

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

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This brochure provides information about the qualifications and business practices of Locust Wood Capital Advisers, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 354-5404. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Locust Wood Capital Advisers, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Any reference to Locust Wood Capital Advisers, LLC as a “registered investment adviser” or as being “registered,” does not imply a certain level of skill or training.

Item 2 Material Changes

There are no material changes to the brochure for Locust Wood Capital Advisers, LLC (“Locust Wood”) since Locust Wood’s last annual update of its brochure (which was dated March 30, 2023), except that the brochure has been revised to reflect updates with respect to Locust Wood’s allocation policy. In light of the foregoing, Locust Wood has made revisions to the applicable disclosures required by Item 6, in addition to certain other updates to its Form ADV Part 2A.

Item 3 Table of Contents

Item 1 Cover Page	1
Item 2 Material Changes	2
Item 3 Table of Contents	2
Item 4 Advisory Business.....	3
Item 5 Fees and Compensation.....	3
Item 6 Performance-Based Fees and Side-By-Side Management.....	6
Item 7 Types of Clients	8
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	9
Item 9 Disciplinary Information.....	21
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ...	24
Item 12 Brokerage Practices.....	26
Item 13 Review of Accounts	30
Item 14 Client Referrals and Other Compensation	31
Item 15 Custody	32
Item 16 Investment Discretion	32
Item 17 Voting Client Securities	32
Item 18 Financial Information.....	34
Item 19 Requirements for State-Registered Advisers	34

Item 4 Advisory Business

Locust Wood Capital Advisers, LLC (“Locust Wood”) is a Delaware limited liability company that was formed in May 2002. Locust Wood is principally controlled by Stephen J. Errico. Locust Capital Management, LLC (“Locust Wood Management”) and LW Long Opportunity GP, LLC (f/k/a Locust Wood Select GP, LC) (“LW Long Opportunity GP”), affiliates of Locust Wood, are “Relying Advisers,” as that term is defined in the Glossary of Terms to Form ADV. Locust Wood Management and LW Long Opportunity GP are also principally controlled by Stephen J. Errico. The description of Locust Wood’s business and activities throughout this brochure includes the business and activities of Locust Wood Management and LW Long Opportunity GP.

Locust Wood currently provides discretionary investment advice to four private investment funds, Locust Wood Capital, LP (the “Capital Domestic Fund”), Locust Wood Capital Offshore, Ltd. (the “Capital Offshore Fund,” and together with the Capital Domestic Fund, the “Capital Funds”), LW Long Opportunity Fund, LP (f/k/a Locust Wood Select Fund, LP) (the “Long Opportunity Domestic Fund”), LW Long Opportunity Offshore Fund Ltd. (f/k/a Locust Wood Select Offshore Fund Ltd.) (the “Long Opportunity Offshore Fund,” together with the Long Opportunity Domestic Fund, the “Long Opportunity Funds,” and the Long Opportunity Funds together with the Capital Funds, the “Funds”) and certain separately managed accounts (the “Separate Accounts,” and together with the Funds, the “Client Accounts”). Locust Wood generally seeks to invest in equity of undervalued businesses in the public markets, however Locust Wood also seeks to be opportunistic, recognizing that investment environments change and opportunities in different asset classes may arise, and may invest in a wide variety of securities and financial instruments, domestic and foreign, of all kinds and descriptions, whether publicly traded or privately placed.

Locust Wood generally does not permit investors in the Funds to impose limitations on the investment activities described in the Funds’ offering documents. Under certain circumstances, Locust Wood will contract with a Separate Account client to adhere to limited risk and/or operating guidelines imposed by the client. However, the Separate Accounts generally follow the same investment mandate as the Long Opportunity Funds or the Capital Funds. Locust Wood negotiates such arrangements on a case by case basis. (*See Item 16 “Investment Discretion.”*).

As of December 31, 2023 Locust Wood managed approximately \$2,761,235,921 on a discretionary basis and additional assets on a non-discretionary basis.

Item 5 Fees and Compensation

The fees and compensation to Locust Wood are described in the advisory contracts with its clients. All clients are “qualified purchasers” (as defined in

Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “1940 Act”).

Management fees to Locust Wood are generally paid quarterly in advance. Locust Wood generally deducts management fees directly from Client Accounts. Generally, the management fees will be pro-rated for subscriptions to the Funds or investments in a Separate Account made other than the first day of a calendar quarter. For certain Separate Accounts, management fees may also be prorated if the advisory contract is cancelled or capital is withdrawn prior to the end of a calendar quarter.

Locust Wood generally receives performance-based fees from the Separate Accounts on an annual basis in arrears and upon withdrawals from the Separate Accounts. Locust Wood Management or LW Long Opportunity GP generally receives performance-based allocations from the Funds on an annual basis in arrears and upon redemptions and withdrawals by investors in the Funds.

Management fees, performance-based compensation and/or expenses may be reduced or waived in certain circumstances, including, without limitation, with respect to investments in the Funds by Locust Wood’s personnel and/or other related persons. Separate Accounts have management fee and performance-based compensation that differ in one or more respects from those applicable to investors in the Funds since they are negotiated on a case by case basis.

The Funds generally bear their own expenses including, without limitation, without limitation: the fees payable to Locust Wood; legal (including the costs of any litigation or investigation involving activities of the Funds, including amounts paid in settlements thereof and attorneys’ fees, litigation expenses, the cost of settlements and indemnification expenses (including advances thereof); and fees and expenses incurred in connection with the reorganization, dissolution, winding-up or termination of the Funds), audit and accounting expenses (including third party accounting services and fees and expenses incurred in connection with any tax audit by any U.S. federal, state or local authority, including, without limitation, any related administrative settlement and judicial review); organizational expenses; the Funds’ regulatory expenses (such as blue sky fees and expenses and expenses associated with complying with FATCA and CRS, any governmental, regulatory, licensing, filing or registration fees or taxes (including, without limitation, fees and expenses incurred in connection with the preparation and filing of Section 13 filings, Section 16 filings and other similar regulatory filings)) and expenses associated with the appointment of AML Officers; investment expenses (whether or not such investments are consummated) such as commissions (including clearing and settlement charges, custodial fees and expenses and bank service fees), research fees and expenses (including research-related travel expenses, and fees and expenses of and related to obtaining research and market data (including, without limitation, data subscriptions, such as Bloomberg)); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees;

administrator fees and expenses; Fund-related insurance costs (including D&O and cybersecurity insurance costs); directors' fees and expenses; fees and expenses associated with shareholder and director meetings (including, without limitation, travel-related expenses); costs of preparing and distributing reports and notices to investors; and any other expenses reasonably related to the purchase, sale or transmittal of the Funds' assets (including, without limitation, expenses and bank service fees costs and expenses related to compliance with specific jurisdictions' securities' offering laws, rules and regulations (e.g., AIFMD)).

(See Item 12 "Brokerage Practices" below.)

The expenses that are charged to Separate Accounts are determined on a case by case basis, but generally include all commissions, custodian fees, charges, taxes and other costs related to the investment activities of the accounts.

Locust Wood may allocate a portion of the capital of the Client Accounts to exchange-traded funds or similar fee-bearing products that are managed by other investment managers. In that case, such Client Accounts generally would be responsible for paying any and all management fees and expenses associated with such products, which would be in addition to those discussed above.

To the extent a Client Account shares trading and other expenses with other Client Accounts managed by Locust Wood or its affiliates, such Client Account will bear an equitable share of the associated expenses, taking into account its written agreements with such Client Accounts and applicable facts and circumstances, including the relative size of the applicable entity or account, the nature or source of the product or service and the benefits derived from and the extent of use of the product or services. Nonetheless, the portion of an expense that Locust Wood allocates to a Client Account for a particular product or service might not reflect the relative benefit derived by such client from that product or service in any particular instance. Furthermore, it is possible that under some of Locust Wood's advisory contracts it may not require a Client Account to incur certain expenses, despite the fact that such Client Account will receive a benefit in connection with Locust Wood's incurrence of such expenses (and in such case Locust Wood will bear the pro rata share of such expense that would otherwise be allocated to such Client Account). Locust Wood's expense allocations often depend on inherently subjective determinations, but the expense allocations made by Locust Wood will be in good faith. However, in all cases, subject to applicable legal, regulatory, contractual or similar restrictions, Locust Wood will make expense allocation decisions in its sole discretion in good faith.

