in a position to confirm the completeness, genuineness or accuracy of the information about Litigations that it obtains. Further, in most cases, complete and accurate information about a Litigation is not readily available; Legalist can never learn all relevant information regarding a particular Litigation. The due diligence that Legalist carries out with respect to any Litigation may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating it. Legalist may misinterpret or incorrectly analyze the information that it has about a particular Litigation. Moreover, any such investigation, regardless of how thorough, will not necessarily lead to a successful investment.

- Identifying which Litigation Interests will be profitable is very difficult. Many cases pursued by competent attorneys and with compelling fact patterns and favorable legal precedents do not yield favorable results, and even if favorable judgments are rendered, do not ultimately result in significant financial recoveries. Legalist cannot assure investors that it will succeed in investing the Funds' capital in profitable Litigation Interests.
- Legalist's data collection and analysis systems and operations are dynamic and complex. The technology used in selecting and monitoring portfolios of Litigation Interests relies on large quantities of statistical data obtained from external sources. Legalist also relies heavily on internal and third-party computer hardware and software and other technology to identify and analyze potential Litigations in which to invest. Legalist may not be able to quantify the risks or verify the reliability of third-party systems and cannot independently confirm the completeness, genuineness or accuracy of data it receives. Disruptions or corruptions of data systems or other technology resources may make it difficult or impossible to implement the investment strategy successfully. In addition, events such as natural disasters, terrorist activities, cybersecurity attacks, public service or utility disruptions caused by fires, floods, earthquakes, systems failures and other extraordinary circumstances could all materially impair Legalist's ability to use its technology and adversely affect the Funds.
- Investments in Litigation Interests are illiquid; no significant market for litigation financing agreements exists or can be expected to develop.
- Significant time may be required before the Funds' capital will be fully invested, during which period investors will little if any return on their investment. Once investments are made, Litigations can last at least several years from the date of initial investment to resolution. Often even longer periods will elapse before any cash proceeds are paid, such as in cases where favorable judgments are contested, or where payment of the amounts awarded is permitted to be made in stages over time. Litigation is notoriously unpredictable and cases very often continue for periods far longer than expected. Factors that may cause a case to continue for longer than anticipated include unexpected counterclaims, unfavorable interim court rulings, additional discovery requests and delays, scheduling delays and other factors, any of which will delay resolution of the case. Some such delays may be caused intentionally by one party in an effort to exhaust the resources of the other party. Delays increase the legal and other expenses of the case, and cause the Funds' capital to be tied up for longer than may be desirable. It is

unlikely that any significant distributions of profits, if any, generated from the Funds' investments in Litigations will be made until well after the investments are made.

- After initial investments are made in Litigations, those cases may require additional funding. Any Litigation may develop in unanticipated ways that increase costs, including costs of additional experts and other consultants, costs of travel if the case is removed to another jurisdiction. Resolution of a case may be delayed for unanticipated periods as discussed in the preceding paragraph, with correspondingly higher costs. Additional funds may be necessary to allow the case to continue with the legal team and strategy that was originally contemplated. Legalist may decide not to invest further in such cases, whether because a Fund does not have available capital to do so, or because an additional investment would create an overweighting of that case in the portfolio, or because it determines that the risk profile of the case no longer meets a Fund's selection criteria. Funds from other sources may also not be available. Lack of adequate funding for a pending Litigation could result in changes to the legal team or strategy that adversely affect the probability of a successful resolution, which may materially and adversely affect the likelihood of a Fund's investment in that Litigation being profitable or as profitable as expected.
- Legalist will not have any right to participate in the Litigations in which it invests, including any right to provide input on the legal strategies and tactics pursued by the attorneys involved. The success of each Litigation will depend on the ability of the attorneys involved and the particular circumstances of each case, which are not possible to fully know in advance. Legalist will have limited information about the status and progress of the cases and the decisions made by their attorneys. Even if Legalist disagrees with legal strategies or decisions that it believes are likely to adversely affect the value of a Fund's investment in a Litigation, the Fund will not be able to sell or otherwise liquidate its investment or influence the behavior of the attorneys for the Litigation.
- The Funds will compete for opportunities to invest in promising Litigations against other groups, including other litigation financing companies, institutional investors and investment managers owned by larger and better-capitalized investors. Such competition may adversely affect the terms Legalist is able to negotiate for investments and may prevent it from finding a sufficient number of attractive investment opportunities to meet the Funds' investment objectives.
- Adverse changes in general economic conditions can adversely affect the progress and ultimate outcomes of Litigations. Parties to Litigations may suffer unanticipated financial difficulties or reversals that make continuing to litigate such cases not practical financially, even with outside litigation funding. Changes in tax laws or other regulations may affect litigants' assessments of the value of continuing to pursue pending Litigations given the ongoing costs and risks and the after-tax value of any foreseeable settlement payment or award. None of these developments is within Legalist's control, it may not anticipate them, and it is impossible to predict with any assurance the effects they may have on particular litigants and Litigations. Unanticipated economic or regulatory

