

# Tano Capital, LLC

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## March 30, 2015

This Brochure provides information about the qualifications and business practices of Tano Capital, LLC (“Tano Capital” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at (650) 212-0330 or [clyche@tanocapital.com](mailto:clyche@tanocapital.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.

Tano Capital is a registered investment adviser with the SEC. Registration of an Investment Adviser does not imply any level of skill or training.

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

## **Item 2 – Material Changes**

This firm brochure (“Brochure”) was prepared for Tano Capital’s Annual Updating Amendment for the fiscal year ending December 31, 2014. Tano Capital is currently registered as an investment adviser with the SEC.

The following is a summary of material changes made to this Brochure since its last filing dated March 27, 2014:

- Item 4 is revised to reflect Tano Capital’s current assets under management;
- Items 4-7, 13 and 15 are revised to reflect that Tano manages separate accounts; describe the terms that may be applicable to such clients;
- Item 10 is revised to included discussion of certain investment activities by Tano and/or its related persons; and
- Item 12 is revised with respect to Tano Capital’s use of soft dollars.

In the future, this Item will discuss specific material changes that are made to the Brochure and provide clients with a summary of such changes.

Tano Capital will further provide clients with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, the Firm’s Brochure may be requested by contacting Tano Capital at the address on the cover page of this brochure.

Additional information about Tano Capital is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Item 4 – Advisory Business**

Tano Capital, LLC, is a Delaware limited liability company (“Tano Capital” or the “Firm”) organized in November 2004. Tano Capital’s principal owner is Charles E. Johnson. Tano Capital conducts some of its investment advisory activities through foreign subsidiaries and affiliates, including: Tano Singapore Advisors Pte. Ltd., a Singapore private limited company (“Tano Singapore Advisors”); TGHA GP Pte Ltd., a Singapore private limited company; and Tano Mauritius Investments, a Republic of Mauritius private limited company.

### **Investment Services**

Tano Capital provides investment advice and management to foreign and domestic privately placed investment funds (the “Funds”) and separately managed accounts (“Separate Accounts,” and together with the Funds, Tano Capital’s “Clients”). For a complete list of the Funds managed by Tano Capital, refer to Item 10 below.

Advisory services are tailored to achieve each Fund’s investment objectives as described in the appropriate Fund’s constituent documents, which may include a confidential offering memorandum or private placement memorandum as well as additional documents provided by Tano Capital, Tano Singapore Advisors, or Tano Mauritius Investments to Investors. The Investment Manager has the authority to select which and how many securities and other instruments to buy or sell without consultation with the Funds’ investors (“Investors”).

### **Wrap-Fee Programs**

Tano Capital does not participate in wrap-fee programs.

### **Amount of Assets Managed**

As of December 31, 2014, Tano Capital manages US \$379,739,666.85 in assets on a discretionary basis. Tano Capital does not manage assets on a non-discretionary basis.

## **Item 5 – Fees and Compensation**

### **Management Fee**

The compensation payable to Tano Capital is negotiable and varies among its Clients. From the Funds, Tano Capital (or a subsidiary) typically receives a monthly asset-based management fee calculated as a percentage of the assets under management. Typically the annual management fee ranges between 1.5% and 2.5% of the assets under management. Generally, the management fee is payable in installments in advance, either monthly or quarterly. Investors should consult the appropriate Fund’s constituent documents for information regarding the management fee applicable to an investment. Separate Accounts are generally charged a management fee as well but the exact terms may vary; such Clients should consult their agreement with Tano regarding fee terms.

### **Performance-Based Fees**

Tano Capital (or a subsidiary or an affiliate) also receives a performance allocation or a carried interest (both performance-based fees) from the Funds. The performance allocation or carried interest is generally 20 percent of the profits made by a Fund. Some Fund's pay the performance allocation 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 water mark"). For other Funds, the manager will receive the carried interest only after the fund first returns a previously agreed upon rate of return (the "hurdle rate") to Investors. Investors should consult each Fund's constituent documents for information regarding the performance allocation or carried interest amount and its calculation. Separate Accounts will vary on whether Tano Capital receives performance-based compensation and if so, the amount and other terms of such compensation; such Clients should consult their agreement with Tano regarding fee terms.

### **Expenses**

Clients will generally bear and pay all costs, expenses and liabilities that are incurred in connection with their operation or business, including transaction, organizational, and operating expenses. For example, they may pay costs such as custodian, sub-custodian and transfer agent fees and expenses; governmental fees and taxes; fees and expenses of counsel and costs of litigation or other matters that are the subject of indemnification rights under the limited partnership or other agreement; fees and expenses of the auditor and costs incurred in connection with the annual audits of the Funds' books and records; fees and expenses of any third-party administrators (typically for the Funds, but may be applicable to certain Separate Accounts); research expenses, brokerage commissions, interest on margin and other borrowings, borrowing charges on securities sold short and other transactional fees; communication costs; deal initiation expenses and professional expenses incurred in connection with proposed investments; expenses and costs of dissolving, winding-up and liquidating the Funds.

Tano Capital'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 Tano Capital's management fee, and Tano Capital shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Tano Capital considers in selecting or recommending broker-dealers for Client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

The management fees, performance allocation, and expenses are generally deducted from Client assets.

The foregoing represents Tano Capital's basic compensation arrangements. The management fees and incentive allocation described above are structured to comply with Rule 205-3 under the Investment Advisers Act of 1940, if applicable. Fees and other

compensation are negotiable in certain circumstances and arrangements with any particular Investor may vary. Although the Firm believes its fees are competitive, lower fees for comparable services may be available from other investment advisers.

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

As discussed in Item 5 above, Tano Capital also receives a performance allocation or a carried interest as described in each Fund’s constituent documents. Separate Accounts may or may not pay performance-based compensation, depending on their particular arrangement with Tano Capital; such Clients should consult their agreement with Tano regarding fee terms.

