

## **Part 2A of Form ADV**

### ***FIRM BROCHURE***

#### **Item 1. Cover Page**

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**This brochure provides information about the qualifications and business practices of Ader Investment Management LP (“Ader Investment Management” or “firm” or “we”). If you have any questions about the contents of this brochure, please contact us at (212) 445-7800 or at [iconover@aderinv.com](mailto:iconover@aderinv.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Ader Investment Management is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Ader Investment Management is 131845.**

**Being a "registered investment adviser" or describing ourselves as being "registered" does not imply a certain level of skill or training.**

**THIS BROCHURE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE  
SOLICITATION OF ANY OFFER TO BUY ANY SECURITY**

## **Item 2. Summary of Material Changes**

There have been no material changes to Ader Investment Management's ADV Part 2 since its last filings on June 15, 2011.

We are pleased to provide you with our current Brochure at any time upon request and without charge. Please request our Brochure by contacting us at (212) 445-7800 or at [lconover@aderinv.com](mailto:lconover@aderinv.com).

## **Item 3. Table of Contents**

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#### **Item 4. Advisory Business**

Ader Investment Management LP is a Delaware limited partnership that was founded in 2003. Ader Investment Management is an SEC-registered investment adviser with its principal place of business located in New York, New York. Ader Investment Management began conducting business in 2003, under the name of Hayground Cove Associates LP initially. In June 2011, Hayground Cove Associates changed its name to Ader Investment Management LP. Mr. Jason Ader is the sole principal of the firm, and is also the managing member and sole principal of the firm's general partner, Ader Fund Management LLC.

##### *Investment Services*

The principal investment advisory activity of Ader Investment Management is the management of investment portfolios consisting primarily of equity securities on behalf of certain private funds (the "Funds" or "Ader Investment Management Funds"). Currently, Ader Investment Management serves as investment manager to the following private investment funds:

- Ader Long/Short Fund LP (formerly Hayground Cove Institutional Partners LP and Raido Fund LP)
- Ader Offshore Long/Short Fund Ltd. (formerly Hayground Cove Overseas Partners Ltd. and Raido Fund Ltd.)
- Ader Levered Long/Short Fund LP (formerly Hayground Cove Turbo Fund LP)
- Ader Offshore Levered Long/Short Fund Ltd. (formerly Hayground Cove Turbo Fund Ltd.)
- Doha Partners I LP

The Ader Investment Management Funds are managed on a discretionary basis in accordance with the investment objectives and policies set forth in each Fund's Private Placement Memorandum, advisory agreement and other governing documents ("Governing Documents").

Ader Investment Management does not individually advise investors in its Funds about investing in securities generally or in any particular Fund managed by Ader. However, Ader Investment Management does consult with prospective investors regarding initial subscriptions. Ader Investment Management receives no compensation in connection with an investor's decision to invest in a particular Fund. The individual needs of the investors in the Funds are not the basis of our investment decisions. Investment advice is provided directly to the Funds and not individually to investors in the Funds.

Interests in the Funds are offered in reliance upon various exemptions available under the securities laws for transactions in securities not involving a public offering.

Private investment funds generally involve various risk factors, restrictions on

withdrawals and redemptions and liquidity constraints, a more complete discussion of which is set forth in each Fund's Private Offering Memorandum. Investment in the Funds involves a significant degree of risk. Prospective investors should refer to the appropriate Private Offering Memorandum and other Governing Documents for additional information regarding these considerations and other important information associated with an investment in any of the Funds.

#### Amount of Managed Assets

As of December 31, 2012, discretionary client assets under our firm's management on a gross basis were \$27,800,000.

### **Item 5. Fees and Compensation**

#### Management Fees

Ader Investment Management generally is entitled to receive management fees at a quarterly rate which ranges from 0.1875% (0.75% per annum) to 0.500% (2.0% per annum) of the net asset value of the capital account balance of each limited partner of a domestic fund organized in limited partnership form or of the net asset value of the outstanding shares of an offshore fund organized in corporate form. Management fees are calculated and payable by the fund quarterly in advance as of the beginning of each calendar quarter. Capital contributions accepted after the commencement of a calendar quarter will be subject to a pro-rated management fee reflecting the time remaining during the quarter. Investors who withdraw from the Funds do not receive refunds of any fees paid in advance.

