

CADOGAN MANAGEMENT, LLC

FORM ADV PART 2A

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This brochure provides information about the qualifications and business practices of Cadogan Management, LLC. If you have any questions about the contents of this brochure, please contact us at 212-585-1600. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Cadogan Management, LLC also is available on the SEC's website at: www.adviserinfo.sec.gov.

Cadogan Management, LLC is registered with the SEC as an investment adviser. Registration with the SEC as an investment adviser does not imply a certain level of skill or training.

Summary of Material Changes

The material change to Cadogan Management, LLC's ("Cadogan") brochure (the "Brochure") is the addition of information regarding Cadogan's advisory business. Cadogan is in the process of winding down its advisory business and certain of the investment funds it services. Cadogan is not offering advisory services to new clients.

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Advisory Business

Founded in 1994, Cadogan is a private investment management and research firm that specializes in providing investment advice and management services to investment funds (each an “Investment Fund” and collectively, the “Investment Funds”). Cadogan also provides investment advice and management services to Investment Funds registered in jurisdictions outside of the United States. Cadogan is in the process of winding down its advisory business and certain of the investment funds it services. Cadogan is not offering advisory services to new clients.

Cadogan provides its investment advice and management services to Investment Funds by investing each Investment Fund’s assets in other investment funds, investment vehicles and/or separately managed accounts (each an “Underlying Fund” and collectively, “Underlying Funds”). These types of investment funds are commonly known as funds of hedge funds. At present, Cadogan provides investment advice and management services only to Investment Funds; however, it offers separately managed accounts at certain asset levels. The investment advice and management services Cadogan provides to the Investment Funds is fully discretionary and is tailored to the investment objectives and goals of that particular Investment Fund, as stated in the Investment Fund’s offering document. An Investment Fund may impose certain investment restrictions on the concentration of investments in a particular Underlying Fund or group of Underlying Funds, and in some cases, on the types of instruments the Investment Fund’s assets may invest. Cadogan does not currently participate in wrap fee programs.

As of October 1, 2011, Cadogan managed \$367,402,130 in client assets on a discretionary basis and did not manage any client assets on a non-discretionary basis. Cadogan’s Executive Chairman, Mr. Stuart Leaf, owns 49% of Cadogan.

Fees and Compensation

Cadogan is compensated for its advisory services through asset-based management fees and in certain instances, performance fees or incentive allocations. Management fees for the Investment Funds are set forth below. Management fees are paid monthly in arrears and calculated and deducted from the Investment Fund’s assets by the Investment Fund’s administrator. For Cadogan Partners, L.P. and Cadogan Alternative Strategies II, L.P., incentive allocations are accrued monthly and reinvested annually during the first quarter of the following year by Cadogan Associates LLC, a wholly-owned subsidiary of Cadogan Management LLC, that serves as the General Partner (the “General Partner”) to these funds. For the Class A shares of Cadogan Alternative Strategies Sterling Ltd., performance fees are accrued monthly and paid quarterly during the following quarter. For all other Investment Funds with performance fees, such performance fees are accrued monthly and paid annually in the first quarter of the following year. The Investment Funds do not pre-pay advisory fees. From time to time, the investors in the Investment Funds (the “Investors”) may negotiate reduced fees based on factors such as, but not limited to, the size of an investment, the liquidity of the investment and the required level of service. An Investment Fund’s Board of Directors, in consultation with Cadogan, has the discretion to waive, reduce or otherwise modify any

management fee, performance fee or incentive allocation (and has done so) for a particular Investment Fund Investor, including Cadogan employees or other related persons.

In addition to management fees and performance fees or incentive allocations, Investment Funds incur, either directly or indirectly, other types of fees and expenses, such as administrator, registrar and transfer agent, corporate secretarial, registered office, custodial and directors (if applicable) fees and expenses. The Investment Funds also incur other operational expenses such as expenses associated with offering and sale of the Investment Fund's shares/interests, audit, legal, taxes and other miscellaneous costs.

Each Investment Fund will also indirectly bear its pro rata share of the fees and expenses of the Underlying Funds. Investors in the Investment Funds will, in effect, pay multiple sets of fees and expenses: one at the Investment Fund level and one at the Underlying Fund level. Although Investors will receive a number of additional services by investing in a fund of hedge funds, such as access to a diversified portfolio of Underlying Funds without the amount of capital typically required to meet their investment minimums, Cadogan's research and ongoing monitoring of each Underlying Fund and simplified administration and reporting, as is typical in the industry, Investors will likely pay more in fees and expenses by investing in a fund of hedge funds than they would by investing directly in the Underlying Funds.

See "Brokerage Practices" for more information on Cadogan's and the Underlying Funds' brokerage practices and potential associated expenses.

In situations where one Investment Fund is invested in another Investment Fund managed by Cadogan, through a master-feeder structure, Cadogan is technically considered to be making an offering to one of its clients. Please note that in these situations, the Investor will only incur management fees and performance fees or incentive allocations with respect to the Investment Fund in which it is invested, but will be responsible for expenses at the master fund level as well.

