

**ITEM 1  
COVER PAGE**

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

**ESO CAPITAL PARTNERS UK LLP**

January 2018

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*This brochure (the "Brochure") provides information about the qualifications and business practices of ESO Capital Partners UK LLP ("ESO Capital"). If you have any questions about the contents of this brochure, please contact us at +44 203 642 2600 or [info@esocapital.com](mailto:info@esocapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.*

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

## **ITEM 2**

### **MATERIAL CHANGES**

This Brochure is ESO Capital's annual updating amendment and follows on from the annual update for 2017. There are no material changes to report.

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## **ITEM 4**

### **ADVISORY BUSINESS**

#### **A. General Description of Advisory Firm**

ESO Capital Partners UK LLP ("ESO Capital" or the "Investment Adviser") is a limited liability partnership established under the laws of the United Kingdom in April 2012. The Investment Adviser is registered in the UK at Companies House under company number OC374171.

The Investment Adviser is a partnership, majority owned by ESO Capital UK Ltd, which itself is a wholly owned subsidiary of ESO Group Partners LP, a company registered in Jersey.

#### **B. Description of Advisory Services**

##### **1. Advisory Services.**

ESO Capital serves as non-discretionary Investment Adviser to private pooled investment vehicles, the securities of which are offered to investors on a private placement basis (each, a "Fund" and collectively, the "Funds").

ESO Capital acts as an Investment Adviser to ESO Group Ltd, a Jersey Limited Company, which is an Investment Manager to European Special Opportunities Master Fund II Limited ("Cayman Master Fund II") and European Special Opportunities Fund II Limited ("Cayman Fund II", and the "Cayman Funds").

ESO Capital serves as an investment adviser to ESO Management (Luxembourg) Limited SARL, a Luxembourg private limited liability company (société à responsabilité limitée) registered with the Luxembourg trade and companies register under number B164084. ESO Management (Luxembourg) Limited SARL is the management company of ESO Special Opportunities Fund V FCP SIF (formerly European Special Opportunities Select Fund FCP SIF) ("Luxembourg Fund").

ESO Capital serves as investment adviser to European Special Opportunities Credit Co SARL, a managed account.

ESO Capital serves as an investment adviser to ESO Management Luxembourg II SARL, a Luxembourg private limited liability company (société à responsabilité limitée) registered with the Luxembourg trade and companies register under number B178946, which also advises the Fund. ESO Management Luxembourg II SARL is the management company of the European Special Opportunities Fund II FCP SIF ("Luxembourg Fund II").

ESO Capital serves as an investment adviser to ESO Management Luxembourg VI SARL, a Luxembourg private limited liability company (société à responsabilité limitée) registered with the Luxembourg trade and companies register under number B201282, which also advises the Fund. ESO Management (Luxembourg) VI SARL is the management company of European Special Opportunities Fund VI S.C.Sp ("Luxembourg Fund III").

As used herein, the term “client” generally refers to each Fund and each beneficial owner of a Managed Account. *This Brochure generally includes information about the Investment Adviser and its relationships with its clients and affiliates. While much of this Brochure applies to all such clients and affiliates, certain information included herein applies to specific clients or affiliates only.*

## **2. Investment Strategies and Types of Investments.**

The Investment Adviser provides investment advice with respect to debt and / or equity investments in privately-originated, off-the-run situations backed, among other things, by the assets of European small and medium enterprises (SMEs), financial assets and real estate. SMEs are defined as corporations with less than €300 million of revenues and real estate situations of less than €150 million in total capitalisation.

Such investments tend to be illiquid and may include the following:

- origination of privately-negotiated and self-structured financings, including debt or equity, backed by corporate, real estate and other assets;
- acquisition of illiquid, non-traded corporate and real estate loans;
- acquisition of undervalued, distressed and / or defaulted real or financial assets such as real estate, corporate, consumer and litigation claims as well as government issued / linked credits; and
- direct or indirect investments in corporate restructurings and distressed / stressed real estate situations.

*The descriptions set forth in this Brochure of specific advisory services that the Investment Adviser offers to clients, and investment strategies pursued and investments made by the Investment Adviser on behalf of its clients, should not be understood to limit in any way the Investment Adviser's investment activities. The Investment Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Investment Adviser considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies the Investment Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

## **C. Availability of Customized Services for Individual Clients**

The Investment Adviser's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in its offering documents. Similarly, the Investment Adviser's investment decisions and advice with respect to each Managed Account are subject to each client's investment objectives and guidelines, as set forth in the client's investment management agreement, as well as any instructions provided by the client to the Investment Adviser.

