

Form ADV, Part 2A: Firm “*Brochure*”

CommonWealth Opportunity Capital GP LLC

10877 Wilshire Boulevard, Suite 1605

Los Angeles, CA 90024 USA

Phone: (310) 806-4180

Fax: (310) 806-4185

lk@cwoc.com

<http://www.cwoc.com>

This Form ADV, Part 2A (the “*Brochure*”) provides information about the qualifications and business practices of CommonWealth Opportunity Capital GP LLC (the “*Firm*” or “*CommonWealth*”). If you have any questions about the contents of this Brochure, please contact the Firm’s Chief Compliance Officer, Lior Kosovski, at lk@cwoc.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.

Additional information about CommonWealth also is available on the SEC’s website at <http://www.adviserinfo.sec.gov>. Although CommonWealth may refer to itself as a “registered investment adviser” or describe itself as being “registered,” this registration with the SEC does not imply a certain level of skill or training.

March 30, 2017

Item 2: Material Changes

This Brochure dated March 30, 2017 has been prepared by CommonWealth as an annual amendment to the prior version of its Brochure, dated November 10, 2016.

This annual amendment to the Brochure includes updates regarding products offered, revisions to certain risk factors, and updated disclosures regarding potential conflicts of interests

Please note that only the material changes since the last Brochure are discussed in this Item. There are other non-material changes in this Brochure.

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Item 4: Advisory Business

CommonWealth is a Delaware Limited Liability Company formed in November 2008. CommonWealth's indirect principal owner is Adam Fisher with additional minority owners. CommonWealth is headquartered in Los Angeles, California and maintains a branch office in Greenwich, Connecticut.

CommonWealth provides discretionary investment advisory services to pooled investment vehicles (each a "*Fund*" and collectively, the "*Funds*") that are offered only to investors who are both "accredited investors" and "qualified purchasers," as those terms are defined in the Securities Act of 1933, as amended (the "*Securities Act*") and the Investment Company Act of 1940, as amended (the "*Company Act*"). Generally, the Funds' investors are high net worth individuals or institutions. CommonWealth also provides discretionary and non-discretionary (including in a capacity of a sub-advisor) investment advisory services to investors that establish separately managed accounts with CommonWealth or otherwise pursuant to an investment advisory/management agreement (each, an "*SMA*," and collectively with the Funds, the "*Clients*"). Pursuant to its engagement by one such Client, CommonWealth provides sub-advisory services to a managed account comprised of a portion of the assets of a fund managed by the Client on a non-discretionary basis (the "Non-Discretionary Client"). As of July 31, 2015, BHUS Holdings LLC, an entity affiliated with the Non-Discretionary Client, has acquired a minority ownership interest in CommonWealth (the "Transaction") (for additional information regarding the transaction and the potential conflict of interests presented, please see Item 10).

CommonWealth's advisory services generally consist of the purchase and sale of securities and other instruments on behalf of its Clients. With respect to most of its Clients (Funds and SMAs, some of which are subject to their own investment restrictions and different levels of risk tolerance, including two master-feeder structures, the first launched in 2010 (the domestic feeder was launched in 2008) (the "CWOC I Funds") and the second one launched in November 2014 (the "CWOC II Funds") for which the same strategy is utilized with targeted higher volatility for CWOC II Funds), CommonWealth employs macroeconomic principles to attempt to generate returns by positioning for price movements in credit, currencies, commodities, interest rates and equities in various global markets. CommonWealth's investment process is mainly predicated on a top down approach analyzing key fundamental macro drivers that exist during each business cycle including, but not limited to, economic activity, global risk premiums, monetary policy, fiscal policy, capital account, current account balance, trade weighted currency reserves, output gap, political landscape, flow of funds, positioning indicators and GDP growth & inflation. For some of the SMA Clients, CommonWealth employs subsets (in the form of side car arrangements or otherwise) of its global macro strategy focusing to various degrees on various themes.

CommonWealth may seek to achieve this goal by investing in any types of securities or other instruments, including without limitation equity, corporate debt, municipal or government securities, derivatives or any other type of security or other instrument.

In addition to the global macroeconomic strategy described above (and its potential subsets), CommonWealth also advises several SMAs either in a discretionary or a non-discretionary capacity (including one where the beneficial owner is affiliated with BHUS Holdings LLC), employing a litigation funding strategy. In connection with advice related to the finding and structuring the litigation funding transactions, these SMAs do compensate (by virtue of fee

sharing by Commonwealth or otherwise) a consultant who consults Commonwealth in connection with this strategy as well as other matters and who also has a separate business relationship with one of Commonwealth's co-founders and current minority owner. From time to time, the consultant also provides consulting services to Commonwealth in connection with certain Funds' investments, at no additional cost to the Funds. The consultant operates a separate investment advisory business which has no role in the consulting services provided to the Commonwealth as those services are provided in the Consultant's personal capacity

Commonwealth also serves as a non-discretionary advisor to a Client in connection with a single structured settlement investment involving another advisory client of the Firm (the "Structured Settlement Client"). In order to mitigate the potential conflict of interest, the Structured Settlement Client was made aware of the relationship that Commonwealth has with the other advisory client, has independently reviewed and negotiated each and every deal document and executed the investment directly.

Commonwealth tailors its advisory services to the individual needs of its Clients by negotiating the terms of its advisory contracts. Commonwealth may also tailor advisory services for Clients for legal, regulatory or tax reasons. Although the Firm does not typically provide tailored investment advice to the individual investors in the Funds, it may enter into side letter agreements/arrangements with certain investors which may modify such investors' rights or obligations under the operating agreements for a particular Fund, provided that, it will not grant "preferred liquidity" (as interpreted from time to time by the SEC).

Commonwealth does not participate in wrap fee programs.

Commonwealth managed \$6,141,321,360 of regulatory assets under management ("RAUM") on a discretionary basis as of December 31, 2016. With respect to the discretionary separately managed accounts employing the global macroeconomic strategy (including any subsets therein), the RAUM for such accounts represents the actual trading and cash balances and does not reflect the notional assets under management permitted by such accounts' investment mandate. Note that since the non-discretionary advisory services provided by Commonwealth do not rise to the level of "continuous and regular supervisory or management services", the assets of such Clients (including the Non-Discretionary Client) are not part of the RAUM calculation. Please also note that the discretionary and non-discretionary SMAs employing the litigation funding strategy are similarly not included in the RAUM calculation.

Item 5: Fees and Compensation

CommonWealth is compensated for advisory services by a fee based on assets under management. Investors in the CWOC I Funds will generally pay a monthly management fee calculated at the rate of 0.1667% (i.e., approximately 2.0% per year) of the net assets of the applicable Fund (the “*Management Fee*”). Investors in the CWOC II Funds will generally pay a Management Fee at the rate of either 0.125% (i.e. approximately 1.5% per year) or 0.1458% (i.e., approximately 1.75% per year) generally depending (but not necessarily) on the class subscribed to (the 1.5% annual rate is generally attributable to class A shares/interests, which are currently in issue but are no longer being offered). CommonWealth may, and indeed in some instances does, offer to waive, reduce or rebate all or any portion of the Management Fee for investors in the Funds. Management fees charged on SMAs, if any, are/will be negotiated separately at the time of the applicable accounts’ opening and may be significantly lower than the Management Fee.

The Management Fee is paid monthly in arrears based on the net assets of a Fund as of the last day of each month, and net assets for this purpose will be calculated prior to any reduction for performance-based fee and without regard to the effect of any month-end redemptions/withdrawals. The Management Fee will be prorated for any period that is less than a full month. Frequency of payment of the Management Fee charged on SMAs and the method of calculation is/will be negotiated separately at the time of the applicable accounts’ opening.

As described more fully under Item 6, CommonWealth is also compensated with performance-based fee or allocations from all Clients. Fees are not being pre-paid.

CWOC I Fund Clients will typically pay all expenses deemed necessary and desirable by CommonWealth, including, but not limited to, all investment, administrative and operating expenses incurred on behalf of such CWOC I Fund Clients. These expenses may include, but will not be limited to: (1) brokerage commissions and other transaction charges (for additional disclosure regarding brokerage practices please see Item 12); interest; fees and expenses incurred in the borrowing and lending of securities; the costs implicit in repurchase and reverse repurchase agreements; custodial fees and expenses; tax and other reporting expenses; external legal, compliance, administrative, accounting and audit fees and expenses; fees relating to investment banking and other financial services, whether payable to parties affiliated with CommonWealth or others; due diligence expenses, including travel, related to proposed investments or existing investments; governmental, registration, license and membership fees (including those payable to regulatory as well as self-regulatory organizations); and the costs and expenses related to the offer and sale of Shares; (2) taxes and other governmental charges; (3) all expenses incurred in connection with any threatened, pending or anticipated litigation, examination or proceeding; (4) all expenses incurred as a result of CWOC I Funds’ obligations to indemnify certain persons against losses, liabilities and expenses incurred in connection with the performance of their duties on behalf of, or the provision of services to, such Funds; (5) all expenses and fees of third-party valuation agents, if any; (6) all expenses and fees incurred in connection with any actual or proposed investment or other participation in, or any holding or disposition of any interest in, another investment entity, business entity or organization; and (7) all other expenses and liabilities incurred in connection with or arising out of CommonWealth’s business, including extraordinary or non-recurring charges.

CWOC II Fund Clients will typically pay all expenses deemed necessary and desirable by CommonWealth, including, but not limited to, all investment, administrative and operating expenses incurred on behalf of such CWOC II Fund Clients. These expenses may include, but will not be limited to: (1) brokerage commissions and other transaction charges (for additional disclosure regarding brokerage practices please see Item 12); interest; fees and expenses incurred in the borrowing and lending of securities; the costs implicit in repurchase and reverse repurchase agreements; custodial fees and expenses; tax and other reporting expenses; external legal, compliance, administrative, accounting, audit and other professional fees and expenses (including fees charged in negotiating prime brokerage, ISDA Master Agreements and related custody and segregation agreements or other trading or financing arrangements); fees relating to investment banking and other financial services, whether payable to parties affiliated with CommonWealth or others; pricing services, market data and software fees; bank and wire service transaction fees; ticket charges; prime brokerage fees; give up fees; borrow costs; interest on margin account and other indebtedness and similar charges; investment research expenses (including, without limitation, travel, due diligence expenses and the costs of publications and periodicals) related to proposed investments or existing investments; governmental, registration, license and membership fees (including those payable to regulatory as well as self-regulatory organizations); and the costs and expenses related to the offer and sale of Interests; (2) taxes and other governmental charges; (3) all expenses incurred in connection with any threatened, pending or anticipated litigation, examination or proceeding; (4) all expenses incurred as a result of the CWOC II Funds' obligations to indemnify certain persons against losses, liabilities and expenses incurred in connection with the performance of their duties on behalf of, or the provision of services to, CWOC II Fund and/or the Master Fund; (5) all expenses and fees of third-party consultants which provide advice to CommonWealth relating to the operation of the CWOC II Funds; (6) all expenses and fees incurred in connection with any actual or proposed investment or other participation in, or any holding or disposition of any interest in, another investment entity, business entity or organization; (7) all other expenses and liabilities incurred in connection with or arising out of its business, including extraordinary or non-recurring charges; (8) fees and expenses of the CWOC II Funds' and Master Fund's directors (including errors and omissions insurance and general liability insurance of the directors); (9) fees and expenses of any Independent Investor Representative; (10) a CWOC II Fund's *pro rata* share of the organizational, investment, administrative and operational expenses of the CWOC II Funds and Master Fund (as applicable); (11) fees and expenses of the Fund's administrator; (12) and (12) reimbursements due to CommonWealth for all such costs and expenses, if any, borne by CommonWealth on behalf of a CWOC II Fund or any subsidiary entity.

Additional disclosure regarding the specific expenses paid by a Fund can be found in the offering documents of such Fund.

Expenses charged to SMAs, if any, will be negotiated separately (and thus will vary) at the time of the applicable accounts' opening.

Neither CommonWealth nor any of its supervised persons accepts compensation from Clients for the sale of securities or other investment products.

The Firm has also forged a strategic relationship (the "Strategic Relationship") with an unaffiliated investment manager, Tiller Partners, LLC ("Tiller"). Pursuant to the Strategic Relationship, the Firm has provided, but no longer does, working capital and, at its discretion, which it still currently exercises, segregated office space to Tiller in exchange for a percentage of

the asset-based and performance-based compensation that would otherwise be payable to Tiller from accounts advised by Tiller and certain co-investment rights. However, the Firm has not acquired any equity interest in Tiller and has no role in the management of Tiller. Tiller has no role in providing advice to the Firm with respect to the Clients and is not a sub-advisor in any capacity.

Item 6: Performance-Based Fees and Side-by-Side Management

CommonWealth, directly or indirectly, charges a performance-based fee. The performance-based fee generally equals 20% per annum with respect to CWOC I Funds and either 15% or 17.5% for CWOC II Funds (generally depending, but not necessarily, on the class subscribed to; the 15% rate is only generally attributable to class A shares/interests, which are currently in issue but are no longer being offered) of the net profit in an investor's account, typically subject to a "high water mark." The fee is generally payable at the end of each calendar year or upon redemption with respect to the amount redeemed. The fact that such performance-based fee is payable only out of increases in net profits may create an incentive for CommonWealth to make investments that are riskier or more speculative than would be the case if CommonWealth was compensated solely based on a flat percentage of capital. CommonWealth may, and indeed in some instances does, offer to waive, reduce or rebate all or any portion of the performance-based fee for investors in the Funds. Performance-based fees applied to SMAs are/will be negotiated separately at the time of the applicable accounts' opening and may be significantly lower than those performance-based fees applied to a Fund. A portion of the compensation of several investment personnel of CommonWealth is tied (directly or indirectly) to the performance of recommendations/trades made by them.

