

March 26, 2013

Part 2A of Form ADV: Brochure

Item 1 – Cover Page

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This Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of First Oak Capital Management LLC. If you have any questions about the contents of this Brochure, please contact us at (415) 544-7800 or compliance@firstoak.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about First Oak Capital Management LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Registration with the SEC does not imply a certain level of skill or training.

Item 2 – Material Changes

The following are material changes to this brochure since its last annual update on March 20, 2012:

Item 13: Joshua E. Wyss resigned from First Oak in March 2013.

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Item 4 – Advisory Business

First Oak Capital Management LLC (subsequently referred to as “First Oak” or “the Firm”) was established July 2010. The investment team, led by Ashish Shah managed long/short strategies for three years at Seasons Capital Management, LLC. First Oak’s founding investment team worked together for more than seven years prior to founding First Oak.

The Firm’s principal owners are:

- Ashish Shah, Senior Managing Director & Portfolio Manager
- Jonathan Kahn, Managing Director
- Scott Devinsky, Managing Director & Chief Financial Officer
- Kathlyne Kiaie, Managing Director & Chief Compliance Officer

First Oak provides discretionary advisory services to a number of private funds (which are subsequently referred to as “Funds” throughout this document). At present, two of the Funds are organized as limited partnerships in which First Oak serves as the sole general partner. The other Funds are organized as non-U.S. companies or partnerships. For each of the non-U.S. Funds First Oak serves as either investment adviser or general partner.

First Oak manages each Fund pursuant to the objectives specified in the materials by which the Fund offers its ownership interests to investors. First Oak determines those objectives for each of its Funds for which it serves as general partner. The offshore Fund organized as an exempted company, to which First Oak serves as investment adviser, has a board of directors with the authority to determine the Fund’s objectives, subject to First Oak’s agreement, and to supervise the Fund’s investment and trading activities. First Oak’s agreements with the Funds generally impose no limits on the types of securities or other instruments in which the Funds may invest, the types of positions they may take, the concentration of their investment by sector, industry, fund, country, class or otherwise, the amount of leverage they may employ or the number or nature of short positions they may take. The Funds’ investors do not have the right to specify, restrict, or influence their Funds investment objectives or any investment or trading decisions.

First Oak may provide discretionary investment advisory services to clients who are not Funds, which are referred to as “Separately Managed Accounts.” First Oak will manage the Separately Managed Accounts according to strategies that are similar to those of the Funds, but they may be subject to express investment restrictions or other special terms that do not apply to the Funds. These special terms are subject to negotiation on a client- by-client basis.

First Oak does not participate in wrap fee programs.

As of March 1, 2013, First Oak had approximately \$113 million in assets under management on a fully discretionary basis. First Oak does not provide services on a non-discretionary basis.

Item 5 – Fees and Compensation

Each Fund is obligated to pay First Oak a “management fee” at the beginning of each calendar quarter. Those fees are generally equal to 1.5% multiplied by the net asset value of investors’ holdings on an annual basis.

Each Fund for which First Oak serves as general partner is obligated to specially allocate to First Oak an “incentive allocation” equal to 20% of the appreciation in each limited partner’s capital account balance to the extent that appreciation exceeds previous declines in the value of these balances (a “high water mark”). The incentive allocations are made at the end of each calendar year and at other times when Fund investors withdraw capital or redeem shares, but then only in relation to the amount of capital withdrawn or shares redeemed. For each period and for each Fund, the foregoing allocations are the aggregate of amounts calculated separately for each investor or group of investors in each Fund. They are not generally negotiable, but First Oak’s agreements with the Funds gives it the authority to vary them for particular investors.

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The Funds pay First Oak's fees directly from their assets that are managed by First Oak. Incentive allocations take the form of increases in the value of First Oak's general partner interest in that Fund. Funds to which First Oak serves as investment adviser pay fees directly out of their assets.

Other Expenses

Each Fund also pays all of the expenses of its administration and operation. These expenses include, among other things:

- brokerage commissions on portfolio transactions;
- interest on margin and other borrowings;
- borrowing charges on securities sold short;
- custodial fees;
- bookkeeping, accounting, audit and other professional fees and expenses;
- legal fees;
- governmental fees and taxes;
- costs of reporting to Interestholders;
- costs of governance activities;
- fees paid to any third-party administrator; and
- all other reasonable expenses related to the Fund's management and operation or the purchase, sale or transmittal of Fund assets, all as First Oak determines in its sole discretion.

The Funds do not currently pay custodial fees directly. Instead, their assets are held by "prime brokers" as custodians. Nevertheless, the Funds may be considered to pay for custodial services indirectly through: payments to the prime brokers of commissions and other transaction costs; payments of financing charges related to margin borrowings and stock loans; and the prime brokers' ability to earn money on certain balances the Funds maintain with them (subject to laws and regulations governing their activities). Each Fund also bore certain costs in connection with its organization and the initial offering and sale of ownership interests in it, and each Fund also continues to bear the costs of its ongoing offering of those ownership interests.

First Oak may advance costs described above for a Fund, and the Fund may reimburse First Oak for those costs.

First Oak provides office personnel and space required for the performance of its services for the Funds. The Funds do not reimburse First Oak for doing so (except to the extent of the fees and incentive allocations).