developments also decrease the likelihood that Litigations will proceed in ways that Legalist's analyses of past judicial decisions would predict.

- Legalist and the Funds have contractual agreements with various service providers, including custodians and fund administrators, to perform various functions or effect certain transactions. If these entities may default on their obligations, that could adversely affect Legalist, the Funds and their investors.
- The Funds will generally indemnify Legalist and its affiliates and hold them harmless from expenses and damages they incur that arise out of or in any way relate to or are incidental to the Funds, absent their bad faith, recklessness, intentional wrongdoing, or gross negligence.
- Investors are very unlikely to be able to transfer their interests in the Funds, even in an emergency.
- The Funds incur significant organization, operating and transaction costs and expenses, which reduce their investments and potential for profitability.
- The Funds' general partners may establish reserves in their discretion for prospective liabilities and obligations, which could reduce amounts distributable to investors for significant periods of time
- Investors are not allowed to withdraw from the Funds and the Funds are unlikely to make distributions to investors for a significant time after capital is contributed.
- Legalist typically invests substantially all of the assets of client accounts in Litigation Interests, and in some cases assets may be concentrated in Litigation Interests related only to a certain type of litigation. Such lack of diversification of a portfolio across asset classes and different types of Litigations greatly increases the risk of loss.
- A Fund may take action with respect to an investor's investment proceeds or distributions as it considers appropriate under relevant legislation and regulations, including but not limited to the Foreign Account Tax Compliance Act, and any legislation, regulations or guidance in any jurisdiction that seeks to implement tax reporting and/or withholding tax regimes. Failure by an investor to assist a Fund in meeting its obligations pursuant to such legislation and regulations may result in pecuniary loss to that investor.
- An audit adjustment to a Fund's tax return could result in a tax liability (including interest and penalties) imposed on the Fund (and its investors) for the year during which the adjustment is determined.
- Federal, state and international governments may increase regulation of investment advisers, private investment funds and litigation finance vehicles, which may increase the time and resources that Legalist must devote to regulatory compliance, to the detriment of investment activities.

- Legalist's investment activities could cause adverse tax consequences to investors, including liability for interest and penalties.
- Legalist's activities may cause an account that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.
- Legalist and its affiliates may spend time on activities that compete with a client's account without accountability to investors, including investing for other clients and their own accounts. If Legalist or its affiliate receives better compensation and other benefits from managing other assets or client accounts compared to managing another client's account, Legalist has an incentive to allocate more time to those other activities. These factors could influence Legalist not to make investments on a client's behalf even if such investments would benefit the client.
- Legalist may provide certain investors more frequent or detailed reports, special compensation arrangements and withdrawal rights that it does not provide to other investors.

The above is only a brief summary of some of the important risks that an investor may encounter. Before deciding to invest in a Fund or other account that Legalist manages, you should consider carefully all of the risk factors and other information in the Fund's offering circular and/or other disclosure documents provided by Legalist.

Item 9. Disciplinary Information

This Item is not applicable, because Legalist has no reportable disciplinary information.

Item 10. Other Financial Industry Activities and Affiliations

As stated in Item 4, Legalist's affiliates serve as general partners of the Funds.

