

Item 1 – Cover Page

Form ADV Part 2A: FIRM BROCHURE



GILLSON CAPITAL LP

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This Brochure provides information about the qualifications and business practices of Gillson Capital LP (“Gillson Capital”). If you have any questions about the contents of this Brochure, please contact us at (312) 667-4379 or mkalish@gillsoncapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Gillson Capital is registered as an investment adviser with the SEC. Registration of an investment adviser with the SEC does not imply a certain level of skill or training.

Additional information about Gillson Capital is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material substantive changes since Gillson Capital's last annual ADV filing on February 15, 2018. Gillson Capital routinely makes changes throughout its Brochure to improve and clarify the descriptions of its business practices and compliance policies and procedures or in response to evolving industry and Firm practices. In this year's filing, the following Items have been updated:

- Item 4: updated to reflect discretionary assets under management as of December 31, 2018; and
- Item 8: updated description of potential conflicts of interest.

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Item 4 – Advisory Business

Firm Description

Founded in December 2015, Gillson Capital LP, a Delaware limited partnership, together with its general partner (unless otherwise specified) (“Gillson Capital” or “Investment Manager” or the “Firm”), is a hedge fund manager with a focus in the financial services sector. Based in Chicago, the Firm also has an office in New Jersey. The Investment Manager employs a fundamental market and factor neutral long/short equity strategy focused on the global financial services sector. This approach includes identification of emerging trends, analysis of their impact at the sector and company level and understanding the motivations of consensus investors. Gillson Capital seeks to create a diversified portfolio of opportunities across financial subsectors based on compelling risk/reward ratios and idiosyncratic drivers.

Gillson Capital serves as the Investment Manager for and provides discretionary investment advisory services to the following investment clients: (i) Gillson Capital Onshore Fund LP, a Delaware limited partnership (the “Onshore Fund”); (ii) Gillson Capital Offshore Fund Ltd., a Cayman Islands exempted company (the “Offshore Fund” which, together with the Onshore Fund, are also referred to as the “Feeder Funds”); (iii) Gillson Capital Master Fund LP, a Cayman Islands exempted limited partnership (the “Master Fund” and together with the Feeder Funds, the “Fund”); and (iv) other private funds managed by unaffiliated third-party investment advisers (“Third-Party Funds” and together with the Funds, “Clients”). The Clients generally share the same investment objectives and investment strategies. The purpose of the Master Fund is to achieve certain administrative efficiencies; the Master Fund has no investors other than the Feeder Funds, the Fund’s general partner and certain Gillson Capital employees.

With regard to the Fund, pursuant to the offering memoranda, private placement memoranda, investment management agreements, limited partnership documents and any other organizational documents and side letters (the “Governing Documents”), the Investment Manager is responsible for the Fund’s day-to-day management and has ultimate authority over all investment decisions, asset acquisitions and dispositions, distributions and Fund affairs generally, subject, as applicable, to the policies and control of the board of directors of the Fund and its general partner (the “General Partner”). Gillson Capital does not require, nor does it seek, approval from the Fund or the investors in the Fund with respect to its trading, nor does it accept investment restrictions imposed by such investors (although it is permitted, in certain circumstances, to exclude certain investors from certain investments made by the Fund). For more information about the Funds, their general partner, or their the board of directors, please see Gillson Capital’s Form ADV Part 1, Schedule D, 7.A.(1) and 7.B.(1). With regard to the management of Third-Party Funds, Gillson Capital’s authority is established with each such Client on a Client-by-Client basis and memorialized in writing with each Client at the time of the commencement of each relationship.

Investment advice is provided directly to the Clients and not individually to investors in the Clients. While Gillson Capital does not tailor its advisory services to the individual needs of investors in the Fund, in order to comply with certain legal and regulatory requirements, there can be instances when an investor does not participate in an investment by the Fund (such as with respect to “new issues”) and appropriate measures will be taken by the respective Fund to comply with such laws and regulations. Gillson Capital has entered into side letters or similar agreements with certain investors that have the effect of establishing rights under, or altering or supplementing, the Fund’s Governing Documents. Such rights include portfolio transparency rights, reduced fees and “most favored nations” protection. Gillson Capital generally enters into side letters only with Fund investors who make substantial commitments of capital. Side letter provisions are typically negotiated prior to investment and once invested in a Fund, investors generally cannot impose additional investment guidelines or restrictions on such Fund.

As of December 31, 2018, Gillson Capital has regulatory assets under management of approximately \$1,545,400,000 all of which are managed on a discretionary basis in Gillson Capital’s sole discretion.

Principal Owners/Ownership Structure

The Investment Manager is owned by Gillson Capital (GP) LLC, a Delaware limited liability company, controlled by Daniel Johnson, the Firm’s Founder and Portfolio Manager. For more information about Gillson Capital’s owners and executive officers, see Gillson Capital’s Form ADV Part 1, Schedule A.

Item 5 – Fees and Compensation

The Fund

In consideration for the investment management services provided to the Fund, and pursuant to the Fund Governing Documents, the Master Fund pays to Gillson Capital (on behalf of each Feeder Fund) a monthly management fee equal to 0.1458% (1.75% annually) of the Master Fund’s capital account balance (the “Management Fee”) as of the beginning of each month. The Management Fee for Founders’ Interest investors is calculated at a rate of 1.75% annually during the first twelve-month period following a subscription, 1.5% annually during the second twelve-month period following a subscription and 1.25% annually thereafter. Management Fees are payable without regard to the overall success or income earned by the Fund.

In addition, as described in Item 6 below, the Investment Manager receives performance compensation (a “Performance Fee”) with respect to each calendar year (or other applicable period), typically 20% (or 17.5% in the case of Founders’ Interests) of net profits allocated to each Fund investor on an annual basis, payable at the end of each year or other period.

The precise amount of, and the manner and calculation of, the Management Fees for the Fund is set forth in the Fund’s Governing Documents and/or other documentation received by each investor

prior to making an investment in the Fund. The amount of Management Fees and Fund expenses differs from one Fund or Client to another, as well as among investors in the same Fund. Gillson Capital, in its sole discretion, is permitted to reduce or waive the Management Fee with respect to any investor, including the principal and employees of the Investment Manager or its affiliates. The Principal or other employees of Gillson Capital receive a portion of the Management Fees, Performance Fees or other compensation received by Gillson Capital or the General Partner.

Management Fees are deducted from the Funds on a monthly basis at the beginning of each month. Because Management Fees are paid monthly in advance and investors are only able to redeem interests at month end, subject to the terms of the Fund's Governing Documents, a refund of any pre-paid advisory fees is not permitted. All withdrawal requests are subject to the provisions specified in the Fund's Governing Documents, including a 4% redemption fee for withdrawals made prior to the end of an investor's lock up date.

In addition to Management Fees and Performance Fees, the Fund shall pay out of its assets all organizational, start-up and initial offering costs and expenses, including costs for background checks, investigations and other methods of evaluation, the costs and expenses incurred with respect to the preparation of the Governing Documents and a portion of the costs and expenses relating to the entry into contracts to which the Fund is a party, including, but not limited to, the administration agreement, custody agreement, brokerage agreement(s) and management and advisory agreements. The Fund will amortize these expenses and its allocable portion of the organizational and initial offering expenses of the Master Fund for net asset value purposes over a period not to exceed sixty months, beginning with the date on which interests are initially issued, unless such treatment results in a qualified or otherwise adverse audit opinion, in which case the General Partner is permitted to accelerate such amortization or take other actions to avoid qualification of the Fund's audited financial statement.

