

## FORM ADV PART 2A: FIRM BROCHURE

Tiger Legatus Capital Management, LLC

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This brochure provides information about the qualifications and business practices of Tiger Legatus Capital Management, LLC. If you have any questions regarding the contents of this brochure, please contact us at (212) 716-2369.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about Tiger Legatus Capital Management, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2 – Material Changes**

Item 2 only discusses material changes since the last annual Form ADV update filed by Tiger Legatus Capital Management, LLC (“TLCM” or the “Adviser”). TLCM is updating its Brochure as of March 19, 2015 as part of its annual amendment filing. This brochure incorporates updates made to Section 14 – Client Referrals and Other Compensation to reflect that TLCM has entered into an agreement with UBS Financial Services, Inc. as placement agent to solicit investors for funds advised by TLCM.

Since it filed its last annual updating amendment, the Adviser has appointed a new Chief Compliance Officer, Michael A. Spero (effective as of March 2015).

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#### **Item 4 – Advisory Business**

The Adviser is a Delaware limited liability company, with its principal office in New York, New York, that was formed on July 24, 2009 and began providing investment advisory services in December 2009. The Adviser registered with the SEC as an investment adviser as of March 30, 2012.

Jesse Ro is the principal owner and portfolio manager of TLCM.

The Adviser provides discretionary investment advice to Tiger Legatus Partners, L.P. (a Delaware limited partnership, the "U.S. Fund") and Tiger Legatus Offshore Fund, Ltd. (a Cayman Islands exempted company, the "Offshore Fund"), each of which invests substantially all of its assets in Tiger Legatus Master Fund, L.P., (a Cayman Islands exempted limited partnership, the "Master Fund", each a "Fund" and together with the U.S. Fund and the Offshore Fund, the "Funds").

The Funds invest their assets through a "master-feeder" fund structure. Each Fund that invests in the Master Fund indirectly shares the administrative and other expenses of the Master Fund pro rata based on its interest in the Master Fund.

The Adviser provides advice to the Funds based on the specific investment objectives and strategies described in the offering memorandum of a Fund, as amended from time to time (each an "Offering Memorandum"). TLCM does not tailor its advisory services to the individual needs of investors in the Funds ("Fund Investors") and does not accept Fund Investor-imposed investment restrictions.

Tiger Legatus (GP), LLC (the "General Partner"), a Delaware limited liability company and an affiliate of TLCM, serves as the general partner. The managing member of the General Partner is Jesse Ro (the "Managing Member" or "Portfolio Manager").

In providing advisory services to the Funds, TLCM manages the portfolio of securities and other investments, instruments and contracts belonging to the Funds, including the purchase, retention and disposition thereof and the execution of agreements relating thereto, in accordance with the Fund's investment objective and policies as stated in the Fund's offering documents and the investment, leverage or similar restrictions set forth in the Fund's governing documents.

The Funds' portfolios include predominately publicly traded domestic equity securities, but TLCM may invest in other types of investments.

As of December 31, 2014, TLCM managed regulatory assets under management of \$611,677,875 on a discretionary basis. TLCM does not currently manage any assets on a non-discretionary basis.

#### **Item 5 – Fees and Compensation**

Each of the Funds has created separate sub-classes of shares or series of limited partnership interests, hereafter collectively referred to as the "Interests". The Interests are divided into Series One Interests and Series Two Interests and are subject to varying management fees (as described below).

The Master Fund will pay the Investment Manager a quarterly management fee in advance calculated at the rate of (i) 1.5% (per annum) of the value of each Series One Interest and (ii) 2.0% (per annum) of the value of each Series Two Interest.

In the event an additional contribution by a Fund Investor is made to a Fund during a calendar quarter, the management fee will be charged as of the date of such contribution and will be prorated for the number of

months remaining in the quarter. The management fee is paid in advance at the beginning of each quarter, and TLMC will refund the unearned portion of the management fee if a withdrawal is made from a Fund by a Fund Investor before the end of a calendar quarter.

At the end of each fiscal year, 20% of the net profits (including realized and unrealized gains and losses) allocated to the Capital Account of a limited partner or the common share of a shareholder (the “Incentive Allocation” or “performance-based compensation”) will be reallocated to the Capital Account of the General Partner in the Master Fund, subject to a loss carryforward provision.

The management fee and any performance-based compensation are deducted from the Funds and calculated by the Funds’ unaffiliated third party administrator.

