

Part 2A of Form ADV: Firm Brochure
ITEM 1: COVER PAGE

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Seven Locks Capital Management LP

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This brochure provides information about the qualifications and business practices of Seven Locks Capital Management LP and its affiliates, Seven Locks Capital LLC, which acts as the general partner of Seven Locks Capital Management LP, and Seven Locks GP Holdings LLC and Seven Locks Enhanced GP Holdings LLC which, act as general partners to certain Clients.

If you have any questions about the contents of this brochure, please contact Andrew Goldman at (917) 817-0444 or via email at agoldman@sevenlockscapital.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. While Seven Locks Capital Management LP is registered as an investment adviser with the SEC, such registration does not imply any level of skill or training. The oral and written communications of an adviser provide you with information with which you may determine to hire or retain an adviser.

Additional information about Seven Locks Capital Management LP also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

Our most recent brochure is dated March 30, 2016. This brochure represents an amendment to that brochure.

Specifically, this amended brochure reflects the change of Chief Compliance Officer to Andrew Goldman, effective January 1, 2017.

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ITEM 4: ADVISORY BUSINESS

Seven Locks Capital Management LP (“Seven Locks”) is a limited partnership that was organized in Delaware on October 29, 2008 and an SEC Registered Investment Adviser.

Mr. Andrew Goldman is the founder, as well as the principal owner, of Seven Locks and the only owner holding more than 25% of Seven Locks. Mr. Goldman’s ownership of Seven Locks is held directly and through Seven Locks Capital LLC, which serves as the general partner of Seven Locks. Mr. Goldman is the managing member of Seven Locks Capital LLC.

Seven Locks invests primarily in equity, fixed income and other securities of a diversified set of companies. Seven Locks provides investment advisory services to two groups of private investment funds and a stand-alone private investment fund as defined below. Seven Locks also serves as trading advisor for one managed account.

These entities include the following:

- Seven Locks Master Fund LP, Seven Locks Fund LP and Seven Locks Fund Ltd. (collectively, the “General Fund”).
- Seven Locks Enhanced Master Fund LP, Seven Locks Enhanced Fund LP and Seven Locks Enhanced Fund Ltd. (collectively, the “Enhanced Fund”).
- Crown Managed Accounts SPC acting for and on behalf of Crown/Seven Locks Segregated Portfolio (“Crown/Seven Locks”) (Seven Locks is a trading advisor) (the “Managed Account Client”).
- Together hereinafter, the General Fund, the Enhanced Fund as well as any private funds, entities or individuals with whom Seven Locks may contract for Investment Management services in the future will be referred to collectively as “Clients”.
- Together hereinafter, the General Fund and the Enhanced Fund will be referred to as “Private Fund(s)” or “Private Fund Clients.”

Each of the General Fund and the Enhanced Fund groups includes a domestic “feeder fund” for taxable U.S. investors, Seven Locks Fund LP and Seven Locks Enhanced Fund LP (an “Onshore Fund”) and an offshore “feeder fund” for non-U.S. investors and tax-exempt U.S. investors, Seven Locks Fund Ltd. and Seven Locks Enhanced Fund Ltd. (an “Offshore Fund”), each of which invests substantially all of its assets into Seven Locks Master Fund LP or Seven Locks Enhanced Master Fund LP, (the “Master Funds”) which in turn make investments according to the relevant investment strategy. The Master Funds, the Onshore Funds and the Offshore Funds are referred to together as the “Funds” or each individually as a “Fund”.

All discussions of the Clients in this brochure, including but not limited to their investments, the strategies used in managing the Clients, the fees and other costs associated with an investment in a Client, and conflicts of interest faced by Seven Locks and its affiliates in connection with the management of Clients are qualified in their entirety by reference to each Client’s respective

private placement memorandum (if any) and governing documents (referred to collectively as “Offering Documents”).

Seven Locks pursues investment strategies for its Clients that are somewhat similar, however, the strategies are implemented with certain individual differences on a Client-by-Client basis. For example, the Enhanced Fund utilizes additional leverage in implementing the strategy as compared to the General Fund.

The advisory services Seven Locks provide to Clients include designing and implementing the investment program, research and vetting of potential investments, managing the cash, securities and other properties comprising the invested assets, monitoring the performance of the investments, monitoring the risk and risk profile of the investments, and providing ongoing investor reporting.

For further description of the investment objectives and strategies and associated risks, please see Item 8, Method of Analysis, Investment Strategies and Risk of Loss.

As of December 31, 2015, Seven Locks managed approximately \$383,452,543 of regulatory assets under management on a discretionary basis.

ITEM 5: FEES AND COMPENSATION

Seven Locks fees vary based upon the Client, and in the case of Private Fund investors, the share class of the fund in which they are invested.

Fees for Private Fund investors are more fully described in the Offering Documents for each Private Fund. The General Fund and Enhanced Fund investors will pay the specific management fees and incentive allocation described in their respective Offering Documents.

Fees for the Crown/Seven Locks managed account, for whom Seven Locks only serves as trading advisor, will be charged to investors by their direct investment manager. In the case of the Crown/Seven Locks managed account specifically, the fees are more fully described in the Crown Managed Accounts SPC prospectus.

Seven Locks bears its own costs arising from providing certain administrative and management services to Clients, including, but not limited to, salaries and fringe benefits of professional, administrative, clerical, bookkeeping, secretarial and other personnel; rent; office equipment; newspapers and other mass-market periodicals, computer equipment and services; data processing; fire and theft insurance; heat, light, cleaning, power, water and other utilities of any office space maintained by Seven Locks on its own behalf or on behalf of Clients; stationery; postage; office supplies for Seven Locks and Clients; bookkeeping services; secretarial services; travel and entertainment; telephone (local and long distance); and any other overhead-type expenses.

Each Client of Seven Locks is responsible for all other relevant operating and other expenses, such as, but not limited to, management fees; organizational costs; indemnification expenses; commissions; clearing fees; fees, interest and other costs on margin accounts or other financings or re-financings; accounting and legal fees and disbursements (including legal fees related to the protection of the Client’s investments); accounting, audit and tax preparation expenses; third-party administrator fees; borrowing charges on securities sold short; custodial fees; bank service fees; expenses incurred in connection with the admission of additional investments; investment and trading consultant expenses; research fees (including publications and quotation services); risk management software fees; expenses in connection with

proposed transactions (including transactions that fail to close); liability insurance premiums with respect to Seven Locks and its affiliates; expenses related to the registered offices of the Clients, and any other reasonable expenses related to the purchase, sale, holding or transmittal of the Clients' assets or the Clients' liabilities. The trading and brokerage fees are further discussed in Item 12 - Brokerage Practices. The expenses of the Clients may potentially be higher than those typically found in other investment options.

