

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

**Ramsey Quantitative Systems, Inc.
1515 Ormsby Station Court
Louisville, KY 40223**

502-245-6220

January 1, 2017

This brochure (“Brochure”) provides information about the qualifications and business practices of Ramsey Quantitative Systems, Inc. (“RQSI” or the “Company”). If you have any questions about the contents of this Brochure, please contact us at 502-315-1733 or jgregory@rqsi.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about RQSI also is available on the SEC’s website at www.adviserinfo.sec.gov.

Being a "registered investment adviser" or describing Advisor as being "registered" does not imply a certain level of skill or training.

THIS BROCHURE DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY.

Item 2: Material Changes

The only material changes to this Brochure since its adoption and filing with the SEC in May 2015, is as follows:

- RQSI elected to liquidate RQSI Small Cap Equity Fund, LP, effective December 31, 2016. Accordingly, all partners' capital was returned to investors prior to year-end.

Item 3: Table of Contents

Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents	2
Item 4: Advisory Business.....	2
Item 5: Fees and Compensation.....	3
Item 6: Performance Based Fees and Side-by-Side Management.....	5
Item 7: Types of Clients.....	6
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9: Disciplinary Information	17
Item 10: Other Financial Industry Activities and Affiliations.....	17
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ...	18
Item 12: Brokerage Practices.....	18
Item 13: Review of Accounts	21
Item 14: Client Referrals and Other Compensation.....	21
Item 15: Custody.....	21
Item 16: Investment Discretion.....	22
Item 17: Voting Client Securities	22
Item 18: Financial Information	22

Item 4: Advisory Business

RQSI was founded in 1996 and is organized as an Indiana corporation. Neil Ramsey (the “Principal”) is the founder and owner of RQSI and CEO/Chief Investment Officer of RQSI. Mr. Ramsey is responsible for the management of the strategies employed by RQSI and is supported by a team of investment and operational professionals.

RQSI serves as the investment manager and provide discretionary advisory services to the following private funds: RQSI Global Asset Allocation Master Fund, Ltd. (the “Master Fund”) and RQSI Global Asset Allocation Fund, Ltd. (the “Feeder Fund”, together with the Master Fund, the “Fund(s)” or the “Global Asset Allocation Fund(s)”). In addition, RQSI serves as the investment adviser and provides discretionary advisory services to The Advisors’ Inner Circle Fund II (the “Trust”), a Massachusetts voluntary association registered as an investment company under the Investment Company Act of 1940, as amended (the “1940 Act”) on behalf of RQSI Small Cap Hedged Equity Fund, a series of the Trust (the “Registered Fund”). RQSI also provides discretionary investment advisory services to separately managed accounts (the “Managed Accounts”, together with the Funds and the Registered Fund, the “Clients”).

RQSI may, in the future, organize additional investment vehicles or provide investment advisory services to other accounts that follow an investment strategy similar to or different from the investment program of the Funds.

The Global Asset Allocation Fund's investment objective is attractive capital appreciation that is not correlated with the performance of the general securities markets. The Global Asset Allocation Fund seeks to achieve this objective by committing a portion of its capital to the investment discretion of RQSI which employs its proprietary quantitative and discretionary trading strategies in making trading decisions for the Global Asset Allocation Fund.

Investment restrictions for the Funds and/or Managed Accounts, if any, are generally established in the applicable Fund's or Managed Account's confidential offering memorandum and/or other applicable governing agreements (collectively, the "Governing Documents").

The Registered Fund seeks total return with lower volatility than the overall equity market. In selecting investments for the Registered Fund, RQSI seeks to build a diversified portfolio of small capitalization equity securities that RQSI believes offer an asymmetric risk/return profile, that is, more and higher returns on the upside and fewer and lower returns on the downside. RQSI employs a proprietary screening process that evaluates various technical and fundamental factors, including analysis of financial statements, public filings, earnings calls and third-party research, in an effort to identify quality businesses with the potential for appreciation. Investment restrictions for the Registered Fund, if any, are generally established in the Registered Fund's prospectus and Statement of Additional Information ("SAI"). RQSI makes investment decisions for the Registered Fund and continuously reviews, supervises and administers the Registered Fund's investment program. The Board of Trustees (the "Board") of the Trust supervises RQSI and establishes policies that RQSI must follow in its management activities.

As of December 31, 2016, RQSI had regulatory net assets under management of approximately \$437,600,000. RQSI has discretionary authority over Clients' investment activities.

Item 5: Fees and Compensation

RQSI deducts its management fees ("Management Fee") generally from each Fund monthly in arrears in such amounts as are set forth in the Governing Documents of such Fund. RQSI is entitled to receive performance-based allocations ("Performance Allocation") from the RQSI Global Asset Allocation Master Fund, Ltd on a quarterly basis in arrears and upon withdrawals by investors in the Funds, subject to a "high-water mark". For a further discussion of the Performance Allocation and the "high-water mark", please see Item 6.

RQSI may, in its discretion, waive, reduce or rebate the Management Fees and/or Performance Allocations with respect to the investment of any investor, including its employees, owners, affiliates and/or one or more investors.

RQSI generally receives a management fee (the “MA Management Fee”) for the advisory services performed on behalf of each Managed Account client. The MA Management Fee rates are generally 1.0% per annum, as negotiated with the Managed Account client, and are calculated based on the net assets under management in each respective Managed Account. RQSI also may receive an annual performance-based fee (the “MA Incentive Fees”) in an amount generally ranging from 10.0% to 20.0% of the increase in the value of each Managed Account, which performance based fee may be subject to a high watermark. The MA Management Fee and MA Incentive Fees are paid by the applicable Managed Account promptly after they are determined.