Item 11. Code of Ethics, Participation or Interest In Client Transactions and Personal Trading

Legalist has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, that establishes standards of conduct for Legalist's supervised persons. The Code of Ethics includes general requirements that Legalist's supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to comply with the personal trading restrictions described below and periodically to report their personal securities transactions and holdings to Legalist's Compliance Officer, and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the Compliance Officer. Each supervised person of Legalist receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received those materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during the preceding year. Clients and prospective

clients may obtain a copy of Legalist's Code of Ethics by contacting Eva Shang at 415-507-7878.

Legalist's Code of Ethics provides that it and its shareholders, directors, officers, employees (other than part-time consultants or advisers) and affiliates generally may not participate in Litigation Financing opportunities that are suitable for the Funds, other than pursuant to their interests in the Funds, other pooled investment vehicles managed by persons not affiliated with Legalist, certain parallel and follow-on funds permitted under the Funds' partnership agreements, or as part of follow-on investments to personal investments they held before the commencement of the Fund.

With respect to securities and other instruments that are not Litigation Interests, under Legalist's Code of Ethics, Legalist and its shareholders, directors, officers and employees may invest in such securities and other instruments in which clients also invest. Although Legalist invests substantially all of its clients' assets in Litigation Interests, a conflict of interest would arise if it were to invest such assets in securities, because Legalist personnel could use their knowledge about actual or proposed securities transactions and recommendations for a client account to profit personally by the market effect of such transactions and recommendations. To address this conflict, if Legalist purchases or sells a security for clients and any of its shareholders, directors, officers and employees on the same day, either the clients and Legalist and its shareholders, directors, officers and employees pay or receive the same price, or the clients receive the more favorable price. Legalist's shareholders, directors, officers and employees may also buy or sell specific securities for their own accounts based on personal investment considerations aside from company or industry fundamentals, which Legalist does not believe appropriate to buy or sell for clients.

Legalist has an incentive to cause a prospective client to invest in a Fund instead of an individually managed account because of the reduced expenses and administrative burdens of managing a fund compared to an individually managed account, performance compensation from a limited partnership receives more favorable tax treatment than that from an individually managed account, and limited partners have less transparency and liquidity than individual account clients.

Because Legalist manages more than one account, there may be conflicts of interest over its time devoted to managing any one account and allocating investment opportunities among all accounts that it manages. For example, Legalist selects investments for each client based solely on investment considerations for that client. Different client accounts may have differing investment strategies and expected levels of trading. Legalist may buy or sell an investment for one type of client but not for another, or may buy (or sell) an investment for one type of client while simultaneously selling (or buying) the same investment for another type of client. Legalist attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. Legalist may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client so long as it is Legalist's policy, to the extent practicable, to allocate investment opportunities to its clients fairly and equitably over time. Legalist is not obligated to acquire for any account any investment that Legalist or its shareholders, directors, officers or employees may acquire for its

or their own accounts or for any other client, if in Legalist's absolute discretion, it is not practical or desirable to acquire that investment for that account.

Item 12. Brokerage Practices

Legalist invests substantially all of its clients' assets in Litigation Interests (other than cash, cash-equivalents and other short-term investments) pending investment in Litigation Interests. Litigation Interests are contractual arrangements entered into primarily through individually negotiated transactions with attorneys and law firms. These transactions do not involve the use of a broker-dealer. Legalist addresses its best execution obligations by seeking to negotiate the most favorable terms feasible for those investments. Legalist does not have any directed brokerage arrangements, does not engage in soft dollar transactions, and does not aggregate the purchase of investments for client accounts.

Legalist retains banks to hold client accounts' cash, cash equivalents, and other short-term investments in custody. Legalist may receive various services from custodians, including technology services (such as internet access, IT support, Bloomberg connections, wireless networking, email archiving and disaster recovery systems), capital introduction services, portfolio reporting and access to Electronic Communications Networks. Although many custodians provide similar services to investment advisers in exchange for custody and other charges, if Legalist did not receive these services from custodians, it would be required to pay for all or some portion of them.