Differences in Tano Capital’s compensation arrangements with its Clients, particularly if some Clients were to pay higher performance-based compensation, could create incentives for Tano Capital to manage Client portfolios so as to favor those portfolios of clients paying higher performance-based compensation, as could Tano Capital’s or an affiliate’s ownership interest (e.g., as the general partner) in some Client accounts. Notwithstanding these conflicts, Tano Capital will allocate transactions and opportunities among the various Client accounts it manages in a manner it believes to be as equitable as possible, considering each account’s objectives, programs, limitations and capital available for investment, but even accounts with similar objectives will often have different investment portfolios.

Clients and Investors should be aware that performance-based fee arrangements may create an incentive for Tano Capital and its subsidiaries to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. In addition, this arrangement may cause Investors to pay a greater expense than if such fees were not charged.

## **Item 7 – Types of Clients**

Tano Capital provides investment advice and management to the Clients. Tano Capital may in the future provide the same or similar services to other privately placed investment funds and/or separately managed accounts.

Prospective Investors in the Funds must meet eligibility criteria as set forth below, and are subject to certain withdrawal requirements and limitations. Prospective Investors are encouraged to thoroughly review the Funds’ offering documents and any other materials provided by Tano Capital (or its subsidiaries), which set forth all of the terms in detail. Though the Clients generally pursue the same strategy, offering terms may differ.

Generally, Interests in the Funds are offered to (i) “accredited investors” (as that term is or may in the future be defined in Regulation D under the Securities Act of 1933); (ii) “qualified clients” (as that term is or may in the future be defined in Rule 205-3 of the Investment Advisers Act of 1940); (iii) “qualified eligible persons” (as defined in Rule 4.7 of

the U.S. Commodity Exchange Act); and (iii) “qualified purchasers” (as that term is or may in the future be defined in Section 2(a)(51) of the Investment Company Act of 1940) or entities beneficially owned exclusively by one or more qualified purchasers of knowledgeable employees. The minimum initial investment varies by fund, but generally ranges between \$1 million and \$10 million, subject to waiver.

Separate Accounts may also be subject to account minimums and eligibility criteria (e.g., to be a qualified client, if they will be charged performance-based fees), depending on their particular arrangement with Tano Capital.

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

### **INVESTMENT THESIS**

Tano Capital’s investment philosophy is deeply rooted in the belief that the economies of China and India have begun the irreversible and rapid technological development trajectories from third world to first world that nations such as Chile, Japan, South Korea and Taiwan have followed in the past. The world is thus changing rapidly, in ways which have no historical precedent. Other economies have progressed through this rapid growth phase, but the key difference this time is that the populations of India and China taken together exceed 40% of the population on the planet. Roughly 50% of the populations of India and China are under 25 years of age. The youth of the planet now resides in Asia, and is voraciously adopting the Capitalist model that has been the engine of growth for developed nations. One very clear outcome of this new world order is that there will be a staggering amount of incremental natural resources required to simply bring the rest of the world up to the developed world’s current levels of consumption. Whether it is oil, natural gas, water, platinum, copper, bauxite, coffee, coal or wheat—demand has exploded seemingly overnight, and the supplies of these commodities are, in most cases, not readily expandable.

Tano Capital seeks to uncover innovative alternative investment opportunities which it believes will capitalize on these macro trends.

### **INVESTMENT OBJECTIVE**

The investment objective of each Fund is described in each Fund’s constituent documents. Funds managed by Tano Mauritius Investments are private equity funds that generally focus on India, respectively, as a specific geographical area. Tano makes investments in the world’s major liquid currency, commodity, futures, bond and equity markets, among others, as well as through private equity investing. Separate Accounts will generally have similar objectives, unless otherwise documented in a Client’s agreement with Tano Capital.

## **INVESTMENT STRATEGY**

The investment strategy varies among its Clients. For Tano Capital's Funds, the investment strategy is fully described in each Fund's constituent documents. Investors must review the Fund's constituent documents for information regarding the Fund's investment strategy, investment process, and risk management. Generally, the investment strategies employed by Tano may include: global macro investments, commodities investments, and private equity investments. Separate Accounts will generally employ similar strategies, unless otherwise documented in a Client's agreement with Tano Capital.

### **Global Macro Investments**

Tano will pursue the Clients' investment objectives by attempting to understand and correctly make investments based on the systemic, correlated distortions that frequently develop in global macro markets.

Generally speaking, "global macro" investing involves the trading of stocks, fixed income securities, futures contracts, commodities, options and a wide range of derivatives based on major macroeconomic trends that are influenced by government policies, economic cycles, new technology, innovations or major commodity fluctuations. This strategy targets either directional or non-directional (convergence/divergence) trades for price-value disparities or identifiable trend in interest rates, foreign exchange rates, commodities and stock markets. Tano will focus on analyzing the global economic and political situation in detail, then highlight situations where market prices of securities and/or commodities appear out of line with the price reasonably expected at a point in time in the near future.

Within this strategy, Tano will concentrate on stocks, fixed income securities, futures contracts, commodities, options and a wide range of derivative contracts in more liquid and developed markets.

### **Commodities Investments**

A significant portion of certain Clients' assets will be invested in commodities and commodities-related instruments through a combination of global commodities, commodity futures, options on commodities, equity or debt securities of companies involved in the commodity business and direct investments in hard assets.

### **Private Equity Investments**

Certain Funds of Tano Capital focus on private equity investment in companies primarily domiciled in India, or that have strong ties to the Indian or Chinese economies. Tano will make such investments in a broad array of industry sectors with an emphasis on capital appreciation. Tano may pursue a strategy of investing in businesses that have successful operating histories with proven core products, exhibit and deliver sustainable above-average growth and have a passionate, capable and trustworthy management team. Tano intends may also seek to invest in businesses that have been achieving high returns on invested capital (ROIC) with recurring positive operating cash flows.

