

## **PART 2A OF FORM ADV: FIRM BROCHURE**

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**This brochure provides information about the qualifications and business practices of Linden Advisors LP (“Linden” or the “Adviser”). If you have any questions about the contents of this brochure, please contact us at 646-840-3500 and/or [cjarvis@lindenlp.com](mailto:cjarvis@lindenlp.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about Linden also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Linden is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). SEC registration does not imply a certain level of skill or training.**

## **ITEM 2 – MATERIAL CHANGES**

Linden is updating its Brochure as of March 30, 2013, as part of its annual amendment filing. The following is a summary of the material changes made since Linden last submitted its filing of its Brochure on March 29, 2012:

- We established a Hong Kong subsidiary, Linden Advisors (HK) Limited (“Linden HK”), which was issued a Type 9 (Asset Management) License by the Hong Kong Securities and Futures Commission on January 22, 2013. Linden HK has an office at Suite 1002 10<sup>th</sup> Floor, ICBC Tower 3 Garden Road, Central Hong Kong. As our subadvisor, Linden HK provides discretionary trading and research services relating primarily to Asian and Australian securities. Linden HK is wholly owned by Linden Advisors (Cayman) Ltd. which in turn is wholly owned by Linden.
- With respect to new investments, we re-opened in January 2013 the offering of the lower fee class (management fee of 1.25% / incentive fee of 15% with LIBOR hurdle) on a case by case basis while at the same time retaining the option to offer the higher fee class (1.5% / 20% (no hurdle)). As of February 2013, all investments in the Domestic Fund and Offshore Fund of the higher fee class had been converted into investments of the lower fee class.
- We also made certain clarifying amendments to the Brochure.

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## ITEM 4 – ADVISORY BUSINESS

Linden provides discretionary investment advisory services to private investment funds (each a “Fund”) and separately managed accounts (the “Accounts”; together with the Funds, the “Advisory Clients”). The Funds are open only to certain financially sophisticated and high net-worth individuals and entities, as more fully discussed in Item 7.

Linden was founded in May 2003 by four leading members of the JP Morgan U.S. Arbitrage Desk, which is JP Morgan’s proprietary trading group focused on convertible and credit arbitrage strategies. The Funds began trading operations in August 2004. Linden has over thirty employees with skill sets, among other areas, in trading, fundamental and legal research, quantitative analysis, and operational and systems expertise.

The Funds pursue their investment strategy through a master-feeder fund structure consisting of:

- Linden Investors LP, a Delaware limited partnership (the “Domestic Fund”);
- Linden International Ltd, a Bermuda exempted mutual fund company (the “Offshore Fund”); and
- Linden Capital LP, a Bermuda exempted limited partnership (the “Master Fund”).

An affiliate of Linden, Linden GP LLC (the “General Partner”), is the general partner of the Domestic Fund and Master Fund.

Incorporated in Hong Kong in July 2012, Linden Advisors (HK) Limited (“Linden HK”) was issued a Type 9 (Asset Management) License by the Hong Kong Securities and Futures Commission on January 22, 2013. Linden HK has an office at Suite 1002 10<sup>th</sup> Floor, ICBC Tower 3 Garden Road, Central Hong Kong. As a subadvisor to Linden, Linden HK provides discretionary trading and research services relating primarily to Asian and Australian securities. Linden HK is wholly owned by Linden Advisors (Cayman) Ltd. which in turn is wholly owned by Linden.

The principal owner of Linden is Linden Hld LLC, which is wholly-owned by Siu Min (Joe) Wong, Linden’s Chief Executive Officer and Senior Portfolio Manager.

Linden provides investment advisory services to pooled investment vehicles operating as private investment funds and to three separately managed accounts (the “Accounts”). The Accounts are a segregated portfolio company with limited liability formed under the laws of the Cayman Islands, a unit trust established under the laws of Ireland and a public limited liability company organized under the laws of Ireland.

Linden has broad and flexible investment authority in pursuing the investment programs of the Advisory Clients.

The investment objectives and strategy of the Funds are set forth in a confidential private offering memorandum. The Account holders have individually negotiated the objectives and strategy of the Accounts, which are set forth in an agreement between the Account holder and Linden (the “Account Agreements”).

Linden specializes in the following three strategies:

1. convertible bonds;
2. credit; and
3. equity volatility.

Linden employs a flexible, multi-strategy investment approach which stresses inter-disciplinary cooperation and teamwork and aims to deliver market neutrality, capital preservation and positive risk-adjusted returns. The Funds have a diversified portfolio of more than 100 individual names. Exposure is spread across sectors, regions and maturities amongst other factors. The Fund's policy is to, where feasible, remain equity and interest rate neutral.

Linden neither tailors its advisory services to the individual needs of investors in the Funds ("Investors"), nor accepts Investor-imposed investment restrictions. The advisory services Linden provides to the Accounts are tailored to the Account holder's needs and are set forth in the Account Agreements. The strategies utilized by Linden with respect to the Accounts differ in certain respects from those utilized by Linden with respect to the Funds. In addition, the Accounts have imposed restrictions on investing in certain securities and types of securities.

Additional separately managed accounts may be established in the future when deemed appropriate for a large or strategic investor.

Linden does not participate in wrap fee programs.

As of December 31, 2012, Linden managed approximately \$2,430,069,000 of "Regulatory Assets Under Management" (as defined by the SEC), all on a discretionary basis.

## ITEM 5 – FEES AND COMPENSATION

The fees applicable to Investors are set forth in detail in each Fund's respective offering documents. A brief summary of those fees is provided below.

### Domestic Fund

The Domestic Fund pays Linden a monthly management fee equal to  $1/12^{\text{th}}$  of 1.25% (1.25% annualized) of the aggregate amount of the capital accounts of the limited partners of the Domestic Fund, payable on the first business day of each month..

The General Partner is generally entitled to 15% of the net capital appreciation of the Domestic Fund as an incentive allocation, on a high water mark basis and subject to a hurdle. Net capital appreciation generally includes both realized gains and losses and unrealized appreciation and depreciation of securities held in the Domestic Fund's portfolio. Generally, any net capital depreciation in a fiscal year allocated to any limited partner is carried forward so that no incentive allocation is charged to such limited partner unless the losses have been recouped, subject to certain adjustments, as more fully described in the Domestic Fund's offering memorandum.

