



ASPEN PARTNERS

## Part 2A of Form ADV: Firm Brochure

Item 1 – Cover Page

### Aspen Partners, Ltd.

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March 31, 2011

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Date of Brochure

This Brochure provides information about the qualifications and business practices of Aspen Partners, Ltd. (“Aspen”). If you have any questions about the contents of this Brochure, please contact us by phone at (404) 879-5126 or by email at [cst@aspenpartners.com](mailto:cst@aspenpartners.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.

Aspen Partners, Ltd. 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 Aspen Partners, Ltd. also is available on the SEC’s Investment Adviser Public Disclosure (“IAPD”) website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as an IARD/CRD number. Aspen’s IARD/CRD Number is 135287.

## Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to Clients as required by SEC Rules. This Brochure dated March 31, 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 section 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 materials 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 Fiona Dyer, Vice President – Client Service, by telephone at (404) 879-5140 or (866) 277-3619, or by email at [cst@aspenpartners.com](mailto:cst@aspenpartners.com). Our Brochure is also available on our web site, [www.aspenpartners.com](http://www.aspenpartners.com), also free of charge.

Additional information about Aspen Partners, Ltd. is also available via the SEC’s web site, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Aspen who are registered, or are required to be registered, as investment adviser representatives of Aspen Partners, Ltd.

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## Item 4 – Advisory Business

### Firm Description and Principal Owners

Aspen Partners, Ltd. has been in business since 1996 and provides investment advisory services to pooled investment vehicles (“Funds”). Aspen is organized as an S-Corporation under the laws of the State of Delaware and became registered as an investment advisor with the SEC in 0000. The principal owners of Aspen are Kenneth E. Banwart, William Ware Bush and Bryan R. Fisher. Aspen’s Chief Compliance Officer is Adam Langley.

### Advisory Services

Aspen provides continuous and regular investment advisory services to Funds for which Aspen serves as managing member.

Typically, Aspen’s investment advisory services are provided to Funds which are organized as private placements exempt from registration under Regulation D of the Securities Act of 1933. However, Aspen may provide investment advisory services to registered investment companies, such as mutual funds, in the future as well.

Aspen currently provides advisory services to investment Funds utilizing two distinct investment strategies: managed futures and market-neutral equity trading. The managed futures strategy trades a diversified portfolio of futures, forward and options contracts on currencies, metals, financial instruments, stock indices, energy, and agricultural commodities through a so called “multi-advisor pool” structure whereby the Fund makes investments in other portfolio managers and commodity trading advisors. The market-neutral equity strategy trades a diversified portfolio of stocks, both long and short managed by an independent portfolio manager.

It is important to note that the term “Client” as defined by federal securities regulations refers to the Funds to which Aspen provides investment advisory services, not to the investors holding interests in such Funds. Aspen does not provide investment advisory services to individual investors. Throughout this document, the term “Client” and “Fund” are used interchangeably to refer to Funds to which Aspen provides investment advisory services. To avoid confusion, the term “Investors” is used to refer to investors in Aspen’s client Funds.

### Tailored Advisory Services

Aspen’s advisory services are provided pursuant to investment authority granted to Aspen under each Fund’s limited liability company agreement or operating agreement. Investment advisory services are typically provided on a discretionary basis. From time-to-time, Aspen may manage Funds on a non-discretionary basis. Funds may impose restrictions on the types of investments to be used in their portfolio. Generally, investment objectives and any investment restrictions are approved by the Client as a part of the investment advisory agreement.

## Wrap Fee Programs

Wrap fee programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions (typically acting as sponsors of the programs) and affiliated and unaffiliated investment advisers (or portfolio managers) through which the customers of such firms receive discretionary investment advisory, execution, clearing, and custodial services in a “bundled” form. In exchange for these “bundled” services, customers pay an all-inclusive – or “wrap” – fee determined as a percentage of the assets held in the wrap fee account.

Aspen does not participate in a wrap fee program.