Further, the Fund shall pay out of its assets all of its ordinary and extraordinary expenses which include, but are not limited to: (i) routine legal, accounting, valuation (including the costs of valuation providers and related expenses), auditing, tax preparation and planning, insurance, printing, computer, postage and similar fees and expenses (including the fees and expenses incurred by the General Partner in its role as the tax matters partner or the partnership representative); (ii) fees and expenses of the administrator, the custodian(s), any sub-administrator(s), sub-custodian(s), the directors and other service providers (including certain out-of-pocket expenses); (iii) expenses associated with the continued offering of interests in each applicable jurisdiction and filing and other fees related to such offerings; (iv) interest, commitment and other fees in connection with borrowings; (v) transaction-related expenses, including brokerage fees, custody charges, costs relating to the use of order management and execution systems and services and other transaction-related costs and expenses in connection with its trading and investment activities; (vi) research and due diligence related expenses, including related consulting fees, travel, background investigations, subscriptions, databases, legal fees, fees for data processing, data aggregation and risk reporting, but not including the day-to-day and ordinary expenses of the General Partner or the Investment Manager; (vii) government filing fees and expenses of the Investment Manager relating to the Investment Manager's filing obligations in respect

of the Fund (including Form PF, Form 13F, Form CPO-PQR, Form CTA-PR, Treasury forms or other forms or filings required to be prepared and/or filed under the Investment Advisers Act of 1940 (the “Advisers Act”), the Commodities Exchange Act, and the rule of the National Futures Association, the rules of any central clearing organization or similar entity or any similar laws); (viii) the costs of Bloomberg terminal usage and related Bloomberg exchange fees; (ix) extraordinary expenses (e.g., litigation costs and indemnification obligations) that the Fund could incur; and (x) any other expenses related to its ongoing operation.

The Fund’s investors also bear the costs of certain products and services received by the Investment Manager that constitute “brokerage and research services” under Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended (“the Exchange Act”), as described in Item 12 below. The Fund typically pays for these products and services directly and/or through “soft dollar” arrangements that fall under the safe harbor for such services established by Section 28(e).

Except as otherwise described, the Fund will not bear any of the internal operating costs and overhead expenses of Gillson Capital, such as employee salaries and bonuses, rent, utilities and other similar items. However, Gillson Capital will be entitled to reimbursement for any expenses initially incurred by Gillson Capital on behalf of the Fund.

Other Clients

Third-Party Funds Clients’ Management Fees and expenses are determined on a Client-by-Client basis as memorialized in each Client’s Governing Documents. Gillson Capital is permitted, in its sole and absolute discretion, to elect to waive, reduce or calculate differently some or all of its Management Fee with respect to certain Clients.

Expense Allocation

In good faith and in its fair and reasonable discretion, Gillson Capital determines on a case by case basis whether an expense should be borne by the Investment Manager or by the Clients in accordance with the Governing Documents of each Client and with Gillson Capital’s internal policies and procedures. To the extent that the Governing Documents do not expressly provide for a method of allocation or to the extent that an invoice does not relate to a specific Fund, Gillson Capital will typically allocate common Client expenses among multiple Clients pro rata based on gross assets under management as of the beginning of each month in which the expenses are paid.

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

The Fund

The Master Fund establishes a separate series of interests for each investor, and each contribution to, a Feeder Fund (each, a “Master Fund series”). As of the last calendar day of each Performance Period (as defined below), the Master Fund will allocate 20% (or 17.5% in the case of Founders’ Interests) of

that Performance Period's Appreciation (as defined below) in respect of each Master Fund series to the Investment Manager.

With respect to each Master Fund series, the initial "Performance Period" will begin on the date on which the Fund accepts an initial investment in respect of such series (the "Initial Closing Date") and end on December 31, 2016. Thereafter, each Performance Period will begin on the date immediately after the end of the previous Performance Period and end on each December 31, the effective date of any withdrawal corresponding to such Master Fund series, the effective date of any Transfer (as defined below) corresponding to such Master Fund series and the date of dissolution of the Master Fund. The last day of each Performance Period is referred to herein as a "Performance Fee Date."

"Appreciation" for each Performance Period will be equal to the increase in the net asset value of a Master Fund series for such Performance Period after allocation of all fees and expenses in respect of the Fund and its allocable portion in respect of the Master Fund (including, without limitation, any Management Fee), but prior to reduction for any accrued Performance Fee. For purposes of determining the Performance Fee due on a Performance Fee Date, "Appreciation" will include the value of any instruments held (directly or indirectly) by the Master Fund, net of any withholding, sales, use, stamp or other tax assessed (directly or indirectly) against, or required to be withheld by, the Fund, the Master Fund or any trading vehicle with respect to such instrument.

For purposes of tracking the Performance Fee payable as of any Performance Fee Date, the Master Fund will maintain a "loss carryforward" account for each Master Fund series. The initial balance of each "loss carryforward" account (the "Loss Carryforward Balance") is equal to \$0. If, as of any Performance Fee Date, the value of a Master Fund series has experienced a net loss during the Performance Period, the Loss Carryforward Balance will be increased by the amount of such net loss. If, as of any Performance Fee Date, the value of a Master Fund series has experienced a net gain during the Performance Period, the Loss Carryforward Balance will be decreased by the amount of such net gain. The foregoing calculations are determined on each Performance Fee Date after allocation of gains and losses but prior to any Performance Fee being made.

In addition, the Loss Carryforward Balance will be adjusted for each Master Fund series in accordance with the following:

- If a withdrawal or distribution is made in respect of such Master Fund series, such Loss Carryforward Balance shall be proportionately reduced to an amount equal to (x) such Loss Carryforward Balance multiplied by (y) a fraction, the numerator of which is the balance of such Master Fund Series immediately following such withdrawal or distribution and the denominator of which is the balance in such Master Fund series immediately prior to such withdrawal or distribution; and
- If an investor transfers a portion of the balance of such Master Fund series, the Loss Carryforward Balance for such Master Fund series shall be proportionately reduced to an amount equal to (i) such Loss Carryforward Balance multiplied by (ii) a fraction, the numerator

of which is the balance of such Master Fund series immediately following such transfer and the denominator of which is the balance in such Master Fund series immediately prior to such transfer.

This fee structure is described in detail in each Fund's Governing Documents and have been structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. The General Partner is permitted, in its sole and absolute discretion, to waive, reduce or calculate differently some or all of its Performance Fee with respect to certain investors, including without limitation, investors that are principals or employees of Gillson Capital, members of the immediate families of such persons, trusts or other entities for their benefit.

Gillson Capital's Management Fees, Performance Fee and other compensation payable to Gillson Capital and the General Partner are established by Gillson Capital at the time of the establishment of the relevant investment vehicle and are negotiated with participating investors prior to making their investment. Once the Fund has been established and commenced operations, such compensation and expenses are generally not negotiable. Withdrawals prior to the end of an investor's lock up date will be subject to a 4% redemption fee.

It is possible that the Performance Fees received by the General Partner creates an incentive for riskier or more speculative investments than would be the case in the absence of such Performance Fees because these investments potentially allow Gillson Capital to collect larger Performance Fees. Investors are provided with clear disclosure as to how performance-based compensation is charged and the risks associated with such Performance Fees prior to making an investment.

In addition, any such risks would be equally applicable to the accounts of the principal or employees of Gillson Capital and the General Partner. The Principal has committed a substantial amount of capital in the Fund, thus aligning, to some extent, the interests of Gillson Capital with the interests of the Fund.

Other Clients

Third-Party Funds Clients' Performance Fees are calculated on a Client-by-Client basis as memorialized in each Client's Governing Documents. Gillson Capital is permitted, in its sole and absolute discretion, to waive, reduce or calculate differently some or all of its Performance Fee with respect to certain Clients.

