

PART 2A OF FORM ADV – FIRM BROCHURE

**LYFORD GROUP INTERNATIONAL LTD.**

375 Park Avenue  
Suite 2304  
New York, NY 10152

[www.lyfordfund.com](http://www.lyfordfund.com)

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This brochure provides information about the qualifications and business practices of Lyford Group International Ltd. (“**Lyford**”). If you have questions about the contents of this brochure, contact Eric Pickens at (212) 500-1621 or [epickens@lyfordfund.com](mailto:epickens@lyfordfund.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

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

REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT LYFORD GROUP INTERNATIONAL LTD. OR ANY PRINCIPALS OR EMPLOYEES OF LYFORD GROUP INTERNATIONAL LTD. POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY OR ANY OTHER BUSINESS.

**Material Changes**

Not Applicable

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## **Advisory Business**

Lyford Group International Ltd (“Lyford”) is a limited liability company organized under the laws of the Bahamas in June 2002. Samer Nsouli is Lyford’s Chief Investment Officer (“CIO”). Lyford is 100% owned by Lyford Group Asset Management Ltd. (“LGAM”). LGAM is 100% owned by Lyford Group Asset Management Holdings Ltd. (“LGAMH”). The shares of LGAMH are owned and controlled 100% by Royal Bank of Canada Trust Company (Bahamas) Limited as Trustee.

Lyford manages all its portfolios with the investment objective of generating absolute returns with minimal correlation to other markets. Lyford’s investment strategy may be broadly described as employing a “Discretionary Global Macro” style that emphasizes tactical trading in liquid markets. Lyford combines medium-term fundamental views (typical investment horizon 3-6 months) with tactical futures and currency trading (typical holding period <5 days).

Lyford is generally granted broad investment authority with respect to the management of the accounts of its clients. All client accounts are managed in an effort to maximize total return through capital appreciation and income from investments. Lyford has a global investment perspective and may invest a substantial portion of its assets in securities whose performance is linked to emerging market countries.

Lyford generally provides investment advisory services based on the investment objectives, risk profile, financial situation and cash flow needs of each client. The agreement with each client may contain investment restrictions or guidelines with respect to the types or amounts of securities or other financial instruments that may be purchased or sold for the client’s account. Lyford may pursue different investment strategies for different clients.

Futures, options on futures, and spot and forward currency contracts are Lyford’s preferred (and most commonly-used) instruments. Liquidity and ease of entry/exit are emphasized, and Lyford typically uses the most liquid and transparently priced instrument within any given asset class.

Lyford may in the future provide advisory services, either on a discretionary or non-discretionary basis, to additional private investment funds and managed accounts. Lyford does not participate in any wrap fee programs. Lyford manages all assets on a discretionary basis. As of February 28, 2013, the amount of assets Lyford manages on a discretionary basis is approximately \$63 million.

## **Fees and Compensation**

All clients are “Qualified Purchasers” as defined in section 2(a)(51) of the Investment Company Act of 1940, as amended, and therefore this information is not required.

### *Deduction of Fees*

A management fee is usually deducted directly from each client or investor account as such fee becomes payable, which is generally monthly in arrears. A performance-based fee or

allocation is usually payable periodically in arrears, or upon the termination of a client account.

#### *Other Fees and Expenses*

Clients will be responsible for all investment-related expenses, such as brokerage commissions, research expenses, interest on margin accounts and other indebtedness, custodial fees, bank service fees, withholding and transfer fees, taxes, clearing and settlement charges, expenses related to the purchase, sale or holding of investments. Each client also bears its own legal, accounting, audit and tax preparation expenses, corporate licensing fees, administration fee and other similar operating expenses.

The section below titled “Brokerage Practices” describes the factors Lyford considers in selecting or recommending broker-dealers and determining the reasonableness of their compensation.

#### *Transaction-Based Compensation*

Neither Lyford nor its supervised persons accept compensation for the sale of securities or other investment products by any client.

