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This brochure provides information about the qualification and business practices of Independence Capital Asset Partners, LLC. If you have any questions about the contents of this brochure, please contact us at (303) 209-4100, or by email at [info@icapllc.net](mailto:info@icapllc.net). 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. Independence Capital Asset Partners, LLC is an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). Registration with the SEC does not imply a certain level of skill or training.

Additional information about Independence Capital Asset Partners, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

March 31, 2011

## **Item 2: Material Changes**

The United States Securities and Exchange Commission adopted amendments to Part 2 of Form ADV effective October 2010. The newly revised Part 2 consists of Part 2A (the “Brochure”) and Part 2B (the “Brochure Supplement”). This Brochure, dated March 31, 2011, in response to the SEC’s new requirements, is materially different in structure and contains certain new information that our previous brochure did not require.

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## Item 4: Advisory Business

Independence Capital Asset Partners, LLC (the “Advisor”), was formed in 2004. The principal member of the Advisor is James A. Hillary. As of February 28, 2011, the advisor serves nine clients with \$516.5mm in assets under management, all of which is currently managed on a discretionary basis. The Advisor does not, as of February 28, 2011, manage any assets on a non-discretionary basis.

The Advisor, an investment advisor registered with the United States Securities and Exchange Commission (the “SEC”), is the General Partner of ICAP Absolute Return Fund, L.P. and ICAP QP Absolute Return Fund, L.P., (each, a Delaware private investment limited partnership, and collectively, the “Partnerships”). The Advisor also serves as General Partner to Independence Capital Small Cap Fund, L.P., a Delaware private investment partnership. The Independence Capital Small Cap Fund, L.P. is managed by the Advisor but not currently available to investors. The Advisor is the Investment Manager to the ICAP Offshore Absolute Return Fund II, Ltd., a Cayman Islands Mutual Fund Company (the “Fund”). The Advisor offers separate account investment service to selected clients that may include other pooled investment vehicles (the “Separate Accounts”, and collectively with the Partnerships and the Fund, the “Advisory Clients”). The Advisor serves as the sub-advisor to the LS Opportunity Fund<sup>1</sup>, a series of Valued Advisers Trust, a registered investment company under the Investment Company Act of 1940, as amended (the “1940 Act”). The other Advisory Clients of the Advisor are structured to rely on exclusions from the definition of an “investment company” under the 1940 Act, and as such are not registered investment companies.

The Advisor provides investment advisory services to and manages the portfolios of its Separate Accounts, the Partnerships and the Fund. Subject to the Advisory Clients’ stated investment objectives, restrictions and policies, the Advisor has the sole responsibility for determining which general investment strategies are to be employed in managing the portfolios of the Advisory Clients to achieve the Advisory Clients’ investment objectives.<sup>2</sup> Additionally, the Advisor is responsible for the actual management of the portfolios of the Advisory Clients, including the selection of the portfolio securities and specific purchase and sale decisions.

The Advisor’s provision of investment advisory services is typically tailored to each Advisory Client, generally through the Advisor’s assessment of the Advisory Client’s particular characteristics, investment objectives, and investment limitations. Limitations on investments, if applicable, can be found in the Amended and Restated Agreement of Limited Partnership for each of the Partnerships and in the Private Placement Memorandum for the Fund. Each Separate Account may also negotiate its own investment limitations.

The Advisor does not participate in wrap fee programs.

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<sup>1</sup> NASDAQ ticker LSOFX

<sup>2</sup> Please see Item 8 for further details on the investment strategies employed by the Advisor.

## Item 5: Fees and Compensation

Fees charged by the Advisor are not negotiable. Fees may be waived by the appropriate party (the Investment Manager, General Partner, or the Advisor depending on the account's structure) in that party's sole discretion.

### Partnerships and Fund

For the Partnerships and the Fund, the Advisor receives a management fee (a "Management Fee") equal to one and one-half percent (1.5%) of the net asset value of each client per year. The Management Fee is calculated and paid monthly, in advance for the Partnerships and in arrears for the Fund. The amount due each month is one twelfth of 1.5% of the Net Asset Value at month end.

Fees paid by the Partnership and the Fund are paid directly from the accounts upon calculation by the Administrator and approval by the General Partner or the Board of Directors respectively.

### Separate Accounts

Each Separate Account, with the exception of LS Opportunity Fund, is charged Management Fee equal to between one and fifteen hundredths (1.15%) and one and one-half percent (1.5%) of the net market value of the account. The Management Fee is paid quarterly in advance or in arrears subject to the agreement between the Advisor and the Separate Account. The fee is calculated based on the net market value of the account at the close of trading on the preceding business day. In the event of mid-quarter contributions or withdrawals, the fee will be prorated based on the amount of the quarter the assets were in the account.