With respect to new investments, the General Partner may decide to offer the above-described fee class or offer a higher fee class (with management fee of 1.5% and incentive fee of 20% with no hurdle).

The General Partner has the right to waive or impose different fees or otherwise modify the fee arrangements of an existing limited partner with the consent of such limited partner. In addition, the General Partner reserves the right to impose different fees on future limited partners.

### Offshore Fund

The Offshore Fund pays Linden a monthly management fee equal to  $1/12^{\text{th}}$  of 1.25% (1.25% annualized) of the net asset value ("NAV") of each series of shares of the Offshore Fund, payable on the first business day of the month.

At the end of the Offshore Fund's fiscal year, Linden receives an incentive fee from the Offshore Fund of 15% of the net realized and unrealized appreciation in the NAV of each series of shares of the Offshore Fund, on a high watermark basis and subject to a hurdle. An incentive fee will only be paid with respect to the net realized and unrealized appreciation in the NAV of a series of shares (before any accruals for incentive fees and after adjusting for any increase in the NAV of a series due to the issuance of new shares of such series during the applicable period) in excess of the "Prior High NAV" of such series of shares. The Prior High NAV of a series of shares is the NAV of that series immediately after the payment of the last incentive fee with respect to such series. The Prior High NAV of a series will be reduced pro rata for interim-year redemptions of shares of such series.

With respect to new investments, Linden may decide to offer the above-described fee class or offer a higher fee class (with management fee of 1.5% and incentive fee of 20% with no hurdle).

The board of directors for the Offshore Fund reserves the right to waive or impose different fees or otherwise modify the fee arrangements of an existing Offshore Fund Investor with the consent of such Investor. In addition, the board of directors for the Offshore Fund reserves the right to impose different fees on future Offshore Fund Investors.

It should be noted that Linden's affiliates invest in the Funds and generally do not pay fees.

The Account Agreements were individually negotiated and Linden receives the type of fees that are substantially similar to the type paid by the Funds (i.e., fees based on assets under management and performance), and the method for compensation is set forth in such account agreements. The Account holders are generally billed monthly or quarterly for fees based on assets under management- and are generally billed annually for fees (when applicable) based on performance.

Linden deducts fees from Investor assets in the Funds. Investors do not have the ability to choose to be billed directly for fees. Management Fees are generally deducted monthly in advance and performance-based fees (if applicable) are generally deducted annually.

The Funds are responsible for, among other things, brokerage and transaction costs. Please refer to Item 12.

The Funds compensate the Administrator for such customary fees for its services as Linden (or the General Partner) negotiates from time-to-time.

The Offshore Fund compensates members of its board of directors, except for members who are affiliated with Linden, for services to the Offshore Fund and also reimburses the board of directors for reasonable expenses incurred on behalf of the Offshore Fund or in carrying out their obligations to the Offshore Fund.

The Funds bear their own organizational, operating and other expenses of any nature related to the business of the Funds. The Domestic Fund and Offshore Fund also bear a pro rata share of the Master Fund's expenses that include, but are not limited to:

- trading and investment related expenses;
- fees to third-party providers of portfolio risk management services;
- audit, legal and other professional and administrative fees and expenses;
- travel and lodging expenses relating to portfolio investments or contemplated portfolio investments; and
- other similar and extraordinary expenses.

Investors bear a pro rata share of Fund expenses.

As noted, above, management fees paid by Investors are generally charged monthly in advance, as of the first day of each month.

Generally, Investors may withdraw/redeem all or a portion of their capital from a Fund as of the last day of each calendar quarter, on at least 65-days' prior written notice to Linden. Each Fund's governing documents specifies how soon an Investor's withdrawal/redemption will take effect after notice is received. In each case, withdrawals/redemptions will be subject to significant conditions and restrictions, which are set forth in the relevant Fund's governing documents. Such conditions, restrictions, and limitations may include, without limitation:

- The condition that withdrawal/redemption requests be properly submitted in accordance with the relevant Fund documents and in a timely manner;
- The condition that any "lock-up period" applicable to the shares or interests has expired;

- The calculation of net asset value, or the ability of Investors to withdraw/redeem have not been suspended (in whole or in part) by the General Partner (in the case of the Domestic Fund) or Linden (in the case of the Offshore Fund);
- Restrictions on the timing of withdrawal/redemption payments;
- Limitations on the amount paid to a withdrawing/redeeming Investor due to a “gate,” hold backs or reserves for certain Fund liabilities, and contingencies, among others; and
- Limitations on the method of withdrawal/redemption payments (i.e., in cash or in kind or distributed to a liquidating trust).

The Accounts pay management fees either monthly or quarterly in arrears, as set forth in the respective Account Agreement.

**It is critical that Investors and the Account holders refer to the relevant confidential private offering memorandum, Account Agreements, and other governing documents for a complete understanding of how Linden is compensated for its advisory services and the fees they will pay. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.**



## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described in Item 5 above, Linden (or an affiliate of Linden) may receive performance-based compensation from the Funds and Accounts. All Advisory Clients are subject to performance-based fees.

It should be noted that the possibility that Linden (or an affiliate of Linden) could receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for Linden to effectuate larger and more risky transactions than would be the case in the absence of such form of compensation. Since the performance-based fees are calculated on a basis that includes unrealized appreciation of Advisory Client assets, such allocation may be greater than if it were based solely on realized gains. Investors are provided with clear disclosure as to how performance-based compensation is charged with respect to a particular Fund and the risks associated with such performance-based compensation prior to making an investment.

Linden recognizes that it is a fiduciary and as such must act in the best interests of the Advisory Clients. Further, Linden recognizes that it must treat all Advisory Clients fairly and must refrain from favoring one Advisory Client's interests over another's.

## **ITEM 7 – TYPES OF CLIENTS**

Linden provides investment advisory services to pooled investment vehicles operating as private investment funds and to separately managed accounts. When deemed appropriate for a large or strategic investor, Linden may in the future establish additional separately managed accounts, which could be subject to different terms and fees than the Funds. Agreements with separately managed accounts are individually negotiated and generally subject to significant account minimums.

