

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

Clarus Capital Group Management LP

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

237 Park Avenue, 9th Floor**New York****NY****10017****(212) 808-7330**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV**Part II - Page 2**

Applicant:

Clarus Capital Group Management LP

SEC File Number:

801-65031

Date:

February 28, 2008**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|-----------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>100%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u> </u> % |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u> </u> % |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u> </u> % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u> </u> % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u> </u> % |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u> </u> % |
| <input type="checkbox"/> | (8) | Provides a timing service | <u> </u> % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u> </u> % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☐ No ☒**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Clarus Capital Group Management LP

SEC File Number:

801- **65031**

Date:

February 28, 2008**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> (1) variable life insurance | |
| <input type="checkbox"/> (2) variable annuities | |
| <input type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.**A.** Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Clarus Capital Group Management LP

SEC File Number:

801-65031

Date:

February 28, 2008**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☒ ☐

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Applicant:

Clarus Capital Group Management LP

SEC File Number:

801- 65031

Date:

February 28, 2008

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

All accounts managed by Clarus Capital Group Management LP ("Clarus") are reviewed, at least, on a monthly basis by Ephraim Fields, the managing member of the general partner for Clarus, to assure conformity with client objectives and guidelines. In addition, all accounts are reviewed in light of emerging trends and developments as well as market volatility.

Clarus also provides investment advisory services to a limited number of individual clients (each a "Separately Managed Account"). The managing member of Clarus reviews each of the Separately Managed Accounts with equal frequency as he does the pooled investment vehicles he manages.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Each investor will receive an annual financial report audited by each respective pooled investment vehicle's independent auditors and other reports determined by Clarus, in its sole discretion. Each respective pooled investment vehicle shall bear all fees in providing such reports.

Separately Managed Account clients have direct access to broker reports and Clarus does not provide any additional reports to the Separately Managed Accounts clients.

Applicant:

Clarus Capital Group Management LP

SEC File Number:

801-65031

Date:

February 28, 2008

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☐ ☒

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part II

Applicant: Clarus Capital Group Management LP	SEC File Number: 801-65031	Date: February 28, 2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Clarus Capital Group Management LP		IRS Empl. Ident. No.: 20-8098367
Item of Form (identify)	Answer	
Item 1A, 2 & 8D	<p><u>SERVICES PROVIDED:</u></p> <p>Clarus Capital Group Management LP, a Delaware limited partnership ("Clarus"), provides investment advisory services to Clarus Capital, LLC, a private investment limited liability company ("Domestic Fund") and Clarus Capital Offshore, Ltd., a Cayman Islands exempted company ("Offshore Fund", collectively with the Domestic Fund, the "Funds"), on a discretionary basis. Clarus also provides investment advisory services to a limited number of managed account clients (together with the Funds, the "Clients") on a discretionary basis through separately managed accounts. The Funds operate as pooled investment vehicles intended to provide diversification, management expertise and other advantages to investors. The advisory services include, among other things, providing advice regarding asset allocation and the selection of investments.</p>	
Item 1D	<p><u>COMPENSATION PAYABLE:</u></p> <p>In consideration for the provision of advisory services, Clarus shall receive a management fee ("Management Fee") equal to 0.375% per quarter (approximately 1.5% annually) of each investor's share of the Domestic Fund's net asset value. The Management Fee shall be payable quarterly in advance and calculated as of the first day of each quarter. In regards to the Offshore Fund, Clarus shall receive a Management Fee payable quarterly and in advance with respect to each Series of Shares, calculated as of the first day of each calendar quarter, (i) with respect to each Series of Class A Shares and Class B Shares, equal to 0.375% of the net asset value of the outstanding Shares of such Series at the beginning of such quarter (approximately 1.5% annually), (ii) with respect to each Series of Class C Shares and Class D Shares, equal to 0.5% of the net asset value of the outstanding Shares of such Series at the beginning of such quarter (approximately 2% annually). A <i>pro rata</i> Management Fee will be charged to investors on any amounts permitted to be invested during any quarter. Clarus, in its sole discretion, may waive or reduce the Management Fee with respect to one or more investors for any period of time, or agree to apply a different Management Fee for that investor.</p> <p>Clarus shall receive an annual incentive allocation ("Incentive Allocation") at the close of each fiscal year equal to 20% of the portion of the relevant Fund's annual net income (including realized and unrealized gains and net of the Management Fee) attributable to each investor as of the close of such year. The Incentive Allocation shall be subject to a high water mark or Loss Carry forward provision (as defined below).</p> <p>Clarus shall also receive a Incentive Allocation upon any withdrawal by an investor, whether voluntary or involuntary, and upon dissolution of the Funds. The Incentive Allocation shall be in addition to the proportionate allocations of income and profits, or losses, to Clarus and/or its affiliates based upon their capital accounts relative to</p>	