For a more detailed discussion of brokerage and transaction costs, clients are directed to "Item 12: Brokerage Practices."

Separately Managed Accounts

For Separately Managed Accounts, First Oak generally receives a combination of asset-based and performance-based fees. These fees are negotiated on a case-by-case basis with the client; however, for Separately Managed Accounts that are managed according to strategies similar to particular Funds, the asset- and performance-based fees First Oak charges its clients will generally be similar to the fees and allocations that First Oak charges or assesses as to those Funds.

Separately Managed Account clients also generally bear all fees and expenses incurred in relation to the maintenance and operation of the Separately Managed Account, or the valuation, purchase, sale or transmittal of assets in the account.

Side Letters. As noted above, First Oak on behalf of the Funds may, in its sole and absolute discretion, agree to waive or modify the terms of the fees and compensation received with respect to any Limited Partner without obtaining the consent of any other Limited Partner, by side letter or otherwise. Such side letters may provide for the following modified terms: (i) various notification requirements (e.g., substantial redemptions by other investors, legal or regulatory actions, or the receipt of any soft dollar commissions outside of the safe harbor provided in Section 28(e) of the Exchange Act.); (ii)

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limitations on the Fund's ability to distribute securities in kind upon a redemption request; (iii) additional capacity options; (iv) covenants for the provision of audited financial statements within certain periods of time; (v) covenants with respect to the allocation of certain costs between the General Partner and the Fund (e.g., research services); (vi) covenants against the disclosure of or requiring the provision of portfolio holdings; (vii) minor investment restrictions that do not materially affect the Fund; (viii) reduced fees or fee rebates; (ix) covenants against the creation of UBTI; (x) the provision of periodic pricing information; (xi) reporting based on a modified fiscal year end; (xii) the waiver of sales charges; or (xiii) the waiver or modification of redemption restrictions, such as redemption fees or notice requirements. Legal fees relating to the negotiation of side letters will be borne by the Fund.

Prepayment of Fees

As noted above, the Funds pay management fees to First Oak quarterly in advance. Fund investors are generally allowed to withdraw capital or redeem shares as of the end of a calendar month; First Oak will refund to the client a portion of any asset-based fee that was paid at the beginning of the termination quarter, prorated based on the number of days remaining in that quarter.

If First Oak were to terminate its status as general partner or investment adviser of a Fund at a time other than as of the end of a quarter, First Oak would refund to the Fund a portion of the management fee that was paid at the beginning of the termination quarter, prorated based on the number of days remaining in that quarter.

Similarly, for Separately Managed Accounts, the investment management agreements generally provide for payment of quarterly asset-based fees in advance. Those agreements also provide that if the client (or First Oak) terminates the agreement other than as of the end of a quarter, First Oak will refund to the client a portion of any asset-based fee that was paid at the beginning of the termination quarter, prorated based on the number of days remaining in that quarter.

Other Compensation

First Oak does not and its personnel do not accept compensation for the sale of securities or other investment products.

Investors should refer to each Fund's Offering Memorandum, Subscription Agreements and other offering documents for addition/supplementary information regarding the Funds as well as the fees and expenses paid by the Funds.

Item 6 – Performance-Based Fees and Side-By-Side Management

First Oak receives performance-based compensation. Because First Oak's compensation is based in part on capital appreciation, there may be an incentive for First Oak to make investments that are riskier or more speculative than would be the case in the absence of such a compensation framework.

Each Fund allocates or pays First Oak a portion of the increase in value of investors' investments, as described above under "Item 5: Fees and Compensation." First Oak also generally charges performance-based fees to its Separately Managed Account clients, though those fees are generally subject to negotiation and may therefore vary from client to client.

While First Oak has the right to waive incentive fees or incentive allocations as to particular investors in a Fund, First Oak manages each Fund's assets as an undivided pool. First Oak also generally manages its Separately Managed Accounts in parallel with the Funds (subject to any investment limitations or other special requirements that it may negotiate). As a result, First Oak does not believe that its performance-based fee arrangements give rise to incentives to favor any particular Fund or Separately Managed Account over another. First Oak's potential to receive incentive fees or allocations, and the fact that it will not have to refund any such fees or allocations if the Funds later experience losses, may nevertheless create an incentive for First Oak to make investments that are riskier or more speculative than would otherwise be the case.

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Item 7 – Types of Clients

The Funds are privately-offered Funds that are not regulated under the U.S. Investment Company Act of 1940, as amended, because of Sections 3(c)(1) and 3(c)(7) of that act and, in the case of offshore Funds, their adherence to the substantive provisions of Section 3(c)(7) as to U.S. investors. Each Fund imposes minimum investor qualification standards and minimum investment requirements.

The Separately Managed Account clients may be pooled investment vehicles, high net worth individuals or institutional investors. Separately Managed Account clients must generally be “qualified clients” under Rule 205-3 of the Investment Advisers Act of 1940, as amended.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

In managing the Funds and Separately Managed Accounts, First Oak intends to cause such investment vehicles to principally invest in, hold, sell (long or short), trade and otherwise deal in securities. It is First Oak’s policy to trade and invest principally, but not solely, in equity securities that are traded in U.S. and non-U.S. public markets. First Oak selects investments for purchase and sale (long and short) by the Fund and any Separately Managed Account through trading and hedging strategies with the principal objective of achieving strong absolute and risk-adjusted returns primarily by investing and trading in securities issued by companies that focus on the global information technology, media, telecom, consumer and infrastructure sectors.