Each Investor in the Funds must meet certain eligibility provisions: Interests/ Shares in the Funds are generally offered to (A) U.S. Investors who are (i) accredited investors within the meaning of Regulation D of the Securities Act of 1933, as amended (“Accredited Investors”) and (ii) qualified purchasers within the meaning of Section 2(a)(51) of the Investment Company Act of 1940, as amended (“Qualified Purchasers”) and (B) non-U.S. Investors. Investments in the Funds are subject to a minimum investment of \$5,000,000 per Investor, subject to waiver at the discretion of the General Partner or Offshore Fund board of directors.

The Account Agreements were individually negotiated and, as a general matter, any separately managed account arrangements are subject to significant minimums.

## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **INVESTMENT STRATEGIES**

Linden employs the following three principal investment strategies.

In connection with the advisory services provided to the Funds, there is no one ideal "mix" of these strategies; rather, Linden endeavors to allocate resources among the various strategies in response to changing market opportunities and in an effort to construct a diversified portfolio. In addition, Linden may allocate assets to other strategies if it believes doing so will produce superior risk-adjusted returns. There can be no assurances that the Funds will achieve their investment objective.

In connection with the advisory services provided to the Accounts, Linden generally focuses on a subset of the strategies set forth below, employing some (but not all) of the strategies utilized in connection with its management of the Funds.

#### ***Convertible Strategy***

Linden closely tracks the universe of global convertible securities through proprietary models to identify investment opportunities. Linden utilizes three sub strategies to take advantage of current opportunities in the convertible marketplace. The first sub-strategy is classic convertible arbitrage, capturing mis-priced equity volatilities through convertible bonds or creating so called "synthetic put" hedged convertible positions. The second sub-strategy focuses on mis-priced credit opportunities in the convertible market. Linden seeks to obtain long/short credit exposure to convertible issuers due to the undervaluation/overvaluation of the convertible bonds relative to other parts of the issuer capital structure or comparable companies in the same industry or sector. The third sub strategy focuses on potential event driven or catalyst driven opportunities, such as company buybacks, tender offers, debt-for-equity swaps and restructurings. When considering the relative valuation of convertible securities, Linden uses a proprietary mathematical model to analyze such factors as: (i) the level of equity volatility, (ii) the credit worthiness of the issuer, (iii) interest rates, and (iv) dividends. Linden then performs an extensive, bottom-up fundamental review of the individual company, the sector and the industry as a whole. This fundamental analysis may also include a detailed capital structure analysis as well as a legal analysis of various convertible bonds, corporate bonds, and other fixed income issues. In addition, Linden actively participates in public tender offers and exchanges, and may pursue bi-lateral transactions with issuers to maximize the value of its investments.

#### ***Credit Strategy***

Linden combines quantitative analytical tools with fundamental research to monitor specific issuers and spot potential mispricing among either securities within an issuer's capital structure or within an industry or a sector. Linden puts emphasis on identifying event driven/catalyst trades resulting from, for example, mergers, acquisitions, reorganizations, covenant violations or balance sheet restructurings. Linden performs both a fundamental and legal analysis on the potential impact of an event catalyst on a particular security's price. In addition to traditional arbitrage opportunities, Linden also makes directional trades based on undervaluation / overvaluation of certain securities relative to other parts of the issuer capital structure, or comparable companies in the similar sectors or industries. As part of the research process, Linden maintains regular dialogue with company management via conference calls, participation in industry conferences, in-person meetings and on-site visits. Final investment decisions are ultimately based on the particular risks and rewards of each situation.

### ***Equity Volatility Strategy***

Linden seeks to capitalize on opportunities presented by mispriced options in the equity volatility space by investing primarily through listed equity and index options. The volatility portfolio will generally be long biased in options. Potential trades may include skew trades, relative value trades or an outright purchase of volatility, dispersion and correlation trades. Linden seeks to identify attractive trade ideas and names/sectors by utilizing a combination of proprietary internal screening tools, as well as quantitative, fundamental and special situations analysis.

### **METHODS OF ANALYSIS**

Linden employs both quantitative analytics and fundamental research in implementing its investment strategies. Linden's quantitative research team works closely with credit analysts and portfolio managers to screen potential investment candidates in all three main trading strategies. Linden then applies a rigorous research process to understand such investment-target's business model and to analyze risks associated with the underlying assumptions in the model. Linden analysts undertake detailed assessments of a company's financials, including, but not limited to, profitability, liquidity, debt to equity ratios, and discounted cash flows. Such financial analysis is supplemented by meetings with management, review of regulatory filings, attendance of investor presentations and dialogue with outside research analysts on the sell- and buy-side. Research analysts and portfolio managers dissect all available information and analyses in a roundtable format. Linden also considers a number of macro-economic factors in its analysis, including interest rates, credit environment, rating agency announcements and market sentiment. Such quantitative and qualitative assessments are weighed against risk/reward of various investment options to express Linden's investment view.

### **MATERIAL RISKS**

**Financial Model Risk:** Most, if not all, of the Advisory Clients' investments and investment strategies require the use of quantitative and qualitative valuation models developed by Linden or third-parties. As market dynamics (for example, due to changed market conditions and participants) shift over time, a previously highly successful model often becomes outdated or inaccurate, perhaps without Linden recognizing the change before significant losses are incurred. Linden's model risk extends to the valuation of investments, most of which will be made on the basis of internal Linden models in the absence of any readily determinable market value. The valuations so determined may differ materially from realizable values.

**External Research Sources:** Third party research providers play a role in Linden's generation of investment ideas. As a general matter, Linden conducts what it believes is an appropriate level of due diligence on third party research providers. Linden reduces risk by utilizing many different pieces of information in connection with making investment decisions.

### **Convertible Arbitrage Strategy**

Linden attempts to earn profits for Advisory Clients from pricing anomalies between a convertible security and the equity securities or other instruments underlying such convertible security. However, Linden cannot ensure that settlement of transactions for the securities making up the convertible arbitrage position will be at the desired or expected market prices. Accordingly, the Advisory Clients may incur unexpected losses on each trade of a multiple trade arbitrage position. The Advisory Clients will incur transaction costs on each trade. In implementing the convertible arbitrage strategy, Linden may execute

more trades than with certain other investment strategies and, accordingly, the Advisory Clients may incur greater transaction costs.

