

## **BUSHIDO CAPITAL PARTNERS LLC**

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This brochure provides information about the qualification and business practices of BUSHIDO CAPITAL PARTNERS LLC. Bushido Capital Partners' current brochure may be requested by contacting Carmen Colt , Chief Compliance Officer, at 202-828-6200 or [compliance@bushidofunds.com](mailto:compliance@bushidofunds.com). Additional information about Bushido Capital Partners is available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site additionally provides information about any persons affiliated with Bushido Capital Partners who are registered, or are required to be registered, as investment adviser representatives of Bushido Capital Partners. 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.

## **Item 2 - Material Changes**

There have been no material changes that have been made to the Bushido Capital Partners ADV Part 2 since its update on June 30, 2015.

Bushido's current brochure may be requested by contacting Carmen Colt, Chief Compliance Officer, at 202-828-6200 or [Compliance@bushidofunds.com](mailto:Compliance@bushidofunds.com), and additional information about Bushido Capital Partner is available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site additionally provides information about any persons affiliated with Bushido who are registered, or are required to be registered, as investment adviser representatives of Bushido.

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## **Item 4 - Advisory Business**

### **Private Investment Portfolio Management:**

Bushido Capital Fund LLC (the “LLC Fund”)

**The Adviser:** Bushido Capital Partners LLC (the “Adviser”)

**Portfolio Manager:** John Beatson

**Managing Partner (>25% Ownership):** John Beatson and Christopher Niemczewski

**The Managing Member:** Fields End Capital LLC (“Fields End”)  
As an affiliate of the Adviser, the principals and employees of the Adviser are also members of Fields End.

#### **Overview:**

The LLC Fund will operate with a flexible investment mandate with the dual aims of outperforming the S&P 500 index and preserving capital over rolling 5 year periods. The LLC Fund invests opportunistically across multiple asset classes with the ability to hedge against company, industry or country specific risks. The Adviser has full discretion over the LLC Fund.

Assets under management (as of 12/31/15): approximately \$19.5 million.

The LLC Fund is exempt from registration as an investment company under the Investment Company Act of 1940, as amended (“1940 Act”), pursuant to Section 3(c)(1).

### **Mutual Fund Portfolio Management:**

Bushido Capital Long/Short Fund (the “Mutual Fund”)

**The Adviser:** Bushido Capital Partners LLC (the “Adviser”)

**Portfolio Manager:** John Beatson

**The Custodian:** U.S. Bank N.A.

**The Distributor:** Quasar Distributors, LLC

#### **Investment Overview:**

The Mutual Fund’s investment objective is long-term growth of capital with lower volatility relative to that of the S&P 500 index and pursues this objective by taking long and short positions in equity securities with attractive risk-reward profiles across asset classes, capital structures & geographies by utilizing a fundamental value approach to individual stock selection that incorporates both quantitative and qualitative analysis.

Assets under management (as of 12/31/15): approximately \$8.1 million.

The Adviser has overall supervisory responsibility for the general management and investment of the Mutual Fund’s securities portfolio.

## Item 5 - Fees and Compensation

### Bushido Capital Fund LLC

**Management Fee:** The Adviser receives a quarterly management fee paid in advance.

**Incentive Allocation:** The Managing Member may be entitled to a performance fee as of the last day of each calendar year.

The investors are offered a choice between two Management Fee and Incentive Allocation structures. Investors choose between these two structures in the Subscription. Generally, the Adviser allows an investor to switch structures only once during the term of his or her investment. The Adviser may permit changes between structures more frequently or may reject a requested change, in its sole and absolute discretion.

#### **Management Fee Options:**

**1. Standard Option:** Percent of the capital account balance as of the last day of the preceding quarter:

- Investors under \$5,000,000: 0.25% quarterly (1.0% per year)
- \$5,000,000 or more: 0.175% quarterly (0.70% per year)

#### *The Incentive Allocation*

- 10% of the net gain in the capital account, subject to a “high water mark.”
- An investor would not be subject to an incentive fee in a year in which the LLC Fund’s performance was negative.

**2. Index Option:** Management fee of 0.3125% quarterly (1.25% per year) of the capital account balance of the investor as of the last day of the preceding quarter.

