



PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure ("**Brochure**") provides information about the qualifications and business practices of Caledonia (Private) Investments Pty Limited ("**Caledonia**" or the "**Adviser**"). If you have any questions about the contents of this Brochure, please contact us at +61 2 9255 7600 or at bstanton@caledonia.com.au. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "**SEC**") or by any state securities authority.

Additional information about Caledonia is available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

This Brochure is for informational purposes only. It does not convey an offer of any type and is not intended to be, and should not be construed as, an offer to sell, or the solicitation of an offer to buy, any interest in any entity, investment or investment vehicle.

Item 2. MATERIAL CHANGES

This Brochure dated September 28, 2016 contains the following material changes since the last update of this Brochure dated September 28, 2015:

- The way certain disclosure is phrased throughout this Brochure has been updated;
- Item 4 has been updated to reflect the assets under management as of June 30, 2016;
- Item 8 has been updated to reflect changes to the description of the methods of analysis, investment strategies and risk of loss section; and
- Item 12 has been updated to reflect changes in brokerage practices.

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Item 4. ADVISORY BUSINESS

Caledonia is an SEC registered investment adviser with its principal place of business in Sydney, Australia. Caledonia was founded in 1992. The Adviser's principal owners are Caledonia (Private) Holdings Pty Ltd and Caledonia Active Investments Pty Ltd. (For purposes of this Brochure, principal owners include those with at least a 25% interest in the Adviser).

Caledonia provides discretionary investment management services, directly or through its affiliates, to U.S. and non-U.S. pooled investment vehicles and single investor funds ("**Funds**"), as well as to separately managed account clients ("**SMAs**") (the "**Funds**" and "**SMAs**" collectively together are, the "**Clients**").

The investment objective of Caledonia is to generate superior, long-term, risk-adjusted investment returns. Caledonia manages Client assets within a single long-short global equity strategy in accordance with the terms set forth in the applicable offering memorandum, organizational documents, limited partnership agreement, investment management agreement, and/or subscription agreements, as the case may be (each and collectively, the "**Governing Document**"). Caledonia does not tailor advisory services to the individual needs of Clients. Please refer to Item 8 of this Brochure for additional information regarding Caledonia's methods of analysis and investment strategies, and their associated risks. Prospective investors should refer to the appropriate Governing Document for important additional information and considerations. Clients, in limited circumstances per the Governing Document, may impose restrictions on investing in certain securities.

Caledonia (Private) Investments US, LLC ("**Caledonia US**"), an affiliate of Caledonia, serves as the investment manager to some of the Funds. Another affiliate of Caledonia, Caledonia GP, LLC ("**Caledonia GP**"), serves as the general partner of the U.S. based Funds.

Caledonia US and Caledonia GP are related persons of Caledonia and are under common control with Caledonia. Caledonia, Caledonia US, and Caledonia GP collectively conduct a single advisory business and Caledonia is filing a single Form ADV in reliance on the no action letter issued to the American Bar Association on January 18, 2012. Caledonia GP and Caledonia US and their employees and personnel will be subject to the Investment Advisers Act of 1940 (the "**Advisers Act**") and rules thereunder, and to all of Caledonia's compliance policies and procedures. Each of the personnel of Caledonia GP and Caledonia US will be deemed "persons associated with" Caledonia (as that term is defined in section 202(a)(17) of the Advisers Act) and will be subject to SEC examination. As such, Caledonia has aggregated the information contained within this Brochure to refer to, and include all information concerning, Caledonia, Caledonia US, and Caledonia GP. All references to Caledonia in this Brochure should also be considered references to Caledonia GP and Caledonia US in the appropriate context.

As of June 30, 2016, Caledonia managed Client assets on a discretionary basis in the amount of U.S. \$2.2 billion. Caledonia does not manage any U.S. Client assets on a non-discretionary basis.

Item 5. FEES AND COMPENSATION

For the Adviser's, or its affiliates', services to Clients, Caledonia or its affiliates will charge a management fee ("**Management Fee**") and a performance-based fee ("**Performance Fee**") as described below. These fees are not negotiable.

Management Fee

In general, Caledonia will receive from each Client an asset based Management Fee equal to 1.5% per annum. The Management Fee will generally be calculated and payable monthly, in arrears, as of the first day of each month.

Performance Fee

In general, subject to certain adjustments and a "high water mark", Caledonia is entitled to a Performance Fee from each Client equal to 15% of all net realized and unrealized income and gains derived from portfolio investments. This Performance Fee will generally be calculated and payable annually, in arrears, as of the applicable Fund's fiscal year end and as agreed with each SMA client. Please refer to the applicable Governing Document for additional information.

General Information

The Management Fee and Performance Fee may be waived, reduced or calculated differently with respect to Caledonia's affiliates, members or employees or any particular affiliated or unaffiliated investor at the Adviser's discretion.

Fees and compensation paid or allocated to Caledonia or its affiliates by Clients are generally directly debited from the assets of such Clients.