D. Assets Under Management

The Investment Adviser manages approximately \$445 million as of December 31, 2017 on a non-discretionary basis; no investment may be acquired on behalf of the Managed Account without the prior consent of the investors acting through the directors appointed by them to the Board. As of September 30, 2016, the Investment Adviser does not manage any assets on a discretionary basis.

## **ITEM 5 FEES AND COMPENSATION**

### **A. Advisory Fees and Compensation**

The fees applicable to each Fund are set forth in detail in each Fund's offering documents. The fees applicable to each Managed Account are set forth in detail in each Managed Account's investment management agreement. A brief summary of such fees is provided below.

#### **1. Luxembourg Funds**

##### **Management Fee**

Generally, the Luxembourg Funds will pay the Management Company an annual management fee, payable quarterly in advance. The Management Fee will be (i) 1.00% -1.75% per annum of the aggregate capital commitments to the Luxembourg Funds less invested capital contributions and (ii) 1.00%-1.75% per annum of the invested capital contributions.

Unitholders admitted to the Luxembourg Funds subsequent to the initial closing will initially be responsible for the Management Fee upon their admission in the amount such Unitholders would have had to pay had such Unitholders been admitted at the Initial Closing, plus interest thereon at three-month LIBOR plus 2% per annum from the date such fee would have been paid in such event.

##### **Carried Interest Distribution**

Generally, the Investment Manager is entitled to a carried interest distribution (a "Carried Interest Distribution") in an amount equal to 15%-20% of any realized appreciation in the net asset value of the Luxembourg Funds, subject to a 8%-10% Preferred Return, certain adjustments and a loss carry forward mechanism.

#### **2. Cayman Fund II**

##### **Management Fee**

Cayman Fund II pays management fees monthly in arrears. Fees are calculated at 1/12th of 1.5% per month of the NAV of the Class A shares; and 1/12th of 2% per month of the NAV of the Class B shares.

##### **Incentive Fee**

Cayman Fund II pays incentive fees to the Investment Manager at a rate of 20% of all increase in NAV above a base level, over a return hurdle of 10%.

### 3. Managed Accounts

#### Management Fee

European Special Opportunities Credit Co SARL pays a management fee for each fiscal quarter equal to 1% per annum of the NAV, calculated quarterly and payable quarterly in arrears.

#### Incentive Fee

The investment adviser is entitled to performance compensation in an amount equal to 10% of any realized appreciation in the NAV subject to a 10% preferred return, certain adjustments and a loss carry forward mechanism. All fees for Managed Accounts are subject to negotiation and established pursuant to each managed account's investment management agreement. Generally the investment management agreements are terminable upon receipt by either party from the other of prior written notice of termination and after the expiration of the specified notice period and the client will be entitled to any unearned portion of the management fee to the extent applicable.

#### B. Payment of Fees

Clients are normally billed separately rather than deducted from the assets of such clients. As discussed above, the management fees are normally charged on a quarterly basis and performance fees are charged when investments are realized unless negotiated otherwise.

#### C. Additional Fees and Expenses

Generally, each client will bear its own operating expenses, including, but not limited to, investment expenses (e.g., brokerage commissions, acquisition fees, expenses relating to short sales, clearing and settlement charges, loan servicing fees, custodial fees, initial and variation margin, interest expense), professional fees (including, without limitation, expenses of consultants and experts' fees relating to particular investments and retainer fees for sourcing services), travel and other expenses related to investments, entity level taxes, legal expenses, fees of the administrator, internal and external accounting, loan-monitoring, portfolio tracking software, audit and tax preparation expenses, appraisal and valuation fees, premiums for directors and officers, errors and omissions and lender liability insurance, expenses relating to the offer and sale of fund share or units, including travel, printing and mailing fees, the management fees and extraordinary expenses.

#### D. Additional Compensation and Conflicts of Interest

No supervised persons accept compensation for the sale of securities or other investment products.



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

The Investment Adviser and its affiliates accept performance-based fees from every client. As a result, the Investment Adviser and its affiliates do not face certain conflicts of interest that may arise when an investment adviser accepts performance-based fees from some clients, but not from other clients.

**ITEM 7**  
**TYPES OF CLIENTS**

The Investment Adviser generally provides investment advice to Funds as described above.