#### *The Incentive Allocation*

- 20% of the amount by which the investor’s capital account outperforms the hypothetical performance of that investor’s capital account had the capital account’s assets been invested in the securities comprising the Standard & Poor’s 500 Index (“**S&P 500**”) (without reinvestment of dividends) for the entire calendar year (or since the date of the investment, if less than a calendar year), less (ii) any amount in the investor’s Capital Loss Account (as further defined in the LLC Fund’s PPM).
- Under the Index Option it is important to note that an investor may be subject to an incentive allocation even when the LLC Fund’s performance is negative, if the LLC Fund nonetheless outperforms the S&P 500 index for that year.

The Adviser may raise or lower the Management Fee payable by new investors in the future or with respect to follow-on investments made by existing investors, in its discretion. The Managing Member may raise or lower the Incentive Allocation payable by new investors in the future or with respect to follow-on investments made by existing investors, in its discretion. The Adviser may create additional fee and allocation options in the future, in its discretion.

The Adviser or the Managing Member may also waive or reduce the Management Fee or Incentive Allocation, respectively, with respect to any investor, and may enter into separate arrangements with individual investors that differ from those generally applicable to investors. This includes investors of the LLC Fund who are employees of the Adviser and their friends and family.

## **Bushido Capital Long/Short Fund**

**Management Fee:** The Mutual Fund pays the Adviser a monthly management fee that is calculated at the annual rate of 1.25% of the Mutual Fund's average daily net assets.

Pursuant to an Operating Expense Limitation Agreement between the Adviser and the Mutual Fund, the Adviser has agreed to reimburse the Mutual Fund for its operating expenses, and may reduce its management fees, in order to ensure that Total Annual Fund Operating Expenses (excluding interest and tax expenses, brokerage commissions, extraordinary expenses, and acquired fund fees and expenses) do not exceed 1.85% of the average daily net assets of the Investor Class and 1.50% of the average daily net assets of the Institutional Class.

## **Item 6 - Performance-Based Fees and Side-By-Side Management**

### **Bushido Capital Fund LLC**

The Adviser has entered into incentive fee arrangements with qualified investors which are subject to individualized negotiation with such investors. In some instances, performance fees are charged by the Adviser's-affiliated advisors or in the limited liability companies formed by the Adviser -affiliated advisor for which a group of the Adviser's owners serves as managing members. (Please see Item 10 - Other Financial Industry Activities and Affiliations for additional information regarding these affiliated entities). Any performance or incentive fee arrangements are subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

Investors may be subject to an incentive allocation even when the LLC Fund's performance is negative, if the LLC Fund nonetheless outperforms the S&P 500 index for that year. For example, under the Index Option, an investor will be subject to an incentive allocation in a year in which the S&P 500 was down 10% and the LLC Fund was down only 5%. Under the Standard Option, an investor would not be subject to an incentive fee in a year in which the LLC Fund's performance was negative. (The details of how each fee option is structured are discussed in greater detail in the offering documents).

Each investor in the LLC Fund has the choice between two fee options both of which include an incentive portion. The Adviser has procedures designed and implemented to ensure that all investors in the LLC Fund are treated fairly and equally.

### **Bushido Capital Long/Short Fund**

The Adviser does not receive performance fees for the Mutual Fund.

There is a potential conflict of interest between the Long/Short Fund and the LLC to favor one over the other. In addition to the Advisors' Trading Policies which endeavor to minimize this risk by aggregating trades (assuming it will result in the best execution for all clients involved), the CCO along with the Risk Committee Members for each Fund,

who meet at least monthly, review the side by side management of the Fund(s) as part of their Risk Committee meeting. The trades executed in each Fund are compared to one another and any differences are noted with an explanation.

## Item 7 - Types of Clients

Bushido Capital Partners LLC currently provides investment supervisory services to Bushido Capital Fund and Bushido Capital Long/Short Fund (together, the “Funds”).

### Bushido Capital Fund LLC

Investors in the LLC Fund must meet certain qualifications and certain minimum investment requirements. Each investor in the LLC Fund must be an “accredited investor,” as defined in the Securities Act of 1933, as amended (“1933 Act”)

- The minimum initial investment in the LLC Fund is currently \$250,000.
- Minimum follow-on investment by an existing investor is currently \$100,000.
- New or add-on investments can be made on the first business day of the month.
- An investor may withdraw from the LLC Fund by providing 90 days’ prior written notice to the Adviser before the last calendar day of the quarter in which the redemption is sought. (Please see the offering documents for more details).