Locust Wood and its personnel generally can be expected to receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of Client Accounts, including benefits and other discounts provided from service providers. For example, airline travel or hotel stays incurred as a Client Account expense typically result in cash rebates, "miles," "points" or credit in loyalty/status programs, and such benefits and/or amounts

will exclusively benefit Locust Wood and/or such personnel even though the cost of the underlying service is borne by the Client Accounts. The value of such benefits and perquisites will neither be subject to an offset against fees or expenses payable by clients nor will they otherwise be shared with Client Accounts and/or portfolio investments.

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

Locust Wood, Locust Wood Management and LW Long Opportunity GP generally receive annual performance-based fees or allocations from the Client Accounts. With respect to the Funds, performance-based allocations are subject to a hurdle, and an allocation is only taken with respect to capital appreciation in excess of such hurdle.

As management fees and performance-based compensation are based directly on the net asset value of Client Accounts, Locust Wood a conflict of interest in valuing the assets held in the Client Accounts. To the extent that Locust Wood is responsible for valuing a Client Account's assets, Locust Wood will follow its documented valuation policies in order to mitigate this risk.

Since the amount of fees paid/allocations made to Locust Wood is dependent in part on the profitability of the applicable client, Locust Wood may have an incentive to cause Client Accounts to make investments that are riskier or more speculative than would be the case if such fees/allocations were not dependent on such clients' net asset value and profitability. Locust Wood recognizes that it has a fiduciary duty and as such must act in the best interests of its Client Accounts.

Allocation of Investment Opportunities Among Client Accounts Generally

The specific terms applicable to performance-based fees and allocations may differ among the various Client Accounts (e.g., the performance fee/allocation rates may differ and some Client Accounts may have hurdles, including different hurdle terms among such Client Accounts). This may result in a conflict of interest when Locust Wood and its affiliates allocate trade opportunities among these Client Accounts because Locust Wood and its affiliates may have an incentive to favor accounts that are more likely to be subject to higher performance-based fees and allocations. To avoid such a conflict of interest Locust Wood will follow documented procedures in allocating trades among such accounts, which will not take into account the performance-based fees and allocations to which such accounts are subject.

It is Locust Wood's basic policy that no Client Account shall receive preferential treatment over any other Client Account. In allocating securities among Client Accounts, it is Locust Wood's policy that all Client Accounts should be treated fairly and that, to the extent possible, all Client Accounts should receive equivalent treatment in the aggregate.

Allocation of Investment Opportunities Amount Client Accounts

Generally, all of the Capital Funds' investment activities are conducted through the Capital Domestic Fund, which also serves as a master trading vehicle for the Capital Offshore Fund. In the event that Locust Wood determines that the Capital Domestic Fund should not participate in an investment opportunity due to tax, legal, regulatory or other reasons which may not apply to the Capital Offshore Fund, Locust Wood may allocate such opportunities to the Capital Offshore Fund and the Chief Compliance Officer will document the reasons for such allocation.

Generally, all of the Long Opportunity Funds' investment activities are conducted through the Long Opportunity Domestic Fund, which also serves as a master trading vehicle for the Long Opportunity Offshore Fund. In the event that Locust Wood determines that the Long Opportunity Domestic Fund should not participate in an investment opportunity due to tax, legal, regulatory or other reasons which may not apply to the Long Opportunity Offshore Fund, Locust Wood may allocate such opportunities to the Long Opportunity Offshore Fund and the Chief Compliance Officer will document the reasons for such allocation.

When allocating investment opportunities among the Capital Funds, the Long Opportunity Funds and the Separate Accounts, Locust Wood generally allocates investment opportunities so that each security is held by such Client Accounts on a *pari passu* basis, although the Long Opportunity Funds, and any Separate Accounts that follow the strategy of the Long Opportunity Funds or otherwise only make long investments, will generally not be allocated any short positions. In certain circumstances, Locust Wood may determine that it is not possible to allocate an investment opportunity on a *pari passu* basis. In such cases, Locust Wood will allocate such investment opportunities in a manner that it deems fair and equitable under the circumstances existing at such time.

The factors that Locust Wood may consider when determining which securities to allocate to each Client Account other than on a *pari passu* basis include, but are not limited to, the investment objectives and strategies of each Client Account; the risk profile of each Client Account; applicable tax considerations; any restrictions placed on a Client Account by the client or by virtue of federal or state law (such as the Employee Retirement Income Security Act of 1974, as amended); the size of the Client Accounts; overall portfolio composition of the Client Accounts; relative capital available for investment in the applicable Client Account; the nature of the security to be allocated (including liquidity considerations); the size of the available position; the supply or demand for a security at a given price level; current market conditions; timing of cash flows and account liquidity; and any other information determined to be relevant to the fair allocation of securities.

In particular, when a particular Client Account ramps up its investment and trading strategies, another Client Account may receive reduced or no allocations

of certain securities so that the Other Clients obtain their desired risk and portfolio size.

Notwithstanding the foregoing, there can be no assurance that certain allocation decisions will not directly or indirectly adversely affect Client Accounts, even if such decisions are made in good faith. Allocations are subject to a significant degree of discretion exercised by Locust Wood, including, but not limited to, in connection with portfolio rebalancing and contributions and withdrawals of capital. Even allocations designed to mitigate conflicts do not eliminate the possibility that an allocation of assets will not adversely affect the Client Accounts.

Locust Wood serves as a sub-adviser with respect to a non-discretionary Separate Account, where after the close of a business day, Locust Wood provides position data of the Capital Funds to such non-discretionary Separate Account (since such non-discretionary Separate Account follows the long strategy of the Capital Funds). Locust Wood does not believe that this arrangement is likely to have an adverse effect on any Client Accounts because discretionary Client Accounts trade in a position before this non-discretionary Separate Account, and there is a limit on the gross market value of the non-discretionary Separate Account.

Allocation of New Issues and Small Lots

New issues (as defined by FINRA rule 5130) are allocated to Client Accounts in accordance with the criteria set forth above. Transactions involving fewer than 2,500 shares will be allocated to only one particular Client Account, and Locust Wood will rotate the Client Account that participates in such transactions.

Valuations

As the management fees and performance-based fees and allocations made to Locust Wood and Locust Wood Management are based directly on the net asset value of the Funds, Locust Wood will have a conflict of interest in valuing the assets held by the Funds. There is no guarantee that the value determined with respect to a particular Client Account asset or liability by Locust Wood will represent the value that will be realized by such Client Account on the eventual disposition of the related investment or that would, in fact, be realized upon an immediate disposition of the investment, and the difference between such value and the ultimate disposition price could be material. Locust Wood will follow its documented valuation policies and consult with the third party administrator to the Funds in order to mitigate this risk.

Item 7 Types of Clients

Locust Wood currently provides investment advice to clients who are private investment funds and Separate Accounts clients who are high net worth individuals, pension funds, insurance companies, other investment advisers and

other pooled investment vehicles. Investors in such private investment funds are generally institutional investors that qualify as “qualified purchasers” (as defined under the 1940 Act). The minimum investment in the Funds is generally \$1,000,000 with respect to the Capital Funds and \$250,000 with respect to the Long Opportunity Funds; provided, however that Locust Wood may reduce such minimum investment in its discretion. For example, Locust Wood has agreed that investors that invest in the Funds through certain third-party platforms may be permitted to invest less than this minimum investment. The minimum investment for a Separate Account is determined on a case by case basis.

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

Methods of Analysis and Investment Strategies Generally

Locust Wood seeks to follow a predominately value-based investment philosophy. The investment process employed by Locust Wood focuses on finding undervalued businesses in the public markets. Locust Wood believes that the volatility in these markets, caused by participants seeking short term results, creates excellent opportunities for investors with a longer term time horizon. Locust Wood’s investment ideas come from a variety of sources, including financial publications, a network of investment professionals that the principal of Locust Wood has established during more than thirty years of experience on Wall Street, SEC documents and public filings, and company conferences, visits and webcasts. Locust Wood seeks to identify factors that are anticipated to cause an improvement in a company’s outlook, and subsequently its share price. Such factors may include, but are not limited to, turnaround situations, change of management, new products or services, and the spin-off of subsidiaries. Locust Wood generally evaluates companies based on cash earnings and balance sheet analysis and pays attention to management’s ownership and ethics.

