

**ITEM 1
COVER PAGE**

PART 2A OF FORM ADV: FIRM BROCHURE



EMS CAPITAL LP

March 31, 2019

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This brochure (this “Brochure”) provides information about the qualifications and business practices of EMS Capital LP (“EMS”, the “Investment Adviser”, “we”, “us” and similar terms). If you have any questions about the contents of this Brochure, please contact us at 212-891-2700 or legal@emscap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about EMS Capital LP also is available on the SEC's website at www.adviserinfo.sec.gov.

EMS Capital LP is registered as an investment adviser with the SEC pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Recipients of this Brochure should be aware that registration with the SEC does not in any way constitute an endorsement by the SEC of an investment adviser’s skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, sophistication, expertise or training in providing advisory services to its clients.

ITEM 2

MATERIAL CHANGES

EMS filed its most recent annual amendment to Form ADV on or before March 31, 2018. While this update to our Brochure contains routine updates and clarifying changes, we believe there are no material changes to disclose.

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ITEM 4 ADVISORY BUSINESS

A. General Description of Advisory Firm.

EMS Capital LP (“EMS”, the “Investment Manager”, “we”, “us”, and similar terms) is a limited partnership organized under the laws of Delaware on June 26, 2007 and has been registered with the SEC since September 29, 2010. We have one office, which is located at 767 Fifth Avenue, 46th Floor, New York, NY 10153.

Edmond M. Safra is the President and principal owner of EMS. He also wholly owns and controls EMS Capital Holdings Inc., which serves as the Investment Adviser’s general partner (the “Investment Adviser General Partner”).

B. Description of Advisory Services.

1. Advisory Services

As used in this Brochure, the term “Client” generally refers to each of funds managed by EMS.

EMS provides investment advisory services on a discretionary basis to its Clients, which include (i) private investment funds organized or incorporated as non-U.S. private investment funds (each a non-U.S. corporation or limited partnership) and U.S. private investment funds (a U.S. limited partnership) (collectively, these “Funds” or “Fund” are EMS’ “Clients”), generally offered to investors on a private placement basis to individuals and entities that are “accredited investors” and/or “qualified purchasers.”

EMS’ Clients include private investment funds such as special purpose vehicles (listed on Form ADV as EMS Arc Fund LLC, EMS AR LLC, EMS MR LLC, EMS DSF LLC and EMS 79 LLC) as well as hedge funds in a master-feeder fund structure as follows:

EMS Equities. (1) EMS Equities LP, a Delaware, USA, limited partnership (the “EMS Domestic Feeder”), EMS Equities Offshore Ltd., a Cayman Islands exempted company (the “EMS Offshore Feeder”, together with the EMS Domestic Feeder, the “Feeder Funds”), which invests all of its investable capital in EMS Equities Master Fund LP, a Cayman Islands exempted limited partnership (the “EMS Master Fund”), which in turn will invest capital in a trading subsidiary, EMS Equities Ltd., a Cayman Islands exempted company (the “EMS Equities”) through which the Feeder Funds conduct their investment program.

EMS Opportunity. (2) EMS Onshore Fund LP, a Delaware, USA, limited partnership (the “EOL Domestic Feeder”), EMS Overseas Ltd., a Cayman Islands exempted company which has checked the box to be treated as a partnership for USA tax purposes and is currently dormant and in liquidation phase (the “Dormant Feeder”) and EMS Overseas II Ltd., a Cayman Islands exempted company (the “EOL Offshore Feeder”, together with the EOL Domestic Feeder and the Dormant Feeder, the “EOL Feeder Funds”), which invests all of its investable capital in EMS Master Fund LP, a Cayman Islands exempted limited partnership (the “EOL Master Fund”), which in turn will invest capital in a trading subsidiary, EMS Opportunity Ltd., a Cayman

Islands exempted company (“EMSOL”) through which the EOL Feeder Funds conduct their investment program.

Tensor Opportunity Participation LLC, a Delaware limited liability company (the “Fund General Partner”), acts as the general partner to EMS Domestic Feeder, the EMS Master Fund, the EOL Domestic Feeder and the EOL Master Fund. The Fund General Partner is an affiliate of the Investment Adviser, as Edmond M. Safra is the managing member. The Fund General Partner may also serve as the general partner of pooled investment vehicles that are U.S. or offshore partnerships. It also serves as the managing member of special purpose vehicles which are Clients.

The Funds’ investment objectives, strategies, risks, structure, costs, withdrawal terms and other matters of importance are described in its offering and governing documents. Items 5 and 8 below provide details on EMS’ methods of analysis and investment strategies.

Each of EMS Equities and EMSOL may invest through other entities, which may be managed by EMS or by such other managers as EMS determines from time to time.

2. Investment Strategies and Types of Investments

The investment objectives of EMS Equities and EMSOL are to achieve capital appreciation.

EMS Equities primarily focuses its investment strategy on long and short investments in equity securities (including equity-related derivatives) deemed by the Investment Manager to be within the technology, media and telecommunications (“**TMT**”) and related sectors. EMS Equities’ approach may result in a concentrated portfolio.

EMSOL focuses its investment strategy on a wide range of liquid and illiquid investment strategies including, without limitation, equity and equity-related derivatives, other derivative instruments, global macro, sovereign debt, illiquid securities, private investments and real estate and real estate-related investments. EMSOL may conduct its investment program directly or through trading subsidiaries and other investment vehicles.

EMS Clients also invest in U.S. and non-U.S. private equity on behalf of certain Clients (“Private Investments”).

Please see Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) below for a more detailed description of the investment strategies pursued and types of investments made by the EMS Funds.

The descriptions set forth in this Brochure of specific advisory services that EMS offers to clients, and investment strategies pursued and investments made by EMS on behalf of its clients, should not be understood to limit in any way EMS’s investment activities. EMS may offer any advisory services, engage in any investment strategy and make any investment, even if not described in this Brochure, that EMS considers appropriate, subject to each client’s investment objectives and guidelines. Not all of the strategies described in this Brochure may be used at the same time or in the same proportions, and EMS may add, suspend, eliminate or modify

investment strategies at its discretion. The investment strategies EMS pursues are speculative and entail substantial risks. Investors should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.

C. Availability of Customized Services for Individual Clients.

Advisory services and restrictions are based on the strategy and regulatory limitations of the Fund. Generally, EMS has broad and flexible investment authority to invest in different economic sectors and geographical markets. Please refer to the offering documents of the Funds for additional details regarding investment restrictions.

D. Wrap Fee Programs.

EMS does not provide any wrap fee programs (programs that bundle brokerage and advisory services under a single comprehensive fee).

E. Assets Under Management.

As of December 31, 2018, EMS had \$3,052,165,299 of gross regulatory assets under management and a net AUM of \$2,291,574,474, all of which is managed on a discretionary basis subject to any investment limitations contained in the offering and governing documents.

Additional information about EMS's business, history, organization and other matters addressed in Item 4 (Advisory Business) can be found in the offering documents and/or organizational documents of the relevant Fund.

ITEM 5

FEES AND COMPENSATION

A. Advisory Fees and Compensation.

EMS charges a fixed management fee (the “Management Fee”) ranging from 0% to 1.5% per annum, of the net asset value per share of the respective Fund, and is described in the offering documents of each Fund or governing document of each other Client (including Private Investments), as applicable. Additional details as to how the Management Fee is calculated and paid is available in the respective Funds’ offering documents. EMS may elect to reduce or waive the Management Fee.

B. Payment of Fees.

The Management Fee paid by the Fund shall be calculated and paid in advance but shall be amortized monthly by the Fund over the quarter for which such Management Fee is paid. Unearned portions of the Management Fee shall be returned to investors.

C. Additional Fees and Expenses.

The Funds will bear its own and its attributable share of the respective master fund’s operating and other expenses, including, but not limited to:

(i) Investment-related expenses (e.g., brokerage commissions, clearing and settlement charges, custodial fees, interest expenses, initial and variation margin, broken deal expenses and other transactional charges, fees or costs, consulting, advisory, investment banking, valuation, legal and other professional fees relating to particular investments or contemplated investments as well as research-related expenses, including, without limitation, news and quotation equipment and services, market data services, fees to third-party providers of research and/or portfolio risk management services and research-related travel, meals and lodging);

(ii) Legal expenses (including with respect to litigation and threatened litigation, if any);

(iii) Any expenses associated with regulatory filings made in connection with the Fund’s operations and portfolio holdings (e.g., filings with the U.S. Securities and Exchange Commission (the “SEC”), but excluding the preparation of Form ADV, Form PF or Form CPO-PQR);

(iv) Expenses related to the maintenance of the Fund’s registered office and corporate licensing;

(v) Costs relating to communications with investors (including maintenance of the website, CRM and investor portal for the benefit of investors);

(vi) Accounting, audit and tax advice and preparation expenses (including compilation and preparation costs of financial statements, tax returns, reports to the partners of the Master fund and Schedules K 1);

(vii) Printing and mailing costs;

(viii) Market information systems and computer software and information expenses, fees of pricing, data and exchange services; valuation firms and financial modeling services, the costs and expenses of third-party P&L, or risk analytics, order, trade and commission management products and services (including, without limitation, the costs of risk management and trading software, or database packages), Bloomberg data and interface fees and user license fees of the investment professionals;

