

**Brochure**  
(Part 2A for Form ADV)

**P&A Fund Management, Inc.**

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This brochure provides information about the qualifications and business practices of our firm, P&A Fund Management, Inc. If you have any questions about the contents of this brochure, please contact us. The U.S. Securities and Exchange Commission, as well as state securities authorities, have not approved or verified information in our brochure. Additional information about our firm may be found at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Material Changes

This section of our brochure summarizes material changes that have occurred at our firm since the previous release of our brochure. We will update this section in the brochure on an annual basis and may send you a summary of any material changes at our firm in a separate mailing, such as along with our annual privacy policy mailing. You may receive a complete copy of our brochure by contacting our firm at 212-764-6455.

Since our last update on Form ADV, the U.S. Securities and Exchange Commission issued new rules that require us, among other things, to re-write our brochure in a “plain English” format and organize it in a specific manner with mandatory sections.

# Advisory Business

This brochure describes the investment advisory services we provide.

We are the investment manager to six limited partnerships and also provide limited investment management services to P&A Diversified Managers Offshore Fund, Ltd. (“Diversified Offshore”), a Cayman Islands exempted company (investment partnership or fund), commonly referred to as “hedge funds of funds.” Each investment partnership operates as a fund-of-funds meaning it invests assets with a diverse group of managers and in collective investment vehicles such as other hedge funds. The funds do not make direct purchases of marketable securities; however most of the underlying investment managers and collective investment vehicles do directly invest in marketable securities. Most collective investment vehicles are organized as domestic limited partnerships. However, we may also invest in limited liability companies and offshore funds and have an unaffiliated manager manage assets through a separate managed account. We allocate a percentage of assets of each investment partnership to various managers and collective investment vehicles and determine the managers and investment vehicles for each fund, as well as how much to invest with each manager and investment vehicle. We monitor the performance of each investment manager and may adjust the amount of assets we allocate to any manager or investment vehicle. We may add or replace managers and investment vehicles at any time, in our sole discretion, without notice to or the consent of investors who invest in the funds. P&A Capital Advisors, Inc. (P&A Capital Advisors or the General Partner), an affiliated firm which is managed by officers of our firm, serves as general partner for each fund and has delegated the day-to-day management of each fund to us.

The investment partnerships we advise are:

- P&A Multi-Sector Fund, L.P. (Multi)
- P&A Multi-Sector Fund II, L.P. (Multi II)
- P&A Diversified Managers Fund, L.P. (Diversified)
- P&A Select Strategy Fund, L.P. (Select)
- P&A Diversified Insurance Fund, L.P. (Diversified Insurance)
- P&A Diversified Managers Offshore Fund, Ltd. (Offshore)
- P&A Balanced Fund, L.P. (Balanced)

Additionally, we also provide limited investment management services to two separately managed accounts, AGL P&A Select Multi Manager Separately Managed Division (AGL) and Marsh Capital Investors, LLC (MCI). AGL invests with similar managers and investment vehicles along with the other investment partnerships and also invests in 4 of the partnerships, Diversified, Multi II, Select and Balanced. P&A Capital Advisors advises AGL on a discretionary basis. MCI invests in hedge funds, mutual funds, funds of hedge funds, and fixed income securities. P&A Capital Advisors advises Marsh Capital Investors, LLC on a non-discretionary basis.

We are owned by David E. Alexander and Tony C. Peyser and have been in business since 2000.

You should be aware that this brochure is not an offer to purchase any interest in the investment partnerships above and is only intended to provide information about our firm. The investment partnerships are private investment vehicles qualifying for an exception from the definition of an “investment company” under the Investment Company Act of 1940, as amended, and will not be publicly offered as securities.

As of January 2, 2011, we manage approximately \$ 380 million in assets for approximately 9 clients. We manage approximately \$360 million on a discretionary basis, and approximately \$20 million on a non-discretionary basis.

## Fees and Compensation

### GENERAL INFORMATION ON OUR FEES

As investment manager of each investment partnership we receive management fees and in the case of certain funds, an incentive allocation of net profits allocated to each investor in the applicable partnerships. We share all or a portion of this compensation with our affiliate, the General Partner.

### MANAGEMENT FEES FOR INVESTMENT PARTNERSHIPS

Unless otherwise noted, fees are calculated monthly and paid quarterly based upon the net asset value of each investor's capital account in each investment partnership.

