

April 10, 2014



---

## FIRM BROCHURE OF

# ALTEGRIS FUNDS

---

**IA Firm CRD Number: 128219**

**SEC Number: 801-73015**

Contact Information:

Matthew Osborne

Executive Vice President

1200 Prospect St. Ste. 400

La Jolla, CA 92037

Telephone: (858) 459-7040

Fax: (858) 456-9209

E-mail: [mosborne@altegris.com](mailto:mosborne@altegris.com)

[www.altegrisfunds.com](http://www.altegrisfunds.com)

This brochure provides information about the qualifications and business practices of Altegris Portfolio Management, Inc., dba Altegris Funds (the "Adviser"). If you have any questions about the contents of this brochure, please contact us at the information provided above. 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 the Adviser is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

## ITEM 2: MATERIAL CHANGES

---

See Attachment I of this Brochure for a summary of the material changes made to this Brochure since the last annual update on March 14, 2013.

---

### ITEM 3: TABLE OF CONTENTS

---

ITEM 2: MATERIAL CHANGES .....	2
ITEM 4: ADVISORY BUSINESS.....	4
ITEM 5: FEES AND COMPENSATION .....	5
ITEM 6: PERFORMANCE BASED FEES .....	6
ITEM 7: TYPES OF CLIENTS .....	6
ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, RISK Of LOSS .....	6
ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	8
ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT .....	11
TRANSACTIONS AND PERSONAL TRADING.....	11
ITEM 12: BROKERAGE PRACTICES .....	12
ITEM 15: CUSTODY .....	13
ITEM 18: FINANCIAL INFORMATION .....	14

---

#### ITEM 4:      ADVISORY BUSINESS

---

The Adviser is an Arkansas corporation formed on December 2, 1985 as Rockwell Futures, Inc. Rockwell Futures, Inc. was acquired by Altegris LLC and changed its name to Altegris Portfolio Management, Inc. on July 3, 2002. The Adviser and its affiliated companies were acquired by Genworth Financial, Inc. ("**Genworth**") on December 31, 2010. As of August 30, 2013, the Adviser is wholly-owned by Altegris Holdings, LLC, a holding company which is indirectly owned by (i) private equity funds managed by Aquiline Capital Partners LLC and its affiliates ("**Aquiline**"), and by Genstar Capital Management, LLC and its affiliates ("**Genstar**"), and (ii) certain senior management of Altegris and other affiliates.

The Adviser is registered as an investment adviser with the Securities and Exchange Commission, though such registration should not be taken to imply a certain level of skill or training. The Adviser is also registered as a commodity pool operator with the U.S. Commodities Futures Trading Commission ("**CFTC**") and a member of the National Futures Association ("**NFA**").

Within its "Fund Management Program", the Adviser serves as the sponsor to various domestic and offshore investment funds offered in reliance upon Rule 506 under the Securities Act of 1933 (each an "**Altegris Product**" and collectively, the "**Altegris Products**"). The Adviser also acts as the sponsor and commodity pool operator ("**CPO**") for various commodity pools not connected with its investment advisory business.

While each Altegris Product will have its own investment strategy and other specifications, the arrangements between each Altegris Product and the Adviser will be generally the same. In its role as sponsor, the Adviser allocates assets of each Altegris Product for investment in other hedge funds or other collectively investment vehicles or for investments in separately managed accounts. Hedge funds or other collective investment vehicles in which Altegris Products may invest are collectively referred to herein as "**Underlying Funds**", and separately managed accounts to which Altegris Products may allocate assets are referred to as "Managed Accounts". Once allocated, the Adviser does not exercise discretion with respect to the underlying investments purchased for the Underlying Funds or Managed Accounts, by the Underlying Fund managers and/or the Managed Account managers. The specific investment program of each Altegris Product will be described in that Altegris Product's offering documents.

At its discretion, the Adviser may permit investors to subscribe to an Altegris Product (or in a commodity pool) at a reduced investment minimum and/or reduced sponsor or management fees.

The Adviser does not currently advise any wrap fee programs.