Fees paid by Separate Accounts are calculated and paid by the client and are not directly withdrawn from the client's account.

### Refundable Fees

Typically upon termination of any agreement, any prepaid, unearned fees will be promptly refunded, subject to any transaction expenses associated with the liquidation of an account. Clients may inquire about any refundable fees by contacting the Advisor at (303) 209-4100.

### LS Opportunity Fund

The following fee schedule for the LS Opportunity Fund is from the Prospectus for the LS Opportunity Fund dated June 30, 2010. Please note that defined terms in this chart have the meaning as defined in the Prospectus and not the meaning used throughout the rest of this ADV Part 2A.

#### **Shareholder Fees:**

(fees paid directly from your investment)

Redemption Fee (as a percentage of amount redeemed within 60 days of purchase)	2.00%
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#### **Annual Fund Operating Expenses:**

(expenses that you pay each year as a percentage of the value of your investment)

Management Fees	1.75%
Distribution and Service (12b-1) Fees	0.00%
Other Expenses	1.33%
Acquired Fund Fees and Expenses	<u>0.02%</u>

Total Annual Fund Operating Expenses	3.10%
Expenses waived and/or Reimbursed <sup>1</sup>	<u>0.58%</u>
Total Annual Fund Operating Expenses After Fee Waivers and Expense Reimbursements	2.52%

- (1) Total Annual Fund Operating Expenses After Fee Waivers and Expense Reimbursements reflect that, as of the date of this Prospectus, the Adviser has contractually agreed to waive or limit its fees and to assume other expenses of the Fund until September 30, 2013, so that the ratio of total annual operating expenses does not exceed 2.50%. This contractual arrangement may only be terminated by mutual consent of the Adviser and the Fund and it will automatically terminate upon termination of the investment advisory agreement between the Fund and the Adviser. The Adviser may recoup the sum of all fees previously waived or expenses reimbursed during any of the previous three (3) years, less any reimbursement previously paid, provided total expenses do not exceed the limitation set forth above. Adviser for purposes of this paragraph refers to Long Short Advisers, LLC the adviser to LSOFX.

The fees described in the above schedule are collected by Long Short Advisors, LLC, the investment adviser to the LS Opportunity Fund. Long Short Advisors, LLC pays a fee to the Advisor as compensation for the work done by the Advisor in relation to this account. The allocation of fees is determined by a tiered scale taking into consideration the total assets of the account. As indicated in the table above, Long Short Advisors, LLC receives an advisory fee of 1.75% (annualized) of the LS Opportunity Fund's total assets. The Advisor in turn receives between 50% to 94% of the advisory fee received by Long Short Advisors, LLC, depending on the total assets of the LS Opportunity Fund. As described above, LS Opportunity Fund is subject to certain fee waivers, these waivers are borne, in part, by the Advisor.

The Advisor may charge a performance-based fee ("Performance Fees") in addition to the fees addressed in this Item 5. Please see Item 6 for further details on Performance Fees. The Advisor does not charge additional fees or receive additional compensation beyond what is described here in Item 5 and in Item 6 below.

#### Other Fees and Expenses

In addition to the Management Fees and Performance Fees paid to the Advisor, each client is typically responsible for certain operating expenses related to their account. Each client's agreement with the Advisor specifies the Operating Expenses to be paid by the client. In general, the following expenses are considered Operating Expenses, and all or some of the following may be the responsibility of the client depending on whether the client is a Partnership, Fund or registered investment company:

Costs and expenses incurred in connection with the evaluation, acquisition, monitoring or disposition of investments, including, without limitation, brokerage commissions,<sup>3</sup> research fees, interest on margin accounts and other indebtedness, borrowing charges on investments sold short, interest and commitment fees, custodial fees, bank service fees, transfer taxes and premiums, and legal, accounting, consulting, and information services related to the discovery, investigation, development, making, management and disposition of investments (whether or not consummated).

- All expenses incurred in connection with financial statements, reports, tax returns and Schedule K-1s (or similar schedules).
- All fees and disbursements of attorneys and accountants relating to the client's matters.
- All taxes and other governmental charges that may be incurred or payable by the client.
- All insurance premiums or expenses incurred by the client in connection with the activities of the client.

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<sup>3</sup> Please see Item 12: Brokerage Practices for further information related to brokerage commissions and research fees.