The General Fund and the Enhanced Fund bear all costs and expenses incurred in connection with their formation and organization (collectively, the "Organizational Costs"). Such Organizational Costs may be amortized over the first 60 months of each Client's operations. Amortization of such expenses over a period that is up to 60 months is a divergence from U.S. Generally Accepted Accounting Principles, and such divergence could, in certain circumstances, result in a qualification of the annual audited financial statements.

Any and all statements contained in this Form ADV brochure with respect to fees charged to the Private Fund Clients and the Managed Account Clients are subject in their entirety to the respective Offering Documents of each.

Neither Seven Locks nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

The redemption of an investment in a Private Fund Client or a Managed Account Client is subject to terms and limitations described in the applicable Private Fund's Offering Documents. In relation to the Private Fund Client's, Seven Locks or one of its affiliates may:

- (i) suspend redemption rights, in whole or in part;
- (ii) postpone the date of payment of redemption proceeds; or
- (iii) suspend the calculation of the net asset value of a Fund, for any period during which:
 - (a) any stock exchange or over-the-counter market on which a significant portion of the investments owned (directly or indirectly) by the Fund are traded is closed or trading on any such exchange or market is restricted or suspended;
 - (b) there exists a state of affairs that constitutes a state of emergency as a result of which disposal of the investments owned by the Fund is not reasonably practicable or it is not reasonably practicable to determine fairly the value of its assets;
 - (c) a breakdown occurs in any of the means normally employed in ascertaining the value of a substantial part of the assets of the Fund or when for any other reason the value of such assets cannot reasonably be ascertained;
 - (d) an event occurs that would cause the dissolution of the Fund; or
 - (e) there exist such other extraordinary circumstances, as determined in good faith by Seven Locks or one of its affiliates that cause redemptions or such payments to be impracticable under existing economic or market conditions or conditions relating to the Fund.

Certain Private Fund Clients may agree to allow certain investors to participate on different business terms than other investors, including investing directly into the Master Funds, provided that Seven Locks believes that doing so will not adversely affect such other investors. Seven Locks may consider a number of other factors in determining whether to make different business terms available to a prospective

investor, including but not limited to the following: whether the criteria on which such terms are provided to certain investors and not others are in the interests of the Private Fund; whether the Private Fund would benefit from the additional capital that the prospective investor would contribute (or not redeem); the purpose of the investor's request; any legal, regulatory or "best practices" obligations that the investor may have with respect to the terms requested; and any representations that Seven Locks or the Private Fund may have made to other investors that would be inconsistent with granting the request.

Certain Private Funds may agree to provide certain investors with additional or different information than that provided to all investors. Seven Locks will determine whether to provide such information after taking into account factors it deems relevant, which may include the type or nature of the information requested, confidentiality concerns, potential uses for such information, and the intentions of the requesting investor with respect to such information. In any such case, the receipt of additional or different information by fewer than all investors may affect the decisions of the recipients regarding investment in the Fund.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As discussed in Item 5 – Fees and Compensation, each of Seven Lock's Clients may be charged an incentive allocation.

Affiliates of Seven Locks may receive an annual performance-based incentive allocation of up to 20% of net profits, subject to a loss carry forward, from the General Fund and the Enhanced Fund. The "incentive allocation" is based on a share of such Client's net profits during such year, subject to certain loss recovery mechanisms (sometimes referred to as "high water mark" measures) as described more fully in the Offering Documents for each Private Fund and the operating agreement. Generally, an incentive allocation is only received on gains and appreciation in the net asset value of the Client's portfolio.

In addition, Seven Locks may receive an annual performance-based incentive fee of up to 15% of net profits, subject to a loss carry forward, from Crown/Seven Locks.

Each of these performance-based incentive allocations or fees may create a potential conflict of interest by providing an incentive for Seven Locks, due to the higher return potential, to make investments that are riskier or more speculative than it would make if such arrangements were not in effect. In addition, because these incentive allocations may be calculated on net asset values that include unrealized appreciation, they may be greater than if such fees were based solely on realized gains and Seven Lock's Clients may never realize the gains on which an incentive allocation is based.

Managing different Client accounts that are potentially subject to different fees may cause a conflict of interests for Seven Locks, creating a reason to favor giving investment opportunities to Clients which pay higher fees. Seven Locks addresses the potential conflict arising from investment allocation by allocating investment opportunities among those Client accounts for which it considers participation in the respective opportunity to be appropriate.

ITEM 7: TYPES OF CLIENTS

As described in Item 4 – Advisory Business, Seven Locks provides investment advisory services to two groups of Private Investment Fund Clients (the General Funds and the Enhanced Funds), and acts as trading advisor to the Crown/Seven Locks managed account.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Seven Locks currently concentrates its investments in its main strategy, which is utilized by Clients with differing leverage. Seven Locks' strategies are dependent on the services of Mr. Goldman and his discretionary market judgment. The absence of Mr. Goldman could have a negative impact on Seven Locks and its' Clients.

Seven Locks' investment program is speculative and possesses substantial risks. While Seven Locks' goals are superior risk-adjusted absolute returns through investing primarily in equity, fixed income and other liquid securities of a diversified set of companies, there is no guarantee that such goals may be achieved. In fact, the investment techniques that Seven Locks may employ from time to time can, in certain circumstances, substantially increase the adverse impact that market fluctuations have on Seven Locks investment portfolio. Accordingly, Seven Locks activities could result in substantial losses under certain circumstances.

In seeking to achieve its objective Seven Locks may invest both long and short in a diversified set of equities, fixed income securities, derivatives and other instruments.

Seven Locks seeks out opportunities where, after conducting thorough bottoms-up research, it believes there to be superior absolute returns available after taking into account risk and volatility. Particular emphasis is placed on identifying themes and developing theses that are away from market consensus and contain a variant perception.