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Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part II

Applicant: Clarus Capital Group Management LP	SEC File Number: 801-65031	Date: February 28, 2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Clarus Capital Group Management LP	IRS Empl. Ident. No.: 20-8098367
Item of Form (identify)	Answer
	<p>the capital accounts of all investors. Clarus, in its sole discretion, may waive or reduce the Incentive Allocation with respect to any investor for any period of time, or agree to apply a different Incentive Allocation for that investor. Clarus may, in its discretion, reallocate a portion of its Incentive Allocation to certain investors.</p> <p>Clarus' Incentive Allocation is subject to what is commonly known as a "high water mark" procedure. That is, if the Funds have a net loss in any fiscal year, this loss will be carried forward as to each investor to future years (such amount is referred to as the "Loss Carryforward"). Whenever there is a Loss Carryforward for an investor with respect to a year, Clarus will not receive a Incentive Allocation from such investor for future years until the Loss Carryforward amount for such investor has been recovered (i.e., when the Loss Carryforward amount has been exceeded by the cumulative profits allocable to such investor for the years following the Loss Carryforward). Once the Loss Carryforward has been recovered, Clarus' Incentive Allocation shall be based on the excess profits (over the Loss Carryforward amount) as to each investor, rather than on all profits. The "high water mark" procedure prevents the investor from receiving an Incentive Allocation as to profits that simply restore previous losses and is intended to ensure that each Incentive Allocation is based on the long-term performance of an investment in the Funds.</p> <p>When an investor withdraws capital, any Loss Carryforward will be adjusted downward in proportion to the withdrawal. Clarus may agree with any investor to apply a different Loss Carryforward provision for such investor.</p> <p>Fees for separately managed account clients are negotiable but typically involve both a Management Fee and Incentive Allocation.</p>
Item 3L	<p><u>TYPES OF INVESTMENTS:</u></p> <p>Clarus will invest and trade in a wide variety of a wide variety of securities and financial instruments, domestic and foreign, of all kinds and descriptions, whether publicly traded or privately placed, including but not limited to common and preferred stocks, bonds and other debt securities, convertible securities, limited partnership interests, mutual fund shares, interests in real estate, options, warrants, commodities, futures, derivatives (including swaps, forward contracts and structured instruments), currencies, monetary instruments and cash and cash equivalents.</p>
Item 5	<p><u>EDUCATION AND BUSINESS STANDARDS:</u></p> <p>Investment professionals associated with Clarus will be required to have at least a bachelor's degree and a solid understanding of investments and obtain any state licenses that are required.</p>

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Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part II