### **Performance-Based Fees and Side-by-Side Management**

#### *Performance-Based Fees*

Lyford or its affiliates ordinarily receives a performance-based fee or allocation. Any performance-based fee or allocation arrangement will comply with Rule 205-3 under the Investment Advisers Act of 1940 (the “Advisers Act”). Performance fees or allocations paid to Lyford are separate and distinct from the advisory fees charged by Lyford for advisory services.

Performance-based compensation arrangements received by Lyford may create an incentive for Lyford to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement.

In addition, different client accounts may be subject to different performance-based compensation arrangements. If Lyford, or its affiliates, is entitled to receive a higher percentage of the net profits of the account of one client than the percentage that Lyford, or its affiliate, receives from another client, then Lyford may have an incentive to favor, or to allocate certain riskier or more speculative investments to, the client that is subject to the higher percentage. However, Lyford anticipates that all accounts will generally be invested on a parallel basis, except as otherwise discussed with or agreed to by a particular client. Lyford will, as a policy, allocate all investment opportunities among its clients according to its written Allocation Policy. Every client account is treated in an equal manner for trade allocation, subject to client investment guidelines and restrictions. For example, a client may prohibit investing in certain instruments, in which case that account would not receive any allocation.

### *Types of Clients*

Clients may include corporations, endowments, foundations, trusts, estates, individuals and pension and profit sharing plans.

### *Minimum Investment Requirements*

Generally, investors must invest a minimum of \$5,000,000 to engage Lyford directly as investment advisor. Investors may engage Lyford to manage a less amount by investing through a managed account platform such as dbSelect or HFR.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

The first part of Lyford's portfolio-construction process is to establish a fundamental macroeconomic view. Factors that could shape this view include pricing of risk generally, central bank policy, global economic growth rates, consumer spending, and demographic factors. This perspective is developed with a medium-term horizon, typically 3-6 months.

Long-term investment themes are typically generated using fundamental "top down" research on global markets. In addition to conducting internal research, the investment team reviews and analyzes an extensive number of reports (typically 10-20) from independent boutique research firms. These firms cover a wide spectrum of investment-related topics, ranging from analyzing long-term macro-economic trends to short-term price action and market technicals. Lyford finds that employing boutique research firms is valuable in shaping a global economic view. These firms tend to offer perspectives and investment themes that are independent of the agendas and suggestions offered by large investment banks.

Lyford also reviews investment research from "sell side" investment banks and trading houses, but tends not to rely heavily on these publications for investment ideas. Nonetheless, Lyford believes it is important to understand the perspectives of large firms, as they can help the investment team determine how other market participants may be positioned in various financial instruments. Lyford then constructs a small number of core themes (typically 2-3) based on this outlook, and implements them primarily through equity futures, commodity futures, bond futures, and spot and forward currency contracts. These themes have a typical investment horizon of one month to six months, although active tactical trading with substantially shorter holding periods may be expected.

Lyford also pursues investment returns by actively trading, on a tactical and opportunistic basis, highly liquid instruments to complement the portfolio's core themes. Holding periods for these tactical trades typically range from intraday to five days. In Lyford's opinion, factors that can affect short-term market dynamics, and therefore can create short-term trading opportunities, include:

- Releases of economic data
- Major policy announcements or comments by policy makers
- Changes in market sentiment or changes in positioning (e.g., trades become "crowded" or markets become "one way")
- Short-term technical factors (e.g., support/resistance levels)

Lyford typically seeks about 70% of the total target return from these short-term, opportunistic trades. This percentage will vary substantially over time.

### *Material Risks*

The following are some of the principal risks associated with Lyford's investment program. However, the list below may not be exhaustive.

#### *Commodity Trading Risks Generally*

Lyford may invest in commodity forward contracts, futures contracts (including financial futures and interest rate futures), and other commodity interests or swaps. Trading in commodity interests may involve substantial risks. Commodity markets are highly volatile. The low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss. There is no assurance that a liquid secondary market will exist for commodity futures contracts or options purchased or sold, and Lyford may be required to maintain a position until exercise or expiration, which could result in losses.

