

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

**Item 1 - Cover Page**

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The date of this brochure is **March 20, 2024**.

**This brochure provides information about the qualifications and business practices of Armor Advisors, L.L.C. (“Armor Advisors”). If you have any questions about the contents of this brochure, please contact us at (646) 873-8501 and/or eden@armorcapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about Armor Advisors, L.L.C. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Any reference to Armor Advisors, L.L.C. as a “registered investment adviser” or as being “registered,” does not imply a certain level of skill or training.**

**Item 2 - Material Changes**

In this Item 2, we discuss material changes only, although other non-material changes to our brochure have been made and reflected herein. Since November 7, 2023, the date of the last Form ADV, Part 2A filing of Armor Advisors, there have been no material changes to our brochure.

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**Item 4 - Advisory Business**

A. Armor Advisors is a Delaware limited liability company that was formed in May 1998. Our sole manager is Dov Plitman (the “Manager,” and together with Robert Earley, a principal of Armor Advisors, the “Principals”). Armor Capital Management, L.L.C. (“Armor Capital Management” and together with Armor Advisors, “we” or “us”), one of our affiliates, is the management company of the Domestic Funds and the Offshore Feeder (each as defined below) and is the non-discretionary adviser to a separately managed account. Armor Capital Management is owned and controlled by Dov Plitman. Newton Advisory SA (“Newton”) is engaged as our non-discretionary advisor. Newton assists us in the formulation and pursuit of our investment program for our clients by providing us with research and due diligence services, and other ancillary services, on a non-discretionary basis (the “Non-Discretionary Advisory Services”). Boris Zhilin is the sole principal of Newton. Mr. Zhilin and the Principals, together, are referred to herein as the “Key Persons.” The term “employees,” as used herein, refers to employees of the Armor Advisors, Armor Capital Management and Newton.

B. We provide discretionary investment advice to the following private investment funds (collectively, the “Funds”): (i) Armor Capital Partners, L.P. (“Armor Capital Partners”); (ii) Armor Qualified, L.P. (“Armor Qualified,” and together with Armor Capital Partners, the “Domestic Funds”); (iii) Armor Capital Offshore, Ltd. (the “Offshore Feeder”); and (iv) Armor Capital Offshore Master, Ltd., a private investment vehicle through which the Offshore Feeder invests (the “Master Fund”). We have the flexibility to invest for the Funds in all types of financial instruments, but in most market environments we focus and expect to continue to focus primarily on long and short positions in publicly-traded equity and fixed income securities.

We also provide non-discretionary investment recommendations to a separately managed account client that is a collective investment scheme established in accordance with the Spanish legislation as an open-ended investment company (the “SMA” and together with the Funds, the “Clients”). While we have ongoing responsibility to select or make recommendations, based upon the needs of the SMA, as to specific securities or other investments the SMA may purchase or sell, the SMA’s trading activity is ultimately determined, and executed, by the SMA’s investment manager (the “SMA Manager”), which is not affiliated with or controlled by us. We generally make recommendations to the SMA Manager to enter into transactions for the SMA that are the same as or substantially similar to those that we are entering into for the Funds, subject to the SMA’s investment policies and available capital.

C. We generally do not permit investors in the Funds to impose limitations on the investment activities described in the offering documents for the Funds. Any restrictions on the securities that we recommend to the SMA are contained in our advisory agreement with respect to the SMA. (*See Item 16 below*)

D. We do not participate in wrap fee programs.

E. As of January 31, 2024, we managed (i) on a discretionary basis, approximately \$408 million of regulatory assets under management and approximately \$407 million of net assets under management, and (ii) on a non-discretionary basis, approximately \$67 million of regulatory assets under management and approximately \$67 million of net assets under management.

**Item 5 - Fees and Compensation**

- A. Our fees and compensation with respect to the Funds are described in the advisory contracts we enter into with the Funds.

Armor Capital Partners pays Armor Capital Management (or an affiliate thereof) a quarterly fee, payable in advance on the first business day of each calendar quarter, equal to 0.25% of its net assets (excluding, for the avoidance of doubt, net assets attributable to investors not subject to such fee (as discussed below)) as of the opening of business on the first business day of such calendar quarter. Additionally, subject to a loss carryforward provision, in the event the net profits allocated to the capital account of a limited partner of Armor Capital Partners for the applicable period exceed the amount necessary to generate a 6% noncumulative annualized rate of return on the opening balance of such capital account (such balance, the "Opening Capital Account," and such rate of return, the "Preferred Return"), Armor Advisors is entitled to a performance reallocation of a portion of such net profits (the "Performance Reallocation"). If applicable, the Performance Reallocation shall equal: (i) 100% of the net profits allocated to the limited partner's capital account during such period in excess of the Preferred Return and up to the amount necessary to generate a 7.5% noncumulative annualized rate of return on such limited partner's Opening Capital Account before the Performance Reallocation; plus (ii) 20% of the net profits allocated to the Limited Partner's capital account during such period in excess of the amount necessary to generate a 7.5% noncumulative annualized rate of return before the Performance Reallocation.

The Master Fund pays Armor Capital Management a quarterly management fee, payable in advance on the first business day of each calendar quarter, equal to 0.25% of the net assets of the Offshore Feeder as of the opening of business on the first business day of such calendar quarter. Additionally, subject to a loss carryforward provision, Armor Advisors (or one of our affiliates), as the holder of certain allocation class shares of the Master Fund, will be allocated an annual incentive allocation by the Master Fund (the "Incentive Allocation") equal to the sum of: (i) 100% of the net profits (including unrealized gains and losses) allocable to each common share, if any, in excess of a 6% non-cumulative per annum preferred return and up to the amount necessary to generate a 7.5% non-cumulative per annum return, plus (ii) 20% of the net profits (including unrealized gains and losses), if any, allocable to each common share in excess of a 7.5% non-cumulative per annum return.

