

Item 1 – Cover Page

GENESIS INVESTMENT ADVISORS LLC

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March 30, 2011

This Brochure provides information about the qualifications and business practices of Genesis Investment Advisors LLC (“Genesis”). If you have any questions about the contents of this Brochure, please contact us at 786-866-3770 or www.genesisia.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.

Genesis is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Genesis also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 30, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past, we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure, as necessary, based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Genesis Investment Advisors LLC's Chief Compliance Officer at 786-866-3770 or jose.avizzano@genesisia.com.

Additional information about Genesis is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Genesis who are registered, or are required to be registered, as investment adviser representatives of Genesis.

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Item 4 – Advisory Business

BRIEF DESCRIPTION

Genesis Investment Advisors LLC, a limited liability company was originally established in March 2000 as BSI Investment Advisors LLC, but in March 2005 became Genesis Investment Advisors LLC ("Genesis"). Genesis is incorporated in Delaware and domiciled in New York and Florida with its primary place of business in Coral Gables, FL. Genesis is 90% owned by RGP2 LLC, a privately held limited liability corporation.

ASSETS UNDER MANAGEMENT

As of February 28, 2011, Genesis has an approximate total of \$826,665,097.00 in assets under management. Approximately, \$618,510,385.00 is non discretionary and \$208,154,712.00 is discretionary.

ADVISORY SERVICES OFFERED

Genesis aims to assist each client to determine the best risk / return profile for each such client by analyzing his or her requirements, offering customized, personal, flexible solutions and duly implementing them.

The client is assisted by an account and / or portfolio manager in choosing the investment strategy most in line with the expected returns and acceptable risk level. Under normal market conditions, Genesis invests all or part of its clients' assets in portfolios of marketable securities and / or funds (on shore and offshore funds, including non registered funds and Hedge Funds). Genesis determines the appropriate allocation of clients' assets among various securities and funds reflecting different geographic and economic sectors. Non investment grade securities, including Emerging Markets securities, may be included in the investments recommended by Genesis. Such securities may be more price volatile and less liquid than investment grade securities. Genesis always strives to respect any client imposed restrictions on investing in certain securities or types of securities.

See Item 8 for Genesis' methods of analysis, investment strategies and potential risk of loss associated.

INVESTMENT TYPES

Genesis may invest clients' assets, but is not limited to, in the following types of investments:

- Equity Securities
- Corporate Debt Securities
- Commercial Paper
- Certificates of Deposit
- Mutual Fund Shares
- United States Government Securities
- Options Contracts on Securities and Commodities
- Futures Contracts on Intangibles
- Other High Quality Liquid Short Term Instruments
- See Item 8., Risk of Loss

WRAP FEE PROGRAMS

Genesis does not participate in wrap fee programs.

Item 5 – Fees and Compensation

All fees are subject to negotiation.

The specific manner in which fees are charged by Genesis is established in a client's written investment management agreement with Genesis. Genesis will generally bill its fees on a quarterly basis. Clients are generally billed in arrears, each calendar quarter based on the market value of the client's assets managed or advised by Genesis. Clients may elect to be billed directly for fees or to authorize Genesis to directly debit fees from client accounts at the custodians'. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Further, generally, Genesis does not accept prepaid fees. If however, prepaid fees are received all unearned fees will be refunded to the client in the event the advisory relationship is terminated.

Genesis's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Genesis' fee.

Clients agree to the terms of their fee calculation methodology in the investment management agreements with Genesis.

Item 12 further describes the factors that Genesis considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

DISCRETIONARY ACCOUNTS

The basic fee for discretionary accounts ranges from 0.45 % to 1.50% per annum computed on the balance of all account assets, including cash.

Generally, fees are paid in arrears on a quarterly basis for services performed during the previous three months and calculated on the combined market value of all the property in the client account, on the last day of each quarter..

For certain discretionary accounts, the average capital under management during the billable quarter is used as the basis for the computation of the fee.

For certain discretionary accounts, the market value used for the calculation is the average of the market value of the property, including cash, on the last day of each 3 months preceding the billing date and on the 13th work day of the month that the client is billed. The pricing used on the later date is the pricing on the work day before the 13th work day of the month. Work days are defined as per Switzerland's national holiday work schedule. . For further reference note the following:

- First quarter: December, January and February and client billed on March 31st.
- Second quarter: March, April and May and client billed on June 30th.
- Third quarter: June, July and August and client billed on September 30th.
- Fourth quarter: September, October and November and client billed on December 31st.

NON DISCRETIONARY ACCOUNTS

The basic fee for non discretionary accounts ranges from 0.08 % to 1.00 % per annum based on the market value of all the account assets, excluding cash.

Generally, compensation for managing non discretionary client accounts shall be paid in arrears on a quarterly basis for the previous three months, on the last day of each quarter.

For certain non discretionary accounts, the average capital under management during the billable quarter is used as the basis for the computation of the fee.