<u>Investment Partnership</u>	<u>Management Fee</u>
Multi Class A	1.00%
Multi Class B	1.50%
Multi II Class A	1.00%
Multi II Class B	1.50%
Diversified	1.00%
Select	2.00%
Diversified Insurance	1.50%
Offshore Class A	1.75%
Offshore Class B	1.50%
Offshore Class C	1.25%
AGL	1.75%
MCI – Equity	0.50%
MCI – Fixed Income	0.15%
Balanced	1.75% (up to \$2,000,000)
	1.50% (over \$2,000,000 up to \$4,000,000)
	1.25% (over \$4,000,000)

### OTHER INFORMATION ON FEES AND EXPENSES OF INVESTMENT PARTNERSHIPS

We may advise other investment partnerships in the future that have higher or lower fees than described above or that have a different fee structure altogether. We reserve the right to reduce or waive our fees with respect to any limited partner without any obligation to provide notice to or obtain the consent of any other limited partner of an investment partnership.

An investment partnership's underlying funds or partnerships also charge fees and expenses. Each investment partnership must bear a *pro-rata* share of these fees and expenses. In general, these fees are 1.00% management fee and a 20% incentive fee, subject to a high water mark. Even if an investment partnership may not be profitable as a whole, it still may have to pay incentive fees to an underlying manager of a fund or partnership in which it invests. This layering of fees reduces the rate of return you derive from an investment in an investment partnership and the fees paid may be higher than other investment alternatives.

To the extent Diversified Insurance or AGL invests in any of the investment partnerships, they each pay a pro-rata share of the expenses of each investment partnership. However, in this scenario, we waive any management fees and/or performance allocations/fees payable regarding assets of Diversified Insurance or AGL invested in such other investment partnerships.

Each investment partnership bears additional expenses related to its initial organization and its ongoing operations and sale of interests. These costs include the costs for the periodic updating of the memorandum and other offering documents, legal and accounting fees, expenses of printing and mailing and costs of regulatory compliance. We also provide each investment partnership, at no charge, office space and staff. Each investment partnership also bears its own investment and business related expenses, including management fees and their pro-rata share of all expenses incurred by underlying hedge funds. Fees of the underlying hedge funds can include their respective management and performance fees, interest expense, brokerage commissions, custodial fees, taxes, legal and accounting expenses, and other similar expenses.

#### **FEES FOR SEPARATELY MANAGED ACCOUNT**

We charge our AGL separately managed account a management fee of 1.75% per annum based on assets under management. We allocate 0.50% of this fee to AIG American General Life Insurance to offset administration and other fees.

We charge our MCI separately managed account a management fee of 0.50% per annum on the equity portion of the \$20,000,000 advisory account and 0.15% per annum on the fixed income portion of the account. The 0.50% fee is not charged on any capital invested in any of the P&A investment partnerships.

## **Performance-Based Fees and Side-By-Side Management**

We receive performance based fees based on the share of capital gains or capital appreciation of some of our investment funds noted below. We only receive performance based compensation that complies with Rule 205-3 of the Investment Advisers Act of 1940, as amended (Advisers Act). We do not charge performance based compensation on our separately managed account. Performance-based fees are paid annually.

<u>Investment Partnership</u>	<u>Incentive Allocation</u>
Multi Class A	10.00%
Multi II Class A	10.00%
Diversified	2.50%

Performance based fees are subject to a ten percent (10%) priority return to limited partners for investors holding class A interests of Multi and Multi II and are subject to a high water mark. The incentive allocation for Multi (Class A) and Multi II (Class A) shown above apply only to returns in excess of the 10% priority return. A high water mark means the incentive compensation only applies to returns above the highest peak in value of investment returns for the investment.

As noted above, an investment partnership's underlying funds or partnerships also charge incentive fees, which are generally around 20% and subject to a high water mark.

The payment of incentive fees creates a conflict of interest since it may cause our firm, the Investment Manager and the underlying managers of the investment partnership investments to make investments that are more speculative than might be the case in the absence of such fee arrangements.