The management fees described above are adjusted on a *pro rata* basis for any contributions made during the calendar quarter. Once paid, such management fees are non-refundable.

We may, in our discretion, waive all or any portion of these fees and allocations with respect to any investor in the Funds without notice to, or the consent of, the other investors. Currently, it is our policy not to do so, except: (i) with respect to any investors who are our members or employees (or members or employees of our affiliates), or who are members of the immediate families of such persons or trusts or other entities for their benefit, and (ii) in situations where the payment or allocation of such fees or allocations with respect to an investor is not permitted by law.

For purposes of calculating the quarterly fee or management fee payable by Armor Capital Partners and the Master Fund to Armor Capital Management, investments allocated to

special memorandum accounts or special memorandum classes of shares, as applicable, are valued at the lower of cost or fair value. In addition, the Performance Reallocation and the Incentive Allocation, as applicable, will be calculated without regard to any profits or losses on investments allocated to special memorandum accounts or special memorandum classes of shares, as applicable, until such investments are sold or otherwise become liquid and freely tradable.

Our compensation schedule for Armor Qualified is contained in its confidential private offering memorandum.

Our fees and compensation with respect to the SMA are described in our advisory agreement with respect to the SMA.

- B. We generally deduct our management fees from the Funds quarterly in advance. The SMA generally pays us an advisory fee monthly in arrears. Generally, we or our affiliates receive performance-based fees or allocations from Client accounts on an annual basis in arrears and upon redemptions or withdrawals from Client accounts.
- C. Each Fund is directly or indirectly responsible for (i) all reasonable expenses related to its organization, including, but not limited to, legal, audit, third party administration and accounting fees, government filing fees, printing and mailing expenses, and other expenses of the offering of its shares or interests, (ii) any reasonable travel, legal, accounting, third party administration and audit fees and expenses, including those associated with investigating potential investments or maximizing return on existing investments and (iii) reasonable custodial fees, interest on borrowed funds, transfer taxes, brokerage commissions (*see Item 12 below*), fees and expenses for consulting, research and statistical services (including, without limitation, securities pricing data fees), any extraordinary expenses such as litigation expenses, liability and other insurance expenses, any other reasonable ongoing operating expenses of the Fund, and, in the case of the Offshore Feeder and the Master Fund, directors' fees.

The SMA is responsible for all of the costs and expenses in operating the SMA including, without limitation, expenses directly related to investment transactions and positions for the SMA, brokerage commissions and custody charges, interest and commitment fees on loans and debit balances, bank charges and administration and account fees and expenses, as well as any legal fees and costs (including settlement costs) arising in connection with any litigation or regulatory investigation instituted against the SMA in connection with the affairs of the SMA, and any withholding or transfer taxes imposed on the SMA as a result of its earnings, investments or withdrawals.

We may also allocate or recommend allocating a portion of a Client's capital to money market funds or exchange-traded funds. In addition to the fees and expenses discussed above, Clients will indirectly incur similar fees and expenses if their capital is invested in such funds, as these funds in turn pay similar fees and expenses to their investment managers and other service providers.

- D. Management fees are generally paid by the Funds quarterly in advance, and are not refundable if the advisory contract is cancelled prior to the end of a payment period. Advisory fees are generally paid by the SMA monthly in arrears.
- E. *Not applicable.*

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

We or our affiliates receive annual performance-based fees and allocations from our Clients, which are based on a percentage of the capital appreciation of their assets.

As the management fees and performance-based allocations for the Funds are based directly on the net asset value of the Funds, we have a conflict of interest in valuing the assets held by the Funds. We will follow our documented valuation policies in order to mitigate this risk. We do not value the assets held by the SMA.

Pursuant to U.S. tax laws, we will generally not receive the benefits of “long-term capital gain” tax rates with respect to the performance-based allocations we receive from the Funds unless and to the extent a position is held by a Fund for more than three years. As a result, we have a conflict of interest in determining whether to sell positions held by the Funds that are approaching a three-year holding period. Notwithstanding such conflict of interest, we do not intend to cause a Fund to continue to hold such positions unless we determine that it is in the Fund’s interests to do so. In addition, we have a conflict of interest in selecting potential investments for the Funds, in order to seek investments that are more likely to achieve a three-year holding period. We receive a performance-based fee from the SMA rather than a performance-based allocation so we do not have such a conflict of interest with respect to the SMA.

We may buy or sell securities for one Client account at the same time that we or our related persons buy or sell the same security for one or more other Client accounts. This will typically happen when more than one Client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. This may create a conflict of interest if one Client may benefit from making the trade before or after the other Clients.

We generally allocate investment opportunities so that each security held by the Funds is held on a *pari passu* basis. In cases where the existing position size differs between the Funds, trades will first be allocated in a manner to equalize/re-balance the position size between the Funds, at which point they will be allocated *pro rata* based on each Fund’s assets. In cases where such an allocation method is not possible or practical, we will allocate such investment opportunities in a manner that we deem fair and equitable under the circumstances existing at such time. Exceptions to our allocation policy may be made on a limited basis in the discretion of our Principals. Established exceptions to our allocation policy include markets that are driven by entity specific ID and T+0 settlement cycles, where it becomes difficult to overcome challenges to allocate *pro rata*. In these specific circumstances, the Firm will pursue orders on a sequential basis as opposed to *pro rata*. Best efforts to arrive at a *pro rata* quantity and price allocation will be made. This policy may be applied to other investor ID-based markets in which the broker must know the allocations prior to the trade. Verbal confirmation will be sought by the Principals from the Chief Compliance Officer with regards to which markets this exception to our allocation policy applies.