## **ITEM 8**

### **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

#### **A. Methods of Analysis and Investment Strategies**

*The descriptions set forth in this Brochure of specific advisory services that the Investment Adviser offers to clients, and investment strategies pursued and investments made by the Investment Adviser on behalf of its clients, should not be understood to limit in any way the Investment Adviser's investment activities. The Investment Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Investment Adviser considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies the Investment Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

The following investment strategies are employed:

- (i) Purchasing of existing whole loans, loan portfolios or assets at stressed, distressed or undervalued prices. Transaction types will include, without limitation, secured or unsecured term loans, working capital facilities, senior or junior real estate debt facilities, non-performing or sub-performing secured or unsecured loan portfolios, claims, mortgages, equity securities, profit participations and contract rights, as well as hard assets such as real estate, machinery and inventories.
- (ii) Provision of capital to self-structured credit, equity or asset opportunities targeting European SMEs. SMEs are defined as corporations with less than €300 million of revenues and real estate situations of less than €150 million in total capitalization. In general, such credit instruments would be secured by hard assets, corporate cash flow, loan books, other financial assets, various claims, equity securities, profit participations and other suitable instruments that secure the Fund's investments. Investments could include, without limitation, rescue financings, loan-to-own transactions, DIP financings, low LTV mezzanine loans and other special situation credit investments.
- (iii) Investing in corporate restructuring situations through debt or equity instruments.

In general, when accessing new opportunities the focus is on the realizable liquidation value of any collateral backing the investment and the quality, reliability and predictability of the underlying cash flows under certain stress scenarios. The investment approach emphasizes downside protection and capital preservation.

*While the Investment Adviser believes that investments in private secured credit investments in European corporate and real estate opportunities may be structured to offer the opportunity for downside protection and upside potential, such investments involve substantial risks. There can be no assurance that such investments will be managed and liquidated successfully or that such investments will be able to generate returns for investors.*

B. Material, Significant, or Unusual Risks Relating to Investment Strategies.

*The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by the Investment Adviser. These risk factors include only those risks the Investment Adviser believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by the Investment Adviser.*

Investments in Debt Securities

The investments may be made in private debt securities and instruments, including loans, bonds and other instruments, that are unrated, and whether or not rated, such debt instruments may have speculative characteristics. In addition, the investment may be made in obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. The issuers of such instruments may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for these instruments, may have an adverse impact on the value of such instruments and may increase the incidence of default for such instruments.

In addition, it is possible that certain debt instruments may become non-performing and possibly go into default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to such loans.

Investments in Small Cap Equity Securities

In certain circumstances, investments may be made in equity securities without restriction as to market capitalization, such as those issued by small and mid-capitalization companies. The securities of SMEs might not be traded in volumes typical of securities of larger companies. Because smaller companies normally have fewer shares outstanding than larger companies, it may be more difficult to buy and sell significant amounts of smaller company shares without an unfavorable impact on prevailing market prices. Thus, the securities of SMEs are generally less liquid, and subject to more abrupt or erratic market movements than larger capitalized companies. Additionally, the risk of bankruptcy or insolvency of many smaller companies, with the attendant losses to investors, is higher than for larger companies.

Fraud is of concern in investments, the possibility of material misrepresentation or omission on the part of the borrower. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of the Company to perfect or effectuate a lien on any collateral securing the loan. The Investment Adviser relies upon the accuracy and completeness of representations made by borrowers to the extent reasonable when it makes its investments, but cannot guarantee such accuracy or completeness.

## Counterparty Risk

The Investment Adviser works with other counterparties that are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with transactions, for example loan syndication transactions. This exposes the Investment Adviser's clients to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the client to suffer a loss. The ability of the Investment Adviser to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses.

## Uncertain Exit Strategies

Due to the illiquid nature of many of the investments, as well as the uncertainties of the reorganization and active management process, the Investment Adviser is unable to predict with confidence what the exit strategy will ultimately be for any given core position, or that one will definitely be available. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors.

## Valuation

Investments which the Investment Adviser believes are fundamentally undervalued or overvalued may not ultimately be valued in the capital markets at prices and / or within the timeframe anticipated. In particular, purchasing investments at prices which the Investment Adviser believes to be distressed or below fair value is no guarantee that the price of such investments will not decline even further. The valuations of investments are made in good faith, but may or may not reflect the realizable value of any given position which may be materially lower than the Investment Adviser's estimations. As market dynamics shift over time, what may have been a highly successful valuation model may become outdated or inaccurate.