As of December 31, 2013, total assets under management of Altegris Products were \$501,761,110. This figure represents \$407,712,224 of assets for which the Adviser has discretion, and \$122,242,996 of non-discretionary assets. This figure excludes the assets of

commodity pools sponsored by the Adviser, which were \$639,993,761 as of December 31, 2013. While the Adviser has discretion in allocating a portion of the assets of Altegris Products, as summarized above, the Adviser does not exercise discretion with respect to the underlying investments purchased for the Underlying Funds or Managed Accounts, or by the managers to such Underlying Funds or Managed Accounts.

## **ITEM 5: FEES AND COMPENSATION**

---

With respect to its Fund Management Program, the Adviser will receive monthly or quarterly management or sponsor fees from each Altegris Product. Currently, the management or sponsor fees paid by Altegris Products to the Adviser range from 0.50% to 1.5% depending on the investment minimum and respective class of the Altegris Product. The Adviser may use a portion of its sponsor fees to pay referral fees to broker-dealers who refer investors to an Altegris Product (a “**Selling Agent**”), including Altegris Investments, Inc. (“**Altegris**”), a securities broker-dealer affiliated with the Adviser. The Adviser may also receive from a manager of an Underlying Fund or Managed Account a portion of the management fees paid by an Altegris Product to the manager of the Underlying Fund or Managed Account in which the Altegris Product is an investor. The total management fees received by the Adviser, including fees paid directly by an Altegris Product and any portion of the management fees paid to managers of the Underlying Funds or Managed Accounts in which an Altegris Product is an investor (if applicable), will not exceed a maximum of 3.0% per annum of the net asset value of the Altegris Product.

Each Altegris Product will pay its own operating and other expenses in addition to the sponsor fee, as detailed in each Altegris Products’ offering memorandum. These expenses will include the management fees and performance fees paid to the managers of the Underlying Funds or Managed Accounts in which the Altegris Products invest their assets. Altegris may receive a portion of any such fees paid to the Underlying Funds or Managed Accounts. Selling Agents, including Altegris, also could be compensated by Underlying Funds through shareholder service fees or front-end selling commissions. None of any fees received by Altegris, its affiliates, or other Selling Agents will be used to offset any fees paid to the Adviser. Therefore, the Adviser has a conflict of interest in purchasing Underlying Funds or Managed Accounts that pay fees to Altegris, because it may receive greater revenues from investing in certain Underlying Funds and Managed Accounts than in others available for investment. The Adviser will be required to, and intends to, select Underlying Funds and Managed Accounts for investment by Altegris Products which the Adviser believes will best meet the Altegris Product’s specific investment goals and objectives, rather than provide the highest fees to the Adviser and its affiliates.

All fees paid by Altegris Products, including the sponsor fee, are calculated by third party service providers engaged by each Altegris Product, and paid to the Adviser pursuant to the terms of the governing documents and the relevant service agreements.

## ITEM 6: PERFORMANCE BASED FEES

---

While the private investment fund managers and/or the managed account managers of the Underlying Funds or Managed Accounts typically charge a performance based fee, at this time, the Adviser does not charge performance based fees on Altegris Products.

## ITEM 7: TYPES OF CLIENTS

---

As disclosed in Item 4 the Adviser serves as the sponsor to the Altegris Products, as well as the sponsor and CPO to commodity pools.

The Adviser does not have any current plans to provide “traditional” advisory services to individual clients.

## ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, RISK OF LOSS

---

The Adviser does not exercise discretion with respect to the underlying investments purchased for the Underlying Funds or Managed Accounts, by the private investment fund managers and/or the managed account managers. The specific investment program of each Altegris Product will be described in that Altegris Product’s offering documents. All investors in Altegris Products should read all offering materials carefully, and consult their own advisers prior to investing.

