

Firm Brochure  
(Part 2A of Form ADV)

Titan Advisors, LLC  
2 International Drive, Suite 200 Rye Brook, NY 10573  
T: 914-937-7600  
F: 914-937-8820  
[www.titanadvisors.com](http://www.titanadvisors.com)  
[info@titanadvisors.com](mailto:info@titanadvisors.com)

This brochure provides information about the qualifications and business practices of Titan Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at: 914-937-7600, or by email at: [info@titanadvisors.com](mailto:info@titanadvisors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Titan Advisors, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Titan Advisors, LLC is registered with the SEC as an investment adviser. Being a "registered investment adviser" or describing ourselves as being "registered" does not imply a certain level of skill or training.

March 25, 2014

Titan Advisors, LLC

**Item 2 – Material Changes**

There have been no material changes since the Titan Advisors, LLC's brochure dated March 25, 2013.

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Titan Advisors, LLC (“Titan” or “we”) provides investment management services to privately offered investment pools (the “Titan Funds”) that are commonly referred to as funds of hedge funds. Generally, the goal of the Titan Funds is to achieve consistent capital appreciation through the use of a multi-manager investment strategy. The Titan Funds have various investment objectives and strategies, as further described in Item 8. The primary focus of Titan is to allocate the Titan Funds’ capital among various private investment vehicles and/or separate investment accounts (“Portfolio Funds”). The Portfolio Funds are managed by investment advisory firms that are not affiliated with Titan (each, a “Portfolio Manager”), and the assets of the Portfolio Funds are primarily invested in publicly traded equities, futures, and debt securities of United States and foreign issuers, as well as in other securities, as further described in Item 8. The Titan Funds include “master funds” into which certain other Titan Funds invest. For a further description of the Funds, please see Items 7 and 8 below.

Titan Advisors, LLC is a New York limited liability company that was founded in 2001 by George Fox, Thomas Holliday and Douglas Herman. The principal owners of Titan are George Fox and Thomas Holliday. The complete list of Titan's owners, and their titles at Titan, is as follows:

- ## Item 5 - Fees and Compensation

### Management Fees

Generally, each Titan Fund pays Titan (or an affiliate thereof) a management fee ranging from 1.0% to 1.75% per annum of such Titan Fund's net asset value, provided that certain Titan

Funds (or classes or series thereof) are subject to lower fees or are not subject to the payment of a management fee. Fees are paid by the Titan Funds quarterly (or monthly) in advance. Each investor's share of a Titan Fund's management fees is deducted from such investor's capital account or the net asset value of such investor's shares held in the applicable Titan Fund. If investments of capital are made to a Titan Fund on any day other than the first day of a quarter, the applicable management fee payable with respect to such capital is prorated for the remaining portion of the quarter and charged at the time of such investment. Generally, no reimbursements of management fees are made for any investments in a Titan Fund that are withdrawn prior to the end of a calendar quarter, or in the case of any investment management agreements between Titan (or an affiliate thereof) and a Titan Fund are terminated prior to the end of a calendar quarter.

*Performance-Based Fees and Allocations:*

Certain of the Titan Funds pay or allocate to Titan, generally at the end of each year, a performance-based fee or allocation equal to a percentage of the aggregate net profits (including both realized and unrealized gains and losses) associated with each investor's investment in the applicable Titan Fund. The applicable percentage is most frequently 10% but varies for certain of the classes and series of the Titan Funds. The payment of any performance-based fee or allocation is subject to a "high watermark", which means that no performance fee or allocation for any applicable period shall be paid or reallocated from an investor's capital account or shares until any unrecovered net losses previously allocated to the capital account or shares of such investor have been offset by subsequent net profits allocated to the capital account or shares of such investor. Any such "loss carryforward" amount applicable to an investor in a Titan Fund will be reduced proportionately to account for withdrawals of capital or redemptions of shares made by the investor, but will not be affected in the event of additional capital contributions or purchases of shares made by such investor. For certain Titan Funds (or classes of interests or shares therein), the performance-based allocation or fee is subject to a preferred return (also known as a performance "hurdle") before a performance-based allocation or fee is payable. If an investor makes a withdrawal or a redemption from a Titan Fund prior to the end of a fiscal year, the performance-based fee or allocation, if any, as applicable to the relevant Titan Fund with respect to the investor's withdrawn investment, will be calculated and charged at such time.

Certain of the Titan Funds (so-called "Feeder Funds") invest all or substantially all of their assets in other Titan Funds. Investors in such Feeder Funds will only pay management fees and performance allocations or fees at one level. Although fees and allocations are generally not negotiable, Titan may, in its discretion, waive or reduce the management fee, the performance fee and/or performance allocation, as applicable, with respect to the investments of certain limited partners or shareholders in any Titan Fund, including with respect to investors that are affiliates or employees of Titan. Titan and its affiliates do currently waive or reduce fees and allocations with respect to certain parties affiliated with Titan, stake investors who invested at the time of launch of a Titan Fund and investors representing certain other strategic relationships.

In addition to the management fees and the performance allocations described above, each Titan Fund (and, indirectly, the investors therein) will pay additional expenses as are disclosed in its applicable offering documents. The expenses to be paid by each Titan Fund vary and generally include all expenses incurred in connection with the operation and investment activities of the applicable Titan Fund, and other expenses incurred with respect to such Titan Fund's activities, including, without limitation, fees payable to custodians and administrators, investment related expenses (including, without limitation, consulting and other professional fees relating to particular investments or contemplated investments, brokerage or other transaction costs),

clearing and settlement charges, legal expenses, accounting, audit and tax preparation expenses, fees and expenses of an administrator, expenses incurred in managing or liquidating any in-kind distributions received from Portfolio Funds, interest expense on Titan Fund borrowings (including borrowings to satisfy requests for withdrawal or redemption by such Titan Fund's investors), the costs of any liability insurance obtained on behalf of the Titan Fund, the costs of any litigation or investigation involving Titan Fund activities, regulatory expenses (including filing fees) associated with such Titan Fund and Titan, costs of reporting and providing information to such Titan Fund's investors, indemnification expenses, and any extraordinary expenses.

Additionally, each Titan Fund's investment in Portfolio Funds are subject to the fees and expenses of the Portfolio Funds, including a pro rata share of brokerage or other transaction costs on securities trades, as well as management fees and performance-based fees or allocations payable to the relevant Portfolio Managers by the Portfolio Funds. Generally, the Titan Funds will not directly incur brokerage or transaction costs, provided that certain managed account vehicles through which Titan Funds invest will incur direct brokerage and transaction costs. See Item 12 for additional information.

Titan and its supervised persons do not accept any compensation for the sale of securities or other investment products or any interests in the Titan Funds.

#### **Item 6 - Performance-Based Fees**

As noted above, certain of the Titan Funds pay performance-based fees or allocations to Titan and its affiliates. Other Titan Funds (or classes of interests or shares therein), including the "Titan Legacy Funds" (as described in Item 8), do not pay any such performance-based compensation. In addition, the applicable percentage of the performance-based compensation payable by certain Titan Funds is different than for other Titan Funds that are also subject to performance-based compensation. Titan may have a financial incentive to allocate superior investment opportunities to Titan Funds that are subject to performance-based compensation, or for which the applicable percentage rates of such compensation are higher. However, in instances when an investment opportunity in a Portfolio Fund is appropriate for more than one Titan Fund, we generally seek to make that investment available to each applicable Titan Fund at the same time and at the same price, although it may not always be possible for each applicable Titan Fund to invest the full amount that it desires to invest in a Portfolio Fund with limited capacity. Titan maintains allocation policies and procedures that are designed to ensure that investments made by each Titan Fund are made in a fair and equitable manner and do not result in one or more Funds being favored over other Funds due to different fee structures or for any other reasons, and allocation of investment opportunities among various Titan Funds will be made in the judgment of Titan and its affiliates, based on such factors as they may reasonably and equitably determine. In addition, Titan's Chief Compliance Officer reviews monthly allocations and conducts a more in-depth review of allocations and the allocation process on an annual basis, in an effort to seek to ensure that no Titan Funds are being favored over other Titan Funds in connection with allocations of investment opportunities.