(ix) Insurance costs (including, without limitation, directors' and officers' liability or other similar insurance policies, errors and omissions insurance and other similar policies for the benefit of the Fund);

(x) Filing and registration fees (e.g., blue sky and corporate filing fees and expenses);

(xi) Fees of the Administrator (including reimbursable expenses);

(xii) Board of Directors' fees;

(xiii) The Management Fee;

(xiv) Any extraordinary expenses (including indemnification or litigation expenses and any judgments or settlements paid in connection therewith);

(xv) All other costs and expenses arising out of the Fund's indemnification obligations;

(xvi) Any and all taxes including entity-level taxes imposed on or with respect to the respective master fund without regard to the status or attributes of the partners of the respective master fund (other than entity-level taxes or "imputed underpayments" imposed under Section 6225 of the U.S. Internal Revenue Code of 1986, as amended (the "Code") (or any similar state or local law)) and governmental fees or other charges payable by or with respect to or levied against the Master Fund, its investments, or to federal, state, or other governmental agencies, domestic or foreign, including real estate, stamp, or other transfer taxes and expenses related to complying with AEOI (as defined below);

(xvii) Any and all fees and expenses relating to representation by the tax matters partner or the partnership representative, as applicable, of the respective master fund and its partners;

(xviii) All legal and other expenses relating to the on-going offer and sale of shares (and, directly and indirectly, interests in the respective master fund), (including, without limitation, any necessary updates to the Fund's documents, any regulatory filings made in

connection with the on-going offer and sale of shares and the negotiation and monitoring of any side letters);

(xix) Winding-up and liquidation expenses; and

(xx) Other similar expenses related to the Fund and the respective master funds;

For the avoidance of doubt, “similar expenses” refers to any expenses that are similar in type and nature to the expenses described in the previous sentence and any expenses determined by EMS to be primarily related to providing the proper infrastructure for EMS in connection with the Fund’s investments and operations; for instance, fees and expenses relating to the installation, servicing and maintenance of and consulting with respect to, information technology items that primarily serve EMS’ investment and accounting professionals in connection with the Fund’s investments or accounting; as another example, corporate governance services used by EMS to monitor securities, vote proxies and comply with related books and records requirements.

As another example, AIFMD (as defined below) recently came into effect and “similar expenses” borne by the Fund could include expenses relating to the offering and sale of Shares in compliance with the AIFMD.

To the extent that expenses to be borne by the Fund are paid by EMS, the Fund will reimburse EMS, as the investment manager, for such expenses.

Please refer to the “Fees and Expenses” section of the Funds’ offering documents for additional information. The Fund will also pay a performance fee, which is described below in Item 6.

D. Prepayment of Fees.

The Funds are generally required to pay the Management Fee in advance, at the beginning of each quarter. EMS refunds the unearned portion of any Management Fee paid in advance if a redemption is made from a Fund before the end of the quarter. The Management Fee is prorated for partial quarters.

E. Additional Compensation and Conflicts of Interest.

EMS and its supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or services fees other than as outlined in this section and further described under the “Fees and Expenses” section of the offering documents.

ITEM 6

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Performance Fee/ Incentive Allocation. The Funds, including the special purpose vehicles, will pay a performance-based compensation such as an incentive allocation (the “Incentive Allocation”) or carried interest to affiliates of EMS such as the general partner, special limited partner or the managing member of the relevant fund. The specific payment terms and other conditions of the performance-based compensation are set forth in the offering and governing documents.

The Incentive Allocation is generally paid at the end of each fiscal year of the Fund, of an aggregate amount ranging from 0% to 20% of the excess of any net capital appreciation allocated to accounts corresponding to each series of shares, *provided, however*, that the net capital appreciation, if any, upon which the calculation of the Incentive Allocation is based will be reduced to the extent of any unrecovered balance remaining in the Loss Recovery Account (as defined in the Fund’s offering document) maintained on the books and records of each Fund Capital Account. In the discretion of the General Partner, the Incentive Allocation may be waived, reduced or calculated differently. The managing member of Clients which are structured as special purpose vehicles may receive a carried interest distribution as opposed to an Incentive Allocation. The distributions are generally calculated on a “deal by deal” waterfall and the managing member will not receive carried interest until the limited partners receive distributions equal to their return of capital.

Allocation of Investment Opportunities. Certain clients managed by EMS may have investment objectives, programs, strategies and positions that are similar to, or may conflict with, those of another Fund, or may compete with, or have interests adverse to, the Fund. The portfolio strategies employed by EMS for its funds could conflict with the transactions and strategies employed by EMS in managing the Fund and may affect the prices and availability of the Financial Instruments in which the Fund invests. Conversely, participation in specific investment opportunities may be appropriate, at times, for both the Fund and another client managed by EMS.

It is the policy of EMS to allocate investment opportunities fairly and equitably over time. When it is determined by EMS that it would be appropriate for the Fund and one or more other clients to participate in an investment opportunity, EMS will ordinarily seek to execute orders for all such investment vehicles to be allocated fairly and equitably among those accounts, including instances where orders may be combined for the Fund and the other client. EMS determines for which of its accounts participation in a respective investment is considered appropriate and the allocation of such investment among such accounts, taking into account such factors as (a) whether the risk-return profile of the proposed investment is consistent with the account’s objectives; (b) investment guidelines and restrictions; (c) the potential for the proposed investment to create an imbalance in the account’s portfolio; (d) liquidity requirements; (e) available cash; (f) potentially adverse tax consequences; (g) tax or legal reasons; (h) regulatory restrictions that would or could limit an account’s ability to participate in a proposed investment; (i) to avoid odd-lots or in cases when a pro rata allocation would result in a de minimis

allocation; and (j) the need to re-size risk in the account's portfolio. Such considerations may result in allocations among the Fund and one or more other clients on other than a pari passu basis. In an instance where an order is combined for the Fund and the other clients, if such order cannot be fully executed under prevailing market conditions, the Financial Instruments may be allocated on a basis that EMS considers fair and equitable.

Compensation to the Fund General Partner and the Investment Manager. The Incentive Allocation, which arrangement was arrived at without negotiation with any third party, may create an incentive for the general partner and/or EMS, as the investment manager to cause the Fund to make investments that are riskier or more speculative than would be the case if such compensation were not performance-based, particularly in any period after losses have been suffered. In valuing such Financial Instruments, EMS will be subject to a conflict of interest since the Incentive Allocation allocated to the general partner and the special limited partner, each an affiliate of EMS and the Management Fee paid to EMS, will be calculated, in part, based on the values assigned to such Financial Instruments by EMS. In addition, because the Incentive Allocation is calculated on a basis that includes unrealized appreciation, the Incentive Allocation will be different from (and may be greater than) the result that would have been obtained if the Incentive Allocation were calculated based solely on realized gains.

EMS and its affiliates accept performance-based compensation from EMS Equities and EMSOL. As a result, EMS and its affiliates do not face the conflicts of interest that may arise when an investment adviser accepts performance-based compensation from some clients, but not from other clients. However, if EMS had clients which paid less fees, EMS and its affiliates may have an incentive to allocate limited investment opportunities to the clients from which the greatest performance-based fees may be earned.

Furthermore, EMS may manage entities which may co-invest with third parties through joint ventures or other entities. EMS may (or may not), in its discretion, charge carried interest, incentive allocation, management fees, transaction fees or other similar fees to co-investors and EMS may make an investment, or otherwise participate, in any vehicle formed to structure a co-investment to facilitate, among other things, receipt of such carried interest, incentive allocation, management fees, transaction fees or other similar fees. In those circumstances where the co-investors involve a management group, such co-investors may enter into compensation arrangements relating to such investments, including incentive compensation arrangements. Such compensation arrangements will reduce the returns to participants in the investments.

Additional information as to how the performance-based compensations are calculated is available in the respective Clients' offering or governing documents.

EMS does not manage accounts that are charged another type of fee, such as an hourly or flat fee.

ITEM 7

TYPES OF CLIENTS

Please refer to Item 4. B. “Description of Advisory Business” for details of the *clients* to whom EMS generally provides investment advice. Clients is as defined under Rule 203(b)(3)-1 of the Investment Advisers Act of 1940 and in the case of EMS, refers to the Funds and not the investors.

Investors in the Funds must meet certain suitability requirements as set forth in each Fund’s offering memorandum and/or operative documents. The offering memorandum for each Fund sets forth the required minimum amounts for investment by investors in such Fund. Minimum investment amounts have been, and may in the future be, waived at the sole discretion of EMS (or by such Fund, as applicable). EMS, in its sole discretion, will establish any minimum account requirements with respect to other Clients.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Fund's investment objective is to achieve capital appreciation. The Fund invests in securities the Investment Manager believes represent an opportunity for risk adjusted returns over time.

EMSEL primarily focuses its investment strategy on long and short investments in equity securities (including equity-related derivatives) deemed by the Investment Manager to be within the technology, media and telecommunications (“TMT”) sector. EMSEL’s approach may result in a concentrated portfolio. The Investment Manager typically has broad and flexible investment authority and may invest in or focus on other sectors from time to time and is not limited with respect to the types of investment strategies it may utilize on behalf of EMSEL or the markets or instruments in which it may cause EMSEL to invest.

