

**Item I: Cover Page**

**Form ADV Part 2A: Firm Brochure**

**Heron Bay Capital Partners LP**

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This brochure provides information about the qualifications and business practices of Heron Bay Capital Partners LP and its affiliated entities (collectively “**HBCP**”). If you have any questions about the contents of this brochure, please contact the Chief Compliance Officer (“**CCO**”) Christopher Borris, at (203) 524-1605 or [cborris@heronbaycapital.com](mailto:cborris@heronbaycapital.com).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

HBCP is a registered investment adviser. Registration of an Investment Adviser does not imply that HBCP or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business. The oral and written communications of an Investment Adviser provide you with information about which you determine to hire or retain an Investment Adviser.

Additional information about HBCP can be found on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2: Material Changes**

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This is HBCP's initial filing and as such there are no material changes. This brochure will be updated in the future at least annually and periodically to accurately reflect any material changes.

**Item 3: Table of Contents**

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**Item 4: Advisory Business**

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**This brochure has been prepared on the basis of the way that HBCP expects to conduct its investment advisory operations once such operations commence.**

Heron Bay Capital Partners LP (“**HBCP**”, the “**Firm**”, “**we**”, “**us**”, “**our**” and similar terms) is an investment advisor with its principal place of business in Stamford, CT. HBCP is a limited partnership formed in November 21, 2018 under the laws of Delaware. HBCP was founded by Christopher Borris (the “**Co-Founder**”, the “**CEO**”, the “**CCO**” or the “**CRO**”) and Sean Gambino (the “**Co-Founder**” or the “**CIO**”), each owning a 50% partnership interest.

HBCP provides discretionary investment management services to the following private investment vehicles:

- Heron Bay Capital Master Fund LP, a Cayman Islands exempted limited partnership (the “**Master Fund**”);
- Heron Bay Capital Fund LP, a Delaware limited partnership (the “**Domestic Fund**”); and
- Heron Bay Capital Offshore Fund Ltd., a Cayman Islands exempted company (the “**Offshore Fund**”).

The Domestic Fund and the Offshore Fund are referred to collectively as the “**Feeder Funds**.” The Feeder Funds and the Master Fund are referred to collectively as the “**Funds**.” The Feeder Funds invest substantially all of their assets in the Master Fund. Investment and trading activity is conducted at the level of the Master Fund. Heron Bay Capital Partners GP LLC, a Delaware limited liability company (the “**General Partner**”), serves as the general partner to the Domestic Fund and the Master Fund.

In addition to the Funds, the Firm also intends to provide discretionary investment management services to one or more separately managed accounts (“**SMA**s”). The Funds and the SMA's are referred to collectively as “**Clients**.”

HBCP implements a fundamental, concentrated, low-net, long-short equity strategy focused primarily in the consumer sector. HBCP invests in highly liquid, publicly traded securities which are chosen using the Firm's specific investment process. For more information regarding the Funds' investment program, please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.

HBCP tailors its advisory services for the Funds based upon the investment mandates prescribed in the Funds offering documents. In addition, HBCP may tailor its advisory services for its SMA's to the specific needs of the investors to include certain investment restrictions, in accordance with the applicable investment advisory agreement.

HBCP does not participate in a wrap fee program.

HBCP is relying on rule 203A-2(c), expecting to be eligible for SEC registration within 120 days after the date our registration with the SEC becomes effective.

As of filing date, HBCP has \$0 discretionary assets under management (“**RAUM**”).

**Item 5: Fees and Compensation**

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For its services to its Clients, HBCP receives investment management fees and performance-based compensation.

The fees applicable to the Funds are set forth in detail in each Feeder Fund's offering document ("**Offering Document**"). A brief summary of such fees, expenses and compensation (all of which is qualified by and subject to the language of the applicable Feeder Fund's Offering Document) is provided below.

The payment of fees and expenses for any SMA is negotiated on an account-by-account basis and is set forth in the applicable investment advisory agreement.

***Management Fee***

As the investment adviser to the Funds, HBCP receives a management fee at a rate that is calculated and payable in advance as of the first day of each calendar quarter. The management fee rate is 1.5% per annum. For Feeder Fund investors (each, an "**Investor**") holding interests or shares in the Founders' Class, the management fee rate is reduced to 1.25% per annum in year 2 and to 1% per annum in year 3 and thereafter.

While the amount of compensation and method of payment are not generally negotiable, HBCP may, in its sole discretion, waive, reduce or calculate differently the management fee for any Investor, including Investors who are members, partners, principals or employees of HBCP or its affiliates, or relatives of such persons, and certain strategic Investors.