We generally make recommendations to the SMA to enter into transactions that are the same as or substantially similar to those that we are entering into for the Funds, subject to the SMA’s investment policies and available capital. In such cases, we generally communicate our transaction recommendations to the SMA on the same day as we enter into such transactions for the Funds, however such recommendations may be communicated to the SMA after the time that we have executed such transactions for the Funds, particularly in cases where we deem there to be a liquidity constraint with respect to the applicable securities.

New issues (as defined by rule 5130 of the Financial Industry Regulatory Authority, Inc. (“FINRA”)) are allocated to Client accounts in accordance with the criteria set forth above and subject to compliance with FINRA rules regarding the allocation of new issues to restricted persons.

**Item 7 - Types of Clients**

We and our related persons provide investment advice to the Funds and the SMA. Investors in the Funds are generally institutional investors and high net worth individuals that qualify as “accredited investors” (as defined in Rule 501 under the Securities Act of 1933, as amended), and, for Armor Qualified, as “qualified purchasers” (as defined under the Investment Company Act of 1940 Act, as amended). The minimum investment in the Domestic Funds is generally \$1 million and the minimum investment in the Offshore Feeder is generally \$500,000, subject in each case to our discretion to accept lesser amounts. Any minimum investment amount with respect to the SMA is contained in our advisory agreement with respect to the SMA.

**Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss****A. *Methods of Analysis and Investment Strategies Generally*****Investment Objective**

The principal investment objective of our Client accounts is to provide a superior absolute compounded rate of return over an extended period of time, while minimizing the risk of a permanent capital loss. We also seek to have our Client accounts outperform the Standard & Poor’s 500 Index on a cumulative as well as on a rolling five-year basis net of all fees and expenses. To achieve these objectives, we have the flexibility to invest or recommend investments for Client accounts in all types of financial instruments, but in most market environments we expect to focus primarily on long and short positions in publicly-traded equity and fixed income securities. We also have the flexibility to have or recommend that Client accounts be underinvested or uninvested.

The majority of Client account assets and investment resources are generally devoted to acquiring securities in publicly-traded businesses around the globe based on investment criteria that have historically resulted in superior returns. We seek to capitalize globally on short- and long-term pricing inefficiencies that arise in the financial markets by having or recommending that Clients buy and sell short securities, the trading values of which are significantly different from their intrinsic values. Client accounts also may take short positions in equities, long and short positions in foreign currencies, long and short positions in gold, silver, and commodities, long and short positions in debt securities, and long and short positions in capital structure and other arbitrage situations. Client accounts may utilize derivatives or any other financial instruments to the extent permitted in their governing agreements. These instruments may have the effect of leveraging a Client’s assets and could increase the Client’s risk profile. Client accounts will not invest in non-derivative equity securities which are non-publicly-traded.

**Investment Philosophy*****General***

We believe that there are three divergent and, often, competing objectives in the management of wealth. In ascending order of difficulty to achieve, these are liquidity, income and capital appreciation.

*Long Investments*

In an attempt to achieve long-term wealth creation, we endeavor to construct a portfolio of equity securities based on investment criteria that we believe have historically delivered excess returns over multi-year, statistically significant periods of time.

In seeking investments in companies with profitable business models, we seek to allocate capital to its most productive use. We typically avoid investing in marginally profitable businesses solely on the basis of seemingly bargain prices. Rather we seek profitable companies at attractive valuations.

We seek investments in companies with sustainable competitive positions in order to achieve a level of comfort that the economics, which attracted us to the potential investment in the first place, will not prove to be transitory. As a counterpoint, it should be noted that investment history is littered with companies that lost their “sustainable” competitive positions. Nonetheless, an evaluation of a company’s competitive position coupled with an understanding of management’s strategic intentions and the competitive dynamics affecting a company is an important requirement in prospectively assessing a business’ fundamentals.

We seek investments at attractive absolute and relative valuations in order to achieve both a margin of safety and excess returns.

We generally seek investments in companies where management’s interests are aligned with those of common shareholders. We do so to ensure that the value generated by the enterprise is channeled back to the common shareholders.

In addition to the criteria discussed above, we will seek investments in companies with little or no leverage as a means of reducing risk.

Notwithstanding the above, with respect to our low leverage criteria, on occasion, when we have good reason to believe in the stability of an attractive operating business and in the capital allocation skills of management, we may consider investing in a leveraged business. In addition, we may invest in the debt securities of leveraged businesses, where its position in the capital structure mitigates the risk of permanent capital loss.

*Short and Arbitrage Investments*

We generally seek short investments with criteria opposite to those we seek in our long investments, namely: an uneconomic business model, an unsustainable competitive position and/or deteriorating fundamentals, unattractive valuations (overvaluation), management whose interests are not aligned with those of their shareholders, and high financial leverage. We may also take or recommend short positions in an effort to hedge against risks which could directly or indirectly impact Clients’ portfolios. These risks include, but are not limited to, country risk, currency risk, and industry risk.

In identifying arbitrage investments, we generally seek to invest in both risk arbitrage situations as well as in capital structure arbitrage where a business or security is trading at an implied attractive value. In the first category, we seek situations with attractive annualized returns where we can determine with reasonable certainty that the transaction will close in a timely manner. In the second category, we will seek to buy one security



while selling short a related security, thereby creating a purchase of a business for an attractive valuation, which, on occasion, can be negative (*i.e.*, being paid to own the business).

#### *Other Investments*

We may use a variety of other strategies and financial instruments based on our assessment of market risks and opportunities. We believe this flexibility increases the odds of achieving Clients' investment objectives.