Item 7 – Types of Clients

Gillson Capital provides investment advice to private funds; both its own sponsored private Funds and to other third-party investment advisers' private funds. The Funds are not registered or required to be registered under the Investment Company Act of 1940 (the "Investment Company Act"); its securities are not registered or required to be registered under the Securities Act of 1933 (the

“Securities Act”) and are privately placed to qualified investors in the United States and elsewhere. Each Client limits its investors to persons who are both “accredited investors” as defined in the Securities Act and “qualified purchasers” or “knowledgeable employees” as defined in the Investment Company Act. Investors must meet certain suitability and net worth qualifications prior to making an investment. Minimum contributions for investment are generally \$5 million, although commitments of less than \$5 million, have also been accepted at the sole and absolute discretion of Gillson Capital, the Fund’s General Partner and/or the board of directors, as applicable.

Investors in the Clients include primarily U.S. and non-U.S. investors, which include, among others, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, municipalities, trust programs, foreign funds and other U.S. institutions. In addition, employees and other persons associated with Gillson Capital have made capital contributions to the Fund.

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

Methods of Analysis

The investment objective of the Investment Manager is to achieve superior risk-adjusted total returns by employing a fundamentally driven, market neutral, factor constrained long/short equity strategy focused on the global financial services sector.

The Clients employ a long/short investment strategy by taking long and short equity exposure in sub-sectors within the financial services sector that exhibit high return potential and low correlation to each other by identifying emerging trends, analyzing their impact at the sector and company level and understanding the positioning of consensus investors. Potential securities in which the Clients invest include, but are not limited to, common stock, preferred stock, securities issued by other investment companies, convertible securities, depositary receipts, exchange traded funds, warrants to buy common stocks and derivatives on any of the forgoing securities of U.S. or non-U.S. issuers.

The Investment Manager invests in equity securities of U.S. and non-U.S. issuers of any market capitalization located in global developed markets. The Investment Manager considers global developed markets to be those countries included in the MSCI World Index. Although the Investment Manager does not limit its investments to any one country, the Clients expect to invest primarily in the United States.

Investment Strategy

Idea Generation: The Investment Manager invests in financial services companies that it expects to be subject to value catalysts such as industry developments, regulatory changes, changes in management and companies that can benefit from sustainable long-term economic dynamics such as globalization of a profitable new business or increased focus on productivity or enhancement of services. The Investment Manager is permitted to sell short equity securities of a company that the Investment

Manager believes: (i) is overvalued relative to normalized business and industry fundamentals or to the expected growth that the Investment Manager believes the company will achieve; (ii) has a faulty business model; (iii) engages in questionable accounting practices; (iv) has earning estimates that the Investment Manager believes are too high; (v) sees multiple contractions; or (vi) is not adapting to change in technological, regulatory or competitive environments.

The Investment Manager generates investment ideas from a variety of different sources. These include, but are not limited to, unique databases and under-utilized sources, information from models and company management meetings, attending industry conferences and trade shows typically overlooked by Wall Street and the use of a network of sector contacts to uncover emerging disruptive trends and as a sounding board for investment ideas.

Research and Analysis: The Investment Manager leverages deep sector experience to understand how the subsector trends impact individual companies and performs fundamental investment analysis, which can involve comparing the value of a company's common equity to that of its historical and/or expected cash flows; historical and/or expected growth rates; historical and/or expected strategic positioning and historical and/or current valuation on an absolute basis or relative to its sector, the overall market and/or historical valuation levels.

Investment Selection: The Investment Manager makes investment decisions based on its analysis of a security's value and also takes into account its view of macroeconomic conditions and industry trends. The Investment Manager invests or sells short a company's equity based on such company's risk/reward profile, time horizon and liquidity, as well as the correlation between the company's industry and the industry's drivers.

Portfolio Construction: In constructing the portfolio, the Investment Manager is not constrained by sub-sector allocation or market capitalization within the sub-sectors. The Investment Manager constructs the portfolio largely based on themes that underlie the specific sub-sectors. These themes, for the most part, consist of changes in industry structure, changes in global politics and economics, and regulation or legislation that could have significant effects on industry earnings and growth rates. The Investment Manager targets a number of themes at any given time and seeks to express each theme across multiple investments to reduce idiosyncratic risk in the portfolio. Thus, the Investment Manager seeks to run a portfolio that is fairly concentrated thematically while also carrying idiosyncratic diversification. The Investment Manager believes that the thematic approach aids in attempting to build an optimized and unified portfolio, as opposed to simply a collection of unrelated investments. On an on-going basis, the Investment Manager reevaluates price targets, sizing and expected returns for each investment to ensure that the portfolio is optimized in the context of current market conditions.

Risk Factors

An investment in any Client entails substantial risks, including, but not limited to, the possibility of a complete loss of the amount invested. Current and prospective Gillson Capital investors should

carefully consider the following factors, among others, in determining whether an investment in a Client is suitable for them. It is possible different or new risks not addressed below arise in the future and, therefore, the following list is not intended to be exhaustive. There are many market-related and other factors – some of which cannot be anticipated – that can potentially result in an investor losing a major portion or all of its investment in a Client or prevent a Client from generating profits. Investors should refer to a Fund's Governing Documents for a description of the risk factors specific to their Fund or investment vehicle. No investor should invest with Gillson Capital unless the investor is fully able, financially and otherwise, to bear such a loss, and unless the investor has the background and experience to understand thoroughly the risks of its investment.

All investors should be aware of certain risk factors, which include, but are not limited to, the following:

General Risks

Risk of Loss; Limited Past Performance: Investors can lose all or substantially all of their investment. While Mr. Johnson has an extensive history of managing portfolios utilizing an investment strategy that is similar to that employed by Gillson Capital, the Investment Manager and the Clients are newly-organized. The past performance of the Investment Manager's other funds or strategies is not necessarily indicative of future results (especially as the investment strategy has expanded and will likely expand over time as the Investment Manager identifies new opportunities in the market). There can be no assurance the Clients will achieve their investment objective.

Nature of Investments: The Investment Manager has broad discretion in making investments for the Clients. There can be no assurance that the Investment Manager will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments are often volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, can significantly affect the results of the Clients' activities and the value of its investments. In addition, the value of the Clients' portfolio often fluctuates as the general level of interest rates fluctuates. No guarantee or representation is made that the Clients' investment objective will be achieved.

Volatility: The prices of the securities traded by the Clients have been subject to periods of excessive volatility in the past, and such periods can be expected to recur. Price movements are influenced by many unpredictable factors, such as market sentiment, inflation rates, interest rate movements, commodities prices, event probability, credit spreads and general economic and political conditions. While volatility can create profit opportunities, it can also create the specific risk that historical or theoretical pricing relationships will be disrupted, causing what should otherwise be comparatively low risk positions to incur significant losses. On the other hand, the lack of volatility can also result in losses for certain positions that profit from price movements. The investment strategies utilized by the Clients may not employ substantial hedging techniques, and may employ leverage, both of which would lead to increased volatility of the Clients' net asset value given the volatility of the Clients' holdings.

Stagnant Markets: Although volatility is one indication of market risk, certain of the investment strategies employed by the Investment Manager rely for their profitability on market volatility contributing to the mispricings that they are designed to identify. In periods of trendless, stagnant markets and/or deflation, many alternative investment strategies have materially diminished prospects for profitability.