Cadogan and its personnel benefit from the sales of shares/interests in the Investment Funds. However, Cadogan and its personnel do not provide direct, individualized investment advisory services to prospective Investors and; therefore, do not face the conflicts of interest that could arise from them doing so.

Schedule of Investment Advisory Fees

CADOGAN ALTERNATIVE STRATEGIES TRUST GROUP

Cadogan Partners L.P.

<u>Class</u>	<u>Management Fee</u>	<u>Incentive Allocation</u>
A	1%	5%
A-1	0.975%	5%
A-2	0.95%	5%
B	1.5%	N/A
B-1	1.475%	N/A
B-2	1.45%	N/A

Cadogan Alternative Strategies Fund, Ltd.

<u>Class</u>	<u>Management Fee</u>	<u>Performance Fee</u>	<u>Other</u>
A	1%	5%	
A-1	0.975%	5%	
A-2	0.95%	5%	
B	1.5%	N/A	
B-1	1.475%	N/A	
B-2	1.45%	N/A	
C	1%	5%	0.20 % Liquidity Fee*
C-1	0.975%	5%	0.20 % Liquidity Fee*
C-2	0.95%	5%	0.20 % Liquidity Fee*
K	1%	5%	1% Distribution Fee
K-1	0.975%	5%	1% Distribution Fee
K-2	0.95%	5%	1% Distribution Fee

Cadogan Alternative Strategies Sterling, Ltd.

<u>Class</u>	<u>Management Fee</u>	<u>Performance Fee</u>
A and I	0.50%	10%

Cadogan Alternative Strategies Class S Ltd.

<u>Class</u>	<u>Management Fee</u>	<u>Performance Fee</u>	<u>Other</u>
A	1%	5%	
B	1.5%	N/A	
C	1%	5%	0.20 % Liquidity Fee*

**The Liquidity Fee is amortized over 12 months and allocated among the other classes of an Investment Fund as well as the other Investment Funds that feed into the same master fund to compensate those other classes and Investment Funds for preferential liquidity terms .*

Management fees for Cadogan Partners L.P. and Cadogan Alternative Strategies Fund, Ltd. apply at reduced rates with respect to “Large Investors”. A “Large Investor” is any Investor with a “Net Investment” in the fund of \$90 million or more as of July 1, 2010 or any subsequent subscription day, as defined in the Investment Fund’s offering document. A Large Investor is considered to have a Net Investment of \$90 million or more as of any subscription day if the net asset value (“NAV”) of the Investor’s shares/interests increased by subsequent subscriptions and decreased by subsequent redemptions is \$90 million or more. Management fees applicable to Large Investors are shown on the following table:

<u>NAV Range</u>	<u>Annualized Management Fee Rate for NAV Range</u> <u>Applicable to Large Investors</u>					
	<u>Class A</u> <u>and C</u>	<u>Class A-1</u> <u>and C-1</u>	<u>Class A-2</u> <u>and C-2</u>	<u>Class B</u>	<u>Class B-1</u>	<u>Class B-2</u>
Up to \$150 million ¹	0.75%	0.725%	0.70%	1.25%	1.225%	1.20%
\$150 million - \$200 million ²	0.70%	0.0675%	0.65%	1.20%	1.175%	1.15%
In excess of \$200 million ³	0.65%	0.0625%	0.60%	1.15%	1.125%	1.10%

For example, a Large Investor who owns Class A Shares with an aggregate NAV of \$225 million would be charged a Management Fee of 0.75% with respect to the first \$150 million of the Shares, 0.70% with respect to the next \$50 million of the Shares and 0.65% with respect to the next \$25 million of the Shares.

Fortis Alpha Strategies Cadogan Alternative Strategies (Luxembourg)

(Initial sales charge up to 3% on all classes)

<u>Class</u>	<u>Currency</u>	<u>Management Fee</u>	<u>Performance Fee</u>	<u>Other</u>
A	EUR	1%	5%	
B	EUR	1.5%	N/A	
C	EUR, USD	1%	5%	0.20% Liquidity Fee
D	EUR	1%	5%	0.75% Distribution Fee
E	EUR, USD	1%	5%	0.20% Liquidity Fee
F	EUR, USD	1%	5%	0.75% Distribution Fee

CADOGAN ALTERNATIVE STRATEGIES II TRUST GROUP

Cadogan Alternative Strategies II L.P.

<u>Class</u>	<u>Management Fee</u>	<u>Incentive Allocation</u>	<u>Other</u>
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¹ Note that a Large Investor is charged these management fee rates with respect to all of such Large Investor's Shares up to an NAV of \$150 million.

² Note that a Large Investor is charged these management fee rates with respect to all of such Large Investor's Shares in excess of an NAV of \$150 million, but less than \$200 million.

³ Note that a Large Investor is charged these management fee rates with respect to all of such Large Investor's Shares in excess of an NAV of \$200 million.