In addition, we serve as the investment manager of several different investment partnerships as set forth above and may serve as investment manager of other funds organized in the future. Although the investment strategy of these partnerships differ from each other, there may be significant overlap in the partnerships' investments in underlying portfolio managers and we may face a conflict in determining which partnership will use a particular underlying portfolio manager. This conflict will be especially acute where an underlying portfolio manager has limited capacity, for regulatory or other reasons, to accept additional investors. Because the investment partnerships have different fee structures, a conflict of interest exists where the General Partner and/or our firm must allocate any limited investment opportunities among the partnerships, and may have an incentive to allocate to a partnership with a fee structure more favorable to the General Partner and/or the our firm than to another partnership.

## **Types of Clients**

Our only clients are the investment partnerships and the separately managed accounts. Interests in the investment partnerships are appropriate only for investors who are "accredited investors," defined under Regulation D of the Securities Act of 1933, as amended, and "qualified clients" as defined in Rule 205-3 under the Advisers Act, and only investors who are also "qualified purchasers" as defined in the Investment Company Act, may invest in Multi, Offshore, and Diversified Insurance.

A purchase of an investment partnership does not constitute a complete investment program and is only intended for those clients that fully understand and are willing to assume the risks involved in the investment program of a partnership.

The investment partnerships offer interests subject to our right to reject, in our sole discretion, any subscription to purchase, in whole or in part. The minimum investment amount in any of our investment partnerships is \$500,000, subject to our discretion to accept contributions of lesser amounts.

Generally, we offer interests in our funds to high net worth individuals and families, including family estate planning vehicles, as well as endowments, trusts, foundations, pension plans and insurance companies.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

We identify, evaluate and monitor the underlying investment managers and collective investment vehicles in which the funds invest. We identify managers through referrals, word of mouth, review of industry publications, conferences and similar sources. We conduct detailed due diligence on each manager, including an in-depth review of a manager's performance results, infrastructure, research capabilities, money under management, investment strategy and similar factors. The investment managers

in which a fund may invest employ a variety of strategies (including, but not limited to, long/short trading of U.S. equities, short term trading, growth and value investing, convertible securities and macro funds) which focus on a variety of industries (including, but not limited to, technology and healthcare).

Any investment or investment strategy involves some risk of loss you should be prepared to bear. Examples of risk you could face are:

- *Investing in the underlying funds.* The investments of the funds are concentrated in the underlying funds, and a fund's investment performance is directly related to the investment performance of the underlying funds it holds. The ability of a fund to meet its investment objective is directly related to the ability of the underlying funds to meet their objectives as well as the allocation among those underlying funds by our firm. Because the funds invest in underlying funds, the funds' investors will be affected by the investment policies and practices of the underlying funds in direct proportion to the amount of assets the funds allocate to those underlying funds.
- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, market values of bonds decline when interest rates rise because the rising rate makes the existing bond yields less attractive.
- *Market Risk:* External factors independent of a security's particular underlying circumstances may impact its price. The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions such as a political or a social event or an economic condition.
- *Inflation Risk:* Inflation means a dollar today will not buy as much as a dollar next year. When any type of inflation is present your purchasing power decreases at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also known as exchange rate risk.
- *Reinvestment Risk:* The risk that future proceeds from investments may be reinvested at a potentially lower rate of return is reinvestment risk. This risk primarily relates to fixed income securities.
- *Business Risk:* Risks associated with a particular industry or a specific company may impact the value of investments. For example, oil-drilling companies have more business risk than electric companies since they depend on finding oil and then refining it efficiently before they may generate a profit. An electric company generates steady income from customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity means the ability to readily convert an investment into cash. Assets with a lot of interest from purchasers are generally more liquid. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financing Risk:* A company with excessive borrowing to finance a business's operations increases the risk of profitability if it is unable to meet loan obligations during periods of financial stress.
- *Derivatives Risk:* The risk that loss may result from the underlying funds' investments in options, futures, swaps, options on swaps, structured securities and other derivative instruments. These instruments may be leveraged so that small changes may produce disproportionate losses to the underlying fund and, therefore, the funds. Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation.
- *Commodities Risk:* Exposure to the commodities markets may subject an underlying fund to greater volatility than investments in traditional securities. The value of commodity-linked investments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments. The prices of energy, industrial metals, precious metals,



agriculture and livestock sector commodities may fluctuate widely due to factors such as changes in value, supply and demand and governmental regulatory policies.