## **INVESTMENT PROCESS**

Fundamental research is the cornerstone of Tano's investment approach which includes in-depth analysis, identification of investment targets, concentrated exposure as well as post investment management and timely exits in the case of private equity investments.

Part of Tano's investment process is fully integrated local teams focused on identifying Asia private equity and global commodities' related investments. Tano Capital utilizes local teams in Singapore, India, China, and the U.S., for conducting investment related research, monitoring, and reporting.

### **Investment Guidelines**

In order to preserve capital Tano Capital has established quantitative and qualitative portfolio and position-level risk management parameters. There can be no assurance that such ratios will be attained or, if attained, will be maintained.

Tano Capital expects that the Clients may invest heavily in commodity futures when a fundamental opportunity exists in more liquid commodities. Tano Capital expects to use direct investments in hard assets as a way for the Clients to gain exposure to commodities that do not trade on any major exchange. Direct investments may also be used if they offer a less expensive means to invest in a commodity that does trade on a major exchange.

### **Risk Management**

Risk management plays an important part in Tano Capital's investment approach. Management desires to produce positive investment results regardless of macro market conditions, although there is no guarantee that they will be able to do this consistently. Management constantly monitors open positions on a daily basis, and adjusts strategy rapidly in response to changing market conditions. Some Funds have established a risk management committee ("Risk Management Committee"), which meets at least once each fiscal quarter, and among other things, makes recommendations to Tano Capital regarding acceptable levels of risk for the Fund's investment portfolios. Tano Capital may, but shall not be obligated to, implement such recommendations. The Risk Management Committee will periodically update its recommendations depending on market conditions.

### **Other Investment Strategies**

Depending on conditions and trends in the relevant currency, commodity, futures, bond and equity markets, among others, Tano Capital may pursue strategies and/or employ techniques other than those described in this Brochure to the extent Tano Capital considers doing so appropriate and in the Clients' best interests.

## **RISKS ASSOCIATED WITH INVESTMENT STRATEGY**

**Investing in securities involves risk of loss that Clients and their Investors should be prepared to bear. The following list of risk factors does not purport to be a complete**

**enumeration or explanation of the risks involved in an investment with Tano Capital.**

Prospective Investors should read the entire Brochure, including the potential conflicts of interest described in Item 11 as well as the relevant Fund's constituent documents, or other materials that may be provided by Tano Capital and consult with their own advisers before deciding to invest.

**General Investment and Market Risks.** The success of Clients' activities may be affected by general economic and market conditions, the participation of other investors in the financial markets and other factors, including interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances. Investments in commodities companies may be sensitive to market movements as well as trends in the overall economy. Governments from time to time intervene, directly and by regulation, in certain markets (particularly those in currencies and interests rates), thereby disrupting strategies. All of the foregoing factors may affect the level and volatility of securities prices over short or even extended periods of time and the liquidity of the Clients' investments. Volatility or illiquidity could impair the Clients' profitability or result in losses.

**Portfolio Management Risk; Speculative Investment Program.** The Clients' investment program should be considered speculative. Clients are subject to the risk that the particular investments and types of investments held will underperform other investments and types of investments and may decline in value. The strategy that Tano Capital uses may fail to produce the intended results.

**Limited Liquidity.** Clients may invest in investments that will be illiquid, either because they are privately purchased and subject to transfer restrictions or because they are thinly traded, and such investments may represent a substantial percentage of the Clients' assets from time to time. Clients may not be able to liquidate those investments if the need should arise, and its ability to realize gains, or to avoid losses in periods of rapid market activity, may therefore be affected. In addition, the value assigned to such securities for purposes of determining net asset value, net profit and net losses may differ substantially from the value Clients are ultimately able to realize.

**Availability and Accuracy of Information.** Tano will select investments for the Clients on the basis of information and data derived from research by Tano and acquired from third parties and, for public companies, filed by the issuers of such securities with the SEC. Although Tano intends to evaluate all such information and data and to seek independent corroboration when Tano considers it appropriate and when it is reasonably available, Tano will not in many cases be in a position to confirm the completeness, genuineness or accuracy of such information and data.

**Competitive Markets.** The securities and commodities markets in which Clients will trade are extremely competitive. In pursuing its trading methods and strategies, Clients will compete with securities and commodities firms, including many of the large investment

advisory and private investment firms as well as institutional investors. In relative terms, Clients will have modest capital and may have difficulty competing in markets in which its competitors have substantially greater financial and research resources.

**Long-Term Investments.** Although certain investments made by the Clients focusing on private equity investing may generate current income, the return of capital and the realization of gains, if any, from an investment will generally occur only upon the partial or complete disposition of such investment. It is generally expected that Clients' investments will not be sold until a number of years after such investments are made.

**Investments Longer than Term.** A Client may make investments that may not be advantageously disposed of prior to the date that a Separate Account is closed or Fund is dissolved, either by expiration of the Fund's term or otherwise. Although Tano expects that investments will be disposed of prior to dissolution, Tano has a limited ability to extend the term of a Fund or keep a Separate Account open and may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution or account closure.

**Concentration of Investments.** At times Clients may hold a relatively small number of investments, securities, commodities or derivative instrument positions, each representing a relatively large portion of a Client's capital. Losses incurred in those positions could have a material adverse effect on the Clients' overall financial condition.

**Credit Risk.** In addition to the risk of default or insolvency of counterparties with whom Clients effect trades, the Clients are subject to the further risk of the insolvency, default, delay or suspension of payments by the entity issuing the securities or other instruments purchased by the Clients, including, without limitation, non-U.S. governments.

**Leverage.** While leverage presents opportunities for increasing the Clients total return, it has the effect of potentially increasing losses as well. Accordingly, any event that adversely affects the value of an investment by the Clients would be magnified to the extent the Clients are leveraged. The cumulative effect of the use of leverage by the Clients in a market that moves adversely to the Clients' investments could result in a substantial loss to the Clients that would be greater than if the Clients were not leveraged.