Lack of Liquidity/Valuation: Certain instruments traded by the Clients have limited liquidity. Lack of liquidity can make it difficult or impossible for the Clients to purchase or sell securities at desired prices or in desired quantities, as a result of which, among other things, it would be economically unfeasible for the Clients to recognize profits on open positions or to close out open positions against which the market is moving. In particular, sales of illiquid instruments are often only possible at a substantial discount. In addition, such instruments are often difficult to value, and illiquidity can disconnect market values from the historical pricing indicators used in investment analysis, as the fewer transactions that take place the greater the risk of market values not reflecting true pricing relationships or fair value.

Concentration: It is anticipated that the Clients' portfolio will at times be relatively concentrated with respect to types of securities and issuers. In addition, the Clients' investment portfolio at times will be relatively concentrated with respect to a particular geographic market or markets. Even where the Clients' investment portfolio is not concentrated with respect to particular geographic markets, from time to time multiple geographic markets could move in tandem against the Clients' positions, and the Clients could suffer substantial losses. Accordingly, it is possible that the investment portfolio of the Clients is subject to more rapid change in value than would be the case if the Clients were required to maintain a wider diversification among types of securities, issuers and geographic areas.

Implementation of Similar Strategies by Other Accounts of the Investment Manager: The Investment Manager expects to implement similar strategies on behalf of several Gillson Capital Clients, although the implementation of such strategies can sometimes vary from that of the Fund, including without limitation, with respect to the asset classes and geographical regions invested in and/or the leverage employed. From the standpoint of the Fund, simultaneous identical portfolio transactions for the Fund and one or more other Gillson Capital Clients tend to decrease the prices received, and increase the prices required to be paid, by the Clients for its portfolio sales and purchases. If one or more other Gillson Capital Clients liquidate positions in which the Fund is also invested, such liquidations could have an adverse effect on the Fund and/or Clients' positions, potentially causing substantial losses.

Cybersecurity: Gillson Capital, its service providers, its counterparties and other market participants on whom Gillson Capital relies increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Clients and/or its investors, despite the efforts of Gillson Capital, its service providers, its counterparties and other market participants on whom Gillson Capital relies to adopt technologies, processes and practices intended to mitigate these risks

and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Clients and/or its investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of Gillson Capital, its service providers, its counterparties and other market participants on whom Gillson Capital relies or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of systems to disclose sensitive information in order to gain access to Gillson Capital's data or that of its investors. A successful penetration or circumvention of the security of Gillson Capital's systems or the systems of Gillson Capital's service providers, counterparties or other market participants on whom Gillson Capital relies could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Clients, Gillson Capital, their service providers, their counterparties and other market participants on whom Gillson Capital relies to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

Risks Associated with Gillson Capital's Trading Strategy

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

Uncertain Exit Strategies: Certain securities in which the Investment Manager invests can have a limited trading market. Consequently, not only would it be necessary for the Investment Manager to spend a considerable period of time building a position (so as to avoid affecting market prices in the course of doing so), but also it would not be feasible for the Investment Manager to exit a position effectively by open market sales (due to the adverse effect which such sales would have on the price of the securities being sold) in the event of non-consummation (consummation).

High Portfolio Turnover: The strategies employed by the Investment Manager are expected to lead to frequent changes in the Clients' investment portfolio. Higher portfolio turnover generally involves additional expense to the Clients, including brokerage commissions, dealer mark-ups and other transaction costs on the sale of securities and reinvestment in other securities and potentially generate short-term capital gains.

"New Issue" Trading: The Clients are permitted to engage in "new issues" trading. Investors that are restricted persons under applicable FINRA rules will not be permitted to participate or participate fully in the returns generated by "new issues" trades.

New and Developing Strategies: The Clients are permitted to allocate a portion of its capital to fund trading accounts used for new and developing strategies. These strategies can incur substantial losses and result in capital allocated to such strategies becoming illiquid.

Importance of Market Judgment: Although the Investment Manager is permitted to use quantitative models in evaluating the economic components of certain prospective trades, the Investment Manager's investment strategies are by no means wholly systematic; the market judgment and discretion of the Investment Manager's personnel are fundamental to the development and implementation of these strategies.

Exchange Traded Funds: The Clients are permitted to invest in exchange traded funds ("ETFs") from time to time. ETFs represent shares of ownership in either funds or unit investment trusts that hold portfolios of common stocks, bonds or other instruments, which are designed to generally correspond to the price and yield performance of an underlying index. A primary risk factor relating to ETFs is that the general level of stock or bond prices declines, thus affecting the value of an equity or fixed income ETF, respectively. An ETF can also be adversely affected by the performance of the specific sector or group of industries on which it is based. Moreover, although ETFs are designed to provide investment results that generally correspond to the price and yield performance of their underlying indices, ETFs are not always able to exactly replicate the performance of the indices because of various sources of tracking error, including the expenses associated with ETFs and a number of other factors.

Preferred Stock: Preferred stocks which the Clients are permitted to hold as a result of corporate actions are generally fixed income securities. Holders of preferred stocks normally have the right to receive dividends at a fixed rate when and as declared by the issuer's board of directors, but do not participate in other amounts available for distribution by the issuing corporation. Dividends on the preferred stock can potentially be cumulative, and generally all cumulative dividends usually must be paid prior to common shareholders receiving any dividends. Because as a general matter preferred stock dividend must be paid before common stock dividends, preferred stocks generally entail less risk than common stocks. Upon liquidation, preferred stocks are generally entitled to a specified liquidation preference, which is generally the same as the par or stated value and are senior in right of payment to common stock. Preferred stocks are, however, equity securities in the sense that they do not represent a liability of the issuer and, therefore, do not offer as great a degree of protection of capital or assurance of continued income as investments in corporate debt securities. In addition, preferred stocks are subordinated in right of payment to all debt obligations and creditors of the issuer, and convertible preferred stocks could be subordinated to other preferred stock of the same issuer.

Warrants: It is possible that the Clients will hold in warrants as a result of corporate actions. Warrants are securities that are usually issued together with a debt security or preferred stock and give the holder the right to buy a proportionate amount of common stock at a specified price until a stated expiration date. Buying a warrant generally can provide a greater potential for profit or loss than an investment of equivalent amounts in the underlying common stock. The market value of a warrant does not necessarily move with the value of the underlying securities. If a holder does not sell the warrant, it

risks the loss of its entire investment if the market price of the underlying security does not, before the expiration date, exceed the exercise price of the warrant. Investing in warrants is a speculative activity. Warrants pay no dividends and confer no rights (other than the right to purchase the underlying securities) with respect to the assets of the issuer. A right is a privilege granted, typically to existing shareholders of a corporation, to subscribe for shares of a new issue of stock before it is issued. Rights normally have a short life, usually two to four weeks, are sometimes freely transferable and generally entitle the holder to buy the new common stock at a lower price than the public offering price.

Convertible Securities: It is possible that the Clients will hold in convertible securities as a result of corporate actions. Convertible securities are generally exchangeable into common shares of an issuer based on a specified formula or occurrence of a specified date or event; certain convertible securities are mandatorily convertible in certain circumstances. Convertible securities provide higher yields than the underlying equity securities, but generally offer lower yields than non-convertible securities of similar quality. The value of convertible securities fluctuates, as do bonds, in relation to changes in interest rates and, in addition, fluctuates in relation to the market price of the underlying common stock.

Small to Medium Capitalization Companies: It is possible that the Clients will invest a portion of their assets in the stocks of companies with small-to medium-sized market capitalizations. While the Investment Manager believes these investments often provide significant potential for appreciation, these stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of these stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some these stocks, an investment in these stocks can sometimes be more illiquid than that of larger capitalization stocks.