#### *Conclusion*

By identifying investments with the above criteria on an ongoing basis, we seek to maximize the probability and the sustainability of investment success in order to harness compounded returns. To raise capital for such an endeavor, we seek to attract only that portion of each of the Funds' investors' or other Clients' wealth that can be dedicated to long-term capital appreciation while foregoing the acceptance of that portion required for liquidity and/or income.

We believe that liquidity risk is best addressed by diversifying one's portfolio not only among asset classes but within the equity portion of such portfolio. Through diversification, low correlation between one's equity investments will reduce liquidity risk. We expect Clients to experience volatility in their portfolios.

Notwithstanding the foregoing, we attempt not to let volatility, which is often as much induced by market participants as by business fundamentals, dictate falsely prudent actions.

#### **Other Transactions**

In addition to the investment activities described above, we may engage in additional investment and trading activities for Client accounts, including, but not limited to, those summarized below.

Clients may invest in U.S. or non-U.S. cash or cash equivalents, including but not limited to obligations of the U.S. Government, money market fund shares, commercial paper, repurchase agreements, certificates of deposit and/or bankers acceptances, as well as other interest bearing or discount obligations. Clients may take long or short positions in gold, silver, foreign currencies and commodities. Clients may take long or short positions in debt securities. Clients may take long or short positions in derivatives related to equity, indices, debt, foreign currencies, interest rates and commodities. Clients may also utilize leverage and implied leverage in implementing their investment strategies. Clients may also use futures and forward contracts involving financial instruments and options thereon.

While we will typically try to minimize risk in selecting or recommending Clients' investments, if our evaluation of an anticipated outcome of an investment should prove incorrect, Clients could experience substantial losses as a result of a decline in the market value of securities in which they hold a long position or an increase in the value of securities in which they hold a short position. It should be understood that the risk management techniques which may be utilized by us cannot provide any assurance that Clients will not be exposed to risks of significant investment losses or a total loss.

Clients' investment programs are speculative and entail substantial risks. Market risks are inherent in all securities to varying degrees. No assurance can be given that a Client's investment objectives will be realized. The use of leverage and other trading and investment techniques which may be employed for Client accounts can, in certain circumstances, increase the adverse impact to which their portfolios may be subject.

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

**B.** *Certain Risks Associated with Methods of Analysis and Investment Strategies*

There are a number of risks associated with the Clients' trading programs and strategies, including risks associated with investments in illiquid securities and derivatives, and the practices of short selling and the use of leverage. Fund investors should refer to a Fund's confidential private offering memorandum for a more detailed description of such risks.

Certain Additional Risks:

**Business Continuity.** Various force majeure events, including acts of God, natural disasters like fire, flood or earthquakes, wars, terrorist acts, outbreaks of infectious disease, epidemics, pandemics, including COVID-19, 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 our business and operations, or the business and operations of any counterparty or service provider to us or our Clients, and Clients may be adversely affected thereby. For example, if a significant number of our personnel were to be unavailable in a force majeure event (such as war, terror attack or an outbreak of infectious disease), our ability to effectively conduct our business could be severely compromised. In addition, the cost to Clients, us or our affiliates of repairing or replacing damaged assets or systems resulting from such force majeure event could be considerable. While we have adopted certain policies and procedures designed to restore and/or continue our 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 Clients may be adversely affected thereby. See also "Systems Risks."

**Market Disruption Events and Geopolitical Risks.** Clients may trade in different markets and different kinds of instrument types. It is possible that as a result of war, terrorist act, natural disaster, outbreak of infectious disease, epidemic, pandemic, including COVID-19, 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 us to value the positions that trade in the affected markets, and 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 Clients' investments. Market Disruption Events could also affect the principal prime brokers and custodians that carry and clear Clients' trades and positions. The inability of key

marketplace intermediaries to function could have an adverse impact upon liquidity as well as the ability of Clients to trade their positions. Market Disruption Events could also have a direct physical impact upon Clients and/or our operations, including the destruction of our facilities and/or incapacity or loss of life to key personnel.

Furthermore, 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 (“E.U.”) 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 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 Clients’ performance beyond any direct exposure to Russian issuers or those of adjoining geographic regions.

While we have 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 Client accounts would not suffer material adverse consequences should a Market Disruption Event occur. See also “Business Continuity.”

In addition, our approach may, from time to time, emphasize active management of each Client account. Consequently, Client accounts’ turnover and brokerage commission expenses may from time to time be greater than for other types of investment vehicles.

**Foreign Exchange Contracts.** Pursuant to rules promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act, many foreign exchange contracts will be deemed “swaps” under the U.S. Commodity Exchange Act, as amended, and therefore will be subject to comprehensive regulation by the U.S. Commodity Futures Trading Commission (the “CFTC”). CFTC rules will govern certain terms of such contracts, such as minimum margin requirements, among others, and dealers of such products will be subject to business conduct and reporting obligations. Foreign currency options (unless traded on a securities exchange), non-deliverable foreign exchange forwards, currency swaps and cross-currency swaps will be included in such regulation. The U.S. Treasury Department (the “Treasury”) has exercised its authority to exempt foreign exchange forwards and swaps from most CFTC regulation, although such transactions remain subject to certain CFTC reporting and business conduct requirements. As a result, foreign exchange forwards and swaps are not guaranteed by an exchange or clearing house and consequently, there are no requirements with respect to financial responsibility or segregation of customer funds or positions, which could expose Clients to unanticipated losses.

**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 30-year-high. High inflation may undermine the performance of Clients’ investments.

There is no guarantee that Clients will have positive performance even in, or especially in, environments of sharply rising inflation. There is no guarantee that Clients will be able to successfully mitigate inflation risk.