Except as set forth in the applicable Governing Document, each Client bears all other expenses incidental to and incurred in relation to its operations and business as well as its pro rata share of such Client's expenses, including, but not limited to, brokerage (see Item 12 of this Brochure), all transactional fees and costs, banking, due diligence fees, transaction, advisory or other banking fees, research expenses, consulting costs, data processing costs, quotation and news services, travel, legal fees, accounting and auditing fees, sales and purchase commissions and charges and exchange fees, fees and charges of custodians and clearing agencies, interest and commitment fees on loans and debit balances, organizational and formation expenses, income taxes, withholding taxes, transfer taxes and other governmental charges and duties, fees and expenses of the prime brokers and custodians, any costs incurred in respect of the meetings of such Client's investors, if any, portfolio pricing expenses, registration of the Client with regulatory authorities, director's fees, sales and purchase commissions and charges and exchange fees, transfer agent fees, administrator fees and expenses and the Client's registered office expenses.

Caledonia has adopted an expense allocation policy that is designed to ensure that expenses are allocated to Clients in a fair and equitable manner. Caledonia allocates expenses to each Client in accordance with the Client's Governing Document. The Adviser generally allocates common client expenses among multiple Clients pro rata based on gross

assets under management as at the beginning of the month in which the expenses are incurred. The Adviser may deviate from this standard allocation method if it determines that an expense disproportionately benefits a particular Client or group of Clients.

Neither Caledonia nor its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees.

Item 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As disclosed in Item 5 of this Brochure, Caledonia is generally entitled to receive a Performance Fee from Clients, calculated and payable on an annual basis.

The fact that Caledonia or its affiliates are entitled to receive Performance Fees creates a potential conflict of interest in that it may create an incentive for Caledonia to effect transactions in investments that are riskier or more speculative than would otherwise be the case. Several of the Adviser's investment personnel are compensated in a manner that includes a performance-based component. The Client's performance-based compensation is generally calculated on a basis that includes unrealized appreciation of the Client's assets; such compensation may be greater than if it were based solely on realized gains.

While the Adviser has the right to waive performance-based compensation as to particular investors in a Fund, the Adviser manages each Fund's portfolio as an undivided pool. The Adviser also generally manages SMAs in parallel with Funds (subject to any investment limitations or other special requirements as set forth in the applicable Governing Document). As a result, the Adviser does not favor any Client over another because of its performance-based fee arrangements.

Side-by-side management refers to multiple client relationships where an adviser manages more than one advisory client relationship or portfolio on a simultaneous basis. Potential conflicts of interest may arise under such side-by-side management including incentives to favor certain clients over others or proprietary accounts over client accounts. Since the Adviser endeavors to treat all Clients fairly at all times and to put the interest of Clients first as part of its fiduciary duty as a registered investment adviser, Caledonia takes the following steps to address any potential conflicts of interest:

- The Adviser discloses material conflicts of interest;
- Given Caledonia's single long short global equity strategy is applied uniformly across all Clients, subject to other factors described below, the Adviser generally allocates investment opportunities on a pro-rata basis;
- Factors that may be considered when allocating trades include, but are not limited to: investment policies, guidelines or restrictions applicable to each Client; tax considerations; actual and targeted cash availability; liquidity requirements for payment of redemptions or other purposes; risk tolerances; restrictions imposed under applicable laws or regulations; counterparty arrangements; account size; industry and security weightings and concentrations; and hedging objectives and activity;
- The Adviser frequently compares holdings and performance of all accounts to identify any significant performance disparities and underlying causes;
- The Adviser educates its employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to Clients and equitable treatment of all Clients; and
- The Adviser maintains written policies to address any potential conflicts including the steps taken above.

Caledonia may, in its sole discretion, offer co-investment opportunities in certain investments

to certain investors or third parties. Co-investment opportunities may be effected through limited partnerships or other entities formed to effect co-investments. Caledonia will allocate available co-investment opportunities in such a manner as it determines in its reasonable discretion in accordance with its written policies to address the allocation of investment opportunities.

Performance-based fees will only be charged in accordance with the provisions of Rule 205-3 of the Advisers Act.

Investors must understand the performance-based method of compensation and its risks prior to subscribing to interests in any Client.

Item 7. TYPES OF CLIENTS

Caledonia's Clients consist of sophisticated and institutional investors which include, but are not limited to, high net worth individuals, pension funds, trusts, endowments, foundations, corporations, family offices, and fund of funds.

With respects to Funds offered in the U.S., the minimum required initial investment is \$5 million.

A minimum initial account size of \$50 million will generally be required of SMA clients. This account size may be negotiable under certain circumstances.

Depending on the exemptions relied upon by the Funds, as applicable, investors may be required to meet certain qualification requirements prior to investment. For example, the Funds in the U.S. currently rely on the exclusion from the definition of investment company provided by Section 3(c)(7) of the Investment Company Act. Accordingly, investors in such Funds are required to be "accredited investors" as defined for purposes of Regulation D under the Securities Act of 1933 and "qualified purchasers" as defined in Section 2(a)(51) of the Investment Company Act. Admission to the Funds is not open to the general public.

Prospective investors should refer to the appropriate Governing Documents for important qualifications requirements for investment.

Item 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Caledonia's investment objective is to generate superior, long-term, risk-adjusted investment returns. The investment strategy and methods of analysis used to achieve this objective are described below, together with the associated risks of loss.

Investment Strategy

Caledonia employs a single long-short global equity strategy across all Clients.

While the Adviser's investment universe is broad and unrestricted, its focus is largely on listed equities.

The Adviser's portfolio typically maintains a long-bias with a focus on stock-picking and deep fundamental research that often leads to a thematic line of investing, whereby the Adviser invests across geographies within the one distinct vertical or business model.

The Adviser is agnostic as to the sector or geography in which it invests (within reason). The Adviser adapts its investment universe to take advantage of the environment and/or compelling opportunities.