From time to time, Locust Wood may employ short selling, although this is not expected to be a major component of its investment strategy. Locust Wood will generally short stocks as part of an arbitrage or paired trade strategy or if it identifies an investment it views as very expensive with an identifiable catalyst it believes will make such investment less expensive.

Locust Wood generally attempts to mitigate investment risk in the following ways:

1. *Diversification.* With respect to the Client Accounts other than the Long Opportunity Funds, generally, no position will generally constitute more than 15% of a client’s assets (calculated at the time of investment), and a client’s portfolio will typically consist of 20-50 securities. The Long Opportunity Funds will generally not seek such diversification, and may have only a small number of positions in its portfolio at any given time.

2. *Analysis and Due Diligence.* Locust Wood seeks to monitor diverse factors, including fundamental changes to a company's business or revised forecasts for the business. Locust Wood attempts to mitigate risk through continuous research and due diligence.
3. *Price Consciousness.* In addition, Locust Wood is generally a price conscious investor. Locust Wood seeks to invest at prices where it believes its clients have a high margin of safety.

Locust Wood pursues its investment strategies described above and generally follows the outlined investment strategies for so long as such strategies are in accord with its clients' investment objectives. In addition, Locust Wood may also formulate and implement new strategies to carry out the investment objectives of its clients.

While Locust Wood anticipates that it will invest its clients' assets in equity securities, Locust Wood has broad and flexible investment authority with respect to its clients' assets. Accordingly, Locust Wood's investments may at any time include long or short positions in U.S. or non-U.S. publicly traded or privately issued or negotiated common stocks, preferred stocks, stock warrants and rights, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, fixed income securities, swaps, options (purchased or written), futures contracts, commodities, forward contracts and other derivative instruments, partnership interests and other securities or financial instruments including those of investment companies. However, Locust Wood will not purchase, hold, sell or otherwise deal in commodities, commodity contracts, commodity futures, financial futures or options thereon until, to the extent required, it has registered with the Commodity Futures Trading Commission or is able to rely upon an exemption from such registration. Locust Wood may also invest in new issues of securities, subject to the rules and regulations pertaining to such investments, including the Conduct Rules of the U.S. Financial Industry Regulatory Authority, Inc. ("FINRA"). Locust Wood may, to the extent legally permissible, utilize leverage, generally in accordance with the U.S. Federal Reserve Board's margin rules set forth in Regulation T (*i.e.*, under Regulation T, a customer must deposit cash or eligible securities equal to at least 50% of the purchase price of the securities it purchases, and the balance of the purchase price is then lent to the customer).

Investing in securities involves risk of loss that clients and investors should be prepared to bear.

Certain Risks Associated with Locust Wood's Methods of Analysis and Investment Strategies

Locust Wood has broad discretion in making investments for its Client Accounts. Investments generally consist of equity securities and other assets that may be affected by business, financial market or legal uncertainties. There can be no

assurance that Locust Wood will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of Locust Wood's activities and the value of its investments. In addition, the value of a client's portfolio may fluctuate as the general level of interest rates fluctuates. No guarantee or representation is made that Locust Wood's investment objective will be achieved. The confidential private offering memorandum of each of the Funds contains a discussion about the particular risks associated with investments in the Funds. The following is a summary of certain of the risks associated with Locust Wood's methods of analysis that may be applicable to the Funds and any Separate Accounts.

U.S. Government Securities

Locust Wood may invest in U.S. Government securities. Generally, these securities include U.S. Treasury obligations and obligations issued or guaranteed by U.S. Government agencies, instrumentalities or sponsored enterprises. U.S. Government securities also include Treasury receipts and other stripped U.S. Government securities, where the interest and principal components of stripped U.S. Government securities are traded independently. These securities are subject to market and interest rate risk. Locust Wood may also invest in zero coupon U.S. Treasury securities and in zero coupon securities issued by financial institutions, which represent a proportionate interest in underlying U.S. Treasury securities. A zero coupon security pays no interest to its holder during its life and its value consists of the difference between its face value at maturity and its cost. The market prices of zero coupon securities generally are more volatile than the market prices of securities that pay interest periodically.

Special Situations

Locust Wood may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to Locust Wood of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, Locust Wood may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which Locust Wood may invest, there is a potential risk of loss of its entire investment in such companies.

Portfolio Turnover

Locust Wood's investment strategy may require it to actively trade the portfolios of Client Accounts, and as a result, turnover and brokerage commission expenses of a Client Account may significantly exceed those of other investment entities of comparable size.

Use of Leverage

Locust Wood may utilize leverage generally in accordance with Regulation T of the U.S. Federal Reserve Board's margin rules. In addition, certain financial and derivative instruments in which the Funds expect to invest contain leverage. Leverage increases an account's returns if the account earns a greater return on investments purchased with borrowed funds than the account's cost of borrowing such funds. However, the use of leverage exposes an account to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the account not borrowed to make the investments, (ii) margin calls or interim margin requirements that 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 account's cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the account's assets, the account might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses.

Small to Medium Capitalization Companies

Locust Wood may invest a portion of a client's assets in the stocks of companies with small- to medium-sized market capitalizations. While Locust Wood believes these investments often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

Non-U.S. Securities

Investing in securities of non-U.S. governments and companies 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 United States Government or United States companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, foreign government restrictions, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement,

difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Convergence Risk

Locust Wood may pursue relative value strategies by taking long positions in securities believed to be undervalued and short positions in securities believed to be overvalued. In the event that the perceived mispricings underlying Locust Wood's trading positions were to fail to converge toward, or were to diverge further from, its expectations, Locust Wood's Client Accounts may incur a loss.

Lack of Diversification

Locust Wood's clients' portfolios may not be widely diversified among sectors, industries, geographic areas or types of securities. Further, the clients' portfolio may not necessarily be diversified among a wide range of issuers. Accordingly, a client's portfolio may be subject to more rapid change in value than would be the case if Locust Wood was required to maintain a wide diversification among companies, industry groups, sectors, securities and other instruments.

Market Risks

The profitability of a significant portion of Locust Wood's investment strategy depends to a great extent upon correctly assessing the future course of price movements of specific securities and other investments. There can be no assurance that Locust Wood will be able to predict accurately these price movements. Although Locust Wood may attempt to mitigate market risk through, among other strategies, the use of long and short positions, there is always some, and often a significant, degree of market risk.

Even if Locust Wood is able to accurately predict the future performance of specific issuers, since its Client Accounts will have exposure to the overall market, and the overall market movements may outweigh the performance of specific issuers, a Client Account may experience losses if the overall market declines.

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. Locust Wood 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 Locust Wood will be successful in fully mitigating the impact of interest rate changes.

Options

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses 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). Over-the-counter options also involve counterparty solvency risk.

Derivatives

To the extent that Locust Wood invest in swaps, derivative or synthetic instruments, repurchase agreements or other over-the-counter transactions, the Client Accounts 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 that 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. Locust Wood aims to have all securities and other assets deposited with counterparties as collateral clearly identified as being assets (directly or indirectly) of the Fund, and hence the credit risk is reduced. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

Locust Wood may take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent that such opportunities are both consistent with the investment objective of its Client Accounts and legally permissible. Special risks may apply to instruments that are invested in by Locust Wood in the future that cannot be determined at this time or until such instruments are developed or invested in by Locust Wood on behalf of its Client Accounts.

The Dodd-Frank Act enables the CFTC and the SEC to enact new regulations on certain over-the-counter derivatives. Under the Dodd-Frank Act, certain over-the-counter derivatives contracts are regulated through regulated clearing houses and subject to regulation by the SEC and the CFTC. Such contracts will be traded more like futures and options contracts and parties to such transactions will trade standardized contracts and will face clearing corporations as contractual

counterparties, rather than facing the credit risk of counterparties under individually negotiated over-the-counter agreements.