## Concentration Risks

Although the Investment Adviser's objective is to acquire a diversified portfolio, only a limited number of investments may be made and the returns may be affected by the performance of only a few investments.

## Eurozone

The Investment Adviser advises on investments in Europe. In light of recent market developments and the UK's vote to leave the EU ("Brexit"), it is possible that other countries may leave the Eurozone and return to a national currency, and as a result may leave the EU and / or that the Euro will cease to exist in its current form and / or lose its legal status in one or more countries in which it currently has such status. The effect of such potential events on the investments is at this stage impossible to predict with any certainty.

## C. Risks Associated With Particular Types of Securities.

### Loans

There are no restrictions on the credit quality of the loans in which the Investment Adviser may advise the Funds and Managed Account to invest in, and many of the loans in which the Funds and Managed Account invest may be unrated. Loans may be deemed to have substantial vulnerability to default in payment of interest and / or principal. Certain of the loans may 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. Bank loans are subject to unique risks, including but not limited to: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of the Fund or Managed Account to directly enforce its rights with respect to participations. In analyzing each bank loan or participation, the Management Company will compare the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the Fund or Managed Account.

### High-Yield Securities

The Investment Adviser may advise the Funds and / or Managed Account to invest in bonds or other fixed-income securities, including without limitation "higher yielding" (including non-investment grade) debt securities. Such securities are generally not exchange traded and, as a result, these securities trade in the over-the-counter marketplace, which is less transparent and may have wider bid / ask spreads than the exchange-traded marketplace. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing securities. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. High-yield securities are generally more volatile and may or may not be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured by substantially all of the issuer's assets. High-yield securities may also not be protected by financial covenants or limitations on additional indebtedness.

The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could severely disrupt the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the

issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

### Distressed Obligations

The Investment Adviser may advise the Funds and / or Managed Account to invest in obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These obligations are likely to be particularly risky investments, although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court's power to disallow, reduce, subordinate, re-characterise debt as equity or disenfranchise particular claims. Such companies' obligations may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to the investments in any security, and a significant portion of the obligations in which the Funds and / or Managed Account invest in may be less than investment grade. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that value of the assets collateralizing the investments will be sufficient or that prospects for a successful reorganisation or similar action will become available. In any reorganisation or liquidation proceeding relating to a company in which the Funds and / or Managed Account invest, they may lose the entire investment, may be required to accept cash or securities with a value less than its original investment and / or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the investments may not compensate the clients adequately for the risks assumed. In addition, under certain circumstances, payments and distributions may be disgorged if any such payment is later determined to have been a fraudulent conveyance or a preferential payment.

In liquidation (both in and out of bankruptcy) and other forms of corporate reorganisation, there exists the risk that the reorganisation either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new security the value of which will be less than the purchase price of the security in respect to which such distribution was made.

### Real Estate-Related Securities

The Investment Adviser may advise the Funds and / or Managed Account to invest in securities issued by entities which invest in real estate such as "real estate investment trusts". Real estate investments generally will be subject to the risks incident to the ownership and operation of real estate and / or risks incident to the making of non-recourse mortgage loans secured by real estate.

Such risks include, without limitation, the risks associated with both the domestic and international general economic climates; local real estate conditions; risks due to dependence on cash flow; risks and operating problems arising out of the absence of certain construction materials; changes in supply of, or demand for, competing properties in an area (as a result, for instance, of over-building); the financial condition of tenants, buyers and sellers of properties; changes in availability of debt financing; energy and supply shortages; changes in the tax, real estate, environmental, and zoning laws and regulations; various uninsured or uninsurable risks; natural disasters; and the ability of the Funds, Managed Account or third-party borrowers to manage the real properties. In addition, the Funds and / or Managed Account may incur the burdens of ownership of real property, which include the paying of expenses and taxes, maintaining such property and any improvements thereon, and ultimately disposing of such property.

### Small Cap Equity Securities

The Investment Adviser may advise to invest in equity securities without restriction as to market capitalization, such as those issued by small and mid-cap capitalization companies. The securities of SMEs might not be traded in volumes typical of securities of larger companies. Because smaller companies normally have fewer shares outstanding than larger companies, it may be more difficult to buy and sell significant amounts of smaller company shares without an unfavorable impact on prevailing market prices. Thus, the securities of SMEs are generally less liquid, and subject to more abrupt or erratic market movements than larger capitalized companies. Additionally, the risk of bankruptcy or insolvency of many smaller companies, with the attendant losses to investors, is higher than for larger companies. The Funds and / or Managed Account may purchase securities in all available securities trading markets. In addition to the risks related to the performance of the issuer and movements in the equity markets, there are numerous inter-related and difficult-to-quantify economic factors, as well as market sentiment, subjective and extraneous political, climate-related and terrorist factors, government activities and regulations and inflation that influence the value of equities. Further, despite the heavy volume of trading in equity securities, periodic illiquidity, mispricing and market disruptions may occur.