Typically, the Adviser's portfolio is described as best described as high conviction and the majority of the portfolio is heavily weighted in 10-20 major investments. Our portfolio may be more concentrated when appropriate.

While there may be exceptions, we typically take a long-term approach with at least a three to five year view when making an investment on the long side, and one to two years on the short side.

In implementing its strategy the Adviser is typically not limited as to the variety of instruments it may deploy but its portfolios would generally include: listed equities, unlisted equities, swaps and other derivatives, options, futures, forward foreign-exchange contracts and fixed income securities.

Methods of Analysis

Caledonia employs a wide range of methods in analyzing potential and existing investments.

Fundamental Analysis

The Adviser performs detailed, bottom-up analysis and financial modelling on an individual company basis to understand the driver and magnitude of any earnings edge. The Adviser aims to develop proprietary and unique intellectual property via its fundamental research. This fundamental analysis may cover: annual reports, financial statements, earnings releases, press statements, regulatory filings of companies of interest; communication with and assessment of company management; company visits; industry research and analysis; competitor, supplier and customer contact and analysis; discussions with sell-side and buy-side analysts; discussions with industry experts and consultants.

Valuation Analysis

The Adviser conducts financial valuation analysis using multiple methods to measure and verify the extent of asset mispricing.

Quantitative Analysis

The Adviser applies quantitative analysis across Client portfolios to assist with position management (i.e. sizing and weightings).

Technical/market Analysis

The Adviser analyzes various technical and market factors for its equity investments, e.g. ownership register, index inclusion, overhangs, escrow release, insider selling, free float, liquidity, crowded trades, short interest, borrow capacity.

Material Risks (including significant, or unusual risks) relating to investment strategies and method of analysis

Please note that an investment in a Fund and SMA is highly speculative and not intended as a complete investment program. Investing in the securities markets in general and in one or more Funds and SMAs advised by Caledonia in particular involves significant risk. Investments in a Fund and SMA are designed only for experienced and sophisticated persons who are able to bear the economic risk of the loss of their entire investment and who have a limited need for liquidity. The method(s) and investment strategies described above involve certain risks. A summary of some of the principal risks are set out below:

- *Lack of diversification* - Given the majority of the portfolio is heavily weighted in 10-20 major investments, the Client's portfolio may not be diversified across a wide range of types of securities, countries or geographic areas. Accordingly, Clients may be subject to more rapid change in value than would be the case if Caledonia were required to maintain a wider diversification among types of securities, industries and geographic areas. To the extent Caledonia concentrates its investments in a particular company, sector, country, or region, its investments may become more susceptible to fluctuations in value resulting from adverse business or economic conditions affecting that particular company, sector, country or region.
- *Short selling* - Caledonia engages in short selling strategies as part of its single long short global equity strategy. Short selling involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is also the risk that securities borrowed need to be returned to the securities lender on short notice. If such request for return of securities occurred at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, where Caledonia might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier. Furthermore, since 2008, there have been multiple examples of regulatory action taken by U.S. and non-U.S. regulators that restricted the ability to engage in short selling. To the extent that similar restrictions are imposed in the future, it could impact Caledonia's ability to carry out its investment program.

- *Issuer-specific changes* - Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets, or financial resources.
- *Counterparty and custodial risk* - To the extent that Caledonia invests in swaps, "synthetic" or derivative instruments, repurchase agreements, certain types of option or other customized financial instruments or non U.S. securities, Clients take the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. In addition, there are risks involved in dealing with the custodians or brokers which settle trades, particularly with respect to non-U.S. Investments. Clients maintain custody accounts with their prime brokers and primary custodians ("**Prime Brokers**"). Although Caledonia monitors the Prime Brokers and believes that each Prime Broker is an appropriate custodian, there is no guarantee that the Prime Brokers, or any other custodian that the Clients may use from time to time, will not become bankrupt or insolvent. In the event of a failure of a Prime Broker that has custody of a Client's assets, the Client would incur losses due to its assets being unavailable for a short period of time, the ultimate receipt of less than full recovery of its assets, or both. Further, it is possible that in the event of a bankruptcy, insolvency, failure, or liquidation of a Prime Broker, the Client may not receive the same securities that were held in its account which would lead to losses.
- *Lack of liquidity* - Client assets may, at any given time, include securities and other financial instruments or obligations which are thinly-traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. Dispositions of investments may be subject to contractual or other limitations on transfer or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms that could be obtained upon any disposition thereof. The sale of any such investments may be possible only at substantial discounts and it may be difficult to accurately value any such investments.
- *Foreign currency and exchange rate risks* - Client performance may be adversely affected by fluctuations in currency exchange rates, any future imposed deviations of exchange rates, inflationary pressures, and the success of the underlying investments. In addition, Clients may incur costs in connection with conversions between various currencies.
- *Derivatives* - Derivatives, such as options, futures and swaps may also be utilized, for example, to manage risk (such as hedging currency exposure) or to gain exposure to investments. Derivative risks may include the value of the derivative failing to move in line with that of the underlying asset, potential illiquidity of the derivative and counterparty risk where the counterparty to the derivative contract fails to meet its obligations under the contract. In addition, should a counterparty default on its obligations, Clients could be subjected to substantial losses because they would still be required to fulfill their obligations on any transactions which were to have substantially offset other contracts.