***Performance-Based Compensation***

The General Partner is entitled to annual performance-based incentive allocations. This incentive allocation is equal to 20% (15% for Investors in the Founders' Class) of the capital appreciation in the net asset value of an Investor's investment in the relevant Feeder Fund.

Incentive allocations are subject to loss recovery, which provides that an Investor's investment in the applicable Feeder Fund will not be subject to the incentive allocation until any net loss allocated to that Investor's investment during prior performance periods has been offset by subsequent net profits. Incentive allocations are generally calculated and allocated at the end of each calendar year (or as of the date of any withdrawal by the Investor from the Feeder Fund, with respect to the amount being withdrawn).

The General Partner, in its sole discretion, may waive, reduce or calculate differently the incentive allocation for any Investor, including Investors who are members, partners, principals or employees of HBCP or its affiliates, or relatives of such persons, and certain strategic Investors.

***Payment of Fees***

The management fee will be paid at the level of the Master Fund. HBCP instructs the applicable custodian and administrator to deduct the management fee from the Master Fund sub-capital account attributable to each Investor's Feeder Fund investment quarterly in advance. The management fee for a calendar quarter will be prorated for an Investor who invests in a Feeder Fund on a day other than the first day of the quarter. In addition, a pro rata portion of the management fee paid for a calendar quarter will be returned to any Investor who withdraws from a Feeder Fund on a day other than the end of the quarter, or if HBCP does not serve as investment manager to the Funds for the entire quarter.

The incentive allocation will be allocated at the Master Fund level from the Master Fund sub-capital account attributable to each Investor to the General Partner's Master Fund capital account.

***Other Fees and Expenses***

HBCP renders its services to the Funds at its own expense, including all of its ordinary office overhead expenses, which include rent, supplies, secretarial/internal administrative expenses, stationery, charges for furniture and fixtures, salaries and bonuses, employee insurance and payroll taxes.

Each Fund will bear its own organizational and initial offering expenses. Each Feeder Fund, as an investor in the Master Fund, will bear its pro rata share of the Master Fund's organizational and initial offering expenses.

In addition, the Funds will bear expense incidental to their operations and business, including, without limitation, directors' fees and expenses, registered office fees and expenses, proxy agent fees, legal, accounting, tax preparation, auditing and other professional expenses, administration fees and expenses, expenses relating to the Funds' regulatory compliance (including the Fund's reasonable share of HBCP's or its affiliates' reporting obligations directly related to the Fund, such as Form PF), Fund-related insurance costs, research expenses (including without limitation third-party research, news and quotation subscriptions and services (including fees for data and software providers), conference fees and research-related travel), investment expenses (such as commissions, interest on margin accounts and other indebtedness, borrowing charges on securities sold short and direct fees and expenses, such as legal fees and due diligence expenses, related to the analysis, purchase or sale of investments, whether or not the investment is consummated), custodial fees, bank service fees, third-party trading and/or portfolio-related services and support, including software costs such as order management, risk management and similar systems, expenses related to the purchase, holding, sale or transmittal of the Funds' assets, expenses in connection with the ongoing offering of Feeder Fund interests or shares, as applicable (including the cost of producing, updating and distributing the Offering Documents and other marketing materials), costs of printing and distributing periodic and annual reports and statements, costs relating to the winding-up of the Funds, and extraordinary expenses (including litigation costs and indemnification obligations). Each Feeder Fund, as an investor in the Master Fund, will bear its pro rata share of the Master Fund's expenses.

Any expense common to two or more Clients generally will be paid pro rata by such Clients based on their respective assets under management, based on the approximate size of the relevant investment relating to such expense, or on such other basis deemed fair and equitable by HBCP in its reasonable discretion. However, expense allocation decisions will involve potential conflicts of interest and may depend on inherently subjective determinations. HBCP may consider the following factors, among others, when allocating particular expenses among Clients, in each case depending on the circumstances: each Client's relative participation or use related to the expense; the nature or source of the product or service; the relative benefits received by each Client from the product or service; or other relative factors.

An Investor withdrawing from a Feeder Fund during its first year of investment will be subject to a withdrawal fee as described in the Feeder Fund's Offering Document.

Please refer to Item 12 of this brochure for a discussion of HBCP's brokerage practices.

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**Item 6: Performance-Based Fees and Side-By-Side Management**

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The General Partner is entitled to performance-based compensation in the form of an annual incentive allocation equal to 20% (15% for Investors in the Founders' Class) of the capital appreciation of the NAV of an Investor's investment in the applicable Feeder Fund as described in the Feeder Fund's Offering Document. The General Partner is an affiliate of HBCP.