For some non discretionary accounts, fees are based on the market value of all account assets, excluding cash, as of the 10th work day before month end per Switzerland's national holiday work schedule with pricing based as of the end of the day before the aforementioned 10th work day prior to month end. The fee is applied for each month's market value during the quarter and averaged. Client billing occurs on the last day of each quarter. For said calculation purposes quarters and billing dates are defined as follows:

- First Quarter: January, February and March with client billing occurring on March 31st.
- Second Quarter: April, May and June with client billing occurring on June 30th.
- Third Quarter: July, August and September with client billing occurring on September 30th.
- Fourth Quarter: October, November and December with client billing occurring on December 31st.

The fee may be negotiable in the case of certain large accounts.

Item 6 – Performance-Based and Other Fees

In some cases, Genesis has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. Genesis will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Genesis shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for Genesis to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Genesis has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to

prevent this conflict from influencing the allocation of investment opportunities among clients.

COMBINATON OF ASSETS UNDER MANAGEMENT AND PERFORMANCE FEES

For some discretionary accounts, total compensation for account management may be a combination of assets under management and performance based fees.

For instance, a percentage (though it is subject to change, 25% may be considered a reasonable example) of the actual portfolio performance for the quarter in reference, as calculated by the custodian, in excess of the rate (pro-rated for the quarter in reference) set by the European Central Bank and valid at closing of business in London on the last day of the quarter in reference for its main refinancing operations (variable rate tenders – minimum bid rate). This portion of the fee cannot be negative and is calculated by applying a percentage of the excess performance as herein defined to all account property, including cash, market to market at the end of the last day of the quarter in reference. Accordingly, the variable fee portion aforementioned and the per annum fee portion comprise the total compensation for account management.

HOURLY FEES FOR NON DISCRETIONARY ACCOUNTS

For certain non discretionary accounts, Genesis may provide investment advice on an hourly basis. The current hourly fee is \$400.00 per hour and is billed on a quarterly basis. There shall be no prorating of the hourly fee. For example, whether a conversation lasts the full 60 minutes or only 10 minutes, the flat hourly fee charged shall be \$400.00. Additionally, our hourly rate shall apply not just for the communication of investment advice, but also for all research and other work conducted to formulate the advice given. Payment is due within 30 days of the date on the bill received. Our compensation may be changed at any time after giving you 30 days written notice.

MINIMUM FEES/FLAT FEES

For certain small nondiscretionary accounts, Genesis may impose a minimum fee threshold of \$125.00 per billing cycle and may negotiate a flat fee. Both minimum fees and flat fees are paid quarterly in arrears.

For certain small discretionary accounts, Genesis may impose a minimum fee threshold of \$3,000.00 per year, and may negotiate a flat fee. Flat fees are paid quarterly in arrears.

Item 7 – Types of Clients

Genesis provides portfolio management services to the following, but is not limited to them:

- Individuals
- High Net Worth Individuals
- Corporations
- Charitable Institutions
- Foundations

Each client account must have a minimum of \$500,000, unless waived by Genesis, and Genesis may impose a minimum fee for managing smaller accounts

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

METHOD OF ANALYSIS AND SOURCES OF INFORMATION

Generally, the methods of analysis, sources of information and investment strategies employed by Genesis are:

- Fundamental
- Technical

Additionally, the main sources of information and software tools Genesis uses include, but are not limited to:

- Research Materials Prepared by Others
- Electronic Financial Data delivery services such as Bloomberg LLP
- Portfolio Management Systems such as Advent Software Inc.
- Corporate Rating Services
- Annual Reports, Prospectuses, Filings with The SEC
- Company Press Releases
- Financial Newspapers and Magazines

INVESTMENT STRATEGIES

Genesis may implement, but is not limited to, the following types of strategies

- Long-Term Purchases (securities held at least one year)
- Short-Term Purchases (securities sold within one year)
- Trading (securities sold within 30 days)
- Short sales
- Margin Transactions
- Option Writing, Including Covered Options, Uncovered Options or spreading Strategies
- Hedging through Forwards and Futures transactions

RISK OF LOSS

As part of its investment strategy, Genesis may invest in non US bonds, non US equities, non investment grade securities, Eurobonds or similar securities, including Emerging Markets securities. Some of these securities may be illiquid and not have a readily available market.

• Risks Of High Yield Investing

Accounts may be invested in debt securities which are rated below investment grade (“lower-rated securities”, sometimes referred to as “high yield” or “junk bonds”) or which are unrated, but deemed equivalent to those rated below investment grade by Genesis. The lower the ratings of such debt securities, the greater their risks. These debt instruments generally offer a higher current yield than that available from higher-grade issues, but typically involve greater risk. The yields on high yield/high risk bonds will fluctuate over time. In general, prices of all bonds rise when interest rates fall and fall when interest rates rise. Lower-rated and unrated securities are especially subject to adverse changes in general economic conditions and to changes in the financial condition of their issuers. During periods of economic downturn or rising interest rates, issuers of these instruments may experience financial stress that could adversely affect their ability to make payment of principal and interest and increase the possibility of default. Genesis may have difficulty disposing of certain high yield bonds because there may be a thin trading market for such securities. To the extent that a secondary trading market for high yield bonds does exist, it is generally not as liquid as the secondary market for higher-rated securities. Reduced secondary market liquidity may have an adverse effect on market price and Genesis’ ability to dispose of particular issues.

Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of these securities especially in a market characterized by only a small amount of trading.

• Risks Of Global Investing

Global investing involves special economic and political considerations. Such considerations include changes in exchange rates and exchange rate controls (which may include suspension of the ability to transfer currency from a given country), currency devaluations, costs incurred in conversions between currencies, non-negotiable brokerage commissions, less publicly available information, different accounting standards, lower trading volume and greater market volatility, the difficulty of enforcing obligations in other countries, less securities regulation, different tax provisions (including withholding on dividends and interest paid to an account), war, expropriation, political and social instability, and diplomatic developments.

- **Risks Of Emerging Markets Investing**

Emerging market countries are those countries defined as “emerging markets” by certain entities such as the World Bank or the United Nations. Securities of many issuers in emerging markets may be less liquid and more volatile than domestic issuers. Emerging markets also have different clearance and settlement procedures, and in certain markets there have been times when settlements have been unable to keep pace with the volume of securities transactions, making it difficult to conduct such transactions. Delays in settlement could result in temporary periods when a portion of the assets of an account is uninvested and no return is earned thereon. The inability of an account to make intended security purchases due to settlement problems could cause an account to miss attractive investment opportunities. Inability to dispose of portfolio securities due to settlement problems could result either in losses to an account due to subsequent declines in value of the account securities or, if an account has entered into a contract to sell the security, in possible liability to the purchaser. Costs associated with transactions in foreign securities are generally higher than costs associated with transactions in US securities. Such transactions also involve additional costs for the purchase or sale of foreign currency.

Foreign investment in certain emerging market debt obligations is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment in certain emerging market debt obligations and increase the costs and expenses of an account. Certain emerging markets require prior governmental approval of investments by foreign persons, and/or impose additional taxes on foreign investors. These markets may also restrict investment opportunities in issuers in industries deemed important to national interests.

Certain emerging markets may require governmental approval for the repatriation of investment income, capital or the proceeds of sales of securities by foreign investors. In addition, if deterioration occurs in an emerging market’s balance of payments or for other reasons, a country could impose temporary restrictions on foreign capital remittances. An

account could be adversely affected by delays in, or a refusal to grant, any required governmental approval for repatriation of capital, as well as by the application to an account of any restrictions on investments.

Many emerging markets have experienced, and continue to experience, high rates of inflation. In certain countries, inflation has at times accelerated rapidly to hyperinflationary levels, creating a negative interest rate environment and sharply eroding the value of outstanding financial assets in those countries. Increases in inflation could have an adverse effect on an account's non-dollar denominated securities and on the issuers of debt obligations generally.

Individual foreign economies may differ favorably or unfavorably from the US economy in such respects as growth of gross domestic product, rate of inflation, capital reinvestment, resources, self-sufficiency and balance of payments position. The securities markets, values of securities, yields and risks associated with securities markets in different countries may change independently of each other.

Investment in sovereign debt can involve a high degree of risk. Holders of sovereign debt (including an account) may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities. There is no bankruptcy proceeding by which sovereign debt on which governmental entities have defaulted may be collected in whole or in part.

Additionally, there can be no assurance that an account's investment in Emerging Markets would not be expropriated, nationalized or otherwise confiscated.

Risk of Hedge Fund Investing

Hedge funds present special risks and disadvantages to the investor and in general carry a high degree of risk. A non exhaustive discussion of the potential risks and disadvantages associated with hedge funds includes engagement in leveraging and other speculative investment practices that may increase the risk of investment loss; a high level of illiquidity; the lack of required periodic pricing or valuation information; potential for complex tax structures and delays in the distribution of important tax information; potentially high fees; and the lack of regulatory requirements imposed upon mutual funds.

Further, no person should consider investing in a hedge fund more than he can comfortably afford to lose and there can be no assurance that any investment in a hedge fund will be successful or that its objectives will be attained. By nature investment in a hedge fund is speculative and suitable only for the investor who is aware of the risks involved.

Following are certain risks discussed within the context of hedge fund investing, but may also be applicable to Genesis's overall investment strategy and should be carefully digested with that in mind.

Investment Risks - Markets are speculative, prices are volatile and movements are difficult to predict. Supply and demand change rapidly and are affected by a variety of factors, including interest rates, merger activities and general trends in the overall economy or particular industrial or other economic sectors. A variety of factors that are inherently difficult to predict, such as domestic and international political developments, governmental trade and fiscal policies, patterns of trade and war or other military conflict also can have significant effects on the market. There may be only limited ability to vary an investment portfolio in response to changing economic, financial and investment conditions. Those risks may be enhanced significantly by the concentration of investments, a consequent lack of diversification and the potential that creates for volatility. No assurance can be given as to when or whether adverse events might occur that could cause significant and immediate loss in value of a portfolio. Even in the absence of such events, large losses may be acquired.