In general, these fees are not negotiable. However, the management fee and/or performance-based compensation may be waived or reduced for Fund Investors that are principals, employees or affiliates of TLMC, relatives of such persons, and for certain large or strategic investors in accordance with the governing documents of the Funds. TLMC or the Funds may enter into side letters or similar written agreements with Fund Investors which have the effect of establishing rights under, or altering or supplementing the terms of, the relevant governing documents.

As more fully described in the offering documents of the Funds, each Fund is responsible for various expenses.

TLMC will be responsible for and will pay all overhead expenses of an ordinary and recurring nature such as rent, supplies, secretarial expenses, stationery, charges for furniture and fixtures, employee insurance, payroll taxes and compensation of employees. The Funds will bear all other expenses including legal, accounting (including third-party accounting services), audit and other professional fees and expenses, the Administrator’s fees and expenses, research expenses (including research-related travel), investment expenses such as commissions, custodial fees, bank service fees and other expenses related to the purchase, sale or transmittal of Fund assets.

From time to time, the Funds may invest in an investment vehicle managed by an unaffiliated investment adviser and in such case, the Funds will bear their pro rata share of the investment management fee and other fees of such fund, which are in addition to the management fee and performance based compensation paid or allocated to the Adviser (or an affiliate of the Adviser).

Neither TLMC nor its officers or employees accept compensation for the sale of securities or other investment products.

As noted above, the Adviser manages a master-feeder structure and accordingly, the feeder funds in such structure each bear their pro rata share of the expenses of the Master Fund. In addition, clients will incur brokerage and other transaction costs. Please refer to Item 12 – Brokerage Practices for a detailed discussion of TLMC’s brokerage practices.

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

As discussed in Item 5 - Fees and Compensation, an affiliate of TLM receives performance-based compensation. The Managing Member has entered into an arrangement with a strategic investor whereby in consideration for its investment in the U.S. Fund and/or Master Fund, the strategic investor is allocated a portion of the performance-based compensation. Please refer to Item 10 – Other Financial Industry Activities and Affiliations for further information related to the strategic investor.

TLM's investment personnel are typically compensated on a basis that includes a performance-based component.

## **Item 7 – Types of Clients**

As noted in Item 4 – Advisory Business, TLM provides investment advisory services to the Funds. Investment advisory services are provided directly to the Funds and not individually to any Fund Investor.

The minimum initial investment is \$3,000,000 for Series One Interests and \$250,000 for Series Two Interests, each subject to waiver in the sole discretion of the General Partner or the Directors, as applicable.

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

### Investment Objective and Strategy

The investment objective of the Funds is to achieve consistently high, risk-adjusted returns. While TLM invests primarily in U.S. equity securities in fully developed economies on behalf of client accounts, TLM has broad and flexible investment authority. Accordingly, investments may at any time include long or short positions in U.S. or non-U.S. publicly traded or privately issued common stocks, investment companies (i.e., ETFs), preferred stocks, stock warrants and rights, bonds, notes or other debentures, convertible securities, swaps (including credit-default swaps), options (purchased and sold, covered and uncovered), currencies, futures, forward contracts, and other securities or financial instruments. From time to time, the Fund may, to the extent permitted by the applicable rules of the Financial Industry Regulatory Authority, Inc. ("FINRA"), as may be amended from time to time (the "FINRA Rules"), purchase equity securities that are part of an initial public offering (sometimes referred to as "IPOs" or "New Issues").

TLM targets investments with the following general characteristics:

- Industry Sectors: Diversified
- Geography: Global
- Market Capitalization: primarily \$1 billion or greater

TLM implements its strategy through bottom-up fundamental, independent research. Investment opportunities are identified where analysis leads TLM to believe the market has substantially misinterpreted the intrinsic value of a company.

The Adviser utilizes a variety of methods and strategies to make investment decisions for the Funds. These methods, strategies and investment decisions involve a risk of loss to Fund Investors and Fund Investors must be prepared to bear the loss of their entire investment.

The following summary identifies certain risks related to the Adviser's investment strategies and should be carefully evaluated before making an investment in a Fund. Prospective Fund Investors should consider the Fund to be a speculative investment, as it is not intended to be a complete investment program. The Fund is designed only for sophisticated persons who are able to bear the risk of the loss of their entire investment in the Fund. The following risks do not intend to identify all possible risks of an investment in the Fund or provide a full description of the identified risks. Prospective Fund Investors should carefully evaluate the relevant Fund's Offering Memorandum for a full description of risks before making an investment in the Fund.

