

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



**140 East 45<sup>th</sup> Street  
39<sup>th</sup> Floor  
New York, New York**

**CONTACT: TIMOTHY QUINN (212-905-0800)**

**[WWW.KLSDIVERSIFIED.COM](http://WWW.KLSDIVERSIFIED.COM)**

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**This Brochure provides information about the qualifications and business practices of KLS Diversified Asset Management LP (“KLS”). If you have any questions about the contents of this Brochure, please contact Tim Quinn (the “Chief Compliance Officer”) at 212-905-0800 or by email at [tquinn@klsdiversified.com](mailto:tquinn@klsdiversified.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority, and references in this Brochure to KLS as a “registered investment adviser” are not intended to imply a certain level of skill or training.**

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

## **ITEM 2 – MATERIAL CHANGES**

The KLS Brochure was originally filed on May 19, 2011 and the first annual amendment was filed on March 30, 2012. Following are the material changes to this Brochure since the last annual update.

- Item 4.E has been updated to reflect KLS's approximate assets under management as of July 1, 2012.
- Items 10.B and 10.C have been updated to reflect registration with the CFTC by KLS and a General Partner affiliate.

In the future, when KLS amends its Brochure for its annual update and the amended version contains material changes from the last annual update, KLS will identify and discuss those changes either on this page or as a separate document accompanying the Brochure. For documentation purposes, KLS will provide the date of the last annual update of its Brochure.

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## ITEM 4 – ADVISORY BUSINESS

<p><b>Item 4.A</b></p>	<p><b>Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).</b></p> <p>KLS was incorporated in Delaware in November 2007 and began operations in August of 2008. KLS provides discretionary investment advisory services for private investment funds (the “Funds”) and separately managed accounts (the “Managed Accounts”; together with the Funds, the “Advisory Clients”).</p> <p>The managing partners of KLS are Jeffrey Kronthal, Harry Lengsfeld and John Steinhardt (the “Managing Partners”).</p> <p>The principal owner of KLS is KLS Partners LLC. The Managing Partners collectively own a majority of KLS Partners LLC.</p> <p>Several of the Funds invest primarily through a master-feeder structure with three feeder funds holding interests in KLS Diversified Master Fund L.P., a Cayman Islands exempted limited partnership (the “Master Fund”). The feeder funds are:</p> <ol style="list-style-type: none"> <li>(1) KLS Diversified Fund LP, a Delaware limited partnership (“KLS Domestic Fund”);</li> <li>(2) KLS Diversified Fund Ltd., a Cayman Islands exempted company (“KLS Offshore Fund”);</li> <li>(3) KLS Diversified Fund (Merrill Lynch) LP, a Delaware limited partnership (“KLS Diversified ML Fund”). KLS Diversified ML Fund is a single-investor fund that does not accept investments from other prospective investors.</li> </ol> <p>KLS also separately manages KLS Focus Performance Fund Ltd., which is currently a single-investor fund (the “KLS Focus Performance Fund”) that makes direct investments.</p> <p>Affiliates of KLS may act as general partners to certain of the Funds (the “General Partners”).</p>
<p><b>Item 4.B</b></p>	<p><b>Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.</b></p> <p>KLS generally has broad and flexible investment authority with respect to the Advisory Clients. Each Advisory Client’s investment objectives and strategy are set forth in a private placement memorandum (in the case of the Funds) or investment management agreement (in the case of the Managed Accounts). Such documents, together with the limited partnership agreements, operating agreements, and other governing documents of the Advisory Clients, are collectively referred to as the “Governing Documents”.</p>

	<p>The Advisory Clients have broad diversified fixed income investment programs and invest across rates, credit and structured asset investment strategies. Advisory Client investments may include the full range of fixed income and other financial instruments including, but not limited to, cash bonds, futures, interest rate swaps, credit default swaps, swaptions, FX, options, equities, mortgage assets and other instruments.</p>
<b>Item 4.C</b>	<p><b>Explain whether (and, if so, how) you tailor your advisory services to the individual needs of <i>clients</i>. Explain whether <i>clients</i> may impose restrictions on investing in certain securities or types of securities.</b></p> <p>KLS does not tailor its advisory services to the individual needs of investors in KLS Domestic Fund and KLS Offshore Fund (“Fund Investors”) and does not accept Fund Investor-imposed investment restrictions.</p> <p>The Managed Account agreements were heavily negotiated and such Managed Accounts are subject to objectives, guidelines, restrictions, terms and/or fees different than those of KLS Domestic Fund and KLS Offshore Fund. In the future, when deemed appropriate for a large or strategic investor, KLS may manage additional separately managed accounts that are similarly tailored to the individual needs of the managed account holder. It should be noted that the Managed Accounts are subject to significant account minimums and it is anticipated that in the future any additional separately managed accounts would also be subject to significant account minimums.</p> <p>In addition, KLS has established KLS Diversified ML Fund for a single investor (the “ML Fund Investor”) and KLS Focus Performance Fund for another single investor (the “Focus Performance Fund Investor and, together with the ML Fund Investor and the Fund Investors, the “Investors”). The KLS Diversified ML Fund generally participates in the same investments as KLS Domestic Fund and KLS Offshore Fund (via its interest in the Master Fund). The terms of KLS Diversified ML Fund have been heavily negotiated and the terms are different than for the Fund Investors, including, but not limited to, liquidity and fees. KLS Focus Performance Fund generally shares the investment strategy of the Master Fund, but is a Yen-denominated fund with terms that have been negotiated with the Focus Performance Fund Investor. The terms of KLS Focus Performance Fund are different than for Fund Investors, including, but not limited to, liquidity, investment objectives and fees. In the future, KLS may establish additional single investor private investment funds.</p> <p>KLS has entered into side letter agreements with certain Fund Investors. Such agreements may provide such Fund Investors with additional notification and disclosure rights, certain fee arrangements, transfer rights, and certain withdrawal or redemption rights, among others. In the future, KLS may enter into additional side letter agreements. KLS generally enters into side letters pertaining to fee arrangements only with Fund Investors who make substantial commitments of capital. Side letter provisions are typically negotiated prior to investment and are not indefinite in length.</p>
<b>Item 4.D</b>	<p><b>If you participate in <i>wrap fee programs</i> by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.</b></p>

	KLS does not participate in wrap fee programs.
<b>Item 4.E</b>	<p><b>If you manage <i>client</i> assets, disclose the amount of <i>client</i> assets you manage on a <i>discretionary basis</i> and the amount of <i>client</i> assets you manage on a <i>non-discretionary basis</i>. Disclose the date “as of” which you calculated the amounts.</b></p> <p>As of July 1, 2012, KLS manages approximately \$1,906,188,021 of Advisory Client assets on a discretionary basis. KLS does not currently manage any Advisory Client assets on a non-discretionary basis. It should be noted that this is not the number reported as regulatory assets under management on the ADV Part 1.</p>