- *Leverage* - Subject to applicable regulations, Clients may leverage their capital if it is believed that the use of leverage may enable the achievement of a higher rate of return. Accordingly, Clients may pledge their securities to borrow additional funds for investment purposes. The amount of borrowings which Clients may have outstanding at any time may be substantial in relation to their capital. Performance will likely be more volatile with the use of leverage.
- *Relative value risk* - In the event that the perceived mispricings underlying Caledonia's relative value trading positions were to fail to converge toward, or were to diverge further from, relationships expected by Caledonia, Client accounts may incur a loss.
- *Market and economic conditions* - Changes in economic conditions, including, for example, interest rates, inflation rates, employment conditions, competition, technological developments, political and diplomatic events and trends, and tax laws can affect substantially and adversely the business and prospects of Clients. None of these conditions is within the control of Caledonia and no assurances can be given that Caledonia will anticipate these developments.
- *Long term holding of securities* - Where Caledonia purchases securities for the long term by holding the security for this length of time, it may not take advantage of short-term gains that could be profitable to a Client. Moreover, if Caledonia's predictions are incorrect, a security may decline in value before it is sold.
- *Short term holding of securities* - Caledonia may purchase securities with the idea of selling them within a relatively short time (typically a year or less). A risk in a short-term purchase is that, should the anticipated price swing not materialize, Caledonia may be left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.
- *Regulatory risk* - The legal, tax and regulatory environment for alternative investments continues to evolve, and changes in such regulation may adversely affect the value of such investments. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies, and retain the right to suspend or limit trading in securities, which could expose Client accounts to losses. The effect of any future regulatory change on Clients could be substantial and adverse including, for example, increased compliance costs, or the prohibition of certain types of trading.
- *Importance of key personnel of the Adviser* - The authority to make decisions and to exercise business discretion on behalf of Clients is delegated to Caledonia and its affiliates. The success of Clients is expected to depend on the expertise of certain of Caledonia's key personnel. Therefore, the death incapacity or withdrawal of such personnel could materially affect Clients.

- *Accuracy of public information* - Caledonia selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to Caledonia by the issuers or through sources other than the issuers. Caledonia evaluates all such information and data and ordinarily seeks independent corroboration when Caledonia considers it appropriate and when it is reasonably available. Caledonia is not in a position to confirm the completeness, genuineness or accuracy of all such information and data, and in some cases, complete and accurate information is not available.
- *Risk management failures* - Although Caledonia attempts to identify, monitor and manage significant risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Moreover, many risk management techniques, including those employed by Caledonia, are based on historical market behavior, but future market behavior may be entirely different and, accordingly, the risk management techniques employed on behalf of clients may be incomplete or altogether ineffective. Similarly, Caledonia may be ineffective in implementing or applying risk management techniques. Any inadequacy or failure in risk management efforts could result in material losses to Clients.
- *Systems and operational risk* - Caledonia relies on certain financial, accounting, data processing and other operational systems and services that are employed by Caledonia and/or by third party service providers, including Prime Brokers, a third party administrator, market counterparties and others. Many of these systems and services require manual input and are susceptible to error. These programs or systems may be subject to certain defects, failures or interruptions. For example, Caledonia and its Clients could be exposed to errors made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or related to other similar disruptions in the clients' operations.
- *Cybersecurity risk* - As part of its business, Caledonia processes, stores and transmits large amounts of electronic information, including information relating to Client transactions and personally identifiable information of underlying Clients. Similarly, service providers of Caledonia and its Clients, including the Clients' administrator, may process, store and transmit such information. Caledonia has procedures and systems in place to seek to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Caledonia may be susceptible to compromise, leading to a breach of Caledonia's network. Caledonia's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Breach of Caledonia's information systems may cause information relating to Client transactions and personally identifiable information of the underlying investors to be lost or improperly accessed, used or disclosed. Although Caledonia has a business continuity plan, in the event of an emergency or significant business disruption, there can be no assurance that such plan will operate as intended nor can there be any

assurance that the business continuity plans of the Clients' administrator, counterparties, clearing brokers, and other parties will operate as planned in the event of an actual disruption. The loss or improper access, use or disclosure of Caledonia or its Clients' proprietary information may cause Caledonia or its Clients to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Clients and any underlying investors.

Risks associated with types of securities that are primarily recommended (including significant, or unusual risks).

- *Equity securities* - The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short term as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.
- *Emerging markets* - There are greater risks associated with investments in securities of issuers located in less developed countries than investments in securities of issuers located in the U.S. and other developed markets. Political risk for many developing countries is a significant factor. During certain social and political circumstances, governments may be involved in policies of expropriation, confiscatory taxation, nationalization, intervention in the securities market and trade settlement, and imposition of foreign investment restrictions and exchange controls. In comparison to more developed markets, trading volumes in emerging markets may be lower, which can result in a lack of liquidity and greater price volatility.
- *Non-U.S. securities* - Investing in securities of non-U.S. companies increases or introduces certain risks such as those with respect to price volatility, exchange rates and exchange control regulations, political and social instability, expropriation and imposition of foreign taxes. In addition, non-U.S. markets tend to be less liquid and issuers in those markets may be subject to less stringent disclosure, accounting and auditing requirements.
- *Internet companies* - Clients may invest in Internet and Internet-related companies including companies focused on e-commerce, social networking and online advertising. The securities of such companies can be volatile, and the marketplaces in which these companies operate are extremely competitive, particularly since this sector may not present the capital intensive barriers to entry that may exist in a more traditional retail commerce company. Because the markets in which these companies operate are so competitive, there can be no assurance that a company which has significant market share will be able to protect that market share as competitors develop technologies or interfaces that are substantially equivalent or superior to the

technology of a company in which the Clients invest.