#### **Item 7 - Types of Clients**

Titan's advisory clients are the Titan Funds. Investors in the Titan Funds include high net worth individuals, trusts, charitable organizations, pension plans, corporations, unregistered funds, other institutional investors and insurance carriers (including separate accounts established by insurance carriers for the benefit of specified insurance policy or annuity holders).

## Categories of Titan Funds

The Titan Funds can be divided into three categories: (i) commingled investor funds, (2) insurance-dedicated funds, and (3) “custom” funds.

### Commingled Investor Funds

Investors in the commingled investor funds include high net worth individuals, trusts, charitable organizations, pension plans, corporations, unregistered funds, and other institutional investors. There are four primary investment strategies employed by Titan for these commingled investor funds:

- “Titan Masters Funds” - multi-manager investment strategy allocating assets to a diversified portfolio of Portfolio Funds. Such Portfolio Funds are expected to invest primarily in publicly traded equity, futures and debt securities of United States and foreign issuers, and may also invest in other securities, including restricted securities, options and other derivative instruments.
- “Titan Global Equity Funds” - multi-manager investment strategy allocating assets to Portfolio Funds that are expected to derive a significant portion of their returns from investing long and short in the public equity markets of developed countries around the world.
- “Titan Trading Funds” - multi-manager investment strategy allocating assets to Portfolio Funds executing trading based strategies, particularly those emphasizing the use of futures.
- “Titan Emerging Managers Funds” - multi-manager investment strategy allocating assets to Portfolio Funds that are managed by “emerging managers”, which are Portfolio Managers that Titan considers to include managers of smaller Portfolio Funds that have yet to receive significant attention from investors. These emerging managers may offer fee breaks or other specialized terms to early stage investors.

### Insurance-Dedicated Funds

Titan advises the “Titan Legacy Funds”, which are insurance-dedicated funds. Interests in these funds are only offered to prospective insurance company investors (collectively, the “Companies”) on behalf of one or more of their separate accounts for the holders of variable life insurance and variable annuity contracts to be issued by the Companies (collectively, the “Contracts”). Interests in the Titan Legacy Funds are designed to be an investment option under such Contracts. The Titan Legacy Funds generally pursue an investment strategy similar to that of the Titan Masters Funds described above.

### Custom Funds

Custom Funds are established for single or small groups of investors who plan to invest \$150,000,000 or more. Custom Fund investors have the opportunity to define investment targets or guidelines in cooperation with the Titan investment team, but generally, the Custom Funds will pursue investment strategies similar to the strategies employed for one or more of the “fund families” described above.

All investors in each Titan Fund that is organized within the United States (typically, as Delaware limited partnerships) (“Domestic Funds”) and all U.S. investors in each Titan Fund that is organized outside of the United States (typically, as a Cayman Islands exempted company) (“Offshore Funds”) are generally required to be (i) “accredited investors” as defined in Regulation D under the Securities Act of 1933, as amended, and (ii) “qualified purchasers”, as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended (or, in the case of such investors in certain Titan Funds, “qualified clients” as defined in Rule 205-3 under the Investment Advisers Act of 1940, as amended). Titan Funds that are Offshore Funds are generally only open to investment by U.S. tax-exempt investors and non-U.S. investors. Each investor in a Titan Fund will be required to make certain representations and warranties in a subscription agreement in connection with its investments in the Titan Fund.

The minimum required investment in each of the Titan Funds varies for each Titan Fund, ranging from \$250,000 to \$25,000,000. The minimum investment in each Titan Fund is subject to waiver by such Titan Fund’s general partner (Titan or an affiliate thereof) or its Board of Directors, as applicable.

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

### *General*

The objective of the Titan Funds is to provide consistent capital appreciation through the use of a multi-manager investment strategy. To achieve this objective, Titan allocates the assets of each Titan Fund primarily among private Portfolio Funds which, in turn, are expected to invest primarily in publicly traded equities, futures and debt securities of United States and foreign issuers. Portfolio Funds may also invest in other securities, including restricted securities, options and other derivative instruments. Portfolio Funds will be managed by Portfolio Managers selected primarily for their specialized expertise and significant investment histories and/or prospects, as determined by Titan.

Each Titan Fund is managed in accordance with the specific strategies set forth in the offering documents for such Titan Fund and pursuant to the terms of each Titan Fund’s respective governing documents. Titan will have discretion to invest each Titan Fund’s assets (directly and/or indirectly through investments in other Titan Funds) in Portfolio Funds in a manner that it considers will best achieve the objectives of such Titan Fund, subject to the availability of Portfolio Funds in which to invest, cash flows and other factors. The Portfolio Funds in which the Titan Funds invest utilize strategies that primarily fall into one of following four broad categories:

- Long/short equity strategies, including sector specific and trading oriented strategies
- Multi-faceted event driven strategies
- Global macro strategies (including strategies that may particularly emphasize the use of futures trading)
- Multi-strategy, which may combine one or more the strategies listed above, as well as other hedge fund strategies, including, to a lesser extent, equity and balance sheet arbitrage, fixed income and special situations investing or other non-traditional investment disciplines.

Each Portfolio Manager will make the actual investment decisions with respect to the Portfolio Fund it manages. Titan will select the Portfolio Funds into which a Titan Fund’s assets will be



allocated and may reallocate such assets upon evaluating the performance and other aspects of the Portfolio Managers and the Portfolio Funds they manage. Titan's ability to make such reallocations may be constrained by the limited withdrawal rights of the Portfolio Funds.

Titan's research and analysis process is led by its senior professionals and incorporates both qualitative and quantitative research elements. The qualitative aspect focuses on meeting potential Portfolio Managers and reviewing their risk management and investment style. We seek to corroborate the manager's description of his/her investment style and experience by speaking to other member's of his/her investment team and to those who have worked with him or her in the past, either directly as coworkers, or indirectly, for example, as an executing broker. Concurrently, we perform a quantitative analysis of performance, exposures, volatility and correlation with peers and broader indices. A separate Titan due diligence team reviews the Portfolio Manager's operations to seek to minimize fraud risk and gain comfort with the Portfolio Funds' ability to provide timely and accurate reporting. Finally, Titan's investment committee reviews the portfolio as a whole to achieve a diversification of investment risks and strategies across each Titan Fund's portfolio.

### Material Risks

Investments in each Titan Fund present potentially significant risks and are not intended as a complete investment program. Investing in securities involves risk of loss that investors should be prepared to bear. The following material risks relate generally to the investment strategies and methods of analysis for the Titan Funds. However, not all of these risks will be equally relevant to each Titan Fund that we manage at any time, and some of these risks may only be applicable to certain, but not all, Titan Funds. Additional risks relating to certain specific strategies of certain Titan Funds are also described below.

**Risks of the Multi-Manager Strategy and Technique.** Titan will not have any control over the investments made by Portfolio Managers. Titan may, however, reallocate a Titan Fund's investments among the Portfolio Funds, but Titan's ability to do so may be constrained by the withdrawal limitations imposed by the Portfolio Funds. These withdrawal limitations will prevent a Titan Fund from reacting rapidly to market changes should a Portfolio Manager fail to effect portfolio changes consistent with such market changes and the demands of Titan. Such withdrawal limitations will also restrict Titan's ability to terminate investments in Portfolio Funds that are poorly performing or have otherwise had adverse changes. In addition, at times when Portfolio Funds offer limited availability to investors, Titan may allocate such limited availability among and between multiple entities and series managed by it or its affiliates, resulting in a Partnership portfolio which differs from the portfolio which might result if Titan only managed a Titan Fund. Although Titan intends to use certain criteria in evaluating and monitoring Portfolio Funds, there is no such assurance that Titan will use the same criteria for all Portfolio Funds. Although Titan employs a due diligence process to review each Portfolio Manager's back office and accounting systems and obtains third party verifications and background checks, there is no assurance that such efforts will detect fraud, malfeasance, inadequate back office systems or other flaws or problems with respect to the Portfolio Manager's operations and activities. It is possible that not all of the entities managed by Titan and its affiliates will invest, whether on a pro rata basis or otherwise, in all of the Portfolio Funds invested in by a Titan Fund. The multi-manager approach may also limit Titan's access to information about a Titan Fund's investments on a regular basis. Investors in the various Portfolio Funds typically have no right to demand such information of the Portfolio Managers. Nevertheless, Titan will use its commercially reasonable efforts to periodically gather quantitative and qualitative information from the Portfolio Managers.