CommonWealth does not currently provide advisory services to any Client which is not charged performance-based fees. However, there may be variations in fee rate, methodology and timing of payment for different Clients. To date, CommonWealth's investments have not generally been subject to limits on availability of assets. Rather, the size of the position taken devoted to each investment theme in a Client account is generally determined based on each Client's risk and investment suitability parameters, as set forth in the Client account's governing documents. Therefore, CommonWealth does not believe it faces a material conflict of interest between accounts charged different performance-based fees (it is also worth noting that in relation to the Transaction discussed in Item 4, BHUS Holdings LLC (or its affiliates) will not share in the performance related fees generated from performance of the Non-Discretionary Client). If an investment theme leads CommonWealth to make an investment in an asset with a limited investment opportunity, CommonWealth shall allocate the investment based on criteria that result in a fair allocation for each applicable Client, such as *pro rata* based on desired order size (reflecting any applicable leverage/concentration targets). CommonWealth has adopted allocation policies disclosed in this Brochure, in the Funds' offering memoranda and in the Firm's compliance policies and procedures. Allocation of investments is also discussed as part of the Firm's quarterly best execution meetings.

As disclosed more fully in each Client's governing documents, performance-based fees create an incentive for CommonWealth to make riskier or more speculative investments than CommonWealth might consider in the absence of such fees.

Item 7: Types of Clients

CommonWealth provides advisory services to pooled investment vehicles that are offered only to Accredited Investors and Qualified Purchasers as such terms are defined in the Federal Securities Laws. Underlying investors in such pooled investment vehicles include individuals, trusts, pension plans, corporations, and public and private entities. The pooled investment vehicles generally operate as exempt investment companies under the Company Act (3c-7 exemption). The minimum investment in each Fund is generally \$1 million, although CommonWealth maintains discretion, and indeed has exercised the discretion, to individually waive, increase or reduce the minimum investment required.

CommonWealth also provides advisory services to single investors through SMAs. CommonWealth requires such single investors to be Qualified Clients. Although CommonWealth does not have rigid criteria in place of maintaining or opening an SMA, it would generally require \$50 million to remain continuously under management although lesser amounts have been accepted (e.g., litigation funding strategy).

As previously noted, in addition to the Firm's Clients, CommonWealth also provides sub-advisory services on a non-discretionary basis.

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

Global Macro Strategy

For the majority of its Clients, CommonWealth utilizes an opportunistic global macro strategy. CommonWealth focuses on understanding the impact of economic, political and social events on the world's financial markets. CommonWealth employs macroeconomic principles to attempt to generate returns by positioning for price movements in credit, currencies, commodities, interest rates and equities in any global market. CommonWealth's investment process is predicated on a top-down approach, analyzing key fundamental macro drivers that exist during each business cycle including, but not limited to: economic activity, global risk premiums, monetary policy, fiscal policy, capital account, current account balance, trade weighted currency reserves, output gap, political landscape, flow of funds, positioning indicators and GDP growth & inflation. CommonWealth utilizes leverage to increase its exposure to investments and therefore potential for profits and losses, both through traditional borrowing and through the use of derivatives and other financial instruments. CommonWealth seeks to maintain on behalf of its Clients diversified portfolios across a variety of industries, issuers, asset classes and obligations. *There can be no assurance that CommonWealth's investment objectives will be achieved or that investors will not lose some or all of their investment.*

Risk Management and Investment Process

CommonWealth generally vets each idea with its investment team and will on occasion source industry specific experts outside the team to gain more information and other perspectives on potential opportunities (please see "Investment in Restricted Securities" risk factor regarding potential risk of learning MNPI).

Generally (but not always necessarily, e.g. investments in certain equities), CommonWealth's investment process as it relates to the global macro strategy is predicated on a top-down approach, analyzing key fundamental macro drivers including, but not limited to:

- Economic Activity
- Global Risk Premiums
- Monetary Policy
- Fiscal Policy
- Capital Account
- Current Account Balance
- Trade Weighted
- Currency Reserves
- Output Gap
- Political Landscape
- Flow of Funds
- Positioning Indicators
- GDP Growth & Inflation

This analysis informs CommonWealth's views on the global economy and leads to investment themes. CommonWealth then analyzes the price action in historical precedents in similar environments, markets and/or geographies to determine the most efficient trading mechanisms

to express these views and analyzes the impact of trading themes on the entire portfolio. CommonWealth can use any financial instrument to express these views including but not limited to equities, fixed income, currencies, commodities and derivatives. The size and structure of the investment is carefully considered. The risk/reward of CommonWealth's investments and portfolio themes are constantly monitored as they are constantly competing for capital against potential new ideas, themes, and vehicles.

Structural and General Market Risks

Past Performance

Past performance of a Client managed/sponsored by the Firm is not necessarily indicative of future performance of such Client and/or other Clients. The markets in which the Firm operates have been severely disrupted in recent years, so results observed in earlier periods may have little relevance to the results observable in the current environment.

Reliance on Adam Fisher

Adam Fisher is principally responsible for the Clients' investment activities. If Mr. Fisher is not available to the Firm, the Clients' performance could be adversely affected. The Firm will provide investors with prompt notice in the event that Mr. Fisher is not available to lead CommonWealth's investment activities.

Other Business Activities of the Firm

Neither the Firm nor any of its principals or employees are required to devote their full time to managing the Clients. They currently conduct and may in the future conduct other businesses and provide investment management services to other funds or accounts, including, without limitation, other affiliated or unaffiliated investment funds and managed accounts (such as corporate or governmental benefit plans, institutional investors and high net worth individuals), some of whom may have objectives similar to those of the Firm's Clients. They may give advice and make recommendations to such other accounts, which may be the same, similar to or different from those rendered to Clients. The compensation arrangements with other clients may create incentives for the Firm or its principals or employees to favor such other clients. However, the Firm will not knowingly or deliberately favor any other account at the expense of the Clients. Decisions affecting the Clients may be made independently from such other accounts.

Mark-to-Market

The Firm may, in its sole and absolute discretion, mark-to-market certain investments. If an investment is marked-to-market and thereafter declines in value, then a performance fee may be payable with respect to appreciation in such investment, even though such appreciation is never realized.

Performance-based Fees

The Firm, directly or indirectly, receives performance-based compensation. Risks related to performance-based compensation include: (i) the fact that such compensation is payable only

out of increases in net profits may create an incentive for the Firm to make investments that are riskier or more speculative than would be the case if the Firm was compensated solely based on a flat percentage of capital; (ii) the Firm may receive increased compensation because losses incurred after payment of performance-based compensation will not result in a return thereof; and (iii) securities for which market quotations are not available may be valued by the Firm at such value as the Firm may reasonably determine in accordance with its valuation policy and may not be independently valued or verified by a third party. Furthermore, there are restrictions on the investors' ability to redeem from the Funds, including, in some cases, minimum holding periods. As a result, Fund investors may be subject to a performance-based fee or allocation at a time when such investors cannot withdraw from the Fund (or would have to pay a redemption fee in order to redeem) and, in the event such investors experience a loss in a subsequent period, CommonWealth is not required, and does not intend to, refund the prior performance-based fees and allocations. However, any such losses generally must be recovered by the Funds before any subsequent performance-based fee or allocation may be earned. A portion of the compensation of several investment personnel of CommonWealth is tied (directly or indirectly) to the performance of recommendations/trades made by them.

Volatility

The prices of some of the instruments traded by a Client have been subject to periods of excessive volatility in the past, and such periods may continue. Price movements are influenced by many unpredictable factors, such as market sentiment, inflation/deflation rates, interest rate movements and general economic and political conditions. While volatility can create profit opportunities for a Client, it can also create the specific risk that historical or theoretical pricing relationships will be disrupted, causing what should otherwise be comparatively low risk positions to incur significant losses. On the other hand, the lack of volatility can also result in losses for certain of a Client's positions that profit from price movements.

The Firm does establish positions using instruments that involve a high degree of leverage. This can subject the value of a Client's investment portfolio to sharp fluctuations, both positive and negative in direction. The more leverage the Firm employs, the more volatile the Client's performance will be. Relatively small price movements may produce a large profit or loss. The Firm, in its sole discretion unless otherwise agreed, determines the degree of leverage to employ in a Client's portfolio.

The profitability of a Client depends to a significant degree on the Firm's ability to forecast price movements correctly. If the Firm fails to correctly predict price movements, substantial losses could result.

Non-Disclosure of Positions

In an effort to protect the confidentiality of its positions, a Fund may not generally disclose any or all of its positions to shareholders on an ongoing basis, although the Firm, in its sole discretion, may and indeed has, permitted such disclosure upon request to certain investors.

Possibility of Losses

An investment in a Client is speculative and involves a high degree of risk, including the risk that the entire amount invested may be lost. The value of interests in the Funds or a SMA will

fluctuate based upon a multitude of factors, including the financial condition, results of operations and prospects of the issuers of the underlying securities acquired, governmental intervention, market conditions, and local, regional, national and global economic conditions. Therefore, investors may lose all or a portion of their principal invested in a Client if the Client's trading strategies are not successful.

Limited Ability to Redeem

There are restrictions on redemptions from the Funds and interests in the Funds are not freely tradable. Hence, an investment in the Funds is a relatively illiquid investment. An investment in the Funds should only be considered by persons financially able to maintain their investments for a substantial period of time and who can afford a loss of all or a substantial part of their investments.

Substantial Costs

A Client is subject to fees, transactional and operating costs and expenses irrespective of its performance which, in the aggregate, may be substantial. If these fees, costs and expenses are not offset by investment gains, then the Client will not achieve its investment objective.

Possible Ineffectiveness of Risk Reduction Techniques

The Firm may employ various risk reduction strategies designed to minimize the risk of the Clients' trading positions. A substantial risk remains, nonetheless, that such strategies will not always be possible to implement, and when possible will not always be effective in limiting losses. If the Firm analyzes market conditions incorrectly, or employs a risk reduction strategy that does not correlate well with the Client's investments, such risk reduction techniques could increase rather than mitigate losses. These risk reduction techniques may also increase the volatility of the Client and/or result in a loss if the counterparty to the transaction does not perform as promised. Moreover, even though the Firm may employ "stop loss" orders on individual positions, there is no assurance that any such order will be executed at or near the desired "stop loss" level.

Financing Arrangements; Availability of Credit

To the extent a Client utilizes leverage, the Client will depend on the availability of credit in order to finance its portfolio. There can be no assurance that the Client will be able to maintain adequate financing arrangements under all market circumstances. As a general matter, certain of the dealers that provide financing to the Client can apply essentially discretionary margin, haircut, financing, security and collateral valuation policies. Changes by dealers in such financing policies or the imposition of other credit limitations or restrictions, whether due to market circumstances or governmental, regulatory or judicial action, may result in large margin calls, loss of financing, forced liquidation of positions at disadvantageous prices, termination of swap and repurchase agreements and cross-defaults to agreements with other dealers. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants at or about the same time. The imposition of such limitations or restrictions could compel the Client to liquidate all or a portion of its portfolio at disadvantageous prices.

During the “financial crisis” of 2008-2009, the availability of financing for speculative strategies was materially restricted. In addition, many dealers have materially increased the cost and margin requirements applicable to outstanding financing, materially adversely affecting certain funds.

Reliance on Corporate Management and Financial Reporting

The Firm selects investments for a Client in part on the basis of information and data filed by issuers of securities with various government regulators and publicly available or made directly available to the Firm by such issuers or third parties. Although the Firm will evaluate all such information and data and seek independent corroboration when it considers it appropriate and reasonably available, the Firm may not be in a position to confirm the completeness, genuineness or accuracy of such information and data. The Firm has no ability to independently verify the financial information disseminated by the issuers in which the Clients invest and is dependent upon the integrity of the management of such issuers and of such third parties as well as the financial reporting process in general. Past and recurring instances have demonstrated the material losses that investors such as a Client can incur as a result of corporate mismanagement, fraud and accounting irregularities.

Rating Agency Uncertainty

Downgrading of issuers and/or investment assets in which a Client has invested could lead to substantial losses, and the Firm may not be able to rely with confidence on the ratings given to issuers in which the Firm is considering investing on behalf of a Client.

The ratings of a number of asset-backed securities have proved to have materially understated the actual risks of such securities, leading to severe losses by institutional investors who acquired such securities on the strength of their ratings.

Risk of Loss Due to the Bankruptcy or Failure of Custodians and Brokers

Institutions, such as brokerage firms, futures commission merchants (“FCMs”), banks and broker-dealers, generally have custody of the Clients’ assets. A Client is subject to the risk that these firms and other brokers, FCMs, counterparties, clearinghouses or exchanges with which a Client deals may default on their obligations to the Client. Any default by any of such parties could result in material losses to the Client. Bankruptcy or fraud at one of these institutions could also impair the operational capabilities or the capital position of the Client. The Client’s assets could be lost or impounded during such a party’s bankruptcy or insolvency proceedings and a substantial portion or all of the Client’s assets may become unavailable to it either permanently or for a matter of years. In addition, securities and other assets deposited with custodians, brokers or FCMs may not be clearly identified as being assets of the Client, causing the Client to be exposed to a credit risk with regard to such parties. In some jurisdictions, the Client may also only be an unsecured creditor of its brokers in the event of bankruptcy or administration of such brokers. The Client attempts to limit its brokerage and custody transactions to well-capitalized and established banks and brokerage firms in an effort to mitigate such risks.