In addition, swap dealers and major swap participants (entities that are not swap dealers, but are subject to rules governing dealers due to their levels of activity) are subject to regulatory oversight and requirements with respect to over-the-counter derivatives, which will include business conduct requirements, such as know-your-customer rules, increased risk disclosure and rules requiring trades to be documented and confirmed within certain timeframes. Derivative contracts, whether cleared or uncleared, will have to be reported to trade data repositories registered with the CFTC and/or the SEC. Despite these changes, parties to over-the-counter derivative trades (*i.e.*, those not yet subject to the new clearing requirements) will continue to bear counterparty credit risk.

While the CFTC has finalized the majority of its required rulemakings under the Dodd Frank Act, there are still a number of rules that have not been finalized by the SEC. As a result, the effect that the foregoing regulatory changes will have on the price of derivative contracts, liquidity and administrative costs, among other things, remains unclear.

Short Sales

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on a client's portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Exchange Traded Funds ("ETFs").

ETFs are generally structured to invest in all or a representative sample of the securities that generally replicate the price and yield performance of an underlying market index or sector such as a broad stock market, industry sector, domestic or international equity or fixed income, or U.S. or foreign government bond. ETF shares are traded on stock exchanges and markets at open market prices that generally track the net asset value per share of the ETF. Direct issuances and redemption of ETF shares at the ETF's net asset value per share only occur in large blocks (or creation units) transacted between the ETF and authorized institutional purchasers on an in-kind basis. An exchange traded sector fund may be adversely affected by the performance of that specific sector or group of industries on which it is based. International investments may involve risk of capital loss from unfavorable fluctuations in currency values, differences in generally accepted accounting principles, or economic and/or political instability in other nations and/or other factors. Although index-based ETFs are designed to provide investment results that generally correspond to the price and yield performance of their respective underlying indices, ETFs may not be able to

replicate exactly the performance of the indices because of their expenses and other factors. ETF shares may trade at either a discount or premium to their underlying net asset value. The purchase or sale of ETF shares on the secondary market involves the payment of brokerage commissions, and the purchase and redemption of creation units involves other transaction costs and brokerage commissions. Investors in ETFs also directly bear the ETF's costs associated with its payment of investment management fees and fees for administrative, custodial or other services and thus Client Accounts will indirectly incur an additional layer of fees and expenses.

Lack of Liquidity of Investments/Restricted or Non-Marketable Securities

Locust Wood's investments in restricted or non-marketable securities may involve a high degree of business and financial risk that can result in substantial losses. There may be no existing market for the purchase and sale of such investments and Locust Wood may not be able to readily sell such investments. In addition, assets may, at any given time, include securities and other financial instruments or obligations that are thinly-traded, making purchase or sale of such securities at desired prices or in desired quantities difficult or impossible. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately.

Operational and Information Security Risk from Cyberattacks

Locust Wood and its service providers may be subject to operational and information security risks resulting from cyberattacks. Cyberattacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information and various other forms of cybersecurity breaches. Cybersecurity attacks affecting Locust Wood, Client Accounts, and other third party service providers (e.g., prime brokers, custodians) may adversely impact the Client Accounts. Similar types of cybersecurity risks are also present for other market participants, which may have material adverse consequences for the Client Accounts, and may cause the Client Accounts' investments to lose value.

The Funds may also be the targets of cyber-fraud that could result in the theft of assets from the Funds, especially as computer malware, viruses and computer hacking, fraudulent use attempts and phishing and spoofing attacks have become more prevalent. In the hedge fund industry, these attacks have included third party actors submitting fraudulent redemption and transfer requests, resulting in the theft of the rightful investor's assets. The Funds and their service providers may incur additional costs relating to cybersecurity preparations, including in order to comply with the SEC's New Private Fund Rules (as defined below) relating to cybersecurity, which would require, if adopted, an SEC-registered investment adviser to undergo an annual review and assessment of cybersecurity policies and

procedures, and such preparations, though taken in good faith, may be inadequate. Cyberattacks are viewed as an emerging risk and the scope of the risk and related mitigation techniques are not yet fully understood and are subject to continuing change.

Global Health Events

Health crises, such as pandemic and epidemic diseases, as well as other catastrophes that interrupt the expected course of events, such as natural disasters, war or civil disturbance, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, have and may in the future have an adverse effect on the Client Accounts. For example, any preventative or protective actions that governments may take in respect of such diseases or events may result in periods of business disruption, inability to obtain raw materials, supplies and component parts, and reduced or disrupted operations for portfolio companies. In addition, under such circumstances the operations, including functions such as trading and valuation, of Locust Wood and other service providers could be reduced, delayed, suspended or otherwise disrupted. Further, the occurrence and pendency of such diseases or events could adversely affect the economies and financial markets either in specific countries or worldwide.

Business Continuity

Various force majeure events, including acts of God, natural disasters such as fire, flood or earthquakes, wars, terrorist acts, outbreaks of infectious disease, epidemics, pandemics or other serious public health concerns, cyber-attacks, technology and/or power failures, labor strikes, or geopolitical or other extraordinary, or other unforeseen circumstances or events, may materially disrupt business and operations of the Client Accounts, or the business and operations of any counterparty or service provider to the Client Account or Locust Wood. For example, if a significant number of Locust Wood's personnel were to be unavailable in a force majeure event (such as war, terror attack or an outbreak of infectious disease), Locust Wood's ability to effectively conduct business could be severely compromised. In addition, the cost to the Client Account or Locust Wood of repairing or replacing damaged assets or systems resulting from such force majeure event could be considerable. While Locust Wood has adopted certain policies and procedures designed to restore and/or continue its business and operations in such situations, there is no guarantee that such policies and procedures will be effective in any of such situations or will be implemented in time, and the Client Accounts may be adversely affected thereby.

Market Disruption Events and Geopolitical Risks

It is possible that as a result of war, terrorist act, natural disaster, outbreak of infectious disease, epidemic, pandemic or other serious public health concern, or geopolitical or other extraordinary or unforeseen circumstance or event (a

“Market Disruption Event”), one or more of these markets may cease operating for a limited or indeterminable period of time. In that event, it may be difficult for Locust Wood to value the positions that trade in the affected markets, and the Client Accounts may be exposed to significant movements in the perceived value of instruments without having the ability to trade those instruments.

Additionally, Market Disruption Events may have a substantial effect on economies and securities markets in the U.S. or worldwide, and could materially adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment, and other factors affecting the value of the investments. Market Disruption Events could also affect the principal prime brokers and custodians that carry and clear the trades and positions of the Client Accounts. The inability of key marketplace intermediaries to function could have an adverse impact upon liquidity as well as the ability of Locust Wood to trade. Market Disruption Events could also have a direct physical impact upon Locust Wood’s operations, including the destruction of their facilities and/or incapacity or loss of life to key personnel.

While Locust Wood has taken steps intended to mitigate the adverse consequences that could arise from the occurrence of a Market Disruption Event, the inability to predict the timing, location, source and severity of such event or events make it difficult to provide assurances that the Client Accounts would not suffer material adverse consequences should a Market Disruption Event occur.

Brexit

In June 2016, the electorate in the United Kingdom (the “UK”) voted in favor of leaving the European Union (the “EU”) (commonly referred to as “Brexit”). Thereafter, in March 2017, the country formally notified the European Council of its intention to withdraw pursuant to Article 50 of the Treaty on European Union. Following a general election, UK’s parliament ratified the withdrawal agreement, and the UK left the EU on January 31, 2020. Effective January 1, 2021, the UK has officially separated from the EU and accordingly, the British and EU economies no longer have the close regulatory alignment of prior decades. Nevertheless, the UK and EU have settled on a deal that will enable the continuation of free trade between the UK and the EU.

The effect of this settlement may bring a period of legal, regulatory and political uncertainty. An exit by the UK from the EU may ultimately impact investments of the Client Accounts in a variety of ways, not all of which are currently readily apparent. Further, Brexit could adversely affect European and worldwide economic or market conditions and could contribute to instability in global financial markets. Brexit has led, and will likely continue to lead to legal uncertainty and potentially divergent national laws and regulations. In addition, there is the potential for other EU countries to follow the UK and exit the EU. The final implications of the withdrawal process could cause an extended period of uncertainty and market volatility, not just in the UK but throughout the EU, the

European Economic Area and globally. It is not possible to ascertain the precise impact these events may have from an economic, financial or regulatory perspective, but any such impact could adversely affect the investments of the Client Accounts.