When deemed appropriate by First Oak for a Fund or Separately Managed Account, First Oak may also invest in long or short positions in options, bonds, swaps (including, but not limited to, interest rate swaps, variance swaps, volatility swaps, commodity swaps, credit default swaps, total return swaps, equity swaps (including baskets and emerging markets swaps), variations on any of the foregoing and any other types of over-the-counter instruments), notes, bills, warrants, futures, rights, derivatives, non-U.S. currencies, restricted securities, fixed-income assets and other securities or assets. First Oak may seek to hedge and enhance returns by short selling, trading in publicly traded and over-the-counter options (including covered and uncovered puts and calls) and other strategies. First Oak intends to trade and invest on margin.

Investing in securities involves a risk of loss that clients should be prepared to bear.

Risk of Loss

The following is a summary of some of the material risks associated with First Oak’s investment strategies. As a summary, it is inherently incomplete and does not attempt to describe all of the risks associated with those strategies.

Reliance on Key Personnel. First Oak’s investment advice depends on the judgment and analysis of its investment professionals. Should any of those professionals terminate their relationship with First Oak, die or become otherwise incapacitated for any period of time, the Funds and Separately Managed Accounts could experience losses.

Effect of General Economic Conditions. The success of First Oak’s investment strategies may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, developments in governmental regulation and national and international political circumstances. These factors may affect the success of the businesses in which First Oak’s client portfolio companies are engaged, as well as the markets for securities in those client portfolio companies. Unexpected volatility or illiquidity could result in client losses.

Use of Leverage. First Oak may employ the use of leverage through margin borrowing and other means as a part of its investment strategy. Leverage increases both the possibilities for profit and the risk of loss. For Funds or Separately Managed Account seeking to use borrowings to generate leverage, those borrowings will usually be from securities brokers and dealers and are typically secured by the securities and other assets of the Fund or Separately Managed Account. Under certain circumstances, a broker or dealer acting as a lender to a Fund or Separately Managed Account

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may demand an increase in the collateral that secures the Fund's or Separately Managed Account's obligations, and, if the Fund or Separately Managed Account is unable to provide additional collateral, the broker or dealer could liquidate the Fund's or Separately Managed Account's collateral to satisfy those obligations. Liquidation in that manner could have extremely adverse consequences for the Fund or Separately Managed Account, including sales at disadvantageous times and prices and the acceleration of tax consequences.

Short Selling. The Funds and Separately Managed Accounts may sell securities short as a regular part of their investing activities. In a short sale, the Fund or Separately Managed Account sells securities it does not own, in the hope that the market price will decline and that the Fund or Separately Managed Account will be able to buy replacement securities later at a lower price. To accomplish this, the Fund or Separately Managed Account borrows the securities from a broker or other third party. It "closes" the position by "returning" the security (buying a replacement security on behalf of the lender). The obligation to replace the borrowed securities does not typically have a specified "maturity" date and the lender generally may require replacement of the securities whenever it chooses. A short sale theoretically involves the risk of unlimited loss: the price at which the Fund or Separately Managed Account must buy "replacement" securities could increase without limit. As collateral for its replacement obligation, the Fund or Separately Managed Account is generally required to leave the proceeds of its short sales with the broker that effected the transactions, and deliver an additional amount of cash or other collateral upon the lender's request if the amount of the Fund's or Separately Managed Account's liability increases due to increases in the security's price or decreases in the value of the existing collateral.

Small-Cap and Micro-Cap Stocks. The Funds and Separately Managed Accounts may invest in equity securities without restriction as to market capitalization, such as those issued by smaller capitalization companies, including micro-cap companies. The securities of small-capitalization companies might not be traded in volumes typical of securities of larger companies. Because smaller companies normally have fewer shares outstanding than larger companies, it may be more difficult for the Funds or Separately Managed Accounts to buy and sell significant amounts of smaller company shares without an unfavorable impact on prevailing market prices. Thus, the securities of small companies are generally less liquid, and subject to more abrupt or erratic market movements than larger capitalized companies. Additionally, the risk of bankruptcy or insolvency of many smaller companies, with the attendant losses to investors, is higher than for larger companies. The Funds and Separately Managed Accounts may purchase securities in all available securities trading markets.

Limited Liquidity of Some Investments. Some of the Funds' and Separately Managed Accounts' positions may be or may become relatively or entirely illiquid or may cease to be traded after the Funds and Separately Managed Accounts invest. The Funds and Separately Managed Accounts may acquire substantial positions in some securities. In such cases, and in the event of extreme market activity, the Funds and Separately Managed Accounts may not be able to liquidate their positions promptly if the need should arise. In addition, the Funds' and Separately Managed Accounts' sales of some securities could depress the market value of such securities and thereby reduce the Funds' and Separately Managed Accounts' profitability or increase its losses. Such circumstances or events could materially and adversely affect the amount of gain or loss the Funds and Separately Managed Accounts may realize and the ability of Interestholders to receive redemption or withdrawal proceeds. The Funds and Separately Managed Accounts may also invest in "restricted securities" that are subject to substantial holding periods or that are not traded in public markets. Restricted securities generally are difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded. Such restricted securities may not be eligible to be traded on a public market even if a public market for securities of the same class were to develop. It is highly speculative whether and when an issuer will be able to register its securities so that they become eligible for trading in public markets.