**Potential Concentration of Investments.** Client accounts may at certain times hold a few, relatively large (in relation to their capital bases) positions in securities, with the result that a loss in any position could have a material adverse impact on the Client, as the value of the Client account will be more susceptible to any single occurrence affecting one or more of those issuers than would be the case with a more diversified investment portfolio.

**Arbitrage Transaction Risks.** Client accounts may engage in certain arbitrage strategies. Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. Examples of arbitrage strategies in which Client accounts may engage include event-driven arbitrage, merger arbitrage, capital structure arbitrage, convertible arbitrage, fixed income or interest rate arbitrage, statistical arbitrage, debt spread arbitrage and index arbitrage. If the requisite elements of an arbitrage strategy are not properly analyzed, or unexpected events or price movements intervene, losses can occur. Moreover, arbitrage strategies often depend upon identifying favorable “spreads,” which can also be identified, reduced or eliminated by other market participants.

**Forward Trading to Seek to Hedge Currency Exposure.** Client accounts may trade foreign exchange forward contracts in certain currencies and other instruments to seek to hedge currency exposure. Forward contracts (including foreign exchange) and options thereon are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated -- there is no limitation on daily price movements and speculative position limits are not applicable. Foreign exchange forwards are not guaranteed by an exchange or clearing house and consequently, there are no requirements with respect to financial responsibility or segregation of customer funds or positions, which could expose a Client to unanticipated losses. The principals who deal in the forward markets are not required to continue to make markets in the currencies they trade and these markets can experience periods of illiquidity, sometimes of significant duration, which could result in substantial losses.

**Options.** Client accounts may engage in a number of option strategies. Put options and call options typically have similar structural characteristics and operational mechanics regardless of the underlying instrument on which they are purchased or sold. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the writer of the option the obligation to buy, the underlying security, index, currency or other instrument at a specified exercise price. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller the obligation to sell, the underlying instrument at a specified exercise price.

If a put or call option purchased by a Client were permitted to expire without being sold or exercised, its premium would be lost by the Client. The risk involved in writing an uncovered put option is that there could be a decrease in the market value of the underlying security caused by rising interest rates or other factors. If this occurred, the option could be exercised and the underlying security would then be sold to the Client at a higher price than its prevailing market value. The risk involved in writing an uncovered call option is that there could be an increase in the market value of the underlying security. If this occurred,

the option could be exercised and the underlying security would then be sold by the Client at a lower price than its current market value resulting in a theoretically unlimited loss. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks including a total loss in the case of purchasing either put or call options, a loss of multiples of the investment in the case of writing put options and a theoretical unlimited loss in the case of writing call options.

**Investments in Foreign Securities.** Client accounts may make investments in securities and other instruments denominated in currencies other than the U.S. dollar or the Euro and/or traded outside of the United States and the European Union. Such transactions require consideration of certain risks not typically associated with trading in U.S. or E.U. securities or property, including instability of local governments, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations. The application of local tax laws (*e.g.*, the imposition of withholding taxes on dividend or interest payments) or confiscatory taxation may also affect investment in certain securities. Higher expenses may result from investment in non-U.S. or E.U. securities than would from investment in U.S. or E.U. securities because of the costs that must be incurred in connection with conversions between various currencies and brokerage commissions that may be higher than in the U.S. or the E.U. Certain foreign securities markets also may be less liquid, more volatile and less subject to governmental supervision than in the U.S. or the E.U. Such investments could be affected by other factors not present in the U.S. or the E.U., including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations. In addition, there may be less publicly available information about companies in certain jurisdictions than would be the case for comparable companies in the U.S. and the E.U.

In addition, investments that are denominated in currencies other than the U.S. dollar or the Euro are subject to the risk that the value of a particular currency will change in relation to one or more other currencies, especially the U.S. dollar or the Euro. Among the factors that may affect currency values are trade balances, the level of short term interest rates, differences in relative values of similar assets in different currencies, long term opportunities for investment and capital appreciation and political developments. We may or may not seek to hedge these risks, but even when we do so, there can be no assurance that such strategies will be effective.

**Investments in Securities of Small Companies.** Client accounts are expected to include investments in small and/or unseasoned companies. While smaller companies generally have potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification, and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations. In addition, when making large sales, the Client may have to sell portfolio holdings at discounts from quoted prices or may have to make a series of small sales over an extended period of time due to the trading volume of smaller company securities.

**Special Situations.** Client accounts may make investments 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 the Client 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, the Client may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies, there is a potential risk of loss by the Client of its entire investment in such companies.

C. *Not applicable.*

#### Item 9 - Disciplinary Information

*Not applicable.*

#### Item 10 - Other Financial Industry Activities and Affiliations

A. *Not applicable.*

B. *Not applicable.*

C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related *person* listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.

1. **broker-dealer, municipal securities dealer, or government securities dealer or broker**

*Not applicable.*

2. **investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)**

We and our related persons manage the Funds.

The management of multiple pooled investment vehicles and other client accounts may result in conflicts of interests when we and our related persons allocate time and investment opportunities among them. In addition, the compensation earned by us and our related persons from each of the Funds may differ from one another and from the SMA. We and our related persons will generally follow documented procedures in allocating trades among the Funds and the SMA (see *Item 6 above*).