### **Adviser’s Selection Methodology**

The Altegris Products are generally structured as “fund-of-funds” investing substantially all of their assets into one or more unaffiliated Underlying Funds. The Adviser’s ongoing process for the identification, selection, and monitoring of the Underlying Funds is summarized below, although each Underlying Fund, and its respective management is unique, and therefore will undergo a unique, customized review process with varying degrees of focus on the different aspects of investment and operational diligence – in each case dependent upon the facts and circumstances of the review undertaken by the Adviser. With respect to a manager under review, the Adviser may not be able to investigate every investment made by the manager. All investments contain risks and alternative investments are subject to a set of unique risks. Of course, due diligence is not a panacea against investment failures or even against fraud.

**Investment Committee.** A six-person Investment Committee consists of senior executives of the Adviser and certain of its affiliates, including the Chief Investment Officer and Director of Investment Products. The Investment Committee generally (i) performs an ongoing top-down alternative strategy review to determine any gaps in the lineup of strategies recommended by the Adviser and (ii) directs the research team as to a bottom-up approach to identification of potential Underlying Funds that may meet the Adviser’s performance

objectives and investment strategy themes. The Investment Committee is ultimately responsible for approval of Underlying Funds.

**Identification.** The Adviser continually searches the universe of alternative investment strategies and managers to identify new opportunities. Blending the Investment Committee's top-down viewpoints and the bottom-up analysis of the Altegris research team helps the Adviser to continually bring new ideas into the investment review process.

**Assessment.** As Underlying Funds are identified, the Altegris research team gathers initial information that includes reviewing key documents, interviewing managers, and analyzing performance. The results of this assessment are submitted to the Investment Committee for its initial review.

**Qualification and Approval.** After initial review by the Investment Committee, a decision is made whether to proceed with a formal Underlying Fund and management review. The Altegris research team conducts two separate levels of due diligence for an Underlying Fund under review: investment due diligence, and operational due diligence. Upon completion of all levels of review, the Altegris research team presents its detailed due diligence findings to the Investment Committee for a final review and decision. All approvals require unanimous Investment Committee consent.

**Ongoing Evaluation and Analysis.** Upon approval and structuring of the Altegris Product, the Altegris research team monitors each Underlying Fund through continued investment, operational and risk monitoring. Each monitoring group is directly involved in conducting formalized meetings, ongoing quantitative analysis, monitoring of material market events and any material changes. These on-going reviews look for potential issues that may include material changes in processes, operations, service providers and personnel, abnormal returns or unexpected changes in the risk or profile of the Underlying Fund. The results of this review may trigger review by the Investment Committee, which may possibly result in re-allocation of the Altegris Products' assets or closure of the Altegris Product.

Investing in securities and other instruments involves a risk of loss that advisory clients should be prepared to bear, and clients may lose all of their invested capital. These risks vary dependent on the strategy and investment objective of the Altegris Product and investors should carefully read the offering material and consult their own advisers with respect to such investment.

## **ITEM 9: DISCIPLINARY HISTORY**

---

There are no material legal or disciplinary events to disclose for the Adviser or its management persons.

## ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

---

### **The following is a list of the Altegris Products and Affiliated Companies:**

The Adviser currently sponsors the following hedge funds; Altegris Global Macro Fund, L.P., APM - Global Macro Fund, Ltd., Altegris Global Macro II Fund, L.P., APM - Global Macro II Fund, Ltd., Altegris Millennium Fund, L.P., Altegris Millennium Fund, Ltd., Altegris Paulson Advantage Fund, L.P., Altegris Paulson Advantage Plus Fund, L.P., APM – Paulson Advantage Plus Fund, Ltd., Altegris Multi-Strategy Fund, L.P., Altegris Emerging Markets Fund, L.P., Altegris Visium Fund, L.P., Altegris Visium Fund, Ltd., Altegris Hayman Capital Fund, L.P., Altegris Hayman Capital Fund, Ltd., and Altegris Income Opportunities Fund, L.P. While the Altegris Products are “fund-of-funds”, some Altegris Products may participate indirectly in futures and commodities trading, through investments in Underlying Funds, and therefore the Adviser has filed, and operates those Altegris Products pursuant to CFTC Rule 4.7 which provides an exemption from certain CFTC Part 4 requirements for CPOs. The Adviser has filed an exemption from registration under CFTC Rule 4.13(a)(3) with respect to other Altegris Products. Certain of the Adviser’s executive officers are registered investment adviser representatives of the Adviser. While they do not solicit advisory clients, and do not receive any direct sales-related compensation in their capacity as registered investment adviser representatives, certain executive officers have a financial interest in the overall profitability of the Adviser and its affiliates.

