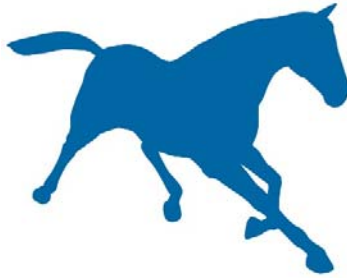


FORM ADV PART 2A: FIRM BROCHURE



Selkirk Management, LLC

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March 29, 2022

This brochure provides information about the qualifications and business practices of Selkirk Management, LLC. (the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at One Main Street, Suite 202, Chatham, NJ 07928 or 973-701-6172.

The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Registration with the SEC or with any state authority does not imply a certain level of skill or training.

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

Item 2. Material Changes

The Adviser does not deem any changes to its current Form ADV Part 2A material as compared to our prior annual update on March 29, 2021. However, in addition to other slight revisions, please note the following non-material change:

- Item 4: We updated our assets under management to approximately \$265.8 million as of December 31, 2021.

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Item 4. Advisory Business

Selkirk Management, LLC (“Adviser”) is an investment adviser with its principal place of business in Chatham, New Jersey. The Adviser commenced operations as an investment adviser on February 5, 2008 and has been registered with the SEC since March 2012. Thomas Oatman, Stewart Strawbridge and Christian Amundsen are the principal owners of the Adviser.

The Adviser provides advisory services on a discretionary basis to Selkirk Partners, LP (the “Fund”), which is a pooled investment vehicle intended for sophisticated investors and institutional investors. The Fund was launched on March 3, 2008 and is a 3(c)(1) fund with a December 31 year end.

The Adviser generally provides investment advice with respect to managing a long and short portfolio primarily in equity securities and equity-related instruments of publicly traded companies along with options, forwards and private securities.

The Adviser provides advice to the Fund on specific objectives and strategies as discussed in the Fund’s Confidential Private Offering Memorandum (“Offering Document”). For further description of the Adviser’s investment objectives, strategies and associated risks please see Item 8, Method of Analysis, Investment Strategies and Risk of Loss.

The Adviser does not tailor advisory services to the individual needs of the underlying investors and does not accept investor-imposed investment restrictions.

As of December 31, 2021, the Adviser managed approximately \$265,830,700 of client assets, all of which was managed on a discretionary basis.

Item 5. Fees and Compensation

The Adviser charges the Fund a quarterly fixed fee (the “Fixed Fee”) in advance computed at an annual rate of 1% (i.e., 0.25% per quarter) of the value of the Capital Account of each Limited Partner. The Fixed Fee shall be paid promptly after the first day of each calendar quarter based on the value of each Limited Partner’s Capital Account as of the first day of such quarter. If contributions are made to the Fund during the quarter, the Fixed Fee will be prorated and charged to the contributing Limited Partner’s Capital Account at the time of such contribution based on the amount of such contribution.

Selkirk GP, LLC (the “General Partner”), an affiliate of the Adviser, will be paid a performance-based fee or allocation in addition to the Fixed Fee. Except with respect to “new issues,” any net profits and net losses of the Partnership (including unrealized gains and losses) will be allocated to the partners in accordance with the ratio of their capital account balances. As of the end of each fiscal year, there shall be reallocated to the General Partner from the capital account of each limited partner a percentage specified in the Offering Document of such limited partner's share of net profits, subject to a “loss carryforward” provision (sometimes referred to as a “highwater mark”). Under the loss carryforward provision, no deduction from a limited partner's capital account with respect to any net profits will be made from the capital account of a particular limited partner with respect to a fiscal year until any net loss previously allocated to the capital account of such limited partner has been offset by subsequent net profits. In the event a limited partner makes a partial withdrawal, a pro rata reduction in the loss carryforward (or adjustment in the computation of the Incentive Allocation) will be made in the manner described in the Partnership Agreement.

The General Partner may, in effect, in its sole discretion, waive or reduce the Fixed Fee and/or the performance-based fee or allocation for Limited Partners that are members, principals, employees or affiliates of the General Partner or the Investment Manager, relatives of such persons and certain large or strategic investors.

The Adviser deducts investment management fees from the Fund by instructing the Fund’s custodian following the administrator’s calculation of the fee for the relevant period.