Securities Lending: The Clients are permitted to borrow and lend securities on an ongoing basis in the regular course of its investing. In doing so, the Clients can sometimes lend securities to, or borrow securities from, other accounts managed by the Investment Manager as well as to third parties. This transaction would (i) generate income for the Clients; and (ii) give the Clients access to “hard-to-borrow” securities held by other accounts managed by the Investment Manager that could not be obtained from third parties. These transactions involve potentially material conflicts of interest. Third parties that will borrow securities from the Clients may not be able to return these securities on demand, possibly causing the Clients to default on its obligations to other parties and may also default on the payment obligations owed to the Clients in connection with such securities loans, potentially resulting in substantial losses to the Clients.

Short Sales: The Clients are permitted to sell securities short during the course of implementing its trading or hedging strategies. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Clients’ portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short. Because the borrowed securities sold short must later be replaced by securities purchased in the market, any

appreciation in the market price of these securities results in a loss. Purchasing securities to close out a short position can itself cause the market price of the securities to rise further, increasing losses. Furthermore, the Clients may be prematurely forced to close out a short position if a counterparty from which the Clients borrowed securities demands their return or increases the borrowing costs. There can be no assurance that securities necessary to cover a short position will be available for purchase. U.S. and non-U.S. regulatory authorities have recently instituted new limitations on short sales, including temporary bans and ongoing reporting requirements. The long-term impact of such reporting requirements on strategies that make material use of short sales is unclear, but if bans on short sales are reinstated such bans would likely make it impracticable or uneconomical to implement some of the Clients' investment strategies.

Non-U.S. Securities: Investing in securities of non-U.S. entities that are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the U.S. government or of entities organized or domiciled in the United States. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of non-U.S. taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, non-U.S. government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Currency Risk: The Clients' investments that are denominated in a non-U.S. currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that can affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

Hedging Generally: The Investment Manager will not, in general, attempt to hedge all market or other risks inherent in the Clients' positions. Specifically, the Investment Manager may choose not, or may determine that it is economically unattractive, to hedge certain risks, either in respect of particular positions or in respect of the Clients' overall portfolio. The Clients' portfolio composition has the potential to result in various directional market risks remaining unhedged.

Currency Hedging: While the Clients are denominated in U.S. dollars, some of the underlying investments of the Clients can be denominated in multiple currencies. Accordingly, any hedging of currency exposure that is implemented by the Investment Manager will primarily involve hedging back to the U.S. dollar, but in certain circumstances could involve other hedging activities. There is no assurance that the Clients will attempt to hedge its overall currency exposure, or, if it does engage in hedging activity, that this activity will be effective.

Interest Rate Risk: The Clients are subject to interest rate risk. Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value

of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities. The Investment Manager will minimize the exposure of its portfolio to interest rate changes through the use of interest rate swaps, interest rate futures and/or interest rate options. However, there can be no guarantee that the Investment Manager will be successful in mitigating the impact of interest rate changes on its portfolio.

Derivatives: The Clients are permitted to use derivative financial instruments, including, without limitation, warrants, options, swaps, convertible securities, notional principal contracts, contracts for differences, forward contracts, futures contracts and options thereon, and to use derivative techniques for hedging and for other trading purposes. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance as well as of material and prolonged deviations between the actual and the theoretical value of a derivative, due to, *e.g.*, nonconformance to anticipated or historical correlation patterns.

In addition, the markets for certain derivatives are frequently characterized by limited liquidity, which can make it difficult as well as costly to close out positions in order either to realize gains or to limit losses. Some of the derivatives traded may be principal-to-principal or OTC contracts between the Clients and third parties entered into privately, rather than on an established exchange. As a result, the Clients would not be afforded the regulatory protections of an exchange or its clearinghouse, or of a government regulator that oversees the exchange or clearinghouse, if a counterparty failed to perform. In privately negotiated transactions, the risk of the negotiated prices deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices. Many derivatives are valued on the basis of dealers' pricing of these instruments. However, the price at which dealers value a particular derivative and the price which the same dealers would actually be willing to pay for such derivative should the Clients wish or be forced to sell such position may be materially different. Such differences can result in an overstatement of the Clients' net asset value and may materially adversely affect the Clients in situations in which the Client is required to sell derivative instruments.

The Clients' use of derivatives and other techniques (such as short sales) for hedging purposes involves certain additional risks, including: (i) imperfect correlation between the performance and value of the instrument and the value of the securities or other objective of the Investment Manager; (ii) possible lack of a secondary market for closing out a position in such instrument; (iii) losses resulting from interest rate, spread or other market movements not anticipated by the Investment Manager; (iv) the possible obligation to meet additional margin or other payment requirements, all of which could worsen the Clients' position; and (v) default or refusal to perform on the part of the counterparty with which the Clients trade. Furthermore, to the extent that any hedging strategy involves the use of OTC derivative transactions, such a strategy would be affected by implementation of the various regulations adopted pursuant to Dodd-Frank.

Futures Contracts and Options: The Clients are permitted to trade futures and options. Futures markets are highly volatile. In investing in futures, the Clients must be able to analyze correctly such markets, which are influenced by, among other things, changing supply and demand relationships, weather, governmental, agricultural, commercial and trade programs and policies designed to influence world political and economic events and changes in interest rates. Purchasing options involves the risk that the instruments underlying the option will not change price in the manner expected such that the investor could lose its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received, which could result in a potentially unlimited loss. OTC options also involve counterparty solvency risk. 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 is permitted to hold or control in any particular futures or options contracts traded on U.S. commodities exchanges.

Forward Contracts: The Clients are permitted to trade deliverable forward contracts in the inter-bank currency market. Such deliverable forward contracts are not currently traded on exchanges; rather, banks and dealers act as principals in these markets. As a result of Dodd-Frank, the CFTC now regulates non-deliverable forwards (including many deliverable forwards where the parties do not take delivery). Changes in the forward markets often entail increased costs and result in burdensome reporting requirements. There is currently no limitation on the daily price movements of forward contracts. Principals in the forward markets have no obligation to continue to make markets in the forward contracts traded. The imposition of credit controls by governmental authorities or the implementation of regulations pursuant to Dodd-Frank might limit such forward trading to less than that which the Investment Manager would otherwise recommend, to the possible detriment of the Clients.

Use of Leverage: The Clients can directly leverage its investments and utilize leverage embedded in derivative instruments and securities. This may result in the Clients controlling substantially more assets than the Client has equity. Direct leverage increases the Clients’ returns if the Client earns a greater return on investments purchased with borrowed funds than the Clients’ cost of borrowing such funds. However, the use of leverage exposes the Clients to additional levels of risk, including: (i) greater losses from investments than would otherwise have been the case had the Client not borrowed to make the investments; (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions; and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Clients’ cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the Clients’ assets, the Clients might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses. With respect to embedded leverage, the Clients may be subject to major losses if market events disrupt the hedged nature of its positions or it is forced to liquidate positions at a disadvantageous time. Furthermore, the credit extended to the Clients by dealers to permit it to maintain its leveraged positions can be terminated by the dealers largely in their discretion, forcing liquidation at potentially material losses.

Trade Execution Risk: Certain of the trading techniques to be used by the Clients require the rapid and efficient execution of transactions. Inefficient executions can eliminate the small pricing differentials which the Investment Manager seeks to exploit.

Conflicts of Interest

Investment Allocation. The Investment Manager, who is responsible for the investment decisions made on behalf of all Clients, is permitted to take action with respect to one Client that differs from that taken with respect to another Client. Allocations of securities are made by first determining the Client or Clients for which a particular security is appropriate. If the security is appropriate for more than one Client, trading among accounts is generally allocated on a pro rata basis based upon the net asset value of such client, with considerations to the current capital exposure, leverage and strategy utilized by the clients. The Firm also considers the investment objectives, risk parameters and order size, among other considerations, in determining an investment allocation.