Certain OTC derivatives a Client may trade may be required to be submitted for clearing at regulated clearinghouses. With respect to such cleared OTC derivatives, the Client does not face

a clearinghouse directly but rather through an OTC derivatives dealer that is registered with the CFTC or SEC to act as a clearing member. A Client is subject to the risk that these clearing members and/or the clearinghouse may default on their obligations to the Client, including the indirect risk of a default caused by the failure of another clearing member customer to meet its obligations to its clearing member. Such scenario could arise due to a default by the clearing member on its obligations to the clearinghouse, triggered by a customer's failure to meet its obligations to the clearing member (a "double default").

Counterparty Risk

A Client effects transactions in "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to the same level of credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Client to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract or because of a credit or liquidity problem, thus causing the Client to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Client has concentrated its transactions with a single or small group of counterparties. A Client will only be an unsecured creditor of its trading counterparties in the event of bankruptcy or administration of such counterparties. The Client is not restricted from dealing with any particular counterparty or in the size of the exposure which the Client may provide to a given counterparty. The inability to make complete and "foolproof" evaluations of the financial capabilities of a Client's counterparties and the absence of a regulated market to facilitate settlement increases the risk to the Client.

The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") is intended to bring more stability and lower counterparty risk to derivatives markets by requiring certain derivatives trades to be centrally cleared or traded on a regulated market. In particular, certain swaps (including certain foreign exchange forwards defined as swaps by U.S. regulators) that a Client may trade are required to be cleared by a regulated clearinghouse, and some of these trades are or will in the future be required to be executed on a regulated market. However, not all of a Client's swaps are subject to Dodd-Frank's clearing requirement, either because the trades are grandfathered or because they are bespoke. Furthermore, it is yet to be seen whether Dodd-Frank will be effective in reducing counterparty risk or if such risk may actually increase as a result of market uncertainty, mutuality of loss to clearinghouse members, or other reasons.

E.U. Directive on Alternative Investment Fund Managers

The European Union ("EU") Alternative Investment Fund Managers Directive (the "AIFMD"), where implemented in a member state of the European Economic Area ("EEA Member State"), applies to alternative investment fund managers ("AIFMs") which manage and/or market alternative investment funds ("AIFs") in the European Economic Area ("EEA"). For an AIFM established in a jurisdiction other than an EEA Member State which implemented the AIFMD (a "non-EEA AIFM") marketing an AIF established in a jurisdiction other than an EEA Member State which implemented the AIFMD (a "non-EEA AIF"), the AIFMD requires that, at a minimum, the non-EEA AIFM must provide certain disclosures to EEA investors in the non-EEA AIF, as well as provide reports on a regular basis to the regulator in each EEA Member State where the non-

EEA AIF is marketed. In addition, the AIFMD includes a requirement that there must be cooperation arrangements in place between the regulator in each of: (i) the jurisdiction where the non-EEA AIFM is established; (ii) the jurisdiction where the non-EEA AIF is established (if different from (i)); and (iii) each EEA Member State into which the non-EEA AIF is being marketed. Individual EEA Member State regulators may also impose additional marketing restrictions on a national basis. As such, the provisions of the AIFMD may limit the Firm's ability to market in the EEA. The Firm currently relies on reverse solicitation in the context of AIFMD, but may change this policy at any time.

Market Disruptions; Governmental Intervention

The global financial markets have in the past several years undergone pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an "emergency" basis, suddenly and substantially eliminating market participants' ability, at least on a temporary basis, to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have taken such actions — these interventions typically have been difficult to interpret and unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies.

A Client may incur substantial losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted, the availability of credit is restricted or the ability to trade or invest capital is otherwise impaired. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to private investment funds from banks, dealers and other counterparties is typically reduced in disrupted markets. Such a reduction may result in substantial losses to a Client. Market disruptions may from time to time cause dramatic losses for a Client and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

Cybersecurity Breaches

Each Client and its service providers, including the Firm, is subject to risks associated with a breach in their cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from "hacking" by other computer users, other unauthorized access and the resulting damage and disruption of hardware and software systems, loss or corruption of data as well as misappropriation of confidential information. If a cybersecurity breach occurs, a Client may incur substantial costs, including those associated with: forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; investment losses from sabotaged trading systems; identity theft; unauthorized use of proprietary information; litigation; adverse investor reaction; the dissemination of confidential and proprietary information; and reputational damage. Any such breach could expose the Firm and the Client to civil liability as well as regulatory inquiry and/or action.

Transactions with Other Clients of the Firm

The Firm may cause a Client to acquire securities or other financial interests, including loans, from investors of the Firm, some of which may be substantial investors. Although these transactions will not rise to the level of a cross trade, they still involve certain actual and potential conflicts of interest. These conflicts could include the Firm having an incentive to pay higher prices for such securities or financial interests, or to buy certain instruments that such investor no longer desires to hold in its portfolio. Nevertheless, the Firm will only acquire such securities or other financial interests if it determines that to do so is in the best interests of the relevant Client.

Investment Risks Related to the Global Macro Strategy

No Investment Limitations

There are typically no limits on the types of securities or other instruments in which a Client may take positions, the choice of sector or sectors within which it seeks to identify securities, the choice of markets (domestic or foreign) within which Clients may invest, the type of positions it may take, the investment or trading strategies it may use, its ability to borrow or use other types of leverage, or the concentration of the Client's investments. Further, Commonwealth may engage in transactions for which no specific "risk factors" are provided. Nevertheless, such transactions should be considered to be speculative, volatile and, in general, no less risky than others more fully described herein. **The risk considerations summarized in this brochure only address a subset of the risks applicable to certain types of investments. Other risks applicable to such types of investments or other types of investments not described in this brochure may have an adverse impact on Clients.**

Portfolio Concentration

Unless stated otherwise in a Client's governing document, a Client's portfolio is not limited with respect to the amount of capital that may be committed to any one investment. No limit is placed on the concentration of investments to be made in a single industry or geographic area. However, the Firm may choose to limit the concentration of investments in any asset class for regulatory reasons or otherwise.

Investments in Financial Instruments

A Client may invest in a broad array of financial instruments. These may include the financial instruments of foreign entities, both public and private. In addition to the risks associated with investments of this kind in general, such investments may also involve the risks associated with currency fluctuations and various political factors, as described below. The Client may also invest in treasury securities and other cash equivalents when attractive opportunities for capital appreciation appear to be limited.

Investments in Restricted Securities

A Client may be prevented from buying or selling certain publicly traded securities if the Firm or the Client or their principals, employees or agents acquire material, non-public information (including inadvertently when sourcing research from industry experts) with respect to such securities including in circumstances where such information is acquired in the course of

performing services other than on behalf of the specific Client. Such securities will be placed on a “restricted securities list” maintained by the Firm and will not be traded until the material, non-public information becomes public or is no longer material. In addition, if such information is acquired with respect to a publicly traded security that the Client already holds, such security will also be placed on the “restricted securities list” and will similarly not be traded until the material, non-public information becomes public or is no longer material. Accordingly, the Client may be disadvantaged due to its inability to participate in investments that would otherwise be suitable for the Client or to liquidate existing investments during favorable market conditions. There are currently several names on the Firm’s “restricted securities list.”

Leverage

Clients utilize leverage as part of their investment strategy and process. Leveraging may arise by margin loans on the Client’s securities, through borrowing or through the use of derivatives. If the amount of leverage the Client has outstanding at any one time is large in relation to the value of its assets, fluctuations in the market value of the Client’s portfolio will have a disproportionately large effect in relation to the value of its assets and the possibilities for profit and the risk of loss will therefore be increased. Any investment gains (in excess of borrowing costs) made with the additional monies borrowed will generally cause the NAV of the Client to rise more rapidly than would otherwise be the case. Conversely, any investment losses with respect to the additional monies borrowed (including the failure to cover their cost to the Client) will generally cause the NAV of the Client to decline faster than would otherwise be the case. To the extent that the Client’s assets are deposited as margin and therefore not fully paid for, a bankruptcy of any broker of the Client may expose the Client to loss in that it may only be able to share as an unsecured creditor in such broker’s assets.

The more the Client leverages itself, the more likely a substantial change will occur, either up or down, in the value of the interests in the Client’s portfolio. The Client may be subject to major losses in the event that market events disrupt the nature of its positions or it is forced to liquidate positions at a disadvantageous time. Furthermore, the credit extended to the Client by dealers to permit it to maintain its leveraged positions can be terminated by the dealers largely in their discretion, forcing such liquidation or margin calls at potentially material losses.

Hedging Transactions

Hedging techniques involve one or more of the following risks: (i) imperfect correlation between the performance and value of the instrument and the value of the Client’s securities or other objective of the Firm; (ii) possible lack of a secondary market for closing out a position in such instrument; (iii) losses resulting from interest rate, spread or other market movements not anticipated by the Firm; (iv) the possible obligation to meet additional margin or other payment requirements, all of which could worsen the Client’s position; and (v) default or refusal to perform on the part of the counterparty with which the Client trades. Furthermore, to the extent that any hedging strategy involves the use of OTC derivatives transactions, such a strategy may be affected by implementation of the various regulations adopted pursuant to the Dodd-Frank.

The Firm will not attempt to hedge all market or other risks inherent in the Client’s positions, and will hedge certain risks, if at all, only partially. Specifically, the Firm may choose not, or may

determine that it is economically unattractive, to hedge certain risks — either in respect of particular positions or in respect of the Client's overall portfolio. The Client's portfolio composition will commonly result in various directional market risks remaining unhedged. The Firm may rely on diversification to control such risks to the extent that the Firm believes it is desirable to do so; however, the Client is not subject to formal diversification policies.

The ability of the Client to hedge successfully will depend on the ability of the Firm to predict relevant market movements, which cannot be assured. The Firm is not required to hedge and there can be no assurance that hedging transactions will be available or, even if undertaken, will be effective. In addition, it is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. Moreover, it should be noted that the portfolio will always be exposed to certain risks that cannot be hedged, such as counterparty credit risk. Furthermore, by hedging a particular position, any potential gain from an increase in the value of such position may be limited.

Non-Investment Grade Investments

CommonWealth may purchase financial instruments of, or make direct loans to, companies that are not of investment grade. CommonWealth may purchase loans that are in default or are from issuers in financial distress. CommonWealth may also purchase trade or other claims against credit impaired companies, which generally represent money owed by the company to a supplier of goods and services. Loans or claims purchased by CommonWealth may not have any maturity and may be secured or unsecured. As with other types of debt instruments, loans and trade claims involve the risk of loss in case of default or insolvency of the borrower, particularly if the borrowing is unsecured. In addition, trade claims may be subject to other defenses such as warranty claims or failure to provide the product or services. Such loans are also less liquid than are the debt instruments of publicly traded companies.

Loans

Clients may trade in the secondary markets for loans. Such loans may be privately negotiated transactions, each of which has individualized terms. These positions may be illiquid and difficult to value. In addition, in the case of such trading, the Firm may come into possession of material non-public information relating to the borrower, preventing the Client from trading in any securities of such issuer.

Loans are subject to price volatility due to various factors including, but not limited to, changes in interest rates, market perception of the creditworthiness of the borrower and general market liquidity. The Client may invest in loans to distressed borrowers, which are typically subject to greater market fluctuations and risks of loss of income and principal and are often influenced by many of the same unpredictable factors which affect equity prices. Loans involve a fundamental credit risk based on the borrower's ability to make principal and interest payments.

Clients may experience delays in the settlement of certain loan and/or bank debt transactions, particularly in the case of investments that are or become distressed. Until such transactions are settled, the Client is subject to counterparty insolvency risk. Pursuant to certain insolvency laws, a counterparty may have the ability to reject or terminate an unsettled loan transaction. If

a counterparty rejects an unsettled transaction, the Client might lose any increase in value with respect to such loan that accrued while the transaction was unsettled.

Clients may also invest in loan participations where it will be subject to certain additional risks as a result of having no direct contractual relationship with the borrower of the underlying loan. In such circumstances, the Client generally would depend on the lender to enforce its rights and obligations under the loan arrangements in the event of a default by the borrower on the underlying loan and will generally have no voting rights with respect to the issuer, as such rights are typically retained by the lender. Such investments are subject to the credit risk of the lender (as well as the borrower) since they will depend upon the lender forwarding payments of principal and interest received on the underlying loan. There can be no assurance that the lender will not default on its obligations under such arrangements, resulting in substantial losses to the Client.

Non-Performing Nature of Loans

It is possible that certain of the loans purchased by a Client may be non-performing and possibly in default. Furthermore, the obligor and/or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to such loans.

Prepayment Risk

The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to default and foreclosures) occur on loans and other debt underlying certain of a Client's investments will be affected by a variety of factors including, but not limited to, the prevailing level of interest rates as well as economic, demographic, tax, social, legal and other factors. In general, "premium" financial instruments (*i.e.*, financial instruments whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" financial instruments (*i.e.*, financial instruments whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since the Client's investments may include discount financial instruments when interest rates are high, and may include premium financial instruments when interest rates are low, such investments may be adversely affected by prepayments in any interest rate environment.

Corporate Debt Obligations and High-Yield Securities

CommonWealth may invest in corporate debt obligations and high-yield securities. The market value of debt securities generally tends to decline as interest rates increase and, conversely, increase as interest rates decline. Debt obligations are subject to the risk of an issuer's inability to meet principal and interest payments on the obligations, *i.e.*, credit risk. "High yield" bonds and securities, which are rated in the lower rating categories by the various credit rating agencies, are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be speculative. They are also generally considered to be subject to greater risk than securities with higher ratings because the yields and prices of such securities tend to fluctuate more than those for higher-rated instruments and the market for lower-rated securities is less liquid and less active.