The incentive allocation may give rise to potential conflicts of interest and an incentive for the Firm and its personnel to make investments that are riskier or more speculative than would be the case in the absence of such performance-based compensation. In addition, it is expected that HBCP's investment personnel will be compensated on a basis that includes a discretionary performance-based component. When the Firm and its personnel manage more than one Client account, the Firm and its personnel may have an incentive to favor some Clients over other Clients. The incentive allocation may create an incentive for HBCP, an affiliate of the General Partner, to direct the best investment ideas to, or to allocate or sequence trades in favor of, (i) accounts with performance compensation arrangements over accounts that are not charged, or from which the General Partner or the Firm will not receive (e.g., because the account is below its high water mark), performance compensation, and (ii) accounts from which the General Partner or the Firm will receive a greater performance compensation over accounts from which the General Partner or the Firm will receive lesser performance compensation.

HBCP addresses this possible conflict through its investment allocation policy. Please refer to Item 12 of this brochure for a discussion of HBCP's investment allocation policy.

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**Item 7: Types of Clients**

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As described above, HBCP's Clients consist of the Funds and the SMAs. Each Fund's Offering Document and subscription agreements set forth the eligibility criteria and minimum investment requirements for that Fund. Initial and additional subscription minimums, which may be waived at the discretion of the Firm, are disclosed in the Offering Document for each Fund.

In general, each Investor in the Funds must be an "accredited investor" as defined in Regulation D under the Securities Act of 1933, as amended, and a "qualified purchaser" as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended.

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

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***Methods of Analysis & Investment Strategy***

Our investment objective is to seek attractive, risk-adjusted capital appreciation through long and short investments focused primarily in the consumer sector. We seek to achieve this objective by applying a fundamental, in-depth research driven approach to investment selection. We believe that a strict adherence to a well-conceived, repeatable investment process improves the likelihood of attractive investment outcomes over time.

The Firm's investment process is designed to identify and execute investments that are most compatible with a Client's investment objectives and philosophy. The investment process constitutes: (1) the sourcing of ideas by looking at horizontal themes, evaluating company specific opportunities to increase revenue and growth, and sustainability testing of potential investments; (2) engaging the due diligence process by leveraging research channels around the investment idea, assessing if the position associated with the investment idea will be long or short, determining based on this characteristic if the investment idea is suitable for the portfolio, and building financial models to assess the risk and reward of the investment idea (3) sizing the investment idea and assessing the current portfolio construction; and

(4) conducting risk management through assessment of the Client's current state of financial leverage and market exposure, and determining if the investment idea would increase the Client's risk by decreasing liquidity in the portfolio.

While HBCP invests primarily in publicly-traded equities (including both long and short positions), the Firm has broad and flexible investment authority. Accordingly, a Client's portfolio may at any time include long or short positions in U.S. or non-U.S. publicly traded or privately issued or negotiated common stocks, preferred stocks, stock warrants and rights, sovereign debt, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, swaps, options (purchased or written), futures contracts, currencies, commodities and other derivative instruments and other securities or financial instruments, including those of registered or private investment companies.

**Risk Factors**

Investments in securities, including with respect to HBCP's investment strategies, involves a risk of loss which Clients and Investors must be prepared to bear. There can be no assurances that HBCP will achieve its investment objective for any Client.

The following is a summary of some of the material risks associated with the strategies implemented by HBCP. This summary does not attempt to describe all the risks associated with HBCP's investment strategies. For a more detailed description regarding the Funds' risks, potential Investors should refer to the applicable Feeder Fund's Offering Document. Although no summary can fully describe all of such risks, the Offering Document of each Feeder Fund contains a more complete description of the risks associated with an investment in each Fund, and no investment in any Fund can be made without such Offering Document.

**Market Risks.** The profitability of a significant portion of HBCP's investment program depends to a great extent upon our ability to correctly assess the future course of the price movements of securities and other investments. There can be no assurance that we will be able to accurately predict these price movements. Although we may attempt to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.

The equity markets are speculative and highly issuer-specific. Mismanagement or misconduct by corporate officers can cause the complete loss of an equity investment, and the equity markets may be particularly susceptible to subjective investment factors and market sentiment. Concentration in equities (despite the long/short character of a portfolio) will cause a portfolio to be less diversified and presumably more vulnerable to the risk of major losses than if the portfolio had a more diversified strategy. Common stock prices are directly affected by issuer-specific events, as well as general market conditions. In addition, in many countries, investing in common stocks is subject to heightened regulatory and self-regulatory scrutiny as compared to investing in debt or other financial instruments.

**Nature of Investments.** We have broad discretion in making investments for our Clients. Investments generally will consist of equity securities and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that HBCP will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, and the prospects of particular companies selected for investment, may significantly affect the results of our Clients' activities and the value of their investments. In addition, the value of our Clients' portfolios may fluctuate as the general level of interest rates fluctuates. No guarantee or representation is made that our investment objective will be achieved.