Many commodity exchanges limit the amount of fluctuation permitted in contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit. Contract prices could move to the daily limit for several consecutive trading days permitting little or no trading, thereby preventing prompt liquidation of commodity interest positions and potentially subjecting Lyford to substantial losses. Investing in commodities and forward or futures contracts is a highly specialized investment activity entailing greater than ordinary investment risk.

#### *Disposal of Investments*

It cannot be assured that Lyford will be able to dispose of investments at the times or on the terms it desires. Lyford's discretion as to timing of disposals may be limited and may result in disposals made under less than optimal market conditions.

#### *Investing Globally*

Lyford may from time to time invest in securities and other instruments that are listed on foreign markets. In such cases, it should be noted that obligors in different countries are generally subject to different accounting, auditing, and financial reporting standards. The volume of trading, the volatility of prices and the liquidity of obligors may vary in the markets of different countries. Hours of business, customs, and access to these markets by outside investors may also vary. In addition, the level of government supervision and regulation of securities exchanges, securities dealers and listed and unlisted companies is different throughout the world. The laws of some countries may limit Lyford's ability to invest in those countries. In addition, there may be a lack of adequate legal recourse for the redress of disputes and in some countries the pursuit of such disputes may be subject to a highly prejudiced legal system.

Different markets also have different clearance and settlement procedures. Delays in settlement could result in temporary periods when a portion of the assets under management by Lyford are uninvested and no return is earned thereon. The inability of Lyford to make intended security purchases due to settlement problems could cause Lyford to miss attractive

investment opportunities. Inability to dispose of portfolio securities due to settlement problems could result either in losses, due to subsequent declines in value of the portfolio security or, if Lyford has entered into a contract to sell the security, could result in possible liability to the purchaser.

#### *Non U.S. Exchanges and Markets*

Lyford may engage in trading on non U.S. exchanges and markets. The foreign markets in which Lyford may invest can be more volatile than the U.S. market. With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets managed by Lyford, political or social instability or diplomatic developments that could affect investments in these countries. The values and relative yields of investments in different countries and their associated risks are expected to change independently of each other. Trading on such foreign exchanges and markets may involve certain risks not applicable to trading on U.S. exchanges and markets and frequently is less regulated. For example, certain of such exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants, as do U.S. exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on such exchanges. Some non U.S. exchanges, in contrast to U.S. exchanges, are “principals’ markets” in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non U.S. exchanges may be conducted in a manner such that all participants are not afforded an equal opportunity to execute certain trades and also may be subject to a variety of political influences and the possibility of direct governmental intervention. Certain markets and exchanges in countries other than the U.S. have different clearance and settlement procedures for trades and transactions than U.S. markets and, in certain markets, there have been times when settlement procedures have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Any difficulty with clearance or settlement procedures may generate losses. Investment performance could also be subject to the risk of fluctuations in the currency exchange rate between the local currency and the U.S. dollar and to the possibility of exchange controls.

#### *Availability of Investment Strategies*

The success of Lyford’s investment activities depends on Lyford’s ability to identify overvalued and undervalued investment opportunities and to exploit price discrepancies in the financial markets, as well as to assess the import of news and events that may affect the financial markets. Identification and exploitation of the investment strategies to be pursued by Lyford involves a high degree of uncertainty. No assurance can be given that Lyford will be able to locate suitable investment opportunities in which to deploy all of the assets under management or to exploit discrepancies in the securities and derivatives markets. An increase or reduction in money market liquidity or the pricing inefficiency of the markets in which Lyford seeks to invest, as well as other market factors, are likely to reduce the scope of the investment strategies Lyford may pursue. Lyford may be adversely affected by unforeseen events involving such matters as changes in the macro environment, interest rates or the credit status of an issuer, forced redemptions of securities or acquisition proposals, break up



of planned mergers, unexpected changes in relative value, short squeezes, inability to short stock or changes in tax treatment.