Equity Risks in General

A Client's equity investments are subject to multiple dimensions of market risk: unexpected directional price movements, momentum pricing continuing to influence economic factors, deviations from historical pricing relationships, changes in the regulatory environment, changes in market volatility, "flights to quality" and "credit squeezes."

The particular or general types of market conditions in which a Client may incur losses or experience unexpected performance volatility cannot be predicted, and the Client may materially underperform other investment funds with a substantially similar investment objective and approaches.

Small- to Medium-Capitalization Companies

A Client may invest in the securities of companies with small- to medium-market capitalizations. Although the Firm believes that these securities may provide significant potential for appreciation, such securities, particularly smaller-capitalization stocks, often involve higher risks than do investments in the securities of larger-capitalization companies. Smaller-capitalization stocks are often more volatile and more illiquid than large-capitalization stocks.

High Growth Company-Related Risks

A Client may invest in high growth companies, which may allocate, or may have allocated, greater than usual amounts to research and product development. The securities of these companies may experience above-average price movements associated with the perceived prospects of success of their research and development programs. In addition, companies in which a Client may invest could be adversely affected by the lack of commercial acceptance of a new product or products or by technological change and obsolescence. Many of these companies may participate in undeveloped or limited markets, have limited products, rely on proprietary technology that may be difficult to protect from competitors, have no proven profit-making history, operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses.

Risk Arbitrage

In addition to general risks of market behavior and currency fluctuations, merger arbitrage is subject to "deal risk" – the risk of non-consummation of the transaction. A number of factors may lead to deal collapse or delay, such as either party's inability to satisfy conditions to closing, failure to obtain shareholder approval, failure to meet regulatory or antitrust requirements, failure to obtain required financing, or other events that may change the target's or the acquirer's willingness to consummate the transaction.

Short Sales

A Client may make short sales in any type of securities for profit in anticipation of a change in the market price of a financial instrument or as a hedge against other positions held by the Client. A short sale of a security is subject to materially greater restrictions than, for example, short sales of commodities or currencies. A short sale of a security is effected by selling a security that a Client does not own, or selling a security which the Client owns but that it does

not deliver upon consummation of the sale. In order to make delivery to the buyer of a security sold short, the Client must borrow the security. In so doing, it incurs the obligation to replace that security, whatever its price may be, at the time it is required to re-deliver such asset to the lender. The Client must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period and may have to pay a premium to borrow the security. This obligation must, unless the Client then owns or has the right to obtain, without payment, securities identical to those sold short, be collateralized by a deposit of cash or marketable securities with the lender. Short-selling is subject to a theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. There can be no assurance that the securities necessary to cover the short position will be available for purchase by the Client. In addition, purchasing securities to close out the short position can itself cause the price of the relevant securities to rise further, thereby increasing any loss incurred by the Client. Furthermore, the Client may be forced to close out a short position prematurely if a counterparty from which the Client borrowed securities demands their return, resulting in a loss on what might otherwise have been a profitable position. Under adverse market conditions, the Client might have difficulty purchasing securities to meet its short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

From time to time, various regulatory authorities have imposed “short-selling bans” in selected securities (often, however, a wide population of securities), making it difficult if not impossible to continue to implement certain long/short (as well as other) equity strategies.

The SEC adopted a new “uptick rule” in 2010 and securities exchanges have also reinstated “uptick rules” — generally prohibiting short sales unless the last recorded sale price of a stock was higher than the previous transaction. Over time, the “uptick rule” could materially increase a Client’s transaction costs by requiring the Firm to delay executing certain short sales (as well as to execute them at higher prices than would otherwise be the case), and in certain circumstances could prevent the Client from acquiring a short position which the Firm would otherwise have acquired for it.

Acquisition of Illiquid Securities

Some of a Client’s positions may be or become relatively or entirely illiquid or may cease to be traded after the Client invests. The Client may acquire substantial positions in some securities. In such cases, and in the event of extreme market activity, the Client may not be able to liquidate its positions promptly if the need should arise. In addition, the Client’s sales of some securities could depress the market value of such securities and thereby reduce the Client’s profitability or increase its losses. During the “financial crisis” of 2008-2009, many securities which were formerly “thinly traded” ceased being traded as all. The Client’s holding of illiquid securities may adversely affect the ability of investors to receive redemption proceeds.

Lack of liquidity can result in significant losses. The risk of market illiquidity is materially heightened by the use of leverage and the possibility that margin calls or redemption requests will need to be met in declining or disrupted market conditions.

Currency and Foreign Risks

Clients may, from time to time, invest in non-dollar denominated debt instruments or in securities of companies domiciled or operating outside of the United States. Investing in these securities involves considerations and possible risks not typically involved in investing in securities of companies domiciled and operating in the United States, including instability of some governments, capital controls, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of tax laws applicable outside the United States (e.g., the imposition of withholding taxes on interest and dividend payments, income taxes and excise taxes) or confiscatory taxation may also affect the Client's investments. Moreover, less information may be publicly available concerning certain of the foreign issuers of securities held by Commonwealth than is available concerning U.S. companies. Commonwealth may incur higher expenses with respect to investments made outside the United States compared to investing in U.S. securities because of the costs incurred in connection with conversions between various currencies and the fact that brokerage commissions outside the United States may be higher than commissions in the United States.

Non-U.S. markets also may be less liquid, more volatile and less subject to governmental supervision than in the United States. Commonwealth's investments could be adversely affected by other factors not present in the United States, including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations. Many of the laws that govern private and foreign investment, securities transactions, creditors' rights and other contractual relationships in developing countries may be recently developed and largely untested. As a result, Commonwealth may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, unknowing breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations. This difficulty in protecting and enforcing rights may have an adverse effect on Commonwealth and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in court outside of the U.S. and regulatory controls and corporate governance of companies in developing countries may confer little protection on investors. For example, anti-fraud and anti-insider trading legislation, and the concept of fiduciary duty, may be less developed or limited compared to those in more developed markets.

Currency Exposure

Shares/interests in Clients are denominated in U.S. dollars and are issued and redeemed in U.S. dollars. Certain of the assets of a Client may, however, be invested in securities and other investments which are denominated in currencies other than U.S. dollars. Accordingly, the value of such assets may be affected favorably or unfavorably by fluctuations in currency rates and may be subject to foreign exchange risks. In addition, prospective investors whose assets and liabilities are predominately in other currencies should take into account the potential risk of loss arising from fluctuations in value between the U.S. dollar and such other currencies.

Developments in the U.S.

The recent election of a new president of the United States and the results of the recent U.S. congressional elections could lead to substantial changes in U.S. regulations applicable to the Clients and/or the Firm as well as other changes in U.S. economic and tax policy, laws and regulations. It is unclear yet what impact these developments may have on the Clients and the Firm.

Developments in Europe

In the past several years, global markets have experienced upheaval and above-average volatility due to developments in Europe that have raised doubts about the ability of certain European countries to meet their sovereign debt obligations. The fallout from such developments could have a significant impact on the stability and credit ratings of various European countries and financial institutions with exposure to European sovereign debt, and even the continued viability of the European Union and the Euro currency. There can be no assurance that the Firm will accurately predict or adequately prepare for the impact of such developments, and therefore they may have a materially negative effect on a Client's investments, particularly those made in European entities or denominated in the Euro currency.

The same sovereign debt risk which applies in Europe also affects the Asian and Latin American equities markets to which a Client may have some exposure.

United Kingdom Withdrawal from EU

On June 23, 2016, the United Kingdom held an "in-or-out referendum" on the United Kingdom's membership of the EU, the result of which favored the exit of the United Kingdom from the EU ("Brexit"). The United Kingdom has the largest financial services sector in the EU. A process of negotiation will determine the future terms of the United Kingdom's relationship with the EU which could take many forms. In the meantime, the United Kingdom remains a member of the EU. The potential impact of Brexit on the Clients is currently unclear. Depending on the terms of Brexit, economic conditions in the United Kingdom, the rest of the EU and global markets may be adversely affected by reduced economic growth and increased volatility. The uncertainty before, during and after the period of negotiation could also have a negative economic impact and increase volatility in the financial markets, particularly (but not exclusively) in the EU. Such volatility and negative economic impact could, in turn, adversely affect the trading of the Clients. It is possible that Brexit will stimulate further calls for referenda and political instability amongst member states of the EU and in the United Kingdom itself, with attendant risks.

Contrarian Investing

Certain investments are made after a financial crisis or other major uncertainty depresses the price of company's securities and CommonWealth is of the opinion that such securities have lower downside risk than other investors may perceive (*i.e.*, an investment will generally be made only if it is believed that the current market price is less than the intrinsic value of the security, based on assumptions as to asset values, total liabilities or claims, timing and the rate of return on the investment). Because of the substantial uncertainty concerning the outcome of transactions involving financially troubled companies undergoing fundamental changes, there is always the potential risk of a substantial loss.

Emerging Markets

CommonWealth may trade in emerging markets. These markets tend to be inefficient and illiquid as well as subject to political and other factors that do not typically affect more developed economies. CommonWealth may sustain losses as a result of market inefficiencies or interference in emerging markets which would not take place in more developed markets.

Mortgage-Backed Securities

A Client may invest in residential mortgage-backed securities ("RMBS") and commercial mortgage-backed securities ("CMBS"), securitized pools of mortgage loans which may include mortgages of various types (including Alt-A, subprime and pay-option adjustable rate mortgages, in addition to traditional first-lien mortgages). As pools of underlying mortgages, RMBS and CMBS are subject to all of the special risks associated with such mortgages, including those described below and elsewhere in this Brochure. Further, investing in certain RMBS and CMBS involves the general risks typically associated with investing in traditional fixed-income securities (including interest rate and credit risk), and certain additional risks and special considerations, including the risk of principal prepayment and defaults as well as the risk of investing in real estate.

Mortgage-backed securities (other than the residential agency mortgage-backed securities) are generally not guaranteed or insured by any governmental agency or instrumentality or by any other person. Distributions on mortgage-backed securities depend solely upon the amount and timing of payments and other collections on the related underlying mortgage loans. Mortgage-backed securities generally provide for the payment of interest and principal on the mortgage-backed securities on a frequent basis, and there also exists the possibility, particularly with respect to RMBS, that principal may be prepaid at any time due to, among other reasons, prepayments on the underlying mortgage loans or other assets. As a result of prepayments, a Client may reinvest assets at an inopportune time, which may expose a Client to a lower rate of return. The rate of prepayments on underlying mortgages affects the price and volatility of a mortgage-backed security and may have the effect of shortening or extending the effective average life beyond what was anticipated. Further, different types of mortgage-backed securities are subject to varying degrees of prepayment risk. The rate of principal payments on mortgage loans is influenced by a wide variety of economic, geographic, social and other factors, including general economic conditions, the level of prevailing interest rates, the availability of alternative financing and homeowner mobility.

The risks of investing in RMBS and CMBS reflect the risks of investing in real estate securing the underlying loans, including the effect of local and other economic conditions, the possibility of changes in the structure or effectiveness of the government sponsored enterprises, Fannie Mae, Freddie Mac and Ginnie Mae, the ability of tenants to make payments, and the ability to attract and retain tenants. Increasing rates of delinquencies, foreclosures and other losses on mortgages could, in turn, adversely affect certain securities in which the Client may invest.

If the Client invests in mortgage-related debt securities, it is possible that the Client may, whether through a foreclosure proceeding or otherwise, become the owner (directly or indirectly) of a United States real property interest. In such circumstance, or in any other circumstance in which an investment could cause the Client to become "engaged in a U.S. trade or business" or have "effectively connected income," the Firm is authorized to cause the Client

to use an alternative investment vehicle (or “AIV”) for such investment in order to mitigate the risk that the Client could be deemed to be engaged in a U.S. trade or business or have effectively connected income. The Client may hold such investment through an AIV that is taxable as a corporation for federal income tax purposes, in which case the economic return to all investors from such investment would be reduced by the amount of any corporate income and other taxes owed by such corporation from such investment.

Mortgage Market Disruptions in General

During the “financial crisis” of 2008-2009 and thereafter, widespread defaults on subprime loans and other asset-backed securities led to market turmoil and resulted in price volatility and ratings downgrades. In addition to risks associated with attempting to predict default and recovery rates on the mortgages underlying mortgage-backed securities acquired by a Client, the creditworthiness and viability of the servicers of such mortgages are also significant risks. Illiquidity and unpredictability in these markets make it difficult to determine whether such servicers have sufficient capital and adequate staffing levels to fulfill their servicing obligations and the extent to which such servicers are subject to regulatory risks and risk of error. A credit event at, or other failure by, a servicer could result in losses to the Client.

Certain Risks Associated with Investments in RMBS

During the “financial crisis” of 2008-2009 and thereafter, the residential mortgage market in the United States and elsewhere experienced disruptions and instability. Delinquencies and losses with respect to residential mortgage loans increased dramatically beginning in the second half of 2008. In addition, the value of mortgaged properties in many states has declined or remained stable, after extended periods of appreciation. A continued decline or an extended flattening of those values may result in additional increases in delinquencies and losses on residential mortgage loans generally. In addition, a number of originators and servicers of mortgage loans have experienced serious financial difficulties and, in some cases, have entered bankruptcy proceedings. These difficulties have resulted in part from declining markets for their mortgage loans as well as from claims for repurchases of mortgage loans previously sold under provisions that require repurchase in the event of early payment defaults or for breaches of representations regarding loan quality.