Hedge Fund Trading is Speculative and Volatile - Prices are highly volatile and a hedge fund's trades are purely speculative. No assurance can be made that such speculative trading will result in a profit or will not incur substantial losses.

Trading is Highly Leveraged - A hedge fund may trade securities on a leveraged or margined basis. Accordingly, a relatively small price movement may result in immediate and substantial loss to the investor. Although the use of leverage can substantially improve the return on invested capital, it also may increase any adverse impact to which the hedge fund's investment portfolio may be subject.

Short Sales- At times a hedge fund may engage in short sales in which it will sell a security it does not own in the hope of purchasing the same security at a later date at a lower price. The hedge fund will incur a loss as a result of a short sale if the price of the security increases between the date of the short sale and the date on which the hedge fund covers its short position (i.e., purchases the security to replace the borrowed security.) A hedge fund will realize a gain if the security declines in price between these dates. A short sale involves the theoretically unlimited risk of an increase in the market price of the security.

Markets and Securities Traded May Be Illiquid - At various times, the markets for securities purchased or sold may be illiquid, making purchase or sale of securities at desired prices or in desired quantities difficult or impossible.

Spread Trading and Arbitrage Trading May Involve Potential Risks -

Investment operations may involve spread positions between two or more securities position. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. Such positions, however, entail a substantial risk that the price differential could change unfavorably causing a loss to the spread position. The trading operations also may involve arbitrage between a security and its announced buy-out price or other forms or “risk arbitrage” between various securities. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. These offsetting positions entail substantial risk that the price differential could change unfavorably causing a loss to the position.

Currency and Exchange Rate Risks - Changes in currency exchange rates may affect the value of a hedge fund’s portfolio and the unrealized appreciation or depreciation of investments. Further, a hedge fund may incur higher brokerage commissions in connection with conversions between currencies as brokers are subject to risks during the conversion process. A hedge fund may seek to protect the value of some portion or all of its portfolio holdings against currency risks by engaging in hedging transactions, if available, cost effective and practicable. A hedge fund may enter into forward contracts on currencies as well as purchase put and call options on currencies. There is no certainty that instruments suitable for hedging currency shifts will be available as a hedge fund wishes to use them or that even if available the hedge fund will elect to utilize a hedging strategy.

Additional risks as discussed in greater detail in the topics Risks of High Yield Investing, Risks of Global Investing, Risks of Emerging Markets Investing and Special Risks Relating to Certain Investment Instruments may also be applicable to hedge fund investing and should be reviewed within that potential context also.

- **Special Risks Relating to Certain Investment Instruments**

Currency Forwards - Currency forwards may be purchased or sold in order to hedge the decline in value of securities or to invest in the currency of an Emerging Market country. The Genesis may enter into contractual obligations to purchase a specific currency at an agreed upon price for a specific date with a known counterparty. There is the risk that the counterparty will not be able to perform its obligation (counterparty risk).

Certificates of Deposit - Genesis may purchase certificates of deposit (CDs) issued by commercial banks that may be domiciled in an Emerging Market country, or through an offshore branch of such a bank. CDs may settle domestically with a local custodian or subcustodian or may settle via “Euroclear” (EuroCDs). CDs may be denominated in local

currency or in a major currency such as the U.S. dollar or Japanese Yen, or be linked to hard currency. CDs could be rated or unrated.

Commercial Paper/Medium Term Notes - Genesis may purchase commercial paper (CP) or medium term notes (MTNs) issued by a private sector enterprise domiciled in an Emerging Market country or through its offshore entity via a special purpose vehicle or note program. CP/MTNs may settle either domestically with a local custodian, in "Euroclear" (EuroCP or EuroMTNs), or in other major markets (such as Asian currency notes). CP/MTNs may be denominated in local currency or in a major currency such as the U.S. dollar, or be linked to a hard currency. CP/MTNs could be rated or unrated.

If a Foreign Currency Constraint Event happens where under certain circumstances an Issuer is restricted or prevented from paying the Specified Currency for amounts owing under the CDs, holders of CDs may elect to receive payment in the lawful currency of the pertinent country, i.e., Brazil. If a holder does not elect to receive payments in the lawful currency of the pertinent country, i.e., Brazil, after the termination of the Foreign Currency Constraint Event such holder will receive any payments in respect of the CDs in such Specified Currency. A Foreign Currency Constraint Event will not be deemed to be an event of default and holders of CDs containing a Foreign Currency Constraint provision shall have no recourse against the Issuer's assets and operations outside the pertinent country, i.e., Brazil, including, without limitation its assets and operations in another jurisdiction or country.

Structured Products - Genesis may purchase structured products in various forms.

Illiquid and Restricted Securities - The absence of a trading market can make it difficult to ascertain a market value for illiquid securities. Disposing of illiquid securities may involve time-consuming negotiation and legal expenses, and it may be difficult or impossible for an account to sell them promptly at an acceptable price.

