

NEBULA RESEARCH AND DEVELOPMENT LLC
Part 2A of Form ADV

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This Brochure (the “Brochure”) provides information about the qualifications and business practices of Nebula Research and Development, LLC (the “Adviser”, “Nebula”, “we”, “us”, “our”). If you have any questions about the contents of this Brochure, please contact the Adviser’s Chief Compliance Officer at (646) 547-1243. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Registration with the SEC does not imply a certain level of skill or training.

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

ITEM 2 MATERIAL CHANGES AND GENERAL INFORMATION

Nebula is required to disclose a summary of material changes in this brochure that have been made since our last annual update. Material changes generally relate to Nebula's policies, procedures, or conflicts of interest. Since our most recent annual amendment filing on March 31, 2023:

- We have updated our regulatory assets under management.

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ITEM 4 ADVISORY BUSINESS

The Adviser was formed in Delaware by Nebula Research and Development Holdings LP as a Delaware limited liability company and has its principal place of business in New York, New York. The Adviser is wholly-owned and controlled by Nebula Research and Development Holdings LP, which is (a) owned by the Estate of Michael Scott Graves, (b) owned by Colin McCarthy (though his ownership is in dispute), and (c) owned and controlled by NRD GP LLC, which is in turn controlled by its principal owner the Estate of Michael Graves.

The Adviser has entered into an investment management agreement with the intent to provide discretionary investment advice to one or more portfolios ("Portfolio" or "Client") in a private investment fund (the "Fund") pursuant to the terms, guidelines and restrictions provided in the Portfolio's investment management agreement ("IMA"). As of the date of this Brochure, the Adviser plans to provide exclusive services to the Portfolio; the Adviser is not currently seeking to raise additional capital or obtain new clients.

As of December 31, 2023, the Adviser had discretionary regulatory assets under management ("RAUM") of \$727,270,123.

ITEM 5 – FEES AND COMPENSATION

The Adviser does not have a general fee schedule. Our management fee is negotiated annually with the Fund's general partner and paid monthly in advance. Once paid, the negotiated management fee is nonrefundable.

We are also entitled to receive an annual performance fee subject to a hurdle rate and high-water mark calculated based on net trading profits after the deduction of losses carried forward from the previous year, if any as of the end of each calendar year. The performance fee is calculated by the Fund's administrator and approved by the general partner – we neither calculate the performance fee, nor authorize its payment.

Other fees and expenses that will be borne by the Portfolio include a pro rata share of the Fund's administration fees and expenses as well as any transaction or investment fees or expenses related to the Portfolio's activities. Also, to the extent that we trade third-party exchange-traded funds or other similar vehicles, the Portfolio will bear additional fees and expenses payable to such third-party investment managers for the Portfolio.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Pursuant to the terms of the IMA, the Adviser will receive an annual performance fee subject to a hurdle rate and high-water mark with respect to the Portfolio.

Performance-based fees can provide an incentive to take excessive risks. However, the Fund's general partner (who is not affiliated with the Adviser) is the Fund's risk manager and monitors the Portfolio's trading and investment activity daily. Per the IMA, the trading discretion granted to the Adviser is subject to the

Fund's general partner's general direction concerning matters of risk and the Adviser therefore cannot act independently with respect to decisions on the amount of investment risk taken in the Portfolio.

Performance-based fees can also create an incentive to overvalue assets, thereby inflating net trading profits through unrealized appreciation. However, the Adviser has no authority to value the Portfolio's assets; it is the Fund's general partner (who is not affiliated with the Adviser) that is responsible for the final determinations on the valuation of the Portfolio's positions.

Our investment advisory services will be provided exclusively to the Portfolio, therefore we do not have any conflicts related to side by side management at this time.

ITEM 7 – TYPES OF CLIENTS

The Adviser will provide investment advice exclusively to the Fund through the Portfolio.