A	1%	5%	
B	1.5%	N/A	
<u>Cadogan Alternative Strategies II (Cayman) SPC Ltd.</u>			
<u>Class</u>	<u>Management Fee</u>	<u>Performance Fee</u>	<u>Other</u>
A	1%	5%	
B	1.5%	N/A	
C	1%	5%	0.20% Liquidity Fee*
AA	1%	5%	0.10% Liquidity Fee*
BB	1.5%	N/A	0.10% Liquidity Fee*

Fortis Alpha Strategies Cadogan Alternative Strategies II (Luxembourg)
(Initial sales charge up to 3% on all classes)

<u>Class</u>	<u>Currency</u>	<u>Management Fee</u>	<u>Performance Fee</u>	
A	EUR	1%	5%	
B	EUR	1.5%	N/A	
C	EUR, USD	1%	5%	0.20% Liquidity Fee*
D	EUR	1%	5%	0.75% Distribution Fee
E	EUR, USD	1%	5%	0.20% Liquidity Fee*
F	EUR, USD	1%	5%	0.75% Distribution Fee

**The Liquidity Fee is amortized over 12 months and allocated among the other classes of an Investment Fund as well as the other Investment Funds that feed into the same master fund to compensate those other classes and Investment Funds for preferential liquidity terms.*

Fees and expenses for managed accounts would vary depending upon a number of factors, such as, but not limited to, the size of the investment, the investment strategy and the required level of service.

Performance-Based Fees and Side-By-Side Management

The Investment Funds are currently structured as multi-class funds, with classes that charge and classes that do not charge performance fee or incentive allocations. All classes of an Investment Fund share the same investment portfolio. Accordingly, it is not possible for an Investment Fund's portfolio manager to favor the performance fee/incentive allocation share classes over a class that does not charge such a fee/allocation.

Types of Clients

Cadogan provides investment advice and management services to Investment Funds. Cadogan also provides investment advice and management services to Investments Funds registered in jurisdictions outside of the United States.

Shares or interests in the Investment Funds, as applicable, are held by high net worth individuals, banks, investment companies, trusts, estates, corporations, foundations,

endowments and pension plans, who meet the definition of Accredited Investor, as defined by the Securities Act of 1933, and the definition of Qualified Purchaser.

Investment Funds managed by Cadogan generally require a minimum investment of \$1,000,000, subject to Cadogan's right to waive such minimum requirement. The minimum investment requirement for managed accounts varies based upon factors, such as, but not limited to, the size of the investment, the investment strategy and the required level of service.

Methods of Analysis, Investment Strategies and Risk of Loss

The Investment Funds managed by Cadogan invest in the equity and/or fixed income markets through a diversified portfolio of Underlying Funds.

In general, Cadogan's investment philosophy with respect to the Investment Funds is:

- To use a blend of qualitative and quantitative methods to monitor and control the levels of portfolio risk, including, but not limited to:
 - performing initial and ongoing research on the Underlying Funds, their fund managers ("Fund Managers") and their respective investment policies;
 - performing quantitative analysis using historical data;
 - investing primarily with Underlying Funds that utilize strategies in which the respective Fund Manager has demonstrated ability and experience in hedging market exposure;
 - diversifying across a number of Underlying Funds, in order to lower exposure to any individual entity or approach; and
 - diversifying across a number of regions/geographies and investment styles with limited anticipated correlation, in order to lower exposure to any individual region/geography or style.
- To invest with Fund Managers who consistently adhere to clearly expressed strategies so that Cadogan will be better able to manage an Investment Fund's portfolio-wide risk.
- To allocate assets among Fund Managers who have previously demonstrated consistent investment returns and the ability to perform in different market cycles or who show talent and the ability to be nimble and adept at executing strategies.
- To invest with Fund Managers who demonstrate the ability to remain effective and profitable in a broad range of market environments.

Cadogan focuses on identifying Fund Managers who have expertise in specific sectors or geographies within the financial markets. Cadogan seeks to invest with experienced Fund Managers with demonstrated performance or managers that Cadogan considers to be "rising stars" in their respective fields of specialization. Typically, the investment process employed by Fund Managers will emphasize deep fundamental research into companies and sectors. The Fund Managers will use this research to invest in securities of companies they deem to be

attractively valued or expect to achieve significant positive results and to sell short securities of companies they deem to be unattractively valued or expect to achieve significant negative results. It is expected that an Underlying Fund will adjust its portfolio based on the Fund Manager's view of the market environment in an attempt to profit when markets rise and protect capital when markets decline.

Investment strategies employed by the Underlying Funds include investing and trading both long and short in equity and/or fixed income securities, including securities for which there is no ready market or very limited liquidity, and/or derivatives. The types of financial investments in which Fund Managers may invest are not restricted. Fund Managers may utilize hedging and leveraging techniques, such as short selling, securities borrowing and lending and borrowing on margin. In addition, Fund Managers may invest in many different kinds of financial instruments including purchasing and selling puts, calls and other option instruments to supplement their hedging and leveraging activities.

Cadogan employs its proprietary methodology to identify, select and monitor Underlying Funds. Cadogan quantitatively evaluates past performance, risk, volatility, statistical correlation of returns and other investment criteria and uses its qualitative judgment based on direct personal interviews and observation. Cadogan will invest with those Fund Managers that Cadogan considers to be among the best and/or most promising in their respective area of specialization. Decisions are based on extensive research. The cornerstone of Cadogan's research philosophy is its recognition that qualitative factors are as critical to evaluating investment results as quantitative analysis. Accordingly, Cadogan allocates considerable time to interviews and direct discussion with Fund Managers and their staff. These meetings give Cadogan the opportunity to analyze first-hand the investment strategy and outlook of a Fund Manager, and to assess its attitude to risk and risk control. These factors are taken into account in the selection process, as are the Fund Manager's reputation and experience, and the strength of its internal controls and administration.