**Broker Dealers.** Altegris Investments, Inc. (“**Altegris**”) is an affiliated securities broker-dealer that acts as a seller and distributors of securities issued by the Altegris Products and the Mutual Funds, in each case as disclosed in the Altegris Products’ offering materials and the Mutual Funds’ respective Prospectuses. Altegris receives compensation in connection with its sales of the Altegris Products and Mutual Funds, and its services to investors. Certain of the executive officers are deemed to be (i) management persons of the Adviser, (ii) management persons of Altegris Advisors, LLC (“**Altegris Advisors**”), (iii) registered representatives of Altegris, and (iv) executive officers of the two affiliated introducing brokers. These executive officers do not receive any direct sales-related compensation in their capacity as registered representatives, though certain executive officers have a financial interest in the overall profitability of the Adviser and its affiliates.

As discussed in Item 4, the Adviser is indirectly owned by Aquiline and Genstar, as well as certain senior management of the Adviser and its affiliates. Aquiline has an ownership interest in CRT Capital Group, LLC (“**CRT**”), a registered broker-dealer. Managers of the Underlying Funds may execute a portion of an Underlying Fund’s transactions through CRT, which may present a potential conflict of interest given (i) its indirect affiliation with the Adviser, and (ii) Mr. Jack Rivkin, the Adviser’s Chief Investment Officer, serves as a director of CRT. The Adviser and its personnel, including the Chief Investment Officer, does not choose or influence the choice of broker-dealers used by the Underlying Fund managers.



**Commodities Registrations.** As referenced in Item 4, the Adviser is registered as a CPO with the CFTC and a member of the NFA, and sponsors the following commodity pools: Altegris Winton Futures Fund L.P., Altegris Eckhardt Futures Fund, L.P., Altegris Aventis Commodities Fund, L.P., Altegris QIM Futures Fund, L.P, and Altegris Willowbridge Macro Fund, L.P. Altegris Advisors is an affiliate that is a CPO and commodity trading advisor (“CTA”) registered with the CFTC and a member of the NFA. Certain of the Adviser’s executive or senior officers are deemed to be management persons of the Adviser and are registered as associated persons of the Adviser and Altegris Advisors. These management persons of Adviser and Altegris Funds do not receive any direct sales-related compensation in their capacity as an associated person, though certain executive officers have a financial interest in the overall profitability of the Adviser and its affiliates. See Item 4 above.

**Investment Advisers.** Altegris Advisors is an affiliated investment adviser registered with the SEC. Altegris Advisors acts as the investment adviser to multiple open-end registered investment companies (the “**Mutual Funds**”). The Adviser and Altegris Advisors are closely affiliated SEC-registered investment advisers, and there is significant commonality among advisory personnel who provide (i) portfolio management and advisory services to the Mutual Funds, and also (ii) management and advisory services to the Altegris Products, and commodity pools. The Adviser and Altegris Advisors also share the substantially the same executive and senior officers. Certain of the Adviser’s executive or senior officers are deemed to be management persons of the Adviser and are also executive officers of Altegris Advisors. Certain executive or senior officers are deemed to be management persons of the Adviser and are registered as associated persons of the Adviser and Altegris Advisors.. The executive or senior officers of Altegris Advisors do not receive any direct sales-related compensation in their capacity as an Associated Person, though certain executive officers have a financial interest in the overall profitability of Altegris Advisors.

