

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

**TREE CAPITAL, LLC**

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**September 30, 2014**

This brochure provides information about the qualifications and business practices of Tree Capital LLC. If you have any questions regarding the contents of this brochure, please contact us at 646-217-0471 or via email, [robert.munro@treecapital.com](mailto:robert.munro@treecapital.com).

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 Tree Capital LLC can also be found on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This brochure replaces our previously filed brochure dated February 18, 2014. This Item 2 continues to reflect a new trade error policy which was first presented in our February 18, 2014 Brochure and is further discussed in Item 12 – Brokerage Practices. The new trade error policy requires Tree Capital to indemnify clients for trading mistakes made by employees of Tree Capital and made in good-faith resulting in a client loss, on an individual trade basis, equal to or greater than \$50,000. Our previous policy did not require any indemnification for good faith trade errors. In addition, this Brochure reflects changes in the firm's ownership effective September 1, 2014, which are discussed more fully in Item 4.

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#### Item 4 – Advisory Business

Tree Capital, LLC (“Tree Capital”), a Delaware limited liability company, was formed in December 2008, and began advising clients in May 2009. Tree Capital GP, LLC (“Tree Capital GP”), an affiliate of Tree Capital serves as the general partner to certain private funds organized as limited partnerships. Mr. Luiz Carvalho, Mr. Ignacio Arnau Bru and Mr. Serge Marquie are the principal owners and managing members of Tree Capital and Tree Capital GP.

Tree Capital serves as the investment adviser to six private funds, (each a “Fund” and collectively the “Funds” and “Advisory Clients”). The Funds are organized into two master-feeder structures as follows:

<u>Master Funds:</u>	Tree Capital Master Fund, Ltd (A Cayman Islands Exempted Company)	Tree Capital Master Fund II, Ltd (A Cayman Islands Exempted Company)
<u>Feeder Funds:</u>	Tree Capital Equity Fund I, Ltd (A Cayman Islands Exempted Company) Tree Capital Equity Fund I, LP (A Delaware limited partnership)	Tree Capital Equity Fund II, Ltd (A Cayman Islands Exempted Company) Tree Capital Equity Fund II, LP (A Delaware limited partnership)

Tree Capital also serves as the investment manager and trading adviser to a separate private fund sponsored by a nonaffiliated entity.. Tree Capital considers this separate private fund as a separately managed account (“SMA”) as it is not involved in the management or operation of the SMA except for implementing investment decisions pursuant to an investment management agreement. The SMA has placed certain restrictions on the Adviser relating to (1) the specific types of investments or asset classes that may or may not be purchased; (2) the nature of the issuers of investments that may or may not be and (3) the risk profile of instruments that may or may not be purchased, or the risk profile of the SMA as a whole. The Funds and SMA represent all of Tree Capitals clients (collectively the “Advisory Clients”).

Tree Capital advises all Advisory Clients primarily focusing on investing in long and short equity securities of Latin American companies. Tree Capital does not tailor its advisory services to the individual needs of its Advisory Clients or the underlying investors in the Funds (“Fund Investors”). Except for certain SMA restrictions, Tree Capital does not accept investor-imposed investment restrictions.

Tree Capital and Tree Capital GP have filed a Claim of Exemption (the “Exemption”) from registration as a Commodity Pool Operator (“CPO”) with the United States Commodity Futures Trading Commission (the “CFTC”). The Exemption requires that at all times Advisory Clients either (1) have no more than 5% of assets used to establish commodity interest positions or (2) the notional value of commodity interest positions does not exceed 100% of each Advisory Clients’ liquidation value.

As of August 31, 2014, Tree Capital manages approximately \$146 million in net assets on a discretionary basis. Tree Capital does not manage assets on a non-discretionary basis.

## Item 5 – Fees and Compensation

Each Fund is responsible for various fees and expenses including management fees (which are paid quarterly in advance directly from each Fund), performance-based fees, legal, accounting, audit and tax, other professional expenses, administration fees, (all of which may be provided by personnel affiliated with the Adviser), research expenses (including research-related travel), investment/trading expenses (such as commissions, interest on margin accounts, stock loan fees and other indebtedness), custodial fees, and bank service fees. Each Feeder Fund will be charged its pro rata share of their respective Master Fund's expenses and other reasonable expenses related to the purchase, sale or transmittal of a Fund's assets.

Investors are encouraged to refer to each Fund's offering documents for a more detailed discussion of the various fees and expenses associated with each Fund.