In addition to the fees and allocations described above, each Fund pays costs and expenses related to its investments and its operations, including, without limitation, brokerage and other transaction expenses in conducting trading activities on behalf of the Fund, legal, accounting, tax form preparation, consulting, auditing, indemnification expenses, compliance and bookkeeping fees and expenses, filing and other regulatory fees and expenses, costs of litigation or investigation involving Fund activities and any extraordinary expenses. To the extent a Fund invests in other pooled investment vehicles, such Fund will bear its allocable share of the costs and expenses of such vehicles, including their organizational, offering and operating costs and expenses and the management fees and incentive compensation payable to their portfolio managers.

Managed Accounts are responsible for the payment of all margins, premiums, commissions and other amounts due in connection with transactions effected by RQSI.

For its services to the Registered Fund, RQSI is entitled to a fee, which is calculated daily and paid monthly, at an annual rate of 0.80% of the average daily net assets of the Registered Fund.

The Registered Fund has adopted a distribution plan under Rule 12b-1 under the 1940 Act that allows Retail Shares of the Registered Fund to pay distribution and/or service fees for the sale and distribution of its shares, and for services provided to Retail Shares shareholders. Because these fees are paid out of the Registered Fund’s assets on an on-going basis, over time these fees will increase the cost of a shareholder’s investment with respect to Retail Shares and may cost such shareholder more than paying other types of sales charges. The maximum Rule 12b-1 fee for Retail Shares, as an annual percentage of average daily net assets, is 0.25%.

The Registered Fund has adopted a shareholder servicing plan that provides that the Registered Fund may pay financial intermediaries for shareholder services in an annual amount not to exceed 0.10% based on the average daily net assets of the Registered Fund’s Retail Shares. The Registered Fund does not pay these service fees on shares purchased directly.

The Registered Fund also pays its operating expenses, including fees of its service providers, expenses of preparing prospectuses, proxy solicitation material and reports to shareholders, costs of custodial services and registering its shares under federal and state securities laws, pricing and insurance expenses, brokerage costs, interest charges, taxes and organization expenses; and other expenses more fully described in the Registered Fund’s prospectus and SAI.

RQSI and its supervised persons do not accept any compensation (e.g., brokerage commissions) for the sale of securities or other investment products, including interests in the Funds.

For more information regarding RQSI's brokerage practices and brokerage expenses discussed herein, please see Item 12.

Item 6: Performance Based Fees and Side-by-Side Management

RQSI is entitled to receive from the Master Fund a Performance Allocation generally at the end of each quarter. The Performance Allocation is an amount equal to a percentage (as set forth in the applicable Governing Documents) of the net increase of each investor's capital account or share holdings, as applicable (that is, a share of capital gains on, income derived from, or appreciation of the investment (whether realized or unrealized)) in the applicable Global Asset Allocation Fund, measured at the beginning of such calendar quarter and subject to a high-water mark.

In general, a "high-water mark" means that RQSI will receive Performance Allocations on an investor's aggregate investment in a Global Asset Allocation Fund only when the value of the investment, at the time of determination, is higher than the investment's highest value as of the date of the most immediately preceding determination of whether a Performance Allocation is payable (or in the quarter of such investor's admission, higher than the initial amount of the investment by such investor in the relevant Global Asset Allocation Funds). Should the investor's investment decrease in value (that is, due to capital losses or depreciation of the investment (whether realized or unrealized)), the investment must increase in value back above the previous highest value before RQSI will receive Performance Allocations again with respect to such investor.

If an investor withdraws capital from a Global Asset Allocation Fund, the amount of such investor's high-water mark, if any, will be reduced in proportion to the amount of capital withdrawn.

The Performance Allocation may create an incentive for RQSI to make more speculative investments than would otherwise be made or make decisions regarding the timing and manner of realization of investments differently than if such Performance Allocation was not received.

RQSI is required to act in a manner that it considers fair and equitable, depending on the particular facts and circumstances and the needs and financial objectives of RQSI's various clients, in allocating investment opportunities to the Funds, but RQSI is not otherwise subject to any specific obligations or requirements concerning the allocation of time, effort or investment opportunities, or any restrictions on the nature or timing of investments for the Funds. RQSI addresses this conflict through the application of its trade allocation procedures. RQSI periodically reviews allocation of investment opportunities and sequencing of transactions to determine whether Funds are treated fairly.

Item 7: Types of Clients

Investors in the Funds and/or owners of Managed Accounts may include, but are not limited to, high net worth individuals, family offices, endowments, foundations, trusts, charitable organizations, pension plans, and corporate or business entities. Investors in the Registered Fund may include institutional and individual investors.

Details concerning applicable investor suitability criteria are set forth in the respective Fund's Governing Documents and the Registered Fund's prospectus and SAI. The minimum commitment for an investor is outlined in the applicable Fund's Governing Documents and the Registered Fund's prospectus and SAI, including the discretion of RQSI and its affiliates to accept less than the minimum investment threshold. Each investor is required to meet certain suitability qualifications.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

RQSI Global Asset Allocation Master Fund, Ltd. and RQSI Global Asset Allocation Fund, Ltd.

The Global Asset Allocation Fund's investment objective is attractive capital appreciation that is not correlated with the performance of the general securities markets. The Global Asset Allocation Fund seeks to achieve this objective by committing a portion of its capital to the investment discretion of RQSI which expects to employ its proprietary quantitative and discretionary trading strategies (the "Trading Strategies") in making trading decisions for the Global Asset Allocation Fund. The Trading Strategies seek to determine optimal periods to buy or sell certain types of financial instruments (primarily foreign currencies, global futures contracts, global commodity and related derivative instruments). Certain classes of the Global Asset Allocation Fund may also seek to achieve this objective by committing a portion of their capital to the investment discretion of third party investment advisers, commodity trading advisers and commodity pool operators that use proprietary quantitative trading systems and/or other investment strategies (the "Sub-Managers"). RQSI will select the Sub-Managers to make day-to-day trading decisions for the relevant class or classes of the Master Fund and commit a portion of such class's capital to the investment discretion of the Sub-Managers for use as margin and premium in connection with their trading activities. The Sub-Managers are expected to primarily trade equities, bonds, futures and forward contracts on foreign exchange, global fixed income and derivatives thereon utilizing global exchanges. The relevant classes of the Global Asset Allocation Fund may invest with the Sub-Managers by opening separate accounts managed directly by the Sub-Managers or by investing in privately-offered pooled investment vehicles managed by the Sub-Managers (each a "Sub-Fund").