## Assets Under Management

As of December 31, 2009, Aspen managed \$106,674,285 in Client assets on a discretionary basis and \$0 in Client assets on a non-discretionary basis.

## Item 5 – Fees and Compensation

Aspen receives compensation from each advisory Client (e.g. investment fund) in the form of administrative fees, management fees and incentive or performance-based fees, which are all calculated as a percentage of assets under management. Fees are negotiable with Client Funds and are initially established at the Funds’ inception.

Fee schedules for each of Aspen’s current investment advisory Clients are presented below.

### Aspen Diversified Fund LLC

The Aspen Diversified Fund LLC charges its investors fees based on the class of units held in the Fund and pays those fees directly to Aspen in exchange for its investment advisory services and administrative services. The fees per class are as follows:

	Class A	Class B	Class C	Class D	Class E
Management Fee	1.00%	1.00%	0.75%	1.00%	0.00%
Incentive Fees	10.00%	10.00%	7.50%	10.00%	0.00%
Administrative Fees	0.35%	0.35%	0.10%	0.70%	0.35%

The differences in fees attributable to each class are based on specific characteristics of each class such as minimum investment and other attributes. The fees for Aspen Diversified Fund LLC are not negotiable.

### Aspen Commodity Long/Short Fund LLC

The Aspen Commodity Long/Short Fund LLC charges its investors fees based on the class of units held in the Fund and pays those fees directly to Aspen in exchange for its investment advisory services and administrative services. The fees per class are as follows:

	Class A	Class B	Class C	Class D	Class E
Management Fee	1.00%	1.00%	0.75%	1.00%	0.00%
Incentive Fees	10.00%	10.00%	7.50%	10.00%	0.00%
Administrative Fees	0.35%	0.35%	0.10%	0.70%	0.35%

The differences in fees attributable to each class are based on specific characteristics of each class such as minimum investment and other attributes. The fees for Aspen Commodity Long/Short Fund LLC are not negotiable.

### Aspen Balanced Equity Fund LLC

The Aspen Balanced Equity Fund LLC charges its investors fees and pays those fees directly to Aspen in exchange for its investment advisory services. The Management Fee is 1.00% and the Incentive Fee is 20.00%. Fees for the Aspen Balanced Equity Fund LLC are negotiable and Aspen as the Managing Member of the Fund may waive or reduce fees at its discretion.

### Terms

Each Fund deducts the applicable fees from each investor's account under the terms of the Fund's offering document and subscription agreement. The authority granted to Aspen under each Fund's limited liability company agreement or operating agreement allows Aspen to deduct its fees directly from Fund assets in compliance with regulatory procedures.

Management fees are charged at the applicable annual rate on a monthly basis. Incentive fees are calculated based on net new profits and are accrued monthly and charged either monthly, quarterly or annually based on the Fund and the class of units. All fees are paid in arrears.

### Other Fees and Expenses

Each Fund pays its operating expenses consisting of organization and offering, legal, regulatory, registration, accounting, auditing, printing, mailing, administration, taxes, extraordinary expenses, and miscellaneous fees and expenses. Such operating expenses are allocated *pro rata* to investors.

Aspen'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, wire transfer and electronic fund fees, and other fees and taxes on brokerage

accounts and securities transactions. Such charges, fees and commissions are exclusive of and in addition to Aspen's fees, and Aspen shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Aspen considers in selecting or recommending broker/dealers for Fund transactions and determining the reasonableness of their compensation.

### **Compensation of Supervised Persons**

Aspen's sales and relationship management personnel may be compensated based upon a percentage of the revenue generated from assets in client investment Funds. This compensation is payable from Aspen advisory fees and not directly by the Client or any investor. The receipt of compensation for the promotion of Aspen products presents a conflict of interest and gives supervised persons an incentive to recommend investment products based upon the compensation received, rather than a Client's needs. Aspen addresses such potential conflicts of interest by a supervisory structure that reviews the suitability of each investment product for a prospective investor. An investor could purchase certain of Aspen's Fund products through an unaffiliated entity, although the cost to the Client would likely be greater than if the product were purchased directly through Aspen.