The Adviser may waive, modify, increase or decrease the initial and follow-on minimum investment amounts from time to time, in its discretion.

### Bushido Capital Long/Short Fund

The Mutual Fund reserves the right to waive the minimum initial investment or minimum subsequent investment amounts at its discretion. Shareholders will be given at least 30 days’ written notice of any increase in the minimum dollar amount of initial or subsequent investments. The minimum initial and subsequent investment amounts are set forth in the table below.

	Investor Class	Institutional Class*
Minimum Initial Investment		
Standard Accounts	\$2,500	\$100,000
Traditional and Roth IRA Accounts	\$1,000	\$10,000
Accounts with Systematic Investment Plans	\$100	\$1,000
Subsequent Minimum Investment		
Standard Accounts	\$100	\$5,000
Traditional and Roth IRA Accounts	\$100	\$1,000
Accounts with Systematic Investment Plans	\$100	\$1,000

\*The Institutional Class of the Mutual Fund has not yet commenced operations and is not yet available for purchase

The Mutual Fund will not accept a request to cancel a transaction once processing has begun. Please exercise care when placing a transaction request.

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

### **Bushido Capital Fund LLC**

#### **Investment Objective**

The LLC Fund's primary objective is to outperform the S&P 500 over rolling five-year periods while focusing on the preservation of capital.

#### **Investment Strategy**

The Adviser seeks to achieve this objective by employing a flexible investment mandate that allows the LLC Fund to exploit opportunities across asset classes, within capital structures and between similar securities.

#### **Types of Investments:**

- 20-40 "long" investments in global securities that the Adviser deems to be undervalued.
- 5-10 "short" investments in global publicly-traded securities or indices.
- 3-5 pair trades (such as taking a long position in one security and a short position in another security in response to perceived valuation or operational discrepancies between different companies in the same sector).
- Derivatives:
  - Both equity and credit securities.
  - Used to hedge existing positions.
  - Risk-controlled open derivative positions will be used on individual securities.
- Direct private equity investments.
- Foreign exchange positions to hedge currency risk for an individual security or broader market currency exposure.

#### ***Investing in securities involves risks of loss that clients should be prepared to bear***

Investors in the LLC Fund must have the ability and willingness to accept the risks involved (for a more detailed account of the potential the risks involved, please refer to the LLC Fund's offering documents):

- The potentially illiquid nature of investments, particularly any private equity investments
- Risk of potential total loss of capital resulting from an investment in securities in general and in the LLC Fund in particular
- The potential uncertainty involved in valuing certain of the assets held in the LLC Fund and the potential that assets held in the LLC Fund will be illiquid or able to be sold (if at all) at prices significantly lower than the value assigned to them by the Adviser

#### **The Adviser Attempts to Mitigate These Risks by:**

The LLC Fund employs several tools to manage individual security, sector, market, and country specific risks at different times, including:

- Put options on individual securities, sector specific ETFs, and broad market indices
- Short positions in sector specific ETFs, broad market indices, and individual securities, including as part of a pair trade
- Maximum draw down limits on positions



## **Investment Restrictions and Policies:**

### *Pro Rata Investments:*

- The LLC Fund will make all investments on a pro rata basis to the extent possible.

### *Leverage and Borrowing:*

- The Adviser does not use leverage in managing the LLC Fund's assets, but may cause the LLC Fund to borrow money in order to provide for redemptions when a sale of assets is impractical or undesirable.
- The Adviser will only use borrowing on behalf of the LLC Fund as a liquidity mechanism, and not to fund investments or to change the risk profile of the LLC Fund's investments.
- The LLC Fund will not borrow more than 10% of its net assets, calculated at the time of such borrowing, without first notifying investors.

## **Bushido Capital Long/Short Fund**

### **Investment Objective**

The Mutual Fund's objective is long-term growth of capital while keeping the Fund's volatility, as measured by beta, correlation coefficient, and downside capture, low relative to that of the S&P 500 index.

### **Investment Strategy**

The Mutual Fund pursues this objective by taking long and short positions in equity securities with attractive risk-reward profiles across asset classes, capital structures & geographies by utilizing a fundamental value approach to individual stock selection that incorporates both quantitative and qualitative analysis.