Hedging, Generally. In managing the Funds and Separately Managed Accounts, First Oak may employ a variety of hedging strategies. Hedging strategies in general are usually intended to limit or reduce investment risk, but they can also be expected to involve transaction costs and may inherently limit or reduce the potential for profit.

Risk of Derivatives, Generally. The Funds and Separately Managed Accounts may trade and invest in a variety of

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derivative instruments. Derivatives are financial instruments or arrangements in which the risk and return are related to changes in the value of other assets such as stocks, reference rates or indices. They can provide a form of “leverage” in that they permit the Funds and Separately Managed Account to speculate on fluctuations in the prices of securities indices or other assets while investing only a small percentage of the value of the underlying securities, or other assets. Trading and investing in derivatives can be highly speculative and can entail greater risks than the risks of investing in other securities. Prices of equity derivatives are generally more volatile than prices of the securities on which they are based. A change in the market price of the underlying securities, indices or other assets or rates will cause a much greater change in the price of the derivative. The ability to profit or avoid risk through trading or investing in derivatives will depend largely on First Oak’s ability to anticipate changes in the prices of underlying assets, reference rates or indices.

Options. Among the derivatives in which the Funds and Separately Managed Accounts may invest or trade are options on specific securities and options on securities indices. The Funds and Separately Managed Accounts may buy or sell (write) both call options and put options, and when they write options they may do so on a “covered” or an “uncovered” basis. The Funds’ and Separately Managed Accounts’ options transactions may be part of a hedging tactic (i.e., offsetting the risk involved in another securities position), a form of leverage in which the Fund and Separately Managed Account has the right to benefit from price movements in a large number of securities or other assets with a small commitment of capital, or an attempt to obtain profits through premiums received on options the Fund and Separately Managed Account writes. These activities involve risks that may be substantial.

Concentration of Investments. The Funds and Separately Managed Accounts may at times have a relatively large portion of their capital exposed to a particular industry or market sector. Losses in one or more large positions, or a downturn in an industry or market sector in which the Fund or Separately Managed Account is concentrated, could materially adversely affect the Fund’s or Separately Managed Account’s performance in a particular period and could have a materially adverse effect on the Fund’s or Separately Managed Account’s overall financial condition.

Non-U.S. Investments. The Funds and Separately Managed Accounts may invest in securities of non-U.S. companies and/or securities denominated in currencies other than U.S. dollars. These may include securities issued by companies in, and traded in, so-called “emerging markets.” Non-U.S. investing, and investing in emerging markets in particular, could subject First Oak’s Funds and Separately Managed Account to certain risks not typically associated with investing in securities in the United States. Many non-U.S. stock markets are not as developed or efficient as those in the United States and may be more volatile than U.S. markets. The costs and expenses of investing in non-U.S. markets are generally higher than in the United States. There is generally less publicly available information about non-U.S. companies than about domestic companies. This makes it more difficult for us to keep informed of corporate action that may affect the price of a particular security. Additionally, some non-U.S. economies are less stable than the U.S. economy, due to, among other things, volatile political environments, less stable monetary systems and/or external political risks.

Portfolio Turnover. There may be times when First Oak causes the Funds or Separately Managed Accounts to engage in significant short-term trading. High portfolio turnover involves, among other things, high transaction costs, particularly through increased brokerage costs and taxes. A Fund’s or Separately Managed Account’s portfolio turnover from time to time may exceed that of other investment vehicles or managed accounts.

Item 9 – Disciplinary Information

First Oak has not been involved in any legal or disciplinary events since inception that would be material to a client’s evaluation of First Oak or its personnel.

Item 10 – Other Financial Industry Activities and Affiliations

Neither First Oak nor any of its employees are registered and do not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer, futures commission merchant, or commodity pool operator. Neither

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First Oak nor any of its employees have any relationships or arrangements with other financial service companies that pose material conflicts of interest.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

First Oak has adopted a Code of Ethics that establishes standards of conduct for the Firm and its personnel. The Code of Ethics includes general requirements that First Oak and its personnel comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading and insider trading. It requires First Oak's personnel to arrange for duplicate copies of all trade confirmations and brokerage statements to be sent directly to First Oak's Chief Compliance Officer, and requires the Chief Compliance Officer to review those reports.