There is no guarantee that the information will be accurate or timely. Moreover, the information may be proprietary and may not be provided. If a Titan Fund terminates its investment in a Portfolio Fund at a time when there are loss carryforwards, a Titan Fund would lose the benefit of any such loss carryforwards in connection with the future payment of performance-based compensation.

The Portfolio Funds will trade wholly independently of each other and, at times, may hold economically offsetting positions. To the extent that the Portfolio Managers do, in fact, hold such positions, a Titan Fund, considered as a whole, cannot achieve any gain or loss despite incurring expenses. Alternatively, two or more Portfolio Managers may employ similar strategies or invest in some of the same securities, resulting in less diversification to a Titan Fund than may be desired. In addition, a Portfolio Manager will generally be compensated based on the performance of its portfolio. Accordingly, a particular Portfolio Manager may receive incentive compensation in respect of its portfolio for a period even though a Titan Fund's overall portfolio depreciated during such period.

**Risks of Portfolio Manager Strategies and Execution.** A Portfolio Manager may use proprietary investment strategies that are based on considerations and factors that are not fully disclosed to Titan. These strategies may involve risks under some market conditions that are not anticipated by the Portfolio Manager, Titan or a Titan Fund. The Portfolio Managers may use investment strategies that differ from those typically employed by traditional managers of portfolios of stocks and bonds, or may diverge from the strategy disclosed to Titan. The strategies employed by the Portfolio Managers may involve significantly more risk and higher transaction costs than more traditional investment methods. In addition, Portfolio Managers may not execute their strategy efficiently or consistent with past practices or its disclosure, leading to underperformance or losses to a Titan Fund. A Titan Fund will seek to reduce these risks by spreading the investments of a Titan Fund among a variety of different Portfolio Managers. However, it is possible that the performance of the Portfolio Managers may be closely correlated in some market conditions, resulting (if those returns are negative) in significant losses to a Titan Fund and its investors. Many of the Portfolio Managers are dependent on the services of a small number of persons and the loss of any such person's services could have a materially adverse effect on a Titan Fund's investment with such Portfolio Manager.

**Dependence Upon Titan and the Portfolio Managers.** The success of a Titan Fund will depend upon the ability of Titan (and its affiliates) and Portfolio Managers to develop and implement investment strategies that achieve a Titan Fund's investment objectives. Subjective decisions made by Titan and/or the Portfolio Managers may cause a Titan Fund to incur losses or to miss profit opportunities on which it would otherwise have capitalized. Although a Titan Fund will evaluate the ability and strategy of each Portfolio Fund, it cannot cause the Portfolio Managers of such Funds to take or not take any specific actions. In addition, although a Titan Fund may invest some of its assets in separately managed accounts, and in such cases may have greater visibility with respect to the securities held in such accounts, the management of such securities will still reside with the applicable Portfolio Managers of such accounts. Titan generally expects to conduct a similar level of monitoring and due diligence with respect to such accounts as it does with respect to a Titan Fund's investments in other Portfolio Funds, and generally will not, and may not have the right to, take action or direct the actions of the Portfolio Managers in connection with such securities. Titan and its principals may engage in other business activities, including the management of other funds of funds. Accordingly, Titan and its principals will not devote their full time and attention to the operations of a Titan Fund. Also, since Titan's principals will be responsible for the management of Titan and its affiliates, and if one or more of them were to die

or become disabled, or otherwise cease to be affiliated with Titan, such event may have an adverse effect on the business of a Titan Fund.

**Nature of Securities Investments.** A Titan Fund, through the Portfolio Funds, will be investing substantially all of its assets in securities, some of which may be particularly sensitive to economic, market, industry, interest rate movements and other variable conditions. The markets in which a Titan Fund and the Portfolio Funds expect to invest have experienced significant volatility and losses during 2008. No assurance can be given as to when or whether adverse events might occur which could cause significant and immediate losses to a Titan Fund.

**Investments in Bankrupt or Restructured Companies.** A Titan Fund, through the Portfolio Funds, may invest in securities of companies that are experiencing significant financial or business difficulties or are in default of their obligations, including companies involved in bankruptcy or other reorganization proceedings. Although such investments may result in significant returns to a Titan Fund, they involve a substantial degree of risk. Any one or all of such investments may be unsuccessful or not show any return for a considerable period of time. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that Titan or the applicable Portfolio Manager(s) will correctly evaluate the prospects for a successful reorganization. In any reorganization or liquidation proceeding, a Titan Fund may be required to accept cash or securities with a value less than such Titan Fund's investment.

**Portfolio Fund Investments in Illiquid Securities.** Portfolio Funds may acquire assets for which there is no ready market or which require an extended holding period, and assets acquired with the expectation that they are liquid may become illiquid and require an extended holding period. A Titan Fund may also acquire interests in Portfolio Funds that require an extended period of committed investment. As a result, the Portfolio Manager or Titan may designate the amount of capital represented by such investments as being not subject to the usual withdrawal rights of investors in the applicable Portfolio Fund (including a Titan Fund). In addition, Portfolio Funds may determine to satisfy a withdrawal by a Titan Fund by distributing to a Titan Fund its pro rata share of such illiquid investments, even though such investment may carry significant or complete restrictions on transfer prior to the occurrence of specified events. Limitations on withdrawal imposed by a Portfolio Fund on a Titan Fund may, in turn, be applied to withdrawals by Investors of a Titan Fund. In certain circumstances, withdrawals by Investors may result in the remaining capital accounts of Investors having a greater portion of illiquid investments than was the case prior to such withdrawal.

**Use of Leverage.** Many Portfolio Managers are expected to use leverage as part of their investment strategy and Titan generally will have no control over the amount of leveraged used. Trading securities on margin will result in interest charges to the Portfolio Fund and, in turn to a Titan Fund. A high degree of leverage necessarily entails a high degree of risk. By using leverage, the manager is able to purchase a larger portfolio using a smaller amount of capital. Thus, a relatively small price movement in an investment may result in substantial losses to a Titan Fund. Leverage may amplify the effect of gain or loss on the investment, and may result in greater volatility than experienced by investment pools that do not use leverage. Generally, the Portfolio Managers obtain leverage on a short term basis. The loss of access to leverage or a substantial change in the terms on which leverage is obtained could have a material adverse impact on the performance of a Portfolio Fund. In order to obtain leverage, the Portfolio Funds will generally pledge some or all of the their securities to leverage providers. The general partner

of a Titan Fund, each of which is an affiliate of Titan (each, a “General Partner”) may also cause a Titan Fund to borrow a limited amount of funds to temporarily fund Portfolio Fund investments or Investor withdrawals or redemptions pending distributions from other Portfolio Funds, or for other reasons in the General Partner’s discretion.

**Risks of Options.** A Portfolio Manager may close out a position as a buyer or writer of an option only if a liquid secondary market exists for options of that series. There is no assurance that such a market will exist, particularly in the case of OTC options, as such options may generally only be closed out by entering into a closing purchase transaction with the purchasing dealer. There are risks inherent in the use of such instruments. One such risk is that the Portfolio Manager could be incorrect in its expectations as to the direction or extent of various interest rate or price movements or the time span within which the movements take place. To purchase an option, the purchaser must pay a “premium,” which generally consists of a single, nonrefundable payment. Unless the price of the securities underlying the option changes and it becomes profitable to exercise or offset the option before it expires, the Portfolio Fund may lose the entire amount of the premium. Thus a Portfolio Fund may incur significant losses in a relatively short period of time.

**Other Derivative Investments.** Derivative instruments, or “derivatives,” include futures, options, swaps, structured securities and other instruments and contracts that are derived from or the value of which is related to one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are leveraged, and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement cannot only result in the loss of the entire investment, but may also expose the Portfolio Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Portfolio Manager from promptly liquidating unfavorable positions and subject the Portfolio Fund to substantial losses. In addition, the Portfolio Manager may not be able to execute futures contract trades at favorable prices if little trading in the contracts involved is taking place. It also is possible that an exchange or the Commodity Futures Trading Commission may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. Under the Commodity Exchange Act of 1936, as amended (the “Commodity Act”), futures commission merchants are required to maintain customers’ assets in a segregated account. To the extent that Titan or a Portfolio Fund engages in futures and options contract trading and the futures commission merchants with whom Titan or a Portfolio Fund maintains accounts fail to segregate

such assets, the Portfolio Fund and/or a Titan Fund will be subject to a risk of loss in the event of the bankruptcy of one of these futures commission merchants.