**Volatility of Commodity Interest Prices.** Price movements for commodity interests are influenced by, among other things, changing supply and demand relationships, weather, agricultural, trade, fiscal, monetary, and exchange control programs and policies of governments, political and economic events and policies, changes in national and international interest rates and rates of inflation, currency devaluations and revaluations, and emotions of the marketplace. Clients trade in these markets on a speculative basis.

**Futures Contracts.** Futures contracts are commitments to make or take future delivery of various commodities, currencies or financial instruments at a specified time and place. These commitments can be discharged by making or taking delivery of an approved grade

of commodity, by cash settlement or making an offsetting sale or purchase of an equivalent futures contract on the same (or a linked) exchange prior to the designated date of delivery. When a futures contract is purchased or sold an initial margin is paid to the broker, based on the face value of the contract. Subsequent fluctuations in the value of the contract will result in either calls for payments of additional margin, known as variation margin, by the contract holder or the receipt by the contract holder of surplus margin and/or unrealized profit.

**Speculative Position Limits.** The U.S. Commodities Futures Trading Commission (“CFTC”) as well as many commodities exchanges have established limits referred to as “speculative position limits on the maximum net long or net short speculative positions that any person may hold or control in any particular futures or options contracts traded on such commodities exchanges. All open positions in accounts managed or controlled, directly or indirectly, by Tano Capital and any person or persons who are acting with Tano pursuant to an express or implied agreement or understanding, will be aggregated for the purpose of determining commodity position limits (as determined by the CFTC and various commodity exchanges). Tano could be required to liquidate positions held by the Clients in order to comply with such limits, with the result that (i) the Clients may be unable to enter into or hold certain positions or (ii) Tano’s trading decisions for the Clients may have to be modified from time to time avoid exceeding applicable position limits.

**General Non-U.S. Investment Risks.** Clients may invest in non-U.S. markets, including emerging markets. Such markets may be subject to regulation which may offer different or diminished investor protection compared to more highly regulated markets. None of the regulations of the SEC, CFTC, or any other U.S. governmental agency apply to non-U.S. markets. Non-U.S. markets may be volatile, illiquid and susceptible to disruptions due to many factors, including the lack of regulated exchanges or clearing corporations. There may be less governmental supervision and regulation of markets and participants in non-U.S. markets, including a lack of specific standards or regulatory supervision of trade pricing and other trading activities. Different accounting, reporting and disclosure requirements may also apply. It may also be difficult or costly to obtain legal judgments, enforce laws or regulations or compel counterparties to settle a transaction in these markets. The domestic regulatory authorities of the Clients or Investors may be unable to compel the enforcement of the rules of regulatory authorities or markets in other jurisdictions where transactions have been effected. Foreign brokerage commissions and other fees are also generally higher than in the United States. The laws of some foreign countries may limit the Clients’ ability to invest in securities of certain issuers located in these foreign countries. There also are special tax considerations that apply to securities of foreign issuers and securities principally traded overseas.

Other risks pertaining to investments in non-U.S. markets not typically associated with U.S. markets, include, but are not limited to, those relating to (i) currency exchange rate fluctuations and control regulations as well as associated conversion costs; (ii) economic and political risks, including the risk of war, substantial governmental involvement in or

regulation of the economy, restrictions on foreign investment and repatriation of capital and the possibility of expropriation of assets or confiscatory taxation; and (iii) the imposition of foreign withholding or other taxes on investments.

**Emerging Markets.** The risks of foreign investments described above apply to an even greater extent to investments in emerging markets. The securities markets of emerging countries are generally smaller, less developed, less liquid and more volatile than the securities markets of the United States and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. There also may be a lower level of monitoring and regulation of securities markets in emerging market countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited.

**Currency Risks.** Because foreign securities often are purchased with and payable in currencies of foreign countries, the value of these assets as measured in U.S. dollars may be affected favorably or unfavorably by the changes in currency rates and exchange control regulations. Fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment. Adverse changes in exchange rates may erode or reverse any gains produced by foreign currency-denominated investments and may widen any losses. The combination of currency risk and market risk tends to make securities traded in foreign markets more volatile than securities traded exclusively in the U.S.

**Foreign Currency Forward Contract Trading.** Clients may enter into forward contracts on foreign currencies, which are not traded on exchanges. Forward contracts are primarily with banks and dealers and are used primarily to hedge existing currency positions. There are no limitations on daily price movement of forward contracts. Banks, dealers and futures commission merchants with whom the Clients may maintain accounts may require the Clients to deposit margin with respect to such trading. Forward contract participants are not required to continue to make markets in currencies. There have been periods during which certain forward contract participants have refused to continue to quote prices for forward contracts or have quoted prices with an unusually wide spread (the price at which the participant is prepared to buy and that at which it is prepared to sell). Arrangements to trade forward contracts may be made with only one or a few forward contract participants, and liquidity problems therefore might be greater than if such arrangements were made with numerous participants. The imposition of credit controls by government authorities might limit such forward trading to less than that which Tano would otherwise recommend, to the possible detriment of the Clients. In respect of such trading, Clients subject to the risk of counterparty failure or the inability of or refusal of a counterparty to perform with respect to such contracts.

**Hedging and Risk Management Transactions.** There is no restriction on the amount of the Clients' assets that may be invested in hedging or risk management techniques. Such techniques may not be possible or effective in limiting potential risks or losses.

**Investments in Derivative Instruments; Options.** Clients may make investments in derivative instruments, including, without limitation, purchasing and selling (i.e., “writing”) options on equity securities, equity indices or other securities or indices. It is possible that some derivative instruments may not be traded on an exchange or subject to government regulation. The customized nature of such instruments makes it difficult to predict how the prices of the instruments will change during periods of unusual market volatility or illiquidity.