Seven Locks sources these themes and theses across industries and throughout global markets, with a focus on North America. In an attempt to increase the odds of success and enhance the risk/reward profile of the strategy, Seven Locks constantly analyzes opportunities throughout the capital structure in both physical securities and derivatives.

RISK MANAGEMENT

Accurate identification and hedging of risk is a critical aspect of the investment process and is crucial in ensuring that Clients have an attractive risk/reward ratio. Risk factors are identified and analyzed, with a focus on understanding exposures and sensitivity analysis. To accomplish this, Seven Locks may use third-party risk tools and proprietary analytics to capture information and analyze appropriately. Hedging is done on both a position and portfolio level, with an intended goal of minimizing undesired risks and exposures and protecting Clients from potential tail risk. Also, position sizing limits and portfolio construction guidelines are used to further enhance risk management. To construct the optimal portfolio, Seven Locks may seek to use a wide variety of both listed and over-the-counter securities.

There can be no assurance that Seven Locks investment objectives will be achieved or that Seven Locks' risk management techniques will protect against loss. The strategy is speculative and may result in substantial loss.

RISK FACTORS

The strategies pursued by Seven Locks constitute highly speculative investments and are not intended as a complete investment program. Because an investment carries substantial risk, it is suitable only for sophisticated investors who can assume the risks of losing their entire investment. Prospective investors should carefully evaluate the following considerations, which set forth some, but not all, of the risks before making an investment. Following is a description of the principal risks involved in these investment strategies, generally. Not all of these risks will be equally relevant to each Client at any given time. **The discussion of risks below is a brief summary of the risks involved. As previously stated,**

for a complete discussion of the risks involved, investors are urged to consult the appropriate Client's Offering Documents or operating agreement.

MARKET RISKS

General

All securities investments risk the loss of capital. No guarantee or representation is made that Seven Locks will achieve its investment objective or that investors will not lose all or substantially all of their investment.

Available Information

Seven Locks selects investments in part on the basis of information and data filed by the issuers of securities with various government regulators or made directly available to Seven Locks by such issuers, or through sources other than the issuers. Although Seven Locks evaluates all such information and data and seeks independent corroboration when Seven Locks considers it appropriate and when it is reasonably available, Seven Locks is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases complete and accurate information is not readily available.

Economic Conditions

Changes in economic conditions, including changes in interest rates, inflation rates, industry conditions, government regulation, competition, technological developments, political events and trends, tax laws and many other factors can affect substantially and adversely the business and prospects of Seven Locks or its strategies. None of these conditions are within the control of Seven Locks.

Market Disruptions

The strategies utilized by Seven Locks and Clients may incur substantial losses in the event of disrupted markets or other extraordinary events in which historical pricing relationships (on which Seven Locks bases a number of its trading positions) become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to Clients from their banks, dealers and other counterparties is typically reduced in disrupted markets. Market disruptions may from time to time cause dramatic losses for Clients, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

Competition

The securities industry generally, and the varied strategies and techniques to be engaged in by Seven Locks in particular, are extremely competitive. Clients will be competing for investment opportunities against various other investors, including many of the larger securities and investment banking firms, which have substantially greater financial resources and research staffs, as well as other hedge funds, which may also have greater resources and access to information, different investment strategies or compensation structures. Competitive investment activity by other firms may reduce Clients' opportunity for profit by reducing or amplifying the magnitude as well as the duration of the market inefficiencies that it seeks to exploit.

INVESTMENT RISKS

Nature of Investments

Seven Locks has broad discretion in making investments for Clients and expects to utilize highly speculative investment techniques, including leverage, futures, options and derivative transactions. There can be no assurance that Seven Locks will identify or correctly evaluate the nature or magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile. A variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may detrimentally impact businesses in which the Client invests, affecting their access to capital and public market valuations. These factors and others may significantly affect the results of Clients' activities and the value of its investments. In addition, the value of Clients' portfolio may fluctuate in response to fluctuations in the general level of interest rates.

Leverage

From time to time, Seven Locks may make extensive use of borrowed funds and other forms of leverage for the purpose of making investments and to hedge its exposure to market and credit risk on behalf of Clients. The use of leverage creates special risks and may significantly increase Clients' investment risk. Leverage creates an opportunity for greater yield and total return but, at the same time, increases Clients' exposure to capital risk and interest costs. Any investment income and gains earned on investments made through the use of leverage that are in excess of the interest costs associated therewith may cause the value of the interests to increase more rapidly than would otherwise be the case. Conversely, where the associated interest costs are greater than such income and gains, the value of the interests may decrease more rapidly than would otherwise be the case.

Volatility

The market value of certain of investments made by Seven Locks for Clients may be volatile, and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including, among other things, the macro business and economic environment, specific developments or trends within a company or in any particular industry, the market's overall perception of risk, general economic conditions, the condition of certain financial markets, domestic and international economic or political events, prevailing credit spreads, changes in prevailing interest rates and the financial condition of counterparties.

Liquidity of Investments

Seven Locks may acquire thinly-traded investments on behalf of Clients. These investments are difficult to dispose of quickly. In addition, investments that were once liquid may become illiquid, making it difficult to acquire or dispose of them at the prices quoted on the various exchanges. In that event, Clients' ability to respond to market movements may be impaired and Clients may experience adverse price movements upon liquidation of its investments.

Frequency of Trading

Some of the strategies and techniques to be employed may require frequent trades to take place and, as a consequence, portfolio turnover and brokerage commissions may be greater than for other investment entities of similar size. The Clients will bear these costs regardless of the profitability of the strategy.

Concentration of Investments

Seven Locks generally seeks to maintain a diversified portfolio of investments on behalf of Clients. However, they may, at certain times hold relatively few investments in Client accounts, which could subject the Clients to significant losses if it holds a large position in a particular investment that

declines in value or is otherwise adversely affected. In addition, the same result might be obtained if the Clients investments experience a greater than anticipated correlation. In that circumstance, Client positions that may have been considered diversified could be subject to significant losses due to related events or changes in investment correlation more generally.

Financial Model Risk

Most, if not all, of the investment strategies employed by Seven Locks on behalf of Clients require the use of quantitative and qualitative valuation models developed by Seven Locks and third-parties. As market dynamics (for example, due to changed market conditions and participants) shift over time, a previously highly successful model often becomes outdated or inaccurate, perhaps without Seven Locks recognizing the change before significant losses are incurred. This model risk extends to the valuation of investments, which may be made on the basis of internal Seven Locks models in the absence of any readily determinable market value. The valuations so determined may differ materially from realized values.