**Short Sales.** A Portfolio Manager may engage in “short sales” where it believes a security is overvalued, for hedging strategies or for other purposes. Short sales are sales of securities the Portfolio Fund borrows but does not actually own, usually made with the anticipation that the prices of the securities will decrease and the Portfolio Fund will be able to make a profit by purchasing the securities at a later date at the lower prices. The Portfolio Fund will incur a loss on a short sale if the price of the security has increased prior to the time the Portfolio Fund purchases the security to replace the borrowed security. The Portfolio Fund will realize a gain if the security declines in price by such time. A short sale may present greater risk than purchasing a security since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a “long” position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value creating a greater loss. In addition, the ability to continue borrowing the security is not guaranteed. If the short seller loses the ability to continue borrowing the security, a “buy-in” may occur, forcing the short seller to purchase the security at an inopportune moment.

Short sale transactions have been subject to increased regulatory scrutiny in response to recent market events, including the imposition of restrictions on short selling certain securities and reporting requirements. The Portfolio Funds’ ability to execute a short selling strategy may be materially adversely impacted by temporary and/or new permanent rules, interpretations, prohibitions, and restrictions adopted in response to these adverse market events. Restrictions and/or prohibitions on short selling activity may be imposed by regulatory authorities, including the SEC, its foreign counterparts, other governmental authorities and/or self-regulatory organizations, with little or no advance notice and may impact prior trading activities of the Portfolio Funds.

Regulatory authorities may from time to time impose restrictions that adversely affect a Portfolio Fund’s ability to borrow certain securities in connection with short sale transactions. In addition, traditional lenders of securities might be less likely to lend securities under certain market conditions. As a result, the Portfolio Funds may not be able to effectively pursue a short selling strategy due to a limited supply of securities available for borrowing. The Portfolio Funds may also incur additional costs in connection with short sale transactions, including in the event that they are required to enter into borrowing arrangements in advance of any short sales. Moreover, the ability to continue to borrow a security is not guaranteed and the Portfolio Funds are subject to strict delivery requirements. The inability of a Portfolio Fund to deliver securities within the required time frame may subject such Portfolio Fund to mandatory close out by the executing broker-dealer. A mandatory close out may subject a Titan Fund to unintended costs and losses. Certain action or inaction by third-parties, such as executing broker-dealers or clearing broker-dealers, may materially impact the Portfolio Funds’ ability to effect short sale transactions. Such action or inaction may include a failure to deliver securities in a timely manner in connection with a short sale effected by a third-party unrelated to the Portfolio Funds.

**Event-Driven Investments.** A Portfolio Fund may seek to purchase securities at prices below their anticipated value following the occurrence of a particular event, including proposed mergers, tender offers or similar transactions. Such purchase price may be in excess of the market price of the securities immediately prior to the announcement of the proposed transaction. If the proposed transaction is not consummated or is delayed, the market price of the security may decline and result in losses to the Portfolio Fund. In certain transactions, the Portfolio Fund may not be hedged against market fluctuations unrelated to the anticipated transaction but which may affect

the value of the consideration to be received. This may result in losses, even if the proposed transaction is consummated.

**Foreign Securities.** Certain Portfolio Funds are expected to invest in securities and instruments in global markets. Such investments involve substantial risks not typically associated with investing in U.S. securities. Investments in such foreign securities may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the United States and abroad) or changed circumstances in dealings between nations. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of the Portfolio Fund's assets denominated in that currency and thereby impact upon the Portfolio Fund's total return on such assets.

Investments in securities and instruments of foreign issuers will also occasion risks relating to political and economic developments abroad, including the possibility of expropriations or confiscatory taxation, limitations on the use or transfer of Portfolio Funds' assets and any effects of foreign social, economic or political instability. Foreign companies are not subject to the regulatory requirements of U.S. companies and, as such, there may be less publicly available information about such companies. Moreover, foreign companies are not subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those applicable to U.S. companies. The occurrence of adverse events affecting one particular foreign country or region could have more widespread effect and adversely impact the global trading market.

The issuers of the sovereign debt securities in which the Portfolio Funds may invest have in the past experienced substantial difficulties in servicing their external debt obligations, which have led to defaults on certain obligations and the restructuring of certain indebtedness. Countries such as those in which the Portfolio Funds may invest have historically experienced, and may continue to experience, high rates of inflation, high interest rates, exchange rate fluctuations and currency devaluation, large amounts of external debt, balance of payments and trade difficulties, political uncertainty and instability and extreme poverty and unemployment. Securities of foreign issuers may be less liquid than comparable securities of U.S. issuers and, as such, their price changes may be more volatile and this reduced liquidity may diminish the Portfolio Fund's ability to execute trades. Furthermore, foreign exchanges and broker-dealers are generally subject to less government and exchange scrutiny and regulation than their U.S. counterparts. Brokerage commissions, dealer concessions and other transaction costs may be higher on foreign markets than in the U.S.

Taxation of dividends, interest and capital gains received by non-residents varies among foreign countries and, in some cases, is comparatively high. In addition, foreign countries typically have less well-defined tax laws and procedures and such laws may permit retroactive taxation so that the Portfolio Funds could in the future become subject to local tax liability that it had not reasonably anticipated in conducting its investment activities or valuing its assets.

**Debt Securities.** Portfolio Funds may invest in debt securities of issuers experiencing financial distress. Distressed securities specialists typically invest long and short in the securities of companies undergoing bankruptcy or reorganization. These managers tend to focus on companies that are undergoing financial rather than operational distress. Lack of institutional research coverage, limited investor analysis of a potential restructuring and original claimholder's liquidity requirements may create substantial price differentials between current market value and likely future value. Volatility of returns is greatest among those Portfolio Funds investing in high

yield debt and post bankruptcy “stub” equities. Lower volatility investments include late stage investing in senior secured debt. Financial leverage is typically not employed by most Titan Funds, although it may be to the extent disclosed in a Titan Fund’s offering documents.

**Investments in Fixed-Income Securities.** The Portfolio Funds may invest a portion of their capital in bonds or other fixed income securities, including, without limitation, notes and debentures issued by corporations; debt securities issued or guaranteed by governments or agencies or instrumentalities thereof; commercial paper; and “higher yielding” (and, therefore, higher risk) debt securities of the former categories. These securities may pay fixed, variable or floating rates of interest, and may include zero coupon obligations. Fixed income securities are subject to the risk of the issuer’s inability to meet principal and interest payments on its obligations 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 indexed to FX or inflation. These and other risks are particularly prevalent with fixed income securities of issuers in foreign markets. It is likely that a major economic recession or other event could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely 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 for such securities.

**Forward Trading.** Forward trading involves contracting for the purchase or sale of a specific quantity of, among other things, a financial instrument at the current price thereof, with delivery and settlement at a specified future date. Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward trading is mostly unregulated and therefore there are no requirements with respect to record-keeping, segregation of funds or financial responsibility. The principal risks relating to the use of forwards are: (a) when used for hedging purposes, the possible imperfect correlation between the prices of the forwards and the market value of the securities or currencies in the Portfolio Fund’s portfolio intended to be hedged by the forwards; (b) possible lack of a liquid secondary market for closing out a forwards position; (c) losses on forwards resulting from interest rate or currency movements not anticipated by the Portfolio Manager; and (d) the risk of counterparty defaults.

**Counterparty Risk.** Some of the markets in which the Portfolio Funds may effect transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of “exchange-based” markets are subject. This exposes a Portfolio Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Portfolio Fund to suffer a loss. Such counterparty risk is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Portfolio Fund has concentrated its transactions with a single or small group of counterparties. Counterparties in foreign markets face increased risks, including the risk of being taken over by the government or becoming bankrupt in countries with limited if any rights for creditors. The ability of the Portfolio Funds to transact business with any one or number of counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by a Titan Fund.