Applicant: Clarus Capital Group Management LP	SEC File Number: 801-65031	Date: February 28, 2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Clarus Capital Group Management LP		IRS Empl. Ident. No.: 20-8098367
Item of Form (identify)	Answer	
Item 6	<p><u>EDUCATION AND BUSINESS BACKGROUND:</u></p> <p><i>Ephraim Fields</i> (Born in 1966), the Managing Member of the General Partner to Clarus and the Chief Compliance Officer for Clarus.</p> <p>Ephraim Fields is the controlling principal of Clarus and the Management Company. Prior to founding these entities, Mr. Fields co-founded Clear Lake Partners, L.P., a long/short U.S. equities hedge fund. Before that, Mr. Fields worked for seven years as an investment banker, first at Donaldson, Lufkin & Jenrette ("DLJ") and then at Credit Suisse First Boston, which acquired DLJ. During his career at these firms, Mr. Fields worked primarily in the Financial Sponsors Group where he helped private equity firms identify, analyze and structure investments. Prior to joining DLJ in 1994, Mr. Fields attended the Wharton School at the University of Pennsylvania where he received his MBA. While attending Wharton, Mr. Fields worked for the Palmer Group, a private equity firm founded by the former dean of Wharton, Russell Palmer. Before enrolling at Wharton, Mr. Fields was an analyst at Wasserstein Perella & Co. where he worked for the firm's mergers and acquisitions advisory and principal investing groups. Mr. Fields received his B.S.B.A from Washington University in St. Louis where he majored in finance.</p> <p>During his career, Mr. Fields has structured numerous financings of common stock, preferred stock, senior debt and high yield debt. In this capacity, he has acted both as a principal (investing his firm's capital) and as an agent (representing third parties). Mr. Fields also has extensive experience in mergers and acquisitions, having completed both friendly and hostile transactions for financial and strategic buyers. Mr. Fields has also worked on several restructuring assignments and has experience representing debtors and creditors. Throughout his career, Mr. Fields has worked on transactions in a wide range of industries including consumer products, retailing, manufacturing and distribution.</p>	
Item 9D	<p>On occasion, Clarus may engage in re-balancing the portfolios of the funds it advises through cross trades, transactions where, for example, securities are sold to one advisory client and purchased by another advisory client. The benefits of a cross trade between advisory clients are the elimination of brokerage costs. Also, clients may save on market impact costs or adverse movements in the stock due to the trade if it is a large block trade. Custody costs and transfer taxes may also be saved.</p> <p>Rebalancing, through cross trades, of a fund is usually necessary as a result of cash inflows or outflows but can be necessitated by other factors. In effecting such cross trades, Clarus seeks to reduce the transaction costs to its clients of such account adjustments. All such cross trades will be consistent with the investment objectives and policies of each investment account involved in the trades, and will be effected at the closing market price for the security for the day upon which the cross trade is executed. Investment accounts involved in such cross trades will not pay any</p>	

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Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part II

Applicant: Clarus Capital Group Management LP	SEC File Number: 801-65031	Date: February 28, 2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Clarus Capital Group Management LP		IRS Empl. Ident. No.: 20-8098367
Item of Form (identify)	Answer	
Item 9E	<p>brokerage commissions or mark ups in connection with the trades, but may pay customary transfer fees (i.e., aggregate ticket charges) that are assessed through any unaffiliated broker dealers through which the trades are effected.</p> <p>Clarus does not receive any compensation, other than its advisory fees as a result of engaging in a cross trade. Clarus does not sell securities to clients nor does it purchase securities from clients. However, Clarus and its principals, have capital accounts in the Funds.</p> <p><u>CODE OF ETHICS:</u></p> <p>The code of ethics of Clarus ("Code of Ethics") is based upon the premise that all Clarus personnel have a fiduciary responsibility to render professional, continuous, and unbiased investment advisory service. The Code of Ethics requires all personnel to (1) comply with all applicable laws and regulations; (2) observe all fiduciary duties and put the clients' interests ahead of those of Clarus; (3) observe Clarus' personal trading policies so as to avoid "front-running" and other conflicts of interests between Clarus and its clients; (4) ensure that all personnel have read the Code of Ethics, agreed to adhere to the Code of Ethics, and are aware that a record of all violations of the Code of Ethics will be maintained by the Chief Compliance Officer and that personnel who violate the Code of Ethics are subject to sanctions by Clarus, including termination.</p> <p>A copy of the Code of Ethics is available upon request to investors in any pooled investment vehicle.</p> <p>Clarus' Access Persons may engage in securities trading for their own benefit, however, all securities transactions by Clarus' Access Persons require written approval by the Chief Compliance Officer in advance of the transaction ("pre-approval"). It is the policy of Clarus to give preference to orders of advisory clients over similar orders for personnel associated with the firm regarding. Clarus and its employees (collectively "Clarus") may personally invest in the same securities that are purchased for the Funds and may own securities that are subsequently purchased for the Funds. Clarus may also buy or sell a specific security for their own account based on personal investment considerations, which Clarus does not deem appropriate to buy or sell for the Funds.</p>	
Item 10	Subject to the discretion of Clarus to accept less, the minimum investment in any of the Funds is \$1,000,000.	
Item 12	<p><u>BROKERAGE ARRANGEMENTS:</u></p> <p>Clarus is responsible for the placement of the portfolio transactions of the Clients and the negotiation of any commissions paid on such transactions. Portfolio securities</p>	