#### *Interest Rate Risk*

Lyford may invest in debt securities and therefore be subject to interest rate risk. Generally, the value of debt securities will change inversely with changes in interest rates. As interest rates rise, the market value of debt securities tends to decrease. Conversely, as interest rates fall, the market value of debt securities tends to increase. This risk will be greater for long term securities than for short term securities. The prices of securities tend to be sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs of borrowed securities and leveraged investments. To the extent that interest rate assumptions underlie the hedge ratios implemented in hedging a particular position, fluctuations in interest rates could invalidate those underlying assumptions.

#### *Derivative Instruments Generally*

Lyford may invest in derivative instruments. Generally, derivatives can be characterized as financial instruments whose performance is derived, at least in part, from the performance of an underlying asset or assets. Types of derivatives include options, futures contracts, options on futures, forward contracts, swaps and credit linked notes. Derivative instruments may be used for a variety of reasons, including to enhance return, lever the assets under management by Lyford, hedge certain market risks, or provide a substitute for purchasing or selling particular securities. Derivatives may provide a cheaper, quicker or more specifically focused way for Lyford to invest than “traditional” securities would. Derivatives can be volatile and involve various degrees of risk, depending upon the characteristics of the particular derivative and the portfolio as a whole. Derivatives may permit Lyford to increase or decrease the level of risk, or change the character of the risk, to which its portfolio is exposed in much the same way as Lyford can increase or decrease the level of risk, or change the character of the risk, of the portfolio by making investments in specific securities. Other risks that derivative instruments in general have include imperfect correlation between the value of such instruments and the underlying assets, the possible default of the other party to the transaction or illiquidity of the derivative instruments. Furthermore, the ability to successfully use derivative instruments may be more dependent on Lyford’s ability to predict pertinent market movements than other investments. Thus, the use of derivative instruments may result in losses greater than if they had not been used, may require Lyford to sell or purchase portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation Lyford can realize on an investment, or may cause Lyford to hold a security that it might otherwise sell.

Additionally, amounts paid by Lyford as premiums and cash or other assets held in margin accounts with respect to derivative instruments are not otherwise available to Lyford for investment purposes. Derivatives may be purchased on established exchanges or through privately negotiated transactions referred to as over the counter derivatives. Exchange traded derivatives generally are guaranteed by the clearing agency which is the issuer or counterparty to such derivatives. This guarantee is usually supported by a daily payment system (i.e., margin requirements) operated by the clearing agency in order to reduce overall credit risk. As a result, unless the clearing agency defaults, there is relatively little

counterparty credit risk associated with derivatives purchased on an exchange. By contrast, no clearing agency guarantees over the counter derivatives. Therefore, each party to an over the counter derivative bears the risk that the counterparty will default. Over the counter derivatives may be less liquid than exchange traded derivatives since the other party to the transaction may be the only investor with sufficient understanding of the derivative to be interested in bidding for it.

#### *Short Sales*

Lyford's investment program includes short selling. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on Lyford's portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. Selling a security short exposes the seller to unlimited risk with respect to the security due to the lack of an upper limit on the price to which the security can rise. There can be no assurance that securities necessary to cover a short position will be available for purchase.

#### *Margin Borrowing*

The use of margin borrowing can substantially improve or impair the return on invested capital. Borrowings will usually be effected through a prime broker and will typically be secured by securities and other assets. During extreme adverse market conditions, losses of as much as 100% of the invested capital could be sustained. Under certain circumstances, the prime broker may unilaterally demand an increase in the collateral that secures the obligations and if unable to provide additional collateral, the prime broker could liquidate assets held in the account to satisfy the obligations to the prime broker. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the investment return.