A convertible arbitrage strategy may have greater exposure to interest rate risks than other investment strategies because convertible securities are generally far more sensitive to changes in interest rates than are the securities into which they may be converted (generally common stock). To the extent a particular convertible arbitrage position is not fully hedged and the amount borrowed to purchase a convertible security exceeds the proceeds realized and deposited with the prime or clearing broker from the short sale of the corresponding related security, the Advisory Client's aggregate cost of borrowed funds may exceed the sum of convertible security dividend or interest income. This risk is exacerbated if interest rates increase following the establishment of a convertible arbitrage position. In addition, if interest rates change in an anomalous manner (e.g., short-term rates increase while long-term rates decline), the analysis made by Linden prior to the establishment of a particular convertible arbitrage position may no longer be valid, with the result that the price of the convertible security and related security may not move as initially anticipated, thus exposing the Advisory Client to unanticipated losses.

### **Capital Structure Convertible Arbitrage Strategy**

The success of the capital structure convertible arbitrage strategy will depend on Linden's ability to identify and exploit the perceived mispricing in the convertible market relative to other parts of the issuer's capital structure or comparable companies in the same industry or sector (e.g., convertible senior debt and preferred stock relative to each other). Capturing such mispricings by isolating the most under- or over-valued securities within an issuer's capital structure involves uncertainty, and, in the event that the perceived pricing inefficiencies underlying an issuer's securities were to fail to materialize as expected by Linden, the Advisory Clients could incur a loss.

### **Credit Strategy**

The Advisory Clients invest in the credit markets, attempting to take advantage of undervalued securities as well as relative mispricings. The identification of attractive investment opportunities in disrupted credit markets is difficult and involves a significant degree of uncertainty. The credit markets are, in general, highly susceptible to interest-rate movements, government interference, economic news, and investor sentiment. There was significant volatility in the credit markets in 2007-2009. During periods of "credit squeezes" or "flights to quality," the market for credit instruments (other than certain sovereign debt instruments) can become substantially reduced. This poses a particular risk that leveraged credit instrument positions held by the Advisory Clients may need to be sold at discounts to fair value in order to meet margin calls. At the same time, the dealers may correspondingly reduce the value of outstanding positions, resulting in additional margin calls as loan to value triggers are hit under prime brokerage and swap agreements. During the financial market crisis of 2007-2009, the market for credit instruments was so illiquid that a number of private investment funds had to sell otherwise highly desirable investments in other asset classes in order to meet margin calls on their credit positions.

### **Volatility Strategy**

The success of the volatility strategy depends on Linden's ability to identify and take advantage of mispriced levels of implied volatility in securities (i.e., purchase "cheap" volatility and short "expensive" volatility in anticipation of the price convergence). Such volatilities are implied in various securities such as convertible bonds, options and futures. Identification and exploitation of these opportunities involve uncertainty and, in the event that the perceived volatilities underlying an issuer's securities were to fail to materialize as expected by Linden, the Advisory Clients could incur a loss.

To the extent that the Advisory Clients take outright positions that Linden believes are fundamentally undervalued or incorrectly valued, such positions may not ultimately be valued in the capital markets at prices and/or within the time frame Linden anticipates. As a result, Linden may lose all or substantially all of its investment in any particular instance.

### **Hedging Transactions**

Linden employs hedging techniques. These techniques could involve a variety of derivative transactions, including futures contracts, exchange-listed and OTC put and call options on securities, financial indices, forward foreign currency contracts, and various interest rate transactions (collectively, “Hedging Instruments”). Hedging techniques involve risks different than those of underlying investments. In particular, the variable degree of correlation between price movements of Hedging Instruments and price movements in the position being hedged creates the possibility that losses on the hedge may be greater than gains in the value of an Advisory Client’s positions. In addition, certain Hedging Instruments and markets may not be liquid in all circumstances. As a result, in volatile markets, the Advisory Clients may not be able to close out a transaction in certain of these instruments without incurring losses substantially greater than the initial deposit. The ability of the Advisory Clients to hedge successfully will depend on the ability of Linden to predict pertinent market movements, which cannot be assured. Linden is not required to hedge and there can be no assurance that hedging transactions will be available or, even if undertaken, will be effective. In addition, it is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. The daily variation margin deposit requirements in futures contracts that may be sold by Linden would create an ongoing greater potential financial risk than would options transactions, where the exposure is limited to the cost of the initial premium and transaction costs. Moreover, it should be noted that the portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties).

### **Currency**

The Advisory Clients may invest in securities and instruments denominated in non-U.S. currencies. Such investments are subject to the risk that the value of a particular currency will change in relation to the U.S. dollar, which is the base currency of the Advisory Clients. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. The Advisory Clients may seek to hedge these risks by investing directly in non-U.S. currencies and buying and selling option or forward contracts thereon. The Advisory Clients cannot, however, assure any Shareholder that those strategies, if implemented, will be effective.

### **Short Sales; Options; Leverage**

As a part of its trading strategies, Linden sells “short” securities in anticipation of realizing a gain in such security should there be a decline in its market value. Linden also uses short sales for hedging purposes. A short sale is effected by selling a security which an Advisory Client does not own, or selling a security which the Advisory Client owns but does not deliver upon consummation of the sale. In order to make delivery to the buyer of a security sold short, the Advisory Client must borrow the security. In so doing, it incurs the obligation to replace that security, whatever its price may be, at the time it is required to deliver it to the lender. The Advisory Client must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period and may have to pay a premium to borrow the

security. This obligation must, unless the Advisory Client then owns or has the right to obtain, without payment, securities identical to those sold short, be collateralized by a deposit of cash or marketable securities with the lender. Short selling is subject to the theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. There can be no assurance that the security necessary to cover the short position will be available for purchase by the Advisory Client. In addition, purchasing securities to close out the short position can itself cause the price of the relevant securities to rise further, thereby increasing the loss incurred by the Advisory Client. Further, short sales have recently been, and may in the future be, subject to emergency regulatory action prohibiting, in whole or in part, short sales. Such restrictions could make it difficult, if not impossible, to implement the investment strategy. While not currently prohibited, it is not yet possible to tell what impact the recent additional regulation, including the additional disclosure requirements, will have on short selling and those strategies that rely on short selling.