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Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part II

Applicant: Clarus Capital Group Management LP	SEC File Number: 801-65031	Date: February 28, 2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Clarus Capital Group Management LP	IRS Empl. Ident. No.: 20-8098367
Item of Form (identify)	Answer
	<p>normally are purchased through brokers on securities' exchanges or directly from the issuer or from an underwriter or market maker for the securities. Purchases of portfolio instruments through brokers involve a commission to the broker. Purchases of portfolio securities from dealers serving as market makers include the spread between the bid and the asked price. Clarus will not commit to provide any level of brokerage business to any broker. Clarus may utilize the services of one or more introducing brokers who will execute the respective Client's brokerage transactions through the broker and custodian who will clear the respective Client's transactions.</p> <p>Securities transactions for Clients will be executed through brokers selected by Clarus in its sole discretion and without the consent of the Clients and/or Fund investors. In placing portfolio transactions, Clarus will seek to obtain the best execution for the Clients, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected and the efficiency of error resolution; taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; special execution capabilities; clearance; settlement; reputation; on-line pricing; block trading and block positioning capabilities; willingness to execute related or unrelated difficult transactions in the future; order of call; on-line access to computerized data regarding clients' accounts; performance measurement data; the quality, comprehensiveness and frequency of available research and related services considered to be of value; the availability of stocks to borrow for short trades and the competitiveness of commission rates in comparison with other brokers satisfying Clarus' other selection criteria. Clarus is not required to weigh any of these factors equally. Since commission rates in the United States are negotiable, Clarus' selection of brokers on the basis of considerations which are not limited to applicable commission rates may at times result in the Clients being charged higher transaction costs than it could otherwise obtain.</p> <p><u>SOFT DOLLAR ARRANGEMENTS:</u></p> <p>The term "soft dollars" refers to the receipt by an investment manager of products and services provided by brokers, without any cash payment by the investment manager, based on the volume of brokerage commission revenues generated from securities transactions executed through those brokers on behalf of investment manager's clients.</p> <p>Clarus is authorized to pay higher prices for the purchase of securities from or accept lower prices for the sale of securities to brokerage firms that provide it with such investment and research information or to pay higher commissions to such firms if Clarus determines such prices or commissions are reasonable in relation to the overall services provided. The research and brokerage information, services and products are described below. Clarus is not required to weigh any of these factors</p>

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Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of

Form ADV

Continuation Sheet for Form ADV Part II

Applicant: Clarus Capital Group Management LP	SEC File Number: 801-65031	Date: February 28, 2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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	<p>equally. The information, products and services received are in addition to and not in lieu of services required to be performed by Clarus and its affiliates, and the Management Fee and Incentive Allocation are not reduced as a consequence of the receipt of such supplemental research information. Research services provided by broker-dealers used by the Funds may be utilized by Clarus and its affiliates in connection with investment services for other clients and, likewise, research services provided by broker-dealers used for transactions of other clients may be utilized by Clarus and its affiliates in performing services for certain Clients. Since commission rates in the United States are negotiable, Clarus' selection of brokers on the basis of considerations which are not limited to applicable commission rates may at times result in the Funds being charged higher transaction costs than it could otherwise obtain. Nonetheless, Clarus' decision on which brokers to utilize will be driven by a concerted striving for "best execution."</p> <p>Clarus may use "soft dollars" generated by Clients to pay for research and brokerage related services and expenses. Section 28(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), provides a "safe harbor" to investment managers who use commission dollars generated by their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the manager in the performance of investment decision-making responsibilities. These services and expenses may take the form of economic and market information, portfolio strategy advice, industry and company comments, technical data, recommendations, consultations, general reports, newswire and data processing charges, quotation equipment and services (e.g., Reuters, Bloomberg, Bridge, First Call, etc.), periodical subscription fees (e.g., The Financial Times, The Wall Street Journal, the New York Times, Federal Filings, Investors Business Daily, Dow Jones, etc.), computer equipment used for brokerage or research purposes (e.g., computers, computer hardware, software, hard drives, monitors, PDAs, LANs, servers, etc.) and related technical support, repair and maintenance, television and cable services used for research purposes and related equipment and installation and maintenance costs (e.g., copy equipment, telephones, telephone lease, telephone and facsimile lines, cellular phones, telephone call recording equipment, headsets, telephone switchboards and monthly and long distance telephone charges), all expenses incurred in connection with investigating and researching issuers of securities, meeting with management or industry consultants, and other accounting fees and legal fees and the like, and other reasonable expenses determined by Clarus. Conduct outside of the safe harbor afforded by Section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. All soft dollar arrangements made by the Funds shall be consistent with Section 28(e) or shall be with respect to services the expenses of which would otherwise be required to be paid by the Funds.</p> <p>UBS Securities LLC ("UBS") currently serves as prime broker regarding securities transactions for Clients. In addition, Clarus pays UBS for use of certain office space.</p>