First Oak's Code of Ethics establishes standards of conduct for the Firm's personnel. Subject to the Chief Compliance Officer's pre-approval, the Code of Ethics requires each employee who (i) has access to non-public information regarding any client's purchase or sale of securities, or (ii) is involved in making securities recommendations to clients or has access to such recommendations that are non-public (an "access person"), to dispose of all single-stock securities held in proprietary accounts within 30 days of providing an initial holding report (which must be provided within 10 days after such access person becomes subject to the Code of Ethics); the Chief Compliance Officer may make exceptions to this policy for securities whose disposal is impractical (such as investments in restricted or otherwise illiquid securities). Employees who are not access persons may continue to hold single-stock securities that were held at the time of hiring by the Firm and, subject to the Chief Compliance Officer's approval, may dispose of such securities. All employees, whether access persons or not, are prohibited from purchasing single stock securities while employed by the firm. All employees are also subject to quarterly and annual transactions-reporting requirements. In addition, the Chief Compliance Officer shall consider, on a case-by-case basis, whether third-party consultants, vendors, service providers and other independent contractors or temporary employees should be subject to these policies and procedures as well. The Code of Ethics also contains policies involving the safeguarding of proprietary and non-public information and the use of nonpublic information in relation to clients.

The Code of Ethics requires employees to promptly report any violations of it to First Oak's Chief Compliance Officer. Each employee of First Oak receives a copy of the Code of Ethics and any amendments to it, and must acknowledge in writing having received the materials. Quarterly, each employee must certify that he or she complied with the Code of Ethics during that period. Clients and prospective clients may obtain a copy of First Oak's Code of Ethics by contacting compliance at First Oak Capital Management, 600 Montgomery Street, 11th Floor, San Francisco, CA 94111, compliance@firstoak.com.

First Oak may recommend to clients that they buy or sell securities in which it has some financial interest. First Oak may also buy or sell for itself securities that it also recommends to clients. Such participation by First Oak is governed by First Oak's Code of Ethics, as previously described.

Item 12 – Brokerage Practices

Prime Brokerage. The Funds and Segregated Managed Accounts obtain custodial, clearing and related services through what is known as a "prime brokerage" arrangement. Under this type of arrangement, one or more "Prime Brokers": (i) maintain custody of the Funds' and Segregated Managed Accounts' assets (either directly or through affiliated companies or sub custodians); (ii) provide margin credit and locate securities to borrow to facilitate short sales; (iii) arrange for the receipt and delivery of securities bought, sold, borrowed and lent; (iv) make and receive payments for securities; (v) tender securities in connection with tender offers, exchange offers, mergers or other corporate reorganizations; (vi) provide First Oak detailed portfolio and related reports; and (vii) provide related services. The Funds' and Segregated Managed Accounts' arrangement with its Prime Broker(s) permits the Funds and Segregated Managed Accounts to maintain a single (or a limited number of) custodial relationship(s), and still use a variety of brokers to execute transactions. Using multiple brokers for transaction execution gives First Oak the flexibility to seek best execution and favorable commission rates and also to seek valuable research and to compare execution quality and commission rates.

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By using a Prime Broker rather than a bank or other institution for custodial services the Funds and Segregated Managed Accounts also may avoid or reduce custodial fees. The Funds and Segregated Managed Accounts compensate their Prime Brokers through margin borrowings, stock loans and brokerage commissions. At times a material amount of the Funds' and Segregated Managed Accounts' capital may be treated by their Prime Brokers as collateral for amounts the Funds and Segregated Managed Accounts owe the Prime Brokers and/or a portion of the Funds' and Segregated Managed Accounts' assets may be held by financial institutions other than the Prime Brokers as collateral for amounts the Funds and Segregated Managed Accounts owe or may owe those institutions as counterparties to derivative agreements.

The Funds' current Prime Brokers are Morgan Stanley & Co., Incorporated and Goldman, Sachs & Co. The Funds and Segregated Managed Accounts may change their Prime Brokers, use additional Prime Brokers, alter the terms of its arrangements with the Prime Brokers, or make alternative arrangements to receive the services currently provided by the Prime Brokers, all in First Oak's sole discretion. Notwithstanding its prime brokerage arrangements, there may be times when a portion of the Funds' or Segregated Managed Accounts' assets will be deposited as collateral with financial institutions that serve as counterparties to derivative instruments to which the Funds or Segregated Managed Accounts are parties. The Prime Brokers may appoint sub-custodians for portions of the Funds' and Segregated Managed Accounts' assets held in prime brokerage accounts.

A Prime Broker may provide services to First Oak distinct from the custodial, lending and related services the Prime Broker provides to the Funds, Segregated Managed Accounts and other clients. These services may include, among other things, consulting services with respect to various aspects of First Oak's business and introducing First Oak to prospective advisory clients and prospective investors in the Funds First Oak manages. A Prime Broker may provide those services at prices that are lower than market prices for similar services or for no charge. A Prime Broker may also enter into financial transactions with First Oak, including lending transactions and through providing initial or other investment capital for the Funds. These transactions may be on terms more favorable than the terms available to First Oak or from other counterparties.

To the extent First Oak or any of its affiliates receive services from a Prime Broker at lower than market prices, enters into transactions on terms better than terms otherwise available in the market, or collects fees from a Prime Broker's investments in the Funds or Segregated Managed Accounts, conflicts may exist between First Oak's interests and the Funds' or Segregated Managed Accounts' interests. That is, the services and benefits First Oak receives in connection with the Funds' or Segregated Managed Accounts' relationship with a Prime Broker may give First Oak an incentive to cause the Funds or Segregated Managed Accounts to accept less favorable pricing for prime brokerage services (including interest and similar charges on margin borrowings and short positions and including brokerage transaction volume and compensation rates) than might be available otherwise or to continue to use a Prime Broker when it would not otherwise cause the Funds or Segregated Managed Accounts to do so. First Oak believes the compensation the Funds and Segregated Managed Accounts will pay the Prime Broker is reasonable and competitive with rates charged by other prime brokers and service providers for services of comparable quality.