Transaction Costs

The investment approach of Seven Locks on behalf of Clients may involve a high level of trading and turnover of the Client investments, which may generate substantial transaction costs.

Spread Trading Risks

Seven Locks may trade spreads between two or more positions on behalf of Clients. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. In addition, such positions entail substantial risk that the price differential could change unfavorably, causing a loss to the spread position. In periods of trendless, stagnant markets and/or deflation, many alternative investment strategies have materially diminished prospects for profitability.

Arbitrage Transaction Risks

Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. Seven Locks may employ any one or more of these arbitrage strategies on behalf of Clients. If the requisite elements of an arbitrage strategy are not properly analyzed, or unexpected events or price movements intervene, losses can occur which can be magnified to the extent Clients are employing leverage. Moreover, arbitrage strategies often depend upon identifying favorable “spreads,” which can also be identified, reduced or eliminated by other market participants.

Hedging Transactions

The success of a Clients’ hedging strategy will be subject to Seven Lock’s ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Client’s hedging strategy will also be subject to the Seven Lock’s ability to continually recalculate, readjust, and execute hedges in an efficient and timely manner.

While a Client may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Client than if it had not engaged in any such hedging transactions. For a variety of reasons, Seven Locks may not seek to establish a perfect correlation between such hedging instruments and the risks being hedged. Such imperfect correlation may prevent the Client from achieving the intended hedge or expose the Client to risk of loss. In addition, Seven Locks may not hedge a risk inherent in the Client’s portfolio because a hedge may not be available or is too costly in light of the

likelihood of the possible risk actually occurring or because the risk simply could not be reasonably anticipated.

Possible Positive Correlation

One of the goals in incorporating non-traditional investment strategies such as those to be utilized by the Clients into a portfolio or series of portfolios is to provide a potentially valuable element of diversification. However, there can be no assurance, particularly during periods of market disruption and stress, when the risk control benefits of diversification may be most important, that Clients will, in fact, be negatively-correlated or non-correlated with a traditional portfolio of stocks or bonds.

Equity Securities

Seven Locks may invest in equity securities on behalf of Clients, and expects to hold both long and short positions in such securities. Such investments will be subordinate to the claims of an issuer's creditors and, to the extent such securities are common securities, preferred stockholders. Dividends customarily paid to equity holders can be suspended or cancelled at any time. For the foregoing reasons, investments in equity securities can be highly speculative and carry a substantial risk of loss of principal.

Short Selling

Seven Locks may engage in short selling on behalf of Clients. Short selling involves selling securities that may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows a Client to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since 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 would result in a loss. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

In addition, there can be no assurance that securities necessary to cover a short position will be available for purchase or that securities will be available to be borrowed by a Client at reasonable costs. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and a Client may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

Short selling activities with respect to U.S. securities are subject to other restrictions imposed by U.S. securities laws and the various U.S. securities exchanges that may affect investment activities of the Client. If short sales are effected on an exchange or over-the-counter market outside the United States, such transactions will be subject to the applicable local law, which may be more or less restrictive than U.S. law.

"New Issues"

Seven Locks may invest in "new issues," on behalf of Clients, which pose unique risks arising out of their transient illiquidity, lack of trading history and concentration of ownership. In the event that Clients elect to trade "new issues," investors of Clients that are "restricted persons" under applicable FINRA rules may not be permitted to participate or participate fully in the returns generated by those trades.

Convertible Securities

Convertible securities provide higher yields than the underlying equity securities, but generally offer lower yields than non-convertible securities of similar quality. The value of convertible securities fluctuates in relation to changes in interest rates like bonds and, in addition, fluctuates in relation to the underlying common stock. In addition, convertible securities are often held in large concentrations by levered investors and hence may be materially devalued when those investors are selling, irrespective of the underlying issuer's financial health.

Foreign Securities

Seven Locks may invest in securities and other instruments of foreign corporations and foreign countries on behalf of Clients. Investing in such securities involves certain considerations not usually associated with investing in securities of U.S. companies or the U.S. Government, including, among other things, political and economic considerations, such as greater risks of expropriation, nationalization and general social, political and economic instability; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion, imposition of withholdings and other taxes and certain government policies that may restrict Clients' investment opportunities. In addition, accounting and financial reporting standards that prevail in many foreign countries are not equivalent to U.S. standards and, consequently, less information may be available to investors in companies located in foreign countries than is available to investors in companies located in the U.S. There is also less regulation, generally, of the securities markets in many foreign countries than there is in the U.S.

Options

Seven Locks may engage in the trading of options on behalf of Clients. Such trading involves risks substantially similar to those involved in trading margined securities in that options are speculative and highly leveraged. Specific market movements of the securities underlying an option cannot accurately be predicted. The purchaser of an option is subject to the risk of losing the entire purchase price of the option. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the security underlying the option that the writer must purchase or deliver upon exercise of the option.

Derivatives

Seven locks may invest in derivative financial instruments on behalf of Clients. In addition, Seven Locks may from time to time utilize both exchange-traded and over-the-counter futures, options and contracts for differences, for hedging purposes, as well as other derivatives on behalf of Clients. Regulatory restraints may restrict the instruments that a Client may trade. Such derivative instruments are highly volatile, involve certain special risks and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, a relatively small movement in the price of a contract may result in a profit or a loss that is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further losses exceeding any margin deposited. Further, when used for hedging purposes there may be an imperfect correlation between these instruments and the investments or market sectors being hedged.

The trading of over-the-counter derivatives will subject a Client to a variety of risks including: (i) counterparty risk, (ii) basis risk, (iii) interest rate risk, (iv) settlement risk, (v) legal risk, and (vi) operational risk. Counterparty risk is the risk that one of a Client's counterparties might default on its obligation to pay or perform generally on its obligations. Basis risk is the risk that the normal relationship between two prices might move in opposite directions. Interest rate risk is the general risk

associated with movements in interest rates. Settlement risk is the risk that a settlement in a transfer system does not take place as expected. Legal risk is the risk that a transaction proves unenforceable in law or because it has been inadequately documented. Operational risk is the risk of unexpected losses arising from deficiencies in a firm's management information, support and control systems and procedures. Transactions in over-the-counter derivatives may involve other risks as well, as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk.

