



FASANARA CAPITAL

ITEM 1 COVER PAGE

PART 2A OF FORM ADV: FIRM BROCHURE

FASANARA CAPITAL LTD.

February 18, 2016

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This brochure provides information about the qualifications and business practices of Fasanara Capital Ltd. (the “Investment Adviser”, “Fasanara” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at 44 20 3430 2482 or pietro.fabbri@fasanara.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

The Investment Adviser is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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

ITEM 2 MATERIAL CHANGES

We are required to identify and discuss any material changes made to our Brochure since the last annual update. This Brochure of Fasanara Capital Ltd. (the “Investment Adviser”, “Fasanara” or the “Firm”) is the first Form ADV Part 2A submitted to the SEC following certain amendments to the disclosure rules promulgated under the Investment Advisers Act of 1940 and to the form formerly known as Form ADV Part II. Accordingly, there are no material changes to report. If the Firm makes any material changes to this Brochure in the future, we will revise this section to include a summary of such changes.

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ITEM 4 ADVISORY BUSINESS

Fasanara Capital Limited (“Fasanara”, the “Adviser”, or “the Firm”) is an alternative asset management company headquartered in London, United Kingdom. The Firm was incorporated in England and Wales on March 11th, 2011 and commenced operations in April 2011. Fasanara is an employee owned investment management firm, principally owned by Francesco Fila, Pietro Fabbri and Method Investments & Advisory Ltd. The Firm is authorized and regulated by the Financial Conduct Authority (“FCA”). As of March 31, 2015 the Firm manages approximately \$95,000,000 in assets on a discretionary basis on behalf of clients.

Fasanara provides investment advisory services on a discretionary basis to institutional clients and sophisticated investors by advising one or more pooled investment vehicles (each a “Private Fund”). The advisory services for these accounts are tailored investment objectives of the Private Fund which are outlined in the offering documents. Fasanara’s tailored advisory services also includes providing discretionary portfolio management to an Undertakings for Collective Investments in Transferable Securities (“UCITS”). Fasanara serves as a discretionary sub-adviser to a fund that is registered as an investment company (“Registered Fund”) under the Investment Company Act of 1940, as amended (“40 Act”).

Fasanara manages a multi-strategy Luxembourg-based UCITS, currently available to investors in Europe under the UCITS directive. The Firm seeks to offer a similar strategy employed by the UCITS fund to U.S. investors as an open-end management investment company registered under the 40 Act, commonly known as a mutual fund with daily liquidity.

The Firm’s top-down, directional investment strategy is to achieve consistent, absolute returns with lower volatility by pursuing a multi-strategy & multi-asset mandate coupled with a tail risk hedging dimension designed to substantially reduced level of volatility for its UCITS and its Registered Fund.

When selecting and managing assets for its UCITS and Registered Fund (collectively “Funds”) Fasanara remains subject to the investment guidelines and restrictions outlined in the prospectus and any supplements. The Funds may not necessarily invest in all of the instruments or use all of the investment techniques permitted by the prospectus and supplemental material, or invest in such instruments or engage in such techniques to the full extent permitted by the Fund’s investment policies and limitations.

An investor in Private Fund should refer to the confidential private placement memorandum, articles of association and other governing documents for such Private Fund for more complete information about the investment objectives and investment restrictions applicable to such Private Fund. Fasanara may enter into “side letters” or similar agreements with certain investors in the Private Fund granting the investor certain specific rights, benefits, or privileges that are not made available to investors generally.

Fasanara does not participate in a wrap fee program.

ITEM 5 FEES AND COMPENSATION

The specific manner in which fees are charged by Fasanara is established in a client's written advisory agreement with the Firm. For the Funds and the Private Funds advised by Fasanara, fees are described in each fund's prospectus or offering documents, as applicable. Detailed information on the fees and expenses borne by the Funds is contained in the applicable Funds' prospectus. With respect to the Private Funds, the applicable fees and expenses are set forth in the Private Funds' prospectus, subscription agreement and/or other governing documents.