EMSOL focuses its investment strategy on a wide range of liquid and illiquid investment strategies, without limitation, equity and equity-related derivatives similar to those in which EMSEL invests, other derivative instruments, global macro, sovereign debt, illiquid securities, private investments and real estate and real-estate related investments. EMSOL may conduct its investment program directly or through trading subsidiaries and other investment vehicles. Global macro investing consists of trading in global fixed income, currency and equity markets in order to exploit fundamental, economic, financial and political imbalances that may exist in and between markets throughout the world. EMS seeks to engage with company management, consultants, investors, industry analysts and similar such persons on a regular basis in an effort to test and support EMS’ views, to identify emerging industry and economic trends and mark inflection points in company fundamentals.

Currently, the trading strategy of EMSEL is mimicked within the EMSOL fund by grossing up the trades placed by the portfolio manager of EMSEL by approximately 20% within EMSOL. This policy is built into the trading order management system. The aggregation and allocation policy, along with any deviations, follow the policy as disclosed in EMS’ compliance manual.

In making investment decisions, EMS takes into account a variety of factors including the impact on portfolio diversification, risk attributes and research opportunity costs, among others. However, EMS is not limited with respect to the types of investment strategies it may utilize on behalf of the Fund or the markets or instruments in which it may cause the Fund to invest, but rather, relies on the knowledge and judgment of its investment team.

Turnover and Trading Frequency: Although the Fund generally has low turnover and daily trading volume, frequent trading may affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

The Funds’ investment program is speculative and entails substantial risks, including the loss of some or all of an investment. There can be no assurance that the Funds’ investment objective will be achieved or that investment results might not vary on a substantial basis. Prospective investors should speak with their legal, tax, and financial advisors prior to making an investment.

Please see the risk factors in the Fund's offering document which includes all material risks related to the Fund's investment strategy. The list of below, and the list of risk factors in the Fund's offering documents do not purport to be a complete enumeration or explanation of the risks involved in an investment in the Funds. It should be carefully evaluated before making an investment.

General risks include, but are not limited to, the operating history upon which prospective investors can evaluate a Fund's likely performance, limited liquidity, the ability of the investment manager to designate certain investments as Special Investments, as such term defined in the offering documents of the funds, the nature of investments and the investment manager's broad discretion, the effect of substantial withdrawals or redemptions, in-kind distributions, payment of withdrawal or redemption proceeds based on unaudited data, cross-class liability, side letters, key man, non-pro rata allocations, valuation of assets, incentive allocation, net asset value considerations, systems risk and cybersecurity, operational risk, investor due diligence and risk aggregators, employee and service provider misconduct, other accounts, delayed schedules k-1, trade execution risk, execution of orders, trading error risk, and the handling of mail.

Certain investment strategy and investment risks include, but are not limited to the following:

Limited Diversification. The Fund at times may be more concentrated than other investment vehicles. This limited diversification could expose the Fund to more rapid changes in value than would be the case if the Fund's portfolio were less concentrated.

Flexible Investment Approach. The Investment Manager has broad investment authority and may trade in any type of Financial Instrument, issuer, or group of related issuers, country, region and sector that it believes will help the Fund achieve its investment objective. Additionally, the strategies that the Investment Manager may pursue for the Fund are not limited to the strategies described in this Brochure; furthermore, such strategies may change and evolve materially over time. The Investment Manager has broad latitude with respect to the management of the Fund's risk parameters. The Fund is subject neither to formal diversification policies limiting the Fund's portfolio investments nor to formal leverage policies limiting the leverage to be used by the Fund. The Investment Manager will opportunistically implement whatever strategies, risk management techniques and discretionary approaches, as well as such other investment tactics, as it believes from time to time may be suited to prevailing market conditions. The Investment Manager may utilize such leverage, position size, duration and other portfolio management techniques as it believes are appropriate for the Fund.

Prospective investors must recognize that in investing in the Fund, they are placing their capital indirectly under the full discretionary management of the Investment Manager and authorizing the Investment Manager indirectly to trade for the Fund using whatever strategies and in such manner as the Investment Manager may determine, subject to any restrictions in the Fund documents. Any of these investment strategies, techniques, discretionary approaches and

investment tactics may not be thoroughly tested before being employed and may have operational or other shortcomings which could result in unsuccessful investments and, ultimately, losses to the Fund. In addition, any new investment strategy, technique and tactic developed by the Fund may be more speculative than earlier investment strategies, techniques and tactics and may involve material and as-yet-unanticipated risks that could increase the risk of an investment in the Fund. Investors generally will not be informed of any changes in the Investment Manager's strategies, techniques, discretionary approach and tactics. There can be no assurance that the Investment Manager will be successful in applying its approach and there is material risk that an investor may suffer significant impairment or total loss of its capital.

Concentrated Portfolio. EMS Equities expects to concentrate primarily in the TMT sector. Historically, the equities issued by companies in this sector have tended to exhibit a significant degree of correlation, especially during periods of market disruption. The concentration of the Fund's portfolio is expected to increase both risk and volatility.

The Investment Manager determines in its sole discretion whether an investment is deemed to be within the TMT sector. Accordingly, the Fund may invest in equity Financial Instruments that are not typically considered to fall within the TMT sector and it may not invest in equity Financial Instruments that are typically considered to fall within the TMT sector.

Investing in Technology Companies. The Fund expects to focus a portion of its assets in technology companies. Risks associated with such investments include: (i) the fact that certain companies in the Fund's portfolio may have limited operating histories; (ii) rapidly changing technologies and products which may quickly become obsolete; (iii) cyclical patterns in information technology spending which may result in inventory write-offs, cancellation of orders and operating losses; (iv) scarcity of management, engineering and marketing personnel with appropriate technological training; (v) the possibility of lawsuits related to technological patents; (vi) changing investor sentiments and preferences with regard to technology sector investments with their resultant effect on the price of underlying securities; and (vii) volatility in the stock markets affecting the prices of technology company securities, which may cause the Fund to experience substantial volatility.

Investing in Media Companies. The Fund expects to focus a portion of its investment activities in media companies. These companies are sensitive to, among other things: (i) global economic conditions; (ii) fluctuations in advertising expenditures from which media companies derive substantial revenue; (iii) seasonal fluctuations; changes in public and consumer tastes and preferences for products, content and services; (iv) rapidly changing technologies; (v) theft of intellectual property including lost revenue due to copyright infringement; (vi) retention of key talent and management; merger and acquisition activity; and (vii) regulation and other political considerations, which may cause the Fund to experience substantial volatility.

Investing in Telecommunications Companies. The Fund expects to focus a portion of its assets in telecommunications companies. Risks associated with such investments include: (i) rapidly changing technologies and products which may quickly become obsolete; (ii) the possibility of damage to or failure of computer and telecommunications equipment, software systems, distribution facilities and customer service centers; (iii) the possibility of unauthorized access to or sabotage of communications networks which may adversely affect market perception of these

companies and consequently, adversely affect their business and financial conditions; (iv) exposure to significant and frequently changing Federal, state, local and international regulation which may affect the business or operations of these companies; and (v) the possibility of lawsuits related to technological patents, which may cause the Fund to experience substantial volatility.

Use of Options. The Fund may buy or sell (write) both call options and put options (either exchange-traded, over-the-counter or issued in private transactions) and when it writes options it may do so on a “covered” or an “uncovered” basis. The Fund’s options transactions may be part of a hedging tactic (i.e., offsetting the risk involved in another Financial Instruments position) or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of Financial Instruments with a small commitment of capital. These activities involve risks that can be large, depending on the circumstances. In general, the principal risks involved in options trading can be described as follows, without taking into account other positions or transactions the Fund may enter into.

When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying Financial Instrument in the case of a call, or an increase (or inadequate decrease) in the Financial Instrument in the case of a put, could result in a total loss of the Fund’s investment in the option (including commissions). The Fund could mitigate those losses by selling short the Financial Instruments as to which it holds call options or taking a long position (i.e., by buying the Financial Instruments or buying options on them) on Financial Instruments underlying put options.

When the Fund sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying Financial Instrument above the exercise price. The risk is theoretically unlimited unless the option is “covered.” If it is covered, an increase in the market price of the Financial Instrument above the exercise price would cause the Fund to lose the opportunity for gain on the underlying Financial Instrument — assuming it bought the Financial Instrument for less than the exercise price. If the price of the underlying Financial Instrument were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Fund might suffer as a result of owning the Financial Instrument.

The seller of an uncovered put option theoretically could lose an amount equal to the entire aggregate exercise price of the option, if the underlying Financial Instrument were to become valueless. If the option were covered with a short position in the underlying Financial Instrument, this risk would be limited, but a drop in the Financial Instrument’s price below the exercise price would cause the Fund to lose some or all of the opportunity for profit on the “covering” short position—assuming the Fund is short for more than the exercise price. If the price of the underlying Financial Instrument were to increase above the exercise price, the premium on the option (after transaction costs) would provide profit that would reduce or offset any loss the Fund might suffer in closing out its short position.