Cadogan conducts preliminary interviews to determine the style, approach and results of the Fund Managers and to better understand their motivational factors. Cadogan primarily looks for Fund Managers:

- Whose goals include preservation of capital, and who avoid extraordinary risks;
- Who benefit from very strong professional and educational backgrounds;
- Who demonstrate high ethical standards;
- Who have a history of making money for themselves and others; and
- Who invest their own capital in their investment strategy.

If, after the preliminary screening, a Fund Manager's profile appears appropriate, Cadogan conducts a more thorough review, which generally includes on-site visits, portfolio analysis and reference checking. The final selection of Fund Managers depends not only on the strength of each particular Fund Manager, but also on how well Cadogan believes that a Fund Manager's strategy will complement the rest of an Investment Fund's portfolio.

Underlying Funds may be added or removed by Cadogan at any time, and an Investment Fund's capital may be dynamically allocated in response to performance results.

Investing in a fund of hedge funds, such as an Investment Fund, may involve substantial risks at both the fund of hedge fund level and at the Underlying Fund level. A summary of the risks at the fund of funds level is set forth below:

Accumulation of Fees and Expenses

As the Investment Fund will invest in Underlying Funds, Investors will incur two layers of fees and expenses such as management, performance, administrative, custodial and audit fees and operational expenses. Given this, the fees and expenses of an Investment Fund, in the aggregate may be a higher percentage of net assets than would be charged by other investment entities.

Concentration of Positions

In order to provide diversification in terms of investment strategies and markets, Cadogan will select a certain number of Underlying Funds that operate independently. Although Cadogan seeks to hold a diversified portfolio of Underlying Funds, an Investment Fund may at any time hold fewer positions than anticipated and hence increase the concentration of its positions. It is also possible that a number of Underlying Funds might take substantial positions in the same security at the same time. This inadvertent concentration would interfere with an Investment Fund's goal of diversification.

Credit Facility

An Investment Fund may have the authority to borrow any amount for any reason, including without limitation, to fund settlement timing differences, to settle foreign currency exchange transactions, to fund redemptions and to purchase investments ahead of expected subscriptions.

Currency Risk

An Investment Fund's NAV may be denominated in a currency that is different than the currency in which the Underlying Funds' investments may be acquired directly or indirectly. Changes in the rates of exchange between such currencies would have a negative or positive impact on the value of the Investment Fund's shares/interests.

Illiquidity

Because of the limitation on redemption rights and the fact that an Investment Fund's shares/interests are not freely tradable, and furthermore, due to the fact that an Investment Fund's assets may be invested in Underlying Funds which themselves may invest in illiquid securities and which may not permit frequent withdrawals, an investment in an Investment Fund is a relatively illiquid investment and involves a high degree of risk.

Investment in Underlying Funds

Cadogan does not have control over the trading or custody of the assets of the Underlying Funds or knowledge of the actual trades being executed by the Fund Managers. Because the Fund Managers invest and trade on a fully discretionary basis, their results (and hence an Investment Fund's results), apart from normal market risk, depend entirely upon their respective (and collective) abilities and efforts and the structures and custodial, operational, and

other arrangements implemented by them. Cadogan also does not have control over the Underlying Funds' and the Fund Managers' compliance with laws and regulations. Failure by an Underlying Manager or Fund Manager to comply with applicable laws and regulations could result in losses to an Investment Fund.

Investment Risk

There can be no assurance that the strategies employed by an Investment Fund or the Underlying Funds will be successful or that the Investment Funds will achieve their investment objectives. There can also be no assurance that the returns on an Investment Fund's or an Underlying Funds' investments will be similar to those they achieved in the past. There is a risk that an Investor will suffer a partial or total loss of the original amount invested.

Leverage

An Investment Fund may, from time to time, borrow from certain lenders for investment or other purposes. To the extent that the cost of borrowing exceeds the rate of return, if any, on the loan proceeds, the use of leverage will decrease profits or generate losses.

Limits on Information

Although Cadogan requests detailed information from each Fund Manager regarding its historical performance and investment strategy prior to investing and its ongoing activities after investing, a Fund Manager may not fully disclose such information given its proprietary nature. In addition, there are no assurances that the information provided by Fund Managers to Cadogan is accurate or reliable.

Multiple Fund Managers

Because investments are made with multiple Fund Managers who all make independent trading decisions, it is possible that any Fund Manager may, at any time, take countervailing positions to those of any other Fund Managers and that they may on occasion be competing with each other for the same investment opportunity.

Performance Fees

In addition to receiving a management fee, Cadogan also receives a performance fee with respect to certain shares/interests based on appreciation in value and accordingly the performance fee will increase with regard to unrealized gains, as well as realized gains, which means that a performance fee may be paid on unrealized gains that may subsequently never be realized. The performance fee may create an incentive for Cadogan to make investments for an Investment Fund which are riskier than would be the case in the absence of a fee based on the performance of the Investment Fund.