Subject to applicable law, we may effect transactions among the Funds whereby one Fund will purchase securities from or sell securities to another Fund (including Funds in which we or our related persons may have a significant interest). This may be done for reasons including but not limited to: when a Fund crosses its investment guidelines with respect to a particular sector, region or security; to account for inflows and outflows of capital to and from the Funds; when one Fund

is overexposed to a particular security and we determine that another Fund may benefit from additional exposure to such security; to correct misallocations of trades among the Funds; or when we believe that such a transaction will otherwise have a beneficial effect for each of the applicable Funds. This may result in a conflict of interest because a potential transaction may result in benefits to one Fund that may be greater than the benefits to the other Fund. In order to mitigate such conflicts, we effect such transactions only when we believe that such transactions are in the best interests of the participating Funds. Such transactions will be effected for cash consideration at the closing price for the applicable security on such day, and no brokerage commission or transfer fee will be paid to us or our related persons in connection with any such transaction. For the avoidance of doubt, when a broker is used to effect a cross-trade, the broker will charge a commission. In such cases, we may request reduced commissions from such broker(s).

We generally do not recommend to the SMA that it enter into a cross trade with a Fund.

Our Key Persons (and/or other related persons) may have a greater portion of their personal assets invested in certain of the Funds. As a result, we may have a conflict of interest in allocating investment opportunities among the Funds and our other Clients. We will generally follow documented procedures in allocating trades among our Clients. (*See Item 6 above.*)

We have a conflict of interest where a service provider (*e.g.*, legal counsel or accountants) provides services directly to us or one of our affiliates, and separately provides services to Clients, in that we or our affiliate may potentially obtain services at a lower cost than we or it 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, the Clients. In particular, unless inconsistent with applicable governing documents, costs associated with services rendered to the benefit of Clients may be borne by such Clients. We and our affiliates use some of the same service providers as are retained on behalf of the Funds and, in some cases, fee rates, amounts or discounts may be offered to us and our affiliates by a service provider which differ from those offered to the Funds 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.

3. **other investment adviser or financial planner**

Armor Capital Management is the management company of the Domestic Funds and the Offshore Feeder and is the non-discretionary adviser to the SMA. Newton provides the Non-Discretionary Advisory Services to Armor Advisors and Armor Capital Management. Mr. Zhilin is the sole principal of Newton.

4. **futures commission merchant, commodity pool operator, or commodity trading advisor**

*Not applicable.*

5. **banking or thrift institution**

*Not applicable.*

6. **accountant or accounting firm**

*Not applicable.*

7. **lawyer or law firm**

*Not applicable.*

8. **insurance company or agency**

*Not applicable.*

9. **pension consultant**

*Not applicable.*

10. **real estate broker or dealer**

*Not applicable.*

11. **sponsor or syndicator of limited partnerships.**

*Not applicable.*

- D. *Not applicable.*

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

- A. We have adopted a Code of Ethics (the “Code of Ethics”), which applies to all of our employees. The Code of Ethics is designed to ensure that we conduct our business in accordance with all applicable laws and regulations and in an ethical and professional manner. In this regard, we have developed policies and procedures in our Code of Ethics that are premised on fundamental principles of honesty, good faith and fair dealing. In addition, among other things, our Code of Ethics governs all personal securities transactions by our employees (as further described in *Item 11, Section C* below), our policies with respect to gifts and entertainment, compliance with applicable federal securities laws, the manner in which violations of our Code of Ethics are to be reported, and certain other outside activities of our employees. We will provide a copy of our Code of Ethics to any client or prospective client upon request.
- B. We make available to qualified prospective investors the opportunity to invest in the Funds. Our Key Persons have significant personal investments in the Funds. In addition, we and our affiliates receive performance-based allocations from the Funds.

Subject to applicable law, we may effect transactions between Client accounts whereby one Client account will purchase securities from or sell securities to another Client account (*see Item 10, Section C.2 above*).

In the event that we effect a cross trade between a Fund in which we or our 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 us because we may put our or our control persons’ interests in such Funds before the interests of the other Client. In order to mitigate this conflict of interest, we monitor the interests of our Key Persons, their immediate family members and their affiliates in the Funds, as well as the interests in the Funds of our employees, and we will not effect any cross trade between a Fund and another Client account if we believe that such trade would result in a principal transaction unless:

- 1) We believe that such transaction is in the best interest of the Clients participating in the transaction; and
- 2) We obtain the consent of the applicable Clients as required by the Advisers Act.

- C. We maintain on our computer network the following lists: (i) a list of cleared securities, and (ii) a restricted list, which includes any company for which we are in possession of material, non-public information or with respect to which we have entered into a non-disclosure or confidentiality agreement (the “Restricted List”). Employees may not transact in securities of companies on the Restricted List without the prior written approval of both our Chief Compliance Officer and all of our Principals. In addition, each employee will be required to inform one of the Principals if such employee wishes to purchase certain securities not included on the Restricted List and not held in our Client accounts. If such Principal determines that the applicable securities are not suitable for purchase by Clients at that time and meet certain other criteria, the applicable securities will be added to a “Cleared List” and all employees may trade the securities for a limited period of time, subject to certain conditions. Such trades are subject to the reporting requirements set forth in the Code of Ethics. If such Principal determines that the securities may be suitable for purchase by Clients at that time, the request to trade in such securities will be denied.

Each employee will also be required to inform one of the Principals if such employee wishes to purchase certain securities not on the Restricted List but held in any Client account. If such Principal determines that the employee trading in such securities would create a conflict, the request will be denied and the employee will not be allowed to trade the security. If such Principal determines that no conflict is created, he or she may approve the trade for that day only (or for the next day if the request is made after trading has closed for that day), in which case all employees will be permitted to purchase such security on such approved day. Such trades are subject to the reporting requirements set forth in the Code of Ethics. Small personal accounts of an employee’s immediate family members may be exempted from certain of the approval requirements described above.

Employees may not, directly or indirectly, acquire beneficial ownership in any security in an initial public offering or in a limited offering (*i.e.*, a private fund or other private placement) without the prior written consent of our Chief Compliance Officer. Our Chief Compliance Officer must obtain the prior written consent of our Principals before acquiring any such security. However, the restriction in this paragraph does not apply to Controlled Accounts (as defined below).