## ITEM 5 – FEES AND COMPENSATION

<p><b>Item 5.A</b></p>	<p><b>Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.</b></p> <p>The Funds offer interests/shares only to certain qualified investors and admission to the Funds is not open to the general public. Fund Investors and prospective Fund Investors should refer to the private placement memorandum for the appropriate Fund for a detailed description of the fees.</p> <p>Fund Investors generally compensate KLS, directly or indirectly, by a management fee of 2.0% (the “Management Fee”) and a performance-based fee of 20% of profits, calculated on a high watermark basis (the “Incentive Allocation”).</p> <p>Fee arrangements for the Managed Accounts, KLS Diversified ML Fund and KLS Focus Performance Fund are individually negotiated.</p> <p><b>It is critical that Investors and Managed Accounts refer to the relevant Governing Documents for a complete understanding of how KLS is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.</b></p>
<p><b>Item 5.B</b></p>	<p><b>Describe whether you deduct fees from <i>clients</i>’ assets or bill <i>clients</i> for fees incurred. If <i>clients</i> may select either method, disclose this fact. Explain how often you bill <i>clients</i> or deduct your fees.</b></p> <p>With respect to KLS Domestic Fund and KLS Offshore Fund (the “Feeder Funds”), KLS deducts fees from Fund Investors’ assets invested in the Funds. Fund Investors do not have the ability to choose to be billed directly for fees incurred.</p> <p>The Management Fee generally is paid from the Master Fund to KLS on behalf of each of the Funds quarterly in advance. KLS deducts the amount of the Management Fee applicable to each Fund Investor at the beginning of each quarter.</p> <p>Generally, the Incentive Allocation applicable to each Fund Investor will be made (at the Master Fund level) to the Master Fund’s General Partner as of the end of each year, on a high watermark basis. The Incentive Allocation applicable to a Fund Investor may be made at the time a Fund Investor withdraws or redeems (as the case may be) from the Fund. KLS deducts the amount of the Incentive Allocation applicable to an Investor at such time.</p> <p>Management Fees and Incentive Allocations for investors in the Feeder Funds may be (and have been) waived or modified in the sole discretion of Master Fund’s General Partner or the Board of Director’s as applicable, including for investors that are principals and employees of KLS or its affiliates.</p> <p>Fee arrangements for the KLS Diversified ML Fund are individually negotiated and the ML Fund Investor pays an asset-based fee and a performance-based Incentive Allocation. The asset-based fee is deducted from the ML Fund Investor’s assets invested in the KLS Diversified ML Fund quarterly in advance,</p>

	<p>and the performance-based Incentive Allocation is allocated to the General Partner annually or upon withdrawals by the ML Fund Investor.</p> <p>Fee arrangements for the KLS Focus Performance Fund are individually negotiated and the KLS Focus Performance Investor pays an asset-based fee and a performance-based fee. The asset-based fee is deducted from the KLS Focus Performance Fund Investor's assets quarterly in advance, and the performance-based fee is allocated to KLS annually.</p> <p>Similarly, fee arrangements with the Managed Accounts have been individually negotiated. Managed Accounts are generally charged assets under management-based fees and are invoiced quarterly or monthly in advance for such fees. In addition, to the extent a Managed Account pays performance-based fees, such fees will generally be deducted from such Managed Account's assets on an annual basis (or at such other time as the agreement is terminated) after the Managed Account receives an invoice.</p> <p><b>It is critical that Investors and Managed Accounts refer to the relevant Governing Documents for a complete understanding of how fees are deducted from their assets. The information contained herein is a summary only and is qualified in its entirety by such documents.</b></p>
Item 5.C	<p><b>Describe any other types of fees or expenses <i>clients</i> may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that <i>clients</i> will incur brokerage and other transaction costs, and direct <i>clients</i> to the section(s) of your <i>brochure</i> that discuss brokerage.</b></p> <p>Expenses paid by the Advisory Clients may include: management fees; legal and accounting services; audit and tax preparation expenses; indemnification expenses; investment related expenses (including without limitation: commissions; clearing fees; fees, interest and other costs on margin accounts or other financings or re-financings; borrowing charges on securities sold short; custodial fees; bank service fees; investment and trading consultant expenses; research, pricing and quotation fees and expenses; portfolio management expenses; expenses in connection with proposed transactions (including transactions that fail to close); and any other reasonable expenses (at the discretion of the General Partner or KLS, as applicable) related to the purchase, sale, holding or transmittal of assets or liabilities); liability insurance premiums with respect to the General Partner and KLS; expenses relating to maintaining the registered offices of a General Partner and the Master Fund in the Cayman Islands, expenses relating to making all necessary filings and all fees required by the Cayman Islands Registrar or other government body; third-party administrator fees; extraordinary expenses and other similar expenses. Please refer to Item 12 of this Brochure for a description of KLS's brokerage practices.</p> <p>As noted above, KLS Domestic Fund, KLS Offshore Fund and KLS Diversified ML Fund invest substantially all of their assets in the Master Fund through a "master-feeder" structure. Each fund will indirectly bear the administrative and other expenses of the Master Fund pro rata based on its interest in the Master Fund.</p> <p><b>It is critical that Investors and Managed Accounts refer to the relevant Governing Documents for a complete understanding of fees and expenses</b></p>



	<p><b>they may pay. The information contained herein is a summary only and is qualified in its entirety by such documents.</b></p>
Item 5.D	<p><b>If your <i>clients</i> either may or must pay your fees in advance, disclose this fact. Explain how a <i>client</i> may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.</b></p> <p>Management Fees applicable to Fund Investors are paid quarterly in advance. Managed Accounts are individually negotiated and Management Fees are paid quarterly or monthly in advance. With respect to refunds of fees, information about how an Investor may redeem or withdraw shares or interests in a Fund or a Managed Account holder may decrease the amount of assets managed in a Managed Account is set forth in the respective Fund's or Managed Account's governing documents.</p> <p>In the case of all of the Funds, withdrawals or redemptions will be subject to significant conditions and restrictions, which are set forth in the relevant Fund's governing documents. Such conditions, restrictions, and limitations may include, without limitation:</p> <ul style="list-style-type: none"> <li>○ Fund Investors generally are able to withdraw or redeem from the Feeder Funds upon at least 60 days' prior written notice;</li> <li>○ The condition that withdrawal or redemption requests be properly submitted in accordance with the relevant Fund documents and in a timely manner;</li> <li>○ The condition that withdrawals or redemptions have not been suspended (in whole or in part) or postponed by the General Partner/or Fund Directors (as the case may be)</li> <li>○ Restrictions on the timing of withdrawal/redemption payments;</li> <li>○ Limitations on the amount paid to a withdrawing or redeeming Investor due to fees, expenses and/or reserves for certain contingencies, among others;</li> <li>○ Limitations on the method of withdrawal or redemption payments (i.e., in cash or in kind).</li> </ul> <p>The General Partner or the Fund Directors (as the case may be) may waive or modify the conditions relating to withdrawals or redemptions for certain Fund Investors, including Fund Investors that are principals, employees or affiliates of KLS or its affiliates.</p> <p>It should be noted that withdrawal rights for the ML Fund Investor and the KLS Focus Performance Fund Investor were individually negotiated and the ML Fund Investor and the Focus Performance Fund Investor may be deemed to have greater liquidity rights than Fund Investors.</p> <p><b>It is critical that Investors and Managed Accounts refer to the relevant Governing Documents for a complete understanding of their withdrawal and/or redemption rights. The information contained herein is a summary only and is qualified in its entirety by such documents.</b></p>