The Investment Manager renders its services to the Partnership at its own expense, including the salaries of employees necessary to render such services and all general office overhead expenses attributable to its employees. Operating expenses of the Fund will be borne by the Fund including the Fixed Fee, fees paid to the Fund's administrator, legal, auditing, accounting (including outsourced accounting), consulting and other professional expenses, administration expenses, research expenses (including research-related travel), investment expenses such as commissions, trading services and support, interest on margin accounts and other indebtedness, custodial fees, bank service fees, and other expenses related to the purchase, sale or transmittal of Fund assets as shall be determined by the General Partner in its sole discretion.

Investors are encouraged to refer to the Fund’s offering documents for a more detailed discussion of the various fees and expenses associated with the Fund.

Clients will also incur brokerage and other transaction costs. Please refer to Item 12, Brokerage Practices of this brochure for a discussion of the Adviser’s brokerage practices.

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

As discussed in Item 5, Fees and Compensation, the Adviser is eligible to earn a performance-based fee or allocation from the Fund.

Currently, the Adviser does not provide investment management service to multiple portfolios for multiple clients.

Item 7. Types of Clients

The Adviser's clients consist of the Fund which is organized as a limited partnership under the laws of the State of Delaware.

The minimum investment in the Fund is \$1,000,000, subject to waiver at the discretion of the General Partner.

Interests in the Fund are offered on a private placement basis, and generally will be open to investment only by persons that are "accredited investors" within the meaning of Regulation D of the Securities Act and "qualified clients" as defined in the Investment Advisers Act of 1940, as amended.

This brochure is designed solely to provide information about the Fund and should not be considered to be an offer of interests in the private fund of Selkirk Partners, LP. Any such offer may be made only by delivery to the prospective investor of the Confidential Private Offering Memorandum.

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

Method of Analysis and Investment Strategy

The investment objective of the Adviser is to seek to achieve superior, long-term, risk-adjusted returns. The Adviser will primarily take long and short positions in common stock and equity-like instruments of publicly traded companies in various sectors of the economy, both in the United States and internationally. Stock selection will be based on valuation-sensitive, fundamental analysis employing the Adviser's varied analysis frameworks.

Investment Risk

Investing in the Fund managed by the Adviser involves risk of loss that investors should be prepared to bear. An investor should not make an investment unless he or she is prepared to lose all or a substantial portion of its investment. There can be no assurance that the Fund will achieve its investment objective.

Market Risk

The profitability of a significant portion of the Fund's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that the Adviser will be able to predict accurately these price movements. There may be a significant degree of market risk.

Non-Diversification Risk

It is anticipated that the Fund's portfolio will be invested primarily in the common stock and equity-like instruments of publicly-traded companies, both U.S. and international. The Fund will not have fixed parameters for diversification and may periodically concentrate its investments in particular industries, geographic areas, types of securities, market capitalizations and issuers. In this regard, it is possible that, at a given time, positions (long and short) in less than twenty issuers may comprise substantially all of the Fund's portfolio. Accordingly, the investment portfolio of the Fund may be subject to more rapid change in value than would be the case if the Fund were required to maintain a wide diversification.

Short Sale Risk

Short selling, or the sale of securities not owned by the Fund, necessarily involves certain additional risks. Such transactions expose the Fund to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and in the case of equities, without effective limit. There is the risk that the securities borrowed by the Fund in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Fund might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Leverage Risk

While the use of certain forms of leverage can substantially improve the return on invested capital, such use may also increase the adverse impact to which the portfolio of the Fund may be subject.

Borrowings will usually be from prime brokers and will typically be secured by the Fund's securities and other assets. Under certain circumstances, a prime broker may demand an increase in the collateral that secures the Fund's obligations, and if the Fund were unable to provide additional collateral, the prime broker could liquidate assets held in the account to satisfy the Fund's obligations. Liquidation in that manner could have extremely adverse consequences. In addition, the

amount of the Fund's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the Fund's profitability.

In an unsettled credit environment, the Adviser may find it difficult or impossible to obtain leverage for the Fund. Since leveraging its assets may be an integral part of the investment strategy of the Fund, in such event the Fund could find it difficult to implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in the Adviser being forced to unwind positions quickly and at prices below what the Adviser deems to be fair value for the positions.

Small Cap Securities Risk

At any given time, the Fund may have significant investments in stocks of smaller and sometimes newer issuers which may be more volatile and speculative than the stocks of larger issuers. Smaller companies tend to have limited resources, product lines and market share. As a result, their share prices tend to fluctuate more than those of larger companies. Their shares may also trade less frequently and in limited volume, making them potentially less liquid. The price of small company stocks might fall regardless of trends in the broader market.