Our personal securities trading policy applies to employees and to family members of an employee living in the employee’s household (*e.g.*, spouse, domestic partner, siblings, parents and children), but our Chief Compliance Officer may exempt certain employees

who are not “access persons”<sup>1</sup> from the personal securities transactions policy described above.

The personal trading requirements, but not the reporting requirements, set forth in the Code of Ethics also apply to any accounts over which an employee has trading authority but no beneficial interest (a “Controlled Account”), unless otherwise expressly provided in the Code of Ethics. An employee is deemed to have “trading authority” if the employee, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares authority to conduct or direct trades for the relevant account.

Our Chief Compliance Officer or her delegate monitors personal securities trading by our employees on a periodic basis.

- D. We may buy or sell (or recommend buying or selling) securities for one or more Client accounts at the same time that we or our related persons buy or sell the same security for an account of one of our related persons. This may create a conflict of interest if a related person’s account may benefit from making the trade before or after the other Clients. To address such conflict, we will follow our documented allocation and aggregation procedures discussed herein (*see Item 6 above and Item 12, Section B below*).

## Item 12 - Brokerage Practices

### A. *Selection of Brokers*

In placing portfolio transactions for the Funds, we seek to obtain the best execution for the Funds.

We have established a brokerage committee (“Brokerage Committee”) to evaluate, among other things, the execution that we are receiving from broker-dealers. Our Brokerage Committee meets annually. Our Brokerage Committee periodically and systematically evaluates the execution performance of the broker-dealers that we use to execute client transactions. In conducting such reviews, examples of some factors our Brokerage Committee may consider in evaluating best execution include: execution capability, execution quality, execution cost, availability and quality of research, access to management, breadth of services offered, financial responsibility, confidentiality, trading expertise, facilities, reputation and integrity, reliability in keeping records, responsiveness, and with respect to a particular trade, the timing and size of the order, available liquidity and market conditions. Our Brokerage Committee reviews supporting documentation on an annual basis to monitor compliance with these procedures.

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<sup>1</sup> An “access person” means any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser, who:

- (a) has access to non-public information regarding any clients purchase or sale of securities, non-public information regarding the portfolio holdings of any fund managed by the investment adviser or its affiliates; or
- (b) is involved in making securities recommendations to clients, or has access to such recommendations that are non-public.

1. Research and Other Soft Dollar Benefits

We enter into soft dollar arrangements with brokers. Soft dollar arrangements arise when an investment adviser obtains products and services, other than securities execution, from a broker in return for directing client securities transactions to the broker. Soft dollar arrangements pose a conflict of interest for us in that such arrangements allow us to pay with client commissions expenses that would otherwise be borne by us. When we use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products or services. We believe that this conflict is mitigated because the Funds generally pay for research as “hard dollar” expenses pursuant to their operating agreements or investment management agreements, as the case may be. We may also have an incentive to select a broker based on our interest in receiving the research or other products or services offered by such broker, rather than on the Funds’ interests in receiving most favorable execution.

While we have not in the past entered into formal soft dollar arrangements, we may choose to do so in the future. We do enter into securities transactions on behalf of the Funds with broker-dealers that provide us with access to research and research-related services as part of their bundled services. Such broker-dealers may require us to provide them with a minimum level of brokerage business to obtain such research and research-related services, and to compensate them for the shortfall if we do not meet such minimum level.

When engaging in soft dollar transactions, we comply with the safe harbor requirements of Section 28(e) of the Securities Exchange Act of 1934, as amended. Section 28(e) provides a “safe harbor” to an investment adviser against claims that it breached its fiduciary duty under state or federal law (including the Employee Retirement Income Security Act of 1974, as amended (“ERISA”)) solely because the adviser caused its clients’ accounts to pay more than the lowest available commission for executing a securities trade in return for brokerage and research services. The Section 28(e) safe harbor does not extend to principal transactions, other than research and brokerage services obtained in relation to fully and separately disclosed fees on certain riskless principal transactions effected by members of FINRA and reported under FINRA trade reporting rules. Section 28(e) defines brokerage and research services to include: (a) furnishing advice, either directly or through publications or writings, as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (b) furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and the performance of accounts; and (c) performing services in effecting securities transactions and functions incidental thereto (such as clearance, settlement and custody) or required in connection therewith by rules of the SEC or a self-regulatory organization.

Accordingly, if we determine in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and products or services provided by such broker, a Fund may pay commissions to such broker in an amount greater than the amount another broker might charge.

Products and services provided by such brokers may be used to service all Client accounts and not exclusively in connection with the management of the Funds that generated the particular soft dollar credits.

Where a product or service obtained with client commission dollars provides both research and non-research assistance to us, we will make a reasonable allocation of the cost which may be paid for with client commission dollars.

During our last fiscal year, we acquired with client brokerage commissions (or markups or markdowns): (i) research, such as proprietary research from brokers, which may have been written and/or oral; and (ii) research services, such as research concerning market, economic and financial data; a particular aspect of economics or on the economy in general; pricing data and availability of securities; financial publications; electronic market quotations; performance measurement services; analyses concerning specific securities, companies, industries or sectors; market, economic and financial studies and forecasts; appraisal services; and invitations to attend conferences or meetings with management or industry consultants.

During our last fiscal year, we have taken into account the quality, comprehensiveness and frequency of available research services and products considered to be of value provided by brokers when directing Fund transactions to a particular broker. We directed transactions to such brokers only consistent with best execution. Brokers sometimes suggest a level of business they would like to receive in return for the research services and products they provide. We may, from time to time, commit to provide a minimum level of brokerage business to a broker, subject to our duty to obtain best execution.