Interests in the Fund, and the Fund itself, are not registered under the U.S. Securities Act of 1933, as amended and are excepted from the definition of an "investment company" under Section 3(c)(7) of the Investment Company Act of 1940, as amended. Accordingly, interests in the Fund are offered exclusively to investors satisfying the applicable eligibility and suitability requirements either in private placement transactions within the United States or in offshore transactions. Investors in the Fund are also Qualified Eligible Persons as defined in the Commodity Exchange Act.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

We utilize equity statistical arbitrage strategies that generate multi-asset class portfolios with thousands of positions amongst multiple time horizons. The process of statistical arbitrage involves collecting, cleaning and analyzing vast data arrays. The analysis of this data is conducted with software applications developed in-house in order to forecast future price movements. The forecasts are then translated into a portfolio of securities.

Currently, we only invest in domestic publicly-traded equity securities. In the future, it is possible that we may invest in other types of securities or assets. Our ability to invest in other types of securities or assets is governed by our IMA.

Investment Risk: Inherent in any investment strategy is the risk of total loss of capital. We cannot predict, measure or hedge all market or other risks inherent in our investment strategies. We may choose, or may determine that it is economically appropriate to not hedge certain risks. The profitability of our investment strategies depends to a great extent on our ability to correctly assess the future course of price movements of securities and other investments. There can be no assurance that we will be able to accurately predict price movements. The performance of any investment is subject to numerous factors which we cannot predict or control. These factors include a wide range of economic, political, competitive and other conditions (including acts of terrorism and war) that may affect investments in general or in specific industries or companies. Market volatility may cause performance to fluctuate substantially over time.

Other risks, without limitation, are risks associated with limited diversification, leverage, interest rates, currencies, volatility, tracking risks in hedged positions, security borrowing risks in short sales, credit deterioration or default risks, operational risks, counterparty risk and other risks inherent in the Portfolio and financial instruments traded. The use of leverage can magnify the impact of adverse market moves to which the Portfolio may be subject. Investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally or in particular markets in which the Portfolio invests. There may be risks that are not monitored or controlled by us and risks that may be greater than forecasted, especially in unusual market conditions. Information used to manage risks may not be accurate, complete or current, or may be misinterpreted by us.

Competition: There is currently, and will likely be, competition for investment opportunities with other investors having investment objectives and strategies like those of the Adviser. Performance may be adversely impacted if competition prevents or hinders the Adviser's ability to participate in certain investment opportunities.

Model-Based Trading: The Adviser may use an investment strategy that is determined principally by the concepts included in a model and the recommendations generated by the model. The Adviser is unlikely to be successful unless both the underlying assumptions of the model and the concepts utilized by the model are reliable. If such assumptions and concepts are unreliable, it is likely that the model will not generate profitable investment recommendations. The model may be more effective with certain investments than with others, and not all factors driving prices can be identified, much less quantified by the Adviser. Quantitative models may be ineffective or may contain human or electronic errors (in coding, inputs or otherwise) that are either not discovered, or if discovered not disclosed to the Client.

Obsolescence Risk: The Investment Adviser's systematic trading strategies are unlikely to be successful unless the assumptions underlying the Adviser's models used to implement those strategies are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the models do not reflect certain factors, and the Adviser does not successfully address such omission through its testing and evaluation and modify the models accordingly, major losses may result. Models employed by the Adviser in connection with its systematic trading strategies cannot fully match the complexity of the financial markets; accordingly, unanticipated changes in underlying market conditions can significantly impact such strategies' performance. As market dynamics shift over time, a previously highly successful strategy may become outdated. Even without becoming completely outdated, a given strategy's effectiveness may decay in an unpredictable fashion as other market participants adopt similar strategies or market dynamics shift. The Adviser will continue to test, evaluate and add new models, as a result of which the existing models may be modified from time to time. There can be no assurance as to the effects (positive or negative) of any modification on the Client's performance.

Reliance on Data Availability and Accuracy: Quantitative models rely on historical and current market and other data provided by third parties. Any interruption in the flow of data, or an inability to appropriately process, clean or analyze such data is likely to disrupt the Adviser's ability to trade effectively. In addition,

no assurance can be provided that the data supplied by third parties is accurate. There may be inaccuracies in such data and errors may be made in incorporating such data into models and analyses used. Investment decisions (including hedging decisions) made, or programming code, on the basis of inaccurate or incomplete information could have a material adverse impact on the Adviser's ability to trade and may cause positions to be unintentionally liquidated and/or cause the Adviser to accumulate positions it would not have sought to accumulate with accurate data. It is not expected that investors will be notified when such issues occur.