- *High growth industry related risks* - Clients may invest in the securities of high growth companies. These securities may be very volatile. In addition, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses, have limited ability to protect their rights to certain patents, copyrights, trademarks and other trade secrets, or be otherwise adversely affected by the extremely competitive markets in which many of their competitors operate.
- *Non-controlling investments* - Clients will hold non-controlling interests in portfolio companies, and, therefore, may have a limited ability to protect their position in such portfolio companies in part due to a lack of operational involvement.
- *Reliance on portfolio company management* - The day-to-day operations of a portfolio company are the responsibility of such company's management team. Although Caledonia will monitor the performance of portfolio companies and generally will seek to invest in companies operated by capable management, there can be no assurance that an existing management team, or any successor team, will be able to successfully operate such portfolio company.
- *Foreign currency and exchange rate risks* - Client assets and income may be denominated in various currencies. As a result, investment returns may be adversely affected by fluctuations in currency exchange rates, any future imposed devaluations of local currencies, inflationary pressures, and the success of the investment itself. Clients may or may not engage in hedging against currency risk. In addition, a Client may incur costs in connection with conversions between various currencies.
- *Foreign tax risk* – While Clients may attempt to structure their investments to minimize taxes in non U.S. jurisdictions, there is no guarantee that such efforts will be successful and, as such, Clients may be subject to non U.S. withholding or other taxes, duties, or levies. In addition, there may be changes in tax laws in the United States or in non-U.S. jurisdictions or interpretations of such tax laws adverse to Clients. There may be no assurance that the structure of the Clients will be tax efficient.
- *Special purpose vehicles and nominees* - To facilitate certain investments, Clients may make investments through special purpose vehicles (“**SPVs**”) and/or nominee structures. SPVs and nominees may be controlled by the Adviser, its affiliates or unaffiliated third parties. Holding investments through SPVs and/or nominees may create additional expenses, reduce liquidity and/or expose the Clients to additional liabilities, risks and regulations.

Investors or prospective investors should carefully review the applicable Governing Documents for any Clients under consideration for investment for a detailed explanation of many of the risks associated with investment. The information contained in this Item 8 is a summary only and is qualified in its entirety by such Governing Documents.

Item 9. DISCIPLINARY INFORMATION

This Item is not applicable.

Item 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

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

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

Item 11. CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Caledonia has adopted a Code of Ethics (the “**Code**”), designed to comply with Rule 204A-1 of the Advisers Act. The Code applies to Caledonia’s “**Access Persons**.” Access Persons include, generally, any partner, officer or director of Caledonia and any employee or other supervised person of Caledonia who, in relation to the Clients, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. All of Caledonia’s employees are deemed to be Access Persons.

Caledonia and its personnel owe a duty of loyalty, fairness and good faith towards Caledonia’s Clients, and have an obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code. The Code sets forth a standard of business conduct that takes into account Caledonia’s status as a fiduciary and requires Access Persons to place the interests of Clients and investors above their own interests. The Code is designed to: (i) establish guidelines for professional conduct and personal trading procedures; (ii) prevent improper personal trading by Access Persons; (iii) prevent improper use of material, non-public information about securities recommendations made by Caledonia or securities holdings of the Clients; (iv) identify conflicts of interest; and (v) provide a means to resolve any actual or potential conflict in favor of the Clients and their investors.

The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of Caledonia’s Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Among other things, the Code requires Access Persons to obtain prior approval from the Chief Compliance Officer (or his designee) before buying or selling any security in a personal account (other than certain U.S. government securities, shares of registered open-end mutual funds not advised by Caledonia, certain high quality short-term debt instruments, and certain other types of securities that Caledonia does not believe create a potential for conflicts of interest). Such pre-clearance requirements apply to any proposed acquisition of securities in a limited offering (e.g., private placement) or an initial public offering.

The Code generally prohibits Access Persons from transacting in securities that Caledonia is buying or selling, or is considering buying or selling for Client accounts. The Chief Compliance Officer may grant exceptions from this general prohibition if deemed appropriate under the circumstances.

Access Persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with Advisers Act Rule 204A-1.

The Code further includes restrictions on and procedures to prevent the misuse of material non-public information. While the Adviser does not believe that it has any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

Caledonia maintains a “**Restricted List**” of companies about which a determination has been made that it is prudent to restrict trading activity. Securities included on the Restricted List may include securities held by or being considered for purchase or sale on behalf of a Client or securities of a company about which investment personnel may have acquired material nonpublic information or a position where Caledonia may have a securities filing obligation. In general, transactions in the securities of a company appearing on the Restricted List (whether on behalf of Advisory Clients or in personal accounts of Access Persons) will not be allowed.

Investors or prospective investors may obtain a copy of Caledonia’s Code of Ethics by contacting the Chief Compliance Officer at bstanton@caledonia.com.au or by calling the Adviser at +61 2 9255 7600.