### **Types of Investments:**

- Typically 35-60 "long" positions in equity securities deemed to be undervalued.
- Short securities which are prohibitively expensive and/or suffering a secular decline in the underlying fundamentals of the business
- Utilize pair trades to hedge out sector, country and/or market specific risk
- Use ETFs, options and individual securities for shorting and hedging purposes
- Securities issued by the US government, corporate bonds and debentures, high-grade commercial paper, non-investment grade securities, CDs, cash and cash equivalents
- Derivatives:
  - Both equity and credit securities.
  - Used to hedge existing positions.
  - Risk-controlled open derivative positions will be used on individual securities

***As with any mutual fund, there are risks to investing.***

An investment in the Mutual Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency. Before investing in the Mutual Fund, you should carefully consider your own investment goals, the amount of time you are willing to leave your money invested, and the amount of risk you are willing to take. Remember, in addition to possibly not achieving your investment goals, **you could lose all or a portion of your investment in the Mutual Fund.**

- The net asset value of the Mutual Fund and investment return will fluctuate based upon changes in the value of its portfolio securities. The market value of a security may move up or down, sometimes rapidly and unpredictably.
- The Mutual Fund may invest in securities that may be considered “illiquid” under applicable law. Illiquid investments may be more difficult to value than liquid investments and the sale of illiquid investments generally may require more time and result in higher selling expenses than the sale of liquid investments.
- The Mutual Fund’s direct use of leverage through short sales or indirect use through an underlying holding in an ETF may magnify the Mutual Fund’s gains or losses. Because many derivatives have a leverage component, adverse changes in the value or level of the underlying instrument can result in a loss substantially greater than the amount invested in the derivative itself.

**The Adviser Attempts to Mitigate These Risks by:**

- Shorting securities of companies that it deems to be prohibitively expensive and/or suffering a secular decline in the underlying fundamentals of their business. Shorting securities may also be coupled with long positions to form paired trades designed to mitigate sector, market or country-specific risk.
- Investing its assets in cash, cash equivalents, and high-quality, short-term debt securities and money market instruments for temporary defensive purposes. Taking a temporary defensive position may result in the Mutual Fund not achieving its investment objective.

**Investment Restrictions and Policies:**

The Mutual Fund may invest its net assets up to the following:

- 15% in illiquid securities
- 65% in corporate debt securities, including up to 35% in securities rated below investment grade by the NRSRO or comparable credit quality as judged by the Adviser
- 50% in foreign companies, including up to 35% in emerging markets

Except for investments in illiquid securities, the above restrictions apply at the time of purchase rather than as a result of market fluctuations. To the extent market fluctuations result in illiquid securities to exceed 15%, the Adviser will take steps to bring the aggregate amount of illiquid securities back within the prescribed limits as soon as reasonably practical but will not be required to liquidate a position where a loss on the sale would be incurred.

## Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Bushido Capital Partners or the integrity of management.

There is no information applicable to this Item.

## Item 10 - Other Financial Industry Activities and Affiliations

The Adviser has two affiliated advisors; for additional information please refer to Parts I and II of their respective Form ADVs:

- ❖ Marshfield Associates, Inc. (“Marshfield”)
- ❖ Yogi Advisors, LLC (“Yogi”)

Many of the personnel of the Adviser are also principals and employees of Marshfield and Yogi. The Adviser shares office space, trading platforms, office supplies and equipment with these affiliated advisors and will share the services of administrative employees to a limited extent.

There are several limited liability companies for which Marshfield – an affiliated advisor – or a group of its owners (which include members of the Adviser) serves as managing members:

- ❖ Marshfield Ursa Minor Fund, L.P. (“Ursa”).

General Partner:	Constellation Partners, LLC
Investment Advisor:	Yogi Advisors, LLC
Investment:	Remaining holding is an interest in Blue Water Panadero Investors LLC, an investor of an aggregates and concrete block producer.
- ❖ Marshfield Concentrated Opportunity Fund (“Marshfield Mutual Fund”)

Investment Adviser:	Marshfield Associates, Inc
Investment Manager:	Chris Niemczewski / Elise Hoffmann
Investment:	This is a mutual fund that is based on Marshfield Associates’ Core Product, a concentrated, long-only value equity portfolio.

Apart from the above-described limited liability companies in which certain clients may own interests, and in which such clients invest exclusively at their own discretion, the Adviser does not provide any proprietary products for investment by clients.