Linden also engages in the trading of options for the Advisory Clients, including interest rate and stock index options. Such trading can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price that may, upon exercise of the option, be significantly different from the market value.

The Advisory Clients utilize leverage in their portfolio to the extent such leverage is available. This results in the Advisory Client controlling substantially more assets than its equity. Leverage increases returns if the Advisory Client earns a greater return on investments purchased with borrowed funds than the Advisory Client's cost of borrowing such funds. However, the use of leverage exposes the Advisory Client to additional levels of risk, including, (i) greater losses from investments than would have otherwise been the case had the Advisory Client not borrowed to make the investments, (ii) margin calls or interim margin requirements may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Advisory Client's cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the Advisory Client's assets, the Advisory Client might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by it. The availability of leverage for hedge funds has been substantially curtailed in the past, and there can be no assurance that the Advisory Clients can obtain and maintain sufficient leverage to implement their investment program.

### **Derivative Financial Instruments and Techniques**

The Advisory Clients use derivative financial instruments, including, without limitation, options, swaps, notional principal contracts, contracts for differences, futures and forward contracts, and may use derivative techniques for hedging and for other trading purposes, including for the purpose of obtaining the economic benefit of an investment in an entity without making a direct investment. The risks posed by such instruments and techniques, which can be extremely complex and may involve leveraging of the Advisory Client's assets, include: (1) credit risks (the exposure to the possibility of loss resulting from a counterparty's failure to meet its financial obligations); (2) market risk (adverse movements in the price of a financial asset or commodity); (3) legal risks (the characterization of a transaction or a party's legal capacity to enter into it could render the financial contract unenforceable, and the insolvency or bankruptcy of a counterparty could preempt otherwise enforceable contract rights); (4) operations risk (inadequate controls, deficient procedures, human error, system failure or fraud); (5) documentation risk

(exposure to losses resulting from inadequate documentation); (6) liquidity risk (exposure to losses created by inability to prematurely terminate the derivative); (7) system risk (the risk that financial difficulties in one institution or a major market disruption will cause uncontrollable financial harm to the financial system); (8) concentration risk (exposure to losses from the concentration of closely related risks such as exposure to a particular industry or exposure linked to a particular entity); and (9) settlement risk (the risk faced when one party to a transaction has performed its obligations under a contract but has not yet received value from its counterparty).

In particular, Linden trades in credit default, total return and interest rate swaps. The typical credit default swap contract requires the seller to pay to the buyer, in the event that a particular reference entity experiences specified credit events, the difference between the notional amount of the contract and the value of a portfolio of securities issued by the reference entity that the buyer delivers to the seller. In return, the buyer agrees to make periodic and/or upfront payments equal to a fixed percentage of the notional amount of the contract. The Advisory Clients may also purchase or sell credit default swaps on a basket of reference entities or an index. In circumstances in which the Advisory Client is the credit default swap buyer and does not own the debt securities that are deliverable under a credit default swap, the Advisory Client is exposed to the risk that deliverable securities will not be available in the market, or will be available only at unfavorable prices, as would be the case in a so-called “short squeeze.” While the credit default swap market auction protocols reduce this risk, it is still possible that an auction will not be organized or will not be successful. In certain instances of issuer defaults or restructurings (for those credit default swaps for which restructuring is specified as a credit event), it has been unclear under the standard industry documentation for credit default swaps whether or not a “credit event” triggering the seller’s payment obligation had occurred. The creation of the new ISDA Credit Derivatives Determination Committee (the “Determination Committee”) is intended to reduce this uncertainty and create uniformity across the market, although it is possible that the Determinations Committee will not be able to reach a resolution or do so on a timely basis. In either of these cases, the Advisory Client would not be able to realize the full value of the credit default swap upon a default by the reference entity. As a seller of credit default swaps, the Advisory Clients incur leveraged exposure to the credit of the reference entity and are subject to many of the same risks they would incur if they were holding debt securities issued by the reference entity. However, the Advisory Clients will not have any legal recourse against the reference entity and will not benefit from any collateral securing the reference entity’s debt obligations. In addition, the credit default swap buyer will have broad discretion to select which of the reference entity’s debt obligations to deliver to the Advisory Client following a credit event and will likely choose the obligations with the lowest market value in order to maximize the payment obligations of the Advisory Client. Given the recent sharp increases in volume of credit derivatives trading in the market, settlement of such contracts may also be delayed beyond the time frame originally anticipated by counterparties. Such delays may adversely impact the Advisory Client’s ability to otherwise productively deploy any capital that is committed with respect to such contracts.

The risks posed in investing in total return swaps, where one party pays interest (floating or fixed) on a certain amount in exchange for receiving amounts equal to the change in value of the referenced asset, are that Linden will inaccurately predict the future value of the referenced asset. Finally, the primary risk associated with Linden being a party to an interest rate swap (i.e., when a fixed interest rate is swapped for that of a variable interest rate), is that Linden will incorrectly predict the future variable interest rate.

In connection with the Advisory Clients’ futures trading, because low margin deposits are normally required, the Advisory Client’s futures trading may be highly leveraged, and accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to the Advisory Client. Futures trading also involves the additional risk of potential clearing house and clearing broker default.



Certain non-U.S. commodity exchanges are essentially “principals’ markets” in which performance of the commodity future contract is the sole responsibility of the individual member with whom the trader has entered into a commodity contract and not of an exchange or clearing house. In such cases, the Advisory Client would be exposed to the risk of the inability of, or refusal by, the counterparty to settle the transaction or perform its obligations under such contract. In addition, certain non-U.S. commodity exchanges may impose price fluctuation limits and/or speculative position limits on the number of positions that may be held in particular commodities.

Use of derivatives and other techniques such as short sales for hedging purposes involves certain additional risks, including (i) dependence on the ability to predict movements in the price of the securities hedged; (ii) imperfect correlation between movements in the securities on which the derivative is based and movements in the assets of the underlying portfolio; and (iii) possible impediments to effective portfolio management or the ability to meet short-term obligations because of the percentage of a portfolio’s assets segregated to cover its obligations. In addition, by hedging a particular position, any potential gain from an increase in value of such position may be limited.