Debt Securities

Debt securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and are also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). Changes in interest rates may cause a decline in the market value of an investment. With bonds and other fixed income securities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. Bonds and other fixed income securities generally involve less market risk than stocks. However, the risk of bonds can vary significantly depending upon factors such as the issuer and maturity. The bonds of some companies may be riskier than the stocks of others. Ratings are relative and subjective and are not absolute standards of quality. Subsequent to its purchase, an issue of securities may cease to be rated or its rating may be reduced. Neither event will require sale of such securities by a Client, although Seven Locks will consider such event in its determination of whether the Client should continue to hold the securities.

High-Yield Securities

Seven Locks may invest in "high yield" bonds and other debt securities on behalf of Clients that are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Debt securities in the lower categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than debt securities with higher ratings in the case of deterioration or general economic conditions. Because investors generally perceive that there are greater risks associated with the lower-rated debt securities, the yields and prices of such securities may tend to fluctuate more than those of higher-rated securities. The market for lower-rated debt securities is thinner and less active than that for higher rated securities, which can adversely affect the prices at which these securities can be sold. In addition, adverse publicity and investor perceptions about lower rated debt securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such lower-rated securities.

Distressed Securities

Seven Locks may purchase, directly or indirectly, debt securities and other obligations of companies on behalf of Clients that are experiencing significant financial or business distress, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although such purchases may result in significant returns, they involve a substantial degree of risk and may not show any return for a considerable period of time. In fact, many of these securities and investments ordinarily remain unpaid unless and until the company reorganizes and/or emerges from bankruptcy proceedings, and as a result may have to be held for an extended period of time. In some circumstances, such debt securities may be converted to equity as part of the reorganization. A wide variety of considerations, including, for example, the possibility of litigation between the participants in a reorganization or liquidation proceeding or a requirement to obtain mandatory or discretionary consents from various governmental authorities or others may affect the value of these securities and investments. The uncertainties inherent in evaluating such investments may be increased by legal and practical considerations which limit the

access of Seven Locks to reliable and timely information concerning material developments affecting a company, or which cause lengthy delays in the completion of the liquidation or reorganization proceedings. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial distress is unusually high. There is no assurance that Seven Locks will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to the company in which Clients invests, Clients may lose its entire investment or may be required to accept cash or securities with a value less than the Client's original investment.

Sovereign Risk; Emerging Markets

On behalf of Clients, Seven Locks may invest in sovereign debt, and may invest in securities and instruments of developing or emerging market issuers that are or may become non-performing and/or where the issuer is in default, at the time of purchase, of principal repayment obligations. If a foreign sovereign defaults on its foreign debt, there may be limited legal recourse against the issuer and/or guarantor.

Investments in emerging markets instruments, while generally providing greater potential opportunity for capital appreciation and higher yields than investments in more developed market instruments, may also involve greater risk. While Seven Locks intends to manage the investments in a manner that will attempt to minimize Clients' exposure to unreasonable risks within the emerging markets asset class, and to diversify Clients' investments among various emerging countries, there can be no assurance that adverse political and economic risks will not cause Clients to suffer a loss of principal or interest in respect of any of its holdings.

Many laws that govern private and foreign investments, securities transactions, and other contractual relationships in emerging markets are relatively new and largely untested. As a result, a Client may be subject to certain risks not present in more developed markets, including unclear and changing laws, inconsistent enforcement of laws, and difficulty in enforcing payment obligations.

Investment in emerging markets may expose Clients to local risks such as counterparty, repatriation, exchange controls or other monetary restrictions, taxation risks, and special considerations due to limited publicly available information, less stringent regulatory standards, and lack of uniformity in accounting.

Lending Risks

Clients may invest in loans. Such lending activities entail a number of risks:

- *General Credit Risks.* Clients may be exposed to losses resulting from default and foreclosure. The value of the underlying collateral, if any, the creditworthiness of the borrower and the priority of the lien are each of great importance (although Seven Locks Clients may invest in subordinate or second priority liens). There is no assurance that Seven Locks will correctly evaluate the value of the assets collateralizing the loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a borrower, Clients may lose all or part of the amounts advanced to that borrower. Seven Locks cannot guarantee the adequacy of the protection of Client's interests, including the validity or enforceability of the loan and the maintenance of the anticipated priority and perfection of the applicable security interests.

- *Lower Credit Quality Loans.* Loans held by Clients may be deemed to have substantial vulnerability to default in payment of interest and/or principal. Certain of the loans that Clients may fund have large uncertainties or major risk exposures to adverse conditions, and may be considered to be predominantly speculative. Generally, such loans offer a higher return potential than better quality loans, but involve greater volatility of price and greater risk of loss of income and principal. The market values of certain of these loans also tend to be more sensitive to changes in economic conditions than better quality loans.
- *Equitable Subordination.* Loans to companies operating in workout modes or under Chapter 11 of the Bankruptcy Code are, in certain circumstances, subject to certain potential liabilities which may exceed the amount of a Client's loan. For example, under certain circumstances, lenders who have inappropriately exercised control of the management and policies of a debtor may have their claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions.

Loan Participations and Assignments

Seven Locks may invest in debt securities in the form of loan participations and assignments of portions of such loans on behalf of Clients. Loan participations typically represent direct participation in a loan to a corporate borrower, and generally are offered by banks or other financial institutions or lending syndicates. When purchasing loan participations on behalf of Clients, the Client assume the credit risk associated with the corporate borrower and may assume the credit risk associated with an interposed bank or other financial intermediary, and may only be able to enforce its rights through the lender, and may assume the credit risk of the lender in addition to the borrower. The participation interests in which Clients invest may not be rated by any nationally recognized rating service.

Investments in loans through a direct assignment of a financial institution's interests with respect to the loan may involve additional risks to Clients. For example, if a loan is foreclosed, Clients could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, it is conceivable that, under emerging legal theories of lender liability, Clients could be held liable as a co-lender. It is unclear whether loans and other forms of direct indebtedness offer securities laws protections against fraud and misrepresentation. In the absence of definitive regulatory guidance, Clients rely on Seven Locks' research in an attempt to avoid situations where fraud or misrepresentation could adversely affect the Client.