Furthermore, it is not possible for the Adviser to integrate all relevant data into the quantitative models that are developed. Subjective decisions may be made regarding what data to integrate into its models. In making such determinations, the Adviser may consider various factors, including the cost of obtaining such data, the technology cost of incorporating such data into the Adviser's research and trading infrastructure, and the reliability of the third party providing such data. The acquisition and/or processing of data from third parties are significant components of the modelling utilized by the Adviser and inaccuracies in such data could have a negative impact on the Adviser's trading performance and, as such, a negative impact on the operating results of the Client.

Dependence on Technology: The Adviser's investment strategies rely heavily on automation and technology, including proprietary and third-party hardware and software. The Adviser uses such hardware and software to provide investment advice to the Client, including research, valuation, trade identification and construction, trade execution, clearing, risk management, back-office functions and reporting. The performance of the Adviser, and, therefore, the performance of the Client, could be severely compromised by coding errors (including design and implementation errors), computer viruses, telecommunications failures, natural disasters, security breaches, software related "system crashes," disruption or deterioration of services of third-party providers, terrorist attacks and similar events. Such events might even cause computerized trading programs to generate trades or to execute trades many times the magnitude of, as well in the opposite market direction to, the transactions which were intended. Any event that interrupts the computer and telecommunications operations of the Adviser could result in, among other things, the inability of the Adviser to establish, modify, liquidate, hedge or monitor the Client's investments and therefore could have a material adverse effect on the operating results of the Client.

Coding Errors: The Adviser's investment strategies may involve the development and/or use of software that is prone to coding errors that may result in the execution of many unwanted trades (or, alternatively, the failure to place intended trades). While there are methods to mitigate the incidence and impact of software errors, such as testing, changing management procedures, monitoring and automated risk checks, the decision as to when to utilize new software involves balancing the expected benefits of any change (which would call for turning over the change quickly) with the risks that the software will contain errors (which would call for exhaustive testing). As such, there is risk that the Adviser may turn over new software too quickly or too slowly, which could negatively impact the Client. From time to time, the Adviser may deploy new code with errors that could have been detected with more exhaustive or independent testing, although in such cases the Adviser may nevertheless continue to believe that turning over the new code was the right decision given the risk-reward trade-off associated with the change. In addition, where the Adviser believes that the benefit of rolling out a change outweighs the risk of not

addressing (or even diagnosing the precise cause of) a known weakness, the Adviser may deploy new code with known weaknesses. In such cases, it is possible that the Adviser's decision to deploy the change without addressing the known weakness will prove wrong in hindsight, and the Client could be negatively impacted. The occurrence of coding errors are not considered trade errors in the Adviser's policies.

Given the difficulty of detecting coding errors, some errors may go undetected for long periods of time and some may never be detected. Moreover, some coding errors will be detected but not fixed by the Adviser immediately, or, possibly, at all, due to competing priorities and/or the perception that the impact of the error is not material. Although the Adviser will generally make judgments about the perceived impact of discovered errors so as to appropriately prioritize the remediation of the errors with other business demands, the Adviser may not perform a quantitative impact analysis on discovered coding errors. The Adviser's judgment could prove to be wrong, and a software error that the Adviser chooses not to fix immediately, or chooses to fix at different times for different clients, could have a material impact on the Client. In addition, as a mathematical model can be expressed in computer code in multiple ways, the choice of code ultimately used may not result in the best representation of the model.

The occurrence of coding errors is inevitable given the Adviser's sophisticated and highly complex trading processes, and coding errors will not constitute trade errors under the Adviser's policies. Clients should understand that they are assuming the risks (including any losses) associated with these errors when investing in the Adviser's investment strategy. The Adviser does not expect to disclose discovered coding errors to the Client, and losses arising from coding errors will be borne by the Client.

Use of Systems: The Adviser relies extensively on the use of computer systems, hardware, software and telecommunications equipment. The Adviser makes use of its own models as well as systems that are publicly available or provided by third parties. Accordingly, the Client is exposed to the risk that computer hardware, software, electronic equipment and other services used by the Adviser may cease to be available, for example, due to the insolvency of the provider or the discontinuation of services or software updates. In such circumstances, the Adviser would seek to obtain equivalent hardware, software and services from an alternative supplier.