Interest Rate Risk

The prices of portfolio investments can be sensitive to interest rate fluctuations, and unexpected fluctuations in interest rates could cause the corresponding prices of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs to the Client of borrowed securities and leveraged investments. Interest rates have been historically low in the last several years and volatility has been muted. Recently, interest rates have become more volatile and in some countries interest rates have risen dramatically. Moreover, the low interest rate environment currently experienced in the U.S. could change, perhaps materially, in the future.

Board Membership and Control Positions

Subject to the limitations contained in CommonWealth’s compliance manual, employees of CommonWealth may serve on boards of directors or executive committees or in other

management capacities at companies in which a Client invests, either directly or indirectly. Serving in such a capacity may expose such employee, and by association CommonWealth and the Client, to certain limitations on the ability to trade the securities of the issuer company and certain conflicts of interest. An employee may become aware, from time to time, of material non-public information about the company in which the Client invests, and the employee's knowledge is likely to be attributed to CommonWealth and the Client, and therefore, the Client's ability to trade the securities of such company may become substantially restricted. The Client's ability to buy and sell such securities may be limited to such times as company insiders are permitted to do so. Such limitations may cause the Client to forgo sales that it would otherwise make, thereby exposing the Client to losses, or to forgo purchases, thereby exposing the Client to lost opportunities.

Furthermore, the exercise of control or influence over the management and policies of a company through the service of an officer or employee of CommonWealth as an officer or director of such company could expose the assets of the Client to claims by the portfolio company, its security holders and creditors, or could impose additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability. If these liabilities were to occur, the Client directly, and the investors indirectly, could suffer losses in their investments.

Exchange Traded Funds

Clients may invest in exchange traded funds ("ETFs"), which are shares of publicly-traded unit investment trusts, open-end funds or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying financial instruments they are designed to track. ETFs are also subject to certain additional risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying financial instruments they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETF trades. In addition, Clients may bear, along with other shareholders of an ETF, their pro rata portion of the ETF's expenses, including management fees. Such expenses of an ETF may have a material adverse effect on the return on capital of the Client.

Investment Risks Related to the Use of Derivatives

Derivatives

CommonWealth uses derivative financial instruments, which may include, without limitation, warrants, options, swaps, convertible securities, notional principal contracts, contracts for differences, forward contracts, futures contracts and options thereon, and uses derivative techniques for hedging and for other trading purposes. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance in principal-to-principal or uncleared OTC trades as well as material and prolonged deviations between the actual and the theoretical value of a derivative, due to circumstances such as nonconformance to anticipated or historical correlation patterns. In addition, the markets for certain derivatives are frequently characterized by limited liquidity, which can make it difficult as well as costly to

CommonWealth to close out positions in order either to realize gains or to limit losses. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading.

Some of the derivatives that may be traded by CommonWealth will be principal-to-principal or “over-the-counter” contracts between Clients and third parties entered into privately, rather than on an established exchange and will not be submitted to a regulated clearinghouse. As a result, Clients will not be afforded the regulatory protections of an exchange or its clearinghouse, or of a government regulator that oversees the exchange or clearinghouse, if a counterparty fails to perform. In privately negotiated transactions, the risk of the negotiated price deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices.

Swap Agreements

CommonWealth’s Clients from time to time enter into various swap agreements (“Swaps”) as part of their investment program. A Swap is an agreement between two parties to exchange cash flows (and sometimes principal amounts) measured by different interest rates, commodity prices, exchange rates, indices or prices, with payments generally calculated by reference to a principal (“notional”) amount or quantity. Some Swaps and similar derivative contracts are not traded on exchanges; rather, banks and dealers act as principals in these markets. Other Swaps Clients may trade are currently required to be traded on regulated exchanges or execution facilities. Furthermore, certain Swaps traded by a Client may be subject to Dodd-Frank’s mandatory clearing requirement and thus required to be submitted to regulated clearinghouses for clearing, or may be voluntarily submitted to such a clearinghouse. See *“Risk of Loss Due to the Bankruptcy or Failure of Custodians and Brokers.”* However, certain Swaps traded by Clients may not be submitted to regulated clearinghouses. As a result, Clients are subject to the risk of the inability or refusal to perform with respect to such uncleared Swaps on the part of the counterparties with which the Clients trade. Swaps may be subject to various other types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, Swaps can involve considerable economic leverage and may, in some cases, involve significant risk of loss. Depending on their structure, Swaps may increase or decrease exposure to the corporate credit market, equity securities, long-term or short-term interest rates, foreign currency values, corporate borrowing rates or other factors. Swaps can take many different forms and are known by a variety of names. Clients are not limited to any particular form of Swap if its use is consistent with the Clients’ investment objectives and policies, and CommonWealth anticipates that Clients will invest in interest rate swaps, credit default swaps, total return swaps, variance swaps and other types of Swaps.

Depending on how they are used, Swaps may increase or decrease the overall volatility of a portfolio. The most significant factor in the performance of Swaps is the change in the specific interest rate, currency, equity index or other factors that determine the amounts of payments due to and from the Client. If a Swap calls for payments by the Client, the Client must be prepared to make such payments when due. In addition, if a counterparty’s creditworthiness declines, the value of a Swap with such counterparty can be expected to decline, potentially resulting in losses by the Client.

Credit Default Swap Agreements

CommonWealth's Clients also enter into credit derivative contracts. The typical credit default swap contract requires the seller to pay to the buyer, in the event that a particular reference entity experiences specified credit events, the difference between the notional amount of the contract and the value of a portfolio of securities issued by the reference entity that the buyer delivers to the seller. In return, the buyer agrees to make periodic and/or up-front payments equal to a fixed percentage of the notional amount of the contract. Clients may also purchase or sell credit default swaps on a basket of reference entities or an index.

In circumstances in which the Client is the credit default swap buyer and does not own the debt securities that are deliverable under a credit default swap, the Client will be exposed to the risk that deliverable securities will not be available in the market, or will be available only at unfavorable prices, as would be the case in a so-called "short squeeze." While the credit default swap market auction policies reduce this risk, it is still possible that an auction will not be organized or will not be successful. In certain instances of issuer defaults or restructurings (for those credit default swaps for which restructuring is specified as a credit event), it has been unclear under the standard industry documentation for credit default swaps whether or not a "credit event" triggering the seller's payment obligation had occurred. The creation of the ISDA Credit Derivatives Determination Committee in April 2009 was intended to reduce this uncertainty and create uniformity across the market, although it is possible that the CDS Determination Committee will not be able to reach a resolution or do so on a timely basis. In either of these cases, the Client would not be able to realize the full value of the credit default swap upon a default by the reference entity.

As a seller of credit default swaps, the Client will incur leveraged exposure to the credit of the reference entity and become subject to many of the same risks it would incur if it were holding debt securities issued by the reference entity. However, the Client will not have any legal recourse against the reference entity and will not benefit from any collateral securing the reference entity's debt obligations. In addition, in the event the CDS Determination Committee does not establish a cash settlement auction and identify the relevant deliverable securities, the credit default swap buyer will have broad discretion to select which of the reference entity's debt obligations to deliver to the Client following a credit event and will likely choose the obligations with the lowest market value in order to maximize the payment obligations of the Client.

Given the recent sharp increases in volume of credit derivatives trading in the market, settlement of such contracts may also be delayed beyond the time frame originally anticipated by counterparties. Such delays may adversely impact the Client's ability to otherwise productively deploy any capital that is committed with respect to such contracts. Finally, credit derivatives are OTC derivative transactions, and, to the extent entered into in the U.S. (and, in certain circumstances, outside the U.S.), will be subject to regulation under Dodd-Frank.

Credit Default Swaps on Loans and LCDX Transactions

Clients may invest in all types of loan credit default swaps and all types of LCDX transactions, a tradable index comprising 100 equally-weighted underlying single-name loan-only credit default swaps. Loan credit default swaps are similar to credit default swaps on bonds, except that the underlying protection is sold on syndicated secured loans of a reference entity rather than a

broader category of bonds or loans. Buyers of protection pay a fixed coupon agreed at time of trade and receive compensation on the principal if the entity named on the contract defaults on its secured debt. The compensation will be par minus recovery either via the protection seller paying par in return for gaining possession of the loan or via cash settlement. Loan credit default swaps may be on single names or on baskets of loans, both *trenched* and *entrenched*. CommonWealth may also invest in LCDX, which is the buying or selling of protection on 100 names that comprise the LCDX portfolio (*i.e.*, the buying and selling of 100 single-name loan credit default swaps “LCDC”). Buying and selling the LCDX can be compared to buying and selling a loan portfolio. When the index is bought, the buyer is taking on the credit exposure to the loans and is exposed to defaults similar to when a loan portfolio is bought. If the index is sold, this exposure is passed on to someone else. The index has a fixed coupon, which is paid when the index is sold, or received if the index is bought. The credit events that generally trigger a payout from the buyer (protection seller) of the index are bankruptcy or failure to pay a scheduled payment on any debt (after a grace period), for any of the constituents of the index. Credit events can be settled by physical or cash settlement. Physical settlement entails delivering the loan and receiving par. The protection seller who took delivery of the loan holds the defaulted asset. Although this method is the traditional method of settlement, there are risks that the notional amounts of the outstanding loans are less than the LCDS outstanding and that the LCDX counterparty will not be able to take receipt of the loans.

Total Return Swaps

Clients from time to time may invest in total return swaps. As a buyer of total return swaps, the Client will be obligated to make certain periodic payments in exchange for the total return on a referenced asset, including coupons, interest and the gain or loss on such asset over the term of the swap. CommonWealth may be required to maintain collateral with the total return swap counterparty. If CommonWealth fails to fulfill its payment obligations or fails to post any required collateral under a total return swap, the total return swap counterparty may declare an event of default and, as a result, the Client may be required to pay swap breakage fees, suffer the loss of the amounts paid to the counterparty and forego the receipts from the counterparty of further total return swap payments.

Over-the-Counter Transactions

Dodd-Frank, among other things, includes provisions that substantially increase the regulation of the OTC derivatives markets.

Regulations implementing Dodd-Frank require that certain swaps (including foreign exchange forwards defined as swaps by U.S. regulators) which may be traded by a Client be submitted for clearing to regulated clearinghouses, and may require these transactions to be executed in regulated markets. Further, regulations implementing Dodd-Frank may require that a substantial portion of OTC derivatives must be executed in regulated markets and submitted for clearing to regulated clearinghouses.

OTC trades submitted for clearing are subject to minimum initial and variation margin requirements set by the relevant clearinghouse, as well as margin requirements mandated by the CFTC, SEC and/or federal prudential regulators. OTC derivatives dealers typically increase a Client’s collateral requirements for cleared OTC trades beyond any regulatory and clearinghouse minimums. The regulators also have broad discretion to impose margin requirements on non-

cleared OTC derivatives and new requirements apply to the holding of cleared swap customer collateral by OTC derivatives dealers. These requirements may increase the amount of collateral a Client is required to provide and the costs associated with providing it. OTC derivative dealers are required to post margin to the clearinghouses through which they clear their customers' trades instead of using such margin in their operations, as was widely permitted before Dodd-Frank. This has increased and will continue to increase the OTC derivative dealers' costs, and these increased costs are generally passed through to other market participants in the form of higher upfront and mark-to-market margin, less favorable trade pricing, and the imposition of new or increased fees, including clearing account maintenance fees. The higher costs could indirectly impact the costs of a Client's financial derivative instrument investing. Dodd-Frank may result in an increased regulatory burden and associated costs borne by executing brokers and other financial intermediaries with which the Client transacts and these burdens and costs may result in operational difficulties or increased costs to the Client and CommonWealth. The overall impact of Dodd-Frank on Clients is highly uncertain.

With respect to cleared OTC derivatives, a Client does not face a clearinghouse directly but rather will do so through an OTC derivatives dealer that is registered with the CFTC or SEC and that acts as a clearing member. A Client is subject to the risk that these clearing members and the clearinghouse may default on their obligations to the Client, including the indirect risk of a default caused by the failure of another clearing member customer to meet its obligations to its clearing member. See *"Risk of Loss Due to the Bankruptcy or Failure of Custodians and Brokers."*

The CFTC now requires certain derivative transactions that were previously executed on a bilateral basis in the OTC markets to be executed through a regulated futures or swap exchange or execution facility. The SEC is also expected to impose similar requirements on certain security-based derivatives in the near future, though it is not yet clear when those parallel SEC requirements will go into effect. Such requirements may make it more difficult and costly for Clients to enter into highly tailored or customized transactions. They may also render certain strategies in which a Client might otherwise engage impossible or so costly that they will no longer be economical to implement. If a Client decides to become a direct member of one or more of these exchanges or execution facilities, the Client would be subject to all of the rules of the exchange or execution facility, which would bring additional risks and liabilities, and potential additional regulatory requirements.

OTC derivative dealers are now required to register with the CFTC and will ultimately be required to register with the SEC. Dealers are subject to new minimum capital and margin requirements, business conduct standards, disclosure requirements, reporting and recordkeeping requirements, transparency requirements, position limits, limitations on conflicts of interest, and other regulatory burdens. These requirements further increase the overall costs for OTC derivative dealers, which costs may be passed along to market participants as market changes continue to be implemented. The overall impact of Dodd-Frank on Clients remains highly uncertain and it is unclear how the OTC derivatives markets will adapt to this new regulatory regime, along with additional, sometimes overlapping, regulatory requirements imposed by non-U.S. regulators.