Russia and Gaza Disruption Risk.

In late February 2022, Russia launched a large scale military attack on Ukraine. The invasion significantly amplified already existing geopolitical tensions among Russia, Ukraine, Europe, and NATO countries generally, including the United States. In response to the military action by Russia, various countries, including the United States, the United Kingdom, and European Union issued broad-ranging economic sanctions against Russia.

The ramifications of the hostilities and sanctions, however, may not be limited to Russia and Russian companies but may spill over to and negatively impact other regional and global economic markets of the world (including Europe and the United States), companies in other countries (particularly those that have done business with Russia) and on various sectors, industries and markets for securities and commodities globally, such as oil and natural gas. Accordingly, the actions discussed above and the potential for a wider conflict could increase financial market volatility, cause severe negative effects on regional and global economic markets, industries, and companies and have a negative effect on the Client Accounts' investments and performance beyond any direct exposure to Russian issuers or those of adjoining geographic regions. In addition, Russia may take retaliatory actions and other countermeasures, including cyberattacks and espionage against other countries and companies in the world, which may negatively impact such countries and the companies in which the Client Account invests. Accordingly, there may be heightened risk of cyberattacks which may result in, among other things, disruptions in the functioning and operations of industries or companies around the world, including in the United States and Europe.

The extent and duration of the military action or future escalation of such hostilities, the extent and impact of existing and future sanctions, market disruptions and volatility, and the result of any diplomatic negotiations cannot be predicted. These and any related events could have a significant impact on performance and the value of an investment in the Client Accounts, particularly with respect to any potential Russian exposure.

Additionally, on October 7th, 2023, Hamas, which governs the Gaza Strip, launched a surprise attack on Israel, the latest escalation of existing geopolitical tensions in the area. In response, the Israeli government formally declared war against Hamas. Accordingly, this conflict and the potential for a wider conflict could increase financial market volatility, cause severe negative effects on regional and global economic markets, industries, and companies and have a

negative effect on the performance beyond any direct exposure to issuers in the region or those of adjoining geographic regions.

Inflation Risk.

Due to a convergence of different economic factors, including scarcity of workers, pent-up demand and insufficient supply, inflation has recently hit a 40-year-high. High inflation may undermine the performance of the investments of the Client Accounts by reducing the value of such investments.

Generally, for example, when inflation rises, the Federal Reserve will increase interest rates to decrease borrowing, driving the value of the dollar down even as the cost of goods rises and spending power drops. For example, on discounted cash flow calculations and the presumption that interest rates will change, growth stocks are typically negatively impacted by high inflation. Rising inflation is also expected to lead to general market uncertainty and therefore could impact all types of investments.

There is no guarantee that the Client Accounts will have positive performance even in, or especially in, environments of sharply rising inflation. There is no guarantee that the Client Accounts will be able to successfully mitigate inflation risk or that interest rates will match changes in inflation rates.

Changes and Uncertainty in U.S. and International Regulation.

The Client Accounts may be adversely affected by uncertainties such as international and domestic political developments, changes in government policies, taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of the countries to which their assets are exposed through their investments or investor base. During this period of uncertainty, market participants may react quickly to unconfirmed reports or information and as a result there may be increased market volatility. This unpredictability could cause Locust Wood to alter investment and trading plans, including the holding period of positions and the nature of instruments used to achieve the investment objectives.

In the United States, Locust Wood and the Client Accounts may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, the Financial Stability Oversight Council, and other U.S. governmental regulatory authorities or self-regulatory organizations that supervise the financial markets. In addition, the securities and futures markets are subject to comprehensive statutes and regulations, including margin requirements. Regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The Dodd-Frank Act and the rules promulgated thereunder could result in Locust Wood and/or the Client Accounts becoming subject to additional regulatory compliance burdens and trade reporting, which may add significant costs. The Dodd-Frank Act

endows the SEC, the CFTC, and other regulators with discretionary authority to write and interpret new rules. The ultimate impact of the Dodd-Frank Act is unclear and will depend in large part on the regulations that the CFTC and SEC promulgate, as well as any legislative changes that may be made. There is speculation that some of the provisions of the Dodd-Frank Act and rules and regulations promulgated thereunder may be revised, repealed or amended.

In August 2023, the SEC adopted an array of new rules and/or rule amendments that will directly and materially impact private fund advisers such as Locust Wood (the “New Private Fund Rules”). The New Private Fund Rules will result in Locust Wood and the Funds becoming subject to additional regulatory compliance burdens, which may add significant costs to, or have other adverse impacts on, the Funds.

The ultimate impact of any such changes is unknown.

Inside Information. From time to time, Locust Wood may come into possession of inside information concerning specific companies. Under applicable securities laws, this may limit the ability to buy or sell securities issued by such companies on behalf of the Client Accounts.

Item 9 Disciplinary Information

There have been no legal or disciplinary events that are material to a client’s or prospective client’s evaluation of Locust Wood’s advisory business or the integrity of Locust Wood’s management.

Item 10 Other Financial Industry Activities and Affiliations

Locust Wood is subject, and each Client Account is exposed, to a number of actual and potential conflicts of interest. Any such conflict of interest could have a material adverse effect on the Client Accounts (and on investors in the Funds). However, the existence of an actual or potential conflict of interest does not mean that it will be acted upon to the detriment of any Client Account. When a conflict of interest arises, Locusts Wood will endeavor to ensure that the conflict is resolved fairly and in an equitable manner that is consistent with its fiduciary duties to the relevant Client Account(s). Locust Wood has in place policies and procedures that it believes are reasonably designed to identify and resolve actual and potential conflicts of interest. However, there can be no assurance that these policies and procedures will be successful in identifying or mitigating all actual or potential conflicts of interest.

Management of Affiliated Investment Funds

Locust Wood and its related persons currently manage four pooled investment vehicles, the Capital Domestic Fund, the Capital Offshore Fund, the Long Opportunity Domestic Fund and the Long Opportunity Offshore Fund, and may in the future manage other pooled investment vehicles (collectively, the “Affiliated Funds”). The Affiliated Funds may be deemed to be related persons of Locust Wood. The management of assets for multiple Client Accounts (including the Affiliated Funds) may result in conflicts of interests when Locust Wood and its related persons allocate their time and investment opportunities among Client Accounts. In addition, the compensation earned by Locust Wood and its related persons from each of the Affiliated Funds may differ from one another and other clients. Locust Wood and its related persons will generally follow documented procedures in allocating trades among such Affiliated Funds and other clients (*see Item 6 above*).

Subject to applicable law, Locust Wood may effect transactions (generally for rebalancing purposes and to correct misallocations of trades) among Client Accounts (including the Affiliated Funds) in which one Client Account will purchase securities from or sell securities to another Client Account (including Affiliated Funds in which Locust Wood or its related persons may have a significant interest). This may result in a conflict of interest because a potential transaction may result in benefits to one transacting party that may be greater than the benefits to the other transacting party. In order to mitigate such conflicts, Locust Wood effects such transactions only when it believes that such transactions are in the best interests of the applicable Client Accounts. Such transactions shall be effected for cash consideration, generally at the closing price of the particular security, and no brokerage commission or transfer fee shall be paid to Locust Wood or its related persons in connection with any such transaction.

Mr. Errico may have a significant personal investment in the Funds, and may have a greater portion of his personal assets allocated to certain of the Funds. As a result, Locust Wood may have a conflict of interest in allocating investment opportunities among the Funds and other Client Accounts. As described above, Locust Wood follows documented procedures in allocating trades among Client Accounts. (*See Item 6 above.*)

To the extent that any expenses are incurred by Locust Wood on behalf of more than one of its Client Accounts, Locust Wood will allocate such expenses as it deems appropriate and consistent with the applicable governing agreements (as described in more detail in Item 6 above).