Risks Relating to Global Macro Strategy. EMSOL's global macro investing will consist primarily of investing in global fixed income, currency and equity markets, and their related derivatives, in order to exploit fundamental, economic, financial and political imbalances that may exist in and between markets throughout the world. The success of the Investment Manager's global macro investing depends on the Investment Manager's ability to identify and exploit such perceived imbalances. Identification and exploitation of such imbalances involves significant uncertainties. There can be no assurance that the Investment Manager will be able to locate investment opportunities or to exploit such imbalances. In the event that the theses underlying EOL's positions fail to be borne out in developments expected by the Investment Manager, EOL may incur losses, which could be substantial.

Other risks associated to the products traded by EMSOL include risks relating to sovereign debt, debt securities in general, fixed income Financial Instruments, prepayment risk, futures contracts risks, possible effects of speculation position limits, commodity futures risk, stock index futures risk, cash and forward trading, synthetic assets and credit default swaps, risks related to real estate investments, risks related to private investments, risks of acquiring real estate loans and participations,

Equity Securities. The Fund intends to invest in equity, equity-linked securities (such as preferreds) and derivatives (such as options and warrants). The value of these Financial Instruments generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Fund may suffer losses if it invests in equity securities of issuers whose performance diverges from the Investment Manager's expectations or if equity markets generally move in a single direction and the Fund has not hedged against such a general move. The Fund also may be exposed to risks that issuers will not fulfill contractual obligations such as, in the case of convertible securities or private placements, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

Equity Price Risk. The Fund's investment portfolios will include long and short positions in equity securities of public and private, listed and unlisted companies. Equity securities fluctuate in value in response to many factors, including, among others, the activities and financial condition of individual companies, the business market in which individual companies compete, geographic markets, industry market conditions, interest rates and general economic environments. In addition, events such as the domestic and international political environments, terrorism and natural disasters, may be unforeseeable and contribute to market volatility in ways that may adversely affect investments made by the Fund.

Derivatives. The Fund may utilize both exchange-traded and "over-the-counter" ("**OTC**") derivatives, including, but not limited to, futures, forwards, swaps, options and contracts for differences, as part of its investment strategies and for hedging purposes. Regulatory restraints may restrict the Financial Instruments that the Fund may trade. Derivative instruments are highly volatile, involve certain special risks and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, depending on the type of Financial Instrument, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further

losses exceeding any margin deposited. In addition, daily limits on price fluctuations and speculative position limits on exchanges may prevent prompt liquidation of positions resulting in potentially greater losses. Further, when used for hedging purposes, there may be an imperfect correlation between these Financial Instruments and the investments or market sectors being hedged. Transactions in over-the-counter contracts may involve additional risk as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk. Contractual asymmetries and inefficiencies can also increase risk, such as break clauses, whereby a counterparty can terminate a transaction on the basis of a certain reduction in net asset value of the Fund, incorrect collateral calls or delays in collateral recovery. The Fund may also sell covered and uncovered options on Financial Instruments. To the extent that such options are uncovered, the Fund could incur an unlimited loss.

OTC Derivatives. The U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) includes provisions that comprehensively regulate the OTC derivatives markets for the first time, including the swap markets.

The Dodd-Frank Act and regulations implementing the Dodd-Frank Act mandate that certain OTC derivatives must be submitted for clearing to regulated clearinghouses. OTC trades submitted for clearing will be subject to minimum initial and variation margin requirements set by the relevant clearing member and clearinghouse, as well as possible SEC- or CFTC-mandated margin requirements. The regulators also have broad discretion to impose margin requirements on non-cleared OTC derivatives and new requirements on holding of customer collateral by OTC derivatives dealers. These requirements may increase the amount of collateral the Fund is required to provide and the costs associated with providing it. Although the Dodd-Frank Act includes limited exemptions from the clearing and margin requirements for certain “end-users,” the Fund does not expect to be able to rely on such exemptions. In addition, the OTC derivative dealers with which the Fund executes the majority of its OTC derivatives will be subject to clearing and margin requirements irrespective of whether the Fund is subject to such requirements. OTC derivative dealers also will be required to post margin to the clearinghouses through which they clear their customers’ trades instead of using such margin in their operations, as is currently permitted. This will increase the OTC derivative dealers’ costs and these increased costs are expected to be passed through to other market participants in the form of higher upfront and “mark-to-market” margin, less favorable trade pricing and the possible imposition of new or increased fees.

The SEC and/or CFTC may also require certain derivative transactions that are currently executed on a bi-lateral basis in the OTC markets to be executed through a regulated securities, futures, or swap exchange or execution facility. Such requirements may make it more difficult and costly for investment funds, including the Fund, to enter into tailored or customized transactions. They may also render certain strategies in which the Fund might otherwise engage impossible or so costly that they will no longer be economical to implement.

The Dodd-Frank Act requires entities that make markets in swaps or otherwise deal in OTC derivatives and OTC derivatives market participants that maintain substantial swap positions or create substantial counterparty exposure with potentially serious adverse effect on the US

financial system, to register with the SEC and/or CFTC as swap dealers or major swap participants. Although neither the Fund nor the Investment Manager expects to fall into either category, it is possible that going forward, the Fund and/or the Investment Manager may be required to register with the SEC and/or CFTC as swap dealers or major swap participants. Registered swap dealers and major swap participants are subject to a number of regulatory requirements, including minimum capital and margin requirements, business conduct and documentation standards, disclosure and transparency obligations regarding pricing, risks and conflicts of interest, reporting and recordkeeping requirements, position limits and other regulatory burdens. These requirements may increase the overall costs for swap dealers to transact in OTC derivatives, which costs are likely to be passed along to market participants. The overall impact of the Dodd-Frank Act on the Fund and the Investment Manager is uncertain and it is unclear how the OTC derivatives markets will adapt to this new regulatory regime together with additional, sometimes overlapping, regulatory requirements imposed by non-US regulators.

Although the Dodd-Frank Act will require many OTC derivative transactions previously entered into on a principal-to-principal basis to be submitted for clearing by a regulated clearinghouse, certain of the derivatives that may be traded by the Fund may remain over-the-counter or principal-to-principal contracts between the Fund and third parties entered into privately. The risk of counterparty nonperformance can be significant in the case of these over-the-counter instruments and “bid-ask” spreads may be unusually wide in these heretofore substantially unregulated markets. While the Dodd-Frank Act is intended in part to reduce these risks, its success in this respect may not be evident for some time after the Dodd-Frank Act is fully implemented, a process that may take several years or more.

The European Market Infrastructure Regulation similarly seeks to comprehensively regulate the OTC derivatives market in Europe for the first time including, in particular, by imposing mandatory central clearing, trade reporting and, for non-centrally cleared trades, risk management obligations on counterparties. Taken together, these regulatory developments may increase the OTC derivative dealers’ costs and these increased costs are expected to be passed through to other market participants in the form of higher margin requirements, less favorable trade pricing and possible new or increased fees.

Options. The purchase or sale of an option involves the payment or receipt of a premium by the Fund and the corresponding right or obligation to either purchase or sell the underlying security or other instrument for a specific price at a certain time or period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so the Fund loses its premium. Selling options involves potentially greater risk because the Fund is exposed to the extent of the actual price movement in the underlying security, which could result in a potentially unlimited loss. Over-the-counter options involve counterparty solvency risk.

Enhanced Regulation of Short Sales. Since November 2012, short sales are subject to the provisions of the E.U. Regulation on Short Selling (the “Short Selling Regulation”), which was published in the Official Journal of the European Union on March 24, 2012. The Short Selling Regulation introduces restrictions and disclosure requirements for persons taking short positions in E.U. shares and sovereign bonds and prohibits entering into uncovered credit default swaps in

relation to E.U. sovereign debt (i.e., where the investor does not have an exposure that it is seeking to hedge either to the sovereign debt itself or to assets or liabilities whose value is correlated to the sovereign debt). In addition, the Short Selling Regulation permits the competent authorities of E.U. Member States to prohibit or restrict short sales, limit sovereign credit default swaps and impose emergency disclosure requirements, among other things, during times of stressed markets. Competent authorities may also restrict short sales of individual Financial Instruments which have suffered a significant fall in price in a single day.

The provisions of the SEC rules and the Short Selling Regulation may hinder the Fund's investment program by preventing it from taking positions that the Investment Manager considers favorable. They may also result in overvaluations of certain Financial Instruments due to restrictions on market efficiency. In addition, the SEC's "Circuit Breaker Uptick Rule" and the emergency powers granted under the Short Selling Regulation to competent authorities during times of stressed markets and with respect to individual Financial Instruments, may adversely affect the Fund by preventing it from taking hedging positions or other positions that the Investment Manager considers to be in the Fund's best interests. The imposition of emergency measures under the Short Selling Regulation could, therefore, result in substantial losses to the Fund.