RQSI Small Cap Hedged Equity Fund, a series of The Advisors' Inner Circle Fund II

Under normal market conditions, the Registered Fund will invest at least 80% of its net assets, plus any borrowings for investment purposes, in equity securities of small capitalization companies. This investment policy may be changed by the Registered Fund upon 60 days' prior written notice to shareholders. The Registered Fund utilizes derivatives, principally options and futures, and ETFs to seek to hedge (i.e., offset) the risk of price declines and reduce volatility. In selecting investments for the Registered Fund, RQSI seeks to build a diversified portfolio of small capitalization equity securities that RQSI believes offer an asymmetric risk/return profile, that is, more and higher returns on the upside and fewer and lower returns on the downside. RQSI employs a proprietary screening process that evaluates various technical and fundamental factors, including analysis of financial statements, public filings, earnings calls and third-party research, in an effort to identify quality businesses with the potential for appreciation. RQSI continually monitors the Registered Fund's portfolio and may sell a security when the security is trading near or above RQSI's appraised value, RQSI determines that there is a fundamental change in the security's prospects or management of the company is not enhancing shareholder value, or better investment opportunities become available. Due to its investment strategy, the Registered Fund may buy and sell securities frequently.

The description set forth above is general and is not intended to be exhaustive. The risks of each Fund's and the Registered Fund's business are substantial and each Fund and/or the Registered Fund could realize losses rather than gains from some or all of the investments described herein. Investing in securities involves a risk of loss that clients should be prepared to bear.

Material Risks

The following is an explanation of the material risks that RQSI believes are associated with its investment strategy. Further discussion of these and other risks associated with an investment in each Fund and/or the Registered Fund are set forth in the applicable Fund's Governing Documents and the Registered Fund's prospectus and SAI, as applicable. The following risk factors do not purport to be a complete list or explanation of all the risks associated with an investment in one or more of the Funds or the Registered Fund.

The following risks apply to the Global Asset Allocation Funds:

Investment and Trading Risks. An investment in a Fund involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that such Fund's investment program will be successful and that the investment strategy will work as intended. RQSI will be investing substantially all of the Funds' assets in securities (primarily global exchange traded futures and US based equities), some of which may be particularly sensitive to economic, market, industry and other variable conditions. No assurance can be given as to when or whether adverse events might occur that could cause significant losses to the Funds.

Short Sales. RQSI may engage in short sales for one or more Funds as part of hedging transactions or when it believes securities are overvalued. Short sales are sales of securities a Fund borrows but does not actually own, usually made with the anticipation that the prices of the securities will decrease and such Fund will be able to make a profit by purchasing the securities at a later date at the lower prices. A Fund will incur a potentially unlimited loss on a short sale if the price of the security increases prior to the time it purchases the security to replace the borrowed security. A short sale presents greater risk than purchasing a security outright since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a “long” position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value creating a greater loss.

Use of Leverage. RQSI may leverage a Fund’s portfolio through margin and other debt in order to increase the amount of capital available for investments. Although leverage increases returns to investors if such Fund earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns to the investors if such Fund fails to earn as much on such incremental investments as it pays for such funds. In the event that a Fund leverages its portfolio, fluctuations in the market value of such Fund’s portfolio will have a significant effect in relation to such Fund’s capital and the risk of loss and the possibility of gain will each be increased. In addition, when such Fund utilizes leverage, the level of interest rates generally, and the rates at which such Fund can borrow in particular, will be an expense of such Fund and therefore affect the operating results of such Fund. Leverage increases the risk of substantial losses (including the risk of a total loss of capital), and leverage can significantly magnify the volatility of such Fund’s portfolio.

A Fund may use short-term margin borrowing in purchasing securities positions. Such borrowing, if made, may result in certain additional risks to such Fund. For example, should the securities pledged to brokers to secure such Fund’s margin accounts decline in value, such Fund could be subject to a “margin call” pursuant to which such Fund would be required to either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden, precipitous drop in value of such Fund’s assets, such Fund might not be able to liquidate assets quickly enough to pay off its margin debt.

Risks of Investments in Options. Investing in options can provide greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market’s perception as to the future price behavior of the underlying asset, or any combination thereof.

In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value. Over-the-counter options that a Fund may use in its investment strategies generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The over-the-counter market for options is relatively illiquid, particularly for relatively small transactions.

Hedging. A Fund may utilize certain financial instruments and investment techniques for risk management or hedging purposes. There is no assurance that such risk management and hedging strategies will be successful, as such success will depend on, among other factors, RQSI's ability to predict the future correlation, if any, between the performance of the instruments utilized for hedging purposes and the performance of the investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of a Fund's hedging strategies may also be subject to RQSI's ability to correctly readjust and execute hedges in an efficient and timely manner. There is also a risk that such correlation will change over time rendering the hedge ineffective. It may be more difficult to hedge a position in a smaller-cap issuer than a larger-cap issuer. A Fund's portfolio is not expected to be completely hedged at all times and at various times RQSI may elect to be more fully hedged and at other times hedged only to a limited extent, if at all. Accordingly, such Fund's assets may not be adequately protected from market volatility and other conditions.