### **Convertible Securities**

As a result of the conversion feature, convertible securities typically offer lower interest rates than if the securities were not convertible. During periods of rising interest rates, it is possible that the potential for capital gain on convertible securities may be less than that of a common stock equivalent if the yield on the convertible security is at a level that would cause it to sell at a discount.

Convertible securities may or may not be rated within the four highest categories by Standard & Poor’s Ratings Group (“Standard & Poor’s”) and Moody’s Investor Service (“Moody’s”) and are, therefore, not investment grade. To the extent that convertible securities are rated lower than investment grade or not rated, there would be greater risk as to timely repayment of the principal of, and timely payment of interest or dividends on, those securities.

Also, in the absence of adequate anti-dilution provisions in a convertible security, dilution in the value of the Advisory Client’s holding may occur in the event the underlying stock is subdivided, additional securities are issued, a stock dividend is declared, or the issuer enters into another type of corporate transaction which increases its outstanding securities.

### **Fixed Income Securities**

The Advisory Clients invest in bonds or other fixed income securities of U.S. and non-U.S. issuers, including, without limitation, bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by sovereign borrowers, agencies or instrumentalities thereof; and commercial paper. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed income securities in which the Advisory Clients invest will change in response to fluctuations in interest rates. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of credit worthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer’s inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk).

### **High-Yield Securities**

The Advisory Clients invest in high-yield securities. In addition, the Advisory Clients invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments. High-yield securities face ongoing uncertainties and exposure to

adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

As with other investments, there may not be a liquid market for certain high yield securities, which could result in the Advisory Clients being unable to sell such securities for an extended period of time, if at all. In addition, as with other types of investments, the market for high yield securities has historically been subject to disruptions that have caused substantial volatility in the prices of such securities. Consolidation in the financial services industry has resulted in there being fewer market makers for high yield securities, which may result in further risk of illiquidity and volatility with respect to high yield securities, and this trend may continue in the future.

### **Non-U.S. Securities**

The Advisory Clients invest in securities of non-U.S. issuers. Investing in these securities involves considerations and possible risks not typically involved in investing in securities of U.S. issuers, including instability of some non-U.S. governments, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of non-U.S. tax laws (e.g., the imposition of withholding or other taxes on dividends, interest, capital gains or other income) or confiscatory taxation may also affect investment in non-U.S. securities. Higher expenses may result from investment in non-U.S. securities than from investment in U.S. securities because of the costs that must be incurred in connection with conversions between various currencies and because non-U.S. brokerage commissions may be higher than commissions in the United States. Non-U.S. securities markets also may be less liquid, more volatile and less subject to governmental supervision than in the United States. The Advisory Clients might have greater difficulty taking appropriate legal action in non-U.S. courts. Investments in non-U.S. securities could be affected by other factors not present in the United States, including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations.

**It is critical that Investors refer to the relevant confidential private offering memorandum and other governing documents for a complete understanding of the material risks involved in relation to the types of securities that Linden invests in on behalf of the Funds. The information contained herein is a summary only and is qualified in its entirety by such documents.**

## **ITEM 9 – DISCIPLINARY INFORMATION**

There are no legal or disciplinary events to report that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Neither Linden nor its management persons are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

Neither Linden nor its management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Linden serves as the investment manager to the Funds. Linden's affiliates and employees also invest directly in the Funds. It should be noted that investments in the Funds made by such parties generally are not subject to the management fees or performance-based fees described in Item 5 above and may have preferential liquidity arrangements.

As previously noted in Item 4 above, the General Partner is the general partner to the Domestic Fund.

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

Linden has adopted a Code of Ethics (the “Code”) which is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the “Advisers Act”). The Code applies to Linden’s Access Persons (which term includes all employees of Linden) and sets forth a standard of business conduct that takes into account Linden’s status as a fiduciary and requires Access Persons to place the interests of Advisory Clients above their own interests. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of Craig Jarvis, Linden’s Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis.

The Code incorporates the following general principles that all Access Persons are expected to uphold:

1. Access Persons will not create a conflict of interest between the Access Person’s own interest and the responsibility of the Access Person to Linden or Advisory Clients.
2. Access Persons will not use their position with Linden for improper personal or private gain to themselves, their family or other persons. Improper use includes the use of nonpublic information or the use of one’s position with Linden to obtain gifts, discounts or other preferred arrangements from existing or potential service providers, Investors or counterparties.
3. Access Persons’ personal securities transactions will be executed and reported in compliance with this Code and any other applicable federal securities regulations.
4. Access Persons who are or become aware of a violation of the Code, including their own violation, are required to report it on a confidential basis to the Chief Compliance Officer or his/her designee.
5. Retaliation against Access Persons reporting violations of the Code will not be tolerated.
6. Access Persons will annually acknowledge their understanding of and compliance with the Code.

As required by Rule 204A-1 of the Advisers Act, Linden’s Access Persons must provide Linden’s Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. Linden also requires its Access Persons to report their securities transactions on a quarterly basis thereafter and disclose their securities holdings on an annual basis. Linden restricts the personal trading of its Access Persons. Pursuant to the Code, many personal securities transactions, including transactions in IPOs and limited offerings, must be pre-cleared with the Chief Compliance Officer.

Linden maintains a Restricted List and Access Persons are generally prohibited from trading the securities of issuers on the Restricted List. This list generally includes any issuers for which Linden has come into contact with material non-public information.

The Code of Ethics also includes insider trading policies and procedures that are designed to prevent the improper use of material, non-public information. Such insider trading policies and procedures prohibit Linden and its personnel from trading for Advisory Clients or themselves, or recommend trading, in securities of a company while in possession of material, non-public information about the company, and from disclosing such information to any person not entitled to receive it.

In addition, the Code of Ethics seeks to ensure the protection of nonpublic information about the activities of the Advisory Clients. Investors or prospective Investors may obtain a copy of Linden's Code of Ethics by contacting the Chief Compliance Officer at (646) 840-3500.

While Linden has the right to sell a security to or purchase any security from one of the Funds (i.e., engage in a principal transaction), it has never exercised such a right, and will not exercise such a right, except where the value exchanged is de minimis or necessary for administrative or compliance purposes.