System Failure: As the Adviser makes extensive use of computer hardware, systems and software, the Client is exposed to risks caused by failures of information technology infrastructure and data. In addition, outright failure or a partial impairment (whether due to external situations or internal file corruption) of the underlying hardware, operating system, software or network may leave the Adviser unable to trade either generally or in certain of its strategies, and this may expose it to risk should the outage coincide with turbulent market conditions. To mitigate this risk, backup and failover plans have been put in place by the Adviser.

Data Feed Failure: The Adviser's models utilize data feeds from a number of sources. If these data feeds were to be corrupted, compromised, or discontinued in any manner, or not delivered or accessible in a timely manner, the models may not be properly formulated. This failure to receive the data feeds or receive the data feeds in a timely manner may leave the Adviser unable to trade or may result in trades that are not aligned with an algorithm's goal, and this may expose the Client to risk of loss or loss of opportunities, in particular if the loss of the data feed coincides with turbulent market conditions. If the data feeds are compromised or discontinued in any material manner or if the data feeds are not

delivered or accessible in a timely manner, it may result in a loss to the Client, which could be material.

Risk of Programming Implementation Error or Logical Error: Given the reliance of the Adviser on its models and other software trading and analysis systems, it follows that the Client is therefore at risk of errors of implementation (colloquially known as “bugs”) and errors of design that may exist or arise in the software or models, and which may cause inappropriate or aberrant behavior under certain or all market conditions. While reasonable steps have been taken to ensure that the software is adequate in design and free from manifest bugs, formal proof of bug-free code has not been undertaken, nor can the underlying logical and/or mathematical models be certified as free from error; investors should expect that – at any given time – the Adviser’s code will contain errors and bugs.

As with any software, upgrades, “bug fixes” and various other improvements may be introduced over time and the risk therefore exists that such changes may detrimentally affect the performance of the Client, rather than improve it. Furthermore, without limitation, while the software has been tested, no guarantee can be given that a unique combination of input conditions experienced when running the system “live” and which has not been encountered during development, will not cause the system to fail, perform aberrantly, or take positions that are (under some reasonable criteria) judged to be inappropriate.

These failures can also occur in a complex, interdependent environment where different elements of code are all functioning correctly if their interaction gives rise to unanticipated or unintended errors. Given the fact that the Adviser will be utilizing proprietary and third-party code (some of which may be open-source and without any warranties), it is possible or likely that errors will arise from such interactions. For the sake of clarity and without limitation, though losses arising from programming implementation errors or logical errors could adversely affect the Client’s performance, such losses would likely not constitute reimbursable trade errors under the Adviser’s policies.

Risks Inherent in Computer-Driven and Intellectual Property Based Systems: The Adviser relies to a material extent on a wide range of intellectual property systems, including computer hardware and software systems and telecommunications systems, in substantially all phases of its operations, including research, valuation, trade identification and construction, trade execution, clearing, risk management, back-office functions and reporting.

As described above, intellectual property systems are subject to a number of inherent and unpredictable risks. For example, there may be material undiscovered errors in software programs; software and/or hardware may malfunction and/or degrade; electronic and telecommunications delivery may fail; security breaches may lead to unauthorized trades or stolen intellectual property; services provided by third-party vendors to support the intellectual property systems may be interrupted; and computer driven trading errors may occur. For the sake of clarity and without limitation, though losses arising from computer-driven and intellectual property-based systems could adversely affect the Clients performance, such losses would likely not constitute reimbursable trade errors under the Advisers policies.

Increased Regulatory Focus on Quantitative Managers: Recently, regulators in the United States, the EU and other countries have shown particular interest in managers engaging in systematic, quantitative and so-called “high-frequency” trading, which could increase the risk of administrative burdens being placed on the Adviser. Such administrative burdens may divert the Adviser’s time, attention and resources from

portfolio management activities to responding to inquiries, examinations and enforcement actions (or threats thereof). Regulatory inquiries often are confidential in nature, may involve a review of an individual's or a firm's activities or may involve studies of the industry or industry practices, as well as the practices of a particular institution. In particular, in the United States, recently proposed and contemplated SEC and CFTC rules could impose additional burdens on systematic managers, although the future prospects and potential impacts of such rules are not clear. In the EU, MiFID II has imposed burdens on certain systematic managers, including, without limitation, specific requirements relating to the governance, systems, risk controls, and procedures of investment firms that engage in algorithmic trading. Other countries, including Japan, have imposed specific regulatory requirements for quantitative managers.