Counterparty Risk. Some of the markets in which a Fund may effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of "exchange-based" markets are subject. This exposes a Fund 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 a Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where such Fund has concentrated its transactions with a single or small group of counterparties. Counterparties in foreign markets face increased risks, including the risk of being taken over by the government or becoming bankrupt in countries with limited if any rights for creditors. A Fund is not restricted from concentrating any or all of its transactions with one counterparty. The ability of a Fund to transact business with any one or number of counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by such Fund. Counterparty risks also include the failure of executing brokers to honor, execute, or settle trades. The Fund will regularly assess any counterparty risk and make adjustments as deemed necessary.

Concentration of Investments. A Fund's portfolio may, from time to time, be concentrated in a particular type of security, industry, geographic location or market capitalization. This may be the result of such Fund's opportunistic investing, external market forces or the lack of liquidity in one security as compared to other securities such Fund holds. Losses incurred in a position making up a significant percentage of a Fund's capital could have a material adverse effect on such Fund's overall financial condition. This limited diversity could expose such Fund to significantly greater volatility than in a more diversified portfolio.

Systemic Risk. Credit risk may also arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which a Fund will interact on a daily basis.

Suspension of Trading. For all securities traded on public exchanges, each exchange typically has the right to suspend or limit trading in all securities that it lists. Such a suspension could render it impossible for a Fund to liquidate its positions and thereby expose it to losses. In addition, there is no guarantee that non-exchange markets will remain liquid enough for such Fund to close out positions.

Foreign Securities. A Fund may invest in securities of non-U.S. issuers. A Fund's investments in securities and instruments in foreign markets involve substantial risks not typically associated with investments in U.S. securities. Foreign securities investments may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the U.S. and abroad) or changed circumstances in dealings between nations. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of a Fund's assets denominated in that currency and thereby impact such Fund's total return on such assets. A Fund may utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

Investments in foreign securities will also occasion risks relating to political and economic developments abroad, including the possibility of expropriations or confiscatory taxation, limitations on the use or transfer of a Fund's assets and any effects of foreign social, economic or political instability. Foreign companies are not subject to the regulatory requirements of U.S. companies and, as such, there may be less publicly available information about such companies. Moreover, foreign companies are not subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those applicable to U.S. companies. Finally, in the event of a default of any foreign debt obligations, it may be more difficult for a Fund to obtain or enforce a judgment against the issuers of such securities.

Securities of foreign issuers may be less liquid than comparable securities of U.S. issuers and, as such, their price changes may be more volatile. Furthermore, foreign exchanges and broker-dealers are generally subject to less government and exchange scrutiny and regulation than their American counterparts. Brokerage commissions, dealer concessions and other transaction costs may be higher in foreign markets than in the U.S. In addition, differences in clearance and settlement procedures in foreign markets may occasion delays in settlements of a Fund's trades affected in such markets.

In addition, changes or modifications in existing judicial decisions or in the current positions of the IRS, either taken administratively or as contained in published revenue rulings and revenue procedures (which changes or modifications may apply with retroactive effect), and the passage of new legislation, could lead to unfavorable treatment of certain non-U.S. investments which could adversely impact a Fund's portfolio.

Money Market Instruments. RQSI may invest, for defensive purposes or otherwise, all or a portion of a Fund's assets in high quality fixed-income securities, money-market instruments, and foreign money-market mutual funds, or hold cash or cash equivalents in such amounts as RQSI deems appropriate under the circumstances. Money market instruments are high quality, short term fixed-income obligations, which generally have remaining maturities of one year or less, and may include U.S. government securities, commercial paper, certificates of deposit and bankers' acceptances issued by domestic branches of U.S. banks that are members of the Federal Deposit Insurance Corporation, and repurchase agreements. However, there can be no assurances that such investments will not be subject to significant risks.

Loans of Portfolio Securities. A Fund may lend its portfolio securities on terms customary in the securities industry, enter into reverse repurchase agreements or enter into other transactions constituting a loan of such Fund's assets. By doing so, such Fund attempts to increase its income through the receipt of interest on the loan. In the event of the bankruptcy of the other party to a securities loan, a Fund could experience delays in recovering the securities it lent. To the extent that the value of the securities such Fund lent has increased, such Fund could experience a loss if such securities are not recovered. A Fund will choose to pursue such lending relationships only if in its sole discretion the economic benefit from this added income more than offsets the possibility of potential lack of recovery of lent securities and the added complexity of these activities.

Futures and Forward Trading. The prices of derivative instruments such as futures and forward contracts can be highly volatile, price movements are difficult to predict and financing and related sources are subject to rapid change. Further, uncertainties remain as to how the markets for these instruments will perform during periods of unusual price volatility or instability, market illiquidity or credit distress.

Many derivative instruments are not traded on exchanges, but rather through an informal network of banks and dealers who have no obligation to make markets in them and can apply essentially discretionary margin and credit requirements (and thus in effect force the Global Asset Allocation Fund to close out positions).

Governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

In certain cases, the Global Asset Allocation Fund might be required to liquidate a position that has moved in its favor in order to meet its financing requirements with respect to an offsetting position that has moved against it. This could occur because the procedural requirements of the various dealer or exchange markets may require the Global Asset Allocation Fund to deposit additional margin to meet its obligation with respect to the position that has moved against it, resulting in the need to liquidate the favorable offsetting position to obtain funds to meet that obligation if the Global Asset Allocation Fund does not otherwise have cash available for that purpose. RQSI expects to maintain a portion of the Global Asset Allocation Fund's assets as a cash equivalent reserve, to reduce the potential that an otherwise favorable position would have to be liquidated to satisfy the Global Asset Allocation Fund's financing requirements. However, there can be no assurance that RQSI will be successful in this regard.