Ader Investment Management also receives an annual performance fee or allocation from each client account equal to 20% of the amount by which the net asset value of each account as of the end of each calendar year exceeds the net asset value of the account as of the beginning of the year, subject to a high water mark or loss carryforward. The performance fee or allocation is also payable with respect to any amount that is withdrawn from a Fund effective as of the date of withdrawal.

Under certain circumstances, a Fund managed by Ader Investment Management may invest in another Fund managed by Ader Investment Management Cove. In order to avoid any double payment of fees, the recipient Fund will not charge any management fee or incentive allocation on the investing Fund's investment. Any withdrawal or transfer by the investing Fund from the recipient Fund generally will be permitted on the same terms as other limited partners and will be subject to the same limitations applicable to withdrawals (e.g., notice, suspension of withdrawals, etc.).

#### Additional Fees and Expenses

In addition to advisory fees paid to our firm, clients will also be responsible for all expenses incurred as part of the investment program, including brokerage commissions;

clearing fees; fees, interest and other costs in connection with margin accounts or other borrowings; borrowing charges on securities sold short; custodial fees; bank service fees; costs of any outside appraisers, accountants, attorneys or other experts or consultants engaged by Ader Investment Management in connection with specific investments (including transactions that fail to close); costs of research and data services; advisory fees charged by third-party managers of any other funds in which the Funds invest; and any legal fees and costs arising in connection with any litigation or regulatory investigation instituted against Ader Investment Management or any client. The Funds also pay all of their operating costs, including administrative, legal, accounting, auditing and insurance costs and expenses, as described in greater detail in the Governing Documents for each Fund.

Please refer to Brokerage Practices (Item 12) of this Brochure for important disclosures regarding our brokerage practices.

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

As disclosed above under Fees and Compensation (Item 5) of this Brochure, Ader Investment Management receives performance-based compensation in connection with the management of the Funds equal to a percentage of the net realized and unrealized profits of each investor for each calendar year. Performance-based fees will only be charged in accordance with Rule 205-3 of the Advisers Act.

Clients should be aware that performance-based fee arrangement may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Different client accounts managed by Ader Investment Management may be subject to different performance-based compensation arrangements. If Ader Investment Management is entitled to receive a higher percentage of the net profits of the account of one client than the percentage that Ader Investment Management receives from another client, then Ader Investment Management may have an incentive to favor, or to allocate certain riskier or more speculative investments to, the client that is subject to the higher percentage. However, Ader Investment Management will, as a policy, allocate all investment opportunities among its clients in a manner that it considers fair and equitable to all clients, considering all factors potentially applicable to each client.

#### **Item 7. Types of Clients**

As noted above under Advisory Business (Item 4) of this Brochure, our firm generally provides advisory services to the Funds. The Funds generally require a minimum investment of \$2,000,000, although the general partner of a domestic fund or the directors of an offshore fund may waive those requirements in their or its discretion.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

The Funds generally invest directly in individual equities and/or other investment vehicles. Ader Investment Management takes several factors into account when deciding which equities and other investments to purchase or sell, but the investment strategy and specific objectives of each Fund are the predominant factors.

Ader Investment Management has a disciplined focus on identifying catalysts in both its long and short positions. Once catalysts are identified to drive shareholder value (appreciation or depreciation), Ader Investment Management conducts detailed bottom-up analysis focusing on free cash flow generation or the inability to generate adequate free cash flow.

Fund portfolio holdings may include exchange-listed and over-the-counter securities, option contracts on securities, exchange traded funds, and warrants. The Funds may from time to time invest in publicly-traded real estate investment trusts (REITs), and in private offerings of securities of companies in early stages of business development through Special Purpose Acquisition Companies (“SPACs”). In appropriate situations, Ader Investment Management may engage in swap transactions.