Execution, Market and Liquidity Risk: We may trade in markets that are volatile and which may become illiquid. Closing positions may be difficult if there is a significant decrease in trading volume or increase in price volatility. Orders may not be executed timely or efficiently in periods of market distress due to various circumstances including liquidity and market restrictions.

While we only trade securities found to meet rigorous liquidity hurdles and deemed appropriate for inclusion in our trading universe, at times, certain securities markets have experienced significant falloffs in liquidity. While such events may sometimes be attributable to changes in interest rates or other factors, the cause is not always apparent. During periods of market illiquidity, we may not be able to close out positions or may only be able to do so at unfavorable prices. This liquidity risk could adversely impact the performance of the Portfolio and may be difficult or impossible to hedge against.

The prices of securities can be highly volatile. Price movements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events. Although market volatility can create trading opportunities, too much volatility may create additional risks that may impact our ability to put on and maintain effective hedges. It can cause the correlation between long positions and hedges to diverge, with the hedge having the opposite effect of that intended.

Material Nonpublic Information: We may come into possession of material nonpublic information that would limit our ability to buy and sell investments for the Portfolio. The Portfolio's investment flexibility may be constrained as a consequence of our inability to take certain actions because of such information. The Portfolio may experience losses if we are unable to sell an investment because we are in possession of material nonpublic information about the investment.

Short Selling: Short selling involves selling securities that are not owned and borrowing them for delivery to the purchaser with an obligation to replace borrowed securities at a later date. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could increase without limit, thus increasing the cost to the Portfolio of buying those securities to cover the short position. There is no assurance that a borrowed security will not be recalled and that the Portfolio will not be "bought in" (ie. forced to repurchase securities in the open market to return them to the lender). Furthermore, the securities necessary to cover a short position may not be available for purchase, and purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby

exacerbating the loss. The securities borrowed to effect the short sale may be recalled by the lender of those securities at any time, thus forcing the Portfolio to purchase the securities and close out the short position at a loss.

Short sale transactions have been subject to increased regulatory scrutiny including the imposition of restriction on short selling certain securities and reporting requirements. Our ability to execute a short sale may be materially adversely impacted by temporary and/or new permanent rules, interpretations, prohibitions and restrictions adopted in response to these adverse events. Temporary restrictions and/or prohibitions on short selling activity may be imposed by regulatory authorities with little or no advance notice and may impact prior, current and future trading activities.

Regulatory authorities may also impose restrictions that adversely affect our ability to borrow certain securities in connection with short sale transactions. In addition, traditional lenders of securities might be less likely to lend securities under certain market conditions. As a result, we may not be able to effectively pursue a short selling strategy due to the limited supply of securities available for borrowing.

Swap Agreements: Swap agreements are privately negotiated derivative products in which two parties agree to exchange actual or contingent payments that may be calculated in relation to a rate, index, instrument or certain securities and a particular “notional amount”. Swaps may be subject to risks including market risk, liquidity risk, structuring risk, tax risk and counterparty risk.

Hedging Transactions: The success of hedging transactions strategy depend, in part, upon our ability to correctly assess the degree of correlation between the performance of the instruments used to hedge risks and the performance of the securities or risks being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a hedge will also be subject to our ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While hedging transactions may be entered into with the intent to reduce risk, such transactions may result in poorer overall performance for the Portfolio than if such hedging transactions were not entered into. For a variety of reasons, we may not seek to establish a perfect correlation between the hedging instruments utilized and the securities being hedged. Such an imperfect correlation may prevent the Portfolio from achieving the intended hedge or expose the Portfolio to risk of loss.

Highly Volatile Markets: The prices of securities can be highly volatile. Price movements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events. Although market volatility can create trading opportunities, too much volatility may create additional risks that affect our ability to put on and maintain effective hedges. It can cause the correlation between long positions and hedges to diverge, with the hedge having the opposite effect of that intended.