As a result of any one or more of the foregoing factors, one or more markets may move against the derivatives positions held by the Global Asset Allocation Fund, thereby causing it substantial losses.

Index Contracts. The Global Asset Allocation Fund may, but are not required to, utilize various other instruments to seek to hedge against the risk of changes in the level of prices of broad market averages or indices, as well as narrower indices or baskets of investments. These hedging strategies may be executed through the use of exchange-traded equity index options or futures contracts or options thereon, standardized or individually negotiated over-the-counter contracts or other forms of derivative contracts (collectively, "index contracts").

Index contracts have risks associated with them including possible default by the other party to the transaction, illiquidity and, to the extent RQSI's view as to certain market movements is incorrect, the risk that the use of such index contracts could result in losses greater than if they had not been used. Moreover, the lack of complete correlation between price movements of index contracts and price movements in the portfolio position of the Global Asset Allocation Fund creates the possibility that losses in the value of the Global Asset Allocation Fund's positions may be greater than the gain on the hedging instrument (or that a gain in the Global Asset Allocation Fund's portfolio positions may be less than the loss on the hedging instrument).

In addition, futures and options markets may not be liquid in all circumstances and certain over-the-counter index contracts may have no markets. As a result, in certain markets, the Global Asset Allocation Fund might not be able to close out a transaction without incurring substantial losses, if at all. Although the successful use of index contracts for hedging should tend to reduce the risk of loss due to a decline in the value of the hedged position, at the same time such transactions would tend to limit any potential gain which might result from an increase in value of such position.

Spread Positions. A part of the Global Asset Allocation Fund's investment operations may involve spread positions between two or more commodity interest positions, or a combination of the foregoing. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. Such positions, however, do entail a substantial risk that the price differential could change unfavorably causing a loss to the spread position. The Global Asset Allocation Fund's trading operations also may involve relative value trading between two investments. This means, for example, that the Global Asset Allocation Fund may purchase (or sell) investments (i.e., on a current basis) and take offsetting positions in options in the same or related investments. To the extent the price relationships between such positions remain constant, no gain or loss on the positions will occur. These offsetting positions entail substantial risk that the price differential could change unfavorably causing a loss to the position.

Illiquid Investments. RQSI expects that certain investments in which the Global Asset Allocation Fund may invest will have limited liquidity. This lack of liquidity, together with a failure to accurately predict market movements, may adversely affect the ability of the Global Asset Allocation Fund to execute trade orders at desired prices in rapidly moving markets.

Some United States exchanges limit fluctuations in certain prices during a single day by imposing what are known as "daily price fluctuation limits" or "daily limits". The existence of "daily price limits" or "daily limits" may reduce liquidity or effectively curtail trading in particular markets. Once the price of a particular contract has increased or decreased by the daily limit, positions in the contract can effectively neither be taken nor liquidated. Contract prices in various investments have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the Global Asset Allocation Fund from promptly liquidating unfavorable positions and subject the Global Asset Allocation Fund to substantial losses, which could exceed the margin initially committed to such trades. Daily limits may reduce liquidity, but they do not limit ultimate losses, as such limits apply only on a day-to-day basis. In addition, even if contract prices have not moved the daily limit, the Global Asset Allocation Fund may not be able to execute trades at favorable prices if there is only light trading in the contracts involved.

As part of its emergency powers, an exchange or regulatory authority can suspend or limit trading in a particular investment or commodity interest, order immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only. The possibility also exists that governments may intervene to stabilize or fix exchange rates, restricting or substantially eliminating trading in the affected currencies will be in the form of securities and other financial instruments that are traded on organized securities or commodities exchanges or are publicly traded in the over-the-counter market. Despite the heavy volume of trading in many financial instruments, however, the markets for others have, or could develop, limited liquidity and depth. This lack of depth could be a disadvantage to the Global Asset Allocation Fund both in the execution of orders at desired prices and in the ability to close out an open position.

In addition, RQSI may invest in so-called “restricted securities” – i.e., securities issued in “private placements” – for the Global Asset Allocation Fund. Restricted securities ordinarily are less liquid than publicly-traded securities.

RQSI may not be able to readily dispose of illiquid investments associated with the Global Asset Allocation Fund and, in some cases, will be legally or contractually prohibited from disposing of such investments for a specified period of time. Under certain conditions, this may hinder the Global Asset Allocation Fund’s ability to honor redemption requests in respect of the investor accounts in the Global Asset Allocation Fund. In addition, it is often difficult to place a value on illiquid investments. This may affect the determination of the net asset value of the Global Asset Allocation Fund and thus the value of the Global Asset Allocation Fund’s investor accounts and the amount of the Management Fees and Performance Allocations payable to RQSI.

Other Risks: In addition to the underlying risk associated with the trading strategies, Investors should also be aware of certain special considerations and risk factors, which include, but are not limited to, the following: (a) Sub-Manager Risk, *i.e.*, the risks associated with the Fund’s use of third-party investment management firms, such as fraud, deviation from defined strategies, human or system error and poor judgment; (b) Institutional Risk, *i.e.*, the risk that the Fund could incur losses due to: (i) the failure of counterparties to perform their contractual commitments to the Fund; or (ii) the financial difficulty of brokerage firms, banks or other financial institutions that directly or indirectly hold the Fund’s assets; (c) Fund Structure Risk, *i.e.*, the special considerations and risks arising from the operation of certain provisions of the governing documents of the Fund; (d) Operational Risk, *i.e.*, the special considerations and risks arising from the day-to-day management of a pooled investment vehicle like the Fund; and (e) Tax Risk, *i.e.*, the special considerations and risks arising from the operation of an investment vehicle treated as a partnership for U.S. federal tax purposes.