### **Item 6 – Performance-Based Fees and Side-by-Side Management**

Rule 205-3 of the Investment Advisers Act of 1940 permits a registered investment adviser to enter into a performance fee agreement with certain sophisticated Clients who have the capacity to bear the potential additional risks of such a fee arrangement. An adviser can rely on Rule 205-3 only if the performance fee agreement is with "eligible" Clients. Eligible clients are defined in the Rule as natural persons and companies that have *either* at least \$750,000.00 under management with the Adviser immediately after entering into a performance fee agreement *or* a net worth at the time the agreement is entered into in excess of \$1.5 million.

Consistent with the parameters of the Rule, Aspen receives incentive or performance fee compensation from its Clients. This creates a conflict of interest for Aspen. Performance-based fee arrangements may create an incentive for Aspen to favor investments where Aspen receives the greatest management and incentive fee. In addition, Aspen has an incentive to engage in trading which may be riskier or more speculative than those which would be recommended under a different fee arrangement in order to maximize such performance-based incentive fees. Aspen 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.

## Item 7 – Types of Clients

Aspen provides investment advisory services to Funds which are organized as private placements exempt from registration under Regulation D of the Securities Act of 1933 and for which Aspen serves as managing member. Such Funds may also be referred to as affiliated private Funds.

Aspen generally does not require an annual minimum fee or asset level for investment advisory services.

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

### Managed Futures

Aspen's managed futures trading strategy seeks to achieve capital appreciation through investments in a diversified portfolio of futures, forward and option contracts on currencies, metals, financial instruments, stock indices, energy and agricultural commodities. Clients will invest assets in other investment funds or separately managed accounts traded by independent Commodity Trading Advisors ("CTAs") or other Portfolio Managers.

The Portfolio Managers may rely on either technical or fundamental analysis or a combination of the two in making trading decisions and attempting to identify and exploit price trends. Portfolio Managers will attempt to structure portfolios of liquid futures contracts including (but not limited to) stock index, global currency, interest rate, metals, energy and agricultural futures markets. Market selection may be based on the liquidity or legal constraints, market conditions or data reliability of the market, depending on the Portfolio Manager's internal policies. Portfolio Managers may trade either on the long or short side of the market, often on a 24-hour basis, and generally have more volatile performance than many traditional investments, such as stocks and bonds. However, managed futures investments are generally not correlated with the returns of traditional long-only equity or fixed income investments.

### *Trading Program*

Forward and futures traders generally may be classified as either systematic or discretionary. A systematic trader generally will rely to some degree on judgmental decisions concerning, for example, which markets to follow and trade, when to liquidate a position in a contract that is about to expire and how heavy a weighting a particular market should have in a portfolio. However, although these judgmental decisions may have a substantial effect on a systematic trading advisor's performance, the trader relies primarily on trading programs or models that generate trading signals. The systems used to generate trading signals themselves may be changed from time to time, but the trading instructions generated by the systems are followed without significant additional analysis or interpretation. Discretionary traders on the other hand – while they may use market charts, computer programs and compilations of quantifiable information to assist them in making trading decisions – make trading



decisions on the basis of their own judgment and trading instinct, not on the basis of trading signals generated by any program or model.

Aspen may recommend investment of Fund assets with Portfolio Managers who may be either systematic traders or discretionary traders.

In addition to being distinguished from one another on the basis of whether they are systematic or discretionary traders, Portfolio Managers also are distinguished as relying on either technical or fundamental analysis, or on a combination of the two.

Technical analysis is not based on the anticipated supply and demand of a particular commodity, currency or financial instrument. Instead, it is based on the theory that the study of the markets themselves will provide a means of anticipating the external factors that affect the supply and demand for a particular commodity, currency or financial instrument in order to predict future prices. Technical analysis operates on the theory that market prices at any given point in time reflect all known factors affecting supply and demand for a particular commodity, currency or financial instrument.