Ader Investment Management’s research and analysis of securities, money managers, mutual funds, investment partnerships and other investment vehicles includes: (a) conducting personal interviews as well as tours of company facilities; (b) reviewing performance records; (c) reviewing the manager's or firm's marketing and other materials; (d) reviewing the firm's organizational structure and decision making processes; and (e) reviewing governmental records. The analysis process includes both objective and subjective criteria. To maximize the effectiveness of our research efforts, we will follow a limited number of industries and companies. This strong industry focus will emphasize healthy industry fundamentals as the best predictor of future performance. Within each industry, we will identify a select group of candidates for purchase and sale based on detailed fundamental analysis.

More complete information about the terms and conditions of each Fund, including the minimum initial subscription, management fees and expenses, suitability, investment strategy, risk factors, and potential conflicts of interest, are set forth in each Fund’s Private Offering Memorandum and other Governing Documents, which each investor is required to receive and/or execute prior to investing in a Fund. Prospective clients and investors in each Fund should carefully review the risks described in the Governing Documents for the relevant Fund, and should evaluate the merits and risks of an investment in the context of their overall financial circumstances. The risk factors below are not intended to be exhaustive and should be considered carefully by prospective investors together with the full text of the applicable Fund’s Private Offering Memorandum and other Governing Documents.

We may employ the following investment methods and strategies:

Fundamental analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (an indication it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical analysis: Technical analysis seeks to identify price patterns and trends in financial markets and attempts to exploit those patterns. We follow and examine such indicators as price, volume, moving averages of the price and market sentiment.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Risks for all forms of analysis: Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

The Funds may pursue complementary investment strategies to enhance portfolio returns. Complementary strategies include value-based investments, asset value plays, turnarounds, distressed securities, and high yield securities.

Our firm employs the following investment strategies to implement investment advice given to clients:

Long-term purchases: We mostly purchase securities with the idea of holding them in client accounts for a year or longer. We may do this because we believe the securities to be currently undervalued, or because we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases: At times, we may also purchase securities with the idea of selling them within a relatively short time (typically a year or less). We may do this in an

attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A risk in a short-term purchase strategy is that, should the anticipated price swing not materialize, we may be left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Short selling: We may borrow shares for a client portfolio from someone who owns the stock, subject to a promise to replace the shares on a future date. We then sell the shares we have borrowed. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If the stock has gone down since we purchased the shares from the original owner, we keep the difference.

One risk in selling short is that losses are theoretically unlimited; we are required to repurchase the stock no matter how much the price has climbed. In addition, even if we are correct in determining that the price of a stock will decline, we run the risk of incorrectly determining when the decline will take place. Short selling may not be appropriate in times of inflation, as prices may adjust upwards regardless of the value of the stock.

Leverage: In an effort to maximize returns, we may also employ leverage as a normal course of our strategy. We believe that leverage will allow the Funds to take advantage of our value-added investment research. Leverage may be employed to the extent that we believe the resulting gains can substantially exceed the costs of leverage. If we are unable to identify value-added investment ideas that provide a significant margin of safety over the cost of capital, then leverage will not be employed.

A risk in a leveraging strategy is that it increases the volatility of a Fund's net asset value by essentially magnifying the gains or losses of the Fund's portfolio holdings. If an investor uses leverage to make an investment and the investment moves against the investor, his or her loss is much greater than it would have been than if the investment had not been leveraged.

Option writing: We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. We may use options to speculate on the possibility of a sharp price swing. We may also use options to "hedge" a purchase of the underlying security.



We may use “covered calls”, in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss.

We may use a “spreading strategy”, in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

A risk of spreading strategies is that the ability to fully profit from a price swing is limited.

***Fund investors should understand that investing in any securities involves a risk of loss of both income and principal.***

#### **Item 9. Disciplinary Information**

None.

#### **Item 10. Other Financial Industry Activities and Affiliations**

Jason Ader is the sole principal of the General Partner of each of the Funds advised by Ader Investment Management that is organized as a limited partnership.

Mr. Ader sits on the Board of Las Vegas Sands Corp. (LVS), and is Chairman of the Board of both India Hospitality Corp. and Western Liberty Bancorp, each of which is a publicly traded company.

Employees of Ader Investment Management and its affiliates may serve as officers, advisors, directors or in comparable management functions for portfolio companies in which the Funds invest, or provide other services to portfolio companies, and may receive compensation in connection therewith. Employees of Ader Investment Management may also from time to time serve on the board of directors or a creditors committee of a portfolio company, or be given access for other reasons to confidential information relating to companies in which the Funds invest. As a result, the Funds may, under certain circumstances, be prohibited for a period of time from engaging in transactions with respect to the debt or securities of such a portfolio company, which prohibition may have an adverse effect on the Funds.