- *Foreign Risk:* Foreign securities may be subject to risk of loss because of less foreign government regulation, less public information and less economic, political and social stability in these countries. Loss may also result from the imposition of exchange controls, confiscations and other government restrictions, or from problems in registration, settlement or custody. Foreign risk also involves the risk of negative foreign currency rate fluctuations. To the extent that an underlying fund also invests in securities of issuers located in emerging markets, these risks will be more pronounced.
- *Short Selling Risk:* Short selling occurs when an underlying fund borrows a security from a lender, sells the security to a third party, reacquires the same security and returns it to the lender to close the transaction. The underlying fund profits if the price of the borrowed security declines in value from the time the underlying fund sells it to the time the underlying fund reacquires it. Conversely, if the borrowed security has appreciated in value during this period, the underlying fund will suffer a loss. The potential loss on a short sale is unlimited because the price of the borrowed security may rise indefinitely. Short selling also involves the risks of: increased leverage, and its accompanying potential for losses; the potential inability to reacquire a security in a timely manner, or at an acceptable price; and the possibility of the lender terminating the loan at any time, forcing the underlying fund to close the transaction under unfavorable circumstances; the additional costs that may be incurred.
- *Leverage Risk:* Borrowing and the use of derivatives result in leverage, which can magnify the effects of changes in the value of an underlying fund and make it more volatile. The use of leverage may cause an underlying fund to liquidate portfolio positions to satisfy its obligations or to meet asset segregation requirements when it may not be advantageous to do so.
- *Sector Concentration Risk:* Certain underlying funds concentrate their investments in specific sectors that have historically experienced substantial price volatility. This concentration subjects an underlying fund to greater risk of loss as a result of adverse economic, business or other developments than if its investments were diversified across different sectors.
- *Small Cap and Micro Cap Risk:* The securities of small capitalization and micro capitalization companies involve greater risks than those associated with larger, more established companies and may be subject to more abrupt or erratic price movements. Securities of such issuers may lack sufficient market liquidity to enable an underlying fund to effect sales at an advantageous time or without a substantial drop in price. Both small cap and micro cap companies often have narrower markets and more limited managerial and financial resources than larger, more established companies. As a result, their performance can be more volatile and they face greater risk of business failure, which could increase the volatility of an underlying fund's portfolio. Generally, the smaller the company size, the greater these risks.
- *Risk of Fraud:* Our firm employs reasonable diligence in evaluating and monitoring underlying portfolio managers. However, due diligence is not foolproof and may not uncover problems associated with a particular manager. The funds may rely upon representations made by hedge fund managers, accountants, attorneys, prime brokers, and/or other investment professionals. If any such representations are misleading, incomplete, or false, this may result in the selection of hedge funds which might otherwise have been eliminated from consideration had fully accurate and complete information been made available to a fund. No amount of diligence can eliminate the possibility that one or more underlying portfolio managers may engage in improper or fraudulent conduct, including unauthorized changes in investment strategy, misappropriation of assets and unsupportable valuations of portfolio securities.
- *Key Personnel Risk:* The funds rely exclusively on our firm and/or the General Partner for the management of the funds and our firm and the General Partner rely heavily on the services of

their principals. The loss of their services could have a material adverse effect on the funds and their operations.

- *Event Driven Investing:* Certain funds utilize portfolio managers and hedge funds that employ event driven investing strategies or make other high risk investments. The ability to profit from these investments may often depend upon factors that are intrinsic to the particular issuer, rather than the market as a whole. Appreciation in the value of such securities may be contingent upon the occurrence of certain events, such as a successful reorganization or merger, not the actual value of the company. If the expected event does not occur, the fund may incur a loss on the position.
- *Market Correlation:* The funds generally seek to generate attractive risk-adjusted returns with less volatility than, and minimal correlation to, the equity markets. However, the performance of the asset classes in which the funds invest through the underlying funds and portfolio managers may be more highly correlated to the markets than anticipated.

THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE EXPLANATION OF THE RISKS INVOLVED IN INVESTING IN A FUND. PROSPECTIVE INVESTORS SHOULD READ A FUND'S ENTIRE PPM, PARTICULARLY THE SECTION ENTITLED "RISK FACTORS," BEFORE DETERMINING TO INVEST IN A FUND.

## Disciplinary History

We have no legal or disciplinary events relating to our firm providing services to clients.