To the extent that a derivative instrument or practice is not used as a hedge, the risks borne by Clients could be exacerbated. Gains or losses from such speculative positions in a derivative may be much greater than the derivative’s original cost. Derivative instruments also carry the risk of failure to perform by the counterparty to the transaction.

**Short Sales.** Short selling involves selling securities that may or may not be owned by the Clients and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Because the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities can result in a loss. Theoretically, the potential loss on the securities sold short is unlimited as there is no ceiling on how far the price of the security may rise.

**Initial Public Offerings.** Clients may invest in securities of companies offering shares in initial public offerings (“IPOs”). Because IPO shares frequently are volatile in price, the Clients may hold IPO shares for a very short period of time. This may increase the turnover of the Clients’ portfolios and may lead to increased expenses to the Clients, such as commissions and transaction costs. Clients investments in IPO shares, if any, may include the securities of unseasoned companies (companies with less than three years of continuous operations), which present risks considerably greater than common stocks of more established companies.

**High Yield and Preferred Securities.** Clients may invest in “high yield” bonds and preferred securities that are rated in the lower rating categories by various credit rating agencies or, more commonly, comparable non-rated securities. Securities in the lower-rated categories and comparable non-rated securities are subject to greater risk of loss of principal and interest than higher-rated and comparable non-rated securities, and are generally considered to be predominantly speculative with respect to the issuer’s capacity to pay interest or dividends and repay principal. The market for lower-rated and comparable non-rated securities is thinner, often less liquid, and less active than that for higher-rated or comparable securities, which can adversely affect the prices at which these securities can be sold and may even make it impractical or impossible to sell such securities.

**Small Capitalization Companies.** Small-capitalization stocks involve higher risks in some respects than do investments in stocks of larger companies. In addition, due to thin trading in some small-capitalization stocks, an investment in those stocks may be illiquid.

**Non-Controlling Investments.** In certain private equity investments Clients may only acquire a minority interest in a company or asset in which they invest, may rely on independent third-party management or strategic partners with respect to the operation of a company or property in which they invest, or may only acquire a participation in a property underlying an investment, and therefore may not be able to exercise control over the management of such company or investment. Such investments may involve risks in connection with such third-party involvement, including the possibility that a third party partner or investor may experience financial difficulties which negatively impact such investments, may have economic or business interests or goals which are inconsistent with those of the Clients or may be in a position to take action contrary to the Clients' investment objectives.

**Margin.** Clients will be required to deposit margin in connection with trading and investment activities. This will result in certain additional risks such as being subject to a "margin call", pursuant to which the Clients must either deposit additional funds or suffer mandatory liquidation of the pledged securities and the investment position to compensate for the decline in value or increased margin requirements. In the event of a sudden precipitous drop in the value of its assets or increase in margin requirements, the Clients might not have sufficient assets to post as margin or be able to liquidate assets quickly enough to pay off its margin debts or avoid liquidation of positions.

**High Brokerage Fees and Other Transactional Expenses.** Clients' activities may at times involve a high level of trading and the turnover may generate substantial transaction costs. These costs will be borne by the Clients regardless of their profitability. The expenses of the Clients may be greater than the total fees charged in other comparable investment vehicles.

**Risks of Futures Activities.** Trading in futures is highly speculative and may entail risks that are greater than investing in securities. Clients' futures and options activities may include futures and options traded in non-U.S. markets. The risks of these activities may be greater than those of trading in futures and options on U.S. exchanges.

**Counterparty and Settlement Risk.** Clients may enter into over-the-counter derivative contracts or transactions (i.e., transactions in options or other derivatives that are not cleared through the facilities of an exchange or clearing organization such as the Options Clearing Corporation). These may include "swaps," contracts for differences and specially-tailored options, and instruments or interests underlying them that may include securities, securities indices, interest rates, commodities and commodities indices. If it does so, it may be exposed to the risk of default by its counterparty or to settlement difficulties. This risk

may be materially greater than default or settlement risks involved in standardized and exchange-traded transactions.

**Substantial Positions in Portfolio Companies.** Clients may from time to time acquire positions in the securities of particular companies that, by itself or when combined with positions held in other investment funds and accounts Tano Capital manages, comprise a substantial percentage of those companies' outstanding securities. Tano, the general partner of a client, or the Client itself may be required to file with regulatory authorities reports of beneficial ownership of securities. In these cases, it may be difficult to liquidate or reduce the Clients' position in these securities, preventing the Clients from realizing profit or avoiding loss. Clients may at times attempt to influence management of a particular non-U.S. company or exercise control of such non-U.S. company.

**Private Equity Investment.** Private equity investment in India, in which some Funds will be engaged, is highly competitive. There can be no certainty that Tano Capital and its subsidiaries will identify a sufficient number of attractive investment opportunities to enable the full amount of capital committed to those Funds to be invested. If those Funds participate in only a limited number of investments, the aggregate return to Investors may be substantially adversely affected by unfavorable performance of even a single portfolio company.

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

Registered investment advisers are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Tano Capital and its management personnel have no reportable disciplinary events to disclose.

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

Tano Capital conducts some of its investment advisory activities through foreign subsidiaries and affiliates, including: Tano Singapore Advisors Pte. Ltd., a Singapore private limited company ("Tano Singapore Advisors"); TGHA GP Pte Ltd., a Singapore private limited company; and Tano Mauritius Investments, a Republic of Mauritius private limited company. Tano Capital is also affiliated with Tano China Capital Management Inc.

Charles E. Johnson is principal owner of Tano Capital, LLC.