Fasanara's general fee schedule is as follows:

Registered Fund

For Fasanara's subadvisory services to the Registered Fund, the Firm is entitled to an advisory fee computed daily and payable monthly at the annual rate of 1.75% of the Fund's average daily net assets. The Fasanara has contractually agreed to waive management fees and reimburse expenses through December 31, 2017 to the extent that Total Annual Fund Operating Expenses exceed 2.00% of the Fund's average daily net assets. In determining the Fasanara's obligation to waive advisory fees and/or reimburse expenses, the following expenses are not taken into account and could cause net Total Annual Fund Operating Expenses to exceed 2.00%: acquired fund fees and expenses, brokerage commissions, extraordinary items, interest or taxes. If at any time the Fund's Total Annual Fund Operating Expenses for that year are less than 2.00%, the Firm is entitled to reimbursement by the Fund of the advisory fees forgone and other payments remitted by the Firm to the Fund within three years from the date on which such waiver or reimbursement was made.

UCITS

1. Share Class institutional: 1.75% management fees and a 20% performance fee
2. Share Class retail: 2.25% management fees and a 20% performance fee

Institutional Share Class Ongoing charges are 2.21% Retail Share Class Ongoing charges are 2.50%. No fees are waived.

Private Fund

The Private fund charges a 1% asset based management fee. The management fee on annual basis is paid at the "Annualized Fee Rate". The management fee is computed by applying one twelfth of the relevant annualized fee rate to the monthly Net Asset Value of the shares (before deduction of that month's management fee and before deduction for any accrued performance fees) at each valuation day.

In addition, the investment manager will receive performance fees totaling 20% of the net realized and unrealized appreciation in the NAV of each series (a 'Series') of a Class (adjusted for any redemptions of Shares in the series made during the year (the 'Adjusted NAV')); provided, however, that the performance fees will be paid only with respect to the net realized and unrealized appreciation in the Adjusted NAV of a Series in excess of the high water mark of such Series.

An investor in a Private Fund advised by Fasanara should review the governing documents of such Private Fund in conjunction with this brochure for more complete information on the fees and compensation payable with respect to such Private Fund.

Payment of Fees

The fees for the UCITS, Registered Fund and the Private Funds are set forth in the relevant prospectus, governing documents and advisory agreements. The fees payable by the UCITS and Registered Fund are generally calculated on a daily basis. The fees payable by the Private Funds are generally calculated and payable monthly. If any investment management or sub-advisory arrangements are terminated during a calculation period for such fees, the fee is prorated for the number of days prior to the termination.

Clients may be billed for advisory fees incurred. If authorized by the client, fees may be billed directly to a client's account and paid from that account by the client's custodian. Fasanara's clients do not pay fees in advance.

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

Other Fees and Expenses

The Adviser will pay all expenses incurred by it in connection with its activities under the advisory agreements. The Registered Fund and the UCITS bears all of its own expenses not specifically assumed by the Adviser. In addition to paying investment management fees, the Funds will also be subject to other investment expenses such as, qualified custodian fees, liability insurance or fidelity bonds, filing fees, legal, accounting and auditing expenses, brokerage charges and transaction costs incurred in connection with portfolio transactions. In most cases, these additional expenses are paid to unaffiliated third parties. Additional information about the Registered Fund, including a full discussion of its fees, expenses and sales or redemption charges can be found in the Registered Fund's prospectus, Statement of Additional Information ("SAI") and shareholder reports, which can be obtained from the EDGAR database on the SEC's website at: <http://www.sec.gov>.

In addition to the expenses set forth above, each of Private Fund managed by Adviser also pay fees relating to brokerage, fees charged by accountants and administrators for their professional services, organization expenses, fees relating to regulatory reporting, marketing expenses, fees to directors who are not affiliated with the investment manager and other expenses related to the fund as described in greater detail in the Private Fund's offering documents.

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

Fasanara may receive a performance based fee or special allocation of profits from its clients separate and distinct from the advisory fees that such clients pay the Adviser for its investment advisory services. Different client accounts may be subject to various performance based compensation arrangements.

Performance based compensation arrangements received by Fasanara may create an incentive for the Adviser to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Please refer to the governing documents of the applicable UCITS or Private Fund for more complete information on the performance based compensation arrangement. The Registered Fund does not pay a performance-based fee.