#### *Currency Risks*

Investments in securities or other instruments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short term interest rates, differences in relative values of similar assets in different currencies, long term opportunities for investment and capital appreciation and political developments. Lyford may try to hedge these risks, but there can be no assurance that such strategies will be implemented, or if implemented, will be effective.

#### *Forward Foreign Exchange Contracts*

To hedge currency risks, Lyford may enter into forward foreign exchange contracts. A forward foreign exchange contract is a contractually binding obligation to purchase or sell a particular currency at a specified date in the future. Forward foreign exchange contracts are not uniform as to the quantity or time at which a currency is to be delivered and are not traded on exchanges. Rather, they are individually negotiated transactions. Forward foreign exchange contracts are affected through a trading system known as the interbank market. It is not a market with a specific location but rather a network of participants electronically linked. Documentation of transactions generally consists of an exchange of electronic communications. There is no limitation as to daily price movements on this market and in

exceptional circumstances there have been periods during which certain banks have refused to quote prices for forward foreign exchange contracts or have quoted prices with an unusually wide spread between the price at which the bank is prepared to buy and that at which it is prepared to sell. Transactions in forward foreign exchange contracts are not regulated by any regulatory authority nor are they guaranteed by an exchange or clearing house. Lyford is subject to the risk of the inability or refusal of its counterparties to perform with respect to such contracts. Any such default would eliminate any profit potential and compel Lyford to cover its commitments for resale or repurchase, if any, at the then current market price. These events could result in significant losses.

#### *Hedging Transactions*

Lyford may utilize various financial instruments both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of Lyford's investment portfolio resulting from fluctuations in the securities markets and/or changes in interest rates; (ii) protect the unrealized gains in the value of the investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in the portfolio; (v) hedge the interest rate or currency exchange rate on any of the liabilities or assets; (vi) protect against any increase in the price of any securities the Company anticipates purchasing at a later date; or (vii) for any other reason that Lyford deems appropriate. The success of Lyford's hedging strategy will be subject to Lyford's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of Lyford's hedging strategy will also be subject to Lyford's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner.

While Lyford may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for Lyford than if it had not engaged in any such hedging transactions. For a variety of reasons, Lyford may not seek, or be able, to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent Lyford from achieving the intended hedge or expose Lyford to risk of loss. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of Lyford's portfolio holdings.

#### *Risk of Government Intervention*

Share rates and trading in derivative instruments based on currencies or interest rates are subject to certain risks arising from government regulation of or intervention in the currency and interest rate markets, which may be accomplished through regulation of the local exchange market, restrictions on foreign investments by residents, limits on inflows of funds or changes in the general level of interest rates. Such regulation or intervention could adversely affect Lyford's performance. Lyford also is subject to the risk of the failure of any exchanges on which its positions trade or of their clearinghouses.

#### *Options*

Lyford may buy or sell options. Buying and selling options involve risks that can be large, depending on the circumstances. The purchaser of a put or call option runs the risk of losing

the entire investment in a relatively short period of time if an option expires unexercised. The uncovered writer of a call option is subject to a risk of loss should the price of the underlying security increase, and the uncovered writer of a put option is subject to a risk of loss should the price of the underlying security decrease.

#### *Leverage*

Lyford is expected to use leverage in connection with the trading and investment activities of the portfolio. In addition, Lyford may borrow from banks from time to time. Lyford also may obtain bridge financing on a secured or unsecured basis from time to time. Borrowing money to purchase an instrument may provide the opportunity for greater capital appreciation but at the same time will increase the risk of loss with respect to the instrument. The more leverage that is employed, the more likely a substantial change will occur in the value of the portfolio. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent leverage is utilized. The cumulative effect of the use of leverage with respect to any investments in a market that moves adversely to such investments could result in a substantial loss which would be greater than if the investments were not leveraged. Further, although the use of leverage increases returns to the portfolio if it earns a greater return on the incremental positions purchased with the borrowed funds than it pays for such funds, the use of leverage decreases returns if it fails to earn as much on such incremental positions as it pays for such funds. The amount of borrowings outstanding at any time by Lyford in respect of assets that it manages may be large in relation to such assets. In addition, the level of interest rates generally, and the rates at which Lyford can borrow in particular, will ultimately affect the operating results of the portfolio. There is no limit to the amount which may be borrowed by Lyford.