Risks Relating to Derivative Financial Instruments Generally. The Fund may employ derivative securities and instruments, or "derivatives", which include securities, instruments and contracts that are derived from and are valued in relation to one or more underlying securities, financial benchmarks or indices. Derivatives typically allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark or index at a fraction of the cost of acquiring, borrowing or selling short the underlying asset. The value of a derivative depends largely upon price movements in the "referenced" (or "underlying") asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading. However, there are a number of additional risks associated with derivatives trading. Transactions in certain derivatives are subject to clearance on a U.S. registered clearinghouse or exchange and to regulatory oversight, while other derivatives are subject to risks of trading in the over-the-counter markets or on non-U.S. clearinghouses or exchanges. Price movements of futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities or other referenced assets underlying them. In addition, the Fund's assets may also be subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties. Additional risks associated with derivatives trading include:

Swap Transactions Generally. The Fund may engage in swap transactions. The Fund will usually enter into swaps on a net basis; i.e., the two payment streams are netted out in a cash settlement on the payment date or dates specified in the agreement. The Fund receives or pays, as the case may be, only the net amount of the two payments. The Fund may employ swaps for speculative purposes, such as to obtain the price performance of a security without purchasing it

in cases where the security is illiquid, unavailable for direct investment or available only on less attractive terms.

Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the exposure of the Fund to long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, mortgage Financial Instruments, corporate borrowing rates, asset-backed Financial Instruments, collateralized debt obligations, indices, or other factors such as Financial Instrument prices, baskets of equity Financial Instruments, or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Fund is not precluded from any particular form of swap agreement if the Investment Manager determines it is consistent with the investment objective and policies of the Fund.

Swap agreements tend to shift investment exposure from one type of investment to another. For example, if the Fund agrees to exchange payments in dollars for payments in non-U.S. currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to non-U.S. currency and interest rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the portfolio of the Fund. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values, or other factors that determine the amounts of payments due to and from the Fund. If a swap agreement calls for payments by the Fund, the Fund must be prepared to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by the Fund.

Stock Index and Market Options. The Fund may also purchase and sell call and put options on stock indices and exchange-traded funds ("ETFs") listed on national securities exchanges or traded in the over the counter market for the purpose of realizing its investment objective or for the purpose of hedging its portfolio. A stock index or ETF fluctuates with changes in the market values of the stocks included in the index or ETF. The effectiveness of purchasing or writing stock index or ETF options for hedging purposes will depend upon the extent to which price movements in the Fund's portfolio correlate with price movements of the stock indices or ETFs selected. Because the value of an index or ETF option depends upon movements in the level of the index or ETF rather than the price of a particular stock, whether the Fund will realize gains or losses from the purchase or writing of options on indices or ETFs depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices or ETFs, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by the Fund of options on stock indices or ETFs will be subject to the ability of the Investment Manager to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

Effects of Speculative Position Limits. The CFTC and the U.S. commodities exchanges impose limits, referred to as “speculative position limits,” on the maximum net long or net short speculative positions that any person may hold or control in any particular futures or options contracts traded on U.S. commodities exchanges. The Dodd-Frank Act significantly expands the CFTC’s authority to impose position limits with respect to futures contracts, options on futures contracts, swaps that are economically equivalent to futures or options on futures, swaps that are traded on a regulated exchange and certain swaps that perform a significant price discovery function. In addition, the Dodd-Frank Act requires the SEC to set position limits on security-based swaps. The Investment Manager could be required to liquidate positions held for the Fund, or may not be able to fully implement trading ideas, in order to comply with such limits. Any such liquidation or limited implementation could result in substantial costs to the Fund.

Undervalued Financial Instruments. One of the key objectives of the Fund is to identify and invest in undervalued Financial Instruments (“misvalued Financial Instruments”). The identification of investment opportunities in misvalued Financial Instruments is a difficult task and there can be no assurance that such opportunities will be successfully recognized. While purchases of undervalued Financial Instruments offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the investments of the Fund may not adequately compensate for the business and financial risks assumed.

The Fund may make certain speculative investments in Financial Instruments which the Investment Manager believes to be misvalued; however, there can be no assurance that the Financial Instruments purchased and sold will in fact be misvalued. In addition, the Fund may be required to maintain positions in such Financial Instruments for a substantial period of time before realizing their anticipated value. During this period, a portion of the capital of the Fund may be committed to the Financial Instruments, thus possibly preventing the Fund from investing in other opportunities. In addition, the Fund may finance any such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

“Widening” Risk. For reasons not necessarily attributable to any of the risks enumerated above (for example, supply/demand imbalances or other market forces), the prices of the Financial Instruments in which the Fund invests may decline substantially. In particular, purchasing assets at what may appear to be “undervalued” levels is no guarantee that these assets will not be trading at even more “undervalued” levels at a time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, such “spread widening” risk.

Exposure to Material Non-Public Information. From time to time, the Investment Manager may receive material non-public information with respect to an issuer of publicly traded securities or other Financial Instruments. In such circumstances, the Fund may be prohibited, by law, policy or contract, for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer and (iii) pursuing other investment opportunities related to such issuer.

Reliance on Experts. The Investment Manager may engage and retain strategic advisors, consultants, senior advisors and other similar professionals, including members of “expert networks” who are not employees or affiliates of the Investment Manager and its affiliates (the

“EMS Group”) and which may include former senior officials and other high-profile political figures, including persons known to be close associates of such individuals. The nature of the relationship with each of these professionals and the amount of time devoted or required to be devoted by them may vary considerably. In certain cases, they provide the Investment Manager with industry- or jurisdiction-specific insights and feedback on investment themes, assist in transaction due diligence and make introductions to and provide reference checks on management teams. In other cases, they take on more extensive roles and contribute to the origination of new investment opportunities. In certain instances the Investment Manager may have formal arrangements with these professionals (which may or may not be terminable upon notice by any party) and in other cases the relationships may be more informal.

There can be no assurance that any of the consultants and/or other professionals will continue to serve in such roles and/or continue their arrangements with the Investment Manager throughout the term of the Fund. Further, in the event that material non-public information is obtained by such persons, the Fund may become (or may elect to become) subject to trading restrictions pursuant to the internal trading policies of the Investment Manager or as a result of applicable law or regulations or be prohibited for a period of time from purchasing or selling Financial Instruments, which prohibition may have an adverse effect on the Fund. The EMS Funds and the Investment Manager may also become subject to legal, regulatory, reputational and other unforeseen risks as a result of these professionals’ high-profile positions.

Illiquid Financial Instruments. From time to time, the Fund may invest in structured products, derivatives and other types of unregistered Financial Instruments, which are generally not publicly-traded. The Fund may not be able to readily dispose of such non-publicly-traded Financial Instruments and, in some cases, may be contractually prohibited from disposing of such Financial Instruments for a specified period of time. Accordingly, the Fund may be forced to sell its more liquid positions at a disadvantageous time, resulting in a greater percentage of the portfolio consisting of illiquid Financial Instruments. In addition, the market prices, if any, for such illiquid Financial Instruments tend to be volatile and the Fund may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of illiquid Financial Instruments also often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of Financial Instruments eligible for trading on national securities exchanges or in the over-the-counter markets. Furthermore, valuing such Financial Instruments may be difficult and lead to uncertain marks. It also should be noted that, even those markets which the Investment Manager expects to be liquid can experience periods, possibly extended periods, of illiquidity.

“New Issue” Trading. U.S. Financial Industry Regulatory Authority, Inc. (“FINRA”) Rule 5130 and FINRA Rule 5131, as each may be amended, supplemented and interpreted from time to time, regulate participation in new issues (as such term is defined in FINRA Rule 5130, “New Issues”). In the event that the Fund elects to trade New Issues, a Shareholder that the Investment Manager, in its sole discretion, determines is (or deems to be) restricted from participation in New Issues under FINRA Rule 5130 and/or FINRA Rule 5131, in either case, will not be permitted to participate or participate fully in the profits or losses generated by those trades. See “Determination of Net Asset Value.”

Private Investments Generally. While private investments are not a core focus of the Fund's investment strategy, the Fund may invest in select private investments. The Fund may not be able to readily dispose of such private investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Accordingly, the Fund may be forced to sell its more liquid positions at a disadvantageous time, resulting in a greater percentage of the portfolio consisting of illiquid securities. In addition, the market prices, if any, for private investments tend to be volatile and the sale of such private investments often require more time and result in higher brokerage charges or dealer discounts and other selling expenses than do the sale of investments eligible for trading on national securities exchanges or in the over-the-counter markets. There may be limited information available about the assets of such issuers of the private investments which may make valuation of such investments difficult or uncertain and such investments can experience periods of illiquidity.

IPO Securities. The Fund may purchase securities of companies in initial public offerings or shortly thereafter. Special risks associated with these securities may include a limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the company and limited operating history. These factors may contribute to substantial price volatility for the shares of these companies and, thus, for the value of the Fund's interests. The limited number of shares available for trading in some initial public offerings may make it more difficult for the Fund to buy or sell a significant number of shares without an unfavorable impact on prevailing market prices. In addition, some companies in initial public offerings are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these companies may be undercapitalized or regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of achieving them. These factors may contribute to substantial price volatility for such securities and, thus, for the performance of the Fund.

Convertible Securities. The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to

a third party. Any of these actions could have an adverse effect on the Fund's ability to achieve its investment objective.

Non-U.S. Investments and Emerging Markets. Investing in the Financial Instruments of companies located outside the U.S. (including, western countries, "emerging market" countries and underdeveloped countries) involves certain considerations not usually associated with investing in Financial Instruments of U.S. companies, including political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain, or other income; the small size of the Financial Instruments markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the Fund's investment opportunities.