Regulation of Derivative Transactions in Europe

The European Market Infrastructure Regulation ("EMIR") introduces certain requirements in respect of derivative contracts, which apply to varying degrees to entities established in the

European Union (“EU”), regardless of whether they are transacting with counterparties established in the EU or outside of the EU. As such, where a Client transacts with EU counterparties, they will likely require the transaction to be EMIR-compliant. Broadly, EMIR’s requirements in respect of derivative contracts are: (i) mandatory clearing of OTC derivative contracts declared subject to the clearing obligation; (ii) risk mitigation techniques in respect of uncleared OTC derivative contracts; and (iii) reporting and record-keeping requirements in respect of all derivative contracts. The application of these requirements is dependent on the classification of the counterparties as “financial counterparties” (“FCs”), “non-financial counterparties above the clearing threshold” (“NFC+s”), or “non-financial counterparties below the clearing threshold” (“NFC-s”).

The EU regulatory framework and legal regime relating to derivatives is set not only by EMIR but also by a new Directive and Regulation containing a package of reforms to the existing Markets in Financial Instruments Directive (Directive 2004/39/EC), collectively referred to as (“MiFID II”). EU authorities are still in the process of drafting the various “Level 2” measures required to implement MiFID II, and as such certain aspects of the MiFID II regime have not yet been finalized. The majority of MiFID II’s provisions will become effective on January 3, 2018. In particular, MiFID II is expected to require transactions between FCs and NFC+s in sufficiently liquid OTC derivatives to be executed on a trading venue which meets the requirements of the MiFID II regime. This trading obligation will also extend to FCs and NFC+s which trade with non-EU counterparties that would be classed as FCs or NFC+s if they were established in the EU.

It is difficult to predict the full impact of these regulatory developments on a Client. Prospective investors should be aware that the regulatory changes arising from EMIR and MiFID II may in due course significantly raise the costs of entering into derivative contracts and may adversely affect a Client’s ability to engage in transactions in derivatives.

Convertible Securities, Rights and Warrants

CommonWealth may invest in hybrid securities that may be exchanged for, converted into or exercised to acquire a predetermined number of shares of an issuer’s common stock at the option of the holder during a specified time period (such as convertible preferred stocks, convertible debentures, stock purchase rights, and warrants). Convertible securities generally pay interest or dividends and provide for participation in the appreciation of the underlying common stock but at a lower level of risk because the yield is higher and the security is senior to common stock. Convertible debt securities that are acquired for their equity characteristics are not subject to minimum rating requirements.

The value of a convertible security is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion value” (the security’s worth, at market value, if converted into the underlying common stock). The credit standing of the issuer and other factors may also affect the investment value of convertible security. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security is increasingly influenced by its conversion value. Convertible securities may also include warrants, often publicly traded, that give a holder the right to purchase at any time during a specified period a predetermined number of shares of common stock at a fixed price but that do not pay a fixed

dividend. Their value depends primarily on the relationship of the exercise price to the current and anticipated price of the underlying securities.

Futures Trading

The Clients trade futures contracts, which may include, stock index futures. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as changing supply and demand relationships, government trade, fiscal, monetary and exchange control programs and policies, national and international political and economic events and speculative frenzy and the emotions of the marketplace. In addition, governments from time to time intervene in certain markets, particularly currency and interest-rate markets.

The low margin deposits normally required in futures trading permit an extremely high degree of leverage; margin requirements for futures trading being in some cases as little as 2% of the face value of the contracts traded. Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to the investor.

There can be no assurance that a liquid market will exist at a time when the Client seeks to close out a futures or Swap position, including options on futures or Swaps. Most United States commodity exchanges limit fluctuations in futures contract prices during a single day by regulations referred to as “daily limits.” During a single trading day, no trades may be executed at prices beyond the daily limit. Once the price of a futures contract has increased or decreased to the limit point, positions can be neither taken nor liquidated. Futures prices have occasionally moved to the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Client from promptly liquidating unfavorable positions and subject the Client to substantial losses. In addition, certain of these instruments are relatively new and are without a significant trading history. As a result, there is no assurance that an active secondary market will develop or continue to exist. Lack of a liquid market for any reason may prevent the Client from liquidating an unfavorable position and the Client would remain obligated to meet margin requirements until the position is closed.

The CFTC and the United States commodities exchanges impose limits referred to as “speculative position limits” on the maximum net long or net short speculative positions that any person may hold or control in any particular futures or options contracts traded on United States commodities exchanges and may impose such limits on certain Swaps that are required to be executed on regulated exchanges or execution facilities. For example, the CFTC currently imposes speculative position limits on a number of agricultural commodities (*e.g.*, corn, oats, wheat, soybeans and cotton) and the United States commodities exchanges currently impose speculative position limits on many other commodities. Dodd-Frank significantly expands the CFTC’s authority to impose position limits with respect to futures contracts, options on futures contracts, swaps that are economically equivalent to futures or options on futures, swaps that are traded on a regulated exchange and certain swaps that perform a significant price discovery function. For example, in November 2013, the CFTC proposed a separate position limits regime for 28 physical commodity contracts, including certain metals, energy, and agricultural futures and options contracts and their economically equivalent swap contracts. Dodd-Frank also provides the SEC with authority to set position limits on security-based swaps, although no such limits have been proposed. All accounts owned or managed by Firm are likely to be combined for speculative position limit purposes. Clients could be required to liquidate positions they hold

in order to comply with such limits, or may not be able to fully implement trading instructions generated by its trading models, in order to comply with such limits. Any such liquidation or limited implementation could result in substantial costs to a Client.

Options Trading

When purchasing or selling an option, the risks associated with the transaction will vary depending on the type of option (*i.e.*, put or call). When purchasing an option, it is necessary to calculate the extent to which the value of the underlying security must increase (in the case of a call) or decrease (in the case of a put) in order for CommonWealth's position to become profitable, taking into account the premium and all transaction costs. The purchaser of options may offset or exercise the options or allow the options to expire. The exercise of an option results either in a cash settlement or in the purchaser acquiring or delivering the underlying interest. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin. If the purchased option expires worthless, the Client will suffer a total loss of the amount invested in the option that will consist of the option premium plus transaction costs. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavorably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. If the option is "covered" by the seller holding a corresponding position in the underlying interest or a future or another option, the risk may be reduced. If the option is not covered, the risk of loss can be unlimited. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

Forward Contracts

A Client may trade deliverable forward contracts in the inter-bank currency market. Such deliverable forward contracts are not currently traded on exchanges; rather, banks and dealers act as principals in these markets. As a result of Dodd-Frank, the CFTC now regulates non-deliverable forwards (including deliverable forwards where the parties do not take delivery) as Swaps. Changes in the forward markets may entail increased costs and result in burdensome reporting requirements. There is currently no limitation on the daily price movements of forward contracts. Principals in the forward markets have no obligation to continue to make markets in the forward contracts traded. The imposition of credit controls by governmental authorities or the implementation of regulations pursuant to Dodd-Frank might limit such forward trading to less than that which the Firm would otherwise recommend, to the possible detriment of a Client.

THIS SECTION ON RISK FACTORS IS A SUMMARY OF CERTAIN RISKS THAT MAY BE APPLICABLE TO AN INVESTMENT IN A CLIENT WITH RESPECT TO WHICH THE GLOBAL MACRO STRATEGY IS UTILIZED. SMA AND/OR FUND INVESTORS SHOULD REFER TO EACH CLIENT'S OFFERING

DOCUMENTS AND/OR AGREEMENTS RELATED TO INVESTING WITH COMMONWEALTH FOR ADDITIONAL INFORMATION REGARDING RISKS, INCLUDING DISCLOSURE REGARDING POSSIBLE TAX RISKS. IN ADDITION BELOW PLEASE FIND LIMITED RISK FACTORS DISCLOSURE REGARDING THE LITIGATION FUNDING STRATEGY. AS MENTIONED ABOVE, ADDITIONAL INFORMATION WILL BE DISCLOSED, AS NECESSARY, IN THE APPLICABLE OFFERING/DEAL DOCUMENTS.

Investment Risks Related to the Litigation Funding Strategy

Clients employing this strategy will make investments to fund third-party legal claims in return for a share of any favorable settlement or award.

Access to Attractive Cases

The success of this business model requires the acquisition of attractive dispute resolution financing opportunities. Absent those assets and their successful prosecution, the financial goals of this strategy would be impaired.

Investments in third-party legal claims

Clients employing this strategy will make investments to fund third-party legal claims in return for a share of any favorable settlement or award. Such investments create the risk of a complete loss of investment where a claim proves unsuccessful. Laws and professional regulations with respect to such investments can be complex, varying and sometimes uncertain, which could open the claims in which the Client has invested to challenge or reduction in value subsequent to the Client's investment. In addition, there exists a large degree of uncertainty with respect to the outcome of any claim, including the amount of damages that may be assessed. Such uncertainties may result in a judgment or settlement for amounts lower than predicted, or a failure to reach a settlement. Finally, even if a case is resolved in favor of the Client's position, there exists uncertainty with respect to the ability of the opposing party and/or its insurance company to pay a settlement or judgment. As the timing and amounts recovered in such cases are outside of the Fund's control, the returns on the Client's investments may be affected.

Regulation

As a relatively new industry strongly tied to the financial and legal fields, third-party dispute resolution finance may be subject to future governmental regulation that could limit Commonwealth's ability to successfully implement this strategy. The institution and enforcement of government regulations could have the effect of increasing the expenses, and lowering the income or rate of return of, Commonwealth.

Item 9: Disciplinary Information

CommonWealth is not aware of any legal or disciplinary events that are material to a Client's or prospective Client's evaluation of its advisory business or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Neither Commonwealth nor any of its management persons is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Commonwealth is registered with the CFTC as a Commodity Pool Operator and Commodity Trading Advisor.

A supervised person of the Firm has an ownership interest in a law firm.

As of July 31, 2015, BHUS Holdings LLC, an entity affiliated with the Non-Discretionary Client, has acquired a minority interest in Commonwealth (the "Transaction"). As part of this transaction, the purchaser acquired customary minority right protections with respect to its ownership interest in Commonwealth, including consent rights over certain major actions. However, it will have no control over the day-to-day operations of Commonwealth. Furthermore, it will not have transparency into the Funds' investment positions or any authority to influence the investment decisions of Commonwealth. While the strategy employed for the Non-Discretionary Client is also a global macro strategy, the account is non-discretionary whereby all investment decisions are ultimately controlled by the Non-Discretionary Client. In addition, the Non-Discretionary Client is subject to different risk parameters. Nevertheless, the acquisition of a minority interest in Commonwealth does create conflicts of interest for the Firm, including conflicts related to the devotion of Mr. Fisher's and the rest of the investment team's time and the allocation of investment opportunities between the other investment vehicles and the Non-Discretionary Client. Moreover, while the purchaser will not have transparency into the other investment vehicles' investment positions or any authority to influence the investment decisions of Commonwealth, personnel of the Firm will have insight into the investment positions of the other investment vehicles as well as the investment positions of the Non-Discretionary Client. Brevan Howard Capital Management, LP which is an Exempt Reporting Adviser as well as a Commodity Pool Operator is an indirect owner of BHUS Holdings LLC. Commonwealth also advises a non-discretionary litigation funding SMA where the beneficial owner is affiliated with BHUS Holdings LLC.

Commonwealth will not enter into or recommend transactions in which it knowingly and deliberately favors itself or another client, including the Non-Discretionary Client, at the expense of any other investment vehicle. Nevertheless, there may be instances where the Non-Discretionary Client may execute a transaction prior to or at a more favorable price than transactions executed for another investment vehicle. Also, Commonwealth may recommend transactions for an investment vehicle and not for the Non-Discretionary Client and vice versa. As a result, the performance of the Non-Discretionary Client may exceed the performance of another investment vehicle, including the Funds, perhaps materially.

On December 1st, 2015, the Firm has entered into a strategic relationship agreement (the "Strategic Agreement") with an unaffiliated investment manager, Tiller Partners, LLC (formerly, Tamarisk Global LLC) ("Tiller"). Pursuant to the Strategic Agreement, the Firm has provided, but no longer does, working capital and, at its discretion, which it still currently exercises the Firm has agreed to provide working capital and, at its discretion, which it currently exercises, segregated office space to Tiller in exchange for a percentage of the asset-based and performance-based compensation that would otherwise be payable to Tiller from accounts advised by Tiller and certain co-investment rights. However, the Firm has not acquired any

equity interest in Tiller and has no role in the management of Tiller. In connection with any shared office space with Tiller, the Firm has appropriate policies and procedures intended to protect itself and investors as detailed in this Item 10. Tiller has no role in providing advice to the Firm with respect to the Clients and is not a sub-advisor in any capacity.

The Firm does not recommend or select other investment advisers in exchange for direct or indirect compensation from those advisers that creates a material conflict of interest

At times, the Firm may, and currently does, lease out extra shared office space to unaffiliated third parties, including, but not limited to, unaffiliated investment advisers (e.g., Tiller Partners, LLC) and unaffiliated service providers (such as the Firm's consultant referenced below). Generally, such third parties do not have access to the Firm's proprietary office unless accompanied by a Firm employee. The Firm will take all necessary precautions to ensure the confidentiality of information, especially non-public information, during the course of these agreements. Any organization or entity leasing shared office space (the "Lessee") from the Firm will be required to sign a Confidentiality Agreement that prohibits the Lessee from utilizing any information it may gain access to as a result of the shared office arrangement for its own personal gain or the gain of the Lessee's organization. Employees of the Firm will not share any information with a Lessee or its employees except in the course of any business relations with a Lessee, and employees of the Firm will take steps to ensure that information is adequately stored for safekeeping. Depending on the physical safeguards of the office sharing arrangement, the Chief Compliance Officer, in consultation with the Firm's Chief Operating Officer, may also require additional steps be taken.