#### *Analytical Model Risks*

Lyford will employ certain strategies on behalf of its clients which depend upon the reliability, accuracy and analysis of their respective analytical models. To the extent such models (or the assumptions underlying them) do not prove to be correct, the strategies may not perform as anticipated, which could result in substantial losses. All models ultimately depend upon the judgment of the individuals and the assumptions embedded in the models. To the extent that with respect to any investment, the judgment or assumptions are incorrect, the portfolio can suffer losses.

#### *Portfolio Turnover*

Lyford may engage in frequent trading of assets in its portfolio and therefore the ratio of the brokerage commissions incurred by Lyford to its assets may significantly exceed that of other investment entities. Lyford's trading decisions may be made on the basis of short term market considerations. The portfolio turnover rate could be substantial, potentially involving substantial brokerage commissions and fees.

### **Disciplinary Information**

Lyford and its principals have not been the subject of any material legal proceeding required to be disclosed in response to this item.

## **Other Financial Industry Activities and Affiliations**

None of Lyford or any of its employees are registered as a broker-dealer or a registered representative of a broker-dealer or affiliated with any broker-dealer, bank or other financial services firm.

None of Lyford or any of its employees is registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor, although they may become so registered in the future.

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

### *Code of Ethics*

Lyford has adopted a Code of Ethics under Rule 204A-1 of the Advisers Act reflecting Lyford's commitment to ethical conduct. Lyford's Code of Ethics describes its fiduciary duties and responsibilities to its clients, and sets forth Lyford's (i) policies on receipt of gifts by employees and campaign contributions and (ii) practice of monitoring the personal securities transactions of supervised persons with access to client investment recommendations.

Under Lyford's Code of Ethics, all supervised personnel have a duty to act only in the best interests of the clients and all potential conflicts and violations of the Code of Ethics must be promptly reported to Lyford's Chief Compliance Officer ("CCO"). All supervised personnel must acknowledge the terms of the Code of Ethics annually, or as amended. It is the policy of Lyford that no person employed by Lyford shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, Lyford requires that anyone associated with its advisory practices with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to Lyford's CCO. Lyford requires such "access persons" to also receive approval from the CCO prior to investing in any initial public offerings or private placements.

Lyford requires that all individuals act in accordance with all applicable federal and state regulations governing investment advisory practices. Lyford's Code of Ethics also includes the firm's policy prohibiting the use of material non-public information. Any individual not in observance of the above may be subject to discipline or termination.

### *Participation or Interest in Client Transactions; Personal Trading*

In certain situations, related persons of Lyford are permitted to purchase securities held by one or more clients. All such purchases are subject to compliance with Lyford's Code of Ethics as described above. Lyford does not engage in "cross trading" whereby securities are purchased from one client and sold to another client.

## **Brokerage Practices**

### *Research and Other Soft Dollar Benefits*

Lyford selects brokers and dealers to execute transactions for the accounts of its clients based on the expected benefits and costs of their services as compared to others in the marketplace. Lyford attempts at all times to achieve best execution of all transactions for its clients. In selecting brokers or dealers to effect portfolio transactions on behalf of its clients, Lyford considers such factors as price, the ability to effect a transaction, the broker's or dealer's facilities, reliability and financial responsibility, special execution capabilities, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, efficiency of execution and error resolution, quotation services, custody, recordkeeping and similar services, and any research or investment management-related services provided by such brokers or dealers.

Consistent with obtaining best execution for clients, Lyford may enter into soft dollar arrangements within the safe harbor in Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). These arrangements are designed to augment Lyford's own internal research and investment strategy capabilities and may be entered into without prior agreement or understanding by the client. Lyford may have an incentive to select a broker-dealer based on its interest in receiving research or other products or services, rather than on a client's interest in receiving most favorable execution.