In addition, accounting and financial reporting standards that prevail in non-U.S. countries generally are not equivalent to U.S. standards and, consequently, less information is available to shareholders of companies located in such countries than is available to shareholders of companies located in the U.S. Moreover, an issuer of Financial Instruments may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the Financial Instruments markets of different countries and their associate risks, are not expected to be highly correlated with each other and may behave in unpredictable ways. There is also less regulation, generally, of the Financial Instruments markets in non-U.S. countries.

The Fund may be subject to additional risks which include possible adverse political and economic developments, possible seizure or nationalization of non-U.S. deposits and possible adoption of governmental restrictions which might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. Furthermore, some of the Financial Instruments may be subject to brokerage, stamp, or other taxes levied by governments, which have the effect of increasing the cost of such investment and reducing the realized gain or increasing the realized loss on such Financial Instruments at the time of sale. Furthermore, a non-U.S. issuer of debt or the non-U.S. governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or interest when due and the Fund may have limited recourse in the event of a default. Some of these risks do not apply equally to issuers in larger, more developed countries. These risks are more pronounced in investments in issuers in countries with emerging markets or if the Fund invests significantly in a particular country.

Investment in emerging market Financial Instruments and underdeveloped markets involves a greater degree of risk than an investment in Financial Instruments of issuers based in developed countries. Among other things, emerging market Financial Instruments investments may carry the risks of less publicly available information, more volatile markets, less strict securities market regulation, less favorable tax provisions and a greater likelihood of severe inflation, unstable currency, war and expropriation of personal property than investments in Financial

Instruments of issuers based in developed countries. In addition, the Fund's investment opportunities in certain emerging markets may be restricted by legal limits on foreign investment in local Financial Instruments.

Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the Financial Instrument may not exist locally and transactions will need to be made on a neighboring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market Financial Instruments, little or no market may exist for the Financial Instruments. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the actual circumstances being reported.

The issuers of some non-U.S. Financial Instruments, such as banks and other financial institutions, may be subject to less stringent regulations in emerging markets than would be the case for issuers in developed countries and therefore potentially carry greater risk. Custodial expenses for a portfolio of emerging markets securities generally are higher than for a portfolio of Financial Instruments of issuers based in developed countries.

While the Investment Manager will take these factors into consideration in making investment decisions for the Fund, no assurance can be given that it will be able to fully avoid these risks.

Other risks include, but are not limited to, BREXIT, political uncertainty and rise of populist political movements, terrorist action, general economic and market conditions, highly volatile markets, small and medium capitalization companies, unforeseen events, leverage and borrowing for operations, hedging transactions, counterparty and custodial risk, systemic risk, currency exposure, transaction costs, business and regulatory risks, EU Directive on alternative investment fund managers, transaction costs, contingency reserves and holdbacks, short selling, risk of litigation, trading and investing affiliates, tax considerations including, but not limited to ECI, UBTI, changes in tax law and non-US taxation, additional withholding and reporting requirements, and tax audits, no control of the companies in which the Fund invests, duration of investment positions, availability of investment strategies, competition, equity price risk, enhanced scrutiny and regulations of the private investment fund and financial services industries, rule 5016(d), pay to play laws, regulations and policies, laws of other jurisdictions where the Fund is marketed, ACS 820, absence of regulatory oversight, legal risk, and ERISA plan assets risk.

The special purpose vehicles were organized for the purposes of directly or indirectly through subsidiaries and affiliates to invest in, hold, sell and otherwise deal, at times through joint investment vehicles with other investors, in securities and ownership interests of public or non-public companies, to share in the profits and losses therefrom and to engage in all activities and transactions incidental or ancillary thereto or that the managing member of the special purpose vehicle may deem necessary or advisable in connection with the powers granted to it under the relevant governing documents.

These statements should not be interpreted to limit in any way EMS's investment activities. EMS may offer any advisory services, provide advice with respect to any investment strategies and make any investments, including those that are not included in this Brochure, that EMS considers appropriate, subject to each Client's investment objectives and guidelines. Specific descriptions of such strategies and methods are included in each Client's offering and governing documents.

ITEM 9
DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to EMS' investment advisory business or the integrity of EMS' management.

ITEM 10

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration Status.

Neither EMS nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator (“CPO”), or Commodity Trading Adviser Registration Status.

Neither EMS nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. While the Fund and EMS may trade commodity interests, EMS is exempt from registration with the U.S. Commodity Futures Trading Commission (the “CFTC”) as a CPO and the funds which EMS manages qualifies for exemptions under CFTC Rule 4.13(a).

C. Material Relationships or Arrangements with Industry Participants.

EMS Capital Holding Inc., a corporation incorporated in Delaware, serves as the general partner to EMS. Edmond M. Safra is the sole shareholder of this entity.

Tensor Opportunity Participation LLC, a limited liability corporation incorporated in Delaware, serves as the general partner to the master funds as well as the managing member to certain private funds, and has delegated its day-to-day investment management responsibilities to EMS. Edmond M. Safra is the managing member of this entity.

The Fund, without any further approval or notification of any shareholder or other person, has the authority to issue shares and enter into letter agreements or other similar agreements (collectively, “Side Letters”) with one or more shareholders, including employees, principals, or members of the Investment Manager, relatives of such persons and related entities and seed investors, which provide such shareholders with additional and/or different rights including, without limitation, the right to receive reports on a more frequent basis which will include information not provided to other shareholders, management fees, incentive allocations, minimum investment amounts, and liquidity terms than other shareholders.

Certain Funds have entered into and may from time to time enter into letter agreements or other similar agreements (collectively, “Side Letters”) with one or more shareholders which provide such shareholder with additional and/or different rights (including, without limitation, with respect to access to information, Management Fees and Incentive Allocation, minimum investment amounts, and liquidity terms) than such shareholder(s) have pursuant to the Fund’s offering documentation. As a result of such Side Letters, new classes of Shares in the Fund may be established by the Board of Directors without the approval of the existing shareholder(s) and certain shareholders may receive additional benefits (including, but not limited to, reduced fee obligations, the ability to redeem Shares on shorter notice and/or expanded informational rights)

which other shareholders will not receive. For example, a Side Letter may permit a shareholder to redeem Shares on less notice and/or at different times than other shareholders. As a result, should the Fund experience a decline in performance over a period of time, a shareholder who is party to a Side Letter that permits less notice and/or different redemption times may be able to redeem Shares prior to other shareholders. The Board of Directors will not be required to notify any or all of the other shareholders of any such Side Letters or any of the rights and/or terms or provisions thereof, nor will the Board of Directors be required to offer such additional and/or different rights and/or terms to any or all of the shareholders. The Board of Directors may enter into such Side Letters with any party as the Board of Directors may determine in its sole and absolute discretion at any time. The other shareholders will have no recourse against the Fund, the Investment Manager and/or any of their respective affiliates in the event that certain shareholders receive additional and/or different rights and/or terms as a result of such Side Letters.

D. Material Conflicts of Interest Relating to Other Investment Advisers.

Certain inherent conflicts of interest arise from the fact that EMS and its affiliates provide investment management services to the Funds, and may, in the future, also carry on investment activities for other clients, including other investment funds sponsored by EMS and its affiliates, in which the Funds have no interest ("Other Accounts"). The respective investment program of the Funds and Other Accounts may or may not be substantially similar.

EMS will allocate investment opportunities fairly and equitably among the Funds. Opportunities will be allocated among the Funds for which participation in the respective opportunity is considered appropriate, taking into account, among other considerations (a) whether the risk-return profile of the proposed investment is consistent with the Fund's objectives; (b) investment guidelines and restrictions; (c) the potential for the proposed investment to create an imbalance in the account's portfolio; (d) liquidity requirements; (e) available cash; potentially adverse tax consequences; (f) tax or legal reasons; (g) regulatory restrictions that would or could limit an account's ability to participate in a proposed investment; (h) to avoid odd-lots or in cases when a *pro rata* allocation would result in a *de minimis* allocation; and (i) the need to re-size risk in the Fund's portfolio. Such considerations may result in allocations among on other than a *pro rata* basis.

In managing the Funds' portfolios, EMS may aggregate trades, subject to best execution. Aggregation describes a procedure whereby an investment adviser combines the orders of two or more funds into a single order. Aggregation opportunities for EMS generally arise when more than one Fund is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. EMS may aggregate orders when doing so will result in a better overall price for such trades.

In addition, when EMS encounters investment opportunities which are appropriate for more than one Fund or when an aggregated order is only partially filled, EMS will allocate the investment opportunity or a partially filled order on a fair and equitable basis. When aggregating orders, all Funds will be treated in a fair and equitable manner and will document deviations from this general allocation policy.

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

A. Code of Ethics.

EMS strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. In seeking to meet these standards, a Code of Ethics (the “Code”) has been implemented to incorporate the following principles that all employees are expected to uphold: (a) employees must at all times place the interests of the Funds first; (b) all personal securities transactions must be conducted in a manner consistent with the Code; (c) employees must not take any inappropriate advantage of their position; (d) information concerning the identity of securities and financial circumstances of the clients, and its investors, must be kept confidential; and (e) independence in the investment decision-making process must be maintained at all times.