Convertible Securities - While convertible securities generally offer lower yields than non-convertible debt securities of similar quality, their prices may reflect changes in the value of the underlying common stock. Convertible securities generally entail less credit risk than the issuer's common stock.

An account may be required to permit the issuer of a convertible security to redeem the security and convert it into the underlying common stock or the cash value of the underlying common stock. Thus, an account may not be able to control whether the issuer of a convertible security chooses to convert that security. If the issuer chooses to do so, this action could have an adverse effect on an account's ability to achieve its investment objectives.

Zero Coupon Securities - Zero coupon securities are subject to greater market value fluctuations from changing interest rates than debt obligations of comparable maturities that make current cash distributions of interest.

Derivatives - This includes, without limitation, forward currency contracts, swap contracts, financial futures, index options, etc.. The risks of derivatives include the possible default by the other party to the transaction, illiquidity and, to the extent Genesis view as to certain market movements is incorrect, the risk that the use of such derivatives could result in losses greater than if they had not been used. Use of put and call options may result in losses to an account, force the sale or purchase of account securities at inopportune times or for prices higher than (in the case of put options) or lower than (in the case of call options) current market values, limit the amount of appreciation an account can realize on its investments or cause an account to hold a security it might otherwise sell. The use of currency transactions can result in an account incurring losses as a result of a number of factors including the imposition of exchange controls, suspension of settlements or the inability to deliver or receive a specified currency. The use of options and futures transactions entails certain other risks. In particular, the variable degree of correlation between price movements of futures contracts and price movements in the related account position of an account creates the possibility that losses on the hedging instrument may be greater than gains in the value of an account's position. In addition, futures and options markets may not be liquid in all circumstances and certain over the counter options may have no markets. As a result, in certain markets, an account might not be able to close out a transaction without incurring substantial losses, if at all. Although the use of futures contracts and options transactions for hedging should tend to minimize the risk of loss due to a decline in the value of the hedged position, at the same time they tend to limit any potential gain which might result from an increase in value of such position.

Finally, the daily variation margin requirements for futures contracts would create a greater ongoing potential financial risk than would purchases of options, where the exposure is limited to the cost of the initial premium. Losses resulting from the use of derivatives would reduce net asset value, and possibly income, and such losses can be greater than if the derivatives had not been utilized.

Short Sales - At times a hedge fund may engage in short sales in which it will sell a security it does not own in the hope of purchasing the same security at a later date at a lower price. The hedge fund will incur a loss as a result of a short sale if the price of the security increases between the date of the short sale and the date on which the hedge fund covers its short position (i.e., purchases the security to replace the borrowed security.) A hedge fund will realize a gain if the security declines in price between these dates. A short sale involves the theoretically unlimited risk of an increase in the market price of the security.

Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Genesis or the integrity of Genesis' management. Genesis has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

OTHER FINANCIAL INDUSTRY ACTIVITIES

- Genesis is not actively engaged in a business other than giving investment advice.
- Genesis does not sell products or services other than investment advice
- The principal business of Genesis and its principal executive officers does not involve something other than providing investment advice.

AFFILIATIONS

Genesis and Genesis Fund Management LLC (“GFM”) are advisory affiliates and related persons both controlled and owned by RGP2, a holding company. To the extent that RGP2 owns both entities and clients of Genesis may invest in fund/s advised by GFM, an indirect benefit may be potentially inferred. Fees paid to GFM are as follows: Each feeder fund shall pay to GFM an annual management fee equal to 1.5% of the net assets attributable to each series of shares. Additionally, GFM shall also be entitled to receive an incentive fee of 10% per annum based on new appreciation in the net asset value per share over the one year LIBOR published by BBAM on the last business day of each calendar month. The funds are owned and controlled by RGP2 and GFM.

SERVICE AND OTHER AGREEMENTS

Genesis has entered into a service agreement with other entities, including client custodians, and may receive compensation from these entities for services provided. These services may include 1) general analysis regarding equities and emerging markets and 2) marketing services. Compensation to Genesis may be a percentage of assets under management or a fee based on billable time spent providing the service. Additionally, Genesis may enter into service agreements whereby other entities would be compensated for certain administrative and miscellaneous services rendered to Genesis.

Additionally, Genesis may advise its clients to invest in Investment Funds (including non registered offshore Funds). Genesis may be paid a finder's fee or an advisory fee in connection with such investments.

Genesis may receive an economic benefit from a non client for recommending a specific security (including mutual funds) to a client. Aside from research products and services

discussed in Item 12, the economic benefit may be in the form of retrocessions, commissions, finder's fees and the like.

In such instances, Genesis shall ensure that the recommendation leading to such economic benefit is in the client's overall best interest and that principles of best execution are followed. Item 11 – Code of Ethics, Participation or Interest in client Transactions and Personal Trading

CODE OF ETHICS

It is the policy of Genesis that all investment advisory services and related activities comply fully with the provisions of the Investment Advisers Act of 1940 ("Advisers Act") and the rules and regulations thereunder, and other applicable federal and state laws.