We do not select broker-dealers to execute trades for the SMA.

#### Brokerage for Client Referrals

*Not applicable.*

#### 2. Directed Brokerage

*Not applicable.*

#### 3. Trade Error Policy

Subject to applicable law or the Client account(s)' governing documents, we will reimburse the applicable Client(s) for net losses that occur as a result of trade errors resulting from our bad faith, gross negligence or willful misconduct.

We may correct misallocations of trades among the Funds by re-allocating the applicable trade using the intended allocation methodology prior to the trade's settlement date. If an erroneous allocation cannot be corrected prior to or after settlement, we may, if appropriate and subject to applicable law, correct such erroneous allocation by effecting a cross trade between the Funds at the price at which the initial trade was effected. We may, in our sole discretion, determine a trade error to be immaterial and take no action to reflect the error.

B. *Aggregation of Orders*

We will generally aggregate the Funds' trades, subject to best execution. Aggregation, or "bunching," describes a procedure whereby an investment adviser combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution costs. Because the Funds are generally run *pari passu*, aggregation is often the most appropriate and efficient manner of trading. When an order is placed with a broker specifically in order to equalize/re-balance a particular position in one or more of the Funds (*i.e.*, when there is a subscription or redemption in one or more Fund), if additional orders are placed that day which are meant to be allocated *pro rata*, all of the orders will be aggregated and an average price will be used, subject to the following exception. In the event that the additional (*pro rata*) order is completed at a price 5% higher or lower than the prior order, the new order may not be aggregated and may be allocated separately, in our discretion. When an aggregated order is only partially filled, we will allocate the investment opportunity as described in Item 6 above.

As we are not authorized to place orders for the SMA, trades for the SMA are not aggregated with those for the Funds.

**Item 13 - Review of Accounts**

- A. Client portfolios are reviewed daily, and their performance analyzed, by our investment professionals and other employees involved in our operations. Client portfolios are also reviewed by members of our operations team 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 we deem appropriate.
- B. *Not applicable.*
- C. We may, in our discretion, furnish investors in the Funds and the SMA with written unaudited quarterly reports and semi-annual letters. On an annual basis, Fund investors receive a copy of the relevant Fund's annual audited financial statements and, where applicable, a statement of taxable income (form K-1). In addition, we may provide performance information on a more frequent basis to the SMA and/or those investors that require it (but not to other investors).

Investors in a Fund are invited to speak with our representatives for further information about the applicable Fund's securities positions, performance and finances. We intend to provide such additional information only to Fund investors who specifically request it, except to the extent that we determine that providing such information would be inconsistent with our fiduciary duties to our Clients or would violate applicable law. Because we may not provide such information to non-requesting Fund investors, certain investors may be better able to assess the prospects and performance of the Funds than others.

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

We may obtain certain research and brokerage products and services in return for directing client securities transactions to brokers (*see Item 12, Section A above*).

**Item 15 - Custody**

*Not applicable.*

**Item 16 - Investment Discretion**

We have discretionary authority to manage securities accounts on behalf of the Funds. The investors in the Funds generally may not place any limits on our authority beyond the limitations set forth in the offering and governing documents of the Funds. We do not have discretion to place orders or to enter into transactions for the SMA.

**Item 17 - Voting Client Securities**

We have the sole authority to vote and grant proxies with respect to securities held by the Funds. We do not have the authority to vote or grant proxies with respect to securities held in the SMA.

Our “Proxy Coordinator” will be responsible for determining how to vote or recommend voting all proxy statements received by us with respect to securities held in Client accounts. The Proxy Coordinator may designate other appropriate employees to assist him or her in reviewing proxy statements and preparing necessary records. The Proxy Coordinator may also retain a third party to assist him or her in coordinating and delivering proxies. We may also engage a third party to provide proxy research and recommendation services which may be used by the Proxy Coordinator in determining how to vote. The Proxy Coordinator will be responsible for monitoring any such employees and third parties to assure that all Client securities are being properly voted and appropriate records are being retained. Robert Earley is currently our Proxy Coordinator.

The Proxy Coordinator will attempt to identify any conflicts of interest between us and any of our Clients with respect to any proxy statements received by us. This examination will include a review of the relationship, if any between us and our principals, affiliates and clients, on the one hand, and the issuer of the subject security and such issuer’s affiliates, on the other hand. In the absence of conflicts of interest (see below), we will vote or recommend voting all proxies in the manner that our Proxy Coordinator determines is in the best interests of each Client. In addition, the Proxy Coordinator may determine to abstain or recommend abstaining from voting a proxy if he believes that such action is in the best interests of a particular Client.

If our Chief Compliance Officer believes that a material conflict exists between us and any of our Clients, we will rely exclusively in making our voting decision or recommendation on the recommendation of an independent third party who is experienced in advising investment managers regarding proxy voting decisions or another investment manager who is deemed independent, does not have a conflict of interest, and has sufficient expertise to make a voting recommendation in the best interest of the Clients. If our Chief Compliance Officer believes that our Proxy Coordinator has a personal interest in the outcome of a particular matter, she will look to one of the other Key Persons to determine how to vote.

Special considerations may apply in cases of conflicts of interest involving ERISA clients. The Proxy Coordinator will confer with appropriate ERISA counsel in such cases.

Upon the request by a Client, we will disclose to such Client how we voted or recommended voting securities owned by such Client. A Client may also contact us via e-mail or telephone to request a copy of our proxy voting procedures.

**Item 18 - Financial Information**

We are not required to include our balance sheet for our most recent fiscal year with this Form ADV, Part 2A.

**Item 19 - Requirements for State-Registered Advisers**

We are not a state-registered adviser.