**Model Risk.** There can be no assurance that HBCP will be successful in developing and maintaining effective models.

**Volatility Risk.** HBCP may purchase and sell relatively volatile securities and/or investments in volatile markets in its investment program. Fluctuations or prolonged changes in the volatility of such securities and/or markets can adversely affect the value of these investments.

**Lack of Diversification.** Our Clients' portfolios generally will not be diversified among a wide range of types of securities or issuers. Further, our Clients' portfolios may not be diversified among a wide range of industry, geographic, market capitalization, sector or other areas. Accordingly, our Clients' investment portfolios may be subject to concentration risks and more rapid changes in value than would be the case if we were required to maintain a broader diversification among types of securities, issues, investment themes, industry, geographic, market capitalization, sector or other areas. Limited diversity could expose our clients to losses disproportionate to those incurred by the market in general if the areas in which our clients' investments are concentrated are disproportionately adversely affected by price movements in those financial instruments or assets.

Subject to any restrictions set forth in the relevant Offering Document or investment advisory agreement, we may cause our Clients from time to time to hold a few, relatively large (in relation to capital) securities positions, with the result that a loss in any such position could have a material adverse impact on our Clients' capital. The Funds will not be subject to any significant limitations on the amount of capital which may be committed to any one investment.

**Directional Investments.** Certain of the positions that will be taken or sectors that will be invested in will be designed to profit from forecasting absolute price movements in a particular instrument. Predicting future prices is inherently uncertain, and the losses incurred, if the market moves against a position or sector, will often not be hedged. The speculative aspect of attempting to predict absolute price movements is generally perceived to exceed that involved in attempting to predict relative price fluctuations.

**Non-U.S. Investments.** HBCP occasionally invests in securities of non-U.S. issuers, including those of emerging markets. Such investments may be subject to risks that are greater than U.S. investments. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

**Short Sales.** Short selling, or the sale of securities not owned, necessarily involves certain additional risks. Such transactions expose the investor to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and in the case of equities, without effective limit. Our Clients may be unable to continue to borrow securities previously sold short, or the cost to borrow such securities may significantly increase, which may compel us to cover such position, possibly at a loss. There is the risk that the securities borrowed in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject securities are receiving similar requests, a "short squeeze" can occur, wherein we might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier. Further, there can be no assurance that securities necessary to cover a short position will be available for purchase. In addition to the foregoing

risks, regulatory or legislative action taken from time to time by regulators around the world may restrict our ability to enter into short sales.

**Leverage.** While the use of leverage including margin borrowing, structured products or derivative instruments can improve the return on invested capital, such use may also increase the adverse impact to which an investor may be subject. The use of leverage will allow us to cause our clients to make additional investments, thereby increasing our Clients' exposure to assets, such that their total assets may be greater than their capital. However, leverage will also magnify the volatility of changes in the value of our clients' portfolios. The effect of our use of leverage on behalf of Clients in a market that moves adversely to their investments could result in substantial losses to Clients, which would be greater than if the Clients had not employ leverage.

We generally will pledge our Clients' securities and other assets to brokers to secure our Clients' borrowings. Under certain circumstances, a broker providing financing may demand an increase in the collateral that secures the obligations and if our Clients were unable to provide additional collateral, the broker could liquidate assets pledged to satisfy the obligations to the broker. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of our Clients' borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on our Clients' profitability and may result in losses where leveraged investments fail to earn a return that equals or exceeds the cost of borrowing such funds.

In an unsettled credit environment, we may find it difficult or impossible to obtain leverage for our Clients. Since we intend to use leverage as part of our investment strategy, such event may impact the results we are able to achieve for our Clients. In addition, any leverage obtained, if terminated on short notice by the lender, could result in HBCP being forced to unwind positions quickly and at prices below what we deem to be fair value for such positions.

**Securities Lending.** A Client may lend securities from its portfolio to brokers, dealers and other financial institutions that need to borrow securities to complete certain transactions. A Client is entitled to payment in amounts equal to the interest, dividends or other distributions payable on the loaned securities, which afford Clients an opportunity to earn interest on the amount of the loan and current income on the loaned securities themselves. However, HBCP does not vote proxies on securities that are lent. In addition, a Client might experience a loss if any institution with which the Client has engaged in a portfolio loan transaction breaches its agreement with the Client. If the borrower becomes insolvent or bankrupt, a Client could experience delays and costs in recovering loaned securities. To the extent that, in the meantime, the value of the loaned securities declines, a Client could experience further losses.