**Hedging.** The Portfolio Funds may utilize certain financial instruments for both investment and risk management purposes. These instruments could include writing or buying options and other derivatives, as well as shorting securities, funds, indices, or swaps, and combining long and short

positions in securities and instruments to reduce overall risk. The success of a Portfolio Fund's hedging strategy will depend on the Portfolio Manager's ability to predict the future correlation, if any, between the performance of the instruments utilized for hedging purposes and the performance of the investments being hedged. The change in the correlation may also result in the hedge increasing the overall risk of the portfolio. There is also a risk that such correlation will change over time rendering the hedge ineffective. Since the characteristics of many securities change as markets change or time passes, the success of a Portfolio Fund's hedging strategy may also be subject to the Portfolio Manager's ability to correctly readjust and execute hedges in an efficient and timely manner. In addition, the lack of futures and derivatives markets or high transaction costs in certain foreign markets may reduce or eliminate the Portfolio Fund's ability to hedge certain exposures. Even when the underlying values may have the predicted correlation, pricing imperfections may become worse and thus the hedge could increase risk over the time period until the underlying values are realized. A Titan Fund may invest in derivative securities or other securities when Titan perceives, in its sole discretion, that it is necessary to do so in order to hedge an unusually high exposure of an underlying Portfolio Manager which Titan is not able to reduce through a liquidation or for other risk management or investment purposes. There can be no assurance that such hedging activities will be successful.

**Small and Mid-Cap Risks.** A portion of each Portfolio Fund's assets may be invested in securities of small-cap and mid-cap issuers. While the securities of a small or mid-cap issuer may offer the potential for greater capital appreciation than investments in securities of large-cap issuers, securities of small and mid-cap issuers may also present greater risks. For example, (i) some small and mid-cap issuers often have limited product lines, markets, or financial resources, (ii) they may be dependent for management on one or a few key persons, and can be more susceptible to losses and risks of bankruptcy, and (iii) their securities may be thinly traded and may be more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers.

**Institutional Risk and Custodial Risks.** The institutions, including brokerage firms and banks, with which a Titan Fund (directly or indirectly through Portfolio Funds) does business, or to which securities have been entrusted for custodial and prime brokerage purposes, may encounter financial difficulties that impair the operational capabilities or the capital position of a Titan Fund. Brokers may trade with an exchange as a principal on behalf of a Titan Fund, in a "debtor-creditor" relationship, unlike other clearing broker relationships where the broker is merely a facilitator of the transaction. Such broker could, therefore, have title to all of the assets of a Titan Fund (for example, the transactions which the broker has entered into on behalf of a Titan Fund as principal as well as the margin payments which a Titan Fund provides). In the event of such broker's insolvency, the transactions which the broker has entered into as principal could default and a Titan Fund's assets could become part of the insolvent broker's estate, to the detriment of a Titan Fund. In this regard, Partnership assets may be held in "street name" such that a default by the broker may cause Titan Fund's rights to be limited to that of an unsecured creditor.

The Portfolio Funds' assets may be held in one or more accounts maintained for the Portfolio Funds by their prime brokers or at other brokers or custodian banks, which may be located in various jurisdictions, including emerging market jurisdictions. The prime brokers, other brokers (including those acting as sub-custodians) and custodian banks are subject to various laws and regulations in the relevant jurisdictions that are designed to protect their customers in the event of their insolvency. Accordingly, the practical effect of the laws protecting customers in the event of insolvency and their application to the Portfolio Funds' assets may be subject to substantial variations, limitations and uncertainties. For instance, in certain jurisdictions brokers could have



title to a Titan Fund's assets or not segregate customer assets. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a prime broker, another broker or a clearing corporation, it is impossible further to generalize about the effect of the insolvency of any of them on the Portfolio Funds and consequently on a Titan Fund and its assets. The insolvency of any of the prime brokers, local brokers, custodian banks or clearing corporations may result in the loss of all or a substantial portion of a Portfolio Fund's assets or in a significant delay in a Titan Fund having access to its indirect interest in those assets.

**Other Types of Investments by Portfolio Funds.** Each Titan Fund's investment strategy is to invest with a range of Portfolio Funds that engage in different investment strategies and use a variety of investment techniques. Each of these strategies and techniques may be non-traditional and involve substantial risks. Although several of these risks are discussed in other risk factors herein, it is impossible to identify all such risks, particularly since a Titan Fund's investments in Portfolio Funds are continually changing, as are the markets invested in by a Titan Fund and the Portfolio Funds.

**Transaction Costs and Portfolio Managers Use of "Soft Dollars."** In selecting brokers to effect portfolio transactions, Portfolio Managers may consider, among other things, such factors as price, the ability of the brokers to effect the transaction, their facilities, reliability and financial responsibility and any products or services provided by such brokers. Such products and services may be of benefit generally to the Portfolio Fund but may not directly relate to transactions on behalf of the Portfolio Fund or any investment fund in which the Partnership is invested. Accordingly, the Portfolio Manager may incur transaction costs greater than the amount that might be incurred if another firm was used. "Soft dollar" payments or rebates of amounts paid to brokers and dealers may arise from over-the-counter principal transactions, as well as exchange traded agency transactions. Many of the Portfolio Funds may emphasize active management of the Partnership's portfolio. Consequently, such Portfolio Funds' portfolio turnover and brokerage commissions may exceed those of other investment entities of comparable size. Titan may not be provided with sufficient information from the Portfolio Managers to monitor transaction costs and soft dollars. Furthermore, Titan does not expect to obtain sufficient information from Portfolio Managers to determine whether they are obtaining best execution of portfolio transactions.

**Separately Managed Accounts.** Certain Titan Funds (whether alone or together with other Titan Funds) may invest a portion of their assets with Portfolio Managers via segregated investment accounts ("Fund Accounts"). A U.S. or an offshore limited liability entity will typically be formed by Titan or its affiliates for each Fund Account advised by a particular Portfolio Manager. Many of the risks associated with Portfolio Funds generally will also be applicable to these limited liability entities. Although it is expected that each such limited liability entity formed to invest in Fund Accounts will be a separate legal entity, there can be no assurance that creditors of a Titan Fund or other Titan Funds invested in any such entity will not seek to enforce claims against the assets of such limited liability entity. Each Fund Account will enter into a prime brokerage agreement and/or other trading agreement, which may provide for certain terms and restrictions.

**Economic and Regulatory Climate.** The success of the investments by the Portfolio Funds and, therefore, a Titan Fund's performance, will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of a Titan Fund's investments), trade barriers, currency exchange controls, and national and international political circumstances

(including wars, terrorist acts or security operations). These and other factors may affect, among other things, the level and volatility of securities' prices, the liquidity of a Portfolio Fund's investments and the availability of certain securities and investments. Volatility or illiquidity could impair a Titan Fund's profitability or result in significant losses.

In the later part of 2008, global markets experienced unprecedented volatility and losses. The effects thereof are continuing and there can be no assurance that a Titan Fund will not be materially adversely affected.

**Concentration of Investments.** Although Titan will seek to maintain a diversified portfolio for each Titan Fund, there is no assurance that a Titan Fund will be adequately diversified in all market conditions. For each of the "Titan Legacy Funds", Titan will seek to maintain a diversified portfolio and comply with certain diversification requirements imposed by the Internal Revenue Code, but such obligation to diversify under the Internal Revenue Code shall not prevent any Titan Legacy Fund from having a material percentage of its assets in one or more Portfolio Funds or concentrated in one or more investment strategies. A concentration of any Titan Fund's assets could result in significant losses and could have a material adverse impact on such Titan Fund's capital.

**Futures Trading Risks.** Certain Titan Funds expect to invest with Portfolio Managers executing trading based strategies that emphasize the use of futures. There are numerous risks involved with futures trading. Futures contracts have a high degree of price variability and are subject to periodic rapid and substantial changes. Price movements may be influenced by changing supply and demand, government, trade, fiscal and economic events and changes in interest rates. Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Portfolio Manager from promptly liquidating unfavorable positions and subject the Portfolio Fund to substantial losses. In addition, the Portfolio Manager may not be able to execute futures contract trades at favorable prices if little trading in the contracts involved is taking place. It also is possible that an exchange or the Commodity Futures Trading Commission may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. Under the Commodity Act, futures commission merchants are required to maintain customers' assets in a segregated account. To the extent that a Portfolio Fund engages in futures contract trading and the futures commission merchants with whom a Portfolio Fund maintains accounts fail to segregate such assets, the Portfolio Fund and/or a Titan Fund will be subject to a risk of loss in the event of the bankruptcy of one of these futures commission merchants. The Portfolio Funds may engage in trading futures contracts on exchanges outside of the United States. Trading on such exchanges is not regulated by any United States governmental agency and involves certain risks not applicable to trading on United States exchanges.