Personal Trading. Employees are not permitted to maintain personal brokerage accounts for the purpose of trading single named securities, including bonds, limited futures and derivatives related to single named securities except for (i) publicly traded index funds or index based unit investment trusts listed on a national exchange such as ETFs, ETNs, SPDRs, NASDAQ 100 Trust, etc. and (ii) the purpose of holding or liquidating any such holdings after the commencement of employment. The Code also places requirements on personal trading by employees, including that they disclose to EMS the following: (i) certain brokerage accounts, (ii) their personal securities transactions on a monthly basis, and (iii) initial and annual holdings reports. Employees must also adhere to a pre-clearance policy for certain personal securities transactions, including, but not limited to tender offers, private investments in public entities and other acquisition transactions, and equity. Certain restrictions also apply to personal trading accounts, including, but not limited to, excessive and speculative trading (holding period of 30 days), a restricted list, investment in securities which are contrary to the interest of the Funds, and any securities held in the account of the Funds which are actively trading.

Inside Information. EMS has also adopted policies and procedures that EMS believes to be reasonably designed to prevent the receipt and misuse of material, non-public information by EMS and all of its officers, and employees. As part of these policies and procedures, EMS has established a “restricted list.” EMS and its officers and employees are prohibited from trading in any issuer included on the restricted list until such time as the issuer’s name is removed from the list. EMS also generally conducts an annual training session to educate its employees as to examples and red flags of inside information, including examples of such information which may be obtained through friends and family, the use of “expert networks,” and/or solicitation by third party firms to participate in private transactions involving publicly traded companies.

Notwithstanding EMS’ policies and procedures, there may be situations in which an officer, or employee of EMS receives material, non-public information, inadvertently or otherwise. If this occurs, EMS’ policies and procedures require such officer or employee to immediately to notify the Chief Compliance Officer, who will then place the issuer’s name on the restricted list and

any further trading in that security will be prohibited until the Chief Compliance Officer determines that it is appropriate to remove the issuer from the list. The Chief Compliance Officer will determine whether further steps are necessary (in accordance with EMS' policies and procedures). As a result of these policies and procedures, EMS may be unable to trade in a particular security even though EMS might otherwise believe that a trade is warranted and in the best interests of its clients. This could negatively impact the performance of the Fund's portfolio.

Trade Errors. Examples of trade errors include, but are not limited to (i) placement of orders in excess of the amount of securities the Fund intended to trade, (ii) sale of a security when it should have been a purchase, (iii) purchase of a security when it should have been a sale, (iv) purchase or sale of the wrong security, (v) purchase or sale of a security contrary to regulatory restrictions or Fund investment guidelines or restrictions, and (vi) incorrect allocations of securities amongst Funds. It is the policy of EMS to ensure that each error is detected and corrected in an expeditious manner. In preventing and correcting trade errors, the policies and procedures which EMS has in place include a review by the portfolio manager and trading desk of trades placed during the day, for errors to be corrected as soon after discovery as reasonably practical and in such a manner which reduces the Fund's loss, for all errors to be reported to the CCO who will document errors in a log, and for trade errors to be resolved in consultation with the portfolio manager, the CFO and the President of EMS. Pursuant to exculpation and indemnification provisions described in the Fund's private placement memorandum, EMS will generally not be liable to the Funds for any act or omission, absent bad faith, willful misconduct or gross negligence, and the Funds will generally be required to indemnify any losses they may incur. As a result of these provisions, the Funds (and not EMS) will be responsible for any losses resulting from trading errors and similar human errors, absent bad faith, willful misconduct or gross negligence.

Gifts. To maintain objectivity, EMS employees are generally not permitted to give or accept gifts with a value greater than USD 250 (the "Nominal Value") from any one doing business with EMS. Anything which is in excess of this Nominal Value will be immediately reported to the Chief Compliance Officer and further action to dispose of the gift fairly will be taken.

Outside Business Activity. An employee's service on the board of directors of an outside company, as well as other outside activities could generally lead to potential conflicts of interest and insider trading problems, and may interfere with the employee's duties to EMS. Although EMS encourages its employees to participate actively in and provide leadership to community, charitable, and professional activities, all employees must obtain prior written approval from the Chief Compliance Officer before taking up any paid or unpaid external charitable, political or business position or accepting such position, especially if such activities are appointments to business directorships or officerships and/or outside employment. EMS generally prohibits its employees from accepting employment outside of EMS, including undertaking any independent practice as a financial advisor that could result in compensation.

Investors may request a copy of the Code by contacting EMS at the email address or telephone number listed on the cover page of this document.

B. Securities That You or a Related Person Has a Material Financial Interest.

Not Applicable, as EMS or a related persons do not recommend to the Funds, or buys or sells for the Funds, securities in which EMS or a related person has a material financial interest.

1. Cross Trades

To the extent certain clients may engage in a Cross Trade (which can happen for a variety of reasons, including tax purposes, liquidity purposes, to rebalance client portfolios, or to reduce transaction costs that may arise in an open market transaction), we will follow a policy whereby we evaluate the trade from the perspectives of both of the clients involved and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those clients. We generally intend to execute Cross Trades, if at all, with the assistance of a broker-dealer that executes and books the transaction at the close of the market on the day of the transaction. Alternatively, a cross transaction between two clients may occur as an “internal cross”, where we instruct the custodian for the clients to book the transaction at the price determined in accordance with our valuation policies and procedures. If we effect an internal cross, we will not receive any fee in connection with the completion of the transaction.

2. Principal Transactions

To the extent that Cross Trades may be viewed as principal transactions (as such term is used under the Investment Advisers Act of 1940 (the “Advisers Act”)), such transactions will be conducted in a manner that complies with the requirements of Section 206(3) of the Advisers Act.

C. Investing in Securities That You or a Related Person Recommends to Clients and Contemporaneous Trading.

Although we have a policy in place to restrict trading of single named securities by employees, the employees of EMS may have an interest in the Fund’s transactions as they may personally hold the same securities that EMS recommends to the Fund in their personal trading accounts. These transactions involve a conflict of interest as EMS or its employees may benefit from a fluctuation in price based on the timing of the transaction. To address this conflict of interest, EMS and its employees will adhere to the following guidelines regarding personal trading:

1. All personal trade transactions relating to a list of covered security types require pre-approval by the Compliance Group. Approval will not be granted if the Fund intends to trade or has recently traded in the same name.
2. Employees are prohibited from executing transactions in any securities that are (i) on EMS’ restricted list, (ii) held in the account of EMS’ Clients and are actively trading on the blotter and/or (iii) contrary to the positional view of the Client.
3. Further, employees are required to hold positions for 30 days.

ITEM 12

BROKERAGE PRACTICES

A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.

The Client's securities transactions can be expected to generate a substantial amount of brokerage commissions and other compensation, including clearing fees and charges. EMS has complete discretion, in accordance with its investment objective, policies and restrictions, in deciding which brokers and dealers the Clients will use and in negotiating the rates of brokerage commissions and other compensation. The Clients buy and sell securities directly from or to dealers acting as principal at prices that includes markups or markdowns, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

Portfolio transactions for the Clients will be allocated to brokers and dealers on the basis of best execution and will take into consideration various relevant factors, including, but not limited to, price quotes and commission cost. EMS will consider the full range of a broker's services including, but not limited to, the following factors: the size of the transaction, the nature of the market for the security, the timing of the transaction, the difficulty of execution, the broker-dealer's expertise in the relevant market or sector, the extent to which the broker-dealer makes a market in the security or has access to such market, the broker-dealer's skill in positioning the relevant market, the broker-dealer's facilities, reliability promptness and financial stability, the broker-dealer's reputation for diligence and integrity, including in correcting errors, confidentiality considerations, the quality and usefulness of research services and investment ideas presented by the broker-dealer, and other factors deemed appropriate by EMS. EMS need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost or spread.

1. Research and Other Soft Dollar Benefits.

Research-related goods and services provided by brokers and dealers through which portfolio transactions are executed, settled and cleared may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, certain research services, and other goods and services providing lawful and appropriate assistance to EMS in the performance of its investment decision responsibilities (collectively, "Soft Dollar Items").

Soft Dollar Items may be provided directly by brokers and dealers, by third parties at the discretion of brokers and dealers or purchased on behalf of the Fund which credits or rebates provided by brokers and dealers. Soft Dollar Items may be credited to EMS from over-the-counter transactions, as well as exchange traded transactions. Brokers and dealers sometimes suggest a level of business they would like to receive in return for the various services they provide. Actual business received by any broker or dealer may be less than the suggested allocations, but can (and often does) exceed the suggestions, because total transaction volume is

allocated on the basis of all the considerations described above. A broker or dealer will not be excluded from executing transactions for the Funds because it has not been identified as providing soft dollar items.

The use of commissions or “soft dollars”, if any, generated by the Fund to pay for eligible brokerage, research and research-related products or services will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended. Under Section 28(e), brokerage and research products or services obtained with soft dollars generated by the Fund may be used by EMS to service accounts other than the Fund. Soft dollars generated in respect of futures, currency and derivatives transactions and principal transactions (that are not riskless principal transactions) do not generally fall within the safe harbor created by Section 28(e) and will be utilized only with respect to research-related products and services for the benefit of the account generating such soft dollars.