**Equity Securities.** The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geopolitical risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. In addition, equity investments are subordinate to the claims of an issuer's creditors and, to the extent such securities are common securities, preferred stockholders. Dividends customarily paid to equity holders can be suspended or cancelled at any time. HBCP may, from time to time, cause a Client to participate in initial public offerings of equity securities. These "new

issues” are subject to certain rules of Financial Industry Regulatory Authority, Inc. that restrict the allocation of gains and losses from such securities with respect to certain investors.

**Convertible Securities.** Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or a different issuer within a particular period of time at a specified price or formula. Convertible securities generally: (i) have higher yields than the dividends on the underlying common stocks, but lower yields than non-convertible securities of a comparable duration; (ii) are less volatile in price than the underlying common stock due to their fixed-income characteristics; (iii) have a significant option component to their value which is directly impacted by the prevailing market volatility and interest rates; and (iv) provide the potential for capital appreciation if the market price of the underlying common stock increases. However, the market for convertible securities is typically materially less liquid than that for the underlying common stock and the value of convertible securities is more directly at risk to increases in interest rates. In addition, a convertible security may be subject to redemption at the option of the issuer. If a convertible security held by a Client is called for redemption, the Client will be required either to permit the issuer to redeem the security or convert it into the underlying common stock. Either of these actions could have an adverse effect on the value of the position.

**Derivatives.** Swaps, certain options and other custom derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments may involve a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be characterized by limited liquidity, which can make it difficult as well as costly to close out open positions in order to realize gains or to limit losses. Additionally, derivatives can be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by HBCP or a Client. Further, transactions in derivative instruments may not be executed on recognized exchanges, which may expose a Client to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

**Options.** The purchase or sale of an option (including an over-the-counter option) involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other asset for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying asset will not change price in the manner expected, so that the investor loses its premium. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying asset rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

**Counterparty Risk.** To the extent we utilize swaps, "synthetic" or derivative instruments, repurchase agreements, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, we cause our Clients to take the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially from those entailed in exchange-traded transactions which generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two

counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

**Hedging Transactions.** HBCP may utilize financial instruments, both for investment purposes and for risk management purposes. The success of our hedging strategy will be subject to our ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio (or the class of common shares) being hedged. Since the characteristics of many securities change as markets change or time passes, the success of our hedging strategy will also be subject to our ability to continually recalculate, readjust, and execute hedges in an efficient and timely manner.

While we may cause our Clients to enter into hedging transactions to seek to reduce risk, it is not required to do so. In addition, to the extent hedging transactions are used, such transactions may result in a poorer overall performance for our Clients than if we had not engaged in any such hedging transactions. For a variety of reasons (e.g., cost and probability of occurrence of risk), HBCP may not hedge against particular risks or may not establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. An imperfect correlation may prevent our Clients from achieving the intended hedge, and failure to hedge or an imperfect hedge may expose our Clients to risk of loss.

**Systems Risks and Cybersecurity.** HBCP relies heavily on computer programs and systems. In addition, certain of the Funds' and the Firm's operations interfaces will be dependent on systems operated by third parties, including prime brokers, the administrator, market counterparties and other service providers. Despite the diligence that the Firm may perform on these service providers, the Firm may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by cybersecurity intrusions, power failures and human error. Any such defect or failure could have a significant negative impact on the Clients. For example, such defects or failures could cause settlement of trades to fail, lead to inaccurate accounting, reporting or processing of trades and/or cause inaccurate reporting, which may affect the Firm's ability to monitor the risks associated with its investment portfolio.

**Risk Management.** Although HBCP attempts to identify, monitor and manage significant risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Moreover, many risk management techniques, including those employed by the Firm, are based on historical market behavior, but future market behavior may be entirely different and, accordingly, the risk management techniques employed on behalf of the Clients may be incomplete or altogether ineffective. Similarly, the Firm may be ineffective in implementing or applying risk management techniques. Any inadequacy or failure in risk management efforts could result in material losses to the Clients. Consistent with the Firm's focus on risk management, the Firm will maintain a flexible approach with respect to its portfolio positioning, including, but not limited to, whether the portfolio will be either long or short in the aggregate, as well as the level of leverage that may or may not be employed.

#### **Item 9: Disciplinary Information**

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Neither we nor any of our management personnel are subject to, or have in the past been subject to, any criminal or civil action in any domestic or foreign court, and neither we nor any of our management personnel have been subject to any administrative proceedings before the SEC or any other state, federal or foreign financial regulatory authority or self-regulatory authority.

**Item 10: Other Financial Industry Activities and Affiliations**

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Neither HBCP nor any of its management persons is registered, or has an application pending to register, with the SEC as a broker-dealer or a registered representative of a broker-dealer.

Neither HBCP nor any of its management persons is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or associated person of any of the foregoing entities. The General Partner or HBCP, as the case may be, intends to rely on an exemption from registration with the Commodity Futures Trading Commission (the “**CFTC**”) as a commodity pool operator. The General Partner or HBCP, as applicable, also relies on an exemption from registration with the CFTC as a commodity trading advisor.