## **Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading**

To avoid any potential conflicts of interest involving personal trades, Ader Investment Management has adopted a Code of Ethics. Ader Investment Management's Code of Ethics requires, among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in global capital markets;
- Place the interests of clients above the employee's own personal interests;
- Adhere to the fundamental standard that an employee should not take inappropriate advantage of his or her position;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Promote the integrity of, and uphold the rules governing, capital markets; and
- Comply with applicable provisions of the federal securities laws.

Ader Investment Management's Code of Ethics also requires employees to 1) report personal securities transactions on at least a quarterly basis, and 2) provide Ader Investment Management with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which our employees have a direct or indirect beneficial interest.

Clients, prospective clients, and investors may contact our Chief Compliance Officer, Laura Conover-Ferchak at (212) 445-7820 or lconover@aderinv.com if they would like to receive a copy of Ader Investment Management's Code of Ethics.

To mitigate potential conflicts of interest and ensure the fulfillment of our fiduciary responsibilities, Ader Investment Management maintains the following procedures on personal investment activities contained in its Code of Ethics:

- (i) Access Persons must obtain preclearance for all personal trades prior to the initiation of the trade, with the exception of open-end mutual funds and other exceptions detailed in the policy;
- (ii) All Access Persons are required submit to the Chief Compliance Officer an Attestation Statement listing the names and account numbers of any brokerage firms or banks where the Access Person maintains an account in which any securities are held, on an annual basis; and
- (iii) Access Persons are required to direct their brokers or custodians to supply to the Compliance Officer with monthly or quarterly account statements for the applicable quarter as soon as they are available.

Ader Investment Management may, on occasion, cause one or more of the Funds to buy securities from, or sell securities to, other Funds at current market prices, including Funds in which Ader Investment Management, its principals or employees are investors or in which such persons may have a financial interest due to the payment of a performance allocation to Ader Investment Management (or an affiliate) by such client. Where applicable, the consent of the appropriate client (which, in certain circumstances, may be provided by the client's independent directors) to such transaction will be obtained in accordance with the Advisers Act and related rules.

## **Item 12. Brokerage Practices**

Substantially of all the assets of the Funds managed by Ader Investment Management will be held at a prime broker selected by the general partner of a domestic Fund or the directors of an offshore Fund. Goldman Sachs currently serves as prime broker for securities transactions for the Funds managed by Ader Investment Management. Accordingly, each Fund maintains an account at Goldman Sachs through which the Fund executes trades, borrows funds in connection with trades, clears and settles its securities transactions and maintains custody of its securities. The Funds may also be required (or find it advantageous) to maintain custody of certain of its non-U.S. securities at brokers or financial institutions located in non-U.S. jurisdictions.

Ader Investment Management has the authority to select brokers and dealers to execute portfolio transactions initiated by Ader Investment Management and to determine the commissions paid in connection with securities transactions for a Fund. Ader Investment Management uses its best efforts to obtain prompt execution of all transactions for client accounts at favorable prices and at commissions that are reasonable in relation to the benefits received. The determination of best price and execution involves a number of considerations. In placing portfolio transactions, Ader Investment Management will seek to obtain the best execution for the Funds, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; the broker firm's risk in positioning a block of securities; the quality, comprehensiveness and frequency of available research services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying Ader Investment Management's other selection criteria. We are not required to weigh any of these factors equally.

As noted above, Ader Investment Management's overriding objective in effecting portfolio transactions is to seek the best combination of price and execution. When Ader Investment Management believes that a broker or dealer who has referred potential investors to the Funds is capable of providing the best price and overall execution as to a particular portfolio transaction, considering all the factors described above, Ader Investment Management may select that broker or dealer in recognition of the broker's or dealer's referrals or possible future referrals. In doing so, Ader Investment

Management will not pay higher commissions than would otherwise be payable to another broker-dealer. Ader Investment Management will not select a broker or dealer for any transactions involving ERISA “plan assets” in recognition of referrals or potential referrals. A potential conflict may exist between a client’s interest in obtaining best price and execution and Ader Investment Management’s interest in receiving future referrals from such broker-dealers.