In connection with advice related to the finding and structuring the litigation funding transactions, the SMAs do compensate (by virtue of fee sharing by Commonwealth or otherwise) a consultant who consults Commonwealth in connection with this strategy as well as other matters and who also has a separate business relationship with one of Commonwealth's co-founders and current minority owner. From time to time, the consultant also provides consulting services to Commonwealth in connection with certain Funds' investments, at no additional cost to the Funds. The consultant operates a separate investment advisory business which has no role in the consulting services provided to the Commonwealth as those services are provided in the Consultant's personal capacity.

As discussed in Item 4, Commonwealth also serves as a non-discretionary advisor to a Client in connection with a structured settlement investment involving another advisory client of the Firm (the "Structured Settlement Client"). In order to mitigate the potential conflict of interest, the Structured Settlement Client was made aware of the relationship that Commonwealth has with the other advisory client, has independently reviewed and negotiated each and every deal document and executed the investment directly.

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

CommonWealth adopted a Code of Ethics (the “Code”) to ensure that it fulfills its role as a fiduciary to its Clients. The Code obligates CommonWealth and its related persons to put the interests of Clients before their own interests and to act honestly and fairly in all respects in their dealings with Clients. CommonWealth’s personnel are also required to comply with applicable provisions of federal securities laws and make prompt reports of any actual or suspected violations of such laws by CommonWealth or its employees.

The Code explains each person’s duty to maintain the confidentiality of CommonWealth’s proprietary information as well as a policy against insider trading and restrictions with respect to giving or receiving of business-related gifts and entertainment (including from Clients) or making political contributions to local, state and federal candidates for public office. Specifically, the giving and receiving of business-related gifts and entertainment (including from Clients) over a threshold cost or value must be reported or pre-approved (depending on the amount) by the CCO as applicable. In regard to political contributions, such contributions are generally prohibited with respect to candidates for local or state-level office and contributions to candidates for federal office require pre-approval by the CCO. CommonWealth requires that all principals and employees attend an annual Code of Ethics training session.

The Code also contains CommonWealth’s personal trading policy. CommonWealth adopted a policy that limits the ability of its employees to trade in securities for their personal accounts. The Code requires all personnel to report their personal trading activity to the CCO. The policy applies to accounts of certain family members (including the spouse and minor children of a principal or employee, and immediate family members of a principal or employee who live in the same household). Under the Code, principals and employees must obtain approval prior to executing transactions in a personal trading account, including transactions in private placements or initial public offerings (except for those involving Treasury securities, certificates of deposit, commercial paper and other similar money market instruments and shares of open-end mutual funds). CommonWealth prohibits employees from executing any transaction for themselves that would have an adverse economic impact on Clients. In addition, CommonWealth maintains a restricted list containing the names of securities which “access persons” are generally prohibited from trading.

All transactions made by employees are closely monitored on an ongoing basis by the compliance department to ensure pre-clearance has been sought and obtained when required, and to ensure the personal trading patterns of employees fall within the guidelines set forth in the Code. CommonWealth’s principals and employees may invest directly in one or more of the Funds managed by CommonWealth provided that they are qualified to do so.

Investors and prospective investors may obtain a copy of the Code upon request by contacting CommonWealth at (310) 806-4180 or lk@cwoc.com.

The Firm, its principals, employees and affiliates may trade securities and/or commodity interests for their own accounts. The records of such trading will not be made available to investors. It is possible that principals, officers or employees of the Firm may buy or sell securities, commodity interests or other instruments that the Firm has recommended to Clients and may engage in transactions for their own accounts in a manner that is inconsistent with the

Firm's recommendations to a Client. Personal trading transactions by employees may raise potential conflicts of interest when such persons trade in a security, commodity interest or other instrument that is owned by, or considered for purchase or sale for, a Client. The Firm has adopted policies and procedures designed to detect and prevent such conflicts of interest and, when they do arise, to ensure that it effects transactions for Clients in a manner that is consistent with its fiduciary duty to its Clients and in accordance with applicable law. In accordance with the Firm's Code of Ethics, employees of the Firm are required to report personal securities transactions in "reportable securities" (as that term is defined in Rule 204A-1 under the Advisers Act) via a monthly (or as generated, *e.g.*, quarterly) duplicate statement sent directly from the corresponding brokerage firm and/or otherwise.

The Firm as Principal

The Firm does not generally act as principal, either buying securities for itself or its affiliates from a Client or selling securities it or its affiliates own to a Client. However, in the event that the Firm decides to engage in any such principal transaction with respect to a Client in the future, it will comply with the requirements of Section 206(3) of the Advisers Act and Section 25235(c) of the California Corporate Code by: (i) disclosing to the Client in writing the material terms of the transaction; and (ii) obtaining the written consent of the Client for such transaction (which for the avoidance of doubt will be provided by an Independent Investor Representative where applicable per a Client's offering documents). The Firm will include in such disclosure: (1) its capacity as principal; (2) the cost to the Firm of the security, in the case of a sale to the Client, or the price of the security in a resale, in the case of a purchase from the Client; and (3) the best price at which the transaction could be effected by or for the Client elsewhere if such price is more advantageous to the Client than the purchase or sale with the Firm. The Fund does not anticipate engaging in such transactions when the Firm may make a trading profit.

Cross Trades between Clients of the Firm

Certain Clients will engage in cross trades from time to time (including, but not limited to, for purposes of re-balancing Clients' portfolios). In the event that it is determined that effecting a cross trade is appropriate, prior approval by the Firm's Compliance Department must be obtained. Cross trades may only be affected when the applicable Clients have consented to the trade, the trade is done at a fair price and the trade is done for the benefit of both Clients involved in the cross trade. Funds' investors, by subscribing to interests, consent to cross trades effected at a fair price and done for the benefit of the Funds (as applicable). In the event that an inadvertent cross trade occurs, the Firm's Chief Operating Officer and CCO will determine to what extent material harm, if any, was caused to the applicable funds/accounts or the market and then proceed accordingly, which may include consulting outside counsel.

Co-investment with Affiliates

A Client may "co-invest" with the Firm and/or principals of the Firm and other advisory clients in respect of certain investment opportunities. Any such co-investments will be on the same terms as made available to the Client, and no additional fees will be incurred by virtue of such investments unless explicitly disclosed otherwise. In the context of potential co-investment opportunities with either the Firm or its principals, the Firm may provide information regarding such potential investment, including investment documents and term SHEETS. On occasion, the

Client may acquire debt or equity interests in projects financed by other entities managed by affiliates of the Firm. In addition, the Client may loan to or invest in entities in which other Clients of the Firm are investors or lenders, either in similar investment positions or in different positions in the capital structure with different risk and return parameters. In such event, disputes may arise between the two entities regarding the terms of the investments and the enforcement of the entities' respective rights therein. Furthermore, the Firm is not precluded from causing the Client to invest in the securities issued by companies represented in the investment portfolios of other partnerships managed by the Firm or its principals, affiliates or advisory clients. Any such purchases (or sales) will not be on a "principal-to-principal" basis and will only be offered where the Firm is satisfied that the Client's interests are not unfairly prejudiced.

CommonWealth retains the right to offer, and indeed has done so in the past, certain investors (including affiliates of BHUS Holdings LLC) or certain existing or prospective clients the opportunity to participate in "co-investments" with the Firm and/or principals of the Firm or other investment opportunities, which may be in the form of separately managed accounts or investment vehicles which will be managed with an investment approach that is substantially similar to, overlapping with, or entirely different from a Client. CommonWealth does not maintain an allocation process in deciding to which investors or prospective investors it offers such investment opportunities. CommonWealth has no obligation to offer co-investment opportunities to any particular investor and prospective investors should not invest in a Client with the expectation they will be afforded the opportunity to participate in co-investments. However, if an investor or prospective investor is interested in learning about co-investment opportunities, such investor is invited to contact the Firm.

The Firm principals may have personal relationships involved in connection with some such potential co-investments and/or other investment opportunities and thus the Firm may have a conflict of interest in offering such opportunities. In the event of a conflict of interest related to such an investment opportunity, the Firm will make the requisite disclosure in the applicable governing document (e.g., an IMA) or otherwise.

Board Membership and Control Positions

Subject to the limitations contained in CommonWealth's compliance manual, employees of CommonWealth may serve on boards of directors or executive committees or in other management capacities at companies in which a Client invests, either directly or indirectly. Serving in such a capacity may expose such employee, and by association CommonWealth and the Client, to certain limitations on the ability to trade the securities of the issuer company and certain conflicts of interest. An employee may become aware, from time to time, of material non-public information about the company in which the Client invests, and the employee's knowledge is likely to be attributed to CommonWealth and the Client, and therefore, the Client's ability to trade the securities of such company may become substantially restricted. The Client's ability to buy and sell such securities may be limited to such times as company insiders are permitted to do so. Such limitations may cause the Client to forgo sales that it would otherwise make, thereby exposing the Client to losses, or to forgo purchases, thereby exposing the Client to lost opportunities.

Furthermore, the exercise of control or influence over the management and policies of a company through the service of an officer or employee of CommonWealth as an officer or

director of such company could expose the assets of the Client to claims by the portfolio company, its security holders and creditors, or could impose additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability. If these liabilities were to occur, the Client directly, and the investors indirectly, could suffer losses in their investments.

Relationships with Service Providers in the Financial Industry

The Firm has relationships, including family relationships, with service providers in the financial industry, including, but not necessarily limited to, relationships with executing and prime brokers, and private banking institutions. In certain cases, these service providers or affiliated entities will have additional exposure and relationships with the Firm including as clients or investors in the Firm's private funds.

The Firm has made, and may in the future make, investment recommendations to Clients to invest in issuers that may be affiliated with service providers (or their personnel) to the Firm or its Clients. The Firm will only make such recommendations to the extent it determines such investments to be in the best interests of its Clients and if the financial terms of such investments are fair to the Firm's Clients. The Firm will not intentionally seek to obtain reduced fees for itself from such service providers in circumstances where it may be recommending such investments. Rather, all fee negotiations will be conducted on an arm's length basis.

Effect of Potential Conflict on Director Voting

Under the provisions of the offshore Funds' formation documents, a director may vote on issues or transactions which could involve a conflict of interest (such as a proposal, arrangement or contract in which such director is in any way interested), but only if the nature of the interest has been disclosed by the director prior to its consideration by the applicable board of directors. The applicable board of directors will endeavor to ensure that any conflicts of interest are resolved fairly.

Capacity Rights

As part of the Strategic Agreement with Tiller discussed earlier, the Firm also received certain potential co-investments rights for its Clients. If you have any questions, please contact the Firm.

Transactions with Other Clients of the Firm

The Firm may cause a Client to acquire securities or other financial interests, including loans, from investors of the Firm, some of which may be substantial investors. Although these transactions will not rise to the level of a cross trade, they could still involve certain actual and potential conflicts of interest. These conflicts could include the Firm having an incentive to pay higher prices for such securities or financial interests, or to buy certain instruments that such investor no longer desires to hold in its portfolio. Nevertheless, the Firm will only acquire such securities or other financial interests if it determines that to do so is in the best interests of the relevant Client.

Item 12: Brokerage Practices

In selecting a broker or dealer for any transaction or series of transactions, the Firm's policy is to seek the best execution of orders at the most favorable price in light of the overall quality of brokerage and research services provided. The determination of what is expected to result in best execution at the most favorable price involves a number of largely judgmental factors, including, for example, net price, reputation, financial strength and stability, efficiency of execution, block trading and block positioning capabilities, error correction capabilities, availability and costs of securities to borrow (with respect to short sales), willingness to execute related or unrelated difficult transactions in the future, research services provided to the Firm, and other matters ordinarily involved in the receipt of brokerage services generally. In selecting a broker or dealer for any transaction or series of transactions, the Firm does not necessarily solicit competitive bids and is under no duty to obtain the lowest commission or best net price for the Client on any particular transaction. The Firm conducts a quarterly review of best execution.

The Firm may effect securities transactions which cause the Client to pay an amount of commission (as that term may be interpreted from time to time by relevant regulatory authorities) in excess of the amount of commission another broker would have charged; provided, however, that the Firm determines in good faith that such amount of commission is reasonable in relation to the value of brokerage and research services provided by such broker, viewed in terms of either the specific transaction or the Firm's overall responsibilities to the accounts for which the Firm exercises investment discretion. The receipt and use of such services will not reduce the Firm's customary and normal research activities.

Soft Dollar Policy

Section 28(e) of the Exchange Act provides a safe harbor that allows an investment adviser to pay more than the lowest available commission in order to obtain brokerage and research services (commonly referred to as a "soft dollar" arrangement). Commonwealth does not utilize third-party soft dollar arrangements such as commission sharing accounts or similar brokerage commission conduits whereby Commonwealth generates "commission credits" through trading that are used to pay for third party research or related products and services. Commonwealth also does not expressly agree to provide a certain level of execution to a broker or dealer in exchange for research products or services.

However, Commonwealth does utilize proprietary research provided by brokers or dealers (which includes information on the economy, industries, political developments, credit analysis, performance analysis, individual companies and statistical information), as well as potential access to corporate officers of public companies and other access opportunities that provide value to Commonwealth's investment management activities which Commonwealth would have otherwise had to produce or pay for itself. In such circumstances, Commonwealth operates within the safe harbor provided by Section 28(e) of the Exchange Act and subject to prevailing guidance provided by the SEC regarding Section 28(e). As a result, Commonwealth may effect securities transactions which cause a Client to pay an amount of commission (as that term may be interpreted from time to time by relevant regulatory authorities) in excess of the amount of commission another broker would have charged. However, Commonwealth believes it is important to its investment decision-making processes to have access to such research and that this research ultimately benefits the Client accounts. Subject to best execution,

CommonWealth may effect securities transactions with a specific broker or a dealer in recognition of such services.