The General Partner, an affiliate of HBCP, serves as the general partner of the Domestic Fund and the Master Fund. Any persons acting on behalf of the General Partner are subject to the supervision and control of HBCP in connection with any investment advisory activities. In accordance with SEC guidance, the General Partner will be registered as an investment adviser in reliance on the Form ADV filed by HBCP.

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

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***Code of Ethics***

HBCP adopted a Code of Ethics (the “**Code**”) pursuant to SEC Rule 204A-1 to ensure that it fulfills its role as a fiduciary to the Clients and to address actual or potential conflict which might arise from personal trading and other activities of the Firm’s principals and employees. The Code establishes a standard of conduct obligating HBCP and its employees to put the interests of the Firm’s Clients before their own interests and to act honestly and fairly in all respects in their dealings with Clients. HBCP’s employees are also required to comply with applicable provisions of federal securities laws and promptly report any actual or suspected violations of such laws by HBCP or its employees.

The Code contains provisions relating to personal trading, confidentiality of Client information and board service. The Code also contains a prohibition on insider trading and restrictions on gifts and entertainment, outside business activities, and political contributions.

HBCP requires that all employees attend an annual Code of Ethics training session, and the Firm provides supplemental training, as needed.

The Code imposes certain restrictions, pre-clearance and reporting requirements on personal trading and other activities of HBCP’s employees, certain family members (including the spouse and minor children of a principal or employee, and immediate family members of a principal or employee who live in the same household). All transactions made by employees are monitored on an ongoing basis by the CCO to ensure pre-clearance has been sought and obtained when required, and to ensure the personal trading patterns of employees fall within the guidelines set forth in the Code.

Without the prior approval of the CCO, no Firm employee may execute a transaction, including, but not limited to, short selling transactions, in a security if such employee has actual knowledge that an order for a Client for the same security exists or that the Firm is considering transactions in the security for the Clients. Generally, employees will not be permitted to transact in a security at or around the same time a Client transacts in such

security. The CCO will not pre-clear any transaction in which an employee takes inappropriate advantage of their position at HBCP.

Our Code is available to prospective or current Clients and Investors upon request.

***Insider Trading Policies and Procedures***

HBCP also maintains Insider Trading policies and procedures (the “**Insider Trading Policies**”) that are designed to prevent the misuse of material, non-public information. Among other things, such policies seek to control and monitor the flow of inside information to and within HBCP, as well as prevent trading based on inside information. On a periodic basis, our employees are required to certify to their compliance with the Code and the Insider Trading Policies. The Insider Trading Policies prohibit HBCP and its personnel from trading for the Clients or themselves, or recommend trading, in securities of a company while in possession of restricted material, non-public information about the relevant issuer in violation of the law (“**Insider Information**”). By reason of its various activities, HBCP may become privy to Inside Information or be restricted from effecting transactions in investments that might otherwise have been initiated.

Our Employee Investment Policy is available to prospective or current Clients and Investors upon request.

***Participation in Client Transactions***

It is not generally anticipated that a Client will enter into transactions in which HBCP and/or an affiliate participates or has a significant economic interest (e.g., “principal transactions”). However, if HBCP determines it is in the best interest of one or more Clients to enter into any such transaction, the transaction will be conducted in compliance with the consent and disclosure requirements of Section 206(3) of the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). Moreover, HBCP does not generally anticipate effecting transactions between Clients (“cross trades”). To the extent that cross trades may be viewed as principal transactions due to the ownership interest in a Fund by the Firm, its supervised persons and/or other affiliates, the Firm will effect that transaction only in compliance with the consent and disclosure requirements of Section 206(3) of the Advisers Act.

**Item 12: Brokerage Practices**

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HBCP has complete discretion in determining the brokers or dealers to be used, as well as the commissions or markups and markdowns paid, for particular transactions. In selecting brokers and dealers to execute transactions, HBCP does not solicit competitive bids and does not have an obligation to seek the lowest available commission cost or spread. Transactions for the Clients will be allocated to brokers and dealers on the basis of an evaluation of numerous factors, which may not necessarily reflect lowest pricing. Brokers and dealers may provide other services that are beneficial to the Firm and/or certain Clients, but not beneficial to all Clients.

In selecting brokers and dealers (including prime brokers) to execute transactions, and provide other services, HBCP may consider, among other factors, the ability of the brokers and dealers to execute the transaction, the brokers' or dealers' facilities, reliability and financial responsibility, and the provision by the brokers of capital introduction. Accordingly, the prices and commission rates (or dealer markups and markdowns) charged to the Clients by brokers or dealers may be higher than those charged by other brokers or dealers that may not offer such services.