## Other Financial Industry Activities and Affiliations

P&A Capital Advisors, the affiliates general partner to each fund that has delegated management duties over each fund, is owned by National Financial Partners Corp. (NFP). NFP owns other investment advisers, broker-dealers, insurance agencies and other product and service providers (NFP Affiliates). To the extent we recommend an NFP Affiliate to you, and you separately purchase products or services from that NFP Affiliate, an affiliate may receive compensation from that recommendation. Such recommendation creates a conflict of interest since it could result in increased compensation to an NFP Affiliate. One such NFP Affiliate the affiliated general partner does have a relationship with is NFP Securities, Inc., a registered broker-dealer and FINRA member. NFP Securities refers potential investors for investment into the funds and receives a portion of the management fees for those referrals. Any such referral arrangement will be disclosed and follow the Cash Solicitation Rule under the Advisers Act. This arrangement creates a conflict of interests since our affiliate receives increased compensation for referral of our services.

In addition, Peyser & Alexander Management, Inc., an affiliated company owned and run by officers of our firm, provides a variety of business management services to its clients, including, but not limited to, assistance with the preparation of tax returns. Many of the clients of Peyser & Alexander Management, Inc. are investors in the funds.

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

The following is a summary of our Code of Ethics. We will provide a complete copy of our code of ethics upon request.

## Ethics in Business Transactions

We have adopted a Code of Ethics and implemented policies and procedures to prevent fraudulent, deceptive and manipulative practices and to ensure compliance with the Federal Securities Laws (as defined in our Code of Ethics) and the fiduciary duties owed to our clients. Our Access Persons and Supervised Persons, as those terms are defined in our Code, are also expected to behave as fiduciaries with respect to our clients. This means that each must render disinterested advice, protect client assets (including nonpublic information about a client or a client account) and act always in the best interest of our clients. We must also strive to identify and avoid conflicts of interest, however such conflicts may arise.

## Material, Non-Public Information

We maintain separate compliance procedures with respect to the prevention of insider trading. All information that is contained in our books and records, and all information which an employee may acquire through reviewing the transactions or proposed transactions of our clients or underlying fund managers, is confidential. Employees may not utilize any confidential information for the purpose of furthering any private interest or as a means of realizing any personal gain, directly or indirectly. Employees may not divulge to any third party not affiliated with us (other than third parties providing services to us who need such information to effect, administer or enforce any transaction of our clients) any confidential information. Employees should not divulge information to their co-workers, except on a need to know basis.

## Conflicts of Interest

Employees must disclose to us any interests that would create real or apparent conflicts of interest within or outside the firm. Employees should always maintain an awareness of potential conflict of interest problems, and the firm actively encourages disclosure by employees so that prompt corrective action may be taken in the event any potential situation arises.

## Transaction Reporting Requirements

All our Access Persons must file initial and annual holdings reports, submit quarterly reports and pre-clear transactions with respect to initial public offerings and Limited Offerings (as defined in our Code of Ethics) for which they have acquired or intend to acquire any "Beneficial Interest."

## Initial and Annual Holdings Reports

Each Access Person must disclose all "reportable securities" in the Personal Securities Holdings Report or any substitute acceptable to the Chief Compliance Officer. Each Access Person must submit such form to the Chief Compliance Officer no later than 10 days after becoming an Access Person, and annually thereafter on a date selected by the Chief Compliance Officer. Each such report must be current as of a date no more than 45 days before the report is submitted.

## Quarterly Reports

Within 30 days after the end of each calendar quarter, each Access Person must submit a report to the Chief Compliance Officer covering all transactions in "reportable securities."

#### Duplicate Confirmation Statements

Each Access Person, with respect to each brokerage account in which such Access Person has any direct or indirect beneficial interest, may arrange to have his/her broker mail all brokerage statements, confirmations, and other periodic reports directly to the Chief Compliance Officer at the same time they are mailed or furnished to such Access Person.

#### Pre-Clearance – Initial Public Offerings and Limited Offerings

Access Persons must obtain the written approval of the Chief Compliance Officer prior to investing in shares of initial public offerings and Limited Offerings. Pre-approval of Limited Offerings includes any privately placed investment partnerships that we advise referenced above.

#### Recordkeeping

The Code of Ethics, any written prior approval for a transaction given pursuant to our Code of Ethics, a copy of each report by an Access Person, a record of any violation of the Code of Ethics and any action taken as a result of the violation, any written report hereunder by the Chief Compliance Officer, and lists of all persons required to make and/or review reports under the Code of Ethics shall be preserved with our records for the periods and in the manner required by Rule 204A-1 under the Investment Advisers Act.