Leverage and Financing Risk: All leverage used by the Portfolio is controlled by the Client. The Portfolio, however, could experience losses due to its, or the Fund’s, use of leverage. While leverage presents opportunities for increasing the Portfolio’s total return, it has the effect of potentially increasing losses as well. Further, if the securities pledged to brokers to secure margin accounts decline in value, the Portfolio

of Fund could be subject to a “margin call,” pursuant to which the Portfolio or Fund must either deposit additional funds or securities with the brokers, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of the Portfolio’s (or Fund’s) assets, we may be forced to liquidate the Portfolio to raise money to satisfy margin requirements. The forced liquidation of all or a portion of the Portfolio at distressed prices could result in significant losses to the Portfolio.

Change in Margin Terms: In the absence of specific agreements, securities margin arrangements are generally subject to change or revocation by the lender upon very limited notice and for any or no reason. The lender may demand an increase in the collateral, including requiring collateral equal to the full amount of the borrowings, and, if the Fund is unable to provide additional collateral, the lender could liquidate assets held by the lender to satisfy the Fund’s obligations. The assets of the Portfolio could be part of such a liquidation. Liquidation in that manner could have extremely adverse consequences, which may be exacerbated in the event that these changes or revocations are imposed suddenly or by multiple lenders.

Margin in Periods of Stress: In periods of market stress, and particularly in periods of stress specific to the Fund, lenders or counterparties may attempt to increase margin levels. Additionally, a simultaneous, broad-based increase in margin among hedge funds generally would likely adversely impact the investments held in the Portfolio by decreasing demand and increasing supply of those or similar investments.

Counterparty Risk: We may enter into transactions, including derivative and other over-the-counter transactions, with or through third parties in which the failure of the third party to perform its obligations could have a material adverse effect on the Portfolio. The counterparty risk is accentuated for contracts with longer maturities where events may intervene to prevent settlement. The Portfolio’s assets are generally not held in segregated bankruptcy-remote accounts titled in the owner’s name and therefore, a failure of any broker or market participant is likely to have a greater adverse impact than if the assets, or the accounts in which they are held, were registered in the name of the Fund. In addition, because the Portfolio’s securities may be held in margin accounts, and the prime brokers have the ability to loan those securities to other persons, the Fund’s ability to recover assets in the context of a bankruptcy or other failure of a prime broker may be further limited.

We may transact with counterparties (including prime brokers) located in various jurisdictions outside the United States. The local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Portfolio’s assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible scenarios involving the insolvency of any counterparty, it is impossible to generalize about the effect of their insolvency on the Portfolio’s assets. It should be assumed that the insolvency of any significant counterparty would result in a loss to the Portfolio, which could be material.

Market Restrictions: Restrictions on investment size or investment activities imposed by various regulators or self-regulatory organizations and exchanges may limit the Portfolio’s ability to effect transactions. Position limits (e.g., the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a particular financial instrument) and other market restrictions (e.g.,

prohibitions on short sales) may require aggregation across the Fund (as opposed to the Portfolio), for purposes of determining whether the applicable position limits have been exceeded, or short sales may be executed and may restrict the Portfolio's investment activities. As a result of these restrictions, we may be prevented from executing a desired transaction and the Portfolio may therefore incur losses which may be material.

Trade Error Risk: Occasionally, transactions may be executed erroneously on terms other than those intended. For example, a transaction may be executed in the wrong asset, for the wrong quantity or price, to buy when we intend to sell, to sell when we intend to buy, or by reason of a technology or administrative error. Except to the extent otherwise required by law, the Portfolio will generally bear the losses or costs of any such errors, unless it is determined that the error was caused by our gross negligence. The occurrence of coding errors is not considered trade errors in the Adviser's policies.

General Political, Economic, Legal, Tax and other Regulatory Risks: The Portfolio's investments may be adversely affected by changes in economic conditions or political events, such as a stock market break, acts of terrorism, the outbreak of hostilities involving the United States, the death of a major political figure, a serious pandemic, or a natural disaster, among many others. Additional factors, such as changes in federal or state tax laws, federal or state securities laws, bank regulatory policies or accounting standards, may make certain investments less desirable or may make certain investment strategies less effective. Similarly, legislative acts, rulemaking, adjudicatory, or other activities of governmental or quasigovernmental bodies, agencies, and regulatory organizations may make the business of the Fund less attractive. Laws and regulations, particularly those involving taxation, investment and trade, applicable to the Fund's or Portfolio's activities can change quickly and unpredictably, and may at any time be amended, modified, repealed or replaced in a manner adverse to the interests of the Portfolio. This may result in major and unavoidable losses to the Fund.