Item 5.E	<p>If you or any of your <i>supervised persons</i> accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.</p> <p>Not applicable.</p>
Item 5.E.1	<p>Explain that this practice presents a conflict of interest and gives you or your <i>supervised persons</i> an incentive to recommend investment products based on the compensation received, rather than on a <i>client's</i> needs. Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to <i>clients</i>. If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds.</p> <p>Not applicable.</p>
Item 5.E.2	<p>Explain that <i>clients</i> have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.</p> <p>Not applicable.</p>
Item 5.E.3	<p>If more than 50% of your revenue from advisory <i>clients</i> results from commissions and other compensation for the sale of investment products you recommend to your <i>clients</i>, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.</p> <p>Not applicable.</p>
Item 5.E.4	<p>If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.</p> <p>Note: If you receive compensation in connection with the purchase or sale of securities, you should carefully consider the applicability of the broker-dealer registration requirements of the Securities Exchange Act of 1934 and any applicable state securities statutes</p> <p>Not applicable.</p>

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

**If you or any of your *supervised persons* accepts *performance-based fees* – that is, fees based on a share of capital gains on or capital appreciation of the assets of a *client* (such as a *client* that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your *supervised persons* manage both accounts that are charged a *performance-based fee* and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your *supervised persons* face by managing these accounts at the same time, including that you or your *supervised persons* have an incentive to favor accounts for which you or your *supervised persons* receive a *performance-based fee*, and describe generally how you address these conflicts.**

As described in Item 5.B above, KLS (or an affiliate) receives performance-based compensation from Investors and from certain Managed Accounts.

It should be noted that the possibility that KLS (or an affiliate) may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive to make investments that are riskier or more speculative than in the absence of such performance-based fee. Investors and Managed Account holders are provided with clear disclosure as to how performance-based compensation is charged with respect to a particular Fund or Managed Account and the risks associated with such performance-based compensation prior to making an investment.

The possibility that KLS (or an affiliate) will receive performance-based compensation from certain Investors and Managed Accounts but not from others creates a potential conflict of interest in that it may create an incentive for KLS to direct more profitable investment ideas to, or allocate trades in a manner that favors, those Advisory Clients in which Investors and Managed Accounts pay a performance fee. In order to manage such potential conflicts, the Advisory Client portfolios are under continuous review by the Managing Partners (as described in Item 13.A). In addition, KLS has implemented a detailed allocation policy and KLS regularly reviews its trade allocations (as described in Item 12.B). KLS, to the extent within its control, will not favor itself in any way to an Advisory Client's detriment and will act in a manner that it believes over the long term is fair and equitable to all its Advisory Clients.

## ITEM 7 – TYPES OF CLIENTS

**Describe the types of *clients* to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.**

KLS provides investment advisory services to pooled investment vehicles operating as private investment funds and to separately managed accounts. KLS has entered separately managed account arrangements with certain large institutional investors.

Each Investor in the Funds must meet the eligibility provisions outlined in Item 5.A, above. The minimum initial contribution for Fund Investors is \$1,000,000, subject to reduction or waiver at the discretion of the General Partner (in the case of the KLS Domestic Fund) or board of directors (in the case of the KLS Offshore Fund, though not below applicable Cayman Islands minimums). The initial contributions for the ML Fund Investor and Focus Performance Fund Investor were negotiated with such investors.

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

Item 8.A	<p><b>Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that <i>clients</i> should be prepared to bear.</b></p> <p>KLS utilizes a variety of investment strategies and has broad discretion in making investments for the Advisory Clients. Each Advisory Client's investment strategy is set forth in a confidential private placement memorandum (in the case of the Funds), and a managed account agreement (in the case of the Managed Accounts).</p> <p>KLS seeks to preserve capital while delivering high risk-adjusted absolute returns with low volatility and low correlation to equity and bond markets. KLS seeks to provide a diversified fixed income portfolio through dynamic capital allocation among and across broad rates, credit and structured asset investment strategies.</p> <ul style="list-style-type: none"> <li>• <b>Rates:</b> The rates investment strategies focus on trades in and between cash and derivative government securities, agency issues, mortgage pass-throughs, foreign exchange, and various LIBOR and funding curves utilizing a combination of both macro and specific issue-level fundamental and technical analyses.</li> <li>• <b>Credit:</b> The credit investment strategies emphasize a fundamentally-oriented, bottom-up process utilizing the KLS investment teams' extensive research experience. KLS seeks to identify the most appropriate credit products for its investment strategy (including, for example, senior and/or subordinated bonds, loans, and credit default swaps).</li> <li>• <b>Structured Assets:</b> The structured asset investment strategy is focused on a variety of mortgage products (including, for example, residential mortgages, commercial mortgage backed securities, mortgage derivatives and non-mortgage asset-backed securities). Investment strategies throughout this asset class are shaped by broad macroeconomic views on housing, the health of the consumer, commercial real estate markets, the economy, and interest rates. This is combined with detailed loan-level analyses of specific transactions and structures.</li> </ul> <p>An investment with KLS may be deemed speculative and is not intended as a complete investment program. Investing in the securities markets involves significant risk. Investments in the Funds are appropriate for only experienced and sophisticated persons who meet certain eligibility criteria, are able to bear the risk of loss or some or all of an investment, and have a limited need for liquidity.</p>
Item 8.B	<p><b>For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through</b></p>

**increased brokerage and other transaction costs and taxes.**

Portfolio strategies and risks associated with them are analyzed and managed as a whole. Listed below are some of the key risk factors associated with KLS trading strategies.

Leverage

The Advisory Clients make extensive use of borrowed funds and other forms of leverage for the purpose of making investments and to hedge exposure to market and credit risk. The use of leverage creates special risks and may significantly increase investment risk. Leverage creates an opportunity for greater yield and total return but may also increase exposure to capital risk and interest costs. Any investment income and gains earned on investments made through the use of leverage that are in excess of the interest costs associated therewith may cause the value of the interests to increase more rapidly than would otherwise be the case. Conversely, where the associated interest costs are greater than such income and gains, the value of the interests may decrease more rapidly than would otherwise be the case.

Liquidity of Investments

The Advisory Clients may acquire thinly-traded investments, which are difficult to dispose of quickly. In addition, investments that were once liquid may become illiquid, making it difficult to acquire or dispose of them at the prices quoted on the various exchanges. In that event, KLS's ability to respond to market movements may be impaired and the Advisory Clients may experience adverse price movements upon liquidation of investments.

Financial Model Risk

KLS's investment strategies may utilize (in varying degrees) various quantitative and qualitative models developed by KLS and third-parties. As market dynamics (for example, due to changed market conditions and participants) shift over time, a previously highly successful model often becomes outdated or inaccurate, perhaps without KLS recognizing the change before significant losses are incurred. In addition, although most investments have market prices, in the absence of any readily determinable market value, certain investments may be valued based partially or entirely on internal KLS models. For such investments, the valuations so determined may differ materially from realized values.