### **Procedures for side-by-side management of affiliates, Marshfield Mutual Fund and core accounts:**

- If affiliated accounts trade in the same securities as the Adviser’s client accounts, the trades will be done on an aggregated basis consistent with the Adviser’s obligation of seeking best execution if doing so is in the best interest of all the affected clients.
- The affiliated account and the Adviser client accounts will share commission costs equally and receive securities at a total average price.

- Completed orders will be allocated as specified in the initial trade order.
- Partially filled orders will be allocated on a pro rata basis.

**Other Conflicts between Affiliated Accounts:**

- Trading in the same security but on different sides of the transaction.
  - An example may be due to different investment strategies and/or risk management
    - A buy in a client's account of an affiliated adviser to increase the holding to a new position size or the stock may be or come into buying price range for new accounts.
    - A sale of the same security is sold in an affiliated account as a risk management function because its designated position size grew due to the increase in value from its average cost basis.
- The Adviser and other Affiliated Advisers whose strategies allow for other types of investments vs. Marshfield's strategy as a long-only value equity manager, such as:
  - Pair Trades.
    - This means there is a long position in one security and a short position in another security within the same sector; the theory is that the companies are overvalued/undervalued relative to one another and eventually their prices will converge.
    - Occasionally, Marshfield might hold a long position in a stock for its clients that are believed to be somewhat overvalued that the Adviser shorts in a pair trade. It is not a conflict that Marshfield continues to hold that security long because while somewhat (though not excessively) overvalued, it would not meet the requirements to sell for Marshfield (see Marshfield Associates ADV for more information).
  - Short Sales.
    - Only under a pair trade scenario would the Adviser hold a security short that another affiliate holds long.

The Adviser will memorialize in their compliance files why the "conflict" situations were appropriate for all clients involved without being advantageous to one client over another.

Certain qualifying clients of Marshfield for whom such an investment would be suitable will be offered the opportunity to invest in the LLC Fund or the Mutual Fund.

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

Bushido Capital Partners does not permit its personnel to purchase or sell securities before the securities are purchased or sold for the LLC Fund, or the Mutual Fund. Principals and other employees of the Adviser, in their individual capacities, may acquire securities of companies in which the LLC Fund or the Mutual Fund invests in accordance with the policies and procedures of the Adviser.

The Adviser will provide a copy of its ADV or Code of Ethics to any client or prospective client upon request and in conjunction with the offering documents for the LLC Fund or the prospectus for the Mutual Fund.

Because the personnel of Bushido Capital Partners LLC are also the principals and employees of Marshfield Associates, and Yogi Advisors (together, the "Affiliated Advisers") share a code of

Ethics (“Code of Ethics”) that sets forth the standards of conduct expected of each of the Adviser, which includes, but is not limited to, the following:

- Where a conflict of interest may arise, the Affiliated Advisers shall place the interests of its clients ahead of its own interest and those of its principals at all times.
- The employees of the Affiliated Advisers shall act at all times in a manner that preserves and promotes their reputation for honesty, integrity and professionalism.
- The employees of the Affiliated Advisers shall not take improper advantage of their positions.
- The employees of the Affiliated Advisers shall conduct their personal securities transactions in such a way as to avoid any actual or potential conflict of interest with their clients and to avoid the abuse of such employee's position of trust and responsibility.
- The principals of The Adviser have invested as individual limited partners in the LLC Fund and all Key Employees, as defined in the Code of Ethics, are shareholders of the Mutual Fund.
- The employees of the Affiliated Advisers shall protect and hold confidential all information concerning the identity of clients, clients' securities holdings, and clients' personal and financial circumstances except when clients authorize disclosure.
- The employees of the Affiliated Advisers shall protect and maintain independence in the investment decision-making process.

### **Personal Trading Policy**

The Adviser requires that client transactions take priority. This process is to avoid any conflicts of interest that may arise from employees of the Adviser participating in the same trades that the Adviser recommends to and effects on behalf of its clients, such as employees of the Adviser obtaining a financial advantage from effecting a trade for themselves prior to effecting such trade on behalf of the Advisers' clients. The Affiliated Advisers address these conflicts of interest by adhering to the following standards:

- All purchases and sales of equity securities in a Key Employee's personal account shall take place the following trading day after transactions for clients are completed, if the order is the result of a new investment decision being made for a blocked client trade. Otherwise, Key Employee trades will be executed the same day after client transactions are completed or aggregated with client transactions as the situation warrants.
- All Principals will hold a meaningful position in each Product.
- All Access Persons are limited to the purchase and sale of the securities in Marshfield Core Product in accounts held at a firm designated custodian.
- All personal trades by Access Persons in non-restricted securities must be pre-cleared through Pre-Clearance Committee.