#### Equity Securities

The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short-term as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. In addition, the value of portfolios may fluctuate as the general level of interest rates fluctuates.

#### Short Sales

Short selling, or the sale of securities not owned by the Fund, necessarily involves certain additional risks. Such transactions expose the Funds to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and in the case of equities, without effective limit. There is the risk that the securities borrowed by TLMC in connection with a short sale would need to be returned to the securities lender on short notice. If such request for a return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein TLMC might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

#### Non-U.S. Securities

Investing in securities of foreign governments and companies that are generally denominated in currencies other than the U.S. dollar, and utilization of foreign currency forward contracts and options on foreign currencies involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of United States issuers. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

#### Options

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so

that the investor loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

#### Counterparty Risk

To the extent that TLCM invests in swaps, swaptions, "synthetic" equivalents, derivative instruments, repurchase agreements, certain types of options or other customized financial instruments, the Funds take the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. The Funds will seek to mitigate these risks by engaging only highly-rated firms with substantial capital, credit and market expertise. TLCM may diversify the Funds' counterparty relationships.

#### Leverage

TLCM may utilize leverage when implementing the Funds' investment strategy. Leverage increases returns to Fund Investors if the Funds earns a greater return on leveraged investments than the cost of such leverage. However, the use of leverage exposes the Funds to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had the Funds not borrowed to make the investments, (ii) margin calls or changes in margin requirements may force premature liquidations of investment positions, (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Funds cost of leverage related to such investments and (iv) fluctuations in interest rates on the Funds' borrowings, which may have a negative effect on the Funds' profitability. In the case of a sudden, precipitous drop in the value of the Fund's assets, the Fund might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by the Fund.

### **Item 9 – Disciplinary Information**

TLCM employees have not been involved in any legal or disciplinary events that would be material to a client's or prospective client's evaluation of TLCM's advisory business or the integrity of its management.

### **Item 10 – Other Financial Industry Activities and Affiliations**

The Managing Member has entered into an arrangement with a strategic investor (the "Strategic Investor") whereby the Strategic Investor or an affiliate has made a substantial investment in the U.S. Fund and/or the Master Fund, but is subject to different withdrawal terms than other limited partners. In addition, the Strategic Investor will be provided with certain information regarding the Fund's portfolio (including individual position information) that will not be made available to other limited partners or shareholders. The Strategic Investor will not have any discretion over the Fund's portfolio. Details related to the specific terms of the Strategic Investor are more fully described in the Offering Memoranda of the Funds.

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

TLCM has adopted a formal Code of Ethics and insider trading policies and procedures designed to address and avoid potential conflicts of interest, promote high ethical standards, and reflect TLCM's fiduciary duty to its clients as required under Rule 2014A-1 of the Investment Advisers Act of 1940, as



amended (the “Advisers Act”). For purposes of Rule 204A-1, all TLMC employees are designated as “Access Persons”. The Code of Ethics establishes standards of business conduct for all employees.

The Adviser, in the course of its investment management and other activities, may come into possession of confidential or material non-public information. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. The Code of Ethics also strictly prohibits TLMC and its employees from engaging in market manipulation, the spreading of rumors and any sort of collusion with other market participants.

TLMC has adopted policies and procedures designed to address the potential conflict of interest that may exist between TLMC and its Funds as a result of the personal trading activities of TLMC’s Access Persons. Personal trading is generally not permitted in any security, except mutual funds, exchange traded funds (“ETFs”), TLMC proprietary private funds, and index-related products. In certain limited instances, employees may be allowed to divest a position held prior to their employment with TLMC. Pre-clearance by the Adviser’s Chief Compliance Officer (or a Compliance Representative) is required prior to any transactions in any of the aforementioned instances other than mutual funds and the Chief Compliance Officer (or a Compliance Representative) may deny permission to execute the transaction if such transaction will have any adverse economic impact on the Adviser’s clients. All of the Adviser’s Access Persons are required to disclose their holdings upon commencement of employment with the Adviser and on an annual basis thereafter. All of the Adviser’s Access Persons are also required to provide quarterly transaction reports or quarterly brokerage statements. Trading in employee accounts is reviewed by the Chief Compliance Officer (or his delegate).