Mortgage-Backed and Asset-Backed Securities

Clients may invest in mortgage-backed and asset-backed securities. Mortgage-backed securities represent an interest in a pool of mortgages. When market interest rates decline, more mortgages are refinanced and the securities are paid off earlier than expected. Prepayments may also occur on a scheduled basis or due to foreclosure. When market interest rates increase, the market values of mortgage-backed securities decline. At the same time, however, mortgage refinancings and prepayments slow, which lengthens the effective maturities of these securities. As a result, the negative effect of the rate increase on the market value of mortgage-backed securities is usually more pronounced than it is for other types of fixed-income securities. Asset-backed securities are structured like mortgage-backed securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets may include, but are not limited to, such items as motor vehicle installment sales or installment loan contracts, leases of various types of real and personal property, and receivables from credit card agreements. The ability of an issuer of asset-backed securities to enforce its security interest in the underlying assets may be limited. Asset-backed securities are subject to many of the same risks as mortgage-backed securities.

Currency Exposure

Clients' portfolio may have positions that are denominated in currencies other than U.S. Dollars. Accordingly, the value of such assets may be affected favorably or unfavorably by fluctuations in currency rates. Seven Locks may not necessarily seek to hedge the foreign currency exposure, and as such investments would be subject to varying degrees of foreign exchange risks. In addition, prospective investors whose assets and liabilities are predominately in other currencies should take into account the potential risk of loss arising from fluctuations in value between the U.S. Dollar and such other currencies.

Prime Brokers

Pursuant to each prime brokerage agreement, margin lending agreement or other agreement with the Prime Brokers or their affiliates, each Prime Broker and/or their affiliates may be authorized to lend either to themselves or to others any or all assets deposited with a Prime Broker and its affiliates, to convey all attendant rights of ownership (including voting rights and the right to transfer the assets to others), and to use all such assets as collateral for their general loans within the limits of applicable law and regulations. Unless otherwise agreed with a Prime Broker (or its affiliates), any such assets used as collateral, together with all attendant rights of ownership, may be pledged, repledged, hypothecated or rehypothecated by a Prime Broker or its affiliates either separately or in common with other property for any amounts due to a Prime Broker or its affiliates (or for a greater amount), and a Prime Broker or its affiliates shall have no obligation to retain a like amount of similar property in their possession and control.

A Client will rank as an unsecured creditor to its Prime Brokers (who may also serve as custodians) in relation to assets that any such Prime Broker borrows, lends or otherwise uses and, in the event of the insolvency of such Prime Broker, the Client might not be able to recover equivalent assets in full. In addition, if applicable law permits, cash that a Prime Broker holds or receives may not be treated by such Prime Broker as Client money, may not be segregated from such Prime Broker's own cash and may be used by such Prime Broker in the course of its investment business. In such event, a Client will rank as one of the Prime Broker's general creditors with respect to such cash deposits. Investors should assume that the insolvency of any of the Client's Prime Brokers, custodians or other service providers could result in the loss of all or a substantial portion of the Client's assets held by or through such entity.

Custodians

Institutions, such as brokerage firms or banks, will have custody of a portion of investor's assets. These assets will often be registered in "street name." Bankruptcy or fraud at one of these institutions could impair the operational capabilities or the capital position of investors. Seven Locks will attempt to concentrate its investment transactions with well-capitalized and established banks and brokerage firms in an effort to mitigate such risks.

Counterparty Risk

Clients will be subject to the risk of the inability of any counterparty (including its prime brokers and custodians) to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.

Systemic Risk

Credit risk may also arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may

adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which Seven Locks will interact on a daily basis.

Ability to Enforce Legal Rights

Because the effectiveness of the judicial systems in certain non-U.S. countries in which Seven Locks may invest on behalf of Clients varies, Seven Locks may have difficulty successfully pursuing claims in the courts of such countries, as compared to the United States or other developed countries. Furthermore, to the extent that Seven Locks may obtain a judgement but is required to seek its enforcement in the courts of one of the countries in which it invests on behalf of Clients, there can be no assurance that such courts will enforce such judgement.

MANAGEMENT AND CLIENT RISKS

Reliance on Management

Investors Private Funds managed by Seven Locks do not and will not have an opportunity to select or evaluate investments by the Private Fund or review the Private Fund portfolio. Seven Locks will select all Clients' investments and the quality of its decisions will dictate Clients' success or failure. No guarantee or representation is made that Clients' strategies will be successful. Seven Locks may simply fail to identify favorable investment opportunities or to accurately evaluate those investments that it does make on behalf of the Client. Further, the business and prospects of Seven Locks may be materially and adversely affected by the death or incapacity of Mr. Goldman and any of the senior personnel of Seven Locks.

Illiquidity

No market for the interests in Clients exists or can be expected to develop. Interests cannot be sold without the consent of an affiliate of Seven Locks in its sole discretion and unless either they are subsequently registered under the Securities Act and registered or qualified under any applicable state securities laws or exemptions from such registration and qualification are available.

Potential Mandatory Redemption

Seven Locks or an affiliate may, in their sole discretion at any time, require an investor to redeem all or a portion of its investment in a private fund Client. Such mandatory redemption could result in adverse tax and/or economic consequences to such investor.

Valuation of Assets

Seven Locks will value the securities held by Clients in accordance with its Valuation Policy. When no market exists for an investment or when Seven Locks determines that the market price does not fairly represent the value of the investment, Seven Locks will value such investment as it reasonably determines.

Operating Deficits

The expenses of operating the Clients account (including the Management Fee) may exceed its income, thereby requiring that the difference be paid out of the Client's original capital, reducing the Client's investments and potential for profitability.

No Distributions

Seven Locks does not intend to make distributions from Private Fund Clients to the Limited Partners, other than in connection with withdrawals, but intends instead to reinvest substantially all Private Fund Client's income and gain, if any.

Investment Expenses

The investment expenses (e.g., expenses related to a Client's investment and custody of the Client's assets, such as brokerage commissions, custodial fees and other trading and investment charges and fees) as well as other fees (e.g., Management Fees and operating expenses) may, in the aggregate, constitute a high percentage relative to other investment entities.