Diverse Membership. Each Client's investors include persons or entities resident in various jurisdictions, including the United States and other countries, who potentially have conflicting investment, tax and other interests with respect to their investments. The conflicting interests of individual investors relate to or arise from, among other things, the nature of investments made by each Client and the timing of the disposition of investments. Such transactions can result in different after-tax returns being realized by different investors. As a consequence, conflicts of interest potentially arise in connection with decisions made by Gillson Capital that can be more beneficial for one investor than another investor, especially with respect to investors' individual tax situations. Gillson Capital considers the investment and tax objectives of each Client as a whole, and not the individual investment, tax or other objectives of any particular investor.

Industry Relationships. As with many other private funds, as part of Gillson Capital's business, Gillson Capital and its employees have developed relationships with third parties which have the potential to raise conflicts of interest. Such third parties include broker-dealers, sell-side analysts, buy-side analysts, lenders, consultants, expert network professionals, professional advisors (such as attorneys and accountants) and former employees and members of Gillson Capital. Certain of these third parties will, on occasion: (i) introduce investment opportunities to Gillson Capital; (ii) arrange for, or facilitate the financing of, of current and potential portfolio securities; (iii) provide industry information or security-specific information; or (v) provide consulting, legal or advisory services to Gillson Capital or the Clients. Such third parties can also provide goods or services to or have business, personal, political, financial or other relationships with Firm employees. In addition, it is possible that such third parties will invest in one or more Clients or provide other significant business or investment services to Gillson Capital or the Clients. These relationships have the ability to influence Gillson Capital in deciding whether to select or recommend any such third party to perform services for the Clients. The cost of any services provided by such third parties will generally be borne directly or indirectly by the Clients.

Time and Attention of the Principal. It is possible the principal will spend a portion of his business time and attention pursuing investment opportunities that do not fall within the objectives, strategy, scope and investment criteria of the Clients. Gillson Capital believes that the investment of the principal in the Clients, as well as the principal's interest in the Performance Fee, operate to align, to some extent, the interest of the principal with the interest of the investors.

Intangible Benefits. Gillson Capital and its employees have in the past and, from time to time in the future, will receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of a Client, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays incurred as Client expenses often result in "miles" or "points" or credit in loyalty/status programs to Gillson Capital and/or its personnel, and such rewards and/or amounts will exclusively benefit Gillson Capital and/or such personnel.

Item 9 – Disciplinary Information

Like other registered Investment Managers, Gillson Capital is required to disclose all material facts regarding any legal or disciplinary events that would materially impact an investor's evaluation of Gillson Capital or the integrity of Gillson Capital's management. No events have occurred at Gillson Capital that are applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Gillson Capital is not actively engaged in a business other than giving investment advice to the Clients. Neither Gillson Capital nor any of its management persons is registered or has an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity-trading adviser, or associated person of the foregoing, and Gillson Capital does not anticipate such affiliations in the future.

Gillson Capital has no arrangements with a related person who is a broker-dealer, investment company, other investment adviser or financial planner, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships that are material to its advisory business or to its Clients. Gillson Capital has and will continue to develop relationships with professionals who provide services it does not provide, including legal, accounting, banking, investment banking, tax preparation, insurance brokerage, and other personal services. Gillson Capital qualifies for an exemption from registration as a commodity pool operator with the CFTC pursuant to Regulation 4.13(a)(3), due to its de minimis amount of commodity interest trading.

From time to time, Gillson Capital receives training, information, promotional material, meals, event tickets, or gifts from service providers and others with whom it does business or to whom it makes referrals. At no time will Gillson Capital accept any benefits, gifts or other arrangements that are conditioned on directing individual Client transactions to a specific security, product or provider.

Similarly, Gillson Capital employees occasionally speak at conferences and programs for potential investors interested in investing in hedge funds that are sponsored by the Fund's prime brokers. Through such capital introduction events, prospective investors have the opportunity to meet with Gillson Capital. Neither Gillson Capital nor the Fund compensates the prime brokers for organizing such events or for investments ultimately made by prospective investors attending such events.

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

Code of Ethics

As fiduciaries, Gillson Capital and its employees have certain legal obligations to put Clients' interests ahead of their own. Gillson Capital has adopted a written code of ethics based on principles of openness, honesty, integrity and trust. At least once a year, each Gillson Capital employee is required to acknowledge this code and agree to be bound by it.

Gillson Capital's code of ethics covers standards of business conduct, confidentiality of Client information, personal trading requirements, insider trading, reporting of personal securities transactions, industry experts, outside business activities, restrictions on accepting and giving of gifts, and reporting of certain gifts and business entertainment items, shared office space, among other topics. The code of ethics also includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated.

Employees of Gillson Capital who violate the code of ethics are be subject to remedial actions, including, but not limited to, censure, suspension or dismissal. Employees are also required to promptly report any violations of the code of ethics of which they become aware.

Gillson Capital will provide a copy of its code of ethics to any existing or prospective investor upon request to its Chief Compliance Officer, Martin Kalish, at (312) 667-8920.

Participation or Interest in Client Transactions

Gillson Capital and certain employees and affiliates of Gillson Capital invest in and alongside the Clients, either through the General Partner, as direct investors in the Funds, or otherwise. Gillson Capital or the General Partner, as applicable, will exempt such persons from all or a portion of the Management Fee or Performance Fee.

Gillson Capital does not affect any principal securities transactions for Client accounts without the appropriate Client approval. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, knowingly buys from or sells any security to any advisory client. An agency cross transaction occurs when an adviser or an affiliate arranges a transaction (*i.e.*, acts as a broker) between two or more different funds or accounts that are managed by that same adviser or affiliate. Agency cross transactions may also arise where an adviser is dually

registered as a broker-dealer or has an affiliated broker-dealer. An adviser is not “acting as a broker” if the adviser receives no compensation (other than the advisory fee earned in the ordinary course of managing the asset) for effecting the transaction and therefore is not considered to be conducting an agency cross transaction under Section 206(3).

In the event the Investment Manager and its affiliates affect securities trades (including outright purchases and sales) between Clients or its affiliates, such transactions will be made at the market rate for similar transactions using an independent pricing mechanism, such as the last sales price on the exchange where the security is principally traded. Transactions will be affected at market price for no consideration other than cash payment against prompt delivery of the relevant security.

Personal Trading

Gillson Capital’s employees are permitted to make securities transactions in their personal accounts, subject to certain limitations as set forth in the code of ethics. This presents potential conflicts in that an employee could make improper use of information regarding a Client’s holdings or future transactions or research paid for by the Clients. Gillson Capital manages the potential conflicts of interest inherent in employee personal trading by strict enforcement of its code of ethics, which includes pre-clearance and reporting requirements.

In rare cases, Gillson Capital’s business could provide Gillson Capital and its employees with access to material nonpublic (“insider”) information. The code of ethics includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated. Gillson Capital’s employees are prohibited from trading, either personally or on behalf of others, in securities while in possession of material nonpublic information regarding publicly traded securities or communicating material nonpublic information about such securities to others. The Firm maintains a restricted list of issuers about which it has or may have material nonpublic information. Supervised persons are required to file certain reports and submit their brokerage account statements to Gillson Capital’s Chief Compliance Officer for review.