High Growth Industry Related Risks

Certain of the high growth companies (e.g., technology, communications and healthcare) in which the Fund may invest may allocate, or may have allocated, greater than usual amounts to research and product development. The securities of such companies may experience above-average price movements associated with the perceived prospects of success of the research and development programs. In addition, companies in which the Fund invests could be adversely affected by lack of commercial acceptance of a new product or products or by technological change and obsolescence. Some of these companies may have limited operating histories. As a result, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital, or be in the developmental stages of their businesses.

Further, many high growth companies with proprietary technology rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect their proprietary rights, which may be essential to the growth and profitability of the company. There can be no assurance that a particular company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a company in which the Fund invests. Conversely, other companies may make infringement claims against a company in which the Fund invests, which could have a material adverse effect on such company.

The markets in which many high growth companies operate are extremely competitive. New technologies and improved products and services are continually being developed, rendering older technologies, products and services obsolete. Moreover, competition can result in significant downward pressure on pricing. There can be no assurance that companies in which the Partnership invests will successfully penetrate their markets or establish or maintain competitive advantages.

Control Positions Risk

To the extent that the Fund owns a controlling stake in or is deemed an affiliate of a particular company, it may be subject to certain additional securities laws restrictions which could affect both the liquidity of the Fund's interest and the Fund's ability to liquidate its interest without adversely impacting the stock price, including insider trading restrictions, the affiliate sale restrictions of Rule 144 of the Securities Act, and the disclosure requirements of Sections 13 and 16 of the Securities Exchange Act. In addition, to the extent that affiliates of the Fund or the Adviser are subject to such restrictions,

the Fund, by virtue of its affiliation with such entities, may be similarly restricted, regardless of whether the Fund stands to benefit from such affiliate's stock ownership.

Non-U.S. Securities Risk

Investing in securities of non-U.S. companies and governments which are generally denominated in non-U.S. currencies, and utilization of currency forward contracts and options on currencies, involve certain considerations comprising both risks and opportunities not typically associated with investing in securities of United States issuers. 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 are generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards, and greater price volatility.

Currency Risk

The Fund's 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 may 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.

Counterparty Risk

To the extent the Fund invests in swaps, repurchase agreements, reverse-repurchase agreements, structured products, derivative or synthetic instruments, or other over-the-counter transactions, or in certain circumstances, in non-U.S. securities, the Fund may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Cybersecurity Risk

The Fund and its service providers, including the General Partner and the Investment Manager, may be subject to operational and information security risks resulting from cybersecurity attacks. Cybersecurity attacks include theft or corruption of data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information, or various other forms of cybersecurity breaches. Cybersecurity attacks affecting the Fund or its service providers may adversely impact the Fund. For instance, cybersecurity attacks may interfere with the processing or execution of Fund transactions, cause the release of confidential information, including private information about limited partners, subject the Fund, the General Partner and the Investment Manager to regulatory fines or financial losses, or cause reputational damage. Similar types of cybersecurity risks are also present for issuers of securities in which the Fund may invest. These risks could result in material adverse consequences for such issuers, and may cause the Fund's investments in such issuers to lose value.

Options Risk

Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. Because option premiums paid or received by an investor are small in relation to the market value of the investments underlying the options, buying and selling put and call options can result in large amounts of leverage. As a result, the leverage offered by trading in options could cause an investor's asset value to be subject to more frequent and wider fluctuations than would be the case if the investor did not invest in options.

Warrants Risk

Warrants are derivative instruments that permit, but do not obligate, the holder to subscribe for other securities. Warrants do not carry with them the right to dividends or voting rights with respect to the securities that they entitle the holder to purchase, and they do not represent any rights in the assets of the issuer. As a result, warrants may be considered more speculative than certain other types of investments. In addition, the value of a warrant does not necessarily change with the value of the underlying securities or commodities, and a warrant ceases to have value if it is not exercised prior to its expiration date.

Commodities and Futures Contracts Risk

Trading in commodities and futures contracts are highly specialized activities that may entail greater than ordinary investment risks. Commodity futures markets (including financial futures) are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin of deposit normally required in commodity futures trading, a high degree of leverage is typical of a commodity futures trading account. Consequently, a relatively small price movement in a commodity futures contract may result in substantial losses to the trader. Commodity futures trading may also be illiquid. Certain commodity exchanges do not permit trading in a particular type of future beyond certain set limits. If prices fluctuate during a single day's trading beyond those limits – which conditions have in the past sometimes lasted for several days in certain contracts – the Fund could be prevented from promptly liquidating unfavorable positions and thus be subject to substantial losses.