The following risks apply to the Registered Fund:

Equity Risk: Since it purchases equity securities, the Registered Fund is subject to the risk that stock prices may fall over short or extended periods of time. Historically, the equity market has moved in cycles, and the value of the Registered Fund's securities may fluctuate from day to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. These factors contribute to price volatility, which is the principal risk of investing in the Registered Fund.

Small Capitalization Company Risk: The smaller capitalization companies that the Registered Fund invests in may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these small companies may pose additional risks, including liquidity risk, because these companies tend to have limited product lines, markets and financial resources, and may depend upon a relatively small management group. Therefore, small capitalization stocks may be more volatile than those of larger companies. These securities may be traded over-the-counter or listed on an exchange. The Registered Fund is also subject to the risk that RQSI's particular investment style, which focuses on small capitalization stocks, may underperform other segments of the equity market or the equity market as a whole.

Overvalued Equity Securities. The Registered Fund's investment strategy will focus on investing in companies that RQSI believes are undervalued based off of earnings analysis. Opportunities in undervalued equity securities arise from market inefficiencies or due to a lack of wide recognition of the potential impact (positive or negative) that earnings events or trends may have on the value of a security. The identification of investment opportunities in undervalued and overvalued securities is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investing long in undervalued securities and investing short in overvalued securities present opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Furthermore, investing in these securities carries additional risk as other managers with similar positions could be forced to unwind and drive security pricing in a manner adverse to the Registered Fund.

Identification of Catalysts. The Registered Fund's investment strategy is expected to rely, in part, on the ability of RQSI to identify catalysts for improved company performance in the issuers in which the Registered Fund may invest. Identifying such catalysts and determining their impact on the price of an issuer's securities is difficult and there is no assurance that such catalysts or other events will occur, or if they occur, that they will occur in the manner anticipated by RQSI. Furthermore, the prices of securities of issuers with pending or anticipated events or catalysts tend to be more volatile than those of other securities.

Foreign Company Risk: Investing in foreign companies, including direct investments and investments through ADRs, poses additional risks since political and economic events unique to a country or region will affect those markets and their issuers. These risks will not necessarily affect the U.S. economy or similar issuers located in the United States. Securities of foreign companies may not be registered with the U.S. Securities and Exchange Commission (the “SEC”) and foreign companies are generally not subject to the regulatory controls imposed on U.S. issuers and, as a consequence, there is generally less publicly available information about foreign securities than is available about domestic securities. Income from foreign securities owned by the Registered Fund may be reduced by a withholding tax at the source, which tax would reduce income received from the securities comprising the portfolio. Foreign securities may also be more difficult to value than securities of U.S. issuers. While ADRs provide an alternative to directly purchasing the underlying foreign securities in their respective national markets and currencies, investments in ADRs continue to be subject to many of the risks associated with investing directly in foreign securities.

Exchange-Traded Fund Risk: ETFs are pooled investment vehicles, such as registered investment companies and grantor trusts, whose shares are listed and traded on U.S. and non-U.S. stock exchanges or otherwise traded in the over-the-counter market. To the extent that the Registered Fund invests in ETFs, the Registered Fund will be subject to substantially the same risks as those associated with the direct ownership of the securities comprising the index on which the ETF is based or the ETF’s other holdings and the value of the Registered Fund’s investment will fluctuate in response to the performance of the underlying index or holdings. ETFs typically incur fees that are separate from those of the Registered Fund. Accordingly, the Registered Fund’s investments in ETFs will result in the layering of expenses such that shareholders will indirectly bear a proportionate share of the ETFs’ operating expenses, in addition to paying Registered Fund expenses. Because the value of ETF shares depends on the demand in the market, shares may trade at a discount or premium to their net asset value and RQSI may not be able to liquidate the Registered Fund’s holdings at the most optimal time, which could adversely affect the Registered Fund’s performance.

Derivatives Risk: The Registered Fund’s use of options and futures is subject to market risk, leverage risk, correlation risk, hedging risk and liquidity risk. Market risk is the risk that the market value of an investment may move up and down, sometimes rapidly and unpredictably. Leverage risk is the risk that the use of leverage may amplify the effects of market volatility on the Registered Fund’s share price and may also cause the Registered Fund to liquidate portfolio positions when it would not be advantageous to do so in order to satisfy its obligations. Correlation risk is the risk that changes in the value of the derivative may not correlate perfectly or at all with the underlying asset, rate or index. Hedging risk is the risk that derivatives instruments used for hedging purposes may also limit any potential gain that may result from the increase in value of the hedged asset. To the extent that the Registered Fund engages in hedging strategies, there can be no assurance that such strategy will be effective or that there will be a hedge in place at any given time. Liquidity risk is the risk that certain securities may be difficult or impossible to sell at the time and the price that the Registered Fund would like.

Each of these risks could cause the Registered Fund to lose more than the principal amount invested in a derivative instrument.

Management Risk: The value of the Registered Fund may decline if RQSI's judgments about the attractiveness, relative value or potential appreciation of a particular security or strategy prove to be incorrect.

Because a portion of the Registered Fund is selected using a proprietary screening process, the Registered Fund is subject to the additional risk that RQSI's judgments regarding the investment criteria underlying the screening process may prove to be incorrect.

Portfolio Turnover Risk: The Registered Fund is subject to portfolio turnover risk since it may buy and sell investments frequently. Such a strategy often involves higher expenses, including brokerage commissions, and may increase the amount of capital gains (in particular, short term gains) realized by the Registered Fund. Shareholders may pay tax on such capital gains.