**Research and Other Soft Dollar Benefits**

HBCP expects to use soft dollars to effect transactions, and receive brokerage and research services, only to the extent they fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended ("**Section 28(e)**"), and subject to prevailing guidance provided by the SEC regarding Section 28(e).

HBCP will, from time to time, pay a broker-dealer commissions (or markups or markdowns) for effecting Client transactions in excess of that which another broker-dealer might have charged for effecting the same transaction in recognition of the value of the brokerage and research services provided by the broker-dealer.

Consistent with Section 28(e), brokerage services obtained by the use of commissions arising from the Client's portfolio transactions may be used by the Firm in its other investment activities and thus, some of the Clients may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

When HBCP uses brokerage commissions (or markups or markdowns) generated by any Client to obtain research or other products or services, HBCP receives a benefit because it does not have to produce or pay for such products or services. This raises conflicts of interest. HBCP may have an incentive to select or recommend a broker-dealer based on the Firm's interest in receiving research or other products or services, rather than on a Client's interest in receiving most favorable execution. Commission rates are generally negotiable, and selecting brokers on the basis of considerations that are not limited to commission rates may result in higher transaction costs than would otherwise be obtainable. HBCP may, subject to its best execution policy, trade with certain brokers primarily in consideration for providing research services. In any such case, HBCP will determine in good faith that the amount of commissions charged is reasonable in relation to the value of the brokerage and research products or service provided by the broker. However, such arrangements make it more difficult for Clients and Investors to evaluate the cost structure of the soft-dollar related products or services, because the costs of such products or services are not broken out separately.

**Brokerage for Client Referrals**

HBCP participates in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to the Clients or recommend the Clients as investments. HBCP may have an incentive to execute transactions through these brokers in consideration of these services. HBCP may place Client portfolio transactions with firms who have made such recommendations or provided capital introduction opportunities, if HBCP determines that it is otherwise consistent with seeking best execution.

In no event will HBCP select a broker-dealer as a means of remuneration for recommending HBCP or affording HBCP with the opportunity to participate in capital introduction programs.

**Directed Brokerage**

HBCP does not routinely recommend, request or require that a Client or investor direct the Firm to execute transactions through a specified broker-dealer.

**Order Aggregation and Allocation**

HBCP may determine that the purchase or sale of a security is appropriate with regard to more than one Client. The Firm may, but is not obligated to, purchase or sell such a security on behalf of such Clients in an aggregated order where the Firm reasonably believes that aggregation is consistent with its duty to seek best execution. Aggregated orders must be allocated among eligible Clients in a manner which is fair and equitable over time and does not disadvantage one Client or group of Clients over time. Generally, allocations to eligible Clients are made such that each eligible Client reaches the targeted position size in a trade order

and/or in proportion to the prior day's net asset value of each eligible Client (i.e., "pro rata"). However, allocation decisions will be made in consideration of a variety of factors, including, but not limited to, the investment objective, investment guidelines and restrictions, current portfolio holdings, concentration and liquidity considerations, legal restrictions, minimum denominations and round lot considerations and relative size of the account applicable to each Client. In determining the allocation of investment opportunities, HBCP may also consider such factors as whether an account is actively receiving additional capital, is subject to withdrawal requests.

When an aggregated order is filled through multiple trades at different prices on the same day, each participating Client will receive the average price, with transaction costs generally allocated pro rata based on the size of each Client's participation in the order (or allocation in the event of a partial fill) as determined by the Firm. In the event of a partial fill, allocations may be modified on a basis that the Firm deems to be appropriate, including, for example, in order to avoid odd lots or *de minimis* allocations. When orders are not aggregated, trades generally will be processed in the order that they are placed with the broker or counterparty selected by the Firm. As a result, certain trades in the same security for one Client (including a Client in which the Firm and its personnel may have a direct or indirect interest) may receive more or less favorable prices or terms than another Client, and orders placed later may not be filled entirely or at all, based upon the prevailing market prices at the time of the order or trade. In addition, some opportunities for reduced transaction costs and economies of scale may not be achieved.

HBCP provides investment advisory services to more than one Client with the same or different investment objectives, philosophies and strategies. HBCP also may trade for the General Partner's and/or HBCP's own account. The Firm generally intends to allocate all investment opportunities that may be appropriate for its Clients in a manner that is fair and equitable to all Clients over time, taking into account the various factors described above.