In addition, Locust Wood may offer to certain clients, or to any third party, the opportunity to co-invest in opportunities in which a Client Account has invested or that become available to a client. Locust Wood may offer such opportunities to investors that it selects in its discretion without notice to or the consent of any other Client Account or investor therein.

Affiliated Management Companies and Broker Dealer Affiliation

Locust Wood Management and LW Long Opportunity GP are also principally controlled by Mr. Errico. Locust Wood Management serves as the general partner to the Capital Domestic Fund and LW Long Opportunity GP serves as the general partner to the Long Opportunity Domestic Fund. Each of Locust Wood Management and LW Long Opportunity GP have delegated all investment discretion to Locus Wood.

In addition, Locust Wood Advisers So LLC has entered into a services agreement with Locust Wood and performs services for the benefit of the Client Accounts pursuant thereto. References to “Locust Wood” shall be deemed to refer to Locust Wood Advisers So LLC in addition to Locust Wood Capital Advisers LLC.

See also, Item 14 regarding AAA, a broker-dealer entity owned and controlled by an employee of Locust Wood.

Service Providers

Certain advisors and other service providers, or their affiliates, to Locust Wood and its clients may also provide services to or have business, personal, familial, political, financial or other relationships with us or its affiliates. For instance, a family member of Stephen Errico is an investment advisor at UBS (as defined below), a broker dealer that we have entered into a placement arrangement with. Such advisors and service providers may be Locust Wood’s clients or investors in the Funds, sources of investment opportunities for us or Locust Wood’s clients, prime brokers and placement agents to Locust Wood’s clients, or co-investors with or counterparties to transactions involving the foregoing. These relationships may influence us in deciding whether to select or recommend any such advisor or service provider to perform services for Locust Wood’s clients (the cost of which will generally be borne directly or indirectly by such clients), and may influence such advisors or service providers to do business with us (e.g., for UBS to refer investors to us under the placement arrangement). Notwithstanding the foregoing, Locust Wood will generally seek to engage advisors and service providers for its clients on the basis of, without limitation, the overall quality of advice and other services provided.

In addition, Locust Wood has a conflict of interest where a service provider (e.g., legal counsel or accountants) provides services directly to Locust Wood or one of its affiliates, and separately provides services to one or more Client Accounts, in that Locust Woods or its affiliates may potentially obtain services at a lower cost (or obtain other terms that are more beneficial) than Locust Wood or its affiliates otherwise could have as a result of the service provider’s work performed on behalf of, and the compensation paid to the service provider by, such Client Accounts. In particular, unless inconsistent with the applicable written agreement

with respect to the Client Account, costs associated with services rendered to the benefit of a Client Account may be borne by such Client Account. Locust Wood or its affiliates may use some of the same service providers as are retained on behalf of one or more clients and, in some cases, fee rates, amounts or discounts may be offered to Locust Wood or its affiliates by a third-party service provider which differ from those offered to a Client Account as a result of scheduled or ad hoc rate changes, differences in the scope, type or nature of the service or transaction, alternative fee arrangements and negotiation.

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

Code of Ethics Generally

Locust Wood has adopted a Code of Ethics (the “Code of Ethics”). Locust Wood’s Code of Ethics provides that Locust Wood is committed to conducting business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, Locust Wood recognizes that it has a fiduciary duty to its clients, and that all employees must conduct their business on behalf of Locust Wood in a manner that enables Locust Wood to fulfill this fiduciary duty. In this regard, Locust Wood has developed policies and procedures in its Code of Ethics that are premised on fundamental principles of openness, integrity, honesty and trust. In addition, among other things, the Code of Ethics governs all personal investment transactions by Locust Wood’s employees, Locust Wood’s policies with respect to gifts and entertainment, compliance with applicable federal securities laws, the manner in which violations of the Code of Ethics are to be reported, and certain other outside activities of Locust Wood’s employees. Locust Wood will provide a copy of its Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions and Transactions between Client Accounts

Locust Wood recommends that prospective clients invest in Funds. Mr. Errico and other management persons have significant personal investments in these Funds. In addition, Locust Wood Management receives performance-based allocations from the Capital Domestic Fund (and the Capital Offshore Fund through its investment therein) and Long Opportunity Domestic Fund (and the Long Opportunity Offshore Fund through its investment therein).

Subject to applicable law, Locust Wood may effect transactions between Client Accounts (generally for rebalancing purposes and to correct misallocations of trades) whereby one Client Account will purchase securities from or sell securities to another Client Account (*see Item 10 above*). Such transactions (*i.e.*, cross trades) will be effected only when Locust Wood believes that such transactions are in the best interest of the applicable clients. Such transactions will be placed through an unaffiliated broker-dealer or custodian and will be

effected for cash consideration at prices that reflect prevailing market conditions. In addition, no brokerage commission or transfer fee will be paid to Locust Wood or its affiliates in connection with any such transaction. Any transaction costs incurred in connection with any such transaction will be shared *pro rata* between the applicable Client Accounts.

In the event that Locust Wood effects a cross trade between an account in which it or its controlling persons own more than twenty five percent (25%) and another Client Account, such transaction may be deemed to be a principal transaction under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Such transactions may create a conflict of interest for Locust Wood because Locust Wood may put its or its control persons' interests in such accounts before the interests of its clients in the other account. In order to mitigate this conflict of interest, Locust Wood monitors the interests of its principals, their immediate family members and their affiliates in Client Accounts, and will not effect any cross trades between accounts if Locust Wood believes that such trade would result in a principal transaction unless:

- 1) Locust Wood believes that such transaction is in the best interest of the clients participating in the transaction; and
- 2) Locust Wood obtains the consent of the applicable clients as required by the Advisers Act.

Personal Securities Trading by Locust Wood's Personal

Locust Wood's personnel may, upon receiving the prior written approval of Locust Wood's Chief Compliance Officer, trade in securities, provided that such securities are not included on Locust Wood's "Restricted List."

In addition, without the prior approval of the Chief Compliance Officer, Locust Wood's personnel may invest in registered open-end investment companies (*i.e.*, mutual funds), direct obligations of the Government of the U.S., bankers' acceptances, bank certificates of deposit, commercial paper, short-term, high quality debt securities, including repurchase agreements, and such other money market or investment instruments as may be authorized by Locust Wood's Chief Compliance Officer from time to time.

Locust Wood and its related persons may, through other investments, including other investment funds, have interests in the securities in which the Client Accounts invest as well as interests in investments in which its Client Accounts do not invest.

Locust Wood's pre-clearance of its personnel's personal securities trading is intended to mitigate any conflicts that may arise from such personnel's personal securities trading

If there is limited availability to participate in an investment opportunity in which Locust Wood personnel and one or more Locust Wood Client Accounts wish (and are able) to participate, the Locust Wood Client Accounts will be allocated the investment (subject to their respective investment mandates, risk and/or operating guidelines and available capacity and Locust Wood's allocation policy – *see Item 6 above*) before Locust Wood personnel will be permitted to participate in the investment.

Timing of Transactions for Client Accounts and Affiliated Funds

Locust Wood personnel may be permitted to trade certain securities positions with the prior written approval from Locust Wood's Chief Compliance Officer (*see above*). In order to prevent Locust Wood personnel from selling securities at the same time that Locust Wood is buying or selling the same securities for its Client Accounts, such personnel must receive the prior approval of Locust Wood's Chief Compliance Officer and generally will not be permitted to:

- 1) engage in "front-running" of Client Accounts, which is a practice generally understood to be personally trading ahead of Client Accounts; or
- 2) trade a security that has been purchased or sold by a Client Account within the preceding three (3) days.

Item 12 Brokerage Practices

Selection of Brokers

Locust Wood is authorized to determine the broker or dealer to be used for each securities transaction for its Client Accounts. In placing orders, it is Locust Wood's policy to obtain the best price and execution for its transactions.

In selecting brokers and negotiating commission rates, Locust Wood will take into account the financial stability of the broker, the actual executed price of the security and the broker's commission rates, research, custodial and other services provided by such brokers and/or dealers that are expected to enhance Locust Wood's general portfolio management capabilities, the size and type of the transaction, the difficulty of execution and the ability to handle difficult trades, the operational facilities of the brokers and/or dealers involved (including back office efficiency), and the ability to handle a block order for securities and distribution capabilities. Locust Wood may also consider the referral of investors, consistent with best execution (*see "Brokerage for Client Referrals" below*).