New Fund Risk: Because the Registered Fund is new, investors in the Registered Fund bear the risk that the Registered Fund may not be successful in implementing its investment strategy, may not employ a successful investment strategy, or may fail to attract sufficient assets under management to realize economies of scale, any of which could result in the Registered Fund being liquidated at any time without shareholder approval and at a time that may not be favorable for all shareholders. Such liquidation could have negative tax consequences for shareholders and will cause shareholders to incur expenses of liquidation.

Item 9: Disciplinary Information

RQSI is not aware of any legal or disciplinary events that are material to a client's or prospective client's evaluation of RQSI's advisory business or the integrity of RQSI's management.

Item 10: Other Financial Industry Activities and Affiliations

RQSI is registered as a commodity pool operator and commodity trading advisor with the U.S. Commodity Futures Trading Commission ("CFTC") and is a member of the U.S. National Futures Association.

RQSI and its principals and employees (the "Staff Members") are not registered, and do not have any application pending to register, with the SEC as a broker-dealer or a registered representative of a broker-dealer.

RQSI, from time to time, may select other third party investment advisers (“Sub-Managers”) to manage a portion of the Global Asset Allocation Fund’s assets or may invest in partnerships or joint ventures with other investment advisers. RQSI may share its Management Fees and Performance Allocations with the Sub-Managers engaged on behalf of the Global Asset Allocation Fund, in such amounts as RQSI and the respective Sub-Managers may from time to time agree. Since RQSI retains all such fees that it does not share with the Sub-Managers, these arrangements may be viewed as creating an incentive for RQSI to prefer Sub-Managers that are willing to accept the lowest shares of these fees over Sub-Managers who are most qualified to manage the Global Asset Allocation Fund’s assets. However, RQSI will not select a service provider, including a Sub-Manager, for any Fund unless, in its reasonable judgment, such service provider is appropriate for such Fund.

RQSI will evaluate any material conflicts of interest presented by any proposed relationship or arrangement it may contemplate with a service provider, broker or similar party that has a material business relationship with the Funds to ensure that the transaction or arrangement is fair and equitable to the investors in the Funds, and on terms that are consistent with arm’s length dealings, and RQSI reviews any such arrangement on an ongoing basis thereafter to ensure continued benefit to the Funds and their investors. Currently, RQSI does not have, and is not aware of any Staff Member that has, any relationships or arrangements that pose material conflicts of interest.

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

Pursuant to Rule 204A-1 of the Advisers Act, RQSI has adopted a written code of ethics (the “Code of Ethics”), which is designed to address and avoid potential conflicts of interest and is applicable to all Staff Members. The Code of Ethics may also be applied to any other person designated by the Chief Compliance Officer of RQSI. The Code of Ethics is included as part of a comprehensive Compliance Manual that applies to all Staff Members.

A summary of the Code of Ethics is provided below. A full copy of the Code of Ethics will be made available to investors upon written request.

One of the primary goals of the Code of Ethics is to identify and resolve conflicts of interest to the benefit of the Clients. Accordingly, the Code of Ethics sets forth the general principles that Staff Members:

1. Owe a fiduciary obligation to all Clients;
2. Have the duty at all times to place the interests of all Clients first and foremost and before the interests of the Company or themselves;
3. Must refrain from taking inappropriate advantage of their respective position with the Company;
4. Must conduct Reportable Security Transactions in such a manner as to avoid any actual or potential conflict of interest or any abuse of their respective position of trust and responsibility;

5. Must avoid actions or activities that allow or appear to allow them or others to benefit from their position with the Company, at the expense of Clients, or that bring into question his or her independence or judgment; and
6. Must comply with all applicable federal securities laws.

The Code of Ethics contains guidelines relating to personal trading by Staff Members. Staff Members are not permitted to purchase or sell any security that is also held by the Client Accounts without the advance written approval of the Chief Compliance Officer (except for certain “exempt securities” as described in the Code of Ethics). Staff Members are permitted to make limited personal investments without the prior approval of the Chief Compliance Officer, such as investments in (a) obligations of the United States, (b) obligations of investment grade United States municipalities, (c) money market funds, money market accounts, certificates of deposit, demand deposits, time deposits and checking and savings accounts, (d) shares of Exchange Traded Funds, and (e) exchange traded securities with a market capitalization in excess of \$5 billion.

The Code of Ethics also requires Staff Members to provide it with certain securities holdings and periodic transaction reports, as required by Advisers Act Rule 204A-1.

The Code of Ethics has specific provisions relating to identifying potential conflicts of interest. The provisions prohibit a Staff Member from directing Client transactions for the purpose of obtaining a personal benefit. They also generally prohibit personal business dealings with Clients or investors without the prior approval of the Chief Compliance Officer. The Code of Ethics includes provisions relating to accepting offers of gifts or entertainment from third parties.

All violations of the Code of Ethics must be promptly reported to the Chief Compliance Officer, who is primarily responsible for administering and enforcing RQSI’s Code of Ethics. A violation of the Code of Ethics may result in the imposition of disciplinary and remedial measures, including, without limitation, disgorgement or termination.

Item 12: Brokerage Practices

Selection of Brokers and Dealers

In selecting brokers to execute transactions on behalf of Clients, the Company shall at all times seek to select brokers who are expected to provide “best execution” on behalf of Client accounts. RQSI will periodically and systematically evaluate the execution performance of the broker-dealers executing transactions on behalf of any Client. In determining whether or not a broker provides best execution, a variety of factors are expected to be considered by RQSI in addition to net price, including:

- ability to achieve prompt and reliable executions at favorable prices;
- operational efficiency with which transactions are effected;
- financial strength, integrity and stability of the broker;

- availability of stocks to borrow for short sales;
- any special expertise or capabilities of the broker; and
- competitiveness of commission rates in comparison with other brokers satisfying the Company's other selection criteria.