The Fund Managers may also receive performance fees. Each Underlying Fund will generally calculate its own performance fee based on its own performance and without regard to the overall performance of an Investment Fund. Thus, Investors may indirectly pay performance fees to Fund Managers even though the performance of the Investment Fund is negative.

Swaps

Certain Investment Funds may enter into swaps. Swaps are not traded on exchanges but rather, banks and dealers act as principals in these markets. Consequently, an Investment Fund is subject to the risk of a swap counterparty's inability or refusal to perform.

Recent Market Events and Government Regulation

New laws and regulations, changing regulatory schemes and the burdens of regulatory compliance with respect to Cadogan and the Investment Funds, the Fund Managers, the Underlying Funds or any related entity all may have a material negative impact on the performance of the Investment Funds. Such laws and regulations may, directly or indirectly, (i) require Cadogan to provide reports and other disclosure to investors, counterparties, creditors and regulators, (ii) cause Cadogan to alter its management of an Investment Fund, (iii) limit the types and structures of investments available to an Investment Fund, including limitations on the use of leverage or (iv) otherwise change or restrict the operations of an Investment Fund.

Side Letters

An Investment Fund's Board of Directors may waive, reduce or otherwise modify the redemption rights or management fees or performance fees with respect to a particular Investor. Certain rights may also be granted to a particular Investor, including but not limited to, key man redemption rights, notice of the occurrence of certain specified events, and access to certain information. If redemption rights are modified for certain Investors in a way that enables the Investor to redeem at a time that other Investors cannot redeem, exercise of such rights, if significant in size, could be detrimental to the other Investors. Preferential access to information from Cadogan could lead to certain Investors redeeming when they might not otherwise do so to the potential detriment of other Investors.

Substantial Redemptions

If there are substantial redemptions from an Investment Fund within a limited period of time, it may be difficult for the Investment Fund to provide sufficient funds to meet such redemptions without liquidating positions prematurely at an inappropriate time or on unfavorable terms.

Valuation of Underlying Funds: The method by which the NAV per Share of an Investment Fund is calculated presumes the Investment Fund's ability to value its holdings in Underlying Funds. In valuing those holdings, an Investment Fund needs to rely on financial information provided by the Underlying Funds themselves. Independent valuation sources such as exchange listing may not be available for Underlying Funds. The latest financial information available from the Underlying Funds on a Valuation Date may not reflect the current value of the Underlying Funds on the corresponding Valuation Date.

In addition to the risks set forth above, the Investment Funds' are subject to substantial risks at the Underlying Funds level, including the following:

Concentration: Underlying Funds may concentrate in only one geographic area or asset investment category, thereby taking on the risk of the market and of rapid changes to the relevant geographic area or investment category.

Counterparty and Settlement Risks: Some of the markets in which the Underlying Funds will effect their transactions are over-the-counter or inter-dealer markets. Such Underlying Funds therefore will be exposed to the risk that a counterparty will fail to meet its obligations, thus causing the Underlying Funds to suffer a loss.

Debt Securities: The Underlying Funds may invest in various types of debt securities. Such securities are subject to interest rate risk as well as the risk that a borrower will be unable or unwilling to make timely principal and/or interest payments or otherwise honor its obligations. Debt instruments purchased by an Underlying Fund may be unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured.

Dependence on Key Personnel: Some Fund Managers may have only a limited number of principals and/or rely on the services of key personnel. If one or more of such principals or key personnel were to become unavailable, such unavailability might have a detrimental effect on the Underlying Fund and its performance.

Derivatives: Swaps, derivatives, and certain options and other custom derivative or synthetic instruments are subject to the risk of non-performance by the counterparty to such instrument. Derivatives are highly specialized instruments used to obtain exposure to movements in the price of the underlying securities. Derivatives can have the effect of leverage and significantly increase an Underlying Fund's investment risk. An Underlying Fund may also use financial derivative instruments to take short exposure to the underlying securities, which can be riskier than investing on a long only basis.

Distressed Securities: The Underlying Funds may invest in securities of companies that have become financially distressed. Distressed securities or other assets or investments acquired by an Underlying Fund may have to be held for extended periods of time, thereby reducing the Underlying Fund's liquidity,

Emerging Markets: Where an Underlying Fund invests in securities of issuers incorporated in or whose principal operations are based in emerging markets, additional risks may be encountered. These include:

Currency Risk: The currencies in which investments are denominated may be unstable, may be subject to significant depreciation and may not be freely convertible.

Country Risk: The value of the Underlying Fund's assets may be affected by political, legal, economic and fiscal uncertainties within the emerging markets. Existing laws and

regulations may not be consistently applied and it may be difficult to obtain and enforce a judgment in certain of the emerging market countries.

Market Characteristics: Emerging markets are still in the early stages of their development, have less volume, are less liquid and experience greater volatility than more established markets. Emerging markets are often not highly regulated. Settlement of transactions may be subject to delay and administrative uncertainties.