The Adviser may manage multiple accounts with similar investment strategies. If some of these accounts charge performance based fees, this creates a conflict of interest with respect to the management of these accounts. To address these and other conflicts of interest, Fasanara has adopted various policies and procedures related to the allocation of investments. These policies and procedures are designed to ensure that all client accounts are treated equitably and that no account receives favorable treatment.

ITEM 7 TYPES OF CLIENTS

Fasanara provides investment advisory services to pooled investment vehicles, including the Private Funds and UCITS. The Firm also provides subadvisory services to the Registered Fund which is a registered investment company. The structure of any given client is described in further detail in its offering memorandum, investment management agreement, prospectus and supplemental disclosure document or other governing document, as applicable.

The Private Funds, when offered to United States persons, are offered exclusively to United States persons who “accredited investors” as defined in Regulation D under the Securities Act of 1933 or “qualified purchasers” as defined in Section 2(a)(51) of the Investment Company Act of 1940.

With respect to clients, initial and additional subscription minimums, if any, are disclosed in such client’s applicable offering memorandum, investment management agreement, prospectus and supplemental disclosure document and/or other governing document. The Adviser reserves the right, in its sole discretion, to waive or change investment minimums in certain circumstances.

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

A. Methods of Analysis

The following are broad descriptions of the methods of analysis and strategies employed by Fasanara.

Methods of Analysis Registered Fund and UCITS

Both Registered Fund and UCITS (collectively “Funds”) pursue a multi-asset opportunistic investment mandate with the flexibility to use different multi-asset classes to outperform traditional strategies during volatile markets. A core emphasis is on evaluating and identifying undervalued assets across the capital structure (senior vs. junior debt) or across asset classes (debt vs. equity) or across financial instruments (cash vs. derivative instrument).

The Funds will review and employ securities across the spectrum of bonds, money market instruments and equities, including derivatives to hedge the portfolio against downside risks. Both Funds may use those different asset classes at the same time to provide stability in their performance. Assets that the Funds analyze include bonds, money market instruments or equities, based on the opportunity in the market at a specific point of time, or any combination of bonds, money market instruments or equities that can maximize returns vis-à-vis risk being taken as deemed necessary by the Adviser. The Funds may review and consider the use portfolio hedging transactions across asset classes, including derivatives such as options and futures, so as to minimize the downside risks for the portfolio overall.

Methods of Analysis Private Fund

The principal methods of analysis the Adviser employs for the Private Funds primarily focuses on reviewing and pursuing an event-driven, multi-strategy approach across a number of asset classes including bonds, loans, high yield, distressed securities, securitized assets, equity and other special situation securities to achieve long-term capital appreciation. The Private Fund seeks to achieve superior, risk-adjusted returns significantly in excess of the debt and equity market indices with substantially lower volatility by opportunistically identifying, implementing and deploying capital across the capital structure and across both, public and private markets. The Adviser integrates the identification and implementation of all relevant portfolio hedging strategies.

B. Investment Strategies

Principal Investment Strategies for the Registered Fund and UCITS

The Funds will seek its investment objective by investing across multiple asset classes and employing various hedging strategies, such as through the use of derivatives, across fixed income, equity and other markets while seeking to capitalize on market value inefficiencies.

Although the specific strategies and the manner in which the Funds pursue such strategies may change from time to time, the Funds are currently expected to use three complementary investment “sleeves” to seek diversification across asset classes. The Funds will invest opportunistically while identifying undervalued assets across the capital structure (senior vs. junior debt) or across asset classes (debt vs. equity) or across financial instruments (cash vs. derivatives). The three investment sleeves are the Value Sleeve, the Hedging and Cheap Optionality Sleeve and the Tactical Sleeve. Although the actual allocation will vary from time to time, including for substantial periods of time, when the Adviser deems such variances appropriate from a portfolio management standpoint, the Adviser generally intends to allocate approximately 80% of the Funds’ risk to the Value Sleeve, 10% of the Funds’ risk to the Hedging and Cheap Optionality Sleeve and 10% of the Fund’s risk to the Tactical Sleeve under normal market conditions.

Value