- All expenses (including legal fees and expenses) incurred to comply with any law or regulation related to the activities of the client or incurred in connection with any litigation or governmental inquiry, investigation or proceeding involving the client including the amount of any judgments, settlements or fines paid in connection therewith, except to the extent the amounts are indemnified by the Advisor.
- All costs and expenses incurred in connection with the dissolution, winding up, or termination of the client
- All costs and expenses incurred in connection with computing the value of the assets of the client.
- All Administration Fees, these include all costs and expenses incurred in connection with the accounting, valuation and other administration services provided to the client by the client's administrator.
- All expenses related to any indemnification obligations the client has granted to the Advisor.

## Item 6: Performance Fees and Side by Side Management

### Partnerships and Fund

The Advisor typically receives a Performance Fee equal to twenty percent (20%) of the net realized and unrealized profit with respect to the Partnerships and the Fund. The Performance Fee is generally subject to a high water mark such that in the event a capital account of a Partnership or a sub-series of the Fund suffers a net loss in a particular period, no Performance Fee will be due to the Advisor for such period or any subsequent period until such net loss is first recovered.

Fees paid by the Partnerships and the Fund are paid directly from the accounts upon calculation by the Administrator and approval by the General Partner or the Board of Directors respectively.

### Separate Accounts

The Advisor receives a Performance Fee from each Separate Account, with the exception of the LS Opportunity Fund, between fifteen (15%) and twenty percent (20%) of the net realized and unrealized profit with respect to each Separate Account as of the anniversary year or calendar year. The Performance Fee is subject to a high water mark such that in the event a portion of a Separate Account suffers a net loss in a particular period, no Performance Fee will be due to the Advisor for such period or any subsequent period until such net loss is first recovered. Exceptions to the standard period for calculation including upon account termination, are addressed within the agreement specific to each Separate Account.

LS Opportunity Fund does not pay a Performance Fee.

Fees paid by Separate Accounts are calculated and paid by the client and are not directly withdrawn from the client's account.

The Advisor charges Management Fees in addition to the fees addressed in this Item 6, please see Item 5 for further details on these fees. The Advisor does not charge additional fees or receive additional compensation beyond what is described here in Item 6 and in Item 5 above.

### Conflicts Related to Performance Fees

Certain conflicts are inherent to the existence of Performance Fees. These conflicts may become more prevalent when certain accounts are charged Performance Fees while others are not. The Advisor has established a Code of Ethics<sup>4</sup> in which the Advisor outlines its fiduciary duty to act in the best interest of its clients at all times. The Advisor further seeks to mitigate these risks whenever possible through policies and procedures.

### *Incentive to Take More Risk Where Performance Fees are Available*

One risk inherent to the existence of Performance Fees is the incentive for the Advisor to take greater risks in hopes of earning greater Performance Fees.

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<sup>4</sup> Please see Item 11: Code of Ethics, Participation in Client Transactions and Personal Trading for further details on the Code of Ethics the Advisor has in place.



The Advisor mitigates this risk in a variety of ways to ensure that any risk undertaken by clients is appropriate. The use of a high water mark by the Advisor creates an incentive to balance risk and reward potential as any losses by clients will need to be regained before incentive fees are received. The Advisor also regularly monitors the risk of individual investments and the portfolio of each Advisory Client as a whole and has established general guidelines for reviewing investments that have lost value.<sup>5</sup>

*Incentive to Favor Performance Fee Paying Accounts During Allocation*

Another risk inherent to the existence of Performance Fees is the incentive to favor certain clients during the allocation process so that the clients that pay Performance Fees receive better allocations.

The Advisor typically allocates investments on a pro rata basis. The Advisor currently advises two strategies, and each strategy trades independent of the other strategy although a block trade may be executed for both strategies. Each Advisory Client typically receives its pro rata share of any trade placed by the strategy that the Advisory Client belongs to. In the event that an Advisory Client has trading or investment restrictions that would limit that client's participation in an investment, that client will receive the amount it is eligible to receive and the remaining portion of the trade would be allocated pro rata among the other clients. Varying regulatory requirements applicable to the Partnerships, the Fund, Separate Accounts or the LS Opportunity Fund may also affect the allocation of trades. The pro rata allocation methodology is built into the trading system that the Advisor uses, which assists the Advisor in mitigating the risk that one client receives preferential treatment during the allocation process.

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<sup>5</sup> Although the Advisor seeks to mitigate certain risks, investments may lose value. Please see Item 8: Methods of Analysis, Investment Strategy and Risk of Loss for further details regarding the risk of loss associated with investing.

## Item 7: Types of Clients

The Advisor generally serves two categories of Advisory Clients: pooled investment vehicles and separate accounts. As of December 31, 2010, the Advisor has nine (9) Advisory Clients, four (4) of which are pooled investment vehicles and five (5) of which are separate accounts.