At least annually, selected Locust Wood employees meet to evaluate systematically the execution performance of its brokers. The review of brokers consists of various factors, including (i) the average commission rate charged by each broker; (ii) any services provided by the broker other than execution (*i.e.*, research or other services used in the management of Client Accounts); (iii)

whether the execution and other services provided by the broker were satisfactory (taking into account such factors as the speed of execution, the certainty of execution, and the ability to handle large orders or orders requiring special handling); (iv) the reason for using that broker (*i.e.*, execution only, etc.); (v) unusual trends (such as higher than usual commission rates or a large volume of business directed to an unknown broker); and (vi) any other factors that the reviewers think necessary for Locust Wood to make a reasonable decision about its best execution determinations. The reviewers also evaluate, and seek to resolve, any conflicts of interest that Locust Wood may have in selecting brokers to execute client transactions.

Research and Other Soft Dollar Benefits

Locust Wood executes securities transactions on behalf of Client Accounts with broker-dealers that provide Locust Wood with access to proprietary research reports (such as standard investment research and credit reports). To the best of Locust Wood's knowledge, these services are generally made available to all institutional investors doing business with such broker-dealers. These bundled services are made available to Locust Wood on an unsolicited basis and without regard to the rates of commissions charged or paid by Client Accounts or the volume of business that Locust Wood directs to such broker-dealers. Locust Wood 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 amount by which the bundled commission rate exceeds a broker's execution-only rate is considered soft dollars. Brokers sometimes suggest a level of business they would like to receive in return for the research services and products they provide, however Locust Wood has not committed to provide any level of brokerage business to any broker. Notwithstanding that the Client Accounts may pay bundled commission rates, Locust Wood will not (i) engage any brokers in any third-party soft dollar arrangements or (ii) enter into any third party commission sharing arrangements by which a broker would pay third party service providers on behalf of Locust Wood.

Locust Wood will only subject the Client Accounts to higher commission rates from a particular broker if it determines in good faith that the amount of the charged commissions is reasonable in relation to the value of the brokerage and research services provided by such broker. In any event, such brokerage and research services furnished by brokers through which the Clients Accounts effect securities transactions will be limited to services that fall within the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934.

Such potential soft dollar benefits may be used to service all Client Accounts and not just those that paid for the benefits. It is anticipated that any soft dollar benefits received by Locust Wood will be applicable to all Clients Accounts,

since the Clients Accounts, since the Clients Accounts generally utilize very similar strategies.

Locust Wood's prime brokers provide Locust Wood with capital introduction and front and back office services, including trading, securities lending, clearing, reporting, and settlement for equities, fixed income, foreign currency and options, among others.

Brokerage for Client Referrals

Subject to applicable law, Locust Wood may direct some client brokerage business to brokers who refer prospective investors to the Funds, consistent with best execution. In addition, Locust Wood has entered into an agreement with UBS Financial Services Inc. ("UBS"), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch"), Rockefeller Financial LLC ("RF"), Mid Atlantic Capital Corporation ("MACC"), Charles Schwab ("Schwab") and Morgan Stanley Smith Barney LLC ("Morgan Stanley"), pursuant to which UBS, Merrill Lynch, Morgan Stanley, RF and MACC receive a portion of the management fees paid to Locust Wood with respect to investors introduced by each of them (respectively). Locust Wood may in the future enter into similar arrangements with other broker-dealers and has entered into similar agreements in the past with broker-dealers whereby management fees may still be payable with respect to investors previously introduced by them. Because such referrals, if any, are likely to benefit Locust Wood but will provide an insignificant (if any) benefit to clients, Locust Wood will have a conflict of interest with its clients when allocating client brokerage business to a broker who has (or whose affiliates have) referred investors to a Fund. To prevent client brokerage commissions from being used to pay investor referral fees, Locust Wood will not allocate client brokerage business to a referring broker unless Locust Wood determines in good faith that the commissions payable to such broker are reasonable in relation to those available from non-referring brokers offering services of substantially equal value to the Client Account and that Locust Wood is receiving best execution.

Trade Error Policy

Subject to applicable law and the terms of the applicable clients' investment management agreements, Locust Wood will generally reimburse the applicable Client Accounts for net losses that occur as a result of trade errors resulting from Locust Wood's gross negligence, willful misconduct or violation of applicable law. Locust Wood will not enter into agreements with broker-dealers to absorb any correction costs in exchange for the promise of future brokerage business.

Locust Wood faces a potential conflict of interest because, should a trade error occur, generally Locust Wood (and not an independent third party) would be the party that determines whether such trade error resulted from its willful misconduct or gross negligence. However, notwithstanding this potential conflict

of interest, in all cases, Locust Wood would make such determination in good faith.

Locust Wood endeavors to detect trade errors prior to settlement and correct them in an expeditious manner. Locust Wood's traders review trading records for clients on each business day. When a possible trade error is detected, the traders will notify Locust Wood's Chief Compliance Officer and they will review the applicable trade to determine if in fact an error did occur, the cause of the error, the effect of the error on the client or clients involved, and whether or not the error can be corrected prior to settlement. If an erroneous allocation cannot be corrected prior to or after settlement, Locust Wood may, if appropriate and subject to applicable law, correct such erroneous allocation by effecting a cross trade between Client Accounts at the price at which the initial trade was effected.

Aggregation of Orders

Generally, it is Locust Wood's practice to aggregate client orders for the purchase or sale of securities. Locust Wood will generally follow the guidelines set forth below in aggregating client orders for securities, including any orders placed for the Funds:

- no investment advisory client will be favored over any other investment advisory client;
- each client that participates in an aggregated order will participate at the average share price for all of Locust Wood's transactions in that security on a given business day and transaction costs will be shared pro rata based on each client's participation in the transaction;
- if the aggregated order is filled in its entirety, it will be allocated among Client Accounts in accordance with Locust Wood's general policy on the allocation of investment opportunities (*see Item 6 above*); and
- if the aggregated order is partially filled, it will be allocated among Client Accounts that are participating in such investment at such time *pro rata*.

Clients may pay more to the extent that Locust Wood does not, or is unable to, aggregate trades, as seeking to place separate, non-simultaneous transactions in the same security for multiple clients may negatively affect market price, transaction commissions and/or trade execution. A Client Account's nonparticipation in bunched trades may result in lost opportunities to purchase securities for such Client Account that other Client Accounts participating in bunched trades were able to purchase.

Item 13 Review of Accounts

Client portfolios are reviewed daily, and their performance analyzed, by Locust Wood's investment professionals, including, but not limited to, Stephen Errico. Client portfolios are also reviewed by the Chief Compliance Officer to monitor compliance with the applicable trading mandates and any applicable risk and/or operating guidelines. Client investments are evaluated based on performance, company fundamentals, news and press releases, analyst reports, general market conditions and such other considerations as Locust Wood deems appropriate.

Locust Wood may, in its discretion, furnish investors in the Funds with periodic written unaudited performance reports on a quarterly basis. On an annual basis, investors receive a copy of the relevant fund's annual audited financial statements and, where applicable, a statement of taxable income (form K-1).

Locust Wood has entered into agreements with one or more investors and placement agents ("side letters") that result in investment terms that differ from the terms applicable to other investors in such Fund, including, without limitation, with respect to fees, performance-based fees or allocations, and/or withdrawal terms. In addition, pursuant to side letters, Locust Wood provides particular investors with more information about such Fund or Locust Wood (including, notification of senior employee departures, the commencement of disciplinary actions, legal proceedings, investigations or similar matters, or redemptions from the Funds by Locust Wood, its affiliates and/or respective personnel; although all investors receive the same type of portfolio level information), possibly enabling such investors to better assess the prospects and performance of the Funds. As a result of such side letters, certain investors receive additional rights and/or information that other investors will not necessarily receive. Subject to applicable law and contractual arrangements, Locust Wood does not intend to disclose the terms of side letter agreements or other arrangements and does not intend to disclose the identities of the investors that have entered into such agreements with the Funds or Locust Wood. Locust Wood will not be required to offer such additional or different rights and terms to any or all other investors. In addition, Separate Accounts may have the right to receive information about Locust Wood pursuant to any agreement negotiated with respect to the Separate Account.