The SMA is responsible for various expenses including management fees, performance-based fees, investment/trading expenses (such as commissions, interest on margin accounts, stock loan fees and other indebtedness), custodial fees, and bank service fees, limited research expenses (including research-related travel). To the extent that certain SMA expenses are also applicable to the Funds, such expenses will be incurred by the SMA on a pro-rated basis with the applicable Funds.

See [Item 12, Brokerage Practices](#) for a detailed discussion of Tree Capital's brokerage practices.

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

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

As discussed in Item 5, Fees and Compensation, Tree Capital receives performance-based compensation from its Advisory Clients. The fact that Tree Capital is compensated based on the trading profits may create an incentive to make investments on behalf of its Advisory Clients that are riskier or more speculative than would be the case in the absence of such compensation. In addition, the performance based compensation received by Tree Capital is based primarily on realized and unrealized gains and losses. As a result, Tree Capital may receive a performance allocation reflecting unrealized gains at the end of a year that is not subsequently recognized by the Funds. Tree Capital is involved with the valuation of securities held by the Funds, which in turn determines the calculation of the management fee and the performance allocation it receives. This creates an incentive for Tree Capital to increase the value of the assets during the valuation process. Tree Capital addresses this conflict of interest by engaging an independent third-party administrator to value those securities for which there are readily available market quotations. In addition, the Funds are subject to annual audits by an independent public accounting firm.

When Tree Capital and its investment personnel manage more than one client account, a potential exists for one client account to be favored over another client account. Tree Capital and its investment personnel have a greater incentive to favor client accounts that pay Tree Capital (and indirectly the portfolio manager) higher performance-based compensation, or in which Tree Capital's personnel have more significant investments. Tree Capital has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts. Tree Capital reviews investment decisions for its clients on a regular basis in order to ensure that the Funds and SMA (which have substantially similar investment objectives) are treated equitably. The performance of similarly managed portfolios is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, Tree Capital has implemented an investment allocation policy and Tree Capital regularly reviews its trade allocations to ensure they are made in a manner that is fair and equitable to all clients (as described in Item 12 – Brokerage Practices).

#### **Item 7 – Types of Clients**

As noted in Item 4, Advisory Business, Tree Capital only provides investment advisory services to the Funds and SMA. The SMA and all Fund Investors are Qualified Purchasers.

The minimum initial investment is \$250,000 for Tree Capital Equity Fund I, LP & Tree Capital Equity Fund I, Ltd. The minimum initial investment is \$500,000 for Tree Capital Equity Fund II, LP & Tree Capital Equity Fund II, Ltd. All minimum's are subject to waiver at the discretion of Tree Capital and/or Tree Capital GP.

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

### **Investment Strategy**

Tree Capital has broad trading authority. However, Tree Capital will primarily buy and sell shares of publicly listed companies in Latin America. Based on an intensive focus on fundamental research, Tree Capital will look for what, in its judgment, are the best risk/return opportunities in the region. The selection will be made independent of industry, index weight or size of the company, but always satisfying clearly established portfolio parameters for liquidity, diversification and industry exposure. However, Tree Capital may invest in certain non-listed and otherwise illiquid securities, which generally will be equity or equity linked securities but may also be fixed income in nature.

Advisory Client portfolios will be pan-regional (investing in several Latin American countries and not simply one or two countries) and Tree Capital will seek to have diversified exposure to the region. Tree Capital has explicit parameters requiring regional diversification, although, over time, these parameters might change as opportunities shift across the region. Tree Capital will also have strict liquidity parameters and will seek to search for investment opportunities within those liquidity parameters.

Tree Capital is agnostic with respect to company size and is strict about its liquidity parameters. However, existing market conditions may influence Tree Capital towards higher weightings in certain size companies.

### **Method of Analysis**

Tree Capital uses a fundamentally driven research process that combines macro-economic analysis, industry research and deep due diligence of company specifics. Once fundamental views are developed, Tree Capital searches for mispriced opportunities both on the long and short side to build the portfolio. In general, the Investment Manager will look to take industry exposure depending on its developed industry view, its opinion of the companies in that industry and valuations.

Macro: Tree Capital actively analyzes the macro factors affecting countries, industries and companies in the region. These macro factors, include, but are not limited to: economic growth, inflation, trade (export and import), current account results, level of short and long term interest rates and the general availability of credit, external fund flows, local currency trends and the health of the local financial system. In addition, Tree Capital will also assess other factors such as political climate, changes in the regulatory environment, modifications in the tax regime, policies towards trade and investment, development of local capital markets and changes in the legal/institutional framework that might have a significant impact on the general environment for investment. This top down analysis helps Tree Capital decide the net and gross exposure of the portfolio, country allocations, and the industries/sectors that might be positively or negatively affected by the macro environment.