The Adviser will provide a copy of its Code of Ethics to any investor or prospective investor upon request by contacting Carmen Colt at 202-828-6200.

## **Item 12 - Brokerage Practices**

The Adviser makes investment decisions and arranges for the placement of buy and sell orders and the execution of portfolio transactions for the Funds. In arranging for the execution of portfolio transactions on behalf of the Funds, the Adviser seeks to obtain best execution. “Best execution” refers to the duty to seek the best overall qualitative execution for a client in a particular circumstance. “Best execution” is not synonymous with lowest brokerage commission. Consequently, in a particular transaction the Funds may pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction.

Factors Considered in Best Execution Include:

- Execution capability
- Best net price (after giving effect to brokerage commissions, and other transaction costs);
- Nature of the security being traded;
- Execution, clearance and settlement capabilities of the broker;
- Financial strength and stability of the broker

The Adviser does not generate “soft dollars” with respect to certain of the Funds’ trades.

### **Bushido’s Aggregation Policy**

It is the Adviser’s practice, where feasible, to aggregate orders for the Funds with affiliated advisors’ clients or with proprietary, including employee, trades where the Adviser’s best execution and personal trading policies will allow. Aggregating orders enables the Adviser and its affiliates to treat all clients in a fair and equitable manner over time and will only be effected when to do so will be in the best interests of the affected clients.

In general, and to the extent possible, all orders for execution of the same security will be aggregated during the same trading period. Once the total number of shares required is derived, each participating client receives/sells its allotted shares at the average share price unless the order is not filled in its entirety then it will be allocated pro-rata among all participating clients. Transaction costs are shared pro-rata based on each client’s participation in the transaction.

### **Bushido Capital Fund LLC**

Currently, Goldman Sachs is the custodian to the LLC Fund who clears and settles the LLC Fund's orders and orders executed by other brokers (on the basis of payment against delivery). Wells Fargo is the Prime Broker to the LLC Fund.

The Prime Broker may enter into off-exchange contracts with the LLC Fund as principal. The Prime Broker will also provide the LLC Fund with short selling facilities. The risks of securities lending, as with other extensions of credit, consist of possible delays in recovery of the securities or possible loss of rights in securities or other collateral should the borrower fail financially.

### **Bushido Capital Long/Short Fund**

U.S. Bank N.A. is the custodian for the Mutual Fund who will clear and settle the Mutual Funds orders and order executed by other brokers (on the basis of payment against delivery). The Mutual Fund has entered into a tri-party agreement with Wells Fargo as its Prime Broker and Goldman Sachs who provides short selling capabilities.

The Adviser determines which securities are to be purchased and sold by the Mutual Fund and which broker-dealers are eligible to execute the Mutual Fund's portfolio transactions. Purchases and sales of securities on an exchange are affected through brokers that charge a commission while purchases and sales of securities in the over-the-counter market will generally be executed directly with the primary "market-maker" unless, in the opinion of the Adviser, a better price and execution can otherwise be obtained by using a broker for the transaction. Please see the Mutual Fund Prospectus for further details.

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

The portfolio manager responsible for the investment activities of the Funds, John H. Beatson, will continually monitor the Funds' holdings and performance.

The LLC Fund provides investors quarterly account statements accompanied by commentary from the Adviser regarding the applicable LLC Fund's performance and overall market conditions. Investors are also provided with the LLC Fund's annual audited financials. The LLC Fund is reconciled monthly by its third party administrator, Cohen & Associates, LLC, whose reports are then reviewed by the Adviser.

The Mutual Fund provides investors with annual and semiannual account reports within 60 days of the annual and semi-annual period ended. Monthly the Mutual Fund Administrator will provide returns and process expenses for the Adviser to review.