**Portfolio Fund Investments in Illiquid Securities; Limitations on Withdrawals from Portfolio Funds.** Portfolio Funds may acquire assets for which there is no ready market, or which subsequently become illiquid, or which require an extended holding period. In addition, a Titan Fund may acquire interests in Portfolio Funds that require an extended period of committed investment. As a result of such extended holding periods, the Portfolio Manager or Titan, may

designate the amount of capital represented by such investments as not being subject to the usual withdrawal rights of investors in an applicable Titan Fund (to the extent permitted by such Titan Fund's governing documents), and in such event, such capital may be unavailable for withdrawal for a significant period of time. In addition, Portfolio Funds may determine to satisfy a withdrawal by a Titan Fund by distributing to a Titan Fund its pro rata share of such illiquid investments, even though such investment may carry significant or complete restrictions on transfer prior to the occurrence of specified events. Limitations on withdrawal imposed by a Portfolio Fund may, in turn, be applied to withdrawals or redemptions by investors in a Titan Fund. In certain circumstances, withdrawals by investors in a Titan Fund may result in the remaining capital accounts of investors in such Titan Fund having a greater portion of illiquid investments than was the case prior to such withdrawal or redemption. Furthermore, Portfolio Funds generally have the right to suspend or limit withdrawals upon specified terms. Therefore, a Titan Fund may not be able to withdraw its capital from Portfolio Funds at such times as Titan would prefer, including potentially when required to fund withdrawals to investors in a Titan Fund.

**Supplementary Agreements with Investors.** In connection with an investor's subscription for an interest in a Titan Fund, Titan (or an affiliate thereof) may enter into a side letter or similar agreement (a "Supplementary Agreement") with such new investor. A Supplementary Agreement may provide for, among other things, (i) the agreement by Titan (or an affiliate thereof) to exercise its discretionary authority under a Titan Fund governing agreement in certain respects for the benefit of the new investor, e.g., with respect to withdrawal rights and fees; or (ii) the agreement by Titan (or an affiliate thereof) to extend certain information rights or additional reporting to such investor, in some cases to accommodate special regulatory or other circumstances of the new investor. The entry by Titan (or an affiliate thereof) into any Supplementary Agreement would not require the vote or consent of any investor of a Titan Fund unless such Supplementary Agreement constituted or required an amendment to a Titan Fund governing agreement requiring such a vote or consent in accordance with the terms of a Titan Fund governing agreement. In addition, the terms of any such Supplementary Agreement will not be disclosed to other investors in a Titan Fund unless Titan, in its sole discretion, agrees otherwise.

**Risks of Emerging Managers.** The "Titan Emerging Managers Funds" will seek to achieve their investment objectives primarily by investing, directly or indirectly, in Portfolio Funds that are managed by "emerging managers", who may have little or no performance history, a small amount of assets under management and a lean infrastructure. Other Titan Funds may also have a portion of their assets invested through the Titan Emerging Managers Funds. There are numerous risks associated with investing with emerging managers. The use of Portfolio Managers with little or no performance history at all may increase the speculative nature of an investment in their respective Portfolio Funds. In particular, a shorter track record may provide Titan with less data about a Portfolio Manager's risk management techniques in difficult markets such as those experienced in the latter part of 2008. Some emerging managers may have little or no prior experience to assist them in running the day-to-day business, investment and compliance operations of their respective firms, and such inexperience may have an impact on the overall success of their operations. Furthermore, managers with smaller amounts of assets under management may have a more difficult time attracting quality investment and back-office professionals than more established firms. In addition, if one or more investors in Portfolio Funds managed by emerging managers leave, it could have a significant impact on the remaining investors in such Portfolio Funds.

**Credit Facility; Leverage.** One of the “Titan Legacy Funds” expects to use significant leverage as part of its investment strategy. That Titan Fund has entered into a senior secured credit facility (the “Credit Facility”) with an international financial institution (the “Lender”) on terms summarized in such Titan Fund’s offering document. That Titan Fund may also enter into other financial arrangements, including other credit facilities and swap arrangements with the Lender or with other lenders in addition to or in replacement of the Lender, although any such additional or replacement facility or arrangement will require the Lender’s consent while the Credit Facility remains in effect. There can be no assurances that the Credit Facility will continue to be available, or that any other facility or arrangements will be available to that Titan Fund, on acceptable terms (or the terms described in its offering document), if at all. If so, such Titan Fund may not use leverage as part of its investment strategy.

Although leverage increases returns to the investors if such Titan Fund earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns to the investors if such Titan Fund fails to earn as much on such incremental investments as it pays for such funds. Fluctuations in the market value of the such Titan Fund’s interests in Portfolio Funds will have a significant effect in relation to the Titan Fund’s capital and the risk of loss and the possibility of gain will each be increased. In addition, the level of interest rates generally, and the rates at which such Titan Fund can borrow in particular, will be an expense of such Titan Fund and therefore affect the operating results of such Titan Fund. The terms of the Credit Facility (and the likely terms of any additional or replacement credit facility or financial arrangement) present other additional risks to the investors in such Titan Fund, as further summarized in such Titan Fund’s offering document.

The Titan Fund may also make arrangements to borrow funds from time to time to fund investor withdrawals or for other reasons in the Titan Fund’s discretion. There is no assurance that the Titan Fund will be able to obtain such borrowed funds, which will in any event likely require the consent of the Lender (or the provider of any additional or replacement credit facility).

## **Item 9 - Disciplinary Information**

Titan has 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 Affiliations**

Affiliates of Titan serve as general partners to each of the Titan Funds that is organized as a Delaware limited partnership, and certain other affiliates of Titan may also provide administrative and/or investment management services to certain Titan Funds . Currently, such affiliated entities are as follows: Titan Global Equity, LLC; Titan Custom Advisors, L.P.; Titan TIF Advisors, LLC; Titan Fund Advisors, LLC; Titan International Fund Advisors, LLC; Titan Legacy Ultra Fund Advisors, LLC; Titan Emerging Managers, LLC; Titan Legacy Fund Advisors, LLC; Titan TTF Advisors, LLC; and Titan TTF GP, LLC.

As of the date of this document, Titan and its affiliates provide investment advice to nineteen Titan Funds with substantial portfolios of Portfolio Funds, as well as additional vehicles ancillary to the operation of these Titan Funds. Certain of the Titan Funds invest all or substantially all of their assets in other Titan Funds. Additional investment funds and accounts may be established in the future by Titan and its affiliates with substantially the same or different investment strategies as compared to the existing Titan Funds. Many of the Titan Funds may pursue an investment strategy that is substantially similar to each other, and many of the Funds will invest in many of the same Portfolio Funds. Titan is not required to give the same advice or take the same actions with respect to one or more Titan Funds, including with respect to the same investment opportunities.

Titan and its current owners mentioned in Item 2 above (and their affiliates) may engage in other business activities and are not required to refrain from any other activity, to disgorge any profits from any such activity, or to devote all or any particular part of the time and effort to a Titan Fund and its affairs. Any related activities will not involve any transactions with a Titan Fund, the other funds managed by Titan or its affiliates or any Portfolio Fund. A Titan Fund may engage in certain transactions with its affiliates, provided the terms thereof are commercially reasonable, as determined by Titan.

If more than one of such Titan Funds desires to invest in a Portfolio Fund with limited capacity, a Titan Fund may not be able to invest the full amount that it desires to invest. Allocation of investment opportunities among various clients will be made in the judgment of Titan and its affiliates, based on such factors as they may reasonably and equitably determine.

Although Titan expects to generally rely on valuations provided by the Portfolio Funds, Titan and its affiliates have certain responsibilities with respect to valuing the Titan Funds' securities, as further provided in each Titan Fund's applicable offering documents. A conflict may arise with respect to this responsibility given that any performance-based compensation to be earned by Titan and its affiliates are based in part on the valuation of the Titan Funds' assets.

George Fox and Darren Ross, each of which is an officer of Titan, each serves on one or more boards of directors of Titan Funds that are Offshore Funds. Each such person may have a conflict of interest (i) between his responsibilities to Titan and to each Titan Fund on which he serves on the board of directors and (ii) among such Titan Funds (i.e. to the extent that such Titan Funds deal with each other or each have dealings with respect to a common matter).