Spread Trading Risks

KLS's trading operations may involve spreads between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. In addition, such positions entail substantial risk that the price differential could change unfavorably, causing a loss to the spread position.

Arbitrage Transaction Risks

Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. KLS may employ any one or more of these arbitrage strategies. If the

	<p>requisite elements of an arbitrage strategy are not properly analyzed, or unexpected events or price movements intervene, losses can occur which can be magnified to the extent such Advisory Client is employing leverage. Moreover, arbitrage strategies often depend upon identifying favorable “spreads,” which can also be identified, reduced or eliminated by other market participants.</p> <p><u>Possible Positive Correlation</u></p> <p>One of the goals in incorporating non-traditional investment strategies such as those to be utilized by KLS into a portfolio or series of portfolios is to provide a potentially valuable element of diversification. However, there can be no assurance, particularly during periods of market disruption and stress, when the risk control benefits of diversification may be most important, that the Fund will, in fact, be negatively-correlated or non-correlated with a traditional portfolio of stocks or bonds.</p> <p><u>Lending Risks</u></p> <p>Advisory Clients may originate and arrange as well as invest in loans. Such lending activities may entail a number of risks: (1) <i>General Credit Risks</i> - The Advisory Clients may be exposed to losses resulting from default and foreclosure; (2) <i>Lower Credit Quality Loans</i> - There are no restrictions on the credit quality of the Advisory Clients’ loans; and (3) <i>Equitable Subordination</i>. Loans to companies operating in workout modes or under Chapter 11 of the Bankruptcy Code are, in certain circumstances, subject to certain potential liabilities which may exceed the amount of an Advisory Client’s loan.</p> <p><u>Short Selling</u></p> <p>KLS may engage in short selling on behalf of the Advisory Clients. Short selling involves selling securities that may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the Advisory Clients to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.</p> <p><b>Fund Investors and prospective Fund Investors are provided with a confidential private placement memorandum that contains a detailed description of the material risks related to an investment in the Funds, and are advised to carefully review <u>all</u> risk factors set forth in the relevant confidential private placement memorandum.</b></p>
<b>Item 8.C</b>	<p><b>If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.</b></p> <p>KLS does not recommend any particular type of security to its Advisory Clients. Instead, it engages in various securities transactions in order to best achieve the investment objectives of the Funds and Managed Accounts. Listed below are the</p>

	<p>key securities traded by the Funds and Managed Accounts and the associated risks.</p> <p><u>Options</u></p> <p>The Advisory Clients trade options. Options are speculative and highly leveraged. Specific market movements of the securities underlying an option cannot accurately be predicted. The purchaser of an option is subject to the risk of losing the entire purchase price of the option. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the security underlying the option which the writer must purchase or deliver upon exercise of the option.</p> <p><u>Derivatives</u></p> <p>A substantial portion of the Advisory Client's assets are typically invested in derivative financial instruments. In addition, the Advisory Clients may from time to time utilize both exchange-traded and over-the-counter futures, options and contracts for differences, for hedging purposes, as well as other derivatives. Such derivative instruments are highly volatile, involve certain special risks and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further losses exceeding any margin deposited. Further, when used for hedging purposes there may be an imperfect correlation between these instruments and the investments or market sectors being hedged.</p> <p>The trading of over-the-counter derivatives subjects Advisory Clients to a variety of risks, including: (1) counterparty risk, (2) basis risk, (3) interest rate risk, (4) settlement risk, (5) legal risk, and (6) operational risk. Counterparty risk is the risk that one of the Advisory Client's counterparties might default on its obligation to pay or perform generally on its obligations. Basis risk is the risk that the normal relationship between two prices might move in opposite directions. Interest rate risk is the general risk associated with movements in interest rates. Settlement risk is the risk that a settlement in a transfer system does not take place as expected. Legal risk is the risk that a transaction proves unenforceable in law or because it has been inadequately documented. Operational risk is the risk of unexpected losses arising from deficiencies in a firm's management information, support and control systems and procedures. Transactions in over-the-counter derivatives may involve other risks as well, as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk.</p> <p><u>Debt Securities</u></p> <p>The Advisory Clients invest in debt securities. Debt securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and are also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). Changes in interest rates may cause a decline in the market value of an investment. With bonds and other fixed income</p>
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	<p>securities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. Bonds and other fixed income securities generally involve less market risk than stocks. However, the risk of bonds can vary significantly depending upon factors such as the issuer and maturity. The bonds of some companies may be riskier than the stocks of others.</p> <p><u>High-Yield Securities</u></p> <p>The Advisory Clients invest in “high yield” bonds and other debt securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Debt securities in the lower categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer’s capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than debt securities with higher ratings in the case of deterioration or general economic conditions.</p> <p><u>Distressed Securities</u></p> <p>Advisory Clients purchase, directly or indirectly, debt securities and other obligations of companies that are experiencing significant financial or business distress, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although such purchases may result in significant returns, they involve a substantial degree of risk and may not show any return for a considerable period of time. In some circumstances, such debt securities may be converted to equity as part of the reorganization. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial distress is unusually high. There is no assurance that KLS will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to the company in which the Advisory Clients invest, the Advisory Clients may lose their entire investment or may be required to accept cash or securities with a value less than the Advisory Clients’ original investment.</p> <p><u>Loan Participations and Assignments</u></p> <p>Advisory Clients invest in debt securities in the form of loan participations and assignments of portions of such loans. When purchasing loan participations, an Advisory Client assumes the credit risk associated with the corporate borrower and may assume the credit risk associated with an interposed bank or other financial intermediary, and may only be able to enforce its rights through the lender, and may assume the credit risk of the lender in addition to the borrower. The participation interests in which the Advisory Client invests may not be rated by any nationally recognized rating service. Investments in loans through a direct assignment of a financial institution’s interests with respect to the loan may involve additional risks to an Advisory Client.</p> <p><u>Mortgage-Backed and Asset-Backed Securities</u></p> <p>Advisory Clients invest in mortgage-backed and asset-backed securities. Mortgage-backed securities represent an interest in a pool of mortgages. When market interest rates decline, more mortgages are refinanced and the securities are</p>
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	<p>paid off earlier than expected. Prepayments may also occur on a scheduled basis or due to foreclosure. When market interest rates increase, the market values of mortgage-backed securities decline. At the same time, however, mortgage refinancings and prepayments slow, which lengthens the effective maturities of these securities. As a result, the negative effect of the rate increase on the market value of mortgage-backed securities is usually more pronounced than it is for other types of fixed-income securities. Asset-backed securities are structured like mortgage-backed securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets may include, but are not limited to, such items as motor vehicle installment sales or installment loan contracts, leases of various types of real and personal property, and receivables from credit card agreements. The ability of an issuer of asset-backed securities to enforce its security interest in the underlying assets may be limited. Asset-backed securities are subject to many of the same risks as mortgage-backed securities.</p> <p><b>Fund Investors and prospective Fund Investors are provided with a confidential private placement memorandum that contains a detailed description of the material risks related to an investment in the Funds, and are advised to carefully review <u>all</u> risk factors set forth in the relevant confidential private placement memorandum.</b></p>
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## ITEM 9 – DISCIPLINARY INFORMATION

If there are legal or disciplinary events that are material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a *management person* has been *involved* in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the *management person's* favor, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the “date” of an event is the date that the final *order*, judgment, or decree was entered, or the date that any rights of appeal from preliminary *orders*, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a *management person* has been *involved* in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a *client's* or prospective *client's* evaluation.