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	<p>UBS provides office space together with related services, which may include telephone and data network infrastructure and maintenance, receptionist, mailroom and technical support, office furniture, telephone equipment and usage, cable service, food and beverage services, access to common market data, computer equipment and copiers, and shared use of common areas. The provision of office space and related services to Clarus may be on terms, including fees, that may be more advantageous to Clarus than the terms on which it could obtain such services from other vendors. The provision of office space and related services to Clarus by UBS, or the terms on which these are provided, may be a factor when an affiliate of Clarus selects a prime broker and/or brokers for the execution of portfolio transactions for Clients of Clarus.</p> <p><u>ALLOCATION OF TRADES:</u></p> <p>Clarus may at times determine that certain investments will be suitable for acquisition by the Funds and by other accounts managed by Clarus, Clarus' own accounts or accounts of an affiliate. If that occurs, and Clarus is not able to acquire the desired aggregate amount of such investments on terms and conditions which Clarus deems advisable, Clarus will endeavor to allocate in good faith the limited amount of such investments acquired among the various accounts for which Clarus considers them to be suitable. Clarus may make such allocations among the accounts in any manner which it considers to be fair under the circumstances, including but not limited to, allocations based on relative account sizes, the degree of risk involved in the investments acquired, and the extent to which a position in such investment is consistent with the investment policies and strategies of the various accounts involved.</p> <p><u>AGGREGATION OF ORDERS:</u></p> <p>Clarus may aggregate purchase and sale orders of investments held by the Fund with similar orders being made simultaneously for other accounts or entities if, in Clarus' reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to the Fund based on an evaluation that the Funds will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. In many instances, the purchase or sale of investments for the Funds will be affected simultaneously with the purchase or sale of like investments for other accounts or entities. Such transactions may be made at slightly different prices, due to the volume of investments purchased or sold. In such event, the average price of all investments purchased or sold in such transactions may be determined, at Clarus' sole discretion, and the Funds may be charged or credited, as the case may be, with the average transaction price.</p>