Fundamental analysis, in contrast, is based on the study of factors external to the trading markets that affect the supply and demand of a particular commodity, currency or financial instrument in an attempt to predict future prices. Such factors might include the economy of a particular country, government policies, domestic and foreign political and economic events, and changing trade prospects. Fundamental analysis theorizes that by monitoring relevant supply and demand factors for a particular commodity, currency or financial instrument, a state of current or potential disequilibrium of market conditions may be identified that has yet to be reflected in the price level of that instrument. Fundamental analysis assumes that the markets are imperfect, that information is not instantaneously assimilated or disseminated and that econometric models can be constructed that generate equilibrium prices that may indicate that current prices are inconsistent with underlying economic conditions and will, accordingly, change in the future.

Aspen generally recommends investment of Fund assets with Portfolio Managers utilizing both types of analysis – technical analysis and fundamental analysis.

Trend-following traders gear their trading approaches towards positioning themselves to identify and follow major price movements. In contrast, market forecasters attempt to predict future price levels without relying on such trends to point the way, scalpers attempt to make numerous small profits on short-term trades, and arbitrage traders attempt to capture temporary price imbalances between inter-related markets. Trend-following traders assume that a majority of their trades will be unprofitable. Their objective is to make a few large profits, more than offsetting their numerous but smaller losses, by successfully identifying and following major trends. Consequently, during periods in which no major price trends develop in a market, a trend-following advisor is likely to incur substantial losses.

Aspen recommends investing Fund's assets with Portfolio Managers who may be either trend-following or market forecasters with a significant allocation to trend-followers.

## Market-Neutral Equity

Aspen's market-neutral equity strategy seeks to achieve steady long-term returns that are largely independent of market direction (as represented by the Russell 3000 Index) and to lower investment risk by investing in a diversified public equity portfolio.

The strategy seeks to fulfill its objective by implementing a systematic investment process, which utilizes a short stock portfolio to hedge the downside risk of a long portfolio. The strategy generally aspires to be market neutral, investing approximately equal dollar amounts long and short at all times in an attempt to cancel out the influence of broad market movements on its portfolio. Investments are made primarily in the common stocks of small, medium, and large capitalization U.S. companies.

The investment process is built upon the belief that superior investment results can be achieved through a quantitative approach that removes the subjective nature of the decision making process inherent in most conventional approaches to asset management. The process uses a series of quantitative models based on empirical research and testing of the relationship between consensus earnings estimates and equity price movements. A proprietary model continuously monitors approximately eight thousand stocks in five key areas:

- (1) Trend of earnings estimates – a measure of the recent trend of consensus estimates by the analyst community.
- (2) Rate of change of earnings estimates – a measure of the strength of the trend in earnings estimates.
- (3) Level of agreement in analysts' estimates – a measure of the level of understanding the analyst community has of the company's business.
- (4) Dispersion of analysts' estimates – a measure of the variability of earnings estimates.
- (5) Earnings surprises normalized by history and industry – identifies companies that exceed or miss consensus earnings estimates.

A proprietary model uses the above drivers to compute a score for each stock. A universe construction model further reduces the universe to equities that respond with significant leverage to the drivers. The final portfolio is made up of three distinct components:

- (1) A small capitalization core component with roughly 50 stocks long and 50 stocks short.
- (2) An all capitalization growth component with roughly 50 stocks long and 50 stocks short.
- (3) An all capitalization value component with roughly 50 stocks long and 50 stocks short.

The positions in the investment portfolio will be targeted to have the following characteristics. The portfolio will consist largely of small cap stocks, mid and large cap value stocks, and mid and large cap growth stocks, and is targeted to be sector and industry neutral. The strategy strives to be fully invested while maintaining cash neutrality, with approximately 150 long positions and 150 short positions. There is no guarantee that the portfolio will be able to match these characteristics precisely while at the same time maintaining consistency with the Company's investment objective and strategy.