#### Soft Dollar Benefits

Since commission rates are negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may at times result in higher transaction costs than would otherwise be obtainable. The Governing Documents of each Fund managed by Ader Investment Management authorize the use of “soft dollars” to the extent permitted by applicable law. The term “soft dollars” means the receipt by Ader Investment Management of research and other products and services provided or paid for by brokers without cost to Ader Investment Management based on the volume of commissions generated by securities transactions executed by such brokers for clients of Ader Investment Management.

In connection with subscriptions by investors in the Funds, the Funds may accept subscriptions from investors who also provide services to the Funds including brokers and their affiliates. Relationships such as these could be viewed as creating a conflict of interest. The Governing Documents for the Funds do not prohibit Ader Investment Management from engaging in any business activities with investors who are brokers or individuals that are affiliated with brokers. As a result, Ader Investment Management, subject to its best execution policy, may from time to time place trades with brokers who are investors in the Funds.

Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended, provides that a person who exercises investment discretion with respect to an account will not be deemed to have acted unlawfully or to have breached a fiduciary duty solely by reason of such person’s having caused the account to pay a broker more than the lowest available commission if such person determines in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services provided by such broker. Ader Investment Management may direct brokerage to firms that provide or pay for brokerage and research services that fall within the safe harbor afforded by Section 28(e), as well as a variety of other products and services described below that are considered by the U.S. Securities and Exchange Commission to be overhead expenses of a Fund or Ader Investment Management, and that therefore may fall outside the scope of the safe harbor. The products and services falling wholly or partially outside the scope of the safe harbor that may be obtained through the use of soft dollars include services such as referral of prospective investors in the Partnership (including payment of related finders’, placement or referral fees and expenses), custody, research related travel, databases and Internet enabled services, research and outside consultancy agreements, newswire and data processing charges, newspapers and subscriptions (including online subscriptions), electronic communication networks, order management, portfolio

accounting, portfolio management consultation, risk management, reporting and reconciliation software, services and systems, including consulting and maintenance expenses. In addition, soft dollars may be used to pay for other costs and expenses of the Funds and Ader Investment Management, such as technology and telecommunications expenses, including salaries of IT personnel and related expenses, and also including fees associated with Bloomberg, hardware, software, wireless devices (i.e., RIM pagers), voice and data lines and related infrastructure, wiring, maintenance and maintenance contracts, support and replacement parts for such infrastructure, back-up and disaster recovery, multimedia equipment, installation, relocation, mounting and related expenses, supplemental cooling system for trading and data storage spaces, third party email and instant messenger retention software, third party proxy voting services, client relationship manager system, office surveillance, fees payable to an administrator, legal, accounting (including monthly bookkeeping, tax and year end management company audit) and regulatory fees and expenses, compliance consultants, audit expenses of the Funds and Ader Investment Management, and expenses of Ader Investment Management relating to its registration and regulation as an investment adviser under the Advisers Act.

Ader Investment Management's receipt of the products, services and payments described above results in significant direct and indirect benefit to Ader Investment Management since many of such expenses would otherwise be required to be borne by Ader Investment Management. Ader Investment Management's fees will not be reduced as a consequence of the receipt of such supplemental information and products. Research and other services provided by broker-dealers may be utilized by Ader Investment Management or its affiliates in connection with its investment services for other accounts and, likewise, research and research related services provided by broker-dealers used for transactions of other accounts may be utilized by Ader Investment Management in performing its services for a Fund.

Ader Investment Management conducts periodic soft-dollar reviews, analyzing price and commissions offered by the various brokers used and the volume of client commissions directed to each broker.