It is possible that certain Altegris Products may invest in another, non-affiliated hedge fund that is advised by an investment adviser (or its affiliate) which may also be engaged as a sub-adviser to a Mutual Fund and/or whose investment strategies are accessed by a Mutual Fund, directly or indirectly, through portfolio investments in securities, swaps, structured notes or other instruments. Similarly, it is possible that certain commodity pools sponsored by the Adviser may engage a non-affiliated commodity trading advisor to pursue a trading program on its behalf, and that same commodity trading advisor (or its affiliate), and/or trading program, may be accessed by a Mutual Fund, directly or indirectly, through portfolio investments in securities, swaps, structured notes or other instruments. Should the above circumstances occur, conflicts of interest may exist between and among the Adviser and its clients, the Altegris Products, on the one hand, and Altegris Advisors and the Mutual Funds on the other, in respect of compensation received across the different businesses of the Adviser and Altegris Advisors, as affiliates. These circumstances may also create conflicts of interest, as to compensation, trade allocation practices and possibly other conflicts, across these accounts managed by non-affiliated commodity trading advisors and/or investment advisers that may be engaged or accessed, directly or indirectly, by both the Adviser and clients, as well as Altegris Advisors and the Mutual Funds.

The Adviser is affiliated with AssetMark, Inc. ("**AssetMark**"), an investment adviser registered with the Securities and Exchange Commission, and CPO registered with the CFTC and member of the NFA. Altegris and the Adviser have entered into a referral agreement with AssetMark. Pursuant to this agreement, AssetMark may refer advisory firms to Altegris or the Adviser, and broker-dealer firms to the Adviser, for potential investments by such firms' clients into Altegris Products. While none of the parties are directly compensated under this agreement, Altegris and the Adviser may receive financial benefit from such referrals in their capacity as selling agent and fund sponsor respectively. Altegris Advisors provides asset allocation recommendations to AssetMark or other affiliates in its role as a "Portfolio Strategist," as well acting as sub-adviser to the GuidePath Altegris Multi- Strategy Alternative Allocation Fund (the "**GuidePath Fund**"), a registered open-end investment company advised by AssetMark. This fund commenced trading operations in September 2012. Altegris Advisors' role, as sub-adviser to the GuidePath Fund, is limited to providing investment advice to AssetMark, subject to the stated investment objectives, policies and restriction of the GuidePath Fund, as well as investment advice necessary to the ongoing program of investment, evaluation and/or sale and reinvestment of the GuidePath Fund's assets. Asset allocation recommendations and investment advice include the Mutual Funds for which Altegris Advisors receives an advisory fee. In addition, AssetMark and Altegris Advisors have entered into a marketing support agreement, whereby AssetMark received compensation for certain marketing and education services it provides to Altegris Advisors.

As discussed in Item 4, the Adviser is indirectly owned by Aquiline and Genstar, as well as certain senior management of the Adviser and its affiliates. Aquiline Holdings, LLC and Genstar Capital indirectly control the Adviser, and are SEC registered investment advisers. Aquiline Holdings, LLC has numerous affiliated advisers acting as "relying advisers."

**Introducing Brokers.** Altegris Clearing Solutions, L.L.C. ("**ACS**"), is an affiliated futures' introducing broker ("**IB**") and CTA registered with the CFTC. As a futures IB and CTA, ACS and certain of its associated persons, for compensation, introduce customers' futures trading accounts to futures commission merchants, and also advise those customers as to the engagement of other commodity trading advisors and their trading programs. None of the executive or senior officers who are deemed to be management persons of the Adviser and are registered associated persons or principals with respect to ACS's IB and/or CTA activities receive any direct sales-related compensation in their capacity as an associated person of ACS, though certain executive officers have a financial interest in the overall profitability of ACS. ACS does not provide services to the Adviser, or to any of the Altegris Products.

Altegris Futures, L.L.C. ("**Futures**"), is an affiliated futures IB registered with the CFTC. Futures acts as the IB to the commodity pools sponsored by the Adviser acting in its capacity as a CPO, and as such receives revenue associated from the futures brokerage activities of the commodity pools. None of the executive or senior officers who are deemed to be management persons of the Adviser and are registered associated persons or

principals with respect to Futures' IB activities receive any direct sales-related compensation in their capacity as an associated person of Futures, though certain executive officers have a financial interest in the overall profitability of the Futures.

**Trust Company.** The Adviser is also affiliated with AssetMark Trust Company, an Arizona chartered trust company ("AMTC"). AMTC has signed various service and distribution agreements for distribution and services to the Mutual Funds for which AMTC receives compensation.