The Code is designed to assure that the personal securities transactions, activities and interests of Adviser employees will not interfere with (i) making decisions in the best interest of Clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Caledonia, its employees, affiliates or their related persons may also invest directly in some or all of the Funds. The Adviser and/or individuals associated with the Adviser may buy or sell for their personal accounts securities identical to or different from those recommended to Clients. In addition, any related person(s) may have an interest or position in certain securities which may also be recommended to a Client. Each such related person transaction is separately identified and made strictly in accordance with the Code and the terms of the applicable Governing Documents. The Adviser’s procedures require the objective allocation for limited opportunities to ensure fair allocation among accounts. In addition, the Adviser has adopted the aggregation policies and procedures discussed in Item 12.

No person employed by the Adviser may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from, or appearing to benefit from, any transactions placed on behalf of advisory accounts.

Caledonia and individuals associated with the Adviser are prohibited from engaging in principal transactions except as permitted by the Advisers Act. A principal transaction occurs when the Adviser or individuals associated with the Adviser buy securities for the Adviser or for themselves from a Client; or sell securities owned by the Adviser or the individual(s) to a Client. The Advisers Act makes it unlawful for any investment adviser, directly or indirectly, acting as principal for its own account, to knowingly sell any security to, or purchase any security from, a Client without disclosing to the Client in writing the capacity in which the adviser is acting and obtaining the Client’s consent to the transaction. This rule may apply to certain transactions involving accounts in which investment advisers have interests, such as private fund investments by the Adviser’s owners, principals, or employees. The SEC has indicated that when an investment adviser and/or its controlling persons own more than 25% of a fund’s outstanding securities, it would be effectively treated as a principal transaction if such an account were to engage in a trade with another client account or fund.

Caledonia has adopted specific policies and procedures for monitoring the level of proprietary ownership in each Fund and for obtaining the requisite consent before engaging in a transaction that would be considered a principal transaction under applicable SEC interpretations.

Caledonia and individuals associated with the Adviser are also prohibited from engaging in

agency cross transactions. An agency cross transaction occurs where the Adviser acts as an investment adviser in relation to a transaction in which any person controlled by or under common control with the Adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

The fact that Caledonia, its employees, affiliates or their related persons have a financial ownership interest in the Funds creates a potential conflict in that it could cause Caledonia to make different investment decisions than if they did not have such a financial ownership interest. Further, Caledonia charges fees based on a percentage of assets under management. Such asset-based fee is payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of Caledonia to raise or otherwise increase assets under management to a higher level than would be the case if Caledonia were receiving a lower or no management fee. The receipt of performance-based compensation by Caledonia or its affiliates may create an incentive for Caledonia to make investments that are riskier or more speculative than would be case in the absence of a performance-based fee structure. The Adviser has adopted the Code which requires the Adviser's employees to act with integrity and place the interests of Clients above their own, avoid actual and potential conflicts of interest and comply with relevant securities laws.

Item 12. **BROKERAGE PRACTICES**

As investment manager to its Clients, Caledonia has discretionary authority to determine which securities and the amounts of securities that are bought or sold. When performing investment management services, Caledonia generally has complete discretion in deciding which brokers and dealers to use for Client transactions and in negotiating the commissions or other compensation payable to such brokers and dealers. In addition to using brokers as “agents” and paying commissions, Caledonia may buy or sell securities directly from or to dealers acting as principal at prices that include markups or markdowns, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to underwriters and dealers.

Selection Criteria

It is the policy and practice of Caledonia to strive for the best value that is competitive in relation to the value of the transaction (“**best execution**”). In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker-dealer’s services.

In selecting a broker, dealer or other intermediary, Caledonia will consider such factors that in good faith and judgment it deems reasonable under the circumstances. Some of the factors Caledonia considers in selecting a broker or dealer include without limitation: (i) price, (ii) the broker-dealer’s facilities, reliability and financial responsibility, (iii) the ability of the broker-dealer to effect securities transactions, particularly with regard to such aspects as timing, order size and execution of orders and (iv) the research, brokerage and other services provided by such broker-dealer.

Caledonia has established prime brokerage arrangements on behalf of Clients with one or more Prime Brokers. Under these arrangements, the Prime Broker, among other things, settles and clears trades, extends margin and securities loans, maintains custody of cash and securities held by Clients, and provides detailed portfolio and related reports. Caledonia and its affiliates may, in their sole discretion, change the Prime Brokers, alter the terms of the arrangements with the Prime Brokers, or make alternative arrangements to receive the services provided by the Prime Brokers. Caledonia may also use additional brokers (in addition to the Prime Brokers) to execute transactions.

Caledonia periodically evaluates the execution performance of broker-dealers to ensure that the services provided are consistent with best execution.

Research and Other Soft Dollar Benefits

Caledonia may select a broker-dealer in recognition of the value of various services or products, beyond transaction execution, that such broker-dealer provides where, considering all relevant factors, it believes the broker-dealer can provide best execution. The amount of compensation paid to such broker-dealer may be higher than what another, equally capable broker-dealer might charge. Selecting a broker-dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with “**soft dollars**.”

Accordingly, the commission rates charged by brokers in the foregoing circumstances may be higher than those charged by other brokers who may not offer such services. Caledonia

may therefore use a broker who provides soft dollar services and products even though a higher or lower commission may be charged by a broker who does not offer the same level of products and services. Research services and other soft dollar benefits may be used in servicing all of Caledonia's clients, including the Funds, and not all of such research will necessarily be used for the client for which the particular transaction was effected.

Although customary, these arrangements present potential conflicts of interest in allocating securities transactional business to broker-dealers in exchange for soft dollar benefits, including an incentive to select a broker-dealer based on Caledonia's interest in receiving research or other products or services, rather than on the Funds' interest in receiving the most favorable execution.