Item 9.A	<p>A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a <i>management person</i></p> <ol style="list-style-type: none"> <li>1. was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any <i>felony</i>; (b) a <i>misdemeanor</i> that <i>involved</i> investments or an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;</li> <li>2. is the named subject of a pending criminal <i>proceeding</i> that involves an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;</li> <li>3. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation; or</li> <li>4. was the subject of any <i>order</i>, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a <i>management person</i> from engaging in any <i>investment-related</i> activity, or from violating any <i>investment-related</i> statute, rule, or <i>order</i></li> </ol> <p>None.</p>
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Item 9.B	<p>An administrative <i>proceeding</i> before the SEC, any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> in which your firm or a <i>management person</i></p> <ol style="list-style-type: none"> <li>1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or</li> <li>2. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation and was the subject of an <i>order</i> by the agency or authority <ol style="list-style-type: none"> <li>(a) denying, suspending, or revoking the authorization of your firm or a <i>management person</i> to act in an <i>investment-related</i> business;</li> <li>(b) barring or suspending your firm's or a <i>management person's</i> association with an <i>investment-related</i> business;</li> <li>(c) otherwise significantly limiting your firm's or a <i>management person's investment-related</i> activities; or</li> <li>(d) imposing a civil money penalty of more than \$2,500 on your firm or a <i>management person</i>.</li> </ol> </li> </ol> <p>None.</p>
Item 9.C	<p>A self-regulatory organization (SRO) proceeding in which your firm or a management person</p> <ol style="list-style-type: none"> <li>1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or</li> <li>2. was <i>found</i> to have been <i>involved</i> in a violation of the <i>SRO's</i> rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from <i>investment-related</i> activities; or (iii) fined more than \$2,500.</li> </ol> <p>None.</p>

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Item 10.A	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.</p> <p>Not applicable.</p>
Item 10.B	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.</p> <p>Effective June 21, 2012, KLS and an affiliate General Partner each registered with the Commodity Futures Trading Commission (the “CFTC”) as a commodity pool operator (CPO). In connection with this registration, certain KLS employees are listed/registered (or are in the process of being listed/registered) with the CFTC as Principals and/or Associated Persons of KLS and the affiliate General Partner.</p>
Item 10.C	<p>Describe any relationship or arrangement that is material to your advisory business or to your <i>clients</i> that you or any of your <i>management persons</i> have with any <i>related person</i> listed below. Identify the <i>related person</i> and if the relationship or arrangement creates a material conflict of interest with <i>clients</i>, describe the nature of the conflict and how you address it.</p> <ol style="list-style-type: none"> <li>1. broker-dealer, municipal securities dealer, or government securities dealer or broker</li> <li>2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)</li> <li>3. other investment adviser or financial planner</li> <li>4. futures commission merchant, commodity pool operator, or commodity trading advisor</li> <li>5. banking or thrift institution</li> <li>6. accountant or accounting firm</li> <li>7. lawyer or law firm</li> <li>8. insurance company or agency</li> <li>9. pension consultant</li> <li>10. real estate broker or dealer</li> <li>11. sponsor or syndicator of limited partnerships</li> </ol> <p>An affiliated General Partner serves as the general partner of KLS Domestic Fund and KLS Diversified ML Fund. As described in Item 6, this creates a potential conflict of interest in that it may cause KLS or the respective General Partner to take a greater risk than they may have otherwise.</p> <p>As noted above in Item 10.B, KLS and an affiliate General Partner each registered with the CFTC. KLS does not believe that these registrations pose any material conflicts of interest with Advisory Clients or Investors.</p>

	<p>While not a “related person,” Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated (together with its affiliates, “Merrill Lynch”) owns a non-voting minority equity interest in KLS and a General Partners entitling Merrill Lynch to participate in the net income of KLS and the General Partners. As an equity owner, Merrill Lynch will participate ratably in capital transactions involving KLS and the applicable General Partner. Merrill Lynch has limited veto and consultation rights with respect to certain KLS and General Partner decisions (consistent with its minority equity interest), but has no input into or control over KLS’s trading with respect to the Funds or any other fund managed by KLS or its affiliates. In addition, Merrill Lynch has made an investment in KLS Diversified ML Fund through the ML Fund Investor, which is an indirect, wholly-owned subsidiary of Merrill Lynch &amp; Co., Inc. This relationship could cause conflicts of interest, including but not limited to:</p> <ul style="list-style-type: none"> <li>• KLS may use Merrill Lynch as a prime broker, but KLS has no agreement whatsoever that it will use Merrill Lynch for brokerage services. Nevertheless, prospective Fund Investors must recognize that Merrill Lynch may receive significant economic benefit from the Advisory Clients other than through its equity interest in KLS and the General Partner as the ML Fund Investor. KLS manages this conflict through rigorous adherence to its Best Execution Policy as detailed in Item 12 below.</li> <li>• An affiliate of Merrill Lynch is a holding company which owns broker-dealers, banks, insurance companies and other subsidiaries involved in financial services. Merrill Lynch affiliates and/or subsidiaries may loan money to the Advisory Clients in the form of margin loans or otherwise. Conflicts of interest between the Advisory Clients and these affiliated entities may include, but are not limited to, those described herein. Such conflicts are managed through monitoring of client accounts and through adherence to the policies and procedures in the client’s respective Governing Documents.</li> </ul> <p>Investors should refer to the Governing Documents for a complete list of conflicts related to Merrill Lynch. Certain additional conflicts are discussed in Item 11 below.</p>
<b>Item 10.D</b>	<p><b>If you recommend or select other investment advisers for your <i>clients</i> and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.</b></p> <p>Not applicable.</p>

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

Item 11.A	<p><b>If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any <i>client</i> or prospective <i>client</i> upon request.</b></p> <p>KLS's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). The Code applies to KLS's "Access Persons." Access Persons include, generally, any partner, officer or director of KLS and any employee or other supervised person of KLS who, in relation to the Advisory Clients, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. All KLS employees are deemed to be Access Persons.</p> <p>The Code sets forth a standard of business conduct that takes into account KLS's status as a fiduciary and requires Access Persons to place the interests of Advisory Clients and Investors above their own interests and the interests of KLS. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of KLS's Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.</p> <p>The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide KLS's Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, KLS's Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with Advisers Act Rule 204A-1.</p> <p>In addition, the Code seeks to ensure the protection of nonpublic information about the activities of the Advisory Clients. Investors or prospective Investors may obtain a copy of the Code by contacting the compliance team at <a href="mailto:tquinn@KLSdiversified.com">tquinn@KLSdiversified.com</a>.</p>
Item 11.B	<p><b>If you or a <i>related person</i> recommends to <i>clients</i>, or buys or sells for <i>client</i> accounts, securities in which you or a <i>related person</i> has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</b></p> <p>The General Partner and KLS's principals and employees also invest directly in certain of the Funds but such investments generally are not subject to the management or performance-based fees described in Item 5 above.</p> <p>The fact that the General Partner and KLS's principals and employees have</p>