**Other Affiliates.** Other affiliates under common control with the Adviser, by virtue of their direct or indirect ownership or control by private equity investment funds managed by Aquiline and/or Genstar, are also regulated financial services firms. The Adviser does not deem the businesses of such affiliates, merely by virtue of their being under common control, to be material to its advisory operations, as it has no business dealings with such affiliates, does not refer to or share clients with such affiliates, and does not share or rely on any management, or personnel to or from such other affiliates in conducting its advisory business as described herein. Therefore, the Adviser does not consider such affiliations to create material conflicts of interest for the Adviser or its clients

#### **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

---

The Adviser has adopted a Code of Ethics (the "**Code**") under 17j-1 of the 40 Act and Rule 204A-1 of the Investment Advisers Act for certain access persons ("**Access Persons**") of the Adviser and Altegris Funds. The Code is designed to guide Access Persons in their ethical obligations and to provide rules for their personal securities transactions. Specifically, the Code requires Access Persons to (i) place the interests of the Advisers' clients first, (ii) conduct all personal securities transactions in a manner consistent with the Code and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility, (iii) not take inappropriate advantage of their positions or of their relationship with the Advisers' clients, (iv) maintain the confidentiality of client information, (v) not misuse non-public information, and (vi) comply at all times with all applicable federal securities laws and other governmental rules and regulations.

The Code contains (i) certain reporting requirements applying to the purchase of securities and security holdings, and (ii) securities trading clearance procedures applying to the purchase of securities. The Code also requires all Access Persons to pre-clear investments in private placements and initial public offerings with a compliance officer.

The Code also prohibits an Access Person from (i) serving on the board of a publicly traded company without preapproval, (ii) making any political contributions which are designed to influence a political official or government entity to direct investment advisory business or services to the Adviser, or (iii) accepting or making gifts that are outside the normal

course of business. All Access Persons are responsible for reporting any known violations of the Code to the Chief Compliance Officer.

The Adviser will provide a copy of the Code upon request.

#### **ITEM 12: BROKERAGE PRACTICES**

---

The Adviser does not exercise discretion with respect to the underlying investments purchased for the Underlying Funds or Managed Accounts, by the private investment fund managers and/or the managed account managers.

#### **ITEM 13: REVIEW OF ACCOUNTS**

---

As sponsor of an Altegris Product, the Adviser periodically reviews the Underlying Funds and Managed Accounts. The Adviser may also utilize the services of Altegris Advisors and its personnel in reviewing the Underlying Funds and Managed Accounts, and their respective fund managers and/or the managed account managers. A decision-making committee comprised of the executive officers of the Adviser and its affiliates, as well as senior research personnel of Altegris Advisors make the initial investment decisions, as well as periodic reviews of these investments on an ongoing basis. The committee may review their decisions for various reasons, including events relating to the manager, strategy or general market conditions.

#### **ITEM 14: CLIENT REFERRAL AND OTHER COMPENSATION**

---

Currently, the Adviser does not serve in a solicitor capacity for other registered investment advisers. Additionally, the Adviser does not currently engage solicitors for client referrals (as the Adviser's advisory "clients" are currently limited to the Altegris Products).

However, the Adviser does have an arrangement with Millennium Wave Securities, LLC ("MWS") with respect to an Altegris Product in which John Mauldin acted as a referral agent for Altegris Product underlying investors. This arrangement provides for compensation from the Adviser's sponsor or management fee equal to 0.05% annually of the net asset value of two classes of the Altegris Product.