Caledonia's use of soft dollars is intended to comply with the requirements of Section 28(e) of the Securities Exchange Act of 1934 (the "**Exchange Act**"), to the fullest extent possible under current law and SEC interpretive guidance. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts, with respect to transactions in securities effected on an agency basis and certain types of riskless principal transactions, to obtain investment research services or other products and services within the meaning of Section 28(e). Section 28(e) does not cover securities transactions effected on a principal basis or transactions in futures or other assets that are not considered to be securities under the Exchange Act. Transactions effected outside the United States (e.g., in the Australian or European markets) are often conducted on a principal basis and, therefore, would not be covered by the Section 28(e) safe harbor. Caledonia will use Client commissions with respect to transactions that would not be covered by Section 28(e) to obtain brokerage and research services provided that the brokerage and research services obtained are of a type that would qualify under Section 28(e).

"Research" products and services Caledonia may receive may include economic surveys, data and analysis; financial publications; recommendations or other information about particular companies and industries (through research reports and otherwise); and other products or services (e.g., computer services, software and data bases) that provide lawful and appropriate assistance to the firm in the performance of its investment decision-making responsibilities. Consistent with Section 28(e), "brokerage" products and services (beyond traditional execution services) consist primarily of computer services and software that permit Caledonia to effect securities transactions and perform functions incidental to transaction execution. Research and other soft dollar benefits may be used in servicing all of Caledonia's Clients and may be used in connection with Clients other than those which generated the brokerage, as permitted by Section 28(e).

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

Brokerage for Client Referrals

Representatives of Caledonia, from time to time, speak at conferences and programs for investors interested in investing in hedge funds which are sponsored by prime brokers or other broker-dealers. These conferences and programs may be a means by which Caledonia can be introduced to prospective investors in the Funds. Generally, the sponsoring brokers are not compensated by Caledonia, the Client(s), or prospective investors for providing such “capital introduction” opportunities. However, the provision of these opportunities, as well as other introductions to prospective investors, by a broker may influence Caledonia in deciding whether to use the services of such broker in connection with the activities of the Client(s). Accordingly, Caledonia will have a conflict of interest when allocating brokerage business to a broker who has referred investors to the Funds or who has provided Caledonia with the opportunity to participate in capital introduction events. To prevent brokerage commissions from being used to compensate brokers for investor referrals, Caledonia will not allocate Client brokerage business to a referring broker unless Caledonia determines in good faith that the commissions payable to such broker is consistent with seeking best execution.

Directed Brokerage

As noted above, Caledonia has complete discretion in deciding which brokers and dealers the Clients will use and in negotiating the rates of compensation the Clients will pay. Accordingly, Caledonia generally does not permit Clients to direct brokerage. As noted above, prime brokerage relationships have been established on behalf of the Clients, pursuant to which such Prime Brokers will, among other things, clear and settle trades on behalf of the Clients, maintain custody of cash and securities held by the Clients, and provide securities lending and portfolio reporting services.

Caledonia is not required to allocate either a stated dollar or stated percentage of transactions to any broker-dealer for any minimum time period, and reviews such relationships periodically.

Trade Aggregation

When appropriate, Caledonia may, but is not required to, aggregate purchase and sale orders of securities held by the Clients with similar orders being made simultaneously for other accounts to achieve more efficient execution or to provide for equitable treatment among accounts. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts. Block trading may permit equity trades to be executed in a timelier and more equitable manner while allowing Caledonia to obtain an average share price for clients participating in the block. Accounts participating in aggregated trades will generally be allocated securities based on the average price achieved for such trades, although Caledonia may make investment allocations among the accounts in any manner which it considers to be fair under the circumstances.

Trade Error Policy

While Caledonia endeavors at all times to enter trades correctly, errors may sometimes occur. It is the Adviser’s policy and practice to seek to identify and correct trade errors promptly without disadvantaging the Client in any way. Should the Adviser discover a trade error attributable to the gross negligence or willful misconduct of Caledonia or its staff, it is the Adviser’s policy to correct the error so as to place the Client in as good a position as it would have been in had the error not occurred. Should correction of a trade error result in any profit, all such profits are retained by the applicable Client(s).

Item 13. REVIEW OF ACCOUNTS

Caledonia monitors the underlying investments of Clients on at least a weekly basis. Client positions will be reviewed in the overall context of the Client's investment objectives and guidelines as well as geopolitical and macroeconomic events. All reviews are conducted by the Chief Investment Officer, the Deputy Chief Investment Officer, the Chief Operating Officer or the Chief Financial Officer.

Fund investors receive unaudited monthly performance reports in accordance with applicable Governing Documents. Each Fund's investors will also receive, as soon as practicable after the end of each taxable year (or as otherwise required by law), annual reports containing financial statements audited by the Fund's independent auditors as well as such tax information as is necessary for each investor to complete federal and state income tax or information returns, along with any other tax information required by law.

Each SMA client will generally receive unaudited monthly performance reports and annual reports from Caledonia detailing the SMA account's exposures and positions as well as other reasonable information on an as requested basis in accordance with the Governing Document or as otherwise separately agreed.

Item 14. CLIENT REFERRALS AND OTHER COMPENSATION

Other than as already disclosed at Item 5 of this Brochure, neither Caledonia, nor any officer, director or employee of the Adviser, receives compensation from third parties in connection with providing investment advice to its Clients.