Locust Wood provides certain additional information to any investor, or prospective investor, in a Fund (or to any clients or prospective clients) who requests such information. This information may be provided in response to questions and requests and in connection with due diligence meetings and other communications, but will not be distributed to other investors and prospective investors who do not request such information. Such information may affect a prospective investor's decision to invest, and investors (which may include Locust Wood's personnel, affiliates and/or clients) who receive such additional information may be able to act on such additional information and redeem their investments potentially at higher values than other investors. Each investor is responsible for asking such questions that it believes are necessary in order to

make its own investment decisions and must decide for itself whether the limited information provided by Locust Wood is sufficient for its needs.

Locust Wood may provide clients with reports in such forms and at such times as such clients and Locust Wood may agree.

Locust Wood provides the owners of the Separate Accounts with periodic unaudited reports at such times as the owners of such accounts and Locust Wood agree. The custodians of the Separate Accounts send account statements to the owners of the accounts no less frequently than monthly. In addition, since a Separate Account investor directly owns the positions in its Separate Account, such investor has full, real-time transparency as to all transactions and holdings in its account, and may be better able to assess the future prospects of a portfolio that may have significant overlap with the portfolios of the Funds, especially with respect to long positions. The investors in the Separate Accounts generally have the right to withdraw all or a portion of their capital from their accounts on shorter notice and/or with more frequency than the terms applicable to an investment in the Funds, and with respect to certain Separate Accounts can withdraw immediately without prior notice.

Item 14 Client Referrals and Other Compensation

Locust Wood has entered into agreements with UBS, Merrill Lynch, Morgan Stanley, RF, MACC and First Republic pursuant to which each of the foregoing placement agents receive a portion of the management fees paid to Locust Wood with respect to investors introduced by them, respectively (or a broker dealer representative of theirs). Locust Wood may in the future enter into similar arrangements with other broker-dealers and has entered into similar agreements in the past with broker-dealers whereby management fees may still be payable with respect to investors previously introduced by them.

Investors that were/are introduced by UBS, Merrill Lynch, Morgan Stanley, RF, MACC, First Republic, Schwab, or such other broker-dealers may be subject to higher fees than other investors in the Funds. Investors that invest in the Funds through UBS, Merrill Lynch, Morgan Stanley, RF, MACC, First Republic, Schwab or other broker-dealers may also pay additional fees to UBS, Merrill Lynch, Morgan Stanley, RF, MACC or such other broker-dealers, as applicable, pursuant to their account agreements with UBS, Merrill Lynch, Morgan Stanley, RF, MACC, First Republic, Schwab or such other broker-dealers. Such investors must acknowledge their understanding of the arrangement between Locust Wood and UBS, Merrill Lynch, Morgan Stanley, RF, MACC, First Republic, Schwab or such other broker-dealers. Locust Wood may also execute trades through such third parties or their affiliates, subject to receiving best execution (*see Item 12 "Brokerage for Client Referrals."*).

In addition, Locust Wood employs the services of Triple A Partners, LLC ("AAA"), an entity owned and controlled by an employee of Locust Wood, to

market the investment offerings and services of Locust Wood to Financial Advisors employed by the aforementioned broker-dealers, including but not limited to, UBS, Merrill Lynch and Morgan Stanley. AAA does not market directly to prospective investors to invest in the Funds. However, AAA does directly market to prospective Separate Account clients. The employee that owns and controls AAA is paid his salary and bonus compensation from Locust Wood via AAA.

Such broker dealers are subject to a conflict of interest because they will be compensated in connection with their solicitation activities. This conflict applies as well to any nominees that are compensated in connection with the investment of their clients' assets in a Separate Account or a Fund.

Item 15 Custody

As noted above in Item 13, owners of the Separate Accounts will receive account statements no less frequently than monthly from the custodians of their accounts. Separate Account clients should carefully review these statements that are received from the custodians of their accounts. To the extent that such account owners were to also receive account statements from Locust Wood, they are urged to compare those statements with the statements that they receive from their custodians.

Although Locust Wood is technically deemed to have custody of the assets of the Funds, investors in such Funds receive audited financial statements in lieu of account statements from the Funds' custodians.

Item 16 Investment Discretion

Locust Wood has discretionary authority to manage securities accounts on behalf of its clients (other than the one non-discretionary account). The investors in the Funds generally may not place any limits on Locust Wood's authority beyond the limitations set forth in the Funds' respective offering and governing documents. On a case by case basis, owners of the Separate Accounts may negotiate certain risk and/or operating guidelines that Locust Wood will adhere to when exercising its discretionary authority over such accounts.

Item 17 Voting Client Securities

Voting Securities

Locust Wood generally has voting discretion over securities held in the Client Accounts. Clients are generally not able to direct their votes in a particular situation. Locust Wood will exercise its discretion in the best interests of its clients, which may result in different voting results for proxies for the same issuer. Locust Wood has adopted a proxy voting policy which is summarized

below. Locust Wood uses a third party to assist it in coordinating and voting proxies with respect to client securities. The Chief Compliance Officer will monitor the third party to assure that all proxies are being properly voted and appropriate records are being retained.

- Generally, Locust Wood will vote in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors, and increases in or reclassification of common stock.
- Generally, Locust Wood will vote against proposals that make it more difficult to replace members of the issuer's board of directors, including proposals to stagger the board, cause management to be overrepresented on the board, introduce cumulative voting, introduce unequal voting rights, and create supermajority voting.

For other proposals, Locust Wood shall determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others:

- whether the proposal was recommended by management and Locust Wood's opinion of management;
- whether the proposal acts to entrench existing management; and
- whether the proposal fairly compensates management for past and future performance.

Locust Wood's Chief Compliance Officer will identify any conflicts that exist between the interests of Locust Wood and its clients in connection with any proxies to be voted by Locust Wood on behalf of its clients. This examination will include a review of the relationship of Locust Wood and its affiliates with the issuer of each security and any of the issuer's affiliates to determine if the issuer is a client of Locust Wood or an affiliate of Locust Wood or has some other relationship with Locust Wood or a client of Locust Wood. Such conflicts may arise, for example, from the following relationships: (i) the issuer is an investor in a fund or account managed by Locust Wood; (ii) the issuer has a material business relationship with Locust Wood; (iii) the proponent of a proxy proposal has a business relationship with Locust Wood (e.g., the proponent is a pension plan for which Locust Wood manages money); (iv) Locust Wood has material business relationships with candidates for director in a proxy contest; or (v) an employee of Locust Wood has a personal interest in the outcome of a particular matter. This list provides examples of possible conflicts of interest and is not meant to be comprehensive. Each employee must notify the Locust Wood's Chief Compliance Officer of any potential conflicts of interest of which he or she is aware.

If Locust Wood is authorized to vote a proxy with respect to an issuer or a person or entity with respect to which the Chief Compliance Officer has identified a conflict of interest, Locust Wood shall rely exclusively on the recommendation of an independent proxy voting service.

Special considerations may apply in cases of conflicts of interest involving ERISA clients. Locust Wood will confer with appropriate ERISA counsel in such cases.

Clients may contact Locust Wood's Chief Compliance Officer, via e-mail or telephone, in order to obtain a copy of Locust Wood's proxy voting policy and/or information on how Locust Wood voted such client's proxies, and to request a copy of Locust Wood's proxy voting policies and procedures.

Class Action Participation Procedures

To the extent that Locust Wood has discretion to participate in class action lawsuits filed against companies or issuers in which the Funds are invested, Locust Wood will generally participate in such class action lawsuits unless it believes that such participation is not in the best interest of the Funds.

Item 18 Financial Information

Locust Wood does not require or solicit prepayment of more than \$1,200 in Fees per client six months or more in advance, and is not required to include a balance sheet for its most recent fiscal year.

Item 19 Requirements for State-Registered Advisers

Locust Wood is not a State-Registered Adviser.