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Item 13	<p><u>REFERRAL OF INVESTORS:</u></p> <p>Clarus may also direct some Funds brokerage business to brokers who refer prospective investors to the Funds. Because such referrals, if any, are likely to benefit Clarus but will provide an insignificant (if any) benefit to Shareholders, Clarus will have a conflict of interest with the Funds when allocating Funds brokerage business to a broker who has referred investors to the Funds. To prevent Fund brokerage commissions from being used to pay investor referral fees, Clarus will not allocate Funds brokerage business to a referring broker unless Clarus determines in good faith that the commissions payable to such broker are reasonable in relation to those available from non-referring brokers offering services of substantially equal value to the Funds.</p> <p>Clarus may sell Shares through broker-dealers, placement agents and other persons and pay a marketing fee or commission in connection with such activities, including ongoing payments, at Clarus' own expense (except in circumstances involving directed brokerage). In certain cases, the Funds may cause the Shareholder to pay sales fees or charges, on a fully disclosed basis, to the broker-dealer or placement agent who introduced such Shareholder to the Funds, based upon the size of such Shareholder's investment in the Funds. Any such sales fees or charges would be assessed against the referred investor and would reduce the amount actually invested by the Shareholder in the Funds.</p>	
Additional Items	<p><u>PROXY VOTING:</u></p> <p>Clarus uses reasonable judgment to vote proxies in a manner it determines is in the best interest of the Clients and/or investors of the Funds. Clarus monitors corporate actions of those securities it has purchased on behalf of its Clients. Receipt of proxy materials is logged into a proxy control sheet. Proxy votes will generally be submitted electronically or by mail. A record of the proxy votes cast will be made and retained by Clarus. Clients can obtain information on how the proxies were voted and a detailed description of Clarus' policies and procedures regarding proxy voting by requesting such information from the Chief Compliance Officer.</p> <p>In some foreign markets where proxy voting demands fee payment for agent services, Clarus will balance the cost and benefit of proxy voting and may give up the proxy voting if the cost associated is greater than the benefits from voting.</p> <p><u>PRIVACY POLICY:</u></p> <p>Clarus has adopted a privacy policy that explains the manner in which each of the Funds and Clarus (collectively, "Fund Entities"), collect, utilize and maintain nonpublic personal information about the relevant Fund's investors, as required under recently enacted U.S. federal legislation. This privacy policy only applies to</p>	

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	<p>nonpublic information of investors who are individuals (not entities).</p> <p>Collection of Investor Information</p> <p>The Fund Entities collect personal information about its investors mainly through the following sources:</p> <ul style="list-style-type: none"> • Subscription forms, investor questionnaires and other information provided by the investor in writing, in person, by telephone, electronically or by any other means. This information includes name, address, nationality, tax identification number, and financial and investment qualifications; and • Transactions within the Fund Entities, including account balances, investments and redemptions. <p>Disclosure of Nonpublic Personal Information</p> <p>The Fund Entities do not sell or rent investor information. The Fund Entities do not disclose nonpublic personal information about investors to nonaffiliated third parties or to affiliated entities, except as permitted by law. For example, the Fund Entities may share nonpublic personal information in the following situations:</p> <ul style="list-style-type: none"> • To service providers in connection with the administration and servicing of the Fund, which may include attorneys, accountants, auditors and other professionals. The Fund Entities may also share information in connection with the servicing or processing of Fund Entities transactions; • To affiliated companies in order to provide you with ongoing personal advice and assistance with respect to the products and services you have purchased through the Fund and to introduce you to other products and services that may be of value to you; • To respond to a subpoena or court order, judicial process or regulatory authorities; • To protect against fraud, unauthorized transactions (such as money laundering), claims or other liabilities; and • Upon consent of an investor to release such information, including authorization to disclose such information to persons acting in a fiduciary or representative capacity on behalf of the investor.

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Clarus Capital Group Management LP	801-65031	February 28, 2008

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	<p>Protection of Investor Information</p> <p>The Fund Entities' policy is to require that all employees, financial professionals and companies providing services on their behalf keep client information confidential.</p> <p>The Fund Entities maintain safeguards that comply with federal standards to protect investor information. The Fund Entities restrict access to the personal and account information of investors to those employees who need to know that information in the course of their job responsibilities. Third parties with whom the Fund Entities share investor information must agree to follow appropriate standards of security and confidentiality.</p> <p>The Fund Entities' privacy policy applies to both current and former investors. The Fund Entities may disclose nonpublic personal information about a former investor to the same extent as for a current investor.</p> <p>Changes to Privacy Policy</p> <p>The Fund Entities may make changes to their privacy policy in the future. The Fund Entities will not make any change affecting you without first sending you a revised privacy policy describing the change.</p> <p><u>TRADE ERROR POLICY:</u></p> <p>Clarus has several internal controls in place to prevent trade errors from occurring. On those occasions when such an error does occur, however, Clarus will reasonably determine how to correct the error. If the error results in a loss to a client's account that is not insignificant, Clarus will not reimburse for such losses. Clarus also maintains a record of all trade errors, which includes information about the trade and how the error was corrected.</p>

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