Cybersecurity Risk: With the increased use of technologies such as the Internet to conduct business, the Portfolio is susceptible to operational, information security, and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the Portfolio or its service providers may cause disruptions and impact business operations, potentially resulting in financial losses, interference with the Portfolio's ability to trade, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which the Portfolio invests, counterparties with which the Portfolio engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers for shareholders) and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While the Portfolio's service providers have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and

systems including the possibility that certain risks have not been identified. Furthermore, the Portfolio cannot control the cyber security plans and systems put in place by its service providers or any other third parties whose operations may affect the Portfolio. As a result, the Portfolio could be negatively impacted.

DISCLAIMER

The information included in this ITEM 8 does not include every potential risk associated with our investment strategies. **Investing in securities involves risk of loss, possibly a total loss of invested capital, that investors should be prepared to bear.**

There is no guarantee that the Portfolio's investment program, including, without limitation, its investment objectives, strategies, or risk monitoring goals will be successful. Investment results may vary substantially over time. There may be risks which cannot be monitored or controlled, and risks that may be greater than forecasted, especially in unusual market conditions. The Adviser cannot guarantee that any assumptions relied on herein will be true for all future events or that all assumptions have been considered or stated.

ITEM 9 – DISCIPLINARY INFORMATION

None

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

None

ITEM 11 – CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, we have adopted a Code of Ethics that sets out standards of business and personal conduct for employees of the Adviser. The Code of Ethics includes procedures for engaging in and reporting personal securities transactions for employee accounts and/or for the accounts of family members or others where the employee may be deemed to have a beneficial interest. Employees of the Adviser are required to certify, at least annually, that they have read and understand the Code of Ethics.

The foundation of the Code of Ethics is based on the underlying principles that:

- Employees must at all times place the interests of our clients first;
- Employees must at all times comply with all applicable federal securities laws; and
- Employees should not take inappropriate advantage of their position at Adviser.

Our Code of Ethics requires employees to provide the Chief Compliance Officer with initial and annual holdings reports (excluding accounts holding certain securities or discretionary accounts) and quarterly transactions reports. Employees are also generally prohibited from participating in initial public offerings

and executing transactions in issuers included on the Restricted List and must also receive approval prior to investing in any private placement. The Chief Compliance Officer reviews violations of the Code of Ethics to determine appropriate remedial action, including, but not limited to, financial penalties, suspension or termination of employment, and reporting to appropriate regulatory authorities.

All of our employees must direct their brokers to send duplicate brokerage statements to the Chief Compliance Officer. These records are used to monitor compliance with the foregoing policies.

The reporting and holding period requirements in these policies apply to any personal transactions other than those involving government securities, open-end mutual funds, money market funds, or other instruments which afford an investor no discretion over individual securities.

The Code of Ethics also includes procedures for the Adviser's employees related to outside business activities and gifts and entertainment.

The Adviser's Code of Ethics is available to clients upon request at (646) 547-1243.

ITEM 12 – BROKERAGE PRACTICES

The Fund's general partner reviews, approves and monitors the prime brokers, executing brokers-dealers and counterparties used by the Adviser. Executing broker-dealers and counterparties are chosen from those that have been reviewed and approved by the general partner.

In placing transactions for the Portfolio within the universe of such approved broker-dealers, we seek to obtain "best execution," meaning that we generally seek execution of securities transactions in such a manner that the Portfolio's total costs or proceeds are most favorable under the circumstances.

We periodically review the broker-dealers used as well as the commissions paid to evaluate best execution.

In selecting brokers and dealers to effect portfolio transactions we may consider factors as we deem appropriate (and consistent with our obligation to seek best execution) to consider under the circumstances, which may include one or more of the following:

- reliability;
- our first-hand experience with them;
- financial stability;
- efficiency in executing and clearing transactions;
- confidentiality of trading activity;
- provision of Products and Services (defined below); - competitive rates; and
- general responsiveness.