## **Funds and Affiliations:**

Tano Capital provides investment advice and management to the following funds:

<i><u>Fund</u></i>	<i><u>General Partner/Investment Manager</u></i>
1. Tano Global Hard Assets (Singapore), L.P.	Tano Singapore Advisors (Investment Manager) and TGHA GP Pte Ltd (General Partner)
2. Tano Global Hard Assets, L.P.	Tano Singapore Advisors (Investment Manager) and TGHA GP Pte Ltd (General Partner)
3. Tano India Private Equity Fund I	Tano Mauritius Investments (Investment Manager)
4. Tano India Private Equity Fund II	Tano Mauritius Investments (Investment Manager)

Effective August 30, 2013, TGHA GP Pte Ltd. became registered with the CFTC as a Commodity Pool Operator and a member of the National Futures Association ("NFA").

Information regarding this status is available on the NFA's website at:

<http://www.nfa.futures.org/basicnet/welcome.aspx>

Tano Singapore Advisers claims certain self-executing exemptions from registration as a Commodity Trading Adviser.

## **Conflicts of Interest.**

**Generally.** In addition to the Funds listed above, Tano Capital also advises certain Separate Accounts and may advise additional funds or other clients in the future. Tano Capital does not expect to be engaged to advise clients as to the appropriateness of investing in the Funds, nor will it receive any compensation for doing so.

## **Tano Conflicts of Interest.**

Certain inherent conflicts of interest arise from the fact that Tano Capital and its subsidiaries may carry on other investment activities in which Clients will not have an interest. Tano Capital (and its subsidiaries and affiliates) seeks to minimize actual and potential conflicts of interest that may arise in the day-to-day management of the Funds and Separate Accounts, which is consistent with any fiduciary duties imposed on Tano Capital under applicable law.

Tano Capital and its affiliates may organize and manage and/or advise other collective investment vehicles or types of collective investment vehicles with investment objectives similar to or different from the investment objectives of the Clients. Similarly, Tano Capital and/or certain of its related persons may invest directly in private companies, by itself or with co-investors. Such investments will generally be outside the scope of the Funds' investment strategies. Where possible and appropriate, Tano Capital may, but will be under no obligation to, provide co-investment opportunities to one or more limited partners of a Fund before making such opportunities available to others.

Tano Capital may seek to buy or sell the same securities for the Clients and any of these other funds at the same time and, in effecting those purchases or sales, might exercise its discretion in a way that may not be as advantageous to the Clients as might be the case if Tano Capital did not manage other investment funds. Differences in compensation arrangements among investment funds managed by Tano Capital may create incentives for Tano to manage Clients so as to favor those other funds. Tano Capital and its affiliates may invest in or have an interest in other investment vehicles or accounts and also may invest directly in securities and other instruments, including without limitation, those in which Clients invest.

Neither Tano Capital nor any of its affiliates is obligated to make any particular investment opportunity available to the Clients, and they may take advantage of any opportunity, either for other accounts Tano Capital manages or for themselves. Tano Capital and its affiliates may determine that an investment opportunity in a particular investment vehicle is appropriate for a particular investment fund managed by Tano Capital or for themselves or their officers, directors, partners, members or employees, but not for the Clients. Situations may arise in which Tano Capital or its affiliates or other investment funds managed by Tano Capital have made investments that would have been suitable for investment by the Clients but, for various reasons, were not pursued by, or available to, the Clients. The investment activities of Tano Capital and its affiliates and any of their respective officers, directors, partners, members or employees may disadvantage the Clients in certain situations, if, among other reasons, the investment activities limit the Clients' ability to invest in a particular investment vehicle.

When Tano Capital determines that it would be appropriate for the Clients and one or more of its other clients to participate in an investment opportunity, Tano Capital will seek to execute orders for all its participating clients, including without limitation, the Clients, on an equitable basis. If Tano Capital has determined to make an investment at the same time for more than one of its clients, Tano may place combined orders for all such clients simultaneously and if all such orders are not filled at the same price, it may average the prices paid. Similarly, if an order on behalf of more than one client cannot be fully executed under prevailing market conditions, Tano Capital may allocate the investments traded among the different clients on a basis that it considers equitable. Situations may occur where Clients could be disadvantaged because of the investment activities conducted by Tano Capital for other clients due, among other things, to the limited availability of an

opportunity or the market impact of orders for multiple accounts. Additionally, the differing investment programs and projected investment horizons of the Clients and other clients managed by Tano Capital may result in the Clients, as applicable, taking positions in securities that conflict with positions in such securities taken by other clients managed by Tano Capital, including without limitation, variations in timing of transactions in such securities and the simultaneous holding by the Clients and other clients managed by Tano Capital of long and short positions relating to the same security.

The governing documents of the Clients do not impose any specific obligations or requirements concerning the allocation of time, effort, or investment opportunity by Tano Capital. Tano Capital and its employees and affiliates will devote such time to the affairs of the Clients as it in its sole discretion, determine to be necessary for the conduct of its business. Tano Capital may, acting on behalf of its Clients or otherwise, enter into investment transactions with any Investor and/or any company affiliated with or owned by any Investor, any feeder fund or any affiliate thereof. Tano Capital may engage in any of the foregoing activities, or in any other activities that may constitute a conflict of interest, to the extent that such activities are consistent with the duties applicable to Tano Capital.

### **Transaction Execution; Prime Broker**

Tano Capital's selection of brokers, dealers and other financial intermediaries and market participants to execute portfolio transactions for the Clients and act as counterparties in securities and derivatives transactions will be based in part on the research and brokerage products and services these parties provide to Tano Capital. Tano Capital may use such products and services in servicing other accounts (including its own or those of its affiliate(s)) and not solely in connection with the Clients. Tano Capital's receipt of research and brokerage products and services may give rise to conflicts of interest.

To the extent a prime broker of the funds provides services directly to Tano Capital, Tano Capital may have a conflict of interest in causing Clients to select or retain the prime broker and/or in negotiating with the prime broker the economic terms on which the prime broker provides its services to Tano Capital's Clients.