"Master-Feeder" Structure

The "master-feeder" fund structure – in particular the existence of multiple feeder funds investing in the same master fund – presents certain unique risks to investors. Smaller feeder funds investing in a master fund may be materially affected by the actions of larger feeder funds investing in the master fund. For example, if the larger of the Onshore Fund and the Offshore Fund redeems from the corresponding Master Fund, the remaining fund may experience higher *pro rata* operating expenses, thereby producing lower returns. The Master Fund may become less diverse due to a redemption by the larger feeder fund, resulting in increased Master Fund risk. The Onshore Fund or the Offshore Fund may redeem its investment in the Master Fund at any time, if such fund determines that it is in the best interests of the investors to do so. Upon any such redemption, Seven Locks would consider what action might be taken, including the investment of all the assets of the redeeming fund in another pooled investment entity having the same investment objective as the redeeming feeder fund or management of such fund's assets directly.

Initial Investor Risk

Seven Locks and the Funds have entered into an agreement with an initial investor pursuant to which the initial investor was granted certain rights in exchange for a commitment to provide a significant seed capital investment to certain Funds. Among other rights, the initial investor will be entitled to receive a portion of the Master Funds' net profits, which will, in effect, reduce the amount of the management fee and incentive allocation that will be received by Seven Locks. While the initial investor has special redemption and transparency rights, the initial investor has no obligations or responsibilities to the Funds whatsoever other than providing the initial investment. The Funds and the Master Funds are obligated to indemnify the initial investor against any loss arising from the agreement between the initial investor, Seven Locks and the Funds. The Funds' obligation to indemnify the initial investor shall not extend to investment losses suffered as a result of the initial investor's status as an investor in a Client.

Effect of Substantial Redemptions

Substantial redemptions by investors within a short period of time could require the Client to liquidate securities positions more rapidly than would otherwise be desirable, possibly reducing the value of Clients' assets and/or disrupting Seven Locks' investment strategy. Reduction in the size of Clients could make it more difficult to generate a positive return or to recoup losses due to, among other things, reductions in Clients' ability to take advantage of particular investment opportunities or decreases in the ratio of its income to its expenses. Substantial redemptions from other investment vehicles and individual managed accounts advised by Seven Locks could also detrimentally affect a Client by increasing the Client's allocation of shared expenses. In addition, an overall reduction in Seven Locks' assets under management, whether through the Fund or otherwise, could limit Seven Locks' ability to make particular investments.

Limitation of Liability and Indemnification of Seven Locks

Investment management agreements with Seven Locks include exculpation and indemnification provisions that limit Seven Locks' potential liability to the investors, Clients and the Master Funds, as well as third parties. Therefore, an investor may have a more limited right of action against Seven Locks than they would have had absent these provisions.

Lack of Separate Representation

Neither the investment management agreements nor any of the agreements, contracts and arrangements between a Client and Seven Locks, or its affiliates, were or will be the result of arm's-length negotiations. The attorneys, accountants and others who have performed services for a Client and who may continue to perform services for a Client in the future, have been and will be selected by persons affiliated with the Seven Locks.

Electronic Communications

Seven Locks uses e-mail for purpose of delivering monthly statements, quarterly letters, annual reports and other communications. E-mail messages are not secure and may contain computer viruses or other defects, may not be accurately replicated on other systems, or may be intercepted, deleted or interfered with without the knowledge of the sender or the intended recipient. Prospective Clients should consider the risks associated with e-mail transmissions of confidential information. Seven Locks and their agents make no warranties in relation to these matters, and shall have no liability for and against any loss and claim of any kind resulting from insecure e-mails.

The risk information above is intended as a summary of the risks that may potentially apply to Clients, including Private Fund Clients. This summary is not intended to serve as a complete disclosure of risks involved with an investment managed by Seven Locks. With respect to Private Fund Clients in particular, this information is subject in its entirety to the Confidential Offering Document of each Private Fund. Private Fund offering documents may contain substantially more or different information related to the risks of investing in each Private Fund. Decisions to invest in a Private Fund managed by Seven Locks should not be made based upon review of this Form ADV brochure disclosure alone. Rather, such a decision should only be made following a review of the Confidential Offering Document for the fund and after a potential investor's receipt of tax, legal and other professional advice. This brochure does not constitute an offer to buy or sell any security.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose here all material facts regarding certain legal or disciplinary events that would be material to your evaluation of the investment adviser or the integrity of its management. Seven Locks has no such legal or disciplinary events/information to disclose.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Andrew Goldman, managing partner of Seven Locks, maintains less than 1% passive ownership of Earnest Research Company (formerly Great Bridge Corporation), a research company that provides reports and data to financial institutions. Seven Locks maintains a service agreement contract with Earnest Research Company (formerly Great Bridge Corporation) in which soft dollars are paid for research services.

Jesse Richmand, the Director of Marketing and Investor Relations of Seven Locks, is also the sole proprietor of 14capital LLC, which, upon approval from Seven Locks, may provide third-party marketing and consulting services to investment managers. 14capital LLC is a registered representative of Blue Sand Securities LLC, an SEC registered broker dealer. Through Blue Sand Securities LLC, 14capital LLC may earn fees from third-party marketing services provided by its clients. Mr. Richmand will continue to be a full-time employee of Seven Locks, and will not be compensated by Seven Locks via Blue Sand

Securities LLC or 14capital LLC. Mr. Richmand will be splitting his time and attention between Seven Locks and Blue Sand Securities LLC or 14capital LLC. He may also potentially be raising capital for private fund entities other than Seven Locks via these entities. Both of these things could potentially cause conflicts of interest. However, given the nature and scope of Mr. Richmand's responsibilities for Seven Locks, the highly regulated nature of the business of a registered broker-dealer such as Blue Sand Securities LLC, and the strict confidentiality agreements to which Mr. Richmand is a party, at this time Seven Locks believes these potential conflicts are well mitigated.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

As an investment adviser registered with the SEC, Seven Locks has adopted a code of ethics pursuant to SEC Rule 204A-1. All Clients, investors and pre-qualified, approved potential investors in Clients managed by Seven Locks may request a copy of the code of ethics by contacting Andrew Goldman at (917) 817-0444 or via email at agoldman@sevenlockscapital.com.