Certain related persons of our firm have invested in the investment partnerships as limited partners. These related persons also may, from time to time, invest as a limited partner in one or more of our investment vehicles in which the investment partnerships invest. Neither we nor any related persons will invest in an underlying investment vehicle if the investment would cause a loss of investment opportunity for any client.

We do not currently advise clients on purchasing marketable securities, such as equities or mutual funds. If, however, we did advise any client on purchasing or selling any such security, neither our firm nor any associated persons may engage in any transaction in that security prior to the client purchase having been completed, or until a decision has been made not to purchase or sell the security on behalf of the client. This investment policy has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of the securities. Under certain circumstances exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with our records.

Our employees may invest for their own accounts in securities which may also be recommended to you as our advisory client. Our code of ethics ensures that this conflict is addressed by employees placing the interests of clients before their own interests. We ensure personal trades of our personnel do not impact trades for clients and that our clients receive preferential treatment. Personal trades which consist of mutual funds or exchange-traded funds will not normally have an impact on client trading or impact securities markets.

#### Gifts

Access Persons must not accept gifts from any entity doing business with or on behalf of our firm in excess of limits contained in FINRA Rule 3220(a).

## Brokerage Practices

Our primary clients are the funds, which in turn invest with other managers or in collective investment vehicles. As such, we do not recommend the use of any broker-dealers to the funds. Furthermore, we do not have any relationships with any broker-dealers in which we are compensated for clients utilizing the services of that broker-dealer. We do not effect transactions in marketable securities for client accounts. If a client does choose to use a broker-dealer for a particular transaction, clients are reminded that they may seek execution of a transaction recommended by us through broker-dealers other than NFP Securities.

The managers and collective investment vehicles of a fund will generally utilize a variety of broker-dealers. Those managers and investment vehicles allocate transactions to brokers in accordance with their policies and procedures to seek best execution. We have no control over the selection of brokers, nor do we seek to influence managers or investment vehicles to direct trading activity to any particular broker.

## Review of Accounts

The managers and collective investment vehicles we select for the investment partnerships are under periodic review based on performance, risk tolerance of the fund and other criteria. We conduct portfolio reviews monthly.

You will receive annual audited financial reports prepared by an independent certified public accountant, and monthly information regarding the performance of the applicable investment partnership. Monthly reports are also available upon request.

## Client Referrals and Other Compensation

We may compensate affiliated and unaffiliated third-parties who solicit (solicitors) clients and prospects they believe would benefit from our investment advisory services. Any such arrangements with an unaffiliated third-party do and will comply with the Advisers Act, which requires, among other things, that you receive this brochure, we execute an agreement with the solicitor and that you receive a compensation disclosure statement detailing the amount we will pay the solicitor that referred you. As noted above, our affiliated P&A Capital Advisors has such an arrangement with our affiliates NFP Securities, Inc. and NFPSI, as well as with non-affiliates NorthStar Financial Partners, Inc., Oppenheimer & Co. Inc. and Summit Equities, Inc. For their services under these arrangements, each solicitor receives a portion of the management fees and/or incentive allocations that P&A Capital Advisors receives from the funds. As a result, these solicitors have a substantial financial interest in selling interests in the funds to their clients and others.

## Custody

As a manager of the investment funds, we do not hold or maintain assets in which the underlying manager or investment vehicles invest. However, our affiliate the General Partner does maintain custody of your investments in the funds and each fund (i) is audited annually; and (ii) distributes its audited financial statements prepared in accordance with generally accepted accounting principles to all limited partners.

## Investment Discretion

As noted above, we allocate a percentage of assets of each investment partnership to various managers and collective investment vehicles and determine the managers and investment vehicles for each fund as well as how much to invest with each manager and investment vehicle. We monitor the performance of each investment manager and may adjust the amount of assets we allocate to any manager or investment vehicle. We may add or replace managers and investment vehicles at any time, in our sole discretion, without notice to or the consent of investors who invest in the funds.

## Voting Client Securities

### **Policy**

To the extent we have discretion to vote the proxies of our advisory clients, we will vote any such proxies in the best interests of advisory clients and investors (as applicable) and in accordance with the procedures set forth in our proxy voting policy and procedures. It is expected that proxies that we receive will deal with matters related to the operative terms and business details of the underlying private investment funds that the investment partnerships invest with.