Further, consistent with Section 28(e), research products or services obtained with "soft dollars" generated by Clients may be used by CommonWealth to service one or more Client accounts, including Client accounts that may not have paid for the soft dollar benefits. CommonWealth does not seek to allocate soft dollar benefits to Client accounts in proportion to the soft dollar credits the Clients generate.

Trade Error Policy

CommonWealth has a trade error policy in place designed to detect and correct in a timely manner any trade errors that may occur and to minimize related losses. Trade errors are documented and reported to CommonWealth's supervisory personnel, and reviewed to assess whether an error was a result of a weakness in internal procedures and controls. If it is determined that a weakness in internal controls caused or contributed to the error, mitigating controls are established to rectify the identified control weakness.

It is CommonWealth's policy generally not to reimburse Clients for any errors or mistakes with respect to CommonWealth's placing or executing trades for the Client, as such errors are considered by CommonWealth to be a cost of doing business. However, CommonWealth will be obligated to reimburse the Client for any trade error resulting from CommonWealth's fraud, gross negligence or willful misconduct. CommonWealth, subject to its fiduciary obligations, will determine whether or not any trade error is required to be reimbursed in accordance with this policy. Any positive trade errors will be for the benefit of the Client and not retained by CommonWealth.

Capital Introduction

Some of the Firm's executing and prime brokers, from time to time, refer potential clients to the Firm or arrange for meetings with potential clients who are also often clients of the broker. Although 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 the Firm. Other than the standard commission rates paid by the Firm's funds and accounts, and customary prime brokerage fees, the brokers do not receive any compensation, directly or indirectly, for the meeting or the subsequent investments, if any. **Aggregation and Allocation of Orders**

The Firm aggregates sale and purchase orders of securities held by a Client with similar orders being made simultaneously for any other Client if, such aggregation is consistent with the Firm's duty to obtain best execution and with the investment guidelines and restrictions of the Clients. The Clients are treated on a fair and equitable basis and no Client will be favored over any other Client. Generally, each fund or account that participates in an aggregated order will participate at the average price for all of the transactions in that security on a given business day, with transaction costs shared *pro rata* based on each participant's participation in the transaction. The Firm receives no additional compensation or remuneration for such aggregation.

Aggregated orders will be allocated among the participants in accordance with the Firm's allocation policy. Aggregated orders filled in their entirety will be allocated *pro rata* (reflecting any applicable leverage targets) among the participants to the extent there are no Client-imposed restrictions or different investment guidelines and/or risk parameters. Partially filled orders, will generally be allocated *pro rata* in proportion to the size of the orders placed for each participant (which reflect any applicable leverage targets) to the extent practicable. Notwithstanding the forgoing, an aggregated order may be filled on a basis different from that specified in the allocation policy if all participants receive fair and equitable treatment. Reasons for allocating on a basis different from than specified in the allocation policy include, but are not limited to a) a participant's investment guidelines and restrictions, b) available cash, c) liquidity requirements, d) other tax or legal reasons, e) to avoid odd-lots or f) in cases when a pro-rata allocation would result in a de-minimis allocation to one or more Clients.

Relationships with Service Providers in the Financial Industry

The Firm has relationships, including family relationships, with service providers in the financial industry, including, but not necessarily limited to, relationships with executing and prime brokers, and private banking institutions. In certain cases, these service providers or affiliated entities will have additional exposure and relationships with the Firm including as clients or investors in the Firm's private funds.

The Firm has made, and may in the future make, investment recommendations to Clients to invest in issuers that may be affiliated with service providers (or their personnel) to the Firm or its Clients. The Firm will only make such recommendations to the extent it determines such investments to be in the best interests of its Clients and if the financial terms of such investments are fair to the Firm's Clients. The Firm will not intentionally seek to obtain reduced fees for itself from such service providers in circumstances where it may be recommending such investments. Rather, all fee negotiations will be conducted on an arm's length.

Item 13: Review of Accounts

CommonWealth's Chief Investment Officer (the "CIO") and other investment professionals (e.g., portfolio managers) review Client portfolios on a daily basis and monitor based on various risk metrics, exposures and hedges on a daily basis. In addition, each portfolio investment is reviewed at least weekly. In addition, the Firm's risk committee which oversees the risk management process meets (mainly via phone or email communication) as necessary when internal exposure limits are reached or may be reached by a proposed trade.

The applicable Fund and the Firm will use reasonable efforts to deliver the following written reports: (a) monthly statements of an investor's account statements and Fund performance in such form as determined by the Firm from time to time; (b) quarterly reports as required by the CFTC and (c) such other reports as the Firm determines appropriate.

As soon as reasonably practicable following the Fund's fiscal year-end (typically within 120 days of such date), the Fund or the Firm will send to all investors and any other relevant regulatory authority the audited accounts of the Fund prepared in accordance with GAAP, including a description of the Fund's investments and income and capital statements as of the fiscal year-end.

SMAs receive ongoing written reports consistent with the applicable governing documents.

Item 14: Client Referrals and Other Compensation

CommonWealth does not receive an economic benefit from a third party for providing investment advice or other advisory services to Clients. At this time, CommonWealth does not directly or indirectly compensate any third party for Client or investor referrals. If CommonWealth determines to enter into such an arrangement in the future, this Item will be amended as appropriate. However, several portfolio managers (e.g. private banks) may advise their private investors to invest in the Firm's products (as part of a platform). The Firm does not pay any direct or indirect compensation to such portfolio managers in connection with such advice/recommendation but may (and currently does with some) have trading relationship with such portfolio managers' affiliated/related entities. Such potential investments are not a consideration when selecting or retaining prime brokers or executing trades.

CommonWealth retains a general business consultant which also recommends advisors to several of such business consultant's clients. CommonWealth does not pay any compensation to the consultant for recommending CommonWealth to its clients and the agreement between said consultant and CommonWealth explicitly prohibits the consultant from soliciting any offer to buy or sell Funds' securities. The agreement also requires the consultant to disclose its relationship with CommonWealth to its other clients prior to making any recommendation related to CommonWealth.

Referrals by Minority Owner

BHUS Holdings LLC, one of the Firm's minority owners, or an entity affiliated therewith, does, from time to time, refer potential clients to the Firm. Such referrals are only made in compliance with applicable law (e.g., AIFMD) and the business relationship with CommonWealth, and thus the conflict of interest involved in such referral, shall be disclosed. CommonWealth does not pay any commission for such referrals although BHUS Holdings LLC will benefit indirectly (by virtue of its minority interest in CommonWealth) from ultimate investments resulting from such referrals.

Capital Introduction

Some of the Firm's executing and prime brokers, from time to time, refer potential clients to the Firm or arrange for meetings with potential clients who are also often clients of the broker. Although 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 in the Fund or otherwise with the Firm. Other than the standard commission rates paid by the Firm's funds and accounts, and customary prime brokerage fees, the brokers do not receive any compensation, directly or indirectly, for the meeting or the subsequent investments, if any.

Side Letters

To the extent permitted by the applicable governing documents, CommonWealth may (and has indeed done so with respect to several investors), in its sole and absolute discretion, agree to waive or modify the application of any provision of a Fund's offering terms with respect to any investor, by side letter or otherwise, without obtaining the consent of any other investor; *provided*, that CommonWealth will not grant or affect "preferential liquidity" (as interpreted

from time to time by the SEC) to any investor. However, if CommonWealth believes that no harm to the Fund or continuing investors would result, CommonWealth may waive redemption notice requirements without the consent of any other investor. By way of example and without limitation, such side letters may provide for the following modified terms: (i) various notification requirements (*e.g.*, upon substantial redemptions by other investors or legal or regulatory actions); (ii) limitations on the Fund's ability to distribute securities in kind upon a redemption request; (iii) covenants for the provision of audited financial statements within certain periods of time; (iv) special redemption rights for key men changes and capital reductions; (v) covenants requiring the provision of portfolio holdings; (vi) reduced fees or fee rebates; (vii) minor investment restrictions that do not materially affect the Fund; (viii) the provision of periodic pricing information; (ix) subject to the above provision regarding "preferential liquidity," the waiver or modification of redemption and/or transfer restrictions (such as redemption fees, audit holdbacks, lock-up provisions or affiliated transfers), mandatory redemption terms or notice requirements; or (x) provisions necessary to accommodate a particular investor's legal, tax, sovereign or regulatory status, accounting considerations, contractual obligations, or internal guidelines or policies.

Item 15: Custody

While CommonWealth may be deemed to have custody of Client funds and securities, CommonWealth does not maintain physical custody of Clients' assets. Client assets and securities within the purview of the Custody Rule are held at accounts maintained in their name with qualified custodians within the meaning of the applicable rules under the Advisers Act. Assets not meeting the legal definition of security or for which an exemption may be available from the Custody Rule will not in all cases be maintained at a qualified custodian. However, appropriate safeguards, as applicable, have been implemented to ensure these assets are maintained in a safe and secure manner. Investors and clients should carefully review any statement or reports provided by a Fund's administrator as well as a Fund's audited financial statements. Fund investors also receive quarterly reports required by the CFTC.

Investors in the Funds receive audited annual account statements of the Funds, prepared by an independent public accountant in accordance with generally accepted accounting principles, typically within 120 days of the Funds' fiscal year end, as well as monthly account statements directly from the Funds' independent administrator.

Item 16: Investment Discretion

CommonWealth has discretionary investment authority to manage securities accounts on behalf of several of the Firm's Clients. This discretionary authority is provided/granted in the applicable Client's governing documents, including (as applicable) a Limited Partnership Agreement, investment management agreement and Offering Memorandum or any other governing document. CommonWealth will buy and sell securities and other instruments for Clients on a discretionary basis in a manner consistent with each Client's stated investment objectives and restrictions. Various securities and/or tax laws as well as internal compliance policies may impose additional restrictions on the instruments that may be traded. In addition, with respect to several SMAs, consultations are being held with the beneficial client with respect to several investments/themes.

As discussed in Item 4, CommonWealth also provides non-discretionary services to several clients in connection with its global macro strategy, litigation funding strategy and the structured settlement investment.

Item 17: Voting Client Securities

CommonWealth has proxy voting authority for certain of its Client and therefore has adopted the following proxy voting policy as required by the Advisers Act.

1. General Policy

CommonWealth's general policy is to not vote on proxy proposals, amendments, consents or resolutions relating to Client securities, including interests in private investment funds, if any, (collectively, "proxies"). In general, CommonWealth believes that the impact on the value of the securities in which proxies would be voted does not outweigh the anticipated costs and benefits associated with the respective proxy.

While CommonWealth will generally not vote on proxies, each proxy will be assessed by investment personnel for its material impact on either the value of the underlying security or its potential impact on the underlying investment thesis of the respective security. For those proxies that present a material impact on the value of the underlying security or may pose to alter or affect the underlying investment thesis of the respective security, CommonWealth may choose to exercise its voting authority and when it does, will do so in a manner that serves the best interests of the Clients managed by CommonWealth, as determined by CommonWealth in its discretion, taking into account relevant factors.

In all cases where a proxy is voted, the reason for the decision as to why the proxy was voted, along with a record of the vote, will be retained by the CCO.

CommonWealth will not abstain from voting or affirmatively decide not to vote a proxy if the Client is a plan asset fund subject to the requirements of the Employee Retirement Income Security Act of 1974, as amended.

2. Conflicts of Interest

The COO and CCO will monitor the potential for conflicts of interest on the part of CommonWealth with respect to proxy voting as a result of personal relationships, significant Client relationships, potential conflicts of interest among Clients or special circumstances that may arise during the conduct of CommonWealth's business. If a conflict of interest is identified, CommonWealth will not make related proxy voting decisions until it has been determined that the conflict of interest is not material or a method for resolving the conflict of interest has been agreed upon and implemented.

The COO and CCO will determine whether a conflict of interest is material. Materiality determinations will be based on an assessment of the particular facts and circumstances. The CCO will maintain a written record of all materiality determinations.

If it is determined that a conflict of interest is not material, CommonWealth may vote the proxy, notwithstanding the existence of the conflict.

If it is determined that a conflict of interest is material, one or more methods may be used to resolve the conflict, including:

- Abstain/not vote;
- disclosing the conflict to the Client and obtaining its consent before voting;
- engaging a third party to recommend a vote with respect to the proxy; or
- such other method as is deemed appropriate under the circumstances given the nature of the conflict.

The CCO will maintain a written record of the method used to resolve a material conflict of interest.

3. Procedures for Proxies

As mentioned above, while CommonWealth will generally not vote on proxies, each proxy will be assessed by investment personnel for its material impact on either the value of the underlying security or its potential impact on the underlying investment thesis of the respective security. For those proxies with respect to which CommonWealth chooses to exercise its voting authority the COO or CCO will execute and submit the proxy to the company and will update the Client's proxy voting record. The COO or CCO is responsible for the actual voting of all proxies in a timely manner. The CCO and COO are responsible for monitoring the effectiveness of the policies.

4. Record of Proxy Voting

The COO and CCO will maintain or have available written or electronic copies of each proxy statement received and of each executed proxy. The COO or CCO will also maintain records relating to each proxy including the voting decision with regard to each proxy and any documents created by an investment personnel or CommonWealth (or others) that were material to making the voting decision.

CommonWealth's proxy voting policy and procedures are available for review. In addition, our proxy voting record is available to investors. Please contact us at (310) 806-4180 or gs@cwoc.com if you have any questions or if you would like to review either of these documents.

5. SMAs

In some instances the governing documents of an SMA Client may impose some additional limitations on the Firm's proxy authority by way of requiring consultation and/or the Client's consent prior to voting.

Item 18: Financial Information

This Item is not applicable.