In cases where a limited amount of an instrument is available for purchase, the allocation of such instrument, as between the Clients and/or the accounts of HBCP and its affiliates, may necessarily reduce the amount available for purchase by a Client. There can be no assurance that a particular order or investment opportunity will be allocated in a particular manner. If conflicts arise in the allocation of investment opportunities, the Adviser will seek to resolve such conflicts fairly. Circumstances could occur, however, in which an allocation could have adverse effects on one or more Clients with respect to the price or size of securities positions obtainable or saleable. If HBCP determines that it would be appropriate for more than one investment account to participate in an investment opportunity, HBCP will seek to execute orders for all of the participating investment accounts on an equitable basis. Situations may occur where a Client could be disadvantaged because of the investment activities conducted by HBCP for other investment accounts.

**Best Execution**

As an investment advisory firm, we have a fiduciary duty to seek best execution for client transactions. As a matter of policy and practice, we seek to obtain best execution for client transactions, i.e., seeking to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances. Other components that we analyze in seeking best execution are timeliness of having a transaction executed by a broker, the value of research provided, the responsiveness of the broker to us and the financial responsibility of the broker.

**Trade Errors**

As a fiduciary, we have the responsibility to effect orders correctly, promptly and in the best interests of Clients. In the event any error occurs in the handling of any client transactions, due to our actions, or inaction, or actions of others, our policy is to correct the trade error



promptly and to resolve the trade error so as to avoid incurring a loss to the relevant Client. Subject to applicable law, we will reimburse Clients for net losses resulting from a trade error due to our gross negligence or willful misconduct. Clients will generally be responsible for any losses resulting from other trade errors.

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**Item 13: Review of Accounts**

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***Review of Accounts***

The Firm conducts periodic reviews of its Client's accounts. On a daily basis, the CRO reviews the Clients' portfolio, and monitors the various risk metrics. Additionally, the Firm's Order Management System uses built in compliance controls to flag any pre-trade and post-trade violations, which assist the CCO in such reviews.

Investors in the Funds receive monthly unaudited performance information, including exposure and performance attribution reporting, from the Firm. In addition, investors will receive a monthly NAV statement from the Firm's administrator. Quarterly, a letter from the CIO, which may include certain information relating to exposure, risk metrics, sectors and holdings, is also provided to investors. Annually, within 120 days of the fiscal year-end, the Funds' audited financial statements are provided to investors. Furthermore, on an annual basis, HBCP delivers appropriate tax information to Fund investors.

HBCP may also provide additional information to Clients and Investors from time to time that HBCP deems advisable.

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**Item 14: Client Referrals and Other Compensation**

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The Firm does not receive an economic benefit from anyone, other than its Clients, for providing investment advice or other advisory services to the Firm's Clients.

From time to time, the Firm may receive investor referrals from brokers providing services to its Clients. For more information, see Item 12 above. HBCP does not currently utilize any third-party marketers or solicitors.

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**Item 15: Custody**

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For purposes of Rule 206(4)-2 under the Advisers Act (the "**Custody Rule**"), HBCP is deemed to have custody over the Funds' assets. In accordance with the Custody Rule, a qualified custodian will not be required to deliver quarterly account statements to the Funds or their respective Investors because (i) the Funds are audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, (ii) the Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) HBCP delivers such annual audited financial statements to Investors within 120 days after the end of each Fund's fiscal year.

HBCP generally does not accept custody with respect to SMAs.

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**Item 16: Investment Discretion**

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HBCP has full discretionary investment authority to manage securities accounts on behalf of the Funds and will have discretionary authority on behalf of the SMAs.

HBCP has entered into an investment management agreement with each Client, pursuant to which HBCP was granted discretionary investment authority. HBCP endeavors to buy and

sell securities and other instruments for its Clients on a discretionary basis in a manner consistent with each Client's stated investment objectives and restrictions, as set forth in the applicable Offering Document or investment management agreement.

Generally, HBCP also assumes the authority to perform all acts and enter into and perform all contracts and other undertakings which it may deem necessary or advisable. This includes power of attorney, power to borrow money, and power to vote Client securities.

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**Item 17: Voting Client Securities**

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HBCP has adopted a proxy voting policy, as required by the Advisers Act, which provides that HBCP will vote proxy proposals, amendments, consents, or resolutions in a prudent and diligent manner that will serve the best interests of its Clients.

HBCP's proxy voting policy includes guidelines for reviewing and documenting proxies received and further provides guidelines for evaluating and determining how such proxies shall be voted upon, after consideration of the effects to the Funds and the best interests of the Clients.

The proxy voting policy also includes guidelines for the CCO to follow if a material conflict of interest arises between HBCP or its employees and/or its Clients to ensure that such conflict is resolved in the best interest of the Clients. In such cases, HBCP will always vote in the best interests of Clients, even if such vote conflicts with HBCP's own interests.

HBCP's proxy voting policy, procedures, and voting record are available for review upon request.

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**Item 18: Financial Information**

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