### Pooled Investment Vehicles

The Advisor provides advisory services to pooled investment vehicles that are structured to operate under exclusions from registration under the 1940 Act. Interests in these pooled investment vehicles are typically exempt from registration under the Securities Act of 1933, as amended (the “1933 Act”), in accordance with private placement exemptions that are available under Regulation D and Section 4(2) of the 1933 Act.

As a consequence, investors in these pooled investment vehicles must meet certain financial criteria. Investors in these pooled investment vehicles must demonstrate that they are “accredited investors,” and, depending on the vehicle in which they invest, may also have to establish their status as “qualified clients” or “qualified purchasers.” The precise financial criteria associated with these requirements are set forth in more detail in the respective subscription agreements of those investment vehicles.

Investments in these pooled investment vehicles are typically subject to an account minimum of \$1,000,000, which may be waived in certain circumstances at the sole discretion of the Advisor. Investors in these vehicles may include affiliated parties of the Advisor, funds of funds, high net worth individuals, institutions, endowments and foundations.

### Separate Accounts

The separate accounts served by the Advisor, with the exception of LS Opportunity Fund, require a minimum investment of \$5,000,000, which may be waived in certain circumstances at the sole discretion of the Advisor. The LS Opportunity Fund, a registered investment company under the 1940 Act, requires a minimum initial investment of \$10,000.

## Item 8: Methods of Analysis, Investment Strategy and Risk of Loss

### Investment Strategy

The Advisor seeks to generate long-term compounded annual returns with less risk (i.e. volatility) than that of the stock market in general. The Advisor typically recommends investing in a portfolio of both long and short positions consisting primarily of publicly-traded common stocks.

### Methods of Analysis

The Advisor follows a research-driven, bottom-up stock selection process on both the long and short side whereby investment decisions are based upon extensive analysis of the business and financial fundamentals concerning particular companies and their industries. The Advisor assesses a company's investment value and seeks to capitalize on significant differences between the current market price of a company's stock and its current or expected future investment value.

For long investments, the Advisor generally recommends companies where the research indicates a significant upside opportunity relative to downside risks. For short investments, the Advisor generally recommends companies where the research highlights weak or deteriorating fundamentals and unattractive valuations indicating significant downside risk.

In evaluating potential investments, the Advisor may rely on information from a variety of sources including, but not limited to, financial newspapers and magazines, reviewing corporate activities, reviewing corporate documents filed with the U.S. Securities and Exchange Commission, company press releases and research provided by third parties. The Advisor also utilizes electronic data feeds and research tools from third party vendors.

The Advisor may use some or all of the investment methodologies described here. There is no assurance that the Advisor's application of these methodologies will be successful, nor is there any assurance that the information and data upon which we rely will always be fully accurate or unbiased.

### Risk of Loss

#### *General Risk of Investing*

Investing in securities involves a substantial risk of loss to the value of investments. Each client or investor should be prepared to bear the risk of losing a substantial amount of their investment up to and including all assets invested. The Advisor recommends both long and short investments. Long securities risk a loss equal to the amount invested, short securities have a risk of unlimited loss. The Advisor seeks to manage risk on several levels but does not attempt to hedge against all possible exposure nor does the Advisor attempt to maintain neutrality to the market, sector, industry or any other risk factor. Performance is subject to numerous factors that are neither within the control of or predictable by the Advisor including economic, political, competitive and other conditions. A non-exhaustive list of the significant risks related to the method of analysis and the investment strategies of the Advisor is outlined below. A more thorough listing of risks associated with the Partnerships and the Fund can be found in the offering documents (such as a private placement memorandum or prospectus) specific to that investment vehicle.

#### *Lack of Diversification*

The portfolio recommended by the Advisor is not generally diversified among a wide range of securities, industries or asset classes. As such, the portfolio may be exposed to wider fluctuations in portfolio value than otherwise would be the case if the portfolio were required to maintain a high degree of diversification among its investments.

#### *Short Sales*

Selling securities short risk losing an amount greater than the proceeds received. Theoretically, securities sold short are subject to unlimited risk of loss because there is no limit on the price that a security may appreciate before the short position is closed.

#### *Small Cap Stocks*

These securities are often lesser known and may be rather illiquid which may result in greater risks than larger, better known companies.

#### *Options*

Although option techniques may increase investment return, they may also involve a relatively higher level of risk. The expiration of unexercised long options effectively results in loss of the entire cost, or premium paid for the option. The writing on an uncovered put or call option can involve, similar to short selling, a theoretically unlimited risk of an increase in the Client's cost of selling or purchasing the underlying securities in the event of exercise of the option.