#### **Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Subject to restrictions imposed by Titan, its "Supervised Persons" (as defined below) may effect transactions for their own accounts in the same Portfolio Fund securities and other securities purchased and sold for the Titan Funds, subject to the restrictions described below and any restrictions and reporting requirements as may be required by law or otherwise determined from time to time by Titan or its affiliates. To help ensure that each Supervised Person conducts his or her affairs, including personal securities transactions, in such a manner as to avoid serving his or her own personal interests ahead of the Titan Funds and to avoid conflicts of interest, Titan has adopted a code of ethics (the "Code") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended. Titan will provide a copy of the Code to any client or prospective client upon request.

The Code includes policies and procedures governing personal trading activities of its Supervised Persons and certain reporting requirements. Any investments in single stocks, corporate debt or "Limited Offerings" (as defined below, and which generally includes all offerings by the Portfolio

Funds in which the Titan Funds invest) and “Initial Public Offerings” (as defined below) must be approved in advance of making the investment by Titan’s Chief Compliance Officer.

“Supervised Person” means any (i) officer, member or employee (or other person occupying a similar status or performing similar functions) of Titan (ii) any other person who provides advice on behalf of Titan and is subject to Titan’s supervision and control and (iii) any other person deemed by Titan’s Chief Compliance Officer to be a Supervised Person for purposes of the Code (provided such person is notified in writing of the determination thereof).

“Initial Public Offering” means an offering of securities registered under the Securities Act of 1933, as amended (the “Securities Act”), the issuer of which, immediately before the registration, was not subject to the reporting requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, as amended.

“Limited Offering” means an offering that is exempt from registration under the Securities Act pursuant to Section 4(2) or 4(6) or pursuant to Rule 504, Rule 505 or Rule 506 under the Securities Act.

Certain of Titan’s owners, officers, managers, employees and family members (individually and through Titan’s retirement plan), currently invest in certain of the Titan Funds and may do so in the future. Except as otherwise described above, there are no restrictions on the ability of such persons to invest in a Titan Fund (other than eligibility requirements under applicable law and as may be set forth in the applicable Titan Fund’s offering documents), and such persons may not be subject to the same management fee, incentive allocation and withdrawal or redemption restrictions as are other investors in such Titan Fund.

Titan has the discretion to cause Titan Funds to invest in Portfolio Funds directly, indirectly through another Titan Fund, and/or through one or more managed account vehicles (each, a “Vehicle”) established by Titan in order to facilitate investing with a particular Portfolio Manager, either alone or together with other Titan Funds. In some cases, Titan or an affiliate thereof has financial or other controlling interests in a Titan Fund, and may cause other Titan Funds to invest through such Titan Fund in which it (or its affiliates) have such interests. This is generally done in order to facilitate making investments with a certain Portfolio Manager, or to give a Titan Fund exposure to a particular strategy in a more efficient manner, as determined by Titan. Such indirect investments through other Titan Funds or Vehicles may present a conflict of interests for Titan to the extent that they may present additional and possibly conflicting considerations for Titan to take into account when making investment decisions for Titan Funds. However, Titan seeks to avoid these conflicts by only using such Vehicles, and only causing Titan Funds to invest through other Titan Funds, when Titan believes that there are valuable structural, efficiency or other relevant reasons to do so that Titan considers beneficial to each of the relevant Titan Funds. In addition, to the extent that any fee-paying Titan Fund invests in another fee-paying Titan Fund, Titan waives any compensation due from one of the relevant Titan Funds, so that there is never a double layer of fees to be paid to Titan with respect to the same invested capital.

## **Item 12 - Brokerage Practices**

Titan invests almost all of the assets of the Titan Funds, directly or indirectly, in Portfolio Funds. Such investments are not executed through broker-dealers. Accordingly, we do not generally select or recommend broker-dealers for client transactions. To the extent that one or more of the Titan Funds invests through a Vehicle, the underlying Portfolio Manager of such Vehicle has the discretion to select the broker(s) to be used by such Vehicle, provided that the Portfolio Manager

is prohibited by Titan from using any “soft dollars” generated with respect to the Vehicle’s trading activity.

If we do execute client transactions through broker-dealers, it will be done primarily on the basis of obtaining best execution. Titan does not receive research or other products or services other than execution from a broker-dealer or a third party in connection with any client securities transactions. Although certain broker-dealers may refer investors to certain Funds, to the limited extent, if any, that we make any brokerage decisions with regard to client transactions, we do not consider any such referrals or any client referrals from a broker or dealer. Each investment made by a Titan Fund in a Portfolio Fund will be considered independently and each Titan Fund will complete and execute separate subscription documents and agreements in connection with such investments.

### **Item 13 - Review of Accounts**

Each of the investments in Portfolio Funds made by each Titan Fund is reviewed at least monthly by Titan’s investment committee to, among other things, determine if each such investment continues to meet Titan’s criteria for making an investment in the Portfolio Fund, and to determine the ongoing fit of the Portfolio Fund in relation to Titan’s assessment of the overall market and the objectives of the applicable Titan Fund. Titan’s investment committee, which includes George Fox and Thomas Holliday, meets at least monthly to review and discuss portfolio status, potential investments, and related issues that may have an impact on the portfolio holdings of each Titan Fund. Titan’s Chief Compliance Officer reviews each month’s investment activity for each Titan Fund and periodically reviews the portfolio of each Titan Fund for compliance with Titan’s applicable policies and procedures.

Other conditions that may trigger a review are changes in the relevant laws, new investment information, and other changes in a Titan’s assessment of the overall risk profile of a Titan Fund and how a particular Portfolio Fund impacts that.

Investors in each Titan Fund generally receive a written statement from the administrator of the applicable Titan Fund monthly setting forth the unaudited performance of the Titan Fund and the unaudited value of the investor’s investment in such Titan Fund. Each investor in a Titan Fund will also receive year-end financial statements that are audited by a firm of independent certified public accountants selected by Titan or, if applicable, the Titan Fund’s board of directors. Titan may also provide additional reports and information to certain investors as well as to consultants and advisers to investors and prospective investors at our discretion, without notice to other investors. Certain investors in the Titan Funds have certain informational rights pursuant to Supplementary Agreements or otherwise.

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

Titan and certain of its affiliates have entered into agreements (and may in the future enter into agreements) with third parties providing for, among other things, (i) payments to such third parties of a fully disclosed sales charge, which may be paid from the investments of certain investors that agree thereto, or (ii) payments from such Titan entities to such third parties of a one-time or ongoing fee based upon the capital contributions of certain investors. Certain Titan Funds are part of “platform” arrangements with platform sponsors to whom Titan (or its affiliates) pays certain fees and/or expense reimbursements. Generally, these fees to third parties are based upon a percentage of the fees received by Titan with respect to the referred party’s investments.

**Item 15 - Custody**

Custody of each Titan Fund's assets (typically investments in Portfolio Funds and cash) is generally maintained with a custodian. We do not use a qualified custodian to send quarterly account statements to our clients.

**Item 16 - Investment Discretion**

Titan has discretionary authority to manage the assets of each Titan Fund either pursuant to an investment management agreement or a partnership agreement applicable to such Titan Fund and to which Titan (or a Titan affiliate) is a party. These agreements each include an explicit grant of discretionary authority to manage the applicable Titan Fund's assets. Generally, there are no specific limitations placed on this authority, provided that Titan will exercise such discretionary authority in accordance with the investment objectives and strategy set forth in the applicable offering documents of each Titan Fund. Custom Fund investors may negotiate additional restrictions on Titan's discretionary authority.

**Item 17 - Voting Client Securities**

Titan has adopted Proxy Voting Policies and Procedures (the "Procedures") that are designed to ensure that in cases where Titan votes proxies with respect to client securities, such proxies are voted in the best interests of its clients. Generally, any such voting arises in the context of a Titan Fund owning an interest in a Portfolio Fund which is amending the terms of a Titan Fund's investment in the Portfolio Fund. The Procedures also require that Titan identify and address conflicts of interest between Titan and its clients. If a material conflict of interest exists, Titan will determine whether voting in accordance with the guidelines set forth in the Procedures is in the best interests of the client or take some other appropriate action. In voting proxies, Titan generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated). For all other proposals, Titan will determine whether a proposal is in the best interests of its clients. Our clients generally may not direct our voting in any particular solicitation. Any investor in the Titan Funds may request a copy of Titan's proxy voting policy, as well as information regarding how Titan or its affiliates voted proxies on behalf of a particular Titan Fund in which such investor is invested, by contacting Titan's Chief Compliance Officer, Darren Ross, or Director of Investor Relations, Nicholas Claude Colabella, at (914)-937-7600, or by submitting a written request to Mr. Ross or Mr. Colabella sent to Titan Advisors, LLC, 2 International Drive Suite 200, Rye Brook, NY 10573.