Custody Risk: Custodians in emerging markets may not offer the level of service and safe-keeping, settlement and administration of securities that are available in more developed markets and there is a risk that an Underlying Fund may not be recognized as the owner of securities held on its behalf by a custodian.

Disclosure: The legal infrastructure and accounting, auditing and reporting standards in certain emerging market countries may not provide the same degree (in terms of completeness and reliability) of investor protection or information to investors as would generally apply in major securities markets.

Futures and Forward Contracts Trading: The Underlying Funds may transact in any futures, forward or cash market or directly with institutions (e.g., banks or other dealers with which forward contracts may be entered into or traded).

Futures trading involves trading in contracts for future delivery of standardized, rather than specific, lots of particular assets. Futures are typically traded on “margin.” Open margin positions must be “marked-to-market” daily, requiring additional margin deposits if the position reflects a loss that reduces the Underlying Fund’s equity below the level required to be maintained and permitting release of a portion of the deposit if the position reflects a gain that results in excess margin equity. The level of margin that must be maintained for a given position is sometimes subject to increase, requiring additional cash outlays. Because margin requirements normally range upward from as little as 2% or less of the total value of the contract, a comparatively small commitment of cash or its equivalent may permit trading in futures contracts of substantially greater value. As a result, price fluctuations may result in a contract profit or loss that is disproportionate to the amount of funds deposited as margin. Such a profit or loss may materialize suddenly, since the prices of futures frequently fluctuate rapidly and over wide ranges, reflecting both supply and demand changes and changes in market sentiment.

Illiquid Assets: Securities or other assets owned or acquired by the Fund Managers may cease to be actively traded after the Underlying Funds have invested in them. In such cases, and in the event of market activity and dislocation (including volatility, widening of spreads, and illiquidity), the Fund Managers may not be able to promptly liquidate their investments. In addition, the sales of thinly traded or illiquid investments by the Fund Managers could depress the market value of such investments and thereby reduce the Underlying Fund’s profitability or increase its losses.

Leverage: The Underlying Funds may, from time to time, buy securities on margin and borrow money from banks and brokerage firms against a pledge of securities. While the use of

borrowed funds may substantially improve the return on invested capital if the Underlying Fund's assets increase in value, such use may also substantially increase losses if such assets decline in value.

Market Risk and Volatility: Markets at times can be illiquid and/or volatile and this can affect an Underlying Fund's ability to initiate, close out or hedge positions on appropriate terms. Price movements result from market participants' supply and demand and are in addition governed by factors difficult to predict or control (e.g. changes in regulations and political tensions). These risks may be increased where an Underlying Fund is required to liquidate positions to meet redemption requests or to comply with the Underlying Fund's investment restrictions. As a result, movements in the net asset value may be volatile from month to month and the risk of loss exists.

Options Trading: Options are speculative in that the whole cost of the option is lost unless the price of the underlying security (or other financial instrument) exceeds (in the case of a call) or is less than (in the case of a put) the strike price at the time of expiration (assuming the option is held to expiration); however a purchaser's liability is limited to the premium paid for the option. An option writer becomes obligated to purchase or sell the referenced property at a specified price during a specified period. Ordinarily, option writing may subject the writer to unlimited liability. Thus, in exchange for the premium received upon writing an option, an Underlying Fund bears the risk of from adverse price movements in the underlying referenced property so long as the position remains open.

Short Sales: A short sale involves the risk of a theoretically unlimited increase in the market price of the security sold short, which could result in an inability to cover the short position and theoretically unlimited loss to the Underlying Fund.

Small Capitalization Companies: It may sometimes be difficult to obtain price quotes in significant size for equities of small cap companies. Investments in small cap companies typically involve a high degree of business and financial risk and can result in substantial losses due to special risk factors.

Disciplinary Information

Neither Cadogan, nor any of its employees have been involved in any legal or disciplinary events that are material to Cadogan's advisory business or the integrity of its management.

Other Financial Industry Activities and Affiliations

Cadogan has three wholly-owned subsidiaries: Cadogan Associates, LLC, Cadogan Management (Hong Kong) Limited and Cadogan Management (UK), Limited. Cadogan Associates, LLC sole purpose is to serve as the General Partner to Investment Funds managed by Cadogan that are organized as limited partnerships. In connection with the winding down of Cadogan's advisory business and certain of the investment funds it services, these subsidiaries are also in the process of winding down.

Paul Isaac, Chief Investment Officer of Cadogan, is also the founder, majority principal and portfolio manager of Fort Hoosac Management, LLC, a SEC registered investment adviser that is the investment manager of Arbiter Partners LP and Arbiter Partners (QP) LP, both unregistered investment companies (hedge funds) and is the founder and majority principal of Broken Clock Management, LLC, their general partner. Mr. Isaac devotes a substantial portion of his business time managing Fort Hoosac Management, LLC as well as various family accounts. Additional information regarding Fort Hoosac Management, LLC may be found by visiting the SEC's website.

None of the Investment Funds invests in any of the funds managed by Mr. Isaac or Fort Hoosac Management, LLC.