## Risk

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

The primary risk for each strategy is the risk of loss of capital. The underlying sources of this risk are: *volatility risk* (risk of large swings and reversals in markets, the lack of such volatility which is necessary for some trading systems to effectively trade, and the timing of trades), *market risk* (inadequate liquidity in a given market, the inherent leverage of futures trading, and risks associated with trading on some foreign markets) and *business risk* (operational risk inherent in the business or in third-parties on which the strategy relies that could result in economic losses that threaten its viability as a going concern or the sustainability of its economic profits). Aspen seeks to mitigate these sources of risk by applying the investment process described above to produce a diversified portfolio that consistently possesses superior diversification characteristics.

A more detailed discussion of risk factors of each strategy can be found in the offering documents of each Fund utilizing the strategies described above.

## Item 9 – Disciplinary Information

### Managed Futures

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Aspen or the integrity of Aspen's management. Aspen has had no material disciplinary events.

## Item 10 – Other Financial Industry Activities and Affiliations

In addition to its registration as an investment adviser, Aspen is also registered with the Commodity Futures Trading Commission ("CFTC") as an Introducing Broker and a Commodity Pool Operator and is a member of the National Futures Association ("NFA").

Frontier Solutions LLC (“Frontier”), a wholly-owned subsidiary of Aspen, is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (“FINRA”). Funds to which Aspen provides investment advisory services are marketed through Frontier.

#### **Item 11 – Code of Ethics**

Aspen has adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Aspen must acknowledge the terms of the Code of Ethics annually, or as amended.

Aspen anticipates that, in appropriate circumstances, consistent with Clients’ investment objectives, it will cause accounts over which Aspen has management authority to effect, and will recommend to investment advisory Clients or prospective Clients, the purchase or sale of investments in which Aspen, its affiliates and/or other Clients, directly or indirectly, have a position of interest. Aspen’s employees and persons associated with Aspen are required to follow Aspen’s Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Aspen and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Aspen’s Clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Aspen 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 Aspen’s 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 to reasonably prevent conflicts of interest between Aspen and its Clients.

It is Aspen’s policy that the firm will not affect any principal or agency cross securities transactions for Client accounts. Aspen will also not cross trades 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**

Aspen has full and complete discretion and authority to manage and direct the investment and reinvestment of Clients' assets managed on a discretionary basis. The investment management agreements between Aspen and the Funds provide for broad discretion in this regard, limited only by a Fund investor's ability to withdraw from such Fund.

The third-party investment managers employed by Aspen select the brokers through which they trade. In selecting brokers to effect portfolio transactions, Aspen and investment managers will generally seek best execution after considering such factors as the ability of the brokers to effect the transactions, the brokers' facilities, reliability and financial responsibility and the provision for payment (or the rebate to the Fund for payment) of the cost of property or services. Aspen and investment managers need not, however, solicit competitive bids and do not have an obligation to seek the lowest available commission cost.

Aspen may consider a broker/dealer's referrals of investors to a Fund or the potential for future referrals. In some cases the transaction compensation paid might be higher than that obtainable from another broker/dealer who did not provide (or undertake to provide) referrals, although Aspen will seek to avoid such a result. Awarding transaction business to broker/dealers in recognition of past or future referrals may involve an incentive for Aspen to cause a Fund to effect more transactions through a referring broker than it might otherwise in order to stimulate more referrals or to compensate for such referrals.

#### **Item 13 – Review of Accounts**

Client accounts are monitored on a daily basis by principals and employees of Aspen.

Aspen has engaged a third-party administrator, NAV Consulting, Inc., to perform monthly accounting and investor reporting functions for Client accounts. Final reviews of accounting and associated reports are conducted by Deborah H. Terry, Chief Financial Officer of Aspen.