Other features of TLMC’s Code of Ethics include:

- an annual certification by employees that they have read, understand and agree to abide by TLMC’s Code of Ethics and insider trading policies and procedures; and
- a gift and entertainment policy which generally prohibits the giving and receipt of gifts greater than a *de minimis* value.

TLMC access persons are required to attend a mandatory annual training with regard to its Code of Ethics. TLMC will provide a copy of the Code of Ethics to any Fund Investor or qualified prospective investor upon request by contacting us at the telephone number listed on the cover page of this document. TLMC has adopted a policy for the purpose of minimizing and addressing trade errors that may arise, from time to time, with respect to the securities transactions that are executed on behalf of the Funds. Pursuant to the policy, individuals identifying a trade error must report the error to the Chief Compliance Officer (or a Compliance Representative). Examples of trade errors include, without limitation, the purchase or sale of wrong or unintended securities or an incorrect number thereof, the purchase or sale of securities for the wrong or unintended account and/or the allocation of the wrong or unintended number of securities. In the case of trade errors involving a loss, the Chief Compliance Officer (or a Compliance Representative) may consult with outside legal counsel to determine whether the loss should be borne by the Funds or TLMC. Generally, (i) losses caused by trade errors will be reversed with TLMC equitably resolving losses in a manner that is equitable to the Funds over time; and (ii) gains caused by trade errors will generally be credited to the affected Funds in a manner that is equitable to the Funds over time.

## Item 12 – Brokerage Practices

### Broker Selection

TLCM retains full discretion to determine the broker or dealer to be used for each securities transaction for the Funds. In selecting brokers or dealers to execute transactions, TLCM need not solicit competitive bids and does not have an obligation to seek the lowest available commission costs, mark-ups or other compensation (collectively, "Commissions"). It is not TLCM's practice to negotiate "execution only" commission rates, thus the Funds may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the commission rate. However, all transactions will be made on a "best execution" basis. In certain cases, TLCM may be paying more than "execution only" Commissions in which case the Funds may be paying for research, brokerage or other services provided by the broker which are included in the Commissions. In these cases, TLCM will receive a benefit since TLCM otherwise would have to produce or pay for the research or brokerage directly. The use of Commissions to obtain research and brokerage products and services raises conflicts of interest. For example, the Adviser will not have to pay for the products and services itself. This creates an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services. TLCM believes it has procedures in place to address this conflict of interest which includes performing regular reviews of its brokers to determine that Commissions paid are reasonable in relation to the value of the research, brokerage or other services received.

In selecting brokers or dealers and negotiating commission rates, TLCM will take into account the financial stability and reputation of brokerage firms, their execution quality and the research, brokerage or other services provided by such brokers. TLCM may place transactions with a broker or dealer that (i) provides TLCM (or an affiliate) with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to Funds or other products advised by TLCM (or an affiliate), if otherwise consistent with seeking best execution; provided TLCM is not selecting the broker-dealer as a means of remuneration for recommending the Adviser or any Fund managed by the Adviser (or an affiliate).

### Section 28(e) Safe Harbor

Section 28(e) of the Securities Exchange Act of 1934, as amended, is a "safe harbor" that permits an investment manager to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. TLCM will limit the use of "soft dollars" to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental to those services (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post

trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

In some instances, TLM may receive a product or service that may be used only partially for functions within Section 28(e) (e.g. an order management system, trade analytical software or proxy services). In such instances, TLM will make a good faith effort to determine the relative proportion of the product or service used to assist TLM in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting TLM in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by TLM from its own resources.

Although TLM will make a good faith determination that the amount of Commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and, thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products and the determination of the appropriate allocation in the case of “mixed use” products and services creates a potential conflict of interest between the Adviser and its clients.

TLM uses proprietary research, research from various brokers, as well as third-party research products which are paid for with soft dollars obtained from commissions paid to certain brokers. During the last fiscal year, soft dollar payments made on behalf of TLM were for the following: real time stock quotes, market data, security specific research, expert networks and independent equity research firms.

TLM has entered into “client commission arrangements” pursuant to which TLM may execute transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions or commission credits to another firm that provides research and other products to TLM. TLM excludes from use under these arrangements those products and services that are not eligible under Section 28(e) and applicable regulatory interpretations.

### **Item 13 – Review of Accounts**

TLM’s Managing Member, Jesse Ro, monitors and reviews the Funds on a daily basis with a focus on ensuring the Funds adhere to their investment objectives and restrictions (if any).