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

Cadogan has adopted a Code of Ethics, which describes its fiduciary duty of loyalty to its clients and the responsibilities it places on Cadogan employees. The Code of Ethics outlines general principles of personal conduct for employees and provides policies, procedures and/or guidelines for certain areas of conduct, including personal trading. A summary of certain provisions of the Code of Ethics is set forth below.

Compliance with Laws, Rules and Regulations

Cadogan expects its employees to comply with all laws, rules and regulations applicable to its business and operations. Employees are urged to seek guidance whenever they are in doubt as to the applicability of any law, rule or regulation regarding any contemplated course of action.

Conflicts of Interest

Employees are advised that they must avoid circumstances that could produce conflicts or the appearance of conflicts between their personal interests and those of Cadogan or the Investment Funds. Employees are required to exercise sound judgment before engaging in any activity or participating in any transaction that has the potential to be a conflict of interest.

Outside Affiliations

Cadogan requires that all outside affiliations, including directorships of private and public companies, service on a creditors' committee, consulting engagements, fiduciary appointments (executorships, trusteeships or powers of attorney) other than for a family member and public/charitable positions be pre-approved prior to commencing the affiliation.

Insider Trading

The Code of Ethics describes insider trading and warns that material non-public information might be inadvertently disclosed to Cadogan employees by persons with business relationships with Cadogan. The Code of Ethics instructs employees who become privy to material non-public information to refrain from (1) trading for their personal accounts while in possession of that information and (2) disclosing the information to others, such as family members or business or social acquaintances, and to immediately report the instance to Cadogan's Chief Compliance Officer (the "CCO") for a decision regarding appropriate steps.

Personal Trading

All investments and redemptions by Cadogan employees in private placements (including the Investment Funds) and IPOs must be pre-approved by the CCO and, in some cases, Cadogan's Director of Research. The investment is reviewed for conflicts of interest with the Investment Funds, among other things.

Employees are allowed to invest in equities in their personal accounts subject to certain reporting requirements. Specifically, employees are required to report their personal holdings annually and, each quarter, are required to report all personal securities transactions that they engaged in during the quarter. Furthermore, employees are required to request duplicate confirmations and/or account statements to be sent by their brokers to the CCO.

Certain of Cadogan's employees make personal investments in hedge funds, including investments in certain Underlying Funds. In order to mitigate any conflicts of interest that this circumstance may present, Cadogan has policies and procedures as set forth above regarding its employees' personal investments in private placements. Accordingly, employees that wish to invest in hedge funds must obtain pre-approval from the CCO and, in certain instances, Cadogan's Director of Research before investments or redemptions can be made.

These policies and procedures are designed to keep Cadogan apprised of conflicts of interest between the Investment Funds and Cadogan employees. The objective is to ensure that Cadogan employees do not receive any preferential treatment with respect to their personal investments that is not afforded to the Investment Funds.

Gifts/Political Contributions

Cadogan's Code of Ethics includes policies and procedures with respect to the giving and receiving of gifts and entertainment and with respect to the making of political contributions. Specifically, Cadogan employees generally are not allowed to accept gifts over \$250 or entertainment that is extravagant or excessive. Exceptions to this policy will require the approval of Cadogan's Chief Operating Officer and CCO. In addition, employees may not make political contributions of more than \$350 to any candidate for elective office of a state or municipality for whom they can vote and no more than \$150 for a candidate for elective office of a state or municipality for whom they are not entitled to vote. In addition, employees may not participate in the solicitation of political contributions. Furthermore, employees are required to maintain a log of all gifts given and received and of political contributions made.

Confidentiality

Employees are made aware that they must exercise care in maintaining the confidentiality of any confidential information regarding Cadogan, its Investment Funds, Investors and Underlying Funds except when disclosure is authorized or legally mandated. Confidential information is described in the Code of Ethics and employees are made aware that the obligation to preserve confidentiality of this information continues after their association with Cadogan ends.

A copy of Cadogan's Code of Ethics may be obtained upon request by contacting Cadogan's Investor Services Team, at 212-585-1600 or by email at clientservice@cadoganmanagement.com.

Participation or Interest in Client Transactions

Cadogan and its employees generally do not engage in transactions with the Investment Funds. However, in certain cases, such as in liquidating an Investment Fund that holds illiquid investments, it may be beneficial to the Investment Fund to sell the position to Cadogan or a Cadogan employee. For these purposes, Cadogan will consider any Cadogan employee to be a “controlling person” of Cadogan, regardless of his/her actual ownership interest in Cadogan. In addition, from time to time, Cadogan may determine that it is appropriate to transfer a position in an underlying fund between two Investment Funds (“cross transactions”). Investments by Cadogan and/or its employees in an Investment Fund could, in the aggregate, exceed 25% and therefore cause Cadogan to be deemed a principal with respect to that Investment Fund. In the event that a potential cross or other transaction is determined to be a potential principal transaction, in addition to ensuring compliance with Cadogan’s procedures for cross transactions, the CCO and Cadogan’s Chief Financial Officer will ensure that all disclosures are made to, and consents received from, an appropriate decision-maker for the Investment Fund that is transacting with Cadogan, the Cadogan employee or the Investment Fund that is determined to be principally-owned by Cadogan.