A client's obligations to any custodian (and its affiliates) will be secured by a first priority perfected security interest over all assets held in custody by that custodian. A custodian may transfer to itself or to an affiliate all rights, title and interest in and to those assets as collateral and may deal with, lend, dispose of, pledge or otherwise use all such collateral for its own purposes. If any such transfer occurs, the client will rank among such custodian's (or affiliate's) unsecured creditors. If such custodian or affiliate becomes insolvent, the client may not be able to recover such equivalent securities in full. In addition, the client's cash held by a custodian may not be segregated from such custodian's own cash and, if not so segregated, may be used by such custodian or affiliate in the course of its business and the client will therefore rank as an unsecured creditor in relation thereto.

If any client's investments are registered in the name of a custodian or affiliate due to the nature of the law or market practice of a particular jurisdiction, such investments will not be segregated from the custodian's or affiliate's own investments and if such custodian or affiliate becomes insolvent, the client may not be able to recover such equivalent investments in full.

Item 13. Review of Accounts

Legalist's Portfolio Managers review all accounts weekly. Those reviews take into account such matters as asset allocation, cash management, the prospects of individual securities, changes in issuer earnings, industry outlook, market outlook and price levels. Each account receives a quarterly letter stating performance for the quarter and an annual letter discussing annual performance and investment outlook.

Item 14. Client Referrals and Other Compensation

Legalist does not currently engage solicitors to whom it pays cash or a portion of the advisory fees paid by clients referred to it by those solicitors. If it does so in the future, this practice will be disclosed in writing to the client and Legalist will comply with the other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, to the extent required by applicable law.

Item 15. Custody

Legalist's affiliates that serve as the general partners of the Funds receive account statements from each Fund's custodian. Each Fund undergoes an annual GAAP audit, copies of which are delivered to Fund investors within 120 days after year-end. The custodian of a separately managed account would send account statements to the client at least quarterly.

Item 16. Investment Discretion

Legalist has discretionary authority to manage investment accounts on behalf of clients pursuant to a grant of authority in each Fund's partnership agreement or a limited power of attorney in a separate investment management agreement.

Item 17. Voting Client Securities

Legalist invests in Litigation Interests rather than securities that solicit shareholder votes. However, it has adopted a proxy voting policy in the event that it ever does invest in securities requiring a vote of shareholders. That policy provides that Legalist will decide whether to vote proxies on behalf of each account over which it has proxy voting authority after considering whether the proposal will have a material effect on the account's investment strategy. In determining whether a proposal serves an account's best interests, Legalist will consider a number of factors, including:

- the proposal's economic effect on shareholder value;
- the threat that the proposal poses to existing rights of shareholders;
- the dilution of existing shares that would result from the proposal;
- the effect of the proposal on management or director accountability to shareholders; and
- if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

Legalist will abstain from voting proxies when it believes that it is appropriate to do so.

If a material conflict of interest over proxy voting arises between Legalist and a client, Legalist will vote all proxies in accordance with the policy described above. If Legalist determines that this policy does not adequately address the conflict of interest, Legalist will notify the client of the conflict and request that the client consent to Legalist's intended response to the proxy solicitation. If the client consents to Legalist's intended response or fails to respond to the notice within a reasonable time specified in the notice, Legalist will vote the proxy as described in the

notice. If the client objects in writing to Legalist's intended response, Legalist will vote the proxy as the client directs.

A client can obtain a copy of Legalist's proxy voting policy and a record of votes, if any, cast by Legalist on behalf of that client by contacting Eva Shang at 415-570-7878.

Item 18. Financial Information

This Item is not applicable, because Legalist is not required to report financial information.

Item 19. Requirements for State-Registered Advisers

This item is not applicable, because Legalist is SEC-registered.

Privacy Policy

Legalist and the Funds for which it serves as investment manager:

- collect non-public personal information about their clients and investors from the following sources:
 - information received from clients or investors on applications or other forms, and
 - information about clients' or investors' transactions with Legalist, its affiliates or others;
- do not disclose any non-public personal information about their clients or investors or former clients or investors to anyone, except as permitted by law;
- restrict access to non-public personal information about their clients and investors to their employees who need to know that information to provide services to clients; and
- maintain physical, electronic and procedural safeguards that comply with federal standards to guard clients' and investors' personal information.