	<p>financial ownership interests in the Funds creates a potential conflict in that it could cause KLS to make different investment decisions than if such parties did not have such financial ownership interests. Such potential conflicts are addressed by the personal securities transaction pre-clearance and holding requirements described in Item 11. A. and 11. C.</p> <p>KLS addresses these potential conflicts through regular monitoring of the Advisory Client portfolios for consistency with Advisory Client objectives, strategies, and target capacity. Further, the Managing Partners carefully consider the risks involved in any investments and KLS provides extensive disclosure to clients regarding the potential risks that come with an investment with KLS. The Code requires Access Persons to place the interests of Advisory Clients and investors over their own or those of KLS, and all Access Persons are required to acknowledge their receipt and understanding of the Code.</p> <p>Further, KLS (or the General Partner) receives management and performance-based compensation. The Management Fees are payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of KLS to raise or otherwise increase assets under management to a higher level than would be the case if KLS were receiving a lower or no management fee. Performance-based fees may create an incentive for KLS to make investments that are riskier or more speculative than in the absence of such Incentive Allocation.</p> <p>Although not a related person, Merrill Lynch, its affiliates and its employees manage other investment funds, including funds proprietary to Merrill Lynch, or discretionary accounts that may pursue investment objectives similar to those of the Advisory Clients. Merrill Lynch is actively engaged in transactions in the same securities and other instruments in which the Advisory Clients may invest. Merrill Lynch is not under any obligation to share any investment opportunity, idea or strategy with the traders for KLS. A conflict of interest could exist here in that Merrill Lynch or its affiliates could, theoretically, take an investment opportunity that would otherwise be available to the clients. KLS is of the belief that this conflict of interest is mitigated by the fact the Merrill Lynch's interests are aligned with those of the advisory clients through its equity ownership and its interest in the ML Fund. Further, KLS does not share information regarding its investment decisions with Merrill Lynch prior to it making an investment. As such, if Merrill Lynch or its affiliates were to participate in a similar investment such entity would have sourced the investment through channels independent of KLS. KLS also monitors these conflicts through enforcement of its Code.</p> <p>Merrill Lynch entities are authorized to execute agency and other cross transactions between the Advisory Clients and other Merrill Lynch clients and may receive commissions from both parties to such transactions. Agency cross and similar transactions will be effected by Merrill Lynch entities only to the extent permitted by applicable law.</p> <p>The Advisory Clients may purchase investments that are issued, or the subject of an underwriting or other distribution, by Merrill Lynch. The Advisory Clients may invest, directly or indirectly, in the securities of issuers affiliated with Merrill Lynch or in which Merrill Lynch has an equity or participation interest. The purchase, holding and sale of such investments by the Advisory Clients may enhance the profitability of Merrill Lynch's own investments in such companies.</p>
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Item 11.C	<p><b>If you or a <i>related person</i> invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a <i>related person</i> recommends to <i>clients</i>, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.</b></p> <p>Access Persons are permitted to make securities transactions in their personal accounts. This presents potential conflicts in that an employee could improperly use information regarding an Advisory Client's holdings or future transactions or research paid for by the Advisory Clients. An Access Person could take for himself or herself an investment opportunity available to an Advisory Client or could engage in "front-running" of an Advisory Client's trade.</p> <p>KLS manages the potential conflicts of interest inherent in Access Person personal trading by rigorous enforcement of its Code, which contains strict pre-clearance and reporting guidelines for Access Persons. KLS requires that Access Person transactions be pre-cleared with the Chief Compliance Officer and one of the Managing Partners, with very limited exceptions. Pre-clearance decisions are based on a number of factors, including whether any of the Advisory Clients hold or are contemplating an investment in the given security. Further, to deter and prevent improper personal trading, KLS generally imposes a 90-day holding period on personal securities transactions. In addition, KLS receives transaction and holdings reports in accordance with Advisers Act Rule 204A-1. The Chief Compliance Officer or his designee also reviews Access Persons' personal transaction and holdings reports to make sure each access person is conducting his or her personal securities transactions in a manner that is consistent with the Code.</p>
Item 11.D	<p><b>If you or a <i>related person</i> recommends securities to <i>clients</i>, or buys or sells securities for <i>client</i> accounts, at or about the same time that you or a <i>related person</i> buys or sells the same securities for your own (or the <i>related person's</i> own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</b></p> <p>Please refer to Items 11.A, 11.B, and 11.C.</p>