Research services obtained through the use of soft dollars generally include statistical or quotation services, information and analysis concerning specific security or commodity interests, issuers or sectors, market financial or economic studies or forecasts, financial publications, statistics or pricing services, market data and risk management software. Lyford does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research Lyford receives will help Lyford to fulfill its overall duty to all of its clients. Lyford may not use each particular research service to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Accordingly, broker-dealers selected by Lyford may be paid commissions for effecting transactions for Lyford's clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if Lyford determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or Lyford's overall duty to its client accounts.

Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and Lyford will make a good faith effort to determine the percentage of such products or services that may be considered as execution or research services. The portions of the costs attributable to non-research or non-execution related usage of such products or services is paid by Lyford to the broker-dealer in accordance with the provisions of Section 28(e) of the Exchange Act.

#### *Brokerage for Client Referrals*

Subject to Lyford's obligation to seek best execution of all transactions for its clients, Lyford may consider referrals of potential clients or investors in determining its selection of broker-dealers. Lyford may have an incentive to select or recommend a broker-dealer based on its interest in receiving client or investor referrals, rather than on its clients' interest in receiving the most favorable execution.

#### *Directed Brokerage*

Lyford does not have any directed brokerage arrangements with clients.

#### *Trade Aggregation*

Lyford may place orders for more than one client account simultaneously. Lyford may also use an omnibus account to facilitate trading. The proposed allocation of any order placed on behalf of more than one client account is generally determined prior to placing the order. If all orders are not filled at the same price, then Lyford may cause each account to pay or receive the average of the prices at which the orders were filled for all accounts. If all orders placed for client accounts cannot be fully executed under prevailing market conditions, then the securities traded may be allocated among client accounts on a pro rata basis or in some other equitable manner, taking into account the size of the order placed for each account and any other relevant factors. Such aggregation of orders may not always be to the benefit of a client with regard to the price or quantity executed.

### **Review of Accounts**

All client accounts are reviewed on a daily basis by Samer Nsouli (Chief Investment Officer), Matthew Dennis (Head Trader), and/or Eric Pickens (Chief Financial Officer).

Clients will receive reports from Lyford as agreed with each client. Clients should receive at least quarterly statements from their custodian. Lyford urges clients to review such statements carefully.

### **Client Referrals and Other Compensation**

Lyford has entered into compensation arrangements with unaffiliated broker/dealers, for introducing clients and investors to Lyford. Any sales charge associated with these arrangements will ultimately be payable by Lyford or its related persons, either directly or through an offset of the management fee payable by the applicable client to Lyford. No client or investor will be charged any additional amount or bear any additional charges as a result of an introduction through a placement agent or other unaffiliated third party. As described above, Lyford may consider referrals of clients and investors in determining its selection of broker-dealers for securities transactions.

### **Custody**

Although Lyford may be deemed to have custody of the assets of certain of its investment fund clients as a result of its authority over such investment funds, Lyford will not have physical custody of any client assets. Clients should receive at least quarterly statements from their custodian. Lyford urges clients to review such statements carefully.

### **Investment Discretion**

Subject to the investment objectives, policies and restrictions of each client account as set forth in the applicable governing documents, Lyford has discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each client account, including the selection of, and commissions paid to, broker-dealers. Lyford generally enters into a written investment management agreement with each client granting such discretionary authority.

### **Voting Client Securities**

Generally, Lyford does not make investments in equity securities on behalf of its clients and will therefore generally have few opportunities to vote proxies for equity securities on behalf of its clients. In the few instances when Lyford does have the opportunity to vote proxies for a client, Lyford will vote any such proxies in the best interests of the client and in accordance with the procedures outlined in Lyford's Policies and Procedures Manual.

### **Financial Information**

Not applicable.