Brokerage Practices

Since the Investment Funds are funds of hedge funds, they generally do not make direct investments in securities. From time to time, however, an Investment Fund may decide to sell a security it receives through an in-kind distribution or, if a secondary market exists, an interest in an Underlying Fund. In either of these situations, Cadogan will place any brokerage business with a broker-dealer in accordance with its duty to obtain “best execution” of securities transactions for the Investment Fund generally by selecting the broker-dealer to execute the transaction that it believes will provide the Investment Fund with the most favorable total proceeds for the transaction after also taking into account the broker-dealer’s execution capabilities, commission rates, reputation, administrative resources and responsiveness.

It should be noted that although the Investment Funds do not actively trade, the Underlying Funds do trade actively. An Underlying Fund may receive soft dollar benefits and brokerage for client referrals and have directed brokerage practices. As a result, the Investment Funds will indirectly incur any costs and receive any benefits associated with the above through their investments in the Underlying Funds.

Review of Accounts

Each Investment Fund portfolio is reviewed continually by Cadogan’s Investments Committee and the Investment Fund’s Portfolio Team in order to determine that investment objectives and guidelines are being met and followed. In addition, the Portfolio Team, along with members of Cadogan’s research staff, are responsible for the day-to-day operations and review of the Investment Funds. A compliance officer also periodically reviews Investment Fund portfolios to observe activity and adherence to investment guidelines.

In general, each review involves verification of compliance with investment objectives for the Investment Fund, an assessment of diversification among Underlying Fund positions, as

appropriate, and an assessment of the investment performance of the Investment Fund as compared with other Investment Funds under management and objective performance standards.

Cadogan provides written reports to Investors monthly, quarterly, annually and as needed. Specifically, on a monthly basis, Cadogan sends estimate and final return and performance data for each Investment Fund to its Investors. Investors also receive monthly unaudited account statements from the Investment Fund's administrator. On a quarterly basis, Cadogan produces summaries of performance, attribution analysis and an in-depth review of the sectors in which the Investment Fund invests. From time to time, Cadogan will also provide customized reports for Investors, on an as-requested basis.

Client Referrals and Other Compensation

From time to time, Cadogan engages solicitors ("Solicitors") to assist in marketing certain of the Investment Funds. Solicitors are compensated through a portion of the management fees and/or performance fees or incentive allocations paid by Investors referred to the Investment Fund by that Solicitor. In such instances, this practice is disclosed in writing to the Investor prior to the Investor's investment.

Custody

Although it does not maintain physical custody of assets, Cadogan is deemed to have custody of client assets because it serves as investment manager or general partner to each Investment Fund. To comply with these requirements, Cadogan maintains each Investment Fund's assets in custodial accounts with a "qualified custodian" and/or requires the administrator to the Investment Fund to distribute audited financial statements within 180 days of the Investment Fund's fiscal year end to each Investor.

In accordance with the Investment Advisers Act of 1940 (the "Advisers Act") custody rules, Cadogan will ensure that the auditor of each Investment Fund is an independent public accountant that is registered with the Public Company Accounting Oversight Board (PCAOB). Although the custodian for the Investment Fund does not send out statements to the underlying investors, the administrator to each Investment Fund distributes monthly account statements including account balance, NAV per share and number of shares, if applicable, directly to each Investor. The administrator also sends contract notes to Investors with the details of subscriptions and redemptions. Investors are urged to carefully review the statements provided to them by the administrator and compare them with any reports sent by Cadogan.

Investment Discretion

The investment advice and management services Cadogan provides to the Investment Funds is fully discretionary and is tailored to the investment objective and goals of that particular Investment Fund, as stated in the Investment Fund's offering document. An Investment Fund may impose certain investment restrictions on the concentration of investments in a particular Underlying Fund or group of Underlying Funds, and in some cases, on the types of securities the Investment Fund's assets may invest.

Voting Client Securities

Because the Investment Funds invest solely in Underlying Funds, it is expected that proxies and corporate actions (“Proxies”) received by Cadogan will deal with more limited matters than for other types of investments and that they will generally relate to the operative terms and structure of the Underlying Funds, including but not limited to, changes to fees, liquidity terms, investment objectives, the Underlying Fund’s legal structure and the creation of side pockets.

Cadogan will vote Proxies in accordance with its view of the best interests of the Investment Fund(s) on whose behalf it is voting (which could theoretically result in different votes by different Investment Funds regarding the same Underlying Fund matter). If Cadogan believes that not voting is in the best interest of an Investment Fund, it may abstain from voting. In the event a conflict of interest arises between Cadogan and its Investment Funds in the course of voting a Proxy, Cadogan’s portfolio managers, who are primarily responsible for voting the Proxy, will consult with the CCO, before voting.

Information regarding how Cadogan voted securities and a copy of Cadogan’s Proxy and Corporate Action Voting Policies and Procedures may be obtained upon request by contacting Cadogan’s Investor Services Team, at 212-585-1600 or by email at clientservice@cadoganmanagement.com.

Financial Information

Cadogan is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

Requirements for State-Registered Advisers

The disclosure required by this Item does not apply to Cadogan.