Genesis has a fiduciary duty to its clients. It is of the greatest importance that our clients never have reason to doubt their decision to place their faith and confidence in us. Any action that can cause that decision to be questioned jeopardizes the future of Genesis and its employees. If an employee becomes aware of any activities that he/she believes may be in violation of the law or the policies of Genesis, it is their responsibility to pass this information on to his/her supervisor or the Chief Compliance Officer.

The purpose of Genesis' Code of Ethics, wherein Genesis' Personal Securities Transactions Policy Statement is incorporated by reference, is to maintain high standards of ethical conduct for Genesis and its personnel. In so doing, this Code of Ethics addresses the following: STANDARD OF CARE, SUITABILITY, CONFIDENTIALITY, CONFLICTS OF INTEREST, SUPERVISORS' ROLES, PERSONAL SECURITIES TRANSACTIONS REPORTING REQUIREMENTS, GIFTS AND ENTERTAINMENT, OUTSIDE BUSINESS ACTIVITIES, INSIDER TRADING, PROHIBITED ACTIVITIES, and CONSEQUENCES OF CODE VIOLATIONS. Genesis' CODE OF ETHICS is available to all clients upon their request.

Any reference to Genesis' Code of Ethics below incorporates Genesis' Personal Securities Transactions Policy Statement also. All Genesis employees must acknowledge the terms of the Code of Ethics and Personal Securities Transactions Policy Statement at the beginning of their employment and annually thereafter.

Genesis anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Genesis has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Genesis, its affiliates and/or clients, directly or indirectly, may have a position of interest. Genesis' employees and persons associated with Genesis are required to follow Genesis' Code of Ethics. Subject to satisfying this policy and applicable

laws, officers, directors and employees of Genesis and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Genesis' clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Genesis will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Genesis' clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Genesis and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Genesis' obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Genesis will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

It is Genesis' policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Genesis will also not cross trades on an agency basis between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients.

Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Genesis will be granted discretionary or non discretionary authority to determine or recommend the securities to be purchased or sold for clients' accounts. In the case the client has granted non discretionary powers to Genesis, authorization to trade must be obtained from the client or authorized agent prior to the execution of the trade. This authorization will cover the specific securities to be traded and the price (or a price range) at which the trade may be executed for the client. This authorization may be conveyed to Genesis over the telephone (telephone conversations with traders may be recorded), by fax, electronic mail or any other means of communication as agreed from time to time.

An itemized statement is delivered to the client at least once every quarter. The statement shows the detail of the client' assets and all transactions executed during the period.

FACTORS CONSIDERED WHEN SELECTING BROKER DEALER

Genesis selects the broker/dealers who it believes can provide best execution of securities transactions. Generally, clients leave the selection of the broker/dealer to Genesis. However, occasionally, a client may direct Genesis to use a particular broker for a given trade or for certain client relationships. Genesis may recommend an entity for custody and/or brokerage services.

In selecting a broker/dealer for a transaction, Genesis uses its best judgment to choose the broker/dealer most capable of providing the services necessary to obtain the best available price and most favorable execution. The full range of brokerage and research services applicable to a particular transaction will be considered when making this judgment.

When more than one broker can offer the brokerage services needed to obtain the best available price and most favorable execution, Genesis may consider selecting those brokers that also supply research services of assistance to the Genesis. Nevertheless, consistent with Section 28(e) of The Securities Exchange Act of 1934, Genesis may pay commissions

to such brokers at a level that may be higher than those charged by other qualified brokers if Genesis determines in good faith that the amount of commission is reasonable in relation to the value of the brokerage and research services provided by the executing broker viewed in terms of Genesis' responsibilities to its clients. To a limited extent, Genesis may also obtain research and research-related services or products on a soft dollar basis outside of the conditions of Section 28(e) which cover discretionary advisory client relationships and brokerage arrangements, among other conditions.

In these instances, Genesis may direct brokerage transactions for non-discretionary client relationships to broker dealers providing or making available research services through others, i.e., third party research. Any such brokerage arrangements are also subject to Genesis' good faith determination that the commission amount is reasonable in relation to the value of the research services obtained consistent with Genesis' responsibilities to its clients. These research services and products provided by brokers to Genesis may include information on the economy, industries, political, tax and legal developments affecting the portfolio management, credit and risk analysis, asset classes and individual securities and quotation equipment, i.e, Bloomberg. Research obtained from such brokers may be used in servicing all or a portion of Genesis' accounts.

Not all such research may be used in connection with transactions to the broker providing such research. Additionally, for any "soft dollar" arrangements, Genesis periodically and regularly tracks, monitors and checks all transactions and commissions generated.