The principal and employees of Gillson Capital are permitted to carry on investment activities for their own account and for family members, friends or others who do not invest in the Clients, and to give advice and recommend securities to vehicles which differ from advice given to, or securities recommended or bought for, the Clients, even though their investment objectives are the same or similar.

Notwithstanding and subject to the above-described internal compliance policies and approval procedures, members, partners, officers and employees of the General Partner and the Investment Manager are permitted to engage, from time to time, in personal trading of securities and other instruments that are not in the Fund’s investable universe.

Conflicts of Interest

In addition to the conflict of interest arising from trading by Gillson Capital or its principal or employees for their own accounts as discussed above, and conflicts relating to Gillson Capital's receipt of Performance Fees, which are discussed in Item 6 above, Clients or investors are subject to additional conflicts of interest. The offering documents for each Client details a complete description of what Gillson Capital believes to be the most significant conflicts of interest associated with an investment. Investors should carefully consider the conflicts of interest described herein, as well as those outlined in the Clients' Governing Documents, prior to investing.

If any matter arises that Gillson Capital determines in its good faith constitutes an actual conflict of interest, Gillson Capital will take such actions as are necessary and appropriate, within the context of the applicable Clients' Governing Documents, to ameliorate the conflict.

Item 12 – Brokerage Practices

Gillson Capital is authorized to determine the broker or dealer to be used for each securities transaction for its Clients. Transactions for the Clients are allocated to broker-dealers on the basis of best execution available in light of the overall quality of brokerage, prime brokerage, financing, and other services provided. In selecting brokers or dealers to execute transactions, Gillson Capital will consider the following factors, among others: (i) the Investment Manager's experience in evaluating the broker-dealer's reliability and capability based on previous and pending transactions effected by the broker-dealer for Gillson Capital; (ii) a broker's execution capabilities with respect to the relevant type of order and access to the markets for the securities being traded; (iii) the strength of the broker-dealer's research and analytic services as well as clearing and settlement capabilities; (iv) the commissions charged; (v) the broker's reputation and responsiveness to requests for trade data and other financial information; (vi) the character of the market for the security (price, volatility, relative liquidity and pressure on available communications); (vii) the size and type of transaction; (viii) the terms and conditions of the order; (ix) the type of financial instruments in question; (x) the accessibility of the quotation; and (xi) the execution venues on which an order can be executed. Gillson Capital need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

In connection with the direct trading activities in the Gillson Capital Funds, Gillson Capital has entered into client commission arrangements ("CCAs") with certain brokers and has the potential to enter into additional CCAs with other brokers in the future. Under the CCAs, a portion of the commissions charged by the brokers is allocated to an account (each, a "CCA Account") that is available to pay for eligible third-party research selected by Gillson Capital. Since commission rates in the United States are negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates can at times result in higher transaction costs than would otherwise be obtainable.

It is possible that the availability of these non-monetary benefits influences Gillson Capital to select one broker rather than another to perform services for the Gillson Capital Funds.

Section 28(e) of the Exchange Act is a “safe harbor” that permits an investment manager to use commissions or “soft dollars” to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. The Investment Manager limits the use of “soft dollars” to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e). Research and brokerage services within Section 28(e) include, but are not limited to: (i) advice as to the value of securities and the advisability of investing, purchasing or selling securities; (ii) analysis and reports concerning issuers, securities, economic factors and trends, portfolio strategy and performance of accounts; (iii) research reports analyzing the performance of a particular company or stock; (iv) discussions with research analysts relating to the advisability of investing in securities; (v) meetings with corporate executives to obtain oral reports on the performance of a company; (vi) seminars or conferences that provide substantive content relating to issuers, industries and securities; (vii) software that provides analyses of securities portfolios or algorithmic trading strategies, or is used to transmit orders or account data; (viii) corporate governance research if reporting or analyzing issuers; (ix) financial newsletters and trade journals that are not targeted to a wide, public audience; (x) effecting securities transactions and performing functions incidental to such transactions, such as clearance, settlement, net pricing, online pricing, block trading, block positioning; or (xi) post-trade communications and activities, including settlement instructions to custodians, matching of information and short-term custody.

In some instances, Gillson Capital may receive a product or service that may be used only partially for functions within Section 28(e) (*e.g.*, an order management system, trade analytical software or proxy services). In such instances, the Investment Manager will make a good faith effort to determine the relative proportion of the product or service used to assist Gillson Capital in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting the Investment Manager in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by Gillson Capital from its own resources.

Research and brokerage services obtained by the use of commissions arising from a Client’s portfolio transactions may be used by Gillson Capital in its other investment activities and thus, a Client may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

Although Gillson Capital will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable, and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates can result in higher transaction costs than would otherwise be obtainable.

The receipt of such products or services and the determination of the appropriate allocation in the case of “mixed use” products or services create a potential conflict of interest between the Investment Manager and its Clients.

As mentioned in Item 10 above, from time to time, the personnel of the Investment Manager and/or its affiliates has in the past and from time to time in the future, will speak at conferences and programs for potential investors interested in investing in hedge funds which are sponsored by the Clients’ brokers. Through such capital introduction events, prospective investors have the opportunity to meet with Gillson Capital. Neither Gillson Capital nor the Clients compensates the brokers for organizing such events or for investments ultimately made by prospective investors attending such events. Such events and other services (including, without limitation, capital introduction and business consulting services and technology) provided by a broker to the Clients or the Investment Manager may be a factor in deciding whether to use such broker in connection with brokerage, financing and other activities of the Clients.

Each Client’s securities transactions generate brokerage commissions and other compensation, all of which the respective Client, not the Investment Manager, will be obligated to pay. The Investment Manager has discretion in deciding what brokers and dealers most Clients will use and in negotiating the rates of compensation a Client will pay. Although Gillson Capital will make a good faith determination that the amount of commissions paid to a broker is reasonable in light of the products or services provided by the broker, commission rates are generally negotiable, and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates can sometimes result in higher transaction costs than would otherwise be obtainable.

Brokers sometimes suggest a level of business they would like to receive in return for the various services they provide. It is possible that actual brokerage business received by any broker is less than the suggested allocations, but such business can (and often does) exceed the suggestions because total brokerage is allocated on the basis of all the considerations described above. A broker is not excluded from receiving business because it has not been identified as providing research services.

Gillson Capital recognizes that it can potentially have an incentive to favor broker-dealers that provide capital introduction services to Gillson Capital or refer investors. Gillson Capital receives Management Fees and accordingly would receive a financial benefit from the increase in assets under management that result from capital introduction services and investor referrals. Similarly, Gillson Capital receives a Performance Fee and accordingly could receive a larger Performance Fee in any given profit period as a result of an increase in assets under management that results from capital introduction services and investor referrals. The potential for higher fees presents a potential conflict in that Gillson Capital has an incentive to favor broker-dealers that provide services that have a direct impact on fees even if those broker-dealers rate unfavorably in other categories.

Gillson Capital addresses this potential conflict by periodically reviewing its broker-dealer arrangements and evaluating each broker-dealer’s performance in a variety of categories, including but

not limited to the broker or dealer's execution capabilities, reputation and access to the markets for the securities being traded. Other considerations include, but are not limited to, the amount of transaction costs, the quality of execution, the expertise in particular markets, the experience and financial stability of the firm, the availability of stock loans, the breadth of investment products made available, the quality of service, the familiarity both with investment practices generally and the techniques employed by Gillson Capital, the research and analytic services and clearing and settlement capabilities, the capability to facilitate transfers and payments to and from accounts, and the availability of other products and services, subject at all times to principles of best execution. Such reviews are expected to enable Gillson Capital to determine when broker-dealers that outperform in capital introduction and investor referrals also underperform in other areas. In such situations, Gillson Capital would provide heightened scrutiny to its relationship with such a broker-dealer.