Annual audits of Client accounts are performed by Williams, Benator, & Libby LLP or PMB Helin Donovan, LLP.

Clients (and investors in client Funds) receive a monthly statement or other similar communication with unaudited results of the relevant Fund's monthly performance. Performance reviews for each Fund are also available to Fund investors, which include total Fund performance and manager commentary, if any. Fund investors also receive annual audited financial statements for the relevant Fund.

Investors in the Aspen Diversified Fund LLC, a pooled investment vehicle for which Aspen provides investment supervisory services, may also view quarterly reports on Form 10-Q, annual reports on Form 10-K, and current reports on Form 8-K, if required, on the Security and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

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

Not applicable.

#### **Item 15 – Custody**

Clients should receive at least quarterly (and in most cases, monthly) statements from the broker dealer, bank or other qualified custodian that holds and maintains Client's investment assets. Aspen urges each Client to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

In addition, each Client account is audited by an independent public accountant registered with the Public Company Accounting Oversight Board ("PCAOB") at least annually. Copies of the audited financial statements are delivered to investors in each Fund within 120 days of the Fund's fiscal year-end.

#### **Item 16 – Investment Discretion**

Under the provisions of each Client's limited liability company agreement or operating agreement, Aspen, as managing member to the Fund, holds discretionary authority from the Client to select the identity and amount of investments 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, Aspen observes the investment policies, limitations and restrictions of the Clients for which it advises. In some cases, Aspen's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

## Item 17 – Voting Client Securities

Aspen, as a matter of policy and as a fiduciary to our Clients, has responsibility for voting proxies for portfolio securities consistent with the best economic interests of the Clients. In voting proxies, Aspen is guided by general fiduciary principles. Our goal is to act prudently, solely in the best interest of the Funds we advise and their investors.

Our firm maintains written policies and procedures as to the handling, research, voting and reporting of proxy votes. Aspen attempts to consider all factors of its vote that could affect the value of securities held by an investment fund. Aspen votes proxies, or withholds such votes, in the manner that it believes is consistent with efforts to achieve an investment fund's stated objectives, including maximizing portfolio values.

Client investment funds may specify voting guidelines for proxies of securities held in the Fund's portfolio. Absent such guidelines, Aspen will vote proxies in a manner consistent with the best interest of the Fund and Fund participants.

Generally, Aspen will support management initiatives if it appears that management is reasonable and that the proposals are not detrimental to the long-term value of the investment. However, Aspen will review all proxies in accordance with the general principles described above and, in light of its review of facts and circumstances it deems relevant, may at times not support existing management proposals. Moreover, if, after careful consideration, Aspen believes that management's positions may not be supported consistently, Aspen will consider whether to sell the Fund's interest in that company. Due to the time and resources required to assess the impact of various proxy matters on a company's value, Aspen generally will not vote proxies for companies in which it holds an interest that equals less than 5% of an investment Fund's total portfolio, but will maintain documentation of any proxies that are not voted by the firm. In addition, Aspen may at times delegate proxy voting responsibilities to investment managers of Client investment funds after we have reviewed and are satisfied with the investment manager's own proxy voting policy.

Aspen follows procedures that are designed to identify conflicts or potential conflicts that could arise between its own interests and those of its investment Funds. If it is determined that any such conflict or potential conflict is not material, Aspen may vote proxies notwithstanding the existence of the conflict. If it is determined, however that a conflict of interest or potential conflict of interest is material, Aspen's Chief Compliance Officer will work with appropriate personnel to agree upon a method to resolve such conflict before voting proxies affected by the conflict.

Clients and investors may obtain a copy of Aspen's complete proxy voting policies and procedures upon request. Clients may also obtain information from Aspen about how Aspen voted any proxies on behalf of their account(s).

**Item 18 – Financial Information**

Registered investment advisers are required to provide Clients with certain financial information or disclosures about the adviser's financial condition. Aspen has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of any bankruptcy proceeding.