Convertible Securities Risk

The Fund may invest in convertible securities, which are securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company, or that are indexed to an unmanaged market index at the option of the holder during a specified time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase, and conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

Debt Securities Risk

The Fund may invest in unrated or low grade debt securities that are subject to greater risk of loss of principal and interest than higher-rated debt securities. The Fund may invest in debt securities that rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Fund may invest in debt securities that are not protected by financial covenants or limitations on additional indebtedness. In addition, evaluating credit risk for foreign debt securities involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult.

High Yield Securities Risk

The Fund may invest in "high yield" bonds and preferred securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Securities in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic

conditions. Because investors generally perceive that there are greater risks associated with the lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. In addition, adverse publicity and investor perceptions about lower-rated securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such lower-rated securities.

Interest Rate Risk

The Fund is 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 Fund may attempt to minimize the exposure of the portfolios 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 such hedges will be implemented and, if implemented, will be successful in mitigating the impact of interest rate changes on the portfolios.

Liquidity Risk

Fund assets may, at any given time, include financial instruments or obligations which are very thinly traded or for which no market exists or which are restricted as to their transferability under applicable securities laws. The lack of an established, liquid secondary market for some Fund assets may have an adverse effect on the market value of those assets and on the Investment Manager's ability to dispose of them. The sale of any such investments may be possible only at substantial discounts. Further, such investments may be extremely difficult to value with any degree of certainty. In light of the foregoing, there is a risk that a limited partner who withdraws all or part of his investment while the Fund holds such investments will be paid an amount less than he would otherwise be paid if the actual value of such investments is higher than the value designated by the General Partner. Similarly, there is a risk that such limited partner might, in effect, be overpaid if the actual value of the investments in restricted or thinly traded securities is lower than the value designated by the General Partner. In addition, there is a risk that an investment in the Fund by a new limited partner (or an additional investment by an existing limited partner) could dilute the profitability of such investments to existing limited partners. Finally, if at the time of a requested withdrawal the Fund did not have a sufficient amount of cash or liquid assets, the Fund might have to meet such withdrawal request through distributions of illiquid assets.

Pandemic Risk

Disease outbreaks that affect local economies or the global economy may materially and adversely impact our investment portfolios and/or our business. These types of outbreaks have the potential to cause severe decreases in core business activities such as manufacturing, purchasing, tourism, business conferences and workplace participation, among others. These disruptions also have the potential to lead to instability in the marketplace, including market losses and overall volatility. In the face of such instability, governments may take extreme and unpredictable measures to combat the spread of disease and mitigate the resulting market disruptions and losses. In the event of a pandemic or an outbreak, there can be no assurance that we or our service providers will be able to maintain normal business operations for an extended period of time or will be able to retain the services of key personnel on a temporary or long-term basis due to illness or other reasons. The full impact of a pandemic or disease outbreaks is unknown, which could result in a high degree of uncertainty for potentially extended periods of time.

Please refer to the Fund's respective offering documents for additional detail regarding the Adviser's investment strategies and risks.

Item 9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the Adviser or the integrity of its management. The Adviser has no applicable disciplinary information to disclose.

Item 10. Other Financial Industry Activities and Affiliations

The Adviser shares office space with other registered investment advisers. Although the Adviser has dedicated lockable offices, we do share certain facilities (e.g. kitchen, conference rooms, etc.) with other registered investment advisers. The Adviser has established procedures with respect to sharing office space designed to protect the interests of the Adviser's clients.

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

The Adviser has adopted a comprehensive Code of Ethics designed to promote the highest ethical standards among employees and to recognize our fiduciary responsibility to clients. The Code of Ethics establishes standards of business conduct for all employees and is designed to detect and prevent prohibited acts and mitigate potential conflicts of interest between the Adviser, its employees and the Fund.

The Adviser has adopted, as part of its Code of Ethics, a Personal Trading Policy which restricts personal trading subject to certain exceptions. The Adviser closely monitors the personal trading of employees and requires pre-approval from the Adviser's Chief Compliance Officer for personal trades subject to certain exceptions.