Eligible research and brokerage products and services obtained with soft dollars generated by one or more Funds may be used by EMS to service one or more other Funds. Where a product or service obtained with soft dollars provides both research and non-research assistance to EMS (i.e., a “mixed use” item), EMS will make a good faith allocation of the cost which may be paid for with soft dollars. In making a good faith allocation of costs between eligible research and brokerage, a conflict of interest may exist by reason of EMS’s allocation of the costs of such benefits and services between those that primarily benefit EMS and those that primarily benefit the Funds.

The process used by EMS during its last fiscal year to direct Fund transactions to a particular broker-dealer in return for soft dollar benefits include, at least annually, a review of the nature and extent of research products and services provided by brokers, as well as the extent to which such services are relied upon, and attempts to allocate a portion of the brokerage business of its clients on the basis of that consideration. Brokerage business received by a broker-dealer may be less than the suggested allocation, but can (and often does) exceed the suggested level, because total brokerage is allocated on the basis of multiple considerations. In no case will EMS make binding commitments as to the level of brokerage it will allocate to a particular broker, nor will it commit to pay cash if any informal targets are not met. A broker-dealer is not excluded from receiving business because it has not been identified as providing research products and services.

However, the use of brokerage commissions to obtain research or other products or services, EMS receives a benefit because it does not have to produce or pay for the research, products or services. As such, there is a conflict of interest as there is an incentive to select or recommend a broker-dealer based on the interest of EMS in receiving the research or other products or services, rather than on the Fund’s interest in receiving the most favourable execution.

From time to time, prime brokers may assist the Fund in raising additional funds from investors, and representatives of the Investment Manager may speak at conferences and programs sponsored by such brokers for investors interested in investing in hedge funds. Through such “capital introduction” events, prospective investors in the Fund would have the opportunity to meet with the Investment Manager. Currently, the Fund does not compensate any broker for organizing such events or for any investments ultimately made by prospective investors attending such events. While such events and other services provided by a prime broker may

influence the Investment Manager in deciding whether to use such broker in connection with brokerage, financing and other activities of the Fund, the Investment Manager will not commit to allocate a particular amount of brokerage to a broker in any such situation.

Goldman Sachs & Co., Morgan Stanley & Co. Incorporated and Pershing LLC serve as prime brokers for the Fund and clear (generally on the basis of payment against delivery) the Fund's securities transactions which are effected through other brokerage firms. The Fund is permitted to change its prime brokers and may select other or additional brokers to act as prime broker(s).

Other than proprietary research from the broker-dealer and access to meetings, during the last fiscal year, EMS did not use soft dollars.

2. Brokerage for Client Referrals.

EMS does not consider, in selecting or recommending broker-dealers, client referrals from a broker-dealer or third party. However, from time to time, brokers (including the Clients' prime brokers) may provide capital introduction and marketing assistance services, and our employees may speak at conferences and programs sponsored by the brokers for investors interested in investment in private investment funds. Although neither we nor our Clients compensate brokers for such assistance, events or services, or for any investments ultimately made by prospective investors attending such events, such activities may influence us in deciding whether to use such broker in connection with brokerage, financing and other activities for a client. Subject to our obligation to seek best execution, we may consider referrals of investors to a Fund in determining our selection of brokers. However, we will not commit to an investor or a broker to allocate a particular amount of brokerage in any such situation.

3. Directed Brokerage.

EMS does not routinely recommend, request or require that a Fund direct EMS to execute transactions through a specified broker-dealer. The factors in selecting a broker-dealer by EMS is listed in Item 12.A. above.

B. Order Aggregation.

In managing the Funds' portfolios, EMS may aggregate trades, subject to best execution. Aggregation describes a procedure whereby EMS combines the orders of two or more Funds into a single order for the purpose of obtaining lower execution costs. Aggregation opportunities for EMS generally arise when more than one Fund is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors.

In addition, when EMS encounters investment opportunities which are appropriate for more than one Fund or when an aggregated order is only partially filled, EMS will allocate the investment opportunity or a partially filled order on a fair and equitable basis. The proper method of allocating investment opportunities and aggregated orders can be complex and requires careful evaluation and application.

EMS will generally execute Fund transactions on an aggregated basis when EMS decides it will allow the Funds to obtain best execution and be able to negotiate a more favorable commission rate, or other transaction costs. When aggregating orders, all Funds will be treated in a fair and equitable manner.

ITEM 13

REVIEW OF ACCOUNTS

A. Frequency and Nature of Review of Client Accounts or Financial Plans.

EMS performs various, at least weekly reviews of the Funds' portfolios. Such reviews are conducted by EMS's portfolio managers, Finance & Operations Group as well as by the administrator.

The Fund's portfolio managers and/or risk manager, as applicable, will review the portfolio periodically to review positions, Fund limits, investment restrictions, security positions in light of market conditions, and whether such positions are in accordance with the Fund objectives.

B. Factors Prompting Review of Client Accounts Other than a Periodic Review.

Other than an annual audit, EMS does not review the Funds accounts other than as indicated above unless significant market events, unusual activity or special circumstances require specific arrangements, determined on a case-by-case basis by EMS.

C. Content and Frequency of Account Reports to Clients.

The financial year of each Fund will end on December 31 of year each.

Investors in the Fund will receive independently prepared capital statements on a monthly basis, an unaudited performance update (tear sheet) prepared by EMS on a monthly basis, and an annual financial report prepared by the Fund's independent auditors.

ITEM 14
CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Providing Services to Clients.

Not applicable.

B. Compensation to Non-Supervised Persons for Client Referrals.

Neither EMS nor any related person directly or indirectly compensates any person who is not a supervised person, including placement agents, for client referrals. Any such arrangements in the future will be entered into consistent with applicable regulatory requirements, including the disclosure to the prospective client of the arrangement at the time of the solicitation. However, EMS may receive client referrals from brokers providing services to the Funds, subject to EMS' obligation to seek best execution for transactions of the Funds. See Item 12 (Brokerage Practices) above.

ITEM 15

CUSTODY

EMS (or its affiliates) may have custody of Client assets due to serving as the general partner to a limited partnership or serving in a similar capacity. EMS intends to comply with Rule 206(4)-2 of the Advisers Act (the "Custody Rule") by meeting the conditions of the pooled vehicle annual audit provision. EMS has engaged independent, qualified, third-party prime brokers/custodian to maintain its assets and EMS will not have physical custody of the Fund's assets.

ITEM 16

INVESTMENT DISCRETION

As noted in Item 4 above, EMS has discretionary authority to manage and invest securities on behalf of the Funds. This means that EMS has the authority to determine (i) the securities to be purchased and sold for the Client (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the Client, in each case without notice to, consulting with or seeking the consent of the Client prior to engaging in such transactions. EMS has been granted discretionary authority to manage the assets of the Clients pursuant to investment management or similar agreements. There are generally no limitations placed on such authority. Any limitations to EMS's discretionary authority are described in the Client's governing documents.

ITEM 17

VOTING CLIENT SECURITIES

A. Policies and Procedures Relating to Voting Client Securities.

EMS provides investment advisory services to the Funds, and invests the assets of the Clients in securities issued by public issuers. The Clients have authorized EMS the authority to exercise voting rights for proxies relating to such securities on its behalf, and hence, EMS has adopted Proxy Voting Policies and Procedures (the “Procedures”) that are designed to address the fiduciary duty of EMS to vote proxies in the best interests of the Funds, taking into account relevant factors, including, but not limited to, the impact on the value of the securities, the anticipated costs and benefits associated with the proposal, the effect on liquidity and customary industry and business practices.

EMS has delegated certain of its responsibilities for voting proxies relating to securities held by the Clients to a third-party proxy voting vendor (the “Proxy Vendor”). Although the Proxy Vendor will generally be responsible for proxy voting recommendations, the actual voting of all proxies in a timely manner, and the maintenance of records relating to such voting, the Chief Compliance Officer is responsible for the oversight of the Proxy Vendor and retains the ability to depart from the Proxy Vendor’s recommendations if EMS believes that an alternative voting decision is in the best interest of the Funds. EMS may also abstain from voting or affirmatively decide not to vote if it believes that doing so would be in the best interest of the Funds.

If EMS determines that it has, or may be perceived to have, a conflict of interest when voting a proxy, EMS will address matters involving such conflicts of interests on a case-by-case basis in the best interest of the Funds and will document the rationale of such vote in writing.

Investors may request a copy of the Procedures by contacting EMS at the address or telephone number listed on the first page of this document.

B. No Authority to Vote Client Securities and Client Receipt of Proxies.

Not Applicable, as EMS has authority to vote on behalf of the Clients.

ITEM 18
FINANCIAL INFORMATION

A. Balance Sheet.

Not Applicable.

B. Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients.

EMS is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Funds.

C. Bankruptcy Filings.

EMS has not been the subject of a bankruptcy petition at any time during the past ten years.

ITEM 19
REQUIREMENTS FOR STATE-REGISTERED ADVISERS

EMS is not registering or registered with any state securities authorities.