The Funds and Segregated Managed Accounts may grant any Prime Broker a security interest over all of the Funds' or Segregated Managed Accounts' assets that the Prime Broker holds in custody to secure the Funds' or Segregated Managed Accounts' obligations. Under certain circumstances, the Prime Brokers and their respective affiliates may also transfer to themselves all rights, title and interest in and to those assets as collateral and may deal with, lend, dispose of, pledge or otherwise use all such collateral for their own purposes.

Transactional Practices. The Funds and Segregated Managed Accounts will incur substantial brokerage commissions and other transaction expenses. First Oak has complete discretion in deciding what Transacting Parties through or with which to execute or enter into portfolio transactions. First Oak also has complete discretion to negotiate compensation arrangements and transaction terms with Transacting Parties. These arrangements may include not only paying commissions for transactions effected on any agency basis, but also compensation implicit in prices of transactions directly with Transacting Parties acting as principal (such as market-makers for over-the-counter securities) and dealers in fixed income securities and derivatives. The following describes some noteworthy aspects of First Oak's, the Funds' and the

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Segregated Managed Accounts' use of and relationships with Transacting Parties.

Selection Criteria, Generally. In choosing Transacting Parties, First Oak is not required to consider any particular criteria. For the most part, First Oak seeks "best execution" of the Funds' and Segregated Managed Accounts' securities transactions. However, what constitutes "best execution" and determining how to achieve it are inherently uncertain. In evaluating whether a Transacting Party will provide best execution, First Oak considers a range of factors. These include, among others, historical net prices (after markups, markdowns and other transaction-related compensation); Transacting Party's execution, clearance and settlement and error correction capabilities generally and in connection with securities of the type and in the amounts to be bought or sold; the Transacting Party's willingness to commit capital; the Transacting Party's reliability and financial stability; the size of the transaction; the availability of securities to borrow for short sales; the market for the security; and, as discussed more fully below, the nature, quantity and quality of research provided by the Transacting Party. First Oak is not required to select the Transacting Party that charges the lowest transaction cost, even if that Transacting Party can provide execution quality comparable to other Transacting Parties.

"Soft Dollars." When a Transacting Party provides the Funds, Segregated Managed Accounts or First Oak with services or products in addition to transaction execution, or pays for those services or products for the Funds, Segregated Managed Accounts or First Oak, the Funds, Segregated Managed Accounts or First Oak is said to have acquired those services or products with "soft dollars." This is common in the professional management of securities portfolios.

A federal statute, Section 28(e) of the Exchange recognizes the potential conflict of interest involved in the use by an investment manager (such as First Oak) of soft dollars to pay for various expenses but provides a safe harbor from breach of fiduciary duty claims if certain conditions and requirements are met. First Oak intends to use soft dollars only to acquire research and brokerage services within the Section 28(e) safe harbor. For those arrangements that provide both research and non-research purposes ("mixed-use items"), First Oak will make a good-faith effort to allocate the costs of such products between their research and non-research uses, and use soft dollars to pay only for the portion allocated to research uses.

First Oak has established a best execution committee and a soft dollar committee consisting of members from administration, operations and compliance. These committees meet regularly to review best-execution reports and brokerage-allocation activity of First Oak and to approve all new arrangements for research and brokerage service provided by brokers. These committees serve as the focal point in managing First Oak's brokerage-allocation practices so as to ensure that there are no improprieties or undisclosed referrals affecting the selection of brokers or allocation of brokerage transactions.

"Research and Brokerage." The types of "research" First Oak may receive from Transacting Parties include (but are not limited to): reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial and industry publications; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; analytical software; proxy analysis services and systems (to the extent used to assist in making investment decisions), quotation services; and other products or services that may enhance First Oak's investment decision-making. "Brokerage" services and products (beyond typical execution services) include (but are not limited to): computer systems and facilities (including hardware) used for such things as communicating orders and settlement related information electronically to executing Transacting Parties, post-trade matching of trade information, communicating allocation instructions, and other clearance and settlement functions. First Oak may use Fund or Segregated Managed Account soft dollars for "mixed use" products and services—products and services that are used in part for research or brokerage purposes and in part for other purposes. Even where First Oak's use of soft dollars to acquire research and brokerage services and products is protected by Section 28(e), First Oak will have a conflict of interest in connection with that use because it might otherwise have to pay cash for those services and products and it may have an incentive to use Transacting Parties who provide those services and products more than it otherwise would.

Referrals of Investors and Advisory Clients. In selecting a Transacting Party, First Oak may consider the Transacting

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Party's referrals of investors to the Funds First Oak manages, referrals of advisory clients to First Oak, the potential for future referrals, and/or the Transacting Party's willingness to pay third-party finders' fees for such referrals. To the extent First Oak would otherwise be obligated to pay for "finding" services, it has a conflict of interest in considering those services when selecting a Transacting Party. It also faces a conflict because it benefits from increases in the Funds' size.