Altegris Advisors has an agreement in place with MWS pursuant to which Altegris Advisors compensates MWS for certain marketing efforts performed by John Mauldin with respect to the Mutual Funds. Altegris Advisors, the Mutual Funds' principal underwriter, and MWS have entered into a separate agreement whereby MWS will provide services in connection with the preparation and distribution of Mutual Funds' marketing materials pursuant to which Altegris Advisors will compensate MWS for its services. Altegris and

ACS have entered into a joint marketing agreement with Millennium Wave Advisors, LLC (“MWA”) and MWS. John Mauldin is the President of MWA, which is an investment advisory firm registered with multiple states. John Mauldin is a registered representative of MWS, an SEC-registered broker-dealer, as well as a CPO, CTA and IB registered with the CFTC. Pursuant to this agreement, Altegris pays MWS 1/3 of the fees Altegris receives from Altegris Products it sells to clients referred to Altegris by MWS, and ACS pays MWS up to 1/3 of the commodity brokerage commissions and interest income it receives from managed futures accounts of clients referred to it by MWS.

#### **ITEM 15: CUSTODY**

---

Because the Adviser serves as general partner and/or sponsor of the Altegris Products, the Adviser is deemed to have “custody” over the Altegris Products within the meaning of Rule 206(4)-2 under the Advisers Act. Each investor in an Altegris Product receives audited financial statements within 120 days (180 days for feeder funds) following the Altegris Product’s fiscal year end. The Adviser and/or the Altegris Products have engaged a qualified custodian (the “**Custodian**”) to provide custody services for the Altegris Products. The Custodian will provide statements directly to the investors of the Altegris Products at least quarterly. Investors of Altegris Products should carefully review these statements upon receipt from the Custodian.

#### **ITEM 16: INVESTMENT DISCRETION**

---

Under the terms of the organizational and governing documents for each Altegris Product, the Adviser has been granted investment discretion to allocate the Altegris Products’ assets. Once allocated, the Adviser does not exercise discretion with respect to the investments purchased for the Underlying Funds or Managed Accounts allocated to, or by the private investment fund managers and/or the managed account managers to such Underlying Funds or Managed Accounts.

#### **ITEM 17: VOTING CLIENT SECURITIES**

---

Once allocated, the Adviser does not exercise discretion with respect to the underlying investments purchased for the Underlying Funds or Managed Accounts allocated to, or by the private investment fund managers and/or the managed account managers to such Underlying Funds or Managed Accounts. Therefore, it is anticipated that the managers of the Underlying Funds will vote all proxies on behalf of the Altegris Products, each an investor in an Underlying Fund. However, should a manager or of an Underlying Fund or Managed Account not be in a position to vote a proxy, the Adviser stands prepared to take the necessary action in the best interests of the Altegris Products.

**ITEM 18: FINANCIAL INFORMATION**

---

The Adviser does not have any financial condition that is likely to impair its ability to meet contractual commitments to its clients.

## **ATTACHMENT I**

### **SUMMARY OF MATERIAL CHANGES**

#### **ITEM 4: Advisory Business**

Item 4 was amended to indicate that as of August 30, 2013, the Adviser and its affiliates, formerly wholly-owned by Genworth Financial, Inc., were acquired by (i) private equity funds managed by Aquiline Capital Partners LLC and its affiliates (“**Aquiline**”), and by Genstar Capital Management, LLC and its affiliates (“**Genstar**”), and (ii) certain senior management of Altegris and other affiliates. Established in 2005, Aquiline focuses its investments exclusively in the financial services industry. Established in 1988, Genstar focuses its investment efforts across a variety of industries and sectors, including financial services.

We have updated our assets under management to December 31, 2013. At that time, total assets under management of Altegris Products were \$501,761,110. This figure represents \$384,919,686 of assets for which the Adviser has discretion, and \$116,841,424 of non-discretionary assets. This figure excludes the assets of commodity pools sponsored by the Adviser, which were \$639,993,761 as of December 31, 2013.

On May 1, 2013, the Adviser commenced trading for Altegris Hayman Capital Fund, L.P., a hedge fund, and Altegris Willowbridge Macro Fund, L.P., a commodity pool. On June 1, 2013, the Adviser commenced trading for Altegris Hayman Capital Fund, Ltd., a hedge fund. On February 1, 2014, the Adviser commenced operations for Altegris Income Opportunities Fund, LP.

#### **ITEM 10: Other Financial Industry Activities and Affiliations**

Item 10 was amended to update the affiliates and the description of actual and potential conflicts of interest.