## ITEM 12 – BROKERAGE PRACTICES

Item 12.A.1	<p>Describe the factors that you consider in selecting or recommending broker-dealers for <i>client</i> transactions and determining the reasonableness of their compensation (e.g., commissions).</p> <ol style="list-style-type: none"> <li>1. <b>Research and Other Soft Dollar Benefits.</b> If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”), disclose your practices and discuss the conflicts of interest they create. <ol style="list-style-type: none"> <li>a. Explain that when you use <i>client</i> brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.</li> <li>b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your <i>clients’</i> interest in receiving most favorable execution.</li> <li>c. If you may cause <i>clients</i> to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.</li> <li>d. Disclose whether you use soft dollar benefits to service all of your <i>clients’</i> accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to <i>client</i> accounts proportionately to the soft dollar credits the accounts generate.</li> <li>e. Describe the types of products and services you or any of your <i>related persons</i> acquired with <i>client</i> brokerage commissions (or markups or markdowns) within your last fiscal year.</li> <li>f. Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for soft dollar benefits you received.</li> </ol> </li> </ol> <p>KLS has the authority to select the broker-dealer used in each transaction for the Advisory Clients and for negotiating the fees to be paid to the broker-dealer in connection with such transactions. KLS recognizes its duty to obtain “best execution.” Consistent with such duty, in determining best execution, KLS takes into account the full range and quality of a broker-dealer’s services, including research and other services. KLS does not select broker-dealers solely on the basis of lowest possible commission costs, but by the best qualitative execution.</p> <p>Consistent with such policy, consideration is given to a variety of factors,</p>
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	<p>including but not limited to one or more of the following:</p> <ul style="list-style-type: none"> <li>▪ Cost of execution;</li> <li>▪ Execution expertise;</li> <li>▪ Ability to perform execution services</li> <li>▪ Ability to source or provide liquidity;</li> <li>▪ Access to market information;</li> <li>▪ Research;</li> <li>▪ Providing trade ideas;</li> <li>▪ Brokers' efficiency in booking and settling trades;</li> <li>▪ Providing access to multiple markets and venues (including foreign markets);</li> <li>▪ Ability to execute transactions in liquid and illiquid markets at competitive prices without disrupting the market for a particular security;</li> <li>▪ Range of services provided and products offered (including research and brokerage services);</li> <li>▪ Quality and timeliness of market information provided;</li> <li>▪ Ability to maintain confidentiality;</li> <li>▪ Credit worthiness and financial responsibility;</li> <li>▪ Likelihood of execution within a desired time frame;</li> <li>▪ Ability to execute in desired volume;</li> <li>▪ Willingness and ability of counterparty to make a market in particular securities;</li> <li>▪ Reputation;</li> <li>▪ Willingness of counterparty to commit capital to a particular transaction;</li> <li>▪ Ability to provide capital introduction services and referrals of potential investors; and</li> <li>▪ Ability of counterparty to execute difficult transactions in unique and/or complex securities.</li> </ul> <p>While KLS's primary consideration in allocating portfolio transactions to broker-dealers is to obtain favorable prices and efficient executions, KLS does not have an obligation to, and does not always seek to, obtain the lowest priced execution regardless of qualitative considerations. Commission rates are generally negotiable and thus selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable.</p> <p>KLS does not utilize "soft dollars." If in the future KLS utilizes soft dollars, it will amend its Form ADV as appropriate. It should be noted, however, that broker-dealers utilized by KLS on behalf of Advisory Clients may include research, certain services or access to certain information as part of the brokerage service provided to Advisory Clients.</p> <p>It should be noted that pursuant to an agreement with one of the Managed Accounts, KLS, while having authority to designate brokers or dealers through whom all purchases and sales on behalf of such Managed Account are made, makes commercially reasonable efforts to consider the established relationships between the Managed Account and its counterparties in making these designations. Such agreement presents a potential for conflict in that KLS may utilize broker-dealers with whom the Managed Account has an established</p>
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	relationship even when such broker-dealers do not provide the lowest possible commission to (1) such Managed Account or (2) all of the Advisory Clients, in a situation in which trades are aggregated. KLS addresses this potential conflict through periodic and systematic evaluations of broker-dealers.
Item 12.A.2	<p><b><u>Brokerage for Client Referrals.</u></b> If you consider, in selecting or recommending broker-dealers, whether you or a <i>related person</i> receives <i>client</i> referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.</p> <ul style="list-style-type: none"> <li>a. <b>Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving <i>client</i> referrals, rather than on your <i>clients</i>' interest in receiving most favorable execution.</b></li> <li>b. <b>Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for <i>client</i> referrals.</b></li> </ul> <p>In selecting brokers, KLS takes into account the factors listed in Item 12.A.1 above. As part of its “best execution” analysis, KLS considers a broker-dealer’s ability to provide KLS with the opportunity to participate in capital introduction events sponsored by the broker-dealer and to refer Investors to the Funds. It should be emphasized that KLS does not select broker-dealers solely in return for referrals.</p> <p>KLS recognizes that it may have an incentive to favor broker-dealers that provide capital introduction services to KLS or refer Investors. KLS receives asset-based fees and accordingly would receive a financial benefit from the increase in assets under management that result from capital introduction services and Investor referrals. Similarly, KLS receives a performance-based fee and accordingly could receive a larger performance-based fee in any given profit period as a result of an increase in assets under management that results from capital introduction services and Investor referrals. The potential for higher fees presents a potential conflict in that KLS has an incentive to favor broker-dealers that provide services that have a direct impact on fees even if those broker-dealers rate unfavorably in other categories that are part of KLS’s best execution analysis. KLS addresses this potential conflict through its thorough best execution review process, which requires that key KLS individuals look at a broker-dealer’s performance in a wide variety of categories. Such reviews allow KLS to determine when broker-dealers that outperform in capital introduction and Investor referrals under perform in other areas. In such situations, KLS may provide heightened scrutiny to a relationship with a broker-dealer.</p>
Item 12.A.3	<p><b><u>Directed Brokerage.</u></b></p> <ul style="list-style-type: none"> <li>a. <b>If you routinely <u>recommend</u>, <u>request</u> or <u>require</u> that a <i>client</i> direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their <i>clients</i> to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents.</b></li> </ul>

	<p><b>Explain that by directing brokerage you may be unable to achieve most favorable execution of <i>client</i> transactions, and that this practice may cost <i>clients</i> more money.</b></p> <p><b>b. If you <u>permit</u> a <i>client</i> to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of <i>client</i> transactions. Explain that directing brokerage may cost <i>clients</i> more money. For example, in a directed brokerage account, the <i>client</i> may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the <i>client</i> may receive less favorable prices.</b></p> <p><b>Note: If your clients only have directed brokerage arrangements subject to most favorable execution of client transactions, you do not need to respond to the last sentence of Item 12.A.3.a. or to the second or third sentences of Item 12.A.3.b.</b></p> <p>KLS does not have directed brokerage arrangements.</p>
Item 12.B	<p><b>Discuss whether and under what conditions you aggregate the purchase or sale of securities for various <i>client</i> accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to <i>clients</i> of not aggregating.</b></p> <p>Upon determination to buy or sell the same security on behalf of more than one Advisory Client (based upon the investment mandates of such Advisory Clients), KLS will generally aggregate trades, subject to best execution. Notwithstanding the prior sentence, it should be noted that KLS is of the view that there may be limited circumstances in which it would be more operationally efficient to fill trades on an Advisory Client-by-Advisory Client basis.</p> <p>In managing Advisory Client portfolios, KLS will generally aggregate trades when more than one Advisory Client is capable of purchasing or selling a particular security based on investment objectives, available cash and other factors. KLS may aggregate Advisory Client orders when doing so will result in a better overall price for Advisory Client trades. KLS will generally aggregate orders unless aggregation is not consistent with its duty to obtain best execution and the terms of the investment guidelines and restrictions of each Advisory Client for which trades are being aggregated. No Advisory Client will be favored over any other Advisory Client; each Advisory Client that participates in an aggregated order will participate at the average price for all of KLS's transactions in that security on a given business day, with transaction costs shared pro rata based on each Advisory Client's participation in the transaction.</p> <p>KLS acts in a fair and reasonable manner in allocating investment and trading opportunities among the Advisory Clients. In furtherance of the foregoing, KLS considers participation in all appropriate opportunities within the purpose and scope of each Advisory Client's objectives and KLS evaluates such factors as it considers relevant in determining whether a particular situation or strategy is suitable and feasible for each Advisory Client. When allocating investment opportunities among Advisory Clients, the KLS approach begins with the default assumption that investment opportunities will be allocated pro rata based upon</p>

	<p>assets under management, and then takes into account a variety of factors, including, but not limited to, investment objectives, investment criteria, cash constraints, and operational and legal requirements. KLS is not obligated to purchase or sell for each Advisory Client every security which KLS may purchase or sell for other Advisory Clients, as some transactions or investments may appear unsuitable, impractical or undesirable for an Advisory Client. In addition, certain securities are not permitted to be purchased or held by certain Advisory Clients. Accordingly, there are a variety of reasons why investment opportunities may be allocated on bases other than pro rata among all Advisory Clients based upon assets under management. Notwithstanding any of the foregoing, KLS, to the extent within its control, will not favor itself in any way to an Advisory Client's detriment and will act in a manner that it believes over the long term is fair and equitable to all its Advisory Clients.</p>
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## ITEM 13 – REVIEW OF ACCOUNTS