Applicability of specific criteria will vary depending upon the nature of the transaction, the market in which it is effected, and the extent to which it is possible to select from among multiple brokers or dealers capable of effecting the transaction. It is not necessary to select the broker offering the lowest possible commission rate, and RQSI may cause a Client account to pay a broker a commission in excess of that which another broker might have charged for effecting the same transaction in recognition of the value of the brokerage and other services provided by the broker, directly or indirectly, to the Company's Clients.

Staff Members will not select brokers to execute transactions for Clients for reasons unrelated to the best interests of the Client. RQSI's Brokerage Committee is expected to review carefully as part of its annual review all allocations of brokerage by RQSI to brokerage firms with which RQSI or any Staff Member has any relationship of any kind in order to protect against potential conflicts of interest.

Soft Dollar Arrangements

RQSI does not currently have any soft dollar arrangements and has no plans to have any for the foreseeable future.

Trade Errors

RQSI will seek to identify trade errors and to resolve any such errors as soon as practicable and in such manner as to mitigate the loss that the affected Client might incur. Gains associated with any trade error shall be retained by the affected Client.

Where the Company is responsible for a trade error with respect to a Client that is a "private fund" (i.e., an issuer that would be an investment company, as defined in section 3 of the 1940 Act, but for section 3(c)(1) or 3(c)(7) of the Investment Company Act) or is not otherwise registered as an investment company under the Investment Company Act (each a "Private Fund"), it will only be responsible for reimbursing the Client account for the loss where the trade error was attributable to the gross negligence, bad faith or willful misconduct of RQSI or its personnel.

Where RQSI is responsible for the trade error with respect to the Registered Fund and any other Client that is registered as an investment company under the Investment Company Act, RQSI shall take the appropriate steps to ensure that the Registered Fund (or such other registered fund) is "made whole". For the avoidance of doubt, RQSI shall be responsible for its own trade errors made with respect to the Registered Fund and not the errors of other persons, including third party brokers and custodians, unless otherwise expressly agreed to by RQSI.

Item 13: Review of Accounts

The Clients' portfolios are reviewed on a regular basis. RQSI's investment personnel hold investment meetings to discuss investment ideas, investment strategies, economic developments, current events, and other issues related to current portfolio holdings and potential investment strategies.

RQSI will provide each investor in a Fund with the following reports in accordance with the terms of the applicable Fund's Governing Documents: (i) monthly NAV and aggregate unaudited portfolio information with respect to the Global Asset Allocation Fund; (ii) periodic investor letters; (iii) annual audited financial reports; and (iv) annual tax information necessary to complete any applicable tax returns. RQSI may utilize its Administrators to provide certain types of this reporting directly to its investors.

Managed Account clients will receive from RQSI, upon request, any information, documentation or other materials reasonably requested in order to enable the Managed Account client to assure that RQSI is managing the assets of the Managing Account in an equitable manner relative to RQSI's management of the accounts of other Clients.

Item 14: Client Referrals and Other Compensation

RQSI does not directly or indirectly compensate any third party for client referrals. However, RQSI may receive introductions to investors through broker-dealers that execute trades on behalf of RQSI. RQSI does not believe that it pays any additional fees or higher commissions as a result of these introductions. RQSI seeks best execution on all transactions. However, RQSI may have an incentive to select or use a broker-dealer based on receiving investor referrals from that counterparty.

Other than the circumstances described above, RQSI does not receive any economic benefits from non-clients in connection with the provision of investment advice to the Funds.

Item 15: Custody

RQSI is deemed to have custody of the Funds' assets because of the authority that RQSI and/or its affiliated entities have over those assets. The Funds' financial statements are subject to an annual audit by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the audited financial statements are distributed to each investor in each Fund generally within 120 days following the end of each fiscal year of the applicable Fund. The audited financial statements are prepared in accordance with generally accepted accounting principles (GAAP) or international financial reporting standards (IFRS standards). RQSI urges investors to carefully review the audited financial statements of the Funds in which they are invested.

RQSI does not have custody of the assets of the Managed Accounts or the Registered Fund.

Item 16: Investment Discretion

In accordance with the terms and conditions of the Funds' Governing Documents and the prospectus and SAI of the Registered Fund and subject to the direction and control of the Funds' general partner and directors and the board of trustees of the Registered Fund, as applicable, RQSI expects to generally have discretionary authority to determine, without obtaining specific consent from the Funds, the Registered Fund or their respective investors, the securities and the amounts to be bought or sold on behalf of the Funds and the Registered Fund, and to perform the day-to-day investment operations of the Funds and the Registered Fund.

RQSI may have discretionary authority depending on the terms of the investment advisory agreement to manage the assets of the Managed Accounts in a manner that is consistent with the objectives and strategies set forth in the applicable investment management agreement between RQSI and such Managed Account client.

Item 17: Voting Client Securities

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Advisers Act, RQSI has adopted and implemented written policies and procedures governing the voting of Client securities. The general policy is to vote proxy proposals, amendments, consents or resolutions in a prudent and diligent manner that will serve each Client's best interest and is in line with each Client's investment objectives. In certain cases, RQSI may determine that not voting is in the best interest of the Clients or otherwise appropriate. Investors may not direct RQSI's vote on behalf of the Clients.

Conflicts of interest may arise between the interests of the Clients on the one hand and RQSI and Staff Members on the other hand. At a minimum, the Staff Member responsible for instructing the vote by RQSI on behalf of the Clients will be required to disclose any personal interest or other conflict of interest it has with respect to such proxy. Any conflict of interest will be reviewed and resolved by the Chief Compliance Officer.

A copy of RQSI's proxy voting policies and procedures will be made available to investors upon written request.

Item 18: Financial Information

A balance sheet is not required to be provided, as RQSI: (i) does not solicit fees more than six months in advance; (ii) does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients; or (iii) has not been subject to any bankruptcy proceeding during the past 10 years.