As explained in Item 10.C above, Linden serves as the investment manager to the Funds. Linden (in the case of the Offshore Fund) and the General Partner (in the case of the Domestic Fund) have financial ownership interests in the Funds and receive a Management Fee and, in some cases, performance-based compensation for their services. Linden's affiliates and employees also invest directly in the Funds, and such investments may not be subject to the Management Fees or performance-based compensation.

The fact that Linden and its affiliates (including the General Partner) and employees have a financial ownership interest in the Funds creates a potential conflict in that it could cause Linden to make different investment decisions than if such parties did not have such a financial ownership interest. The Management Fee is payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of Linden to raise or otherwise increase assets under management to a higher level than would be the case if Linden were receiving a lower or no Management Fee. Performance-based compensation may create an incentive for Linden to make investments that are riskier or more speculative (or less risky and less speculative) than in the absence of such a performance-based compensation.

In addition, Linden's employees may purchase securities for their personal accounts that may also be owned by the Advisory Clients.

Such potential conflicts are addressed by the personal securities transaction pre-clearance and holding requirements described in this Item. Linden also addresses these potential conflicts through regular monitoring of the Advisory Client portfolios for consistency with Advisory Client objectives, strategies, and target capacity. Further, Linden carefully considers the risks involved in any investments and Linden provides extensive disclosure to Advisory Clients regarding the potential risks that come with an investment with Linden. The Code requires Access Persons to place the interests of Advisory Clients and Investors over their own or those of Linden, and all Access Persons are required to acknowledge their receipt and understanding of the Code of Ethics.

As previously noted, Linden's affiliates and employees invest directly in the Funds, which investments may not be subject to the management fees or performance-based fees or allocations described herein and may have preferential liquidity rights.

Access Persons of Linden may also buy, sell or otherwise invest in securities that Linden also recommends to Advisory Clients. Linden seeks to monitor the potential conflicts of interests within the firm as it relates to Access Person personal trading (including investments in the Funds). Linden requires each of its Access Persons to pre-clear certain personal securities transactions. In reviewing pre-clearance requests, the Chief Compliance Officer, or his designee, considers all the facts and circumstances related to the contemplated trade, including whether any of the Advisory Clients hold, recently held or may hold the relevant security. Such pre-clearance requests are only approved by the Chief Compliance Officer, or his designee, after careful consideration to the attendant conflicts of interests (if any). Access Persons are generally prohibited from trading any security on the same day that the Access Persons knew such security was traded or would be traded on behalf of an Advisory Client.

Linden's also maintains policies and procedures to prevent insider trading that are designed to prevent the misuse of material, non-public information. Among other things, such policies and procedures seek to control and monitor the flow of inside information to and within Linden, as well as prevent trading based on inside information. Accordingly, Linden may not have access to inside information that other market participants or counterparties are eligible to receive. Notwithstanding such policies and procedures, there may be certain cases where Linden either may receive inside information due to its various activities on behalf of itself or the Advisory Clients or may be restricted in acting for the Advisory Clients, resulting in limited liquidity or the inability to use such information for the benefit of certain clients in specific securities. Linden seeks to minimize those cases whenever possible, consistent with applicable law and its insider trading policies, but there can be no assurance that such efforts will be successful and that such restrictions will not occur.

Linden's personnel are required to certify their compliance with the Code of Ethics.

## ITEM 12 – BROKERAGE PRACTICES

Linden has full discretionary authority to manage the Advisory Clients, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Linden's authority is limited by its own internal policies and procedures and each Advisory Client's investment guidelines.

Linden recognizes its duty to obtain best execution in effecting transactions on behalf of the Advisory Clients. In selecting brokers or dealers to execute transactions and negotiating their commission rates, Linden considers one or more of such factors as price, execution capability, reputation, reliability, financial resources, the quality of research products and services and the value and expected contribution of such services to the performance of the Advisory Clients.

Linden does not utilize "soft dollar" arrangements. If in the future it utilizes soft dollar arrangements, it will amend its Form ADV as appropriate.

Representatives of Linden (or its affiliates) from time to time speak at conferences and programs for investors interested in investing in hedge funds which are sponsored by prime brokers. These conferences and programs may be a means by which Linden (and its affiliates) can be introduced to potential investors. Prime brokers generally are not compensated by Linden (or its affiliates), the Funds or potential investors for providing such "capital introduction" opportunities. In addition, prime brokers may provide financing and other services to the Funds and Linden (and its affiliates). The provision of these opportunities, introductions to potential investors and any additional services by a prime broker may influence Linden in deciding whether to use the services of such prime broker in connection with the activities of the Funds.

Linden recognizes that it may have an incentive to favor broker-dealers that provide capital introduction services to Linden or refer Investors. Linden receives asset-based fees and accordingly would receive a financial benefit from the increase in assets under management that result from capital introduction services and Investor referrals. Similarly, Linden receives performance-based compensation and accordingly could receive a larger performance-based fee in any given profit period as a result of an increase in assets under management that results from capital introduction services and Investor referrals. The potential for higher fees presents a potential conflict in that Linden has an incentive to favor broker-dealers that provide services that have a direct impact on fees even if those broker-dealers rate unfavorably in other categories that are part of Linden's best execution analysis. Linden addresses this potential conflict through its thorough best execution review process, which requires that key Linden individuals look at a broker-dealer's performance in a wide variety of categories. Such reviews allow Linden to determine when broker-dealers that outperform in capital introduction and Investor referrals underperform in other areas. In such situations, Linden may provide heightened scrutiny to a relationship with a broker-dealer.

Linden does not have directed brokerage arrangements.

Linden manages one fund (via a master-feeder structure) and three separately managed accounts. Linden recognizes that it has a responsibility to allocate transactions in a fair and equitable manner. Upon determination to buy or sell the same security on behalf of more than one Advisory Client (based upon the investment mandates of such Advisory Clients), Linden will generally aggregate trades when it believes that to do so will allow it to obtain best execution and to negotiate more favorable commission rates or other transaction costs than might have otherwise been paid had such orders been paid independently. When Linden aggregates orders, all Advisory Clients are treated in a fair and equitable manner. In determining which Advisory Clients are eligible to participate in a particular transaction, Linden



considers the relative amounts of capital available for new investments, relative exposure to short-term market trends and the respective investment programs and portfolio positions of the Advisory Clients. Such considerations may result in allocations of certain investments among the Advisory Clients on other than a *pari passu* basis. Trading is reviewed periodically to the extent deemed necessary by the Chief Compliance Officer to ensure that Advisory Clients are not systematically disadvantaged by this policy.