The Adviser's Supervised Persons are permitted to buy or sell securities that are also bought or sold for the Fund if done in a fair and equitable manner that is consistent with the Adviser's policies and procedures. Personal securities transactions by employees may raise potential conflicts of interests when such person's trade is in a security that is owned by or considered for purchase or sale for the Fund.

Unless specifically permitted in the Adviser's Code of Ethics, no Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of the Adviser's Clients.

When the Adviser is purchasing or considering for purchase any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when the Adviser is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by open-end mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more open-end mutual funds.

The Code of Ethics establishes guidelines for employees with identifying instances when they might be exposed to material non-public information, and compliance procedures for when they believe they are in possession of material non-public information. The Code of Ethics strictly prohibits the Adviser and its employees from engaging in market manipulation, the spreading of rumors, and any sort of collusion with other market participants.

Other Features of the Adviser's Code of Ethics include:

- Annual and Initial Certification by employees that they have read, understand, and agree to abide by the Adviser's Code of Ethics;
- A gift and entertainment policy which generally prohibits the giving and receipt of gifts greater than a *de minimis* value; and
- Duplicate monthly statements for each personal trading account of the employee, their spouse, minor children and any other person or entity, over which the employee has discretion.

The Adviser will provide a copy of the Code to any client or prospective client upon request.

Item 12. Brokerage Practices

The Adviser is authorized to determine the broker-dealer to be used for each securities transaction for the Fund. In selecting broker-dealers to execute transactions, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus the Fund may be deemed to be paying for research, brokerage, or other services provided by the broker which are included in the commission rate. When it uses brokerage commissions (or markups or markdowns) to obtain research or other products or services, the Adviser receives a benefit because it does not have to produce or pay for the research, products or services. The Adviser may have an incentive to select a broker-dealer based on its interest in receiving research or other products or services, rather than on the Fund's interest in receiving most favorable execution.

Section 28(e) of the Securities Exchange Act is a "safe harbor" that permits an adviser to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. Except for services that would be a Fund expense or as otherwise described below, the Adviser will limit the use of "soft dollars" to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e).

Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services.

Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the Securities and Exchange Commission or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

The use of commissions arising from the Fund's investment transactions for services other than research and brokerage will be limited to services that would otherwise be a Fund expense. The use of commissions to obtain such other services would be outside the parameters of Section 28(e).

In some instances, the Adviser 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 Adviser will make a good faith effort to determine the relative proportion of the product or service used to assist the Adviser 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 Adviser 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 the Adviser from its own resources.

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

Adviser will annually review all soft dollar relationships by reviewing quarterly reports of all soft dollar goods and services provided to Adviser, the commissions paid to such brokers and the extracted value of such goods and services. If the Adviser determines that a broker is not providing best execution and/or the value of the soft dollar goods and services is not reasonable in relation to the commissions paid, relationships with such broker-dealers will be terminated (or, as applicable, Adviser will pay for such goods and services out of pocket).

Although the Adviser 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 may 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 creates a potential conflict of interest between the Adviser and its clients.

During the fiscal year, soft dollar payments made on behalf of the Adviser were for the following: real-time stock quotes, market data, and valuation services.

In selecting brokers and negotiating commission rates, the Adviser will consider commission cost, the financial stability and reputation of the brokerage firms, and the research, brokerage or other services provided by such brokers. The Adviser may place transactions with a broker-dealer that (i) provides the Adviser (or an affiliate) with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to the Fund or other products advised by the Adviser (or an affiliate), if otherwise consistent with seeking best execution, provided the Adviser is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

The Adviser does not permit a client or investor to direct brokerage. Rather the Adviser has complete discretionary authority to select the broker-dealers used to execute client transactions.

When appropriate, the Adviser may, but is not required to, aggregate client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades. Currently the Adviser’s only client is the Fund.

Item 13. Review of Accounts

The Adviser monitors and reviews Client accounts on a continual basis with a focus on ensuring adherence to their investment objectives.

The Fund has engaged an independent third-party administrator (the “Administrator”) who records cash and security positions on a daily basis. On a daily basis the Administrator reconciles the records of the Fund with the Fund’s prime brokers. Detailed reconciliation reports are provided on a daily basis to the Adviser’s Chief Financial Officer (the “CFO”) noting any discrepancies if applicable. The Adviser will attempt to clear reconciling items as quickly as possible. The Administrator also prepares a month end accounting package for the Fund which reflects Fund-specific holdings, profits and losses including realized and unrealized gains/losses, capital activity, investment-related income and expenses, and expense items as discussed in the Fund’s official offering documents. The CFO will sign off on the administrator’s package once reviewed.