Industry: Tree Capital's industry analysis goal is to thoroughly understand the economics of the sector and how it is affected by the economic and political environment. This assessment involves understanding the drivers of demand and supply and how these may change. The analysis of factors such as the social and economic trends which affect the demand for the industry's products or services, intensity of the competition, barriers to entry, legislative or regulatory forces facing the industry, general pricing and profitability trends and consolidation trends. The process relies heavily on global and regional comparisons within industries.



Company Analysis: Tree Capital's methodology includes a rigorous fundamental qualitative and quantitative analysis of the company. This involves understanding a company's specific market position, its portfolio of product and services, the concentration of the client base, sales trends, diversification of revenues sources, currency exposure, trends by product and service and pricing. Also, specific attention is given to analysis of expenses and their impact on operating margins. This analysis involves the understanding of variable and fixed costs, paying attention to risks regarding currency exposures, concentration of suppliers, inventory costs and labor related issues.

Tree Capital also considers a company's position in terms of non-operating items such as financing costs, working capital needs, capital expenditures, currency exposures and potential hedges, amortization and depreciation trends, taxes and other potential one-time items such as write-offs or asset sales. Tree Capital will emphasize the analysis of the company's income statement, balance sheet, cash flow statement to try to project future earnings and cash flow.

Tree Capital will also evaluate a company's management and its ability to alter the company's cash generating ability. Also, Tree Capital will analyze governance issues and shareholder-structure characteristics. In particular, Tree Capital will look to management's track-record and credibility as well as its incentives to grow shareholder value. This process involves traveling to the region, interviewing customers, suppliers, analysts, experts on the industry.

Valuation Analysis: The last element of the investment process is the valuation of the company. This process involves two methodologies: a comparative and an intrinsic valuation methodology. The comparative valuation involves the identification of a peer group of companies of similar characteristics that operate in the same regions and/or industry. Tree Capital then compares, or benchmarks, a specific company that is being analyzed against the peer group. The parameters used in this comparison vary by industry, but normally involve factors such as price-to-earnings ratio (P/E), enterprise value-to-earnings before interest, tax, depreciation and amortization (EV/EBITDA), dividend yield, price-to-cash flow, price-to-book (P/B). Other factors compared are expected growth rates for earnings and cash flow, return-on-equity (ROE), return on invested capital (ROIC), among others.

The intrinsic valuation methodology involves the development of long term projection for cash flows of the company. The future expected cash flow is then discounted to present value at an appropriate cost of capital using a discounted cash flow methodology (DCF) and then a value for the equity of the firm is determined.

### **Investment Risk**

Investing in products managed by Tree Capital involves risk of loss that investors should be prepared to bear.

### **Market Risks**

The profitability of a significant portion of Tree Capital's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Tree Capital will be able to predict accurately these price movements. Although Tree Capital may attempt to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.

### **Nature of Investments**

Tree Capital has broad discretion in making investments for its Advisory Clients. Investments will generally consist of equity securities and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that Tree Capital will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of Advisory Clients' activities and the value of its investments. In addition, the value of portfolios may fluctuate as the general level of interest rates fluctuates.

### **Short Sales**

Short selling involves certain additional risks. Such transactions expose the Advisory Clients 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 Tree Capital in connection with a short sale would need to be returned to the securities lender on short notice. If such request for 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 Tree Capital 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.

### **Small to Medium Cap Stocks**

Tree Capital will sometimes invest in the stocks of companies with small- to medium-sized market capitalizations. While Tree Capital believes they often provide significant potential for appreciation, such stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

### **Illiquid Investments**

Certain investments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and Tree Capital's ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for Tree Capital to obtain market quotations based on actual trades for the purpose of valuing an Advisory Client's portfolio.

### **Leverage**

The use of leverage exposes the Advisory Clients to additional levels of risk, including (i) greater losses from investments than would have been the case had the Advisory Clients not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Advisory Clients' cost of borrowing such funds. In the event of a sudden, significant drop in value of the Advisory Clients' assets, the Advisory Clients might not be able to liquidate assets quickly enough to repay their borrowings, further magnifying their losses.

