

**Item 1 – Cover Page**

**Part 2A of Form ADV  
Brochure for:**

**Longwood Capital Partners, LLC**

1301 Shoreway Road, Suite 350  
Belmont, CA 94002  
Phone: (650) 486-0800  
Email: [myu@longwoodcapitalpartners.com](mailto:myu@longwoodcapitalpartners.com)

**November 12, 2015**

**This Brochure provides information about the qualifications and business practices of Longwood Capital Partners, LLC (“Longwood” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at (650) 486-0800 or [myu@longwoodcapitalpartners.com](mailto:myu@longwoodcapitalpartners.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Longwood is registered with the SEC as an investment adviser. Registration of an investment adviser does not imply any certain level of skill or training.**

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

**References in this Brochure to products such as private investment funds are included *solely* for the purpose of describing the Firm’s advisory business. This Brochure is not intended as an offer of any of these products, which are privately offered only to qualified investors.**

## **Item 2 – Material Changes**

This Brochure dated November 12, 2015 contains the following material changes since the last annual update of Longwood's Brochure dated March 31, 2015:

- Item 1 is revised to update Longwood's address and contact information;
- Item 4 is revised to reflect Longwood's assets under management as of September 30, 2015; and
- Item 12 has been updated to disclose certain information about soft dollar arrangements Longwood currently has in place.

Please note that these Items only discuss material changes made since the last annual update of the Brochure.

### Item 3 – Table of Contents

Item 1 – Cover Page .....	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents .....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	4
Item 6 – Performance-Based Fees and Side-By-Side Management .....	5
Item 7 – Types of Clients .....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9 – Disciplinary Information .....	13
Item 10 – Other Financial Industry Activities and Affiliations.....	13
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	14
Item 12 – Brokerage Practices .....	15
Item 13 – Review of Accounts.....	19
Item 14 – Client Referrals and Other Compensation .....	19
Item 15 – Custody .....	19
Item 16 – Investment Discretion.....	20
Item 17 – Voting Client Securities .....	20
Item 18 – Financial Information.....	21

## Item 4 – Advisory Business

### A. Description of the Advisory Firm

Longwood Capital Partners, LLC (“Longwood” or the “Firm”), a Delaware limited liability company formed in July of 2011, provides investment management services to the Clients, as defined below. Richard Lin is the principal owner and Managing Member of Longwood. Longwood provides investment management services, directly or through its affiliates, to several privately-offered pooled investment vehicles (the “Funds”) as well as to separately managed accounts.

Longwood serves as the investment manager to the Funds. Longwood Capital Partners PR, LLC (the “PR LLC”), an affiliate of Longwood, serves as sub-adviser to the Funds. Similar arrangements apply with respect to the management of separately managed accounts.

Richard Lin is the Managing Member and Chief Investment Officer of both Longwood and the PR LLC. Accordingly, the PR LLC is under common control with Longwood and is a related person of Longwood. Longwood and the PR LLC collectively conduct a single advisory business and Longwood is filing a single Form ADV in reliance on the no action letter issued to the American Bar Association on January 18, 2012. The PR LLC and its employees and personnel will be subject to the Investment Advisers Act of 1940 (the “Advisers Act”) and the rules thereunder, and to all of Longwood’s compliance policies and procedures. Each of the personnel of the PR LLC will be deemed “persons associated with” Longwood (as that term is defined in section 202(a)(17) of the Advisers Act) and will be subject to SEC examination. As such, Longwood has aggregated the information contained within this Brochure to refer to, and include all information concerning, Longwood and the PR LLC. All references to Longwood in this Brochure should also be considered references to the PR LLC in the appropriate context.

### B. Types of Advisory Services

Longwood provides investment advice and management to the following privately placed investment funds (the “Funds”):

- (i) Longwood Opportunity Fund, LP (formerly Three Arch Opportunity Fund, LP), a Delaware limited partnership (“Longwood Opportunity Fund”);
- (ii) Longwood Opportunity Offshore Fund, Ltd. (formerly Three Arch Offshore Fund, Ltd.), a British Virgin Islands company (“Longwood Opportunity Offshore Fund”) that acts as a feeder fund to Longwood Opportunity Fund;
- (iii) Longwood Capital, LP, a Delaware limited partnership (“Longwood Capital” and together with Longwood Opportunity Fund, the “Domestic Funds”);
- (iv) Longwood Offshore, Ltd., a Cayman Islands exempted company that acts as a feeder fund to Longwood Capital (“Longwood Offshore” and together with Longwood Opportunity Offshore Fund, the “Offshore Funds”); and
- (v) Longwood Ventures, LP, a Delaware limited partnership (“Longwood Ventures”).

The Offshore Funds pursue their investment activities by investing all or a substantial portion of their assets in the Domestic Funds in a mini-master structure. Longwood Opportunity Fund and Longwood Capital invest on a side-by-side basis.

Longwood also provides investment advisory services to a separately managed account, and may in the future manage additional separately managed accounts (the “Separate Accounts”). Longwood may decide in the future to sponsor or manage additional private investment funds (collectively with the Funds and Separate Accounts, the “Clients”).

The Clients will seek to achieve capital appreciation by profiting from market inefficiencies using a value-oriented, absolute return approach. Longwood attempts to achieve superior risk-adjusted investment results over time through the successful implementation of Longwood’s investment philosophy. With respect to Longwood Ventures, Longwood intends to make the majority of its investments in private investments or offerings of public securities that may require restrictions on trading, including, but not limited to, investments in unregistered stock and reverse mergers and may also make follow-on investments to each initial investment in the discretion of Longwood.

There can be no assurance that the Clients will achieve this objective or that substantial losses will not be incurred. Please see Item 8 below for a more detailed description of the investment strategies pursued by the Clients and applicable risk factors.

The Funds offer interests (the “Interests”) to certain qualified investors as described in the response to Item 7 below (investors in the Funds, including prospective investors, are referred to herein as “Investors”).

**C. Client Tailored Services and Client Imposed Restrictions**

Advisory services are tailored to achieve the Clients’ investment objectives as described more fully in each Fund’s offering and governing documents or a Separate Account investment management agreement (the “Constituent Documents”). Generally, Longwood has the authority to select which and how many securities and other instruments to buy or sell without consultation with the Clients or their Investors.

With respect to the Funds, Longwood does not tailor its advisory services to the individual needs of Investors and Investors may not impose restrictions on investing in certain securities or types of securities. Each Fund’s Offering Memorandum and other Constituent Documents set forth such Fund’s investment strategy, including guidelines regarding the types of securities the Fund will invest in and portfolio limits and Investors generally do not have the right to specify, restrict, or influence their Funds’ investment objectives or any investment or trading decisions.

Separate Accounts are managed according to strategies that are similar to those of the Funds, but they may be subject to express investment restrictions or other special terms not applicable to the Funds and which are subject to negotiation with Separate Account Client.

In certain cases, Longwood has entered into side letter agreements with certain investors in the Funds (“Side Letters”) establishing rights under, or supplementing or altering the terms of, the Constituent Documents of the applicable Fund. Longwood may enter similar agreements in the future. Such Side Letters may cover many different topics, including without limitation: modified fee terms including fee waivers and reductions, the right to receive certain special allocations, modified notice or reporting requirements, and certain other matters relating to an investment in the applicable Fund. Longwood tracks all Side Letters that have been entered into with respect to each Fund to ensure that no investors are materially disadvantaged by the triggering of one or

more provisions of a Side Letter. Once invested in a Fund, Investors generally cannot impose additional investment guidelines or restrictions on such Fund.

D. Wrap Fee Programs

Longwood does not participate in wrap fee programs.

E. Assets Under Management

As of September 30, 2015, Longwood manages \$563,797,150 in assets on a discretionary basis. Longwood currently does not manage any assets on a non-discretionary basis.

## Item 5 – Fees and Compensation

### A. Fee Schedule

The fees and compensation payable to Longwood are negotiable and vary among its Clients. However, the range of compensation is generally as follows:

#### 1. Management Fee

Longwood typically receives a quarterly asset-based management fee calculated as a percentage of each Investor's capital account, payable quarterly in advance. The management fee for the Funds is generally equal to 0.50% quarterly (2.0% annually). From Separate Accounts, Longwood generally receives management fees that are subject to negotiation and may vary from those paid by the Funds.

#### 2. Incentive-Based Compensation

From the Funds other than Longwood Ventures (the "Hedge Funds"), Longwood generally receives an incentive allocation equal to a percentage of the net income allocated to each Investor for the year, but only to the extent net income allocated to that Investor exceeds any cumulative losses that were allocated to that Investor for earlier periods and that have not been recovered (a "High Watermark"). The incentive allocation for the Hedge Funds is generally equal to 20% of net profits (including both realized and unrealized gains and losses) of each Fund. From Longwood Ventures, Longwood receives a carried interest for each investment generally equal to 20% of the net distributions in excess of each Investor's aggregate capital contributions associated with such investment. From Separate Accounts, Longwood generally receives performance fees that are subject to negotiation and may vary from those paid by the Funds. Incentive allocation, carried interest, and performance fees are collectively referred to in this Brochure as "Incentive-Based Compensation."

Incentive-Based Compensation will only be charged to accounts of those Investors who are "qualified clients" as defined in Rule 205-3 of the Investment Advisers Act of 1940, as amended ("Advisers Act").

#### 3. Fee Comparison

Fees and other compensation are negotiable in certain circumstances and may be waived at the discretion of Longwood, and arrangements with any particular Investor or Client may vary. The expenses of the Clients, including the management fee and any Incentive-Based Compensation, may constitute a higher percentage of average net assets than would be found in other investment vehicles. Although Longwood believes its fees are competitive, lower fees for comparable services may be available from other investment advisers.

### B. Payment of Fees

For the Funds, management fees, Incentive-Based Compensation, and third-party fees (discussed below) are deducted from Clients' assets. Management fees, which are paid in advance, are withdrawn at the beginning of the quarter. Incentive allocations are allocated as of the last business day of the calendar year and as of any date on which an Investor makes a withdrawal or receives a

distribution from such Investor's capital account(s). Carried interest is deducted as investment proceeds are distributed. Arrangements with Separate Accounts may vary.

C. Third-Party Fees

The Clients shall generally pay such costs and expenses as Longwood shall reasonably determine to be necessary, appropriate, advisable or convenient to carry on its business and realize its objective, including but not limited to: (i) management fees; (ii) all general investment expenses (i.e., expenses which Longwood reasonably determines to be directly related to the investment of the Client's assets); (iii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation, compliance and consulting costs and expenses; (iv) fees, costs and expenses of third-party service providers that provide such services; and, (v) any extraordinary expenses, among other expenses.

Longwood's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Clients. Such charges, fees and commissions are exclusive of and in addition to Longwood's management fee, and Longwood shall not receive any portion of these commissions, fees, and costs. Investors should refer to the relevant Constituent Documents for a full disclosure of costs and expenses that may be borne by the Clients.

Please see Item 12 of this Brochure regarding brokerage.

D. Prepayment of Fees

Longwood will pro rate the management fee for Interests held for less than a full quarter. Prepaid but unearned fees are refunded to the Clients and/or Investors, as the case may be. Arrangements with Separate Accounts may vary.

E. Outside Compensation for the Sale of Securities

Neither Longwood nor its supervised persons accepts compensation for the sale of securities or other investment products outside of its association with Longwood .

**The foregoing responses to Items 5 represent Longwood's basic compensation arrangements. The management fees and incentive allocations described above are structured to comply with Rule 205-3 under the Advisers Act and applicable state laws.**

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

As discussed in Item 5.A., Longwood generally receives performance-based fees from its Clients in the form of Incentive-Based Compensation.

The receipt of Incentive-Based Compensation provides an incentive for Longwood to make riskier or more speculative investments on behalf of a Client than it might make otherwise. Notwithstanding this potential incentive, Longwood will evaluate investments in a manner that it considers to be in the best interest of its Clients, given those Clients' investment objectives, investment strategies, suitability of the investment, and risk profile.



To the extent that there may be differences in Longwood's compensation arrangements, such circumstances could create an incentive for Longwood to manage Client portfolios so as to favor a portfolio that pays performance-based compensation over one that does not. Notwithstanding this conflict, Longwood will allocate transactions and opportunities among the Clients' accounts in a manner it believes to be as equitable as possible, considering each Client's objectives, programs, limitations and capital available for investment.

### **Item 7 – Types of Clients**

Longwood provides investment advice and management to the Funds. In addition, Longwood provides investment advice to a separately managed account for a high net worth individual. In the future, Longwood may offer services to other funds and separate accounts.

Longwood intends to restrict the number of Investors in the Funds and will offer Interests only through non-public transactions in order to maintain the Funds' exclusion from the definition of "investment company" under the Investment Company Act of 1940, as amended (the "Investment Company Act").

Prospective Investors in the Funds must meet eligibility criteria, and are subject to certain withdrawal requirements and limitations. Prospective Investors are encouraged to thoroughly review the applicable Constituent Documents which set forth all of the terms in detail. Though certain of the Clients pursue the same or similar strategies, offering terms may differ. Terms for Separate Accounts are generally similar to the Funds, but can be negotiated on a case by case basis and may differ from those of the Funds.

Each Investor generally must be an "accredited investor" (as defined in Regulation D under the Securities Act of 1933), a "qualified client" (as defined in Rule 205-3 under the Advisers Act), as applicable, and must meet other criteria as specified in the Constituent Documents of each Fund.

Investors in Longwood Capital and Longwood Offshore must generally be "accredited investors" under Regulation D of the Securities Act and "qualified purchasers" as defined in Section 2(a)(51) of the Investment Company Act.

The minimum initial investment is \$250,000 (\$100,000 for Longwood Ventures), subject to waiver at the discretion of Longwood.

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

#### **A. Methods of Analysis**

Longwood's primary methods of analysis is fundamental analysis using financial newspapers and magazines; inspection of corporate activities; research materials prepared by others; corporate rating services; timing services; annual reports, prospectuses, filings with the SEC; evaluation of non-public information provided by prospective portfolio companies under an NDA; and company press releases.

**B. Investment Strategies**

Longwood's fundamental investment philosophy is summarized by a few tenets: bottom up analysis, absolute-value oriented investing, and a willingness to take a long-term perspective in a very short-term oriented market. Longwood believes that investment success also requires remembering that securities prices are not merely numbers on a web page but are fractional interests in — or claims on — companies.

Longwood feels that business fundamentals, not price quotations, convey useful information. Longwood employs a bottom up strategy by which individual investment opportunities are identified one at a time through fundamental analysis. Analyzing the quarterly and annual reports, interviewing management, customers, and competitors, and performing in depth industry diligence are standard processes that Longwood intends to employ to gain an assessment of the risk-return profile of an investment.

Longwood intends to employ a value approach to investing that is risk averse and focused on preserving capital over the long run.

With respect to Longwood Ventures, Longwood intends to make the majority of its investments in private investments or in public securities that may require restrictions on trading, including, but not limited to, investments in unregistered stock and reverse mergers (each, a "Special Investment Opportunity"). In addition, Longwood Ventures may make follow-on investments to each initial Special Investment Opportunity in the discretion of Longwood, as its General Partner.

Dr. Lin, the Managing Member of Longwood, has more than 16 years' experience investing in health care; thus, health care will be a sector in which the Clients intend to explore and make investments. However, the most important investment criterion for the Clients is not what sector the investment is in, but an in-depth understanding of the factors that might cause a company or security to be particularly undervalued in the market.

**C. Risks of Investments and Strategies Utilized**

**Investing in securities involves risk of loss that Clients and Investors should be prepared to bear.**

Relevant risk factors include:

**General Investment and Trading Risks.** Longwood may invest in securities and other financial instruments using strategies and investment techniques with significant risk characteristics. No guarantee or representation is made that this strategy will be successful. Longwood's investment program utilizes such investment techniques as option transactions, margin transactions, short sales, forwards, leverage and derivatives trading, the use of which can, in certain circumstances, maximize the adverse impact to which the Clients may be subject.

**Small- and Mid-Cap Risks.** A portion of the Clients' assets may be invested in securities of small-cap and mid-cap issuers. Securities of small-cap issuers may present greater risks than those of large-cap issuers. For example, some small- and mid-cap issuers often have limited product lines, markets, or financial resources. They may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research

analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers.

**Risks Associated with Investments in Distressed Securities.** Longwood may invest in “below investment grade” securities and obligations of domestic and non-U.S. issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These securities are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Some of these securities may not be publicly traded, and it therefore may be difficult to obtain information as to the true condition of such issuers. Additionally, in certain periods, there may be little or no liquidity in markets for these securities. Such investments also may be affected adversely by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court’s power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies’ securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies.

**Investing in High Yield Securities.** Longwood may invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in the over-the-counter marketplace, which is less transparent than the exchange-traded marketplace. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer’s inability to meet timely interest and principal payments.

**Commodities and Derivative Investments.** The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, the Client’s assets may also be subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties.

**Credit Default Swaps.** Longwood may invest in credit default swaps. A credit default swap is a contract between two parties which transfers the risk of loss if a company fails to pay principal or interest on time or files for bankruptcy. Swap transactions dependent upon credit events are priced incorporating many variables including the pricing and volatility of the common stock, potential loss upon default and the shape of the U.S. Treasury Market curve, among other factors. As such, there are many factors upon which market participants may have divergent views. It may also enter into credit default swap transactions, even if the credit outlook is positive, if it believes that

participants in the marketplace have incorrectly valued the components which determine the value of a swap.

**Convertible Securities.** The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the investment value of convertible securities. The conversion value of a convertible security is determined by the market price of the underlying common stock. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Clients is called for redemption, the Clients will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on Longwood's ability to achieve their client's investment objective.

**Exchange Traded Funds.** Exchange-traded funds ("ETFs") are a type of index fund bought and sold on a securities exchange. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile and ETFs have management fees that increase their costs. ETFs are also subject to other risks, including: (i) the risk that their prices may not correlate perfectly with changes in the underlying index; and (ii) the risk of possible trading halts due to market conditions or other reasons that, in the view of the exchange upon which an ETF trades, would make trading in the ETF inadvisable.

**Investments in Other Private Funds.** The investment performance of a fund investing in other funds is affected by the investment performance of the underlying funds in which the fund invests. If Longwood invests Client assets in other funds, the Clients are subject to the risks of the underlying funds' investments and subject to the underlying funds' expenses. There can be no assurance that the other funds will achieve their objectives or avoid substantial losses.

**PIPES and Other Restricted Securities.** Longwood may invest, to a limited extent, in private investments in public equity ("PIPE") financings. In a PIPE transaction, typically purchased are unregistered equity securities of a class of securities that is publicly traded and receives registration rights with respect to the unregistered securities. The securities are not publicly tradable when it is initially purchased and/or may never become publicly tradable.

Longwood may also invest in restricted securities that are subject to substantial holding periods or that are not traded in public markets. Restricted securities generally are difficult or impossible to sell at prices comparable to the market prices of similar securities that are publicly traded. It is highly speculative as to whether and when an issuer will be able to register its securities so that they become eligible for trading in public markets.

**Futures, Commodities, and Derivative Investments.** The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other

things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, the Clients' assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties.

**Highly Volatile Markets.** The prices of financial instruments in which Longwood may invest can be highly volatile. Price movements of forward and other derivative contracts in which the Clients' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The Clients are subject to the risk of failure of any of the exchanges on which their positions trade or of its clearinghouses.

**Use of Leverage and Financing.** Longwood may leverage Client's capital if it believes that the use of leverage enable the Clients to achieve a higher rate of return. Accordingly, Longwood may pledge securities in order to borrow additional funds for investment purposes. Any event which adversely affects the value of an investment for the Clients would be magnified to the extent the Clients are leveraged. The cumulative effect of the use of leverage by Longwood in a market that moves adversely to the Clients' investments could result in a substantial loss to the Clients which would be greater than if the Clients were not leveraged.

**Hedging Transactions.** Longwood is not required to attempt to hedge portfolio positions for the Clients and, for various reasons, may determine not to do so. Furthermore, Longwood may not anticipate a particular risk so as to hedge against it. While Longwood may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Clients than if they had not engaged in any such hedging transactions. For a variety of reasons, Longwood may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Clients from achieving the intended hedge or expose the Clients to risk of loss.

**Derivatives and Hedging.** Longwood may invest and trade in a variety of derivative instruments, both to hedge the Clients' portfolios and for profit. Derivatives are financial instruments or arrangements in which the risk and return are related to changes in the value of other assets, reference rates or indices. Longwood's ability to profit or avoid risk through investment or trading in derivatives will depend on its ability to anticipate changes in the underlying assets, reference rates or indices.

**Short Selling.** Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Clients of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position are

available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

**Forward Trading.** Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. Disruptions can occur in any market traded by Longwood due to unusually high trading volume, political intervention or other factors. Market illiquidity or disruption could result in major losses to the Clients.

**Limited Diversification.** The Clients’ investments are primarily focused geographically in North American countries. Furthermore, broad diversification of investments in number or by industry or geography is not a primary investment objective of Longwood. This limited diversity could expose the Clients to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those investments.

**Non-U.S. Securities.** Investments in securities of non-U.S. issuers pose a range of potential risks which could include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers.

**Emerging Markets.** In addition to the risks associated with investments outside of the United States, investments in emerging markets (i.e., the developing countries) may involve additional risks. Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighboring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market securities, little or no market may exist for the securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices.

**Illiquid Investments.** Longwood may invest in securities and other assets, which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and Longwood may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale.

**Counterparty Risk.** Some of the markets in which Longwood may effect its transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes the Clients 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 (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Clients to suffer a loss.

**Residential Mortgage-Backed Securities.** The Clients' investment portfolios may also include residential mortgage-backed securities ("RMBS"). The loans underlying these securities have had in many cases higher default rates than those loans that meet government underwriting requirements. RMBS may be backed by subprime mortgage loans. Due to the higher delinquency rates and losses associated with subprime mortgage loans, the performance of the Client's RMBS could be correspondingly adversely affected.

**Asset-Backed Securities.** The Clients may invest in asset-backed securities other than RMBS that are backed by consumer debt ("ABS"). The underlying assets and loans are subject to prepayments that shorten the securities' weighted average life and may lower their returns. If the credit support or enhancement is exhausted, losses or delays in payment may result if the required payments of principal and interest are not made. The value of these securities also may change because of changes in the market's perception of the creditworthiness of the servicing agent for the pool, the originator of the pool, or the financial institution providing the credit support or enhancement.

**Commercial Mortgage-Backed Securities.** The Clients may invest in Commercial Mortgage-Backed Securities ("CMBS") issued or guaranteed by the U.S. Government, its agencies or instrumentalities, or private issuers such as banks, insurance companies, and savings and loans. These securities are often subject to more rapid repayment than their stated maturity dates would indicate as a result of principal prepayments on the underlying loans. This can result in significantly greater price and yield volatility than with traditional fixed-income securities. During periods of declining interest rates, prepayments can be expected to accelerate which will shorten these securities' weighted average life and may lower their return. Conversely, in a rising interest rate environment, a declining prepayment rate will extend the weighted average life of these securities which generally would cause their values to fluctuate more widely in response to changes in interest rates.

The value of these securities also may change because of changes in the market's perception of the creditworthiness of the federal agency or private institution that issued them. In addition, the CMBS market in general may be adversely affected by changes in governmental regulation or tax policies.

**Highly Concentrated Portfolio.** With respect to Longwood Ventures, Longwood may invest in a limited number of Special Investment Opportunities, and may dedicate a significant portion, or all of, its assets to a single Special Investment Opportunity, in the sole discretion of Longwood. The market risk and volatility to which a concentrated portfolio is exposed generally is greater than, and may be substantially greater than, the market risk and volatility of a diversified portfolio. As a result, the investment portfolio of Longwood Ventures may be subject to more rapid changes in value than would be the case if it was required to maintain a wide diversification among issuers, industries, geographic areas, capitalizations or types of securities.

**Control Position Risk.** Certain of Longwood Ventures' investments may allow it to acquire control or exercise influence over management and the strategic direction of the company. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise management and other types of liability in which the limited liability

characteristic of business operations may be ignored. The exercise of control could expose Longwood Ventures to claims by such companies, their shareholders and their creditors.

**More information about the Client's investments and the associated risk factors is available in the Constituent Documents.**

**The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment with Longwood. Prospective Investors and Separate Account Clients should read the entire Brochure as well the Constituent Documents, other materials that may be provided by Longwood and consult with their own advisers prior to engaging Longwood's services.**

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

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Longwood or the integrity of its management. Longwood has no information applicable to this Item.

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

**A. Registration as a Broker-Dealer or Broker-Dealer Representative**

Neither Longwood nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

**B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither Longwood nor any of its management persons are registered, or have an application pending to register, as futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

**C. Relationships Material to this Advisory Business and Possible Conflicts of Interest**

Richard Lin, the Managing Member of Longwood, is a former employee of Three Arch Partners, a family of venture capital funds. Under an administrative services agreement between Longwood and Three Arch Partners, Three Arch Partners has in the past provided office space, and may continue to provide certain administrative and support services to Longwood. Longwood and the Funds are not affiliated with Three Arch Partners. The “Three Arch” mark is being used by the Funds courtesy of a license agreement from Three Arch Partners.

Longwood will use its best efforts in meeting the investment objectives of their Clients while Mr. Lin will devote as much of his time and effort to the affairs of the Funds and other Clients as he deems necessary and appropriate to accomplish the purposes of the Clients. Mr. Lin may have certain conflicts of interest resulting from Three Arch Partners being engaged in the venture capital business and his remaining financial interests relating thereto. In general, Longwood will seek to resolve any such conflicts of interest equitably over time. However, Longwood cannot assure investors that the existence of such conflicts will not adversely affect the Clients. The Clients may be



precluded from investing in issuers that are a Three Arch Partners portfolio company due to exposure to material nonpublic information through Mr. Lin's prior Three Arch Partners activities.

Longwood and PR LLC also provide advice to other unaffiliated investment advisers with respect to deal sourcing and evaluation of potential investments under consideration by such unaffiliated investment advisers and are compensated for such activities. Such investment opportunities are generally separate from and not within the investment universe of any of Longwood's Clients, but in certain situations may present co-investment opportunities alongside such unaffiliated investment advisers for investment opportunities that are deemed to be suitable for Longwood's Clients. Such relationships pose potential conflicts of interest due to the fact that the personnel of Longwood and PR LLC will devote time to such activities and receive compensation for doing so. Although the types of investments pursued by such other investment advisers will generally not overlap with the investment activities of Longwood's Clients, there can be no assurance that Longwood will not be prevented from (a) pursuing investment opportunities otherwise appropriate for Longwood's Clients or (b) disposing of existing investments held by Longwood's Clients as a result of information received about the holdings or transactions of such unaffiliated investment advisers or by virtue of any contractual relationships with such unaffiliated investment advisers.

**D. Selection of Other Advisors or Managers**

Longwood has delegated certain portfolio management and Chief Investment Officer services for the Clients to the PR LLC, a Commonwealth of Puerto Rico limited liability company and an affiliate of Longwood. As noted in Item 4 above, the PR LLC serves as sub-adviser to the Funds managed by Longwood and may serve in a similar capacity to Separate Accounts or to other Funds, products or offerings made available in the future. The PR LLC is not separately registered as an investment adviser with the SEC or any state securities authority. Rather, the PR LLC is a "relying adviser" of Longwood, and accordingly, all of its investment advisory activities are subject to the Advisers Act and the rules thereunder and to Longwood's compliance policies and procedures.

Aside from PR LLC, Longwood does not utilize nor select other advisors or third party managers. All Client assets are managed by Longwood or PR LLC.

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

**A. Code of Ethics**

Longwood has adopted a Code of Ethics (the "Code"). The Code governs the activities of Longwood's "Access Persons," which generally include each member, officer, director of Longwood and any employee or other supervised person of Longwood who (i) has access to non-public information regarding the securities transactions or holdings of any Client, or (ii) is involved in making securities recommendations to Clients, or has access to such recommendations that are non-public. Longwood holds its Access Persons to a high standard of integrity and business practices that reflects its fiduciary duty to its Clients. In serving its Clients, Longwood strives to avoid conflicts of interest or the appearance of conflicts of interest in connection with the personal trading activities of its Access Persons and Clients' securities transactions. When Access Persons engage in personal

securities transactions, they must adhere to the following general principles as well as to the Code's specific provisions: (a) at all times the interests of its Clients must be paramount; (b) personal transactions must be conducted consistent with the Code in a manner that avoids any actual or potential conflict of interest; and (c) no inappropriate advantage should be taken of any position of trust and responsibility. Access Persons have certain trading restrictions and reporting obligations of their personal securities transactions. Each Access Person is provided with a copy of the Code and must annually certify that they have received it and have complied with its provisions. In addition, any Access Person who becomes aware of any potential violation of the Code is obligated to report the potential violation to the Chief Compliance Officer.

Longwood will provide a copy of its Code of Ethics to current and prospective Investors and Clients upon request. Such a request may be made by submitting a written request to Longwood at the address on the cover page to this Brochure.

**B. Recommendations Involving Material Financial Interests**

Neither Longwood nor its related persons recommends to Clients, or buys or sells for Clients' accounts, securities in which Longwood or a related person has a material financial interest.

**C. Investing Personal Money in the Same Securities as Clients**

Although Longwood's policies and procedures generally prohibit its Access Persons and related persons from trading in the same instruments that Longwood buys or sells for its Clients' accounts, there may be limited circumstances in which Longwood, its Access Persons and/or the related persons may also personally buy or sell the same instruments, such as securities or options on securities, that Longwood buys or sells for Client Accounts, or are subsequently bought for Clients' accounts because of Longwood's recommendations regarding a particular security. Longwood's policy as to such transactions prohibits both Longwood and any of its Access Persons or related persons to benefit from price movements that may be caused by transactions for Clients' accounts or otherwise. Longwood addresses this conflict by requiring Access Persons to sign and adhere to Longwood's Code of Ethics and to obtain authorization prior to the purchase or sale of any security held in Clients' accounts, and to report personal securities holdings and transactions to Longwood.

**D. Trading Securities At/Around the Same Time as Clients' Securities**

As discussed above, from time to time, Longwood, its Access Persons, or related persons of Longwood may buy or sell securities for themselves only with pre-authorization from the Chief Compliance Officer. Longwood will document any transactions that can be construed as conflicts of interest and will always transact Clients' business before the business of its Access Persons and/or related persons when similar securities are being bought or sold.

## **Item 12 – Brokerage Practices**

**A. Factors Used to Select or Recommending Broker-Dealers**

Longwood has discretion as to the placement of brokerage transactions (and accordingly, the commission rates paid) for Client accounts with or through such brokers or dealers as it may deem appropriate. It is the policy and practice of Longwood to strive for the best price and execution that

are competitive in relation to the value of the transaction ("best execution"). In selecting a broker, dealer or other intermediary, Longwood will consider such factors that in good faith and judgment it deems reasonable under the circumstances, including without limitation: (1) price; (2) a brokerage firm's research and investment ideas that directly impact the Client's portfolio; (3) a firm's ability to properly execute any orders (based on the size of the trade and its complexity to execute); and (4) the operational aspects of a brokerage firms' back office and custodian or other administrative services.

Longwood acknowledges its obligation to seek the best execution reasonable within the circumstances of a trade. However, Longwood does not obligate itself to obtain the lowest commission or best net price for an account on any particular transaction. Longwood believes that the broker-dealers that it selects and recommends for Client transactions provide competitive transaction and custody costs, helping clients to eliminate or control costs and optimize the custodial structure to the benefit of account holders. When possible, Longwood seeks to pre-negotiate preferred terms for its clients providing clients with the benefits associated with the economy of scale and custodial knowledge of the firm.

#### 1. Research and Other Soft Dollar Benefits

In selecting brokers or dealers to execute transactions, Longwood need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Longwood may select a broker-dealer in recognition of the value of various services or products, beyond transaction execution, that such broker-dealer provides where, considering all relevant factors, it believes the broker-dealer can provide best execution. The amount of compensation paid to such broker-dealer may be higher than what another, equally capable broker-dealer might charge. Selecting a broker-dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with "soft dollars."

Longwood currently has a soft dollar arrangement in place with BTIG, LLC and anticipates entering into additional such arrangements in the future to the extent that doing so is believed to be in the best interest of the Funds. Broker-dealers with which we establish soft dollar arrangements generally establish "credits" based on past transactional business, which will be used to pay for specified expenses, as described below. Although customary, these arrangements present potential conflicts of interest in allocating securities transactional business to broker-dealers in exchange for soft dollar benefits, including an incentive to select a broker-dealer based on Longwood's interest in receiving research or other products or services, rather than on the Funds' interest in receiving the most favorable execution.

In accordance with the safe harbor provided by Section 28(e) of the Securities Exchange Act, Longwood may use soft dollars to acquire a variety of research and brokerage services and products from a broker-dealer, provided that the commissions paid are reasonable in light of the value of the brokerage and research products or services provided, as determined by Longwood in good faith. Longwood will generally limit the use of "soft dollars" to obtain research and brokerage services which constitute eligible research and brokerage within the meaning of Section 28(e).

For these purposes, eligible "brokerage" services and products are those used to effect securities transactions for the Funds or to assist in effecting those transactions, such as execution, clearing,

and settlement of securities transactions and other functions incidental thereto. Eligible “research” products and services include advice, analyses, or reports that provide lawful and appropriate assistance to Longwood in making investment decisions for the Funds.

Research products and services Longwood expects to receive include not only a wide variety of reports, charts, publications and proprietary data on such matters as market conditions and projections, analyses of particular industries, companies or securities, pre-trade and post-trade analytics (including trade analytics transmitted through an order management system), and trade analytical software but also attendance at conferences sponsored by brokers, meetings with management representatives from companies we are covering, discussions with research analysts and specialists, research on optimal execution venues and trading strategies, and advice on order execution, execution strategies, market color, and the availability of buyers and sellers (and the software that provides these types of market research). Such research products and services are received primarily in the form of written reports, financial publications, and data services (such as Bloomberg, FactSet, and Thomson Eikon), as well as expert consultations relating to current or prospective Fund investments. In addition, certain aspects of Longwood’s order management system are paid for with soft dollars, as further described below.

Brokerage products and services Longwood expects to receive include: communications and connectivity services related to execution, clearing, and settlement of securities transactions, trading software used to route orders to market centers or direct market access systems, software that provides algorithmic trading strategies, and certain eligible post-trade services incidental to transaction execution, such as electronic communication of allocation or settlement instructions.

In the event any products or services obtained by Longwood with client commissions have “mixed uses,” (i.e., for research and non-research purposes), Longwood will make a good faith and reasonable allocation of the cost of the product according to its use, in accordance with the SEC’s interpretive guidance. Although Longwood will make a good faith and reasonable allocation of the eligible costs of the product or service for brokerage or research, the allocation determination itself poses a potential conflict of interest since Longwood may have an incentive to overestimate the soft dollar portion allocated to the “mixed use” product or service in order to avoid paying for such brokerage or research with hard dollars.

For example, Longwood’s order management system (OMS) consists of various components some of which are eligible research or brokerage and some of which are not. Longwood may pay soft dollars for those portions of the OMS that meet the eligibility criteria for either research or brokerage, and provide lawful and appropriate assistance with respect to Longwood’s relevant responsibilities, provided that the amount of soft dollars paid is reasonable in relation to the value of those services provided, and subject to a proper and reasonable mixed-use allocation. The particular functions of Longwood’s OMS that are likely to fall within the safe harbor and for which Longwood may pay soft dollars include: research reports or software which meet the eligibility criteria for “research” (described above); trading software or functionality used in a manner consistent with the eligibility criteria for “brokerage” (described above); and direct lines connecting the OMS with a broker-dealer. By contrast, those functions and components of the OMS that do not meet the eligibility criteria (and for which Longwood will pay using “hard” dollars) include: system hardware, peripherals, cables, and accessories; compliance, administrative, or recordkeeping

functions; connectivity for other than trading purposes; and non-research software and other functions that do not relate to Longwood's research or investment management decision-making process.

2. Brokerage for Client Referrals

Longwood does not consider, in selecting or recommending broker-dealers, client referrals from a broker-dealer. Longwood may receive referrals in the future and, if it does, it will appropriately amend this Brochure.

3. Directed Brokerage

Longwood does not have any "directed brokerage" arrangements with the Funds. Longwood has complete discretion in deciding what brokers and dealers the Funds will use and in negotiating the rates of compensation the Funds will pay.

Currently, no Separate Account clients direct Longwood to use a specific broker-dealer to execute transactions for that account. Longwood may accept directed brokerage from Separate Accounts in the future. When Longwood is directed to use a particular broker-dealer, it is not able to negotiate commission levels or obtain discounts which otherwise may be available to Longwood. In addition, a client that directs Longwood to use a specific broker may not be able to participate in aggregate securities transactions and may trade after such aggregate transactions and receive less favorable pricing and execution. As a result, such clients may pay higher commissions and mark-ups than would otherwise be the case pay if Longwood had discretion to select broker-dealers other than those that the client chooses.

B. Aggregating Trading for Multiple Client Accounts

Longwood may (but is not required to) combine orders on behalf of one Client account with orders for other Client accounts for which it or its principals have trading authority. When it does, Longwood will generally allocate the securities or proceeds arising out of those transactions (and the related transaction expenses) on an average price basis among the various participants. Longwood believes combining orders in this way will, over time, be advantageous to all participants. However, the average price could be less advantageous to a Client than if that Client had been the only account effecting the transaction or had completed its transaction before the other participants. Because of Longwood's relationship to the Clients it manages by virtue of its position as an investment manager, there may be circumstances in which transactions for those entities may not, under certain laws, regulations and internal policies, be combined with those of some of Longwood's and its affiliates' other Clients, which may result in less advantageous execution for those Clients.

Longwood may place orders for the same security for different Clients at different times and in different relative amounts due to differences in investment objectives, cash availability, size of order and practicability of participating in "block" transactions. The level of participation by different Clients in the same security may also be dependent upon other factors relating to the suitability of the security and exposure levels for the particular Client.

In addition, Longwood and/or its related persons or Clients may buy or sell specific securities for its own account that are not deemed appropriate for Clients' accounts at the time, based on

personal investment considerations that differ from the considerations on which decisions as to investments in clients' accounts are made. Where execution opportunities for a particular security are limited, Longwood attempts in good faith to allocate such opportunities among Clients in a manner that, over time, is equitable to all clients.

### **Item 13 – Review of Accounts**

A. Frequency and Nature of Periodic Review and Who Makes Those Reviews

Longwood reviews Clients accounts on a regular, but no less than monthly basis to ensure consistency with the Client's strategy and performance objectives. Asset allocation, cash management, market prospects and individual issue prospects are considered. The reviews are conducted by Richard Lin, Managing Member of Longwood.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may take place more frequently if triggered by economic, market, or political conditions.

C. Content and Frequency of Regular Reports

Investors in the Funds will generally receive unaudited reports of performance quarterly and will receive audited year-end financial statements annually. Arrangements with Separate Accounts may vary.

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

A. Economic Benefits Provided by Third Parties

Longwood does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Clients. Please refer to Item 10 above for information relating to certain of Longwood's financial industry activities and affiliations.

B. Compensation to Non-Advisory Personnel for Client Referrals

Currently, neither Longwood nor its related persons directly or indirectly compensates any person who is not advisory personnel for Client referrals. If in the future Longwood enters into such arrangements, this Brochure will be appropriately amended.

### **Item 15 – Custody**

Longwood is considered to have "custody" of the Funds' assets based on the fact that it (or its affiliate) serves as the general partner of certain of the Funds. To the extent that Longwood has the authority to withdraw fees from Separate Accounts, Longwood will be deemed to have custody of Separate Account assets as well. Currently, Separate Account Clients are billed separately for fees and Longwood maintains Client funds and securities with independent qualified custodians.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, Longwood will ensure that the Funds are subject to annual audit by an independent public accountant that is registered with, and

subject to regular inspection by, the Public Company Accounting Oversight Board in accordance with its rules and that the Funds' audited financial statements prepared in accordance with generally accepted accounting principles are distributed to all investors within 120 days of the end of each fiscal year. The Funds are also subject to audit upon liquidation and the audited financial statements are distributed to all investors promptly after the completion of such audit. Investors should carefully review such audited financial statements.

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

The Constituent Documents generally authorize Longwood to invest and trade the Clients' assets in a broad range of investments, to be selected at Longwood's sole discretion, with no specific limitations as to type, amount, concentration, or leverage. Further, Longwood may enter into any type of investment transaction and employ any investment methodology or strategy it deems appropriate.

Pursuant to the Clients' governing documents, each Investor designates Longwood as its attorney-in-fact to execute, certify, acknowledge, file, record and swear to all instruments, agreements and documents necessary or advisable to carrying out the Clients' business and affairs, including execution of the Clients' governing documents. An Investor's execution of a Client's subscription agreement or, an investment management agreement in case of Separate Accounts, constitutes its execution of the Client's governing documents.

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

Longwood exercises voting authority over Client proxies and has adopted proxy voting policies and procedures in accordance with Rule 206(4)-6 of the Advisers Act. The policies require Longwood to vote proxies received in a manner consistent with the best interests of the Client.

The policies also require Longwood to vote proxies in a prudent and diligent manner intended to enhance the economic value of the assets of the Clients. However, the policies permit Longwood to abstain from voting proxies in the event that the Clients' economic interest in the matter being voted upon is limited relative to the Clients' overall portfolio or the impact of the Clients' vote will not have an effect on its outcome or on the Clients' economic interests.

Certain of Longwood's proxy voting guidelines are summarized below:

- Longwood generally votes for: uncontested director nominees recommended by management; the election of auditors recommended by management, unless a dispute exists over policies; limiting directors' liability; and eliminating preemptive rights.
- Longwood generally votes against proposals to: entrench the board or adopt anti-takeover measures; proposals to provide cumulative voting rights; and social issues.

Although many proxy proposals can be voted in accordance with Longwood's proxy voting guidelines, some proposals will require special consideration, and Longwood will make a decision on a case-by-case basis in these situations, including proposals to: eliminate director mandatory

retirement policies; rotate annual meeting locations and dates; grant options and stock to management and directors; and indemnify directors and/or officers.

Where a proxy proposal raises a material conflict between Longwood's interests and the interests of the Clients, Longwood will seek to resolve the conflict in the best interest of the Clients.

Clients may obtain a copy of Longwood's complete proxy voting policies and procedures upon request. Clients may also obtain information about how Longwood voted any proxies on behalf of their account(s).

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

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Firm's financial condition. Longwood has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of a bankruptcy proceeding.

A.     Balance Sheet

Longwood does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this Brochure.

B.     Financial Condition

Longwood has discretionary authority over the Client's assets. At this time, neither Longwood nor its management persons have any financial conditions that are likely to reasonably impair its ability to meet contractual commitments to Clients.

C.     Bankruptcy Petitions in Previous Years

Longwood has not been the subject of a bankruptcy petition.