Fund investors receive regular written communications from the Adviser including a monthly performance report provided by the Adviser shortly after month end, a monthly statement directly from the Administrator generally by the 8th business day, quarterly investor letters, an annual Schedule K-1 for taxable investors, and annual audited financial statements with 120 days after year end.

Item 14. Client Referrals and Other Compensation

The Adviser may benefit from the capital introduction services provided by its service providers. The Adviser does not have any formal agreement to directly pay its service providers for referring investors to its Private Fund. However, the Adviser may face a conflict of interest between directing trades to the service providers' associated trading desk when the service providers refer investors, and directing trades among other broker-dealers.

The Adviser does not compensate any person or third party marketer for referring funds.

Neither the Adviser nor employees accept compensation for the sale of securities or other investment products.

Item 15. Custody

While the disclosure requirements under this item are not applicable to the Adviser, it should be noted that the General Partner has the ability to access and control the assets of the Fund. The Adviser satisfies its regulatory obligation by ensuring that each Fund is subject to an audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (PCAOB), and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

Item 16. Investment Discretion

The Adviser has full trading authority over all Client accounts. Investment discretion authority is granted to the Adviser contractually when an investor completes and signs a Fund's official subscription documents.

Item 17. Voting Client Securities

The Adviser has adopted Proxy Voting Policies and Procedures which it believes are reasonably designed to ensure that proxies are voted in the best interest of its Clients and in accordance with its fiduciary duties. The Adviser's policies and procedures are designed to address potential conflicts of interest that may arise between the Adviser and its Clients.

The Adviser has sole and exclusive authority and responsibility to vote all proxies on behalf of its Clients. As such, Clients may not direct how the Adviser should vote on a particular proxy.

Adviser's general policy is to vote in accordance with the recommendation of an issuer's management on routine and administrative matters unless Adviser has a particular reason to vote to the contrary. This general policy should not be interpreted as a pre-determination, however, to vote in favor of the issuer's management, as Adviser will review all Client proxies in accordance with the general fiduciary principles noted above. With respect to non-recurring or extraordinary matters, Adviser will vote on a case-by-case basis in accordance with the goals of achieving a Client's stated objectives.

Adviser analyzes each proxy individually. The policy guidelines below represent Adviser's usual voting position on certain recurring proxy issues that do not involve unusual circumstances. These guidelines can be superseded, subject to the duty to act solely in the best interest of the client, by the investment management professionals responsible for the account.

Adviser at times may determine that refraining from voting a proxy is in a Client's best interest, such as when Adviser's analysis of a particular proxy indicates that the cost of voting the proxy may exceed the expected benefit to the Client. The Chief Compliance Officer is responsible for conducting or supervising an appropriate cost-benefit analysis when there is reason to believe that voting a particular proxy may not be in a Client's best interest. The Adviser will maintain documentation of any cost-benefit analysis with respect to any Client proxy that is not voted by Adviser.

The Chief Compliance Officer will monitor the potential for conflicts of interest on the part of Adviser with respect to proxy voting as a result of personal relationships, significant Client relationships, potential conflicts of interest among Clients or special circumstances that may arise during the conduct of Adviser's business. If a conflict of interest is identified, Adviser will not make related proxy voting decisions until it has been determined that the conflict of interest is not material or a method for resolving the conflict of interest has been agreed upon and implemented.

The Chief Compliance Officer will determine whether a conflict of interest is material. Materiality determinations will be based on an assessment of the particular facts and circumstances. The Adviser will maintain a written record of all materiality determinations.

If it is determined that a conflict of interest is not material, Adviser may vote the proxy, notwithstanding the existence of the conflict.

If it is determined that a conflict of interest is material, one or more methods may be used to resolve the conflict, including:

- disclosing the conflict to the Client and obtaining its consent before voting;
- engaging a third party to recommend a vote with respect to the proxy; or
- such other method as is deemed appropriate under the circumstances given the nature of the conflict.

The Adviser will maintain a written record of the method used to resolve a material conflict of interest.

Investors or qualified prospective investors may obtain a copy of the Proxy Voting Policies and Procedures and proxy voting record by contacting us at the telephone number listed on the cover page of this document.

Item 18. Financial Information

The Adviser is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to the Fund and has not been the subject of a bankruptcy petition at any time since inception.