## **ITEM 13 – REVIEW OF ACCOUNTS**

The Advisory Client portfolios are under continuous review by Mr. Wong, who, as Senior Portfolio Manager, has overall responsibility for selecting investments for the Advisory Clients. Mr. Wong, who also has responsibility for the convertible bond portfolio, is assisted by two portfolio managers of the firm (Jason Koh and Som Dasgupta) who help to determine whether security positions should be maintained or modified in view of market conditions. The portfolios are under continuous review by these individuals with regard to investment policy, the suitability of the investments used to meet policy objectives, and the investment objectives of the Advisory Clients. The portfolios are reviewed frequently to evaluate and assess, among other things, investment performance, sensitivity to market changes, and whether Advisory Clients continue to meet certain established investment criteria and guidelines. In addition, the Chief Financial Officer and Risk Manager periodically review portfolio positions.

While there are no set factors that trigger review of portfolios and no procedure that determines the sequence in which portfolios will be reviewed, the above individuals generally review the portfolios in the event of the realization of certain events that drive a contemplated or actual trade or the occurrence of certain other market movements which materially impact the underlying investments of the portfolios.

In addition, Mr. Jarvis, the Chief Compliance Officer, periodically reviews trade policies and procedures to ensure they represent Linden's current practices and Advisory Client investment guidelines and are in conformity with applicable law and regulations.

Investors receive account balance statements as soon as practicable after the end of each calendar month. Investors also receive monthly risk reports and quarterly commentary letters. As soon as practicable after the end of each fiscal year, Investors receive a report that includes the following information: (i) the audited balance sheet and income statement of their respective Fund; (ii) the Investor's closing account balance; (iii) the percentage change in the net asset value of the respective Fund during the latest fiscal year; and (iv) for Investors in the Domestic Fund, a copy of Schedule K-1 to the Domestic Fund's federal information tax return for the preceding year. Certain Investors may receive additional information and reporting, which may affect their decision to request a withdrawal or redemption. In addition, Linden's personnel may participate in monthly portfolio reviews with Investors at Linden's discretion, which are attended by appropriate members of Linden's investment staff.

The Account receives on a periodic basis information related to investment activity, investment strategy, performance attribution, and risks in the portfolio. It should be noted that the Account holders have significantly greater transparency with respect to the respective Account portfolios than Investors have with respect to the Fund portfolios.

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

Not applicable to the Adviser.

## **ITEM 15 – CUSTODY**

Linden (with respect to the Funds) and the General Partner (with respect to the Domestic Fund and Master Fund) are deemed to have custody by virtue of their status as investment manager or general partner, respectively. Linden maintains the assets of the Funds in accounts with a “qualified custodian” pursuant to Rule 206(4)-2 under the Advisers Act. Linden has established prime brokerage and custodial arrangements for the Funds with Bank of America Merrill Lynch (4 World Financial Center, New York, New York), Barclays Capital Inc. (745 Seventh Avenue, New York, New York), BNP Paribas Prime Brokerage Inc. (One Bryant Park, New York, New York), Deutsche Bank Securities Inc. (60 Wall Street, New York, New York), Goldman, Sachs & Co. (85 Broad Street, New York, New York), J.P. Morgan Clearing Corp. (383 Madison Avenue, New York, New York), and Morgan Stanley & Co., LLC (1221 Avenue of the Americas, New York, New York). Linden also has a custodial arrangement for the Funds with Nomura Securities International, Inc. (2 World Financial Center, Building B, New York, New York).

To ensure compliance with Rule 206(4)-2 under the Advisers Act, Linden reasonably believes that all Investors will be provided with audited financial statements for the Funds, prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days of the end of the Funds’ respective fiscal years (i.e., generally by April 30). Investors should carefully review the audited financial statements of the Funds.

It should be noted that Linden is of the view that it does not have custody of the Accounts’ funds or securities.

## **ITEM 16 – INVESTMENT DISCRETION**

Linden has discretionary authority to manage the Advisory Clients. Linden is authorized to make purchase and sale decisions for the Advisory Clients.

As explained in Item 8 above, each Fund's investment strategy is set forth in detail in such Fund's offering memorandum. Investors do not have the ability to impose limitations on Linden's discretionary authority. Prospective Investors are provided with an offering memorandum prior to their investment and are encouraged to carefully review the offering memorandum, along with all other relevant offering materials, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective Investors should also consult with their legal, tax, or other advisors prior to making any investment. Prospective Investors must also execute a subscription agreement, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, Investors in the Domestic Fund must execute a limited partnership agreement.

Each of the Account holders has appointed Linden as agent and attorney-in-fact solely with respect to trading the Account.

## **ITEM 17 – VOTING CLIENT SECURITIES**

Except with respect to securities owned by certain of the Accounts, Linden has authority to vote proxies related to securities owned by the Advisory Clients. Linden understands and appreciates the importance of proxy voting. Linden votes proxies in the best interests of Advisory Clients and Investors (as applicable) and in accordance with its policies and procedures for voting proxies. The general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities in a manner that serves the best interests of the Advisory Clients, as determined by Linden in its discretion, taking into account the following factors: (i) the impact on the value of the investments; (ii) the anticipated associated costs and benefits; (iii) the continued or increased availability of portfolio information; and (iv) industry and business practices. In limited circumstances, Linden may refrain from voting proxies where it believes that voting would be inappropriate taking into consideration the cost of voting the proxy and the anticipating benefit to the Advisory Clients. Linden's Advisory Clients and Investors (as applicable) may obtain information about how Linden voted proxies and a copy of Linden's proxy voting policies and procedures upon request by contacting the Chief Compliance Officer at [cjarvis@lindenlp.com](mailto:cjarvis@lindenlp.com) or (646)-840-3500.

The Account holders may elect to be responsible for voting the proxies related to their account.

## **ITEM 18 – FINANCIAL INFORMATION**

Linden is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Advisory Clients.