**ITEM 9**  
**DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Investment Adviser's advisory business or the integrity of the Investment Adviser's management.

**ITEM 10**  
**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

**A. Broker-Dealer Registration Status**

The Investment Adviser and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

**B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status**

The Investment Adviser and its management persons are not registered as, and do not have any application to register as, futures commission merchants, commodity pool operators, commodity trading advisers or associated persons of the foregoing entities but may be required to register in the future.

**C. Material Relationships or Arrangements with Industry Participants**

As described in Item 4, the Investment Adviser is affiliated with and serves as investment adviser to ESO Management (Luxembourg) Limited SARL, ESO Management Luxembourg II SARL and ESO Management Luxembourg VI SARL which also advise the Luxembourg Funds and ESO Group Partners LP which advises the Cayman Fund.

**D. Material Conflicts of Interest Relating to Other Investment Advisers**

The Investment Adviser does not recommend or select other investment advisers for its clients.

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

A. Code of Ethics

As an investment adviser, the Firm stands in a position of trust and confidence with respect to our clients. Accordingly we have a fiduciary duty to place the interests of our clients before the interests of the Firm and our Employees. In order to assist the Firm and our Employees in meeting our obligations as a fiduciary, the Firm has adopted a Code of Ethics (the "Code"). The Code incorporates the following general principles which all Employees are expected to uphold:

- Employees must at all times place the interests of our Funds and Managed Account first.
- All personal securities transactions must be conducted in a manner consistent with the Code and avoid any actual or potential conflicts of interest or any abuse of an Employee's position of trust and responsibility.
- Employees must not take any inappropriate advantage of their positions at the Firm.
- Information concerning the identity of securities and financial circumstances of the Funds and Managed Account and their investors must be kept confidential.
- Independence in the investment decision-making process must be maintained at all times.

Clients may request a copy of the Code by contacting the Investment Adviser at the address or telephone number listed on the first page of this document.

B. Investing in Securities That You or a Related Person Recommends to Clients

The Code places restrictions on personal trades by Employees, including that they disclose their personal securities holdings and transactions to the Investment Adviser on a periodic basis, and requires that employees pre-clear certain types of personal securities transactions.

The Investment Adviser, its affiliates and its Employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more clients. Potential conflicts also may arise due to the fact that the Investment Adviser and its personnel may have investments in some Funds but not in others or may have different levels of investments in the various Funds.

The Investment Adviser has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the

restrictions placed on personal trading in the Code, as described above, and regular monitoring of Employee transactions and trading patterns for actual or perceived conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as client trades.

C. Conflicts of Interest Created by Contemporaneous Trading

The Investment Adviser manages investments on behalf of a number of clients. Certain clients have investment programs that are similar to or overlap and may, therefore, participate with each other in investments. It is the policy of the Investment Adviser to allocate investment opportunities among all clients fairly, to the extent practical and in accordance with each client's applicable investment strategies, over a period of time. The Investment Adviser will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to any client solely because the Investment Adviser purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to any client if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practical or desirable for the client.

It is the policy of the Investment Adviser to allocate investment opportunities fairly and equitably over time. This means that such opportunities will generally be allocated among clients for which participation in the respective opportunity is considered appropriate, taking into account, among other considerations (a) whether the risk-return profile of the proposed investment is consistent with the account's objectives; (b) the potential for the proposed investment to create an imbalance in the account's portfolio; (c) liquidity requirements; (d) potentially adverse tax consequences; (e) regulatory restrictions that would or could limit an account's ability to participate in a proposed investment; and (f) the need to re-size risk in the account's portfolio. Such considerations may result in allocations among clients on other than a pari passu basis. In certain circumstances, investment opportunities will be allocated solely to the client, fund or account with respect to which the opportunity has been generated.

## **ITEM 12 BROKERAGE PRACTICES**

### **A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions**

As noted previously, the Investment Adviser does not have discretionary authority to advise the Funds and / or Managed Account, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid.