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

The Adviser may enter into arrangements with third parties whereby it pays third parties who:

- Introduce clients to the Adviser and would receive a portion of the fees received by the Adviser or its affiliates from such clients. Such arrangements would be fully disclosed to clients in accordance with, and otherwise complied with, Rule 206(4)-3 under the Advisers Act and would not increase the fees paid to the investment advisor. Bushido does not currently have any such arrangements.
- Provide services to the Mutual Fund. The Mutual Fund may pay service fees to intermediaries, such as banks, broker-dealers, financial advisors or other financial institutions, including affiliates of the Adviser, for sub-administration, sub-transfer agency and other shareholder services associated with shareholders whose shares are held of record in omnibus accounts, other group accounts or accounts traded through registered securities clearing agents. The Adviser out of its own resources and without additional cost to the Mutual Fund or its shareholder may provide additional cash payments to intermediaries who sell shares of the Mutual Fund. These payments and compensation are in addition to service fees paid by the Mutual Fund, if any.

## **Item 15 - Custody**

Fields End, the General Partner of the LLC Fund, is a related entity of the Adviser. Fields End has custody of the LLC Fund's assets because, as the general partner, it has legal ownership of and access to the LLC Fund's assets. However, The LLC Fund's assets are physically held by a qualified custodian. The LLC Fund's assets are audited annually by a certified public accountant, Fulvio & Associates, and the LLC Fund's audited financial statements are distributed to all limited partners within 120 days of the end of its fiscal year.

The Adviser receives monthly statements from the qualified custodian that holds and maintains the LLC Fund's assets. The Adviser has hired a third party administrator to review and reconcile the custodial records to the adviser's records from which the limited partner's statements are generated.

The Adviser's records may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

U.S. Bank, N.A., an affiliate of U.S. Bancorp Fund Services, LLC ("USBFS"), serves as the custodian of Bushido Capital Long/Short Fund.

## **Item 16 - Investment Discretion**

The Adviser makes investment decisions and arranges for the placement of buy and sell orders and the execution of portfolio transactions for the LLC Fund and the Mutual Fund.

Investors in the LLC Fund fill out subscription documents in order to participate in the LLC Fund which appoints Bushido Capital Partners as the adviser and Fields End as the general partner.



## **Item 17 - Voting Client Securities**

Bushido Capital Partners has adopted policies and procedures regarding the voting of proxies as required under Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). These policies and procedures are designed to ensure that proxies received with respect to securities in the LLC Fund or Mutual Fund's account where the Adviser exercises voting discretion are voted in the best interests of the LLC Fund or Mutual Fund and that the Adviser maintains a record of its proxy voting in compliance with the Advisers Act.

### **Bushido Capital Fund LLC**

The Adviser reserves the right to refrain from voting proxies unless required to do so by law or regulation.

The Adviser will vote client proxies consistent with general guidelines that the Adviser has adopted and which the Adviser believes reflect the best interests of the LLC Fund, after taking into consideration all relevant facts and circumstances at the time of the vote.

The Adviser will provide, at no cost, a copy of these voting policies and procedures and information regarding how such client's proxies have been voted in the past. Investors wishing to receive this information should contact Bushido Capital Partners at 202-828-6200, during normal business hours.

### **Bushido Capital Long/Short Fund**

The Adviser will vote proxies consistent with general guidelines that the Adviser has adopted, taking into consideration all relevant facts and circumstances at the time of the vote that reflect the best interests of the Mutual Fund and its shareholders, taking into account the value of the Mutual Fund's investments.

Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders.

#### **ERISA Consideration**

- In addition to the above, the Adviser will refer to any guidelines or directions issued by Plan's trustees in voting client proxies.

#### **Proxy Voting Conflicts of Interest**

1. If there is a conflicted vote, the Voting Manager will either vote the proxy in accordance with the recommendation from Institutional Shareholder Services, Inc., or abstain from voting the proxy, after determining what is in the best interest of the client.
2. If no recommendation is available, the Voting Manager (or Proxy Voting Coordinator, as directed by the Voting Manager) will refer to the CCO and Managing Member, disclosing the conflict of interest. The Voting Manager will then vote the proxy according to the direction of the CCO and Managing Member.

The Adviser will provide to any client, at no cost, a copy of its full proxy voting policies and procedures and information regarding how such client's proxies have been voted in the past. Clients wishing to receive this information should contact the Adviser at 202-828-6200 during normal business hours.

**Class Action Lawsuits**

It is not the Adviser's policy to file on behalf of its clients for class action lawsuits.

**Item 18 - Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Adviser's financial condition.

The Adviser has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.