Caledonia has not entered into arrangements to compensate any third-party solicitor, placement agents and/or others, for referring prospective clients or investors to the Adviser. The Adviser reserves the right to enter into arrangements in the future to compensate certain third-party placement agents and/or others for referring prospective clients to the Adviser. Although common, such referral arrangements do create a potential conflict of interest because, in theory, the referrer may be motivated, at least partially, by financial gain and not because the Clients are the most suitable to the needs of the prospective investor. To address this potential conflict of interest, all referred investors and SMA clients will be carefully screened to ensure that the particular Fund or SMA is suitable to the prospective investor's investment needs, objectives and risk tolerance before any subscription is accepted. In the event Caledonia enters into such arrangements in the future, all such arrangements will be conducted in a manner that is consistent with relevant SEC guidance and all fees paid to solicitors, if any, will be fully disclosed to investors consistent with applicable law.

Item 15. CUSTODY

As previously disclosed at Item 5 of this Brochure, Caledonia directly debits advisory fees from Client accounts. As part of this billing process, the Client's custodian is advised of the amount of the fee to be deducted from that Client's account. Any U.S. based Client to engage Caledonia will receive a statement at least quarterly (typically monthly) from their account custodian. This statement should reflect all withdrawals and other transactions that have taken place in the account, included fee deductions. Because the custodian does not calculate the amount of the fee to be deducted, it is important for Clients to carefully review their statements to verify the accuracy of the calculation, among other things. Clients should contact the Adviser directly if they believe that there may be an error in the calculation of their fees as reflected on their statement.

In addition to account statements received directly from the account custodian, as agreed, certain SMA clients will also receive unaudited monthly performance reports from Caledonia. Caledonia urges its Clients to carefully compare the information provided on these performance reports with the statements received from the account custodian to ensure that all account transactions, holdings and values are correct.

Finally, because the Adviser acts as investment adviser to the Funds and have related persons that act as trustee or as general partner to certain of the Funds, the Adviser is deemed to have custody of client assets under the provisions of SEC Rule 206(4)-2 (the "**Custody Rule**").

With respect to Funds that are domiciled in the United States and/or are offered to U.S. investors, Caledonia will be deemed to have custody of such Funds' assets because affiliates of Caledonia serve as general partner (or in similar capacity) to such Funds. To ensure compliance with Rule 206(4)-2 under the Advisers Act, Caledonia will ensure that the Funds are subject to annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board in accordance with its rules. In addition, such Funds' audited financial statements will be prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and will be distributed to all investors within 120 days of the end of each Fund's fiscal year. The Funds are also subject to audit upon liquidation and the audited financial statements will be distributed to all investors promptly after the completion of such audit.

Pursuant to SEC interpretations, as set forth in the "*SEC Staff Response to Questions About the Custody Rule*," Question VI.5 and *SEC Staff Letter to the ABA, Subcommittee on Private Investment Entities*, issued August 10, 2006, offshore advisers registered with the SEC are not subject to the Custody Rule with respect to offshore funds. Certain of the Funds that are domiciled outside of the United States and are not offered to U.S. investors may be able to rely on such exemptions. Nevertheless, as would be required under the Custody Rule, each of the relevant Funds is subject to an annual audit by an independent public accountant and the Adviser seeks to send the audited financials to each Fund investor within 120 days of each Fund's fiscal year end, in accordance with the provisions of the Custody Rule, as described above.

Funds organized outside of the United States, or having a general partner or other manager with a principal place of business outside the United States, may have their financial statements prepared in accordance with accounting standards other than U.S. GAAP so long as they contain information substantially similar to statements prepared in accordance with

U.S. GAAP. Any material differences with U.S. GAAP must be reconciled in the financial statements delivered to U.S. persons.

Item 16. INVESTMENT DISCRETION

As investment adviser to the Clients, Caledonia is granted the discretionary authority in the relevant Governing Documents to determine which securities and the amounts of securities that are bought or sold for the Clients.

SMA clients may limit this authority by giving the Adviser written instructions in accordance with the Governing Documents and may change/amend such limitations in certain circumstances by once again providing the Adviser with written instructions.

Item 17. VOTING CLIENT SECURITIES

As applicable, Caledonia is granted the authority and responsibility in relevant Governing Documents to vote proxies solicited by the issuers of securities held in Client accounts. The Adviser has adopted written policies and procedures governing the voting of such proxies. According to such policies, Caledonia will vote proxies in the best interest of its Clients, typically with the goal of maximizing value for Clients. To that end, Caledonia endeavors to vote proxies in the manner that it determines in good faith to be most likely to cause Clients' investments to increase the most or decline the least in value. Consideration is given to both the short-term and long-term implications of the proposal being voted on.

In the event of any actual or potential conflicts of interests in the voting of any client proxies, Caledonia will make appropriate disclosures to clients and either request that the client vote the proxy(s), if possible, or abstain from voting or vote the client proxies.

Information regarding the voting of a Client's proxies is available to a client upon written request. Investors may contact Caledonia to obtain information on how the firm voted particular proxies or to request a copy of Caledonia's policies and procedures. Caledonia's complete proxy voting policy is also available for Clients and investors to review upon request to the Chief Compliance Officer via email at bstanton@caledonia.com.au or by phone at +61 2 9255 7600.

Item 18. FINANCIAL INFORMATION

This Item is not applicable.