- *SOFT DOLLAR USAGE*

The Adviser does not obtain, through soft dollars, third-party research. However, the Adviser enters into securities transactions with broker-dealers that provide, as part of their bundled services, the Adviser with access to research and research-related services. The Adviser may have an incentive to select a broker based on the Adviser's interest in receiving the research or other products or services offered by such broker.

Products and Services constituting "research" may be in any form (*e.g.*, written, oral or on-line) and may include, without limitation:

- traditional research reports analyzing the performance of a particular company or stock, market, company and financial data;
- market, economic, political and financial information (including studies and forecasts); - statistical information;
- data on the pricing and availability of securities; and
- seminars and conferences relating to the investment in securities or containing analyses of issuers, industries, securities, economic factors and trends and portfolio strategy.

Products and Services constituting "brokerage" may include, without limitation:

- clearance services;
- settlement services; and
- custody services.

To the extent that the Portfolio's commissions are used to acquire Products and Services through the use of "soft dollars," Products and Services received will be of the type contemplated by Section 28(e) of the U.S. Securities Exchange Act of 1934 (that is, "research" and "brokerage"), although transactions may or may not otherwise comply with the provisions of Section 28(e) (*e.g.*, may relate to transactions in instruments other than securities).

Soft dollar arrangements generally arise when an investment adviser obtains products and services, other than securities execution, from a broker-dealer in return for directing client securities transactions to the broker-dealer. Soft dollar arrangements may pose a conflict of interest for the Adviser in that such arrangements allow the Adviser to pay with brokerage commissions, expenses that would otherwise be borne by the Adviser. In the event that the Adviser uses brokerage commissions (or markups or markdowns) to obtain research or other products or services, the Adviser could receive a benefit because it would not have to produce or pay for the research, products or services.

- *TRADE ERRORS*

The Fund (and not the Adviser) will bear the cost of any losses (and reap the benefits of any gains) resulting from trading errors and similar human errors, absent gross negligence or intentional misconduct. Trade errors might include, for example, keystroke errors that occur when entering trades into an electronic trading system or typographical or drafting errors related to derivatives contracts or similar agreements. For quantitative strategies, internally developed software and/or third-party hardware and software will likely have errors, omissions, imperfections and malfunctions (collectively, "Coding Errors"). The occurrence of Coding Errors is not considered trade errors under the Adviser's policies.

ITEM 13 – REVIEW OF ACCOUNTS

The Portfolio's transactions and positions are reviewed on a daily basis by the Adviser and the Fund's general partner.

The Client receives various reports from the Adviser, the Administrator and the Adviser's prime brokers including but not limited to the following:

- Cash balance and activity, including Next 5 Day Activity Summary reflecting impact of future settlements on cash balances;
- Financing Report reflecting open stock borrow positions and costs;
- Portfolio Positions, by issuer
- Value and Trade Date Statement
- Dividend income/expense and accrual
- Counterparty exposure report; - Outstanding Corporate Actions report; - Daily Profit/Loss Statement.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Not applicable. We are not currently seeking new clients, nor to raise capital.

ITEM 15 – CUSTODY

We do not have custody (and are prohibited under the IMA from exercising custody) of Client assets.

ITEM 16 – INVESTMENT DISCRETION

The IMA sets forth certain guidelines or restrictions related to our investment activities, which may be modified from time-to-time in consultation with the general partner. In addition, the Fund's general partner may impose restrictions on our ability to invest in certain securities or types of securities.

ITEM 17 – VOTING CLIENT SECURITIES

The Adviser employs a quantitative strategy that follows a largely systematic approach to trading, rather than a long-term investment approach. Such an investment strategy involves a high

volume of trading and short holding periods and is generally not dependent on the outcome of proxy contests. Accordingly, in connection with its quantitative strategy, the Adviser has determined not to vote proxies because the costs associated with voting such proxies outweigh the potential benefits to clients. The Client may vote proxies as they deem appropriate or necessary.

ITEM 18 – FINANCIAL INFORMATION

The Adviser neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet with this Brochure.

The Adviser is not aware of any financial condition that is likely to impair our ability to meet our contractual commitments to our Client(s).

The Adviser has never been the subject of a bankruptcy petition.