The foregoing description of conflicts of interest does not purport to be a complete list of potential conflicts. Other present and future activities of Tano Capital and its affiliates may give rise to additional conflicts of interest. If a conflict of interest arises, Tano Capital will attempt to resolve such conflicts in a fair and equitable manner.

## **Item 11 – Code of Ethics**

### **Code of Ethics.**

Tano Capital has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended. The Code governs the activities of each

member, officer, director and employee of Tano Capital (collectively, “Employees”). Tano Capital holds its Employees to a high standard of integrity and business practices that reflects its fiduciary duty to the Client. In serving its Client, Tano Capital strives to avoid conflicts of interest or the appearance of conflicts of interest in connection with the personal trading activities of its Employees and Client securities transactions. When persons covered by the Code 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 Client 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. Employees covered by the Code have certain reporting obligations of their personal securities transactions. Each Employee 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 Employee who becomes aware of any potential violation of the Code is obligated to report the potential violation to the Chief Compliance Officer.

Clients or prospective clients may request a copy of the Firm’s Code of Ethics by contacting Tano Capital at the address on the cover page of this Brochure.

## **Item 12 – Brokerage Practices**

**Brokerage, Generally.** Tano Capital has complete discretion in deciding what brokers, dealers, custodians, banks and other financial intermediaries and counterparties with or through which to execute or enter into portfolio transactions (collectively, “Transacting Parties”). In addition to paying commissions to Transacting Parties in connection with transactions effected on any agency basis, Clients may buy or sell securities directly from or to Transacting Parties acting as principal (such as market-makers for over-the-counter securities) at prices that include markups or markdowns and may enter into derivatives transactions with Transacting Parties on terms that provide other compensation to those Transacting Parties. Tano Capital has complete discretion in negotiating all these compensation arrangements. The following describes some noteworthy aspects of Tano Capital’s use of and relationships with Transacting Parties.

**Selection Criteria, Generally.** In choosing Transacting Parties, Tano Capital is not required to consider any particular criteria. For the most part, Tano Capital seeks “best execution” of the securities transactions of the Clients. What constitutes “best execution” and determining how to achieve it are inherently uncertain. In evaluating whether a Transacting Party will provide best execution, Tano Capital considers a range of factors. These include, among others, historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions; the execution, clearance and settlement and error correction capabilities of the Transacting Party generally and in connection with securities of the type and in the amounts to be bought or sold; the Transacting Party’s willingness to commit capital; the Transacting Party’s reliability and financial stability; the size of the transaction; the availability of securities to borrow for

short sales; the market for the security; and, as discussed more fully below, the nature, quantity and quality of research and other services and products provided by the Transacting Party. Tano Capital is not required to select the Transacting Party that charges the lowest transaction cost, even if that Transacting Party can provide execution quality comparable to other Transacting Parties, and Tano Capital expects at times to pay more than the lowest transaction cost available in order to obtain for the Clients, any other accounts, itself and its related persons, services and products other than the execution of securities transactions.

**“Soft Dollars.”** Tano Capital may select Transacting Parties that provide “research and brokerage” services or products in addition to transaction execution, to the Clients or Tano. Selecting a Transacting Party in recognition of the provision of research and brokerage services or products in addition to transaction execution is known as paying for those research and brokerage services or products with “soft dollars.” Because those research and brokerage services or products could benefit Tano Capital (including by helping Tano manage portfolios other than the Clients), Tano Capital’s interests in allocating the Clients’ securities transactional business may conflict with Clients’ interests. Tano Capital may have an incentive to cause the Clients to engage in the following practices to induce Transacting Parties to provide those benefits: (i) pay Transacting Parties higher compensation (including markups and markdowns on principal transactions with market-makers) than the compensation payable to other market participants who do not provide the research and brokerage services or products; (ii) select Transacting Parties that do not provide the best possible price; and (iii) effect more transactions than might otherwise be optimal. By signing the Clients’ governing documents, Investors expressly consent to Tano Capital’s use of Clients’ soft dollars as described below (although ERISA or other regulations may prevent Tano Capital from engaging in some or all of those activities).

*Research and Brokerage.* Tano Capital may use soft dollars to acquire a variety of “research” and “brokerage” services and products. Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended (“Exchange Act”), recognizes the potential conflict of interest involved in this activity but protects investment managers such as Tano Capital from claims that the activity involves a breach of fiduciary duty to advisory clients—even if the brokerage commissions paid are higher than the lowest available—if certain conditions are met. For these purposes, “research” means services or products used to provide lawful and appropriate assistance to Tano Capital in making investment decisions for its clients. “Brokerage” services and products are those used to effect securities transactions for Tano Capital’s clients (including the Clients) or to assist in effecting those transactions. To be protected under Section 28(e), Tano Capital must, among other things, determine that commissions paid are reasonable in light of the value of the “brokerage” and “research” services and products acquired. Section 28(e)’s “safe harbor” protects the use of soft dollars even when Tano Capital uses research and brokerage services and products to benefit clients other than the Clients. Notwithstanding this protection, Tano Capital could be considered to have a conflict of interest when it uses soft dollars for research and brokerage services and products, because Tano Capital might otherwise have to pay cash

for those services and products, it may have an incentive to use Transacting Parties who provide those products and services more than it otherwise would.

The types of “research” Tano Capital expects to acquire include (but are not limited to): reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; analytical software; proxy analysis services and systems; quotation equipment, other computer hardware, and network access for use in running software used in investment decision making; and other products or services that may enhance Tano Capital’s investment decision making. “Brokerage” services (beyond typical execution services) include (but are not limited to) clearance, settlement, and custody services.

Within the last fiscal year, Tano Capital used “soft-dollars” to receive the following products and services: (i) software and other products that aggregate market data, (ii) research reports, company financial data, economic data, and (iii) equipment in connection with investment analysis and decision making.