The investment approach of Genesis is that excellent analytical research is available outside from a large number of reliable sources. The resulting diversification of research sources allows Genesis to access a larger quantity of information than it could possibly analyze with its own resources. To the extent that brokerage and research services of value are provided by broker/dealers, Genesis may be relieved of some expenses that it might otherwise bear and it can better contain its costs. Genesis is under no obligation to direct a specific level of securities trades to broker/dealers in exchange for research; however, Genesis may enter into agreements with brokers to use commission dollars generated during the course of business transactions for payment of research services and products. It should be noted that the receipt of research is a function of maintaining an active relationship with broker/dealers furnishing such research.

CLIENT REFERRALS IN EXCHANGE FOR BROKER DEALER SERVICES

In selecting or recommending broker dealers Genesis does not consider whether a broker deal can provide Genesis or a related person with client referrals. At this time, Genesis does not have any agreements with broker dealers, either written or oral, relating to client referrals with any broker dealer.

CONFLICTS

It is important to note that a general concept behind the use of soft dollars is that the use of client brokerage commissions to obtain research or other products or services benefits Genesis because we do not have to produce or pay for the research, products or services.

Also, inherent in the use of soft dollars is the principle that there is an incentive for investment advisors, in general, including Genesis, to select or recommend a broker dealer based on the interest in receiving the research and or other products or services, rather than on the clients' interest in receiving the most favorable execution.

ITEMS PAID FOR BY SOFT DOLLARS

The only product or service aside from research that Genesis pays for via soft dollars is the Bloomberg service. Currently, Genesis "soft dollars" only 2 Bloomberg terminals and any fees associated with them.

The Bloomberg terminal is a computer system provided by Bloomberg L.P. that enables financial professionals to access the Bloomberg Professional service through which users can monitor and analyze real-time financial market data movements and place trades. The system also provides news, price quotes, and messaging across its proprietary secure network. Additionally, exchanges charge their own additional fees for access to real time price feeds across the terminal. These fees are paid through soft dollars.

DIRECTED BROKERAGE

Clients may direct Genesis to execute securities transactions through specific agents or broker-dealers. In such cases, the client shall negotiate the terms and arrangements for the account with the designated agent or broker-dealer and Genesis shall not seek better execution services or prices from other broker-dealers or be able to "bunch" clients' transactions for execution through other broker-dealers with orders for other accounts managed by Genesis. As a result, clients with directed brokerage may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for their account(s) than would otherwise be the case.

Genesis does not recommend, request or require that clients direct us to execute transactions through a specified broker dealer.

BUNCHED/AGGREGATED TRANSACTIONS

The procedures used by Genesis in effecting trades, particularly when on a "bunched" basis, are intended to ensure that Genesis does not favor one account over any other account and that investment opportunities are allocated, over time, in a fair and equitable manner.

Genesis may maintain “omnibus” accounts at various broker/dealers and custodian banks for the purpose of executing, clearing and settling transactions that are “bunched”, where appropriate, on a best execution basis.

Consistent with its duty of best execution, Genesis, from time to time, buys and sells securities on a “bunched” basis, allocating the securities among multiple client accounts.

Genesis’ policies regarding trade execution, including bunched transactions, include the following elements:

1. In performing its advisory function for its discretionary and non discretionary clients, Genesis may either determine or recommend investment decisions, respectively, for its clients. Each investment advisory client will receive individualized investment advice.
2. In considering suitable investments for its clients, Genesis may take into account whether a security is suitable to purchase for, or sell from, a given account based on various factors, including among other things, the client’s investment objectives and guidelines, investment strategies and any restrictions on the account asset size, tax concerns, accounting treatment and cash availability.
3. In determining how to allocate securities to or from each account, Genesis shall analyze sector weighting, portfolio composition of different classes or types of securities, credit quality, if applicable, and the ratio of cash to securities in the account.
4. In some instances, investments may be deemed suitable to purchase for, or sell from, more than one account. Genesis may bunch transaction orders for the purpose of obtaining best execution (which shall include the duty to seek best price). Only advisory clients’ transactions will be bunched within the omnibus accounts.
5. Each client that participates in a bunched order executed through the same broker will participate at the average share price for that security on that business day, with all transaction costs shared on a pro rata basis.
6. New issues shall be allocated among clients on a rotational basis with consideration given to investment guidelines and fund availability. In order to achieve an equitable allocation of IPO opportunities among suitable accounts, Genesis shall monitor on a periodic basis the accounts to which IPOs have been allocated with a view toward identifying other accounts for which it may be suitable to allocate a particular IPO which may become available in the future. Due to the unavailability of nondiscretionary account clients and the time sensitive nature of IPOs, attempts to make IPO recommendations to these accounts are often limited.
7. Prior to placing a transaction order for securities, including bunched transactions, in the primary market or market for initial public offerings, Genesis will determine the appropriate quantity to purchase for each account and document the amount of the order to be allocated to each account in a written statement (the “Allocation Form”). If the order is filled in its entirety, it will be allocated among clients in accordance

with the Allocation Form. In the event that a sufficient quantity is not received to satisfy an entire order, securities will be allocated on a pro rata basis based on the Allocation Form.