Procedures. Transacting Parties from which First Oak obtains soft dollar services or products generally establish "credits" based on past transactional business (including markups and markdowns on principal transactions, such as transactions with market-makers for NASDAQ securities), which may be used to pay or reimburse First Oak for specified expenses. In some cases the process is less formal; a Transacting Party simply may suggest a level of future business that would fully compensate the broker or dealer for services or products it provides. A Fund's actual transactional business with a Transacting Party may be less than the suggested level but may exceed that level, and credits established may exceed the amounts used to acquire services and products. This may be in part because a Fund's investment activities generate aggregate commissions in excess of the levels of future business suggested by all Transacting Parties who provide services and products. And it may be in part because those Transacting Parties may also provide superior execution and may therefore be most appropriate for particular transactions. First Oak may ask a Transacting Party who is executing a transaction for several accounts (see the discussion below regarding aggregation of orders) to "step out" of a portion of the transaction in favor of a Transacting Party who has provided or is willing to provide products or services for soft dollars. That is, the executing Transacting Party will allow a portion of the overall commissions or other compensation to be paid to the soft-dollar Transacting Party. This assists First Oak in acquiring products and services with soft dollars while providing the benefits of aggregated transactions described below. It may result in a Fund paying additional commissions or other transaction compensation to the Transacting Party to whom such Fund's portion of an aggregated transaction is "stepped out" and therefore incurring higher transaction costs for that transaction than do other clients of First Oak who are buying or selling the same security at the same time. These procedures are generally consistent with the requirements of Section 28(e) when the products or services acquired constitute research and/or brokerage. However, Section 28(e)'s safe harbor is not available where transactions are effected on a principal basis, as most transactions with market-makers in over-the-counter securities are, with a markup or markdown paid to the Transacting Party. First Oak will not use such markups and markdowns as soft dollars if to do so would be inconsistent with the requirements of Section 28(e).

Aggregation of Orders. In some cases, the Funds and Segregated Managed Accounts may seek to buy or sell the same security or other financial instrument at the same time. In those cases, First Oak may combine purchase and sale orders on the Funds' or Segregated Managed Accounts' behalf with orders for those of other accounts. When it does so, First Oak will generally allocate the proceeds arising out of those transactions (and the related transaction expenses) on an average price basis among the various participants in the transactions. First Oak believes combining orders in this way will, over time, be advantageous to all participants. However, the average price could be less advantageous to the Funds or Segregated Managed Accounts than if the Funds or Segregated Managed Accounts had been the only account effecting the transaction or had completed its transaction before the other participants. Because of First Oak's interest in the Funds and Segregated Managed Accounts, there may be circumstances in which the Funds' and Segregated Managed Accounts' transactions may not, under certain laws and regulations, be combined with those of some of First Oak's other clients, and the Fund may obtain less advantageous execution than those other clients.

First Oak may place orders for the same security for different clients at different times and in different relative amounts due to, among other things, differences in cash availability, size of order and practicability of participating in "block" transactions. First Oak has adopted policies and procedures intended to ensure that its trading allocations are fair to all of its clients.

In addition, First Oak and/or its related persons may buy or sell specific securities for its or their own account that are not deemed appropriate for the Funds or Segregated Managed Accounts at the time, based on personal investment considerations that differ from the considerations on which decisions as to investments for the Funds or Segregated Managed Accounts are made. Where execution opportunities for a particular security are limited, First Oak attempts in good faith to allocate such opportunities among clients in a manner that, over time, is equitable to all its clients.

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Cross Transactions. First Oak may (but is not obligated to) cause the Funds and Segregated Managed Accounts to effect “cross” transactions (i.e., buy and sell securities from and to each other), subject to applicable law or regulation. First Oak may do so, if First Oak believes that the cross transaction will be beneficial to both parties. ERISA and other laws or regulations may prevent the Funds and Segregated Managed Accounts from engaging in “cross” transactions that could be beneficial to such Funds or Segregated Managed Accounts Fund.

Item 13 – Review of Accounts

First Oak applies the following procedures for and involves the following individual in the Firm’s account reviews. Ashish Shah, Portfolio Manager, reviews all accounts managed by First Oak. All accounts are reviewed at least weekly. Asset allocation, cash management, market prospects and individual issue prospects are considered. Particular attention is given to changes in company earnings, industry outlook, market outlook and price levels.

First Oak does not provide formal reports to the Funds, as First Oak is their sole general partner or investment manager. Each Fund prepares annual financial statements that it causes to be audited by an independent certified public accounting firm and provides those statements to its investors and, in the certain cases, those Funds’ board of directors. The Funds also provide periodic unaudited financial reports to their investors.

Clients may receive the following informal reports:

- Monthly: Letter to investors stating performance for the month
- Quarterly: Letter to investors stating performance for the quarter; investment outlook
- Annually: Letter to investors stating annual performance and investment outlook

Fund investors receive monthly account statements listing the value of their investments. Fund investors also receive an annual K-1, if applicable. Taxable accounts receive an annual tax summary.

In addition, due to legal and/or regulatory constraints that must be followed by some of the Firm’s investors and/or the specific needs and requests by certain investors, First Oak may at its discretion agree to provide certain investors more-frequent reports and/or certain other reports than those described above.