In an unsettled credit environment, Tree Capital may find it difficult or impossible to obtain leverage for Advisory Clients. In such event, Tree Capital could find it difficult to fully implement its strategy. In addition, any leverage obtained may be terminated (or the collateral requirements changed) on short notice by the lender, which could result in Tree Capital being forced to unwind Advisory Clients' positions quickly and at prices below what Tree Capital deems to be fair value for such positions.

### **Non-U.S. Securities**

Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the United States Government or United States companies. 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, greater risks associated with counterparties and settlement, 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, 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, on the other hand, 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 and Custodial Risk**

There are risks involved in dealing with the custodians who settle Tree Capital trades. Each Advisory Client maintains accounts with one or more prime brokers who act as custodian of Advisory Client assets. Although Tree Capital monitors and believes that they are appropriate custodians, there is no guarantee that the custodians will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure, or liquidation of a custodian, there is no certainty that, in the event of a failure of a custodian that has custody of Advisory Client assets, the Advisory Client would not incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both. The Advisory Clients will rank as an unsecured creditor to each of its custodians in relation to assets that the custodians lend or otherwise use and, in the event of the insolvency of a custodian, the Advisory Clients might not be able to recover equivalent assets in full. In addition, if applicable law permits, cash that the custodians hold or receive on the Advisory Client's behalf may be inaccessible by the Advisory Clients, may not be segregated from the custodians' own cash and may be used by the custodians in the course of their investment business. In such event, the Advisory Clients will rank as one of the custodians' general creditors.

### **Risks Inherent with Seeking a Control Position in a Company**

The Advisory Clients, as part of their investment strategy, may seek to influence the board of directors or management and the possibility of seeking control positions in a company in which they make an investment, and the possibility of proxy contests and other methods associated with seeking such control, may lead to litigation. Such litigation can be time consuming and expensive. Furthermore, the outcome of such litigation is often difficult to predict and may involve a good deal of uncertainty. In addition, the risks associated with seeking a control position in a company and any resulting litigation can adversely affect the company's stock price.

### **Directorships on Boards of Portfolio Companies**

Employees of Tree Capital may serve, from time to time, as directors, or in a similar capacity, with respect to companies, the securities of which are purchased or sold on behalf of the Advisory Clients. In the event that such designees of Tree Capital (i) obtain material non-public information with respect to such companies or (ii) are subject to trading restrictions pursuant to the internal trading policies of such companies, the Advisory Clients may be prohibited for a period of time from purchasing or selling the securities of such companies, which prohibition may have an adverse effect on the Advisory Clients.

### **Special Situations and Distressed Securities**

The Advisory Clients may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Advisory Clients of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Advisory Client may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Advisory Clients may invest, there is a potential risk of loss by the Advisory Clients of its entire investment in such companies.

### **Emerging Markets**

Investing in emerging market debt or equity involves certain risks and special considerations not typically associated with investing in other more established economies or securities markets. Such risks may include (i) the risk of nationalization or expropriation of assets or confiscatory taxation; (ii) social, economic and political uncertainty including war; (iii) dependence on exports and the corresponding importance of international trade; (iv) price fluctuations, less liquidity and smaller capitalization of securities markets; (v) currency exchange rate fluctuations; (vi) rates of inflation (including hyperinflation); (vii) controls on foreign investment and limitations on repatriation of invested capital and on the Advisory Clients' ability to exchange local currencies for U.S. dollars; (viii) governmental involvement in and control over the economies; (ix) governmental decisions to discontinue support of economic reform programs generally and to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the securities markets; (xii) longer settlement periods for securities transactions; (xiii) less developed corporate laws regarding fiduciary duties of officers and

directors and the protection of investors; (xiv) certain considerations regarding the maintenance of the Advisory Client's portfolio securities and cash with non-U.S. sub-custodians and securities depositories.

#### **Currency Exposure Risk and Foreign Exchange Markets**

Investments in foreign currency forwards, futures and options, as well as securities are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment, capital appreciation and political developments.

Tree Capital may, in part, seek to offset the risks associated with such fluctuations in currency exchange rates or increase returns through foreign exchange transactions. Such transactions involve a significant degree of risk and the markets in which foreign exchange transactions are effected are volatile, specialized and technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, maturity gaps, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment or particular transactions in foreign currency. The foreign exchange transactions can result in the Advisory Client returns being substantially better or worse than what returns would have been had they not entered into the transactions.

#### **Derivatives**

To the extent that Tree Capital invests in swaps, derivative instruments, or other over-the-counter transactions or non-U.S. securities, Tree Capital may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

### **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 the investment adviser or the integrity of its management. Tree Capital has no applicable disciplinary information to disclose.