More information about Gillson Capital's prime brokers and custodians can be found in its ADV Part 1, Schedule D, Section 7.B.(1).

Gillson Capital does not engage in directed brokerage transactions but allows Third-Party Funds Clients to select their own broker-dealer or custodian. With regard to trade aggregation, Gillson Capital aggregates the purchase or sale of securities for its Clients when to do so is in the Clients' best interest.

Item 13 – Review of Accounts

The Portfolio Manager and other employees of Gillson Capital regularly review the portfolios of each Client to determine if they are consistent with applicable investment objectives and restrictions. Gillson Capital also considers whether the portfolio should change investments based on various factors, including but not limited to, changes in company fundamentals, advisers, key industry personnel, analysts, news and press releases, general market conditions and assessment of the financial consequences of world events derived from general information or such other material as is appropriate under the particular circumstances.

In addition, Martin Kalish, Chief Compliance Officer, reviews records of trades placed for the Clients on a regular basis. The Clients' trades are also reviewed on a regular basis by Gillson Capital's third-party administrator to price the portfolio based on independent third-party pricing sources or methodologies approved by Gillson Capital. The third-party administrator also ensures that Gillson Capital's records are in agreement with those of its custodians.

On a monthly basis, the Investment Manager provides investors with the final net asset value for the prior completed calendar month, net of all fees and expenses, within thirty (30) calendar days after the end of such calendar month. The Firm's third-party administrator sends capital account statements monthly to investors in its Clients. In addition, Gillson Capital provides investors with a quarterly letter. Within 120 days after the end of each fiscal year, an annual report containing audited financial statements is delivered to each of the investors in the Funds. Finally, Gillson Capital provides investors with annual tax information necessary for the completion of tax returns (K-1).

Third-Party Funds Clients request specific information about their account as agreed to at the commencement of the relationship. Additionally, upon request, certain investors may receive additional information and reporting that other investors may not receive. All reports are sent to investors in writing and are delivered electronically. Gillson Capital also has contact with investors (personal visits, telephone, email) throughout the year as conditions warrant.

Item 14 – Client Referrals and Other Compensation

Gillson Capital does not receive any monetary compensation or any other economic benefit from a non-Client for Gillson Capital's provision of investment advisory services to a Client. Similarly, as of the date hereof, Gillson Capital does not use third-party marketers to assist in its fundraising efforts. As mentioned above in Items 10 and 12, from time to time, the personnel of the Investment Manager and/or its affiliates have in the past and in the future from time to time, will speak at conferences and programs for potential investors interested in investing in hedge funds which are sponsored by the Fund's prime brokers or Clients' brokers. Through such capital introduction events, prospective investors have the opportunity to meet with Gillson Capital. Neither Gillson Capital nor the Clients compensate the brokers for organizing such events or for investments ultimately made by prospective investors attending such events.

Item 15 – Custody

The Advisers Act Rule 206(4) (the "Custody Rule") requires that pooled investment vehicles advised by the adviser either undergo an annual generally accepted accounting principles ("GAAP") financial statement audit by a Public Company Accounting Oversight Board ("PCAOB") registered auditing firm or be subject to a surprise custody examination, also by a PCAOB registered auditing firm. While Gillson Capital places all Fund assets in custody with prime brokers and other executing broker-dealers and does not maintain physical custody over any Client funds, it is still considered to have custody over the Fund because of its affiliation with the Fund's General Partner and the General Partner's ability to deduct fees from Fund investor accounts. In order to comply with the Custody Rule, the Firm has elected to undergo an annual GAAP financial statement audit for its Fund by a PCAOB registered auditing firm, copies of which are delivered to underlying Fund investors within 120 days of year-end. Investors in the Fund should carefully review such financial statements.

Gillson Capital does not maintain custody over its Third-Party Funds Clients; these Clients have established their own, independent relationships with specific qualified custodians and retain custody over such accounts.

Gillson Capital receives account statements from the prime brokers and custodians on behalf of the Fund and Third-Party Funds Clients each month; Third-Party Funds Clients also receive statements directly from their brokers and custodians on a monthly basis.

Item 16 – Investment Discretion

Investment advice is provided directly to the Clients, subject to the discretion and control of the General Partner, and not to investors in the Clients individually. Gillson Capital has discretionary authority based on the Governing Documents with each Client to buy and sell securities or other investments on behalf of the Clients and to determine the amount of such investments to be bought and sold. The terms upon which Gillson Capital serves as the Investment Manager of a Client are established at the time each Client is established and are generally disclosed in the Governing Documents entered into by Gillson Capital with respect to each Client.

To become an investor in a Gillson Capital Client, an investor must execute a subscription or other advisory agreement with such Client. Such agreements generally contain a power of attorney that grants Gillson Capital certain powers related to the orderly administration of the affairs of the Client. Once an investor executes these documents, Gillson Capital is not required to contact such investor prior to transacting business in a Client. Gillson Capital's authority to trade securities can potentially be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

The Firm has entered into side letters with certain investors that modify the terms on which such investors invest, including by way of portfolio transparency rights, reduced fees and “most favored nations” protection. The General Partner is permitted in its discretion to enter into a side letter with an investor based on any of a variety of factors, including the size of an investor's investment in, or potential to provide special services or benefits to, the Fund. Although the General Partner will not enter into any side letter that it believes would be adverse to the investors considered as a whole (except in perhaps extraordinary circumstances in which the General Partner will generally reserve the right not to give effect to such side letter), there can be no assurance that the side letter rights granted to one or more investors will not in certain cases disadvantage others. For example, a strategic investor may be granted preferential withdrawal rights, which could be utilized by a strategic investor in a manner that would materially disadvantage other investors. Other investors are not provided with consent rights regarding such side letter agreements.

Item 17 – Voting Client Securities

By virtue of the investment management agreements with the Funds and some Clients, Gillson Capital has the authority to vote Client proxy statements on behalf of its Funds and on behalf of some Clients. Gillson Capital has adopted a proxy voting policy pursuant to SEC Rule 206(4)-6 to describe how it votes its Clients' proxies. Gillson Capital votes proxies consistent with the best interests of its Clients and in accordance with their stated objectives, with the primary goal of maximizing portfolio values.

Pursuant to its policy, Gillson Capital will generally vote in accordance with management's recommendations, unless Gillson Capital determines that voting in such a manner is in conflict with the best interests of its Clients. In such cases, Gillson Capital will evaluate and vote the proxies on a case-by-case basis. If it is determined that the conflict of interest is not material, Gillson Capital is

permitted to vote a proxy notwithstanding the existence of the conflict. If it is determined that the conflict of interest is material, Gillson Capital will resolve the conflict in one of several possible ways, such as by engaging a third party to recommend a vote with respect to the proxy or seeking the advice of an independent third party. In general, investors cannot request that Gillson Capital vote in a particular way on any specific proposal.

Investors can obtain a copy of Gillson Capital's complete proxy voting policy upon request from Gillson Capital's Chief Compliance Officer, Martin Kalish, at (312) 667-8920 or mkalish@gillsoncapital.com. Investors can also obtain information from Gillson Capital about how it voted any previous proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item 18 to provide certain financial information or disclosures about their financial condition. Gillson Capital does not require prepayment of more than \$1,200 in fees per Client six months or more in advance, and thus is not required to provide a copy of a balance sheet for the most recent fiscal year. Additionally, Gillson Capital has no financial condition that impairs its ability to meet contractual and fiduciary commitments to investors and has not been the subject of a bankruptcy petition.