The Investment Adviser's authority is limited by its own internal policies and procedures and each Fund's and / or Managed Account investment guidelines.

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

The Investment Adviser does not currently receive research or other products or services from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits").

#### **2. Brokerage for Client Referrals**

Neither the Investment Adviser nor any related person receives client referrals from any broker-dealer.

#### **3. Directed Brokerage**

The Investment Adviser does not recommend, request or require that a client direct the Investment Adviser to execute transactions through a specified broker-dealer.

## **ITEM 13**

### **REVIEW OF ACCOUNTS**

#### **A. Frequency and Nature of Review of Client Accounts or Financial Plans**

The Investment Adviser performs periodic reviews of each client's portfolio. Such reviews are conducted by the members of the Investment Adviser's asset management team.

#### **B. Factors Prompting Review of Client Accounts Other than a Periodic Review**

A review of a client account may be triggered by any unusual activity or special circumstances.

#### **C. Content and Frequency of Account Reports to Clients**

The Investment Adviser generally provides annual audited financial statements to its clients within 120 days of the applicable client's fiscal year end.

Investors in the Funds and / or Managed Account receive periodic (normally either monthly or quarterly) letters from the Investment Adviser documenting the performance of their Fund and / or Managed Account, along with a commentary by the Investment Adviser. The Investment Adviser may provide certain investors with information on a more frequent and detailed basis if agreed to by the Investment Adviser. In addition, the Investment Adviser issues investors tax reports concerning their respective Funds within 180 days of the end of the Fund's fiscal year. While all investors generally receive similar information, to the extent an investor receives additional information (that other investors have not received), which is in addition to information provided in a Fund's and / or Managed Account's regular reports to investors, such information may provide such investor with greater insight into the Fund's and / or Managed Account's activities. This may enhance such investor's ability to make investment decisions with respect to the Fund and / or Managed Account and possibly affect such investor's decision to request a redemption from the Fund.

**ITEM 14**  
**CLIENT REFERRALS AND OTHER COMPENSATION**

A. Economic Benefits for Providing Services to Clients

The Investment Adviser does not receive economic benefits from non-clients for providing investment advice and other advisory services.

B. Compensation to Non-Supervised Persons for Client Referrals

Neither the Investment Adviser nor any related person directly or indirectly compensates any person who is not a supervised person, including placement agents, for client referrals.

## **ITEM 15 CUSTODY**

The Investment Adviser is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account. Account statements related to the clients are sent by qualified custodians to the Investment Adviser.

The Investment Adviser is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.



**ITEM 16**  
**INVESTMENT DISCRETION**

The Investment Adviser serves as the investment adviser with non-discretionary trading authority to each Fund.

The Investment Adviser's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in its offering documents.

The Investment Adviser or an affiliate of the Investment Adviser entered into an investment advisory agreement, or similar agreement, with each Fund and / or Managed Account, pursuant to which the Investment Adviser or an affiliate of the Investment Adviser was granted non-discretionary trading authority.

## **ITEM 17**

### **VOTING CLIENT SECURITIES**

#### **A. Policies and Procedures Relating to Voting Client Securities**

In compliance with Advisers Act Rule 206(4)-6, the Investment Adviser has adopted proxy voting policies and procedures. The general policy is to vote proxy proposals, amendments, consents or resolutions (collectively, "Proxies") in a prudent and diligent manner that will serve the applicable client's best interests and is in line with each client's investment objectives.

The Investment Adviser may take into account all relevant factors, as determined by the Investment Adviser in its discretion, including, without limitation:

- the impact on the value of the securities or instruments owned by the relevant client and the returns on those securities;
- the anticipated associated costs and benefits;
- the continued or increased availability of portfolio information; and
- industry and business practices.

In limited circumstances, the Investment Adviser may refrain from voting Proxies where the Investment Adviser believes that voting would be inappropriate, taking into consideration the cost of voting the Proxies and the anticipated benefit to its clients. Generally, clients may not direct the Investment Adviser's vote in a particular solicitation.

Conflicts of interest may arise between the interests of the clients on the one hand and the Investment Adviser or its affiliates on the other hand. If the Investment Adviser determines that it may have, or is perceived to have, a conflict of interest when voting Proxies, the Investment Adviser will vote in accordance with its Proxy voting policies and procedures. Clients may obtain a copy of the Investment Adviser's Proxy voting policies and its Proxy voting record upon request.

**ITEM 18**  
**FINANCIAL INFORMATION**

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