Item 14 – Client Referrals and Other Compensation

First Oak has retained Morgan Stanley, Goldman Sachs to serve as prime broker and custodian for its Clients. The prime broker holds most of the Client’s assets in an account in the Client’s name, acts as the broker for many of the Client’s securities transactions and provides First Oak with a number of reports that reflect the Client’s consolidated trading activities. The prime broker also provides First Oak with a number of additional services at no additional cost to First Oak. These services may include: technology services, including Internet access, information technology support, and disaster recovery systems; capital introduction services; portfolio reporting; and access to electronic communications networks. Although First Oak expects to use a substantial portion of these services for research and trading on behalf of its Client Accounts, some portion may be used for administrative purposes. Although many prime brokers provide similar services to investment advisers in exchange for brokerage, custody and clearance fees, if First Oak did not receive these services from the prime broker, First Oak would have to pay for them itself. First Oak is not required to direct any number or percentage of trades to Morgan Stanley, Goldman Sachs or any other brokerage firm or to continue to any specific brokerage firm as the prime broker and custodian for its Clients, but First Oak has an incentive to do so based on the prime broker’s prior and continued services.

First Oak has arrangements where it is paid cash by or receives some economic benefit from a non-Client in connection with giving advice to Clients, as well as directly or indirectly compensates others for Client referrals.

First Oak does not enter into agreements with or make commitments to broker-dealers under which First Oak is obligated

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to compensate broker-dealers for Client referrals. However, when First Oak believes that a broker-dealer who has referred Clients to First Oak is capable of providing the best-price services and overall execution as to a particular portfolio transaction, considering all the factors described herein, First Oak may select that broker-dealer in recognition of the broker-dealer's referrals or possible future referrals. While this may create a potential conflict of interest, capital introduction is not a consideration when selecting or retaining prime brokers or executing trades. While the meetings may be arranged by the brokers, there is no guarantee that the Clients will invest with First Oak. Other than the standard commission rates paid by First Oak's Investment Funds, and customary prime brokerage fees, the broker does not receive any compensation, directly or indirectly, for the meetings or the subsequent investments, if any. See Brokerage Practices (page 17) for additional information.

First Oak may compensate independent third parties for client and investor referrals. First Oak's compensation arrangements for referrals generally require it to pay a portion of the advisory and incentive fees, incentive allocations or other compensation that it receives over specified periods from clients or investors referred to First Oak. All of the arrangements are structured so as to comply with the requirements of Rule 206(4) - 3.

Item 15 – Custody

Under the SEC's custody rules, as to those Funds for which First Oak serves as general partner, First Oak is considered to have "custody" of those Funds' assets, even though an independent custodian actually holds those assets. The SEC's rules generally require SEC-registered investment advisers that have custody of their clients' assets to cause certain account statements detailing holdings and transactions to be sent to clients and impose certain other obligations. However, advisers to funds like the First Oak Funds need not comply with those requirements if, among other things, the Funds provide investors with audited financial statements by a specified time each year and those financial statements meet certain requirements. First Oak satisfies those conditions and therefore is not subject to reporting and other obligations.

Item 16 – Investment Discretion

First Oak's agreements with its Funds generally grant it complete discretion to manage the Funds' investment portfolios, without any specific limitations. Separately Managed Account clients may negotiate investment restrictions relevant to their specific circumstances. See the description above in "Advisory Business" and "Methods of Analysis, Investment Strategies and Risk of Loss."

Item 17 – Voting *Client* Securities

First Oak has retained the services of Institutional Shareholder Services, Inc. ("ISS"), which provides research and recommendations on proxy voting issues. First Oak has instructed ISS to provide a recommendation to First Oak regarding voting decisions on behalf of each of First Oak's accounts based solely on the considerations described in the detailed proxy voting guidelines that ISS periodically provides to First Oak. First Oak may instruct ISS to vote in a manner other than that recommendation if First Oak deems it in the best interests of First Oak's accounts. In certain cases, First Oak may decide not to vote a proxy on behalf of a particular account if it determines that the proposal will not have a material effect on the investment strategy pursued by First Oak for that account. If First Oak does not affirmatively instruct ISS to vote or abstain from voting in a particular manner, ISS will vote in accordance with its recommendation.

If a material conflict of interest over proxy voting arises between First Oak and a client, First Oak will, in its exclusive discretion, either (a) vote the proxy through ISS in accordance with ISS' recommendation or (b) notify the client of the conflict and request that the client consent to First Oak's intended response to the proxy solicitation. If the client consents to First Oak's intended response or fails to respond to the notice within a reasonable period of time specified in the notice, First Oak will vote the proxy as described in the notice. If the client objects to First Oak's intended response, First Oak will vote the proxy as directed by the client.

An investor may obtain a copy of First Oak's proxy voting policy and record of votes cast by First Oak on behalf of the



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Funds by contacting Compliance at First Oak Capital Management LLC, 600 Montgomery St., 11th Floor, San Francisco, CA 94111, (415) 544-7800 or compliance@firstoak.com.

Item 18 – Financial Information

First Oak Capital Management LLC has never filed for bankruptcy and is not aware of any financial conditions that are likely to impair First Oak's ability to meet its contractual commitments to clients.