Seven Locks has adopted a code of ethics and policy on personal trading and related activities concerning trading by firm personnel that is designed to detect and prevent potential conflicts of interest between Seven Locks and its Clients. The policy, among other things, provides for the following:

- All employees are prohibited from trading, either personally or on behalf of others, in securities except in situations where Seven Locks believes such personal investments will not create a conflict of interest between Seven Locks, its employees and Clients;
- All employees of Seven Locks are subject to pre-clearance procedures for all permissible securities;
- All employees are required to submit regular reports of holdings and security transactions for their own accounts or any account in which they have a direct or indirect beneficial interest;
- Employees are required to certify annually that they will follow Seven Locks' code of ethics and insider trading policies and procedures;
- Employees are prohibited from accepting or giving gifts of any material value from any person that does business with or on behalf of Seven Locks; and
- Employees are required to obtain advance approval to serve as a director or trustee of unaffiliated for profit and non-profit organizations.

ITEM 12: BROKERAGE PRACTICES

In selecting brokers or dealers to effect transactions, Seven Locks seeks to obtain the best combination of pricing, expertise and ability to perform execution services, ability to execute transactions in liquid markets at competitive prices without disrupting the market for a particular security, ability to execute transactions in illiquid markets at competitive prices without disrupting the market for a specific security, range of services provided and products offered (including research and brokerage services), quality and timeliness of market information provided, ability to maintain confidentiality, credit worthiness and financial responsibility. Seven Locks need not solicit competitive bids for such execution services and

does not have an obligation to seek the lowest available commission cost. As such, the Client may pay commissions to such brokers or dealers in an amount greater than the amount another firm might charge.

From time to time, Seven Locks enters into “soft dollar” arrangements but limits the use of “soft dollars” to obtaining research and brokerage services which constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934. Services that Seven Locks may receive from such broker-dealers may include research, general market commentary, economic information, trading advice, industry and company commentary, technical data, recommendations, general reports, quotations and other market data or information.

Research and brokerage services obtained by the use of commissions arising from the Client's portfolio transactions may be used by Seven Locks in its other investment activities and thus, the Client may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

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

Seven Locks does not receive direct Client referrals from its brokers. However, certain of the prime brokers utilized by Seven Locks may organize “capital introduction” or similar events for potential investors interested in investing in hedge funds. Such events provide prospective Clients with the opportunity to meet with Seven Locks and its personnel may be given the opportunity to present at such events. Seven Locks does not compensate the prime brokers for organizing such events or for investments ultimately made by prospective investors attending such events. However, such events and other services (including, without limitation, capital introduction services) provided by a prime broker may influence Seven Locks in deciding whether to use such prime broker.

Seven Locks, which is responsible for the investment decisions made on behalf of Clients, may in the future be responsible directly or indirectly for investment decisions made on behalf of other investment vehicles. Seven Locks may take action with respect to Clients that differs from that taken with respect to other pooled investment vehicles advised by Seven Locks. To the extent a particular investment is suitable for multiple Clients, such investment will be allocated between the Clients pro rata based on assets under management or in some other manner that Seven Locks determines is fair and equitable under the circumstances to all Clients.

Seven Locks may elect to effect purchase and sale transactions between its Clients with respect to particular investments; provided that (i) such transactions shall be effected at the prior day closing price for such investment and (ii) no fees shall be paid to Seven Locks or any of its affiliates in connection with such transaction.

ITEM 13: REVIEW OF ACCOUNTS

Mr. Goldman and the investment team review the strategy and investments of Clients daily, performing both top down and bottom up reviews of the positions, allocations and strategies. In addition, Mr. Goldman utilizes proprietary screening and monitoring programs to assist his review of the strategy. Clients typically provide to investors audited annual financial statements, periodic unaudited performance

reports, and, for U.S Clients, all tax information relating to their investments necessary for U.S. federal income tax purposes.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Seven Locks does not receive any economic benefit from anyone other than its Clients for providing investment advice or other advisory services to its Clients. Additionally, other than the potential indirect benefits provided to brokers that arrange “capital introduction” events as described in detail in Item 12 – Brokerage Practices, Seven Locks has an agreement with Heller Advisory and Silver Leaf Partners, LLC to provide outsourced marketing services. In addition, the marketing services provided by third party marketers are provided for fees that may include a percentage of management fees and incentive allocation collected by Seven Locks.

ITEM 15: CUSTODY

Seven Locks or its affiliates enter into agreements with qualified custodians to maintain custody of Clients’ assets as and to the extent required by Rule 206(4)-2 under the Investment Advisor’s Act. These qualified custodians generally include banks, registered broker dealers, registered commodity futures merchants and potentially certain foreign financial institutions. While Seven Locks does not take physical custody of any Client assets, Seven Locks may be deemed to have custody because of its discretionary authority, and because of the automatic deductions for advisory fees. Clients are responsible for all costs of such qualified custodians.

As Seven Locks has arranged for delivery of audited financial statements to the investors in each Fund within 120 days of the end of each fiscal year, investors do not receive reports directly from Clients’ qualified custodians.

Seven Locks urges all Clients and underlying investors to carefully review all statements received from the administrator.

ITEM 16: INVESTMENT DISCRETION

Seven Locks’ investment advisory services are provided on a discretionary basis. Seven Locks may exercise this discretion to determine what securities to trade on behalf of each Client, in what amount to trade such securities and the executing brokers for such transactions. This discretion is subject to any guidelines or restrictions on the investment activities set out in the relevant Investment Management Agreement between Seven Locks and such Client.

ITEM 17: VOTING CLIENT SECURITIES

Seven Locks intends that, absent definitive reasons why a proxy should not be voted, all proxies will be voted based on Seven Locks’ proxy voting policy. Seven Locks has developed a proxy voting policy which it believes is reasonably designed to insure that proxies are voted in the best interest of Clients it manages and in accordance with its fiduciary duties and Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended. Clients may not direct Seven Locks as to how to vote a particular proxy. Seven Locks’ policies and procedures contain procedures designed to address potential conflicts of interest that may arise between Seven Locks and its Clients. Clients may obtain both information about how Seven

Locks voted proxies and a copy of its Proxy Voting Policy by either calling or emailing Andrew Goldman at (917) 817-0444 or via email at agoldman@sevenlockscapital.com.

ITEM 18: FINANCIAL INFORMATION

A registered investment adviser is required to provide Clients with certain financial information or disclosures about its financial condition in certain circumstances. Seven Locks is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual obligations and fiduciary commitments to its Clients and has not been the subject of a bankruptcy petition. As such, Item 18 is not applicable.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Seven Locks is not registered, or required to be registered, as an investment adviser in any state. Therefore, Item 19 is not applicable.