#### *Exchange Traded Funds ("ETF")*

The market price of an ETF may be above or below the net asset value. An active trading market might not always exist for an ETF. Trading of an ETF's shares may be halted if the listing exchange's officials deem such actions appropriate, the shares are delisted or in the event that "circuit breakers" are activated.

#### *Non-U.S. Investments*

Non-U.S. investments include investments denominated in non-U.S. currencies or traded outside the United States. Risks specific to these investments include unfavorable currency exchange rate developments, restrictions on repatriation of investment income and capital, imposition of exchange control regulation, confiscatory taxation, and economic or political instability in foreign nations.

#### *Leverage*

While leverage could increase the opportunity to achieve higher returns on the amounts invested, it also could increase the risk of loss. The level of interest rates generally, and the rates at which such funds may be borrowed in particular could affect the results of investments using leverage.

#### *Systematic Risk*

World events and/or the activities of one or more large participants in the financial markets and other events or activities of others could result in a temporary systematic breakdown in the normal operation of financial markets.

#### *Dependence on Key Employees*

The Advisor relies heavily on the services of key employees, particularly Mr. James A. Hillary. The Advisor and the Advisory Clients would likely be impacted if the services of key employees were not available.

#### *Conflicts of Interest*

There may exist certain inherent and potential conflicts of interest between the Advisor and its affiliates and Advisory Clients. Conflicts may include, but are not limited to, time commitment by the Advisor, management of other clients and fees charged to clients, including incentive and management fees. To mitigate the risks of such conflicts, the Advisor relies on policies and procedures that it believes are reasonably designed to emphasize its fiduciary duties to all its clients, and that seek to monitor the allocation of time, opportunities and other resources between clients.

#### Frequent Trading

The Advisor may recommend purchases and sales of securities as necessary to achieve the objectives of the clients without regard to the frequency of trading. Consequences of frequent trading include greater portfolio turnover, brokerage commissions, expenses and other trading costs. These increased expenses will impact the return clients receive on their investments.

## Item 9: Disciplinary Action

The SEC initiated a regulatory action against Mr. Lars Soderberg on July 31, 2006 for activities occurring during Mr. Soderberg's time at Janus Capital Management, LLC. The SEC's Division of Enforcement alleged that Mr. Soderberg violated certain anti-fraud provisions of the federal securities laws, including Section 17 of the Securities Act, Section 206 of the Investment Advisers Act and Section 34 of the Investment Company Act in an administrative proceeding before an SEC Administrative Law Judge ("ALJ"). The allegations stemmed from Mr. Soderberg's employment with Janus Capital Group, LLC, where the Division alleged he failed to prevent certain investors in Janus Mutual Funds from engaging in "market timing" of their purchases of fund shares. The ALJ concluded that Mr. Soderberg acted negligently by failing to prevent these purchase but acknowledged that he did not act willfully, knowingly or recklessly. The only sanction imposed by the ALJ was an order directing him to cease and desist from any further violation of Sections 19(A)(2) and 17(A)(3) of the Securities Act, Section 206(2) of the Advisers Act, and Section 34(B) of the Investment Company Act. The sanction was subsequently confirmed by the SEC with a final resolution date of April 28, 2008.

## **Item 10: Other Financial Activities and Affiliations**

The Advisor serves as General Partner to the Partnerships as outlined in Item 4. The Advisor has no other financial activities or affiliations to disclose.

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

### Code of Ethics

The Advisor has adopted a Code of Ethics that it believes is reasonably designed to protect against conflicts between the personal securities transactions (if any) of the Advisor and its affiliates' principals, officers and employees (and members of their families) and transactions effected on behalf of the Advisory Clients. The Code of Ethics is based on the principle that the Advisor and its employees owe a fiduciary duty to the Advisor's Advisory Clients and to the individual investors in such Advisory Clients. Thus, employees of the Advisor must (i) place the interests of Advisory Clients and their investors first, (ii) avoid taking inappropriate advantage of their positions within the advisor, and (iii) conduct their personal securities transactions (if any) in full compliance with the Code of Ethics. Personal investing by the Advisor's principals, officers, and employees, if any, in securities in which the Advisor's Advisory Clients are planning to invest or have investments, may only occur after such Advisory Client's purchases or sales have been effected. A copy of the Advisor's Code of Ethics is available to any client or prospective client upon request by notifying our office at 1400 16<sup>th</sup> Street, Suite 520, Denver, Colorado 80202.

Other policies adopted by the Advisor with which all principals, officers, and employees (and in some cases, members of their families) must comply include, but are not limited to, pre-approval of personal securities transactions by the Advisor's Chief Compliance Officer or delegate, annual certification of compliance with the Code of Ethics, and directing brokers to supply the Advisor with duplicate confirmations and periodic statements of personal securities transactions.