**Item 18 - Financial Information**

We do not believe that there is any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients, and we have not been the subject of any bankruptcy proceeding.

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

This Item is not applicable to us.



Titan Advisors, LLC

Brochure Supplement  
(Part 2B of Form ADV)

### **Item 1 – Cover Page**

This brochure supplement provides information about George J. Fox, Jr. that supplements the Titan Advisors, LLC brochure. You should have received a copy of that brochure. Please contact us at: 914-937-7600, or by email at: info@titanadvisors.com if you did not receive Titan Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

George J. Fox, Jr.

Titan Advisors, LLC  
2 International Drive, Suite 200  
Rye Brook, NY 10573  
T: 914-937-7600

### **Item 2 – Education and Business Standards**

George J. Fox, Jr. is the founder, president, and managing member of Titan Advisors, LLC ("Titan"), which he established in 2000, and Titan's affiliates. Mr. Fox is also the founder and president of G. Fox & Co., which he established in 1992. Mr. Fox graduated from the University of Richmond, Virginia, School of Law with a J.D., and from Tulane University with a B.A. in History. Mr. Fox was born in 1959.

### **Item 3 – Disciplinary Information**

There is no disciplinary history to report.

### **Item 4 – Other Business Activities**

In 1992, Mr. Fox founded G. Fox & Co., Inc., an investment advisory firm that aids high net worth families and institutions in their search for non-traditional money management, and he has served as the firm's president since its inception.

### **Item 5 – Additional Compensation**

TITAN ADVISORS, LLC

There is no additional compensation to report.

## **Item 6 – Supervision**

Mr. Fox is the founder, president, and managing member of Titan, and a co-portfolio manager for each of the funds managed by Titan and its affiliates, and as such, he is not subject to direct supervision by any person at Titan. Key business decisions for Titan are generally made by a management committee which includes Mr. Fox. Investment allocation decisions for the funds managed by Titan and its affiliates are made by an investment committee consisting of Mr. Fox, Thomas Holliday, Karl Chalupa and Michael Mecca. Mr. Fox has the authority to veto any decision by the investment committee to allocate an investment opportunity to any fund managed by Titan or its affiliates, or to require that any such fund redeem any existing investments it holds.

Titan Advisors, LLC

Brochure Supplement  
(Part 2B of Form ADV)

**Item 1 – Cover Page**

This brochure supplement provides information about Thomas L. Holliday that supplements the Titan Advisors, LLC brochure. You should have received a copy of that brochure. Please contact us at: 914-937-7600, or by email at: info@titanadvisors.com if you did not receive Titan Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Thomas L. Holliday

Titan Advisors, LLC  
2 International Drive, Suite 200  
Rye Brook, NY 10573  
T: 914-937-7600

**Item 2 – Education and Business Standards**

Thomas L. Holliday is the Chief Investment Officer/co-Portfolio Manager and a member of Titan Advisors, LLC ("Titan") and its affiliates, which he joined in 2001. Mr. Holliday attended the University of Tennessee. Mr. Holliday was born in 1963.

**Item 3 – Disciplinary Information**

There is no disciplinary history to report.

**Item 4 – Other Business Activities**

There are no other business activities to report.

**Item 5 – Additional Compensation**

There is no additional compensation to report.

**Item 6 – Supervision**

TITAN ADVISORS, LLC

Mr. Holliday is the Chief Investment Officer of Titan, a member of Titan and a co-portfolio manager for each of the funds managed by Titan and its affiliates and as such, he is not subject to direct supervision by any person at Titan. Key business decisions for Titan are generally made by a management committee which includes Mr. Holliday. Investment allocation decisions for the funds managed by Titan and its affiliates are made by an investment committee consisting of Mr. Holliday, George Fox, Karl Chalupa and Michael Mecca. Mr. Fox has the authority to veto any decision by the investment committee to allocate an investment opportunity to any fund managed by Titan or its affiliates, or to require that any such fund redeem any existing investments it holds.

Titan Advisors, LLC

Brochure Supplement  
(Part 2B of Form ADV)

**Item 1 – Cover Page**

This brochure supplement provides information about Karl V. Chalupa that supplements the Titan Advisors, LLC brochure. You should have received a copy of that brochure. Please contact us at: 914-937-7600, or by email at: info@titanadvisors.com if you did not receive Titan Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Karl V. Chalupa

Titan Advisors, LLC  
2 International Drive, Suite 200  
Rye Brook, NY 10573  
T: 914-937-7600

**Item 2 – Education and Business Standards**

Karl V. Chalupa joined Titan Advisors, LLC ("Titan") as Head of Global Macro, Multi-Strategy, and Quantitative Analysis in 2007, and subsequently became Titan's Director of Risk Management in 2010. Previously, Mr. Chalupa was President of Gamma Capital, LLC from 1998 to 2007. Mr. Chalupa graduated with a B.A. in Economics and International Relations from Northern Illinois University, and with an M.A. in Economics from Brown University. Mr. Chalupa was born in 1958.

**Item 3 – Disciplinary Information**

There is no disciplinary history to report.

**Item 4 – Other Business Activities**

There are no other business activities to report.

**Item 5 – Additional Compensation**

There is no additional compensation to report.

TITAN ADVISORS, LLC

## **Item 6 – Supervision**

Investment allocation decisions for the funds managed by Titan and its affiliates are made by an investment committee consisting of Mr. Chalupa, George Fox, Thomas Holliday and Michael Mecca. Mr. Fox has the authority to veto any decision by the investment committee to allocate an investment opportunity to any fund managed by Titan or its affiliates, or to require that any such fund redeem any existing investments it holds.

George Fox, the founder and managing member of Titan, is responsible for supervising Mr. Chalupa in connection with Mr. Chalupa's advisory activities on behalf of Titan. Mr. Fox and Mr. Chalupa meet periodically as necessary in connection with such activities. Mr. Fox may be reached at (917) 937-7600.

Titan Advisors, LLC

Brochure Supplement  
(Part 2B of Form ADV)

**Item 1 – Cover Page**

This brochure supplement provides information about Michael A. Mecca that supplements the Titan Advisors, LLC brochure. You should have received a copy of that brochure. Please contact us at: 914-937-7600, or by email at: info@titanadvisors.com if you did not receive Titan Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Michael A. Mecca

Titan Advisors, LLC  
2 International Drive, Suite 200  
Rye Brook, NY 10573  
T: 914-937-7600

**Item 2 – Education and Business Standards**

Michael A. Mecca joined Titan Advisors, LLC ("Titan") as Head of Global Macro in 2011. From 1995-2011, Mr. Mecca worked at Hartford Financial Services, and was Head of Hedge Funds and Senior Vice President of Hartford Investment Management Co. from 2004 until 2011. Mr. Mecca graduated with a B.S. in Financial Management from Quinnipiac University. Mr. Mecca was born in 1966.

**Item 3 – Disciplinary Information**

There is no disciplinary history to report.

**Item 4 – Other Business Activities**

There are no other business activities to report.

**Item 5 – Additional Compensation**

There is no additional compensation to report.

TITAN ADVISORS, LLC

## **Item 6 – Supervision**

Investment allocation decisions for the funds managed by Titan and its affiliates are made by an investment committee consisting of Mr. Mecca, George Fox, Thomas Holliday and Karl Chalupa. Mr. Fox has the authority to veto any decision by the investment committee to allocate an investment opportunity to any fund managed by Titan or its affiliates, or to require that any such fund redeem any existing investments it holds.

George Fox, the founder and managing member of Titan, is responsible for supervising Mr. Mecca in connection with Mr. Mecca's advisory activities on behalf of Titan. Mr. Fox and Mr. Mecca meet periodically as necessary in connection with such activities. Mr. Fox may be reached at (917) 937-7600.