Item 13.A	<p><b>Indicate whether you periodically review <i>client</i> accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.</b></p> <p>The Advisory Client portfolios are under continuous review by the Managing Partners. Such reviews include a review of investment policy, the suitability of the investments used to meet policy objectives, cash availability, and investment objectives. The Managing Partners consider, among other things, investment performance, the portfolio's sensitivity to market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.</p>
Item 13.B	<p><b>If you review <i>client</i> accounts on other than a periodic basis, describe the factors that trigger a review</b></p> <p>Please see Item 13.A. The accounts are under continuous review.</p>
Item 13.C	<p><b>Describe the content and indicate the frequency of regular reports you provide to <i>clients</i> regarding their accounts. State whether these reports are written.</b></p> <p>Generally, all Investors and Managed Accounts receive weekly updates, unaudited monthly statements of net asset value, monthly letters describing the performance of the Funds, and annual audited financial statements. In addition, pursuant to individually negotiated side letters with certain Investors, KLS provides monthly risk aggregation reports and return estimates.</p>

## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Item 14.A	<p>If someone who is not a <i>client</i> provides an economic benefit to you for providing investment advice or other advisory services to your <i>clients</i>, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.</p> <p>Not applicable.</p>
Item 14.B	<p>If you or a <i>related person</i> directly or indirectly compensates any <i>person</i> who is not your <i>supervised person</i> for <i>client</i> referrals, describe the arrangement and the compensation.</p> <p>KLS has engaged third party solicitors to refer prospective investors to KLS Domestic Fund and KLS Offshore Fund. All such referral activities are conducted in a manner that is consistent with Advisers Act Rule 206(4)-3 and relevant SEC guidance. All arrangements with solicitors must be approved by the Chief Compliance Officer and a Managing Partner or the Chief Operating Officer, and any approved solicitor must be an appropriately registered broker-dealer with the Securities and Exchange Commission, Financial Industry Regulatory Authority, and licensed in appropriate states.</p> <p>Solicitors are compensated based upon (1) a percentage of capital committed to or invested in a Fund or (2) a percentage of asset-based and performance-based compensation payable to KLS or an affiliate.</p>



## ITEM 15 – CUSTODY

**If you have *custody* of *client* funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your *clients*, explain that *clients* will receive account statements from the broker-dealer, bank or other qualified custodian and that *clients* should carefully review those statements. If your *clients* also receive account statements from you, your explanation must include a statement urging *clients* to compare the account statements they receive from the qualified custodian with those they receive from you.**

KLS (with respect to the Offshore Fund and KLS Focus Performance Fund), the applicable General Partner (with respect to KLS Domestic Fund, KLS Diversified ML Fund and Master Fund) are deemed to have custody by virtue of their status as investment manager or general partner, respectively.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, Investors are provided with audited financial statements for their respective Funds within 120 days of the end of such Funds' fiscal years (i.e., generally by April 30). Investors should carefully review such audited financial statements.

KLS does not maintain custody of the Managed Accounts' funds or securities.

## ITEM 16 – INVESTMENT DISCRETION

**If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).**

KLS has discretionary authority to manage securities accounts on behalf of the Advisory Clients. KLS is authorized to make transaction recommendations for the Advisory Clients. As explained in Item 4.C above, each Fund's investment strategy is set forth in detail in a private placement memorandum. Fund Investors do not have the ability to impose limitations on KLS's discretionary authority. Fund Investors must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, Investors in the KLS Domestic Fund and KLS Diversified ML Fund must execute a limited partnership agreement that contains a power of attorney.

As noted in Item 4.C, above, KLS has established, and may in the future establish, separately managed accounts for large or strategic investors. Such agreements are heavily negotiated and the holder of a managed account may place limitations on KLS's discretionary investment authority, including limitations on objectives, guidelines, and restrictions.

Also as noted in Item 4.C, above, KLS has established KLS Diversified ML Fund for a single investor which in turn invests together with the KLS Domestic Fund and the KLS Offshore Fund in the Master Fund, and shares the same investment strategy as those Funds. As further noted in Item 4.C, above, KLS has established KLS Focus Performance Fund for a single investor, which generally shares the same investment strategy as the Master Fund.

## ITEM 17 – VOTING CLIENT SECURITIES

Item 17.A	<p><b>If you have, or will accept, authority to vote <i>client</i> securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your <i>clients</i> can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your <i>clients</i> with respect to voting their securities. Describe how <i>clients</i> may obtain information from you about how you voted their securities. Explain to <i>clients</i> that they may obtain a copy of your proxy voting policies and procedures upon request.</b></p> <p>KLS has authority to vote Advisory Client securities. KLS understands and appreciates the importance of ensuring that its proxy voting procedures are clearly described to Advisory Clients and Investors. It should be noted that based upon KLS's investment strategy (and lack of involvement in publicly-traded equities) it is not expected that much proxy voting, if any, will occur. Notwithstanding that fact, KLS follows these procedures when proxy voting is required. KLS votes proxies in the best interests of the Advisory Clients and Investors (as applicable).</p> <p>Prior to voting any proxies with respect to Advisory Clients, the Managing Partners determine if there are any conflicts of interest related to the proxy in question in accordance with the general guidelines outlined below. If a conflict is identified, the Managing Partners then make a determination (which may be in consultation with outside compliance consultants and/or legal counsel) as to whether the conflict is material or not. If no material conflict is identified pursuant to these procedures, the Managing Partners vote the proxy in question in accordance with the best interest of the Advisory Clients.</p> <p>If a material conflict is identified, the Managing Partners, the Chief Compliance Officer, or such other designate (in consultation with outside compliance consultants and/or legal counsel) will determine what course of action is in the best interests of the affected Advisory Clients (which may include utilizing an independent third party to vote such proxies). Further, KLS will determine whether it is appropriate to disclose the conflict to affected Advisory Clients and give such Advisory Clients (and Investors, if applicable) the opportunity to vote the proxies in question themselves.</p> <p>The Chief Compliance Officer or his designate delivers proxies in accordance with instructions related to such proxy. KLS keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received and internal documents created that were material to voting decisions and each client request for proxy voting records and KLS's response for the previous five years.</p> <p>Investors and Managed Accounts do not have the ability to direct proxy votes.</p> <p>Advisory Clients and Investors may obtain a additional information regarding how KLS voted proxies and may obtain a copy of KLS's proxy voting policies and procedures by contacting KLS's compliance team at <a href="mailto:tquinn@KLSdiversified.com">tquinn@KLSdiversified.com</a>.</p>
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Item 17.B	<p>If you do not have authority to vote <i>client</i> securities, disclose this fact. Explain whether <i>clients</i> will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) <i>clients</i> can contact you with questions about a particular solicitation.</p> <p>Not applicable.</p>
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## ITEM 18 – FINANCIAL INFORMATION

Item 18.A	<p>If you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, include a balance sheet for your most recent fiscal year.</p> <ol style="list-style-type: none"> <li>1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.</li> <li>2. Show parenthetically the market or fair value of securities included at cost.</li> <li>3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X.</li> </ol> <p>Not applicable.</p>
Item 18.B	<p>If you have <i>discretionary authority</i> or <i>custody</i> of <i>client</i> funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to <i>clients</i>.</p> <p>KLS is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to Advisory Clients or Investors.</p>
Item 18.C	<p>If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.</p> <p>Not applicable</p>