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

An affiliate of Tree Capital may act as general partner, investment adviser or investment manager for others, and may manage Advisory Client assets.

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

Tree Capital has adopted a comprehensive Code of Ethics designed to promote high ethical standards and reflect Tree Capital's fiduciary duty to the Advisory Clients. The Code of Ethics establishes standards of business conduct for all employees and is designed to detect and prevent prohibited acts and mitigate certain potential conflicts of interest between Tree Capital, its employees and the Advisory Clients. Tree Capital provides training at least annually to all employees with regards to its Code of Ethics and compliance program.

The Code of Ethics permits employees of Tree Capital, including their spouses, minor children, and/or any other person or entity over which the employee exercises control or investment discretion, to engage in personal investing. Tree Capital believes it has policies and procedures which effectively address the potential conflict of interest that may exist between Tree Capital and its Advisory Clients as a result of personal trading activities. Tree Capital closely monitors the personal trading of employees and prohibits excessive personal trading and generally requires pre-approval from the Tree Capital's Chief Compliance officer for all personal trades.

The Code of Ethics establishes guidelines for employees with identifying instances when they might be exposed to material non-public information and compliance procedures when they believe they are in possession of material non-public information. The Code of Ethics also strictly prohibits Tree Capital and its employees from engaging in market manipulation, the spreading of rumors and any sort of collusion with other market participants. Tree Capital generally prohibits employees from trading Latin American securities.

Other features of Tree Capital's Code of Ethics include:

- annual certification by employees that they have read, understand and agree to abide by Tree Capital's Code of Ethics and insider trading policies and procedures;
- a gift and entertainment policy which generally requires the reporting of giving and receipt of gifts and entertainment greater than a *de minimis* value; and
- quarterly submission of securities transaction reports and annual securities holdings reports for each personal account of the employee and their spouse, minor children, and any other person or entity over which the employee exercises control or investment discretion.

Tree Capital will provide a copy of the Code of Ethics to any investor or qualified prospective investor upon request by contacting us at the email address or telephone number listed on the cover page of this document.



## **Item 12 – Brokerage Practices**

### **Broker Selection**

Tree Capital retains full discretion to determine the broker or dealer to be used for each securities transaction for Advisory Client accounts. In selecting brokers or dealers to execute transactions, Tree Capital is not obligated to solicit competitive bids and is not obligated to seek the lowest available brokerage commissions, mark-ups or other compensation (collectively, "Commissions"). In certain cases, Tree Capital may be paying more than "execution only" Commissions in which case Advisory Clients may be paying for research, brokerage or other services provided by the broker which are included in the Commissions. In these cases, Tree Capital will receive a benefit since Tree Capital otherwise would have to produce or pay for the research or other services directly. Tree Capital may have a conflict of interest in that it may have an incentive to select brokers or dealers because Tree Capital receives research, products or services rather than receiving the most favorable execution. Tree Capital believes it has procedures in place to control the risk associated with 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 brokerage services received.

In selecting brokers and negotiating commission rates, Tree Capital 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.

### **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. It is Tree Capital's policy to only use "soft dollars" to obtain research and brokerage services that 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.

Tree Capital does not use third party services paid with soft dollars. However, during the last fiscal year, Tree Capital received research from a number of its executing brokers.

### **Trade Aggregation and Allocation**

When appropriate, Tree Capital may, but is not required to, aggregate Advisory Client orders to achieve more efficient execution or to provide for equitable treatment among accounts. On occasion, Tree Capital may not aggregate Advisory Client orders as particular circumstances may exist which preclude aggregation in order to comply with Tree Capital's fiduciary duty and duty to seek best execution. Tree Capital will generally follow the guidelines set forth below in aggregating Advisory Client orders:

- no Advisory Client will be favored over any other Advisory Client;
- each Advisory Client that participates in an aggregated order will participate at the same average share price per share for all of Tree Capital's transactions in that security on a given business day [or such shorter period, as applicable] or as specified in these procedures and transaction costs will be shared pro rata based on each Advisory Client's participation in the transaction;
- if the aggregated order is partially filled, it will be allocated among Advisory Clients pro rata;

occasionally, Tree Capital may have access to "New Issues" as defined by FINRA rule 5130. Tree Capital will allocate new issues fairly among Advisory Clients in accordance with its general allocation policy. "New Issues" will only be allocated to the investors that are eligible to participate.