*Procedures.* Transacting Parties from which Tano Capital obtains soft dollar services or products generally establish “credits” based on past transactional business (including markups and markdowns on principal transactions), which may be used to pay or reimburse Tano Capital for specified expenses. In some cases the process is less formal, a Transacting Party simply may suggest a level of future business that would fully compensate the Transacting Party for services or products it provides. Clients’ actual transactional business with a Transacting Party may be less than the suggested level but can—and often will—exceed that level, and credits established may exceed the amounts used to acquire services and products. This may be in part because the Clients’ investment activities generate aggregate commissions in excess of the levels of future business suggested by all Transacting Parties who provide services and products. And it may be in part because those Transacting Parties may also provide superior execution and may therefore be most appropriate for particular transactions. Tano Capital may ask a Transacting Party who is executing a transaction for several accounts managed by Tano Capital (see the discussion below regarding aggregation of orders) to “step out” of a portion of the transaction in favor of a Transacting Party who has provided or is willing to provide products or services for soft dollars. That is, the executing Transacting Party will allow a portion of the overall commissions or other compensation to be paid to the soft-dollar Transacting Party. This assists Tano Capital in acquiring products and services with soft dollars while providing the benefits of aggregated transactions as described below.

**Aggregation of Orders.** Tano Capital 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, or in which it or its principals have an economic interest. When it does, Tano Capital 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. Tano Capital 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 Tano Capital'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 Tano Capital's and its affiliates' other Clients. That may cause the Clients to obtain less advantageous execution than other accounts whose transactions are aggregated.

**Cross Transactions.** Tano Capital may (but is not obligated to) cause accounts that Tano Capital manages to effect "cross" transactions (i.e., buy and sell securities from and to each other), subject to applicable law or regulation. Tano Capital may do so, if Tano Capital believes that the cross transaction will be beneficial to both parties.

### **Item 13 – Review of Accounts**

All portfolios are managed and reviewed regularly by each Client's portfolio managers or Investment Committee. Asset allocation, cash management, market prospects and individual issue prospects are considered.

Depending on the Fund, Investors will generally receive: a) unaudited periodic performance reports and audited financial statements for each fiscal year end; b) quarterly (unaudited) financial statements and audited financial statements for each fiscal year end; or c) semi-annual descriptive information regarding the Fund's investments and audited financial statements for each fiscal year end. Investors should consult a Fund's constituent documents to determine which reports Investors will receive.

Reporting to Separate Accounts will vary depending on their particular arrangement with Tano Capital; such Clients should consult their agreement with Tano regarding account reviews and reporting.

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

Registered investment advisers are required to disclose all material facts regarding any compensation or other benefits it receives, directly or indirectly, for client referrals. Tano Capital has no information applicable to this Item.

### **Item 15 – Custody**

A rule under the Investment Advisers Act provides that, because Tano Capital or one of its affiliates is the general partner of a Fund, it is considered to have "custody" of that Fund's assets, even though independent custodians actually hold those assets. That rule imposes certain obligations, which Tano satisfies by providing Investors in the Funds with audited financial statements for each fiscal year end and other reports at the times identified in each Fund's constituent documents.

Tano Capital does not have custody with respect to Separate Account Clients. Such Clients receive at least quarterly account statements directly from their custodians, listing account balance(s), transaction history and any fee debits or other fees taken out of the account. Upon opening an account with a qualified custodian on a Client's behalf, Tano Capital promptly notifies the Client in writing of the qualified custodian's contact information. If Tano Capital also sends account statements or similar reporting to Clients, these will include a legend that recommends that the Client compare them to the account statements received from the qualified custodian.

## **Item 16 – Investment Discretion**

Generally, Tano Capital (directly or through a subsidiary) has the authority to select which and how many securities and other instruments to buy or sell without consultation with Clients. Tano Capital (or a subsidiary) is authorized by its Clients to invest and trade the Clients' assets in a broad range of investments, to be selected at Tano Capital's sole discretion, with no specific limitations as to type, amount, concentration, or leverage. Further, Tano Capital may enter into any type of investment transaction and employ any investment methodology or strategy it deems appropriate.

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

Tano Capital has adopted proxy voting policies and procedures. The policies require Tano Capital to vote proxies received in a manner consistent with the best interests of the Clients.

The policies also require Tano Capital 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 Tano Capital 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 Tano Capital's proxy voting guidelines are summarized below:

- Tano Capital generally votes for proposals that are a standard and necessary aspect of business operations that will not typically have a significant effect on the value of the Clients' investment, including: name changes, election of directors, ratification of auditors, maintaining current levels of directors' indemnification and liability, increase in authorized shares (common stock only) if there is no intention to significantly dilute shareholders' proportionate interest, employee stock purchase or ownership plans.
- Tano Capital generally votes against proposals that attempt to limit shareholder democracy in a way that could restrict the ability of the shareholders to realize the value of their investment, including: increased indemnification protections for directors and officers, certain supermajority requirements, unequal voting rights, classified boards, cumulative voting, authorization of new securities if the intention appears to be to unduly dilute the shareholders' proportionate interest, changing the state of incorporation if the intention appears to disfavor the economic interest of shareholders.

Although many proxy proposals can be voted in accordance with Tano Capital's proxy voting guidelines, some proposals will require special consideration, and Tano will make a decision on a case-by-case basis in these situations, including proposals that change the status of the corporation, its individual securities, or the ownership status of the securities.

Where a proxy proposal raises a material conflict between Tano Capital's interests and the interests of the Clients, Tano Capital will seek to resolve the conflict.

Tano Capital will provide, upon request, a copy of those policies and procedures which determine its voting record on account proxy matters. Such a request may be made by contacting Tano Capital at the address on the cover page of this Brochure.

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

Registered investment advisers are required in this Item to provide Investors with certain financial information or disclosures about Tano Capital's financial condition. Tano Capital has no financial commitment that is reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition.

### **Item 19 – Requirements for State-Registered Advisers**

Not applicable.