### **Procedure**

All proxies that we receive to vote on behalf of the funds are provided to the Chief Compliance Officer. The Chief Compliance Officer will follow the following procedures (subject to limited exception in our sole discretion):

- (a) A written record of each proxy received by us to be voted will be kept in our files;
- (b) The Chief Compliance Officer will determine which of the other funds holds an interest in the private investment fund to which the proxy relates;
- (c) The Chief Compliance Officer may consult with other officers, directors or employees to discuss a proxy voting issue;
- (d) Prior to voting any proxies, the Chief Compliance Officer will determine if there are any conflicts of interest related to the private investment fund proxy in question. If a conflict is identified, the Chief Compliance Officer will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not;
- (e) If no material conflict is identified pursuant to these procedures, the Chief Compliance Officer will make a decision on how to vote the proxy in question in accordance with our Voting Guidelines set forth in our proxy voting policies and procedures; and
- (f) Although not presently intended to be used on a regular basis, we are empowered to retain an independent third party to vote proxies in certain situations (including situations where a material conflict of interest is identified).

**Conflicts of Interest**

Before voting any proxy, the Chief Compliance Officer will evaluate whether there is a conflict of interest between our firm and our clients. This examination will include (but will not be limited to) an evaluation of whether we as manager of any advisory client have any relationship with the underlying private investment fund (or such fund's investment adviser or affiliate) to which the proxy relates other than an investment in such underlying fund by an advisory client of ours.

If a conflict is identified and deemed "material" by the Chief Compliance Officer, we will determine whether voting in accordance with the Voting Guidelines is in the best interests of affected advisory clients (which may include utilizing an independent third party to vote such proxies).

With respect to material conflicts, we will determine whether it is appropriate to disclose the conflict to affected advisory clients (and indirectly, investors) and give such advisory clients the opportunity to vote the proxies in question themselves.

**Voting Guidelines**

In the absence of specific voting guidelines mandated by a particular advisory client, we will vote proxies in the best interests of each advisory client (which theoretically could result in different voting results for the same issuer/private investment fund). We are of the view that voting proxies in accordance with the following general guidelines is in the best interests of our advisory clients:

- (a) We will generally vote in favor of normal corporate housekeeping proposals.
- (b) For proxies addressing any other issues (which may include proposals related to fees paid to investment managers of underlying investment funds, redemption rights provided by underlying investment funds, investment objective modifications, etc.), we shall determine (which may be based upon the advice of external lawyers or accountants) whether a proposal is in the best interest of affected advisory clients. In doing so, we will evaluate a number of factors which may include (but are not limited to): (i) the performance of the underlying investment fund in question; (ii) a comparison of the proposed changes to terms which are customary in the industry; and (iii) consideration of the risk that management of the underlying fund will require the applicable investment partnership to withdraw if the required change is not approved.

**Recordkeeping Requirements**

The Chief Compliance Officer will be responsible for maintaining files relating to our proxy voting procedures. Records of the following will be included in the files:

- (a) Copies of these proxy voting policies and procedures, and any amendments;
- (b) A copy of each proxy statement (or equivalent document) that we receive, provided, however that we may rely on obtaining a copy of proxy statements from the SEC's EDGAR system for those proxy statements that are publicly available;
- (c) A record of each vote that we cast;
- (d) A copy of any document that we create that was material to making a decision how to vote the proxies, or memorializes that decision (if any); and

(e) A copy of each written request for information on how we voted such client's proxies and a copy of any written response to any request for information on how we voted proxies on behalf of advisory clients.

**Contact Information**

We will provide a complete copy of (a) our proxy voting policies and procedures and (b) how the we have voted proxies that are relevant to the affected advisory client upon request to advisory clients and investors. To request such documents, please contact us at (212) 764-6455.

## **Financial Information**

We do not have any financial condition likely to impair us from meeting our contractual commitments to you.

## **Miscellaneous**

**Compliance Policies and Procedures**

We maintain written compliance policies and procedures as required by the Advisers Act.

**Anti-Money Laundering Program**

We maintain an anti-money laundering program in accordance with applicable regulations.

**Business Continuity Plan**

We maintain a business continuity plan in the event there is an interruption to our office space, communications, or services.