#### Trade Aggregation

Should Ader Investment Management buy or sell the same security for two or more clients, or for a client and itself or a related person, Ader Investment Management may place concurrent orders with a single broker to be executed together as a single "block" in order to facilitate orderly and efficient execution. Whenever Ader Investment Management does so, each account on whose behalf an order was placed will receive the average price and will bear a proportionate share of all transaction costs, based on the size of the account's order. While Ader Investment Management believes combining transaction orders in this way is, over time, advantageous to all participants, in particular cases the average price could be less advantageous to one particular client than if that client had been the only account effecting the transaction or had completed its transaction before the other participants. Ader Investment Management may place orders for the same security for different clients at different times due to differences in investment

objectives, cash availability, size of order and practicability of participating in “block” transactions. In addition, Ader Investment Management and/or its related persons may buy or sell specific securities for its or their own account that are not deemed appropriate for client accounts at the time, based on personal investment considerations that differ from the considerations on which decisions as to investments in client accounts are made. Where execution opportunities for a particular security are limited, Ader Investment Management attempts in good faith to allocate such opportunities among clients in a manner that, over time, is equitable to all clients. In each case, the books and records of the Funds will separately reflect, for each Fund, the orders that are aggregated and the securities held by and bought and sold for that Fund.

In connection with subscriptions or redemption transactions by investors in a Fund or another Fund, the Fund may purchase positions from or sell positions to such other Fund for re-balancing purposes. Any such transactions will be effected at prevailing market prices.

### **Item 13. Review of Accounts**

Ader Investment Management reviews the portfolios of all investment advisory clients informally on an ongoing basis as part of a process making use of computer databases and portfolio management systems. Reviews include information regarding cash levels, securities positions and total portfolio performance. All reviews are conducted by or under the supervision of Jason Ader, Ader Investment Management’s Portfolio Manager. In the case of clients which are pooled investment vehicles, investments are also reviewed monthly by each Fund’s third party administrator as part of a month-end closing process.

Investment advisory clients are provided with monthly reports detailing transaction activity, capital balance changes and investment returns in their accounts. In addition, in the case of the Funds, an independent public accountant audits their records and accounts annually and provides each Fund with audited financial statements that the Fund distributes to its investors.

### **Item 14. Client Referrals and Other Compensation**

Ader Investment Management may from time to time engage placement or referral agents for the shares or interests in the Funds. Ader Investment Management may pay such agents a fixed fee or a portion of the fees paid to Ader Investment Management. Where applicable, such compensation is paid in a manner intended to comply with SEC Rule 206(4)-3, which regulates the payment of solicitation fees by registered investment advisers, as well as applicable provisions of regulations under the Securities Exchange Act of 1934, as amended.

Except as described in the above paragraph, we will not enter into any agreement with, or make commitments to, any broker-dealer that would bind Ader Investment Management to compensate that broker-dealer, directly or indirectly, for client referrals. However, as

mentioned previously, when one or more brokers is believed capable of providing the best price and execution with respect to a particular transaction, Ader Investment Management may select a broker who has referred clients to our firm or who may do so in the future. In doing so, we will not pay a higher commission than would be paid to other brokers for a similar transaction.

**Item 15. Custody**

Not applicable.

**Item 16. Investment Discretion**

Ader Investment Management has the authority to decide what securities are to be purchased and sold for the Funds, the amount of those securities, the broker or dealer to be used and the amount of commission to be paid for a purchase or sale of a security (if applicable).

**Item 17. Voting Client Securities**

In the event that Ader Investment Management has discretion to vote proxies, it will vote those proxies in the best interest of its clients and in accordance with its written policies and procedures. Ader Investment Management utilizes RiskMetrics / ISS as its third party proxy voting and recordkeeping service for most proxies voted. Risk Metrics / ISS receives the proxy material and records to vote on behalf of Ader Investment Management and its clients.

The Proxy voting guidelines are designed to recommend positions that are in the best interest of the Funds.

Clients may obtain, free of charge, a copy of our proxy voting policies and procedures and/or a record of proxy votes cast since the effective date of our registration with the SEC by contacting our Chief Compliance Officer at the following address:

c/o Ader Investment Management LP  
1370 Avenue of the Americas, 28<sup>th</sup> Floor  
New York, New York, 10019  
Attention: Chief Compliance Officer  
Telephone: 212-445-7800  
Email: [iconover@aderinv.com](mailto:iconover@aderinv.com)

**Item 18. Financial Information**

There is no current financial condition that is reasonably likely to impair our ability to meet our contractual commitments to our clients.

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

Not applicable.