### Participation in Client Transactions

Principals, officers, and employees (and members of their families) of the Advisor, if any, and its related persons and affiliates may participate directly or indirectly as investors in the Advisor's Advisory Clients, including the Partnerships. In addition, the Advisor may buy and sell on behalf of its Advisory Clients securities of issuers or other investments in which the Advisor and its related persons and affiliates have a confidential relationship or in which the Advisor's or its affiliates' principals, officers and/or employees (and members of their families) own securities or otherwise have an interest.

The Advisor may give advice and take actions in the performance of its duties to its Advisory Clients that differ from advice given, or the timing and nature of actions taken, with respect to other Advisory Clients' accounts. The Advisor has adopted policies and procedures that prohibit the use of material nonpublic information, and as a result, the Advisor and its related persons and affiliates, from time to time, may not be free to divulge or act upon certain material nonpublic information in their possession on behalf of their clients.

### Personal Trading

The Advisor's personal trading policy seeks to address any possible conflicts of interest that may arise between investment recommendations in the interests of clients and employees' personal investments for their own accounts. The Advisor's policies and procedures generally seek to address such issues



by imposing reporting requirements and other restrictions on employees' investments in reportable securities, with the exception of a limited number of highly liquid, index based ETFs. While the Advisor's employees and Advisory Clients may both be investing in these ETFs, the Advisor believes that, given the liquidity of these ETFs, employee transactions are not materially impacting the markets for these securities, and that consequently there is no substantial risk of conflicts of interest in this regard.

Employees may hold investments beyond the permitted ETFs. These investments are generally holdings that the employee held prior to their affiliation with the Advisor. These holdings may include securities that are also held by Advisory Clients. Holdings may also include investments in illiquid securities that do not fall within the Advisor's recommendations to clients. Holdings by employees may create a conflict where the employee has interests in competition with the interests of Advisory Clients. The Advisor seeks to mitigate this conflict through its Code of Ethics and policies and procedures. The Advisor's Code of Ethics outlines the Advisor's duty to put the interest of its Clients first. Policies and procedures further mitigate the conflict by requiring pre-clearance approval by the CCO or a designee of transactions in any of these securities. Approval is only given when the transaction can be completed without competing with the interests of the Advisory Clients.

## Item 12: Brokerage Practices

### Brokerage Selection

The Advisor has discretionary authority to determine the type, amount, price and timing of securities being bought and sold on behalf of each of its Advisory Clients, including the selection of and commissions paid to brokers, subject to each Advisory Client's investment policies and goals.

Subject to the rest of this Item 12, the Advisor, in seeking to obtain the best execution of portfolio transactions, may consider the quality and reliability of brokerage services. The Advisor may also consider brokerage, research and investment information provided by the brokers and dealers. Factors considered by the Advisor in selecting brokers and dealers may include the following: price; the broker's or dealer's facilities, reliability and financial stability; the ability of the broker or dealer to effect securities transactions, particularly with regard to such aspects as complexity of the trade, timing, order size and execution of the orders; and the brokerage and research products and services provided by that broker or dealer to the Advisor that are expected to enhance the Advisor's general portfolio manager capabilities, notwithstanding that an Advisory Client may not be the direct or exclusive beneficiary of such services.

Commission rates, being a component of price, are one factor considered together with other factors. The Advisor may cause a client's account to pay a broker or dealer a commission for effecting a transaction for the client's account that may be higher than a commission charged by another broker, in exchange for brokerage and/or research services. This is a benefit to the Advisor because the Advisor does not directly produce or pay for the research or services. This may create an incentive to select a broker based on the research or other services provided rather than the client's interest in best execution. Under Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), the Advisor may do this if it determines in good faith that the amount of commission charged was reasonable in relation to the value of brokerage and/or research services provided by such broker.

To mitigate and address any conflicts of interest that may arise, the Advisor has adopted policies and procedures to evaluate, on an ongoing basis, the value of a broker's research and brokerage services and the reasonableness of any commissions charged.

The products and services that the Advisor received with client brokerage commissions within the last fiscal year include, but may not be limited to: economic/market/industry data, electronic brokerage support, trading, market and research software.

### Soft Dollars

The Advisor has made no attempt to put a specific dollar value on the brokerage or research products or services of any broker or dealer or to allocate the relative costs or benefits of those products or services, because the Advisor believes that the products and services received are, in the aggregate, of assistance in fulfilling the Advisor's overall responsibilities to its clients. In many cases, products and services that are generated by third parties may be provided by or through the brokerage firm to which commissions are paid. The Advisor believes that all such soft dollar activities fall within the scope of the safe harbor under Section 28(e) of the Exchange Act.