The Funds have an independent third-party administrator who reconciles cash and security positions on a daily basis to the Master Fund’s prime brokers. TLM reconciles its internal portfolio to the records of the Funds’ administrator and prime brokers on a daily basis. These functions performed by TLM are primarily performed by its Chief Financial Officer or under his supervision.

Investors in the Feeder Funds receive reports from the relevant Feeder Fund pursuant to the terms of such Feeder Fund’s Offering Memorandum.

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

As discussed in Item 12 – Brokerage Practices, TLM receives certain research and brokerage products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser’s interest in receiving

the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its clients. Please see Item 12 – Brokerage Practices, for further information on the Adviser’s “soft-dollar” practices, including the Adviser’s procedures for addressing conflicts of interest that arise from such practices.

TLCM pays a third-party solicitor for Fund Investor referrals whereby the third-party solicitor receives compensation attributable to the Fund Investors solicited and referred by the third-party solicitor to the Fund. If applicable, cash payments for client solicitations will be structured to comply with the requirements of Rule 206(4)-3 under the Advisers Act.

#### **Item 15 – Custody**

All Fund assets are held in custody by unaffiliated broker-dealers or banks; however, TLCM has access to client accounts since it or an affiliate serves as the investment manager or general partner of each Fund. Therefore, TLCM and the General Partner are deemed to have custody of client assets and intend to comply with Rule 206(4)-2 under the Advisers Act, by meeting the conditions of the pooled vehicle annual audit provision.

The books and records of the Funds will be audited at the end of each fiscal year by independent auditors selected by the General Partner. Limited partners will be furnished annually with audited year-end financial statements (within 90 days of the end of each fiscal year), including a statement of profit or loss for such fiscal year. Limited partners will also receive unaudited reports of the performance of the Fund quarterly.

#### **Item 16 – Investment Discretion**

The Adviser or one of its affiliates (typically the General Partner) provides investment advisory services on a discretionary basis to the Funds. TLCM has full investment and trading authority over all Fund accounts. Prior to assuming discretion in managing a Fund’s assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser’s discretion. The Adviser has the discretionary authority to determine the securities or other financial instruments and the amount of the securities or other financial instruments to be purchased or sold for the Funds. Where applicable, this discretion generally is subject only to the investment guidelines set forth in the governing documents of the applicable Fund.

Jesse Ro, the Portfolio Manager, has full discretion over the portfolio and trading decisions.

#### **Item 17 – Voting Client Securities**

TLCM has adopted Proxy Voting Policies and Procedures, which it believes are reasonably designed to identify the proxies upon which TLCM will vote, ensure that proxies are voted in the best interest of the Funds, and submit proxies promptly and properly in accordance with its fiduciary duties and Rule 206(4)-6 under the Advisers Act. TLCM’s policies and procedures contain procedures designed to address potential conflicts of interest that may arise between TLCM and the Funds. TLCM has sole and exclusive authority and responsibility to vote all proxies on behalf of the Funds. As such, the Funds may not direct how TLCM should vote on a particular proxy. Because TLCM provides investment advice to commingled

investment entities, individual investors in the Funds are not able to direct TLCM on how to cast a proxy vote.

If a material conflict of interest between the Adviser and the Funds exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the Funds or take some other appropriate action.

TLCM has entered into an agreement with Institutional Shareholder Services (“ISS”), an independent third party, for proxy voting services to provide TLCM with research on proxies and to facilitate the electronic voting of proxies. Although the voting of proxies remains the duty of TLCM, an adviser may contract with service providers to perform certain functions with respect to proxy voting so long as the adviser is comfortable that the proxy voting service is independent from the issuer companies on which it completes its proxy research. Accordingly, at a minimum annually, or more frequently as deemed necessary, the CCO will ensure that a review of the independence and impartiality of ISS is carried out, including obtaining certification or other information from ISS to enable TLCM to make such an assessment. The CCO will also monitor regulatory developments regarding the voting of proxies and the use of third-party proxy voting services and revise TLCM’s policies and procedures as necessary.

TLCM will provide a copy of its Proxy Voting Policies and Procedures and information about how the Adviser voted a client’s proxies to any Fund Investor or prospective investor upon request by contacting us at the telephone number listed on the cover page of this document.

#### **Item 18 – Financial Information**

TLCM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.