8. Prior to placing a transaction order for securities, including bunched transactions, in the secondary market, Genesis will determine and document on an Allocation Form the appropriate quantity to purchase or sell for each account. If the order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Form. In the event that a sufficient quantity is not purchased or sold to satisfy the transaction order, securities purchased or sold will be allocated on a pro rata basis based on the Allocation Form.
9. The pro rata formula will be subject to certain limited exceptions, including, but not limited to, the tax consequences or accounting treatment of a given transaction, portfolio restrictions on an account, client instructions regarding a particular transaction, or other investment guideline limitations on an account.
10. If an order cannot be bunched with other account orders because said order comes later in the day after pre-allocation has been determined, that order may be placed separately. This situation should occur infrequently and will be considered on a case by case basis, taking care that each client receives fair and equitable treatment.
11. If an order must be allocated in a manner different from that on the Allocation Form, all clients must receive fair and equitable treatment and the written rationale for the departure must be approved by Genesis' Chief Compliance Officer no later than one hour after the opening of the markets on the trading day following the day the order was executed.
12. Genesis shall receive no additional compensation or remuneration as a result of bunching transactions.
13. Genesis' books and records will separately reflect securities held by, or bought or sold for, client accounts.
14. Client funds and securities are deposited with Qualified Custodians and will not be held collectively any longer than is necessary to settle the purchase or sale.
15. Genesis may bunch transaction orders for its client accounts; however, in accordance with its fiduciary duty to its clients, Genesis will not seek to disadvantage one client account for the benefit of another client account.

Item 13 – Review of Accounts

Every account is assigned an Account Officer in charge of the relationship with the Client and making investment decisions for discretionary accounts, or making investment recommendations for non discretionary accounts. Account Officers may specialize in certain asset classes. There is no limit to the number of accounts assigned to them. The Account Officer is always a member of the Investment Management Committee ("IMC") and Discretionary, Custom and Large Accounts Committee. The accounts are reviewed on a continuous basis by the Account Officer. All relevant matters are reviewed including, but

not limited to, security attractiveness and changes in investment directions formulated by two aforementioned Committees. The Committees meet at least twice a month, but usually the IMC meets weekly. The Chief Executive Officer, Chief Investment Officer, Chief Strategist Officer, Account Officers and Trading Assistants are members of the Committees. The Chief Compliance Officer is invited to all meetings. At least each month, but usually every other week, the performance of all portfolios under discretionary mandates are reviewed to ensure that they are managed according to the firm's investment philosophy and that the portfolios are in compliance with the terms of the Investment Management Agreements and guidelines issued by the Committees. Additionally, a Compliance Meeting held by the Chief Compliance Officer is held at least two times per month where asset allocation and performance is specifically reviewed. Non discretionary accounts are reviewed on a rotational basis every other week and designed so that all non discretionary accounts are reviewed once per month. Deviations from asset class benchmarks are investigated and corrective actions decided.

Portfolio statements listing securities held, cash positions, market values and other information on the account are provided at least quarterly by the client's custodian and portfolio statements generated by Genesis are readily available to all clients upon their request.

Some clients request that all correspondence from Genesis to them (including all the reports on their investments) are to be retained by the client's Custodian. Although these clients have access to their mail at any time they may not be timely informed on the performance of their investments and the execution of their instructions by Genesis.

Item 14 – Client Referrals and Other Compensation

Genesis may enter into arrangements with third parties whereby Genesis will pay third parties who introduce clients to Genesis a portion of the advisory fee received by Genesis from such clients. Such arrangements are fully disclosed to clients in accordance with, and otherwise comply with, Rule 206(4)-3 under the Investment Advisers Act of 1940.

Item 15 – Custody

Genesis does not have custody of client accounts. However, clients' may agree that Genesis debit asset management fees directly from client accounts.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Genesis urges its clients to carefully review such statements and compare such official custodial records to the account statements that Genesis may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

See Item 13., Review of Accounts.

Item 16 – Investment Discretion

Genesis usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Genesis observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions are provided to Genesis in writing per the Investment Management Agreement between the client and Genesis.

Item 17 – Voting Client Securities/Class Actions/ Claims/Settlements/Proof of Claims

VOTING CLIENT SECURITIES

Genesis does not have proxy voting authority and does not vote proxies. However, from time to time, at a client's request and as a courtesy, Genesis may advise client on how to vote proxies. Should Genesis provide advice on voting proxies, Genesis shall disclose any material conflict to the clients receiving the advice.

CLASS ACTIONS/CLAIMS/SETTLEMENTS/PROOF OF CLAIMS

Unless the parties otherwise agree in writing, Genesis shall have no obligation or authority to take any action or render any advice to clients with respect to 1) class action claims, 2) settlements or 3) proofs of claims. Genesis does not provide legal services or advice.

Item 18 – Financial Information

Genesis has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Genesis only is registered with the Securities and Exchange Commission and is not a state registered adviser. However, Genesis does provide Florida with a notice filing.