The Advisor has entered into a soft dollar agreement with one of its prime brokers that will establish an account at the prime broker for the specific purpose of aggregating and maintaining “soft dollar credits” generated by the portfolio transactions described above in the Brokerage Selection section. The Advisor may elect to use these credits to purchase research or brokerage products and services that the Advisor has determined to be within the safe harbor provisions of Section 28(e) of the Exchange Act. The products and services obtained through soft dollar credits may or may not benefit the particular Advisory Clients whose transaction were the source of such credits.

The Advisor does not guarantee any brokers the placement of a pre-determined amount of securities transactions in return for the research or brokerage products or services they provide. The Advisor does, however, have an internal procedure for allocating transactions in a manner consistent with its execution policy to brokers that it has identified as providing brokerage or research products or services of a benefit to its Advisory Clients. Brokerage and research products furnished by brokers may be used in servicing any or all of the Advisory Clients of the Advisor and such research and brokerage may not necessarily be used by the Advisor in connection with the accounts that paid commissions to the broker providing such brokerage and research products and services.

The Advisor may also use step-out transactions in order to receive brokerage and research products and services. In a step-out transaction, the Advisor directs trades to a broker-dealer with the instruction that the broker-dealer execute the transaction, but “step-out” a portion of the transaction or commission in favor of another broker-dealer that provides such products and/or services. Given the Advisor’s receipt of such products and services in connection with step-out transactions, the Advisor has an incentive to continue to engage in such transactions; however, the Advisor only intends to utilize step-out transactions when it believes that doing so would not hinder best execution efforts.

#### Directed Brokerage

As noted above, the Advisor typically retains discretion over brokerage selection. However, certain Advisory Clients may sometimes wish to restrict brokerage to a particular broker or dealer in recognition of custodial or other services (including, in some cases, referral of the Advisory Client to the Advisor for investment advisory services) provided to the Advisory Client by the broker or dealer. When an Advisory Client for whom the Advisor provides discretionary investment management services request or instructs in writing the Advisor to direct a portion of the securities transactions for its account to a specified broker-dealer, the Advisor will treat the Advisory Client direction as a decision by the Advisory Client to retain, except to the extent of the direction, the discretion the Advisor would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions generally for the Advisory Client’s account. Although the Advisor will attempt to effect such transactions in a manner consistent with its policy of seeking best execution on each transaction, there may be occasions where it is unable to do so, in which case the Advisor will continuity to comply with the Advisory Client’s instructions on a going forward basis.

The Advisory Client, therefore, should consider whether under its direction commissions, execution, clearance and settlement capabilities, and fees for custodial or other services provided the Advisory Client by the broker-dealer (if applicable) will be comparable to those otherwise obtainable by the Advisor.

An Advisory Client making such a designation also should understand that it may lose the possible advantage that non-designating Advisory Clients derive from aggregation of order for multiple Advisory Clients as a single transaction for the purchase or sale of a particular security because all or a portion of the Advisory Client-designated trades may be excluded from and executed subsequent to aggregated orders. An Advisory Client that makes such a designation should further understand that it may forego benefits from savings on execution costs that may otherwise be obtained, most notably by aggregating brokerage orders for accounts and that if a designated broker or dealer is not on the Advisor's approved list of brokers there may be additional credit and/or settlement risk. However, when appropriate, the Advisor will include in aggregate orders transactions for Advisory Clients that have made such a designation. In such cases, the executing broker will transfer the directing Advisory Client's portion of the aggregated order to the broker designated by the Advisory Client for that broker to clear and settle. The Advisory Client who directs the Advisor to use a specific broker may receive less efficient clearing and settlement on some transactions at least in part because the directed broker may provide less efficient service. In addition, such Advisory Client may not be able to participate in an allocation of shares of a new issue if those shares are sold by another broker.

### Trade Aggregation

Where appropriate, transactions for multiple Advisory Clients may be bunched for execution purposes, which will not ordinarily affect commissions charged and execution prices on such transactions. Specifically, the Advisor may effectuate bunched orders for multiple accounts according to a pre-determined allocation methodology whereby clients receive an average price and are assessed a fixed commission charge ranging between approximately \$.01 to \$.06 per share. Circumstances involving partial fills may arise whereby the Advisor may determine that, while it would be both desirable and suitable that a particular security or other investment be purchased or sold for more than one Advisory Client, there is a limited supply or demand for the security or other investment. In general, the Advisor seeks to aggregate trades when it has the opportunity to do so.

### Other

The Advisor will seek to allocate the opportunity to purchase or sell that security or other investment among such clients on an equitable basis, taking into consideration such factors as size of the portfolio, concentration of holdings, investment objectives and guidelines, tax considerations, purchase cost, and cash availability. The Advisor attempts to, but is not required to, assure equality of treatment among its clients receiving such allocation (including the opportunity to purchase or sell that security or other investment will be proportionally allocated among those clients according to any particular predetermined standards or criteria).

Because each Advisory Client has its own investment guidelines, objectives, and restrictions, a particular security may be bought for one or more Advisory Clients at a time when one or more clients are selling the same security. In such cases, when the Advisor believes it is appropriate and in accordance with applicable law and regulations, the Advisor may effect internal cross transactions between two or more Advisory Client accounts. The Advisor believes that such transactions can

benefit both accounts by effecting a transfer of securities from one account to another at a greatly reduced cost.

As part of this process, the Advisor may rebalance the investments in various accounts from time to time through cross trades, through separate market purchase and sales or both.

The Advisor generally will execute agency cross transactions only through an independent third party broker. Broker-dealers receive minimal or no compensation for this accommodation. The firm does not currently engage in agency cross transactions.

### **Item 13: Review of Accounts**

The portfolio of each Advisory Client is generally under continuous review by the Advisor. Responsibility for review of accounts lies with the portfolio manager, either James Hillary or Christopher Hillary, who typically reviews holdings for consistency with clients' investment objectives and limitations, if any. The Advisor's CCO, Anita Falicia reviews account information strictly for administrative and compliance purposes. In addition to the continuous review, the Partnerships and the Fund are subject to annual audits conducted by PricewaterhouseCoopers LLP. Separate Account Clients may receive additional information from the Advisor pursuant to their Advisory Agreements, usually including information that is generally related to holdings and transaction information. Investors in the Partnerships and the Fund will receive annual written audit reports following the completion of the PricewaterhouseCoopers LLP audit.

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

The Advisor has had and may have a bonus pool for its employees. The Advisor would consider several factors in determining the size and allocation of the pool, none of which is anticipated to be dispositive and none of which is anticipated to be evaluated using a strict mathematical formula. These factors would likely include, but would not be limited to, client referrals.

Although the Advisor does not currently enter into arrangements with third parties who solicit clients, from time to time the Advisor may enter into such arrangements. Any such arrangements would be pursuant to a written agreement consistent with Rule 206(4)-3 under the Investment Advisers Act of 1940. Appropriate disclosure would be provided to an investor prior to or at the time of entering into any advisory agreement. The costs of any such referral fees are anticipated to be paid entirely by the Advisor and are anticipated to be determined pursuant to terms that would be disclosed in the specific solicitation agreement and the solicitor's disclosure statement.

## Item 15: Custody

The Advisor is deemed to have custody of the assets for the Partnerships and the Fund due to the relationships between the Advisor and these clients as described in Item 4. Investors with assets in the Partnerships or the Fund typically receive a monthly account statement directly from HSBC Bank USA, the Administrator as of the date of this Brochure. Furthermore, as noted in Item 13 above, investors in the Partnerships and the Fund will receive annual written audit reports following the completion of the PricewaterhouseCoopers LLP audit. Although the Advisor does not typically supply investors with its own account statements, it may from time to time provide investors with account information upon request. The Advisor encourages investors to carefully review reports and account statements from HSBC Bank USA against any statements that may be issued from the Advisor, as statements may occasionally vary due to different accounting procedures, reporting dates, or valuation methodologies.

The Advisor does not have custody of the assets of any Separate Account Clients.



## **Item 16: Investment Discretion**

The Advisor has discretionary authority over the accounts of Advisory Clients. Please see Item 4 above for further details on the discretionary authority of the Advisor. The Advisor typically receives this discretionary authority pursuant to, and in accordance with the terms of, the investment advisory agreements and/or subscription agreements entered into by clients and investors.

## **Item 17: Proxy Voting**

The Advisor currently has authority to vote proxies for all Advisory Clients. The Advisor has adopted written proxy voting procedures. Under those procedures, the Advisor generally votes with management, except in certain circumstances. Any conflicts of interest that arise in the context of voting proxies are evaluated by our Chief Compliance Officer, and handled in accordance with how the Chief Compliance Officer deems appropriate, given consideration to the type and materiality of the conflict. A copy of the Advisor's proxy voting procedures is available upon request. Clients may obtain information about how the Advisor voted that client's proxies by contacting the Advisor in writing at its principal place of business.

## **Item 18: Financial Information**

Not Applicable