### **Trade Errors**

While Tree Capital's goal is to execute trades seamlessly in the best interests of the Advisory Clients it advises, errors can occur for a variety of reasons, and the required corrective measures may differ depending upon the nature of the error. When an error is made on behalf of an Advisory Client account, Tree Capital will use its best efforts to break or otherwise correct the trade as soon as practicable after discovery to ensure that Advisory Clients do not incur a loss.

It is Tree Capital's policy that each individual trade error will be treated separately and trade errors that results in a gain to Advisory Clients will remain in the Advisory Client's account. Trade errors that are due to a good faith mistake by a member or employee of Tree Capital, and result in a loss to an Advisory Client that is below Tree Capital's defined Error Limit (currently \$50,000), will be assessed to the Advisory Client's account. Good faith trade errors that, on an individual trade, result in a loss to any of Tree Capital's Advisory Clients that is equal to or greater than Tree Capital's Error Limit will be indemnified by Tree Capital. Trade errors that are due to gross negligence or willful misconduct by a member or employee of Tree Capital and result in a loss to an Advisory Client will be indemnified by Tree Capital regardless of the amount.

### **Item 13 – Review of Accounts**

Tree Capital's Managing Members monitor and review the accounts of Advisory Clients on a continual basis with a focus on ensuring adherence to each Advisory Client's respective investment objectives, guidelines and restrictions.

The Advisory Clients have engaged an independent third-party administrator (the "Administrator") who records cash and security positions on a daily basis and performs daily valuation of the portfolio. On a daily basis the Administrator reconciles the records of the Advisory Clients with the Advisory Clients' prime brokers. Any discrepancies (including settlement issues) are reported to Tree Capital's Chief Financial Officer ("CFO") upon discovery. The Firm's CFO is in daily contact with the Administrator to discuss the accounts and any pending items. The Administrator also prepares a month end accounting package for each Advisory Client which reflects Advisory Client specific holdings, profit and loss including realized and unrealized gains/losses, capital activity, investment related income and expenses and expense items as discussed in each Fund's official offering documents. The CFO reviews and signs off on the month end accounting package indicating his agreement.

Investors in Funds generally receive a monthly email, usually by the 5th business day of the month, from the Administrator with their prior month's statement attached. In addition, investors receive annual audited financial statements for the Funds within approximately 90 days of year-end.

Tree Capital reports to the SMA according to the provision of the investment management agreement.

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

The Adviser makes cash payments to third-party marketers for referrals. When applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

As discussed in Item 12 – Brokerage Practices, Tree Capital may execute transactions with a broker or dealer that (i) provides Tree Capital with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to Funds advised by Tree Capital, if otherwise consistent with seeking best execution provided Tree Capital is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

#### **Item 15 – Custody**

While the disclosure requirements under this item are not applicable to Tree Capital, it should be noted that Tree Capital does have custody of the Funds' assets by virtue of the fact that Tree Capital or Tree Capital GP has the ability to access and control the assets of the Funds. Tree Capital satisfies its regulatory obligation with regards to Rule 206(4)-2 by ensuring that each Fund is subject to an audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

Tree Capital does not have custody of the SMA's assets.

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

Tree Capital has full trading authority over all Advisory Client accounts. Investment discretion authority is granted to Tree Capital contractually when either an investor completes and signs a Fund's official subscription package or in the case of the SMA, through the investment management agreement. While Tree Capital has broad investment discretion there may be certain limitations, generally related to position limits.

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

Tree Capital has adopted Proxy Voting Policies and Procedures, which it believes are reasonably designed to ensure that proxies are voted in the best interest of its Advisory Clients and in accordance with its fiduciary duties and Rule 206(4)-6 under the Advisers Act. Tree Capital's policies and procedures contain procedures designed to address potential conflicts of interest that may arise between Tree Capital and its Advisory Clients which may include, but not limited to, information barriers and/or engaging a third party to independently advise how a particular proxy should be voted.

Tree Capital has sole and exclusive authority and responsibility to vote all proxies on behalf of its Advisory Clients. As such, Advisory Clients may not direct how Tree Capital should vote on a particular proxy. Because Tree Capital provides investment advice to commingled investment entities, individual investors in the Advisory Clients will not be able to direct Tree Capital on how to cast a proxy vote.

Tree Capital will provide Investors and qualified potential with a copy of our Proxy Voting Policies and Procedures and proxy voting record upon request by contacting us at the email address or telephone number listed on the cover page of this document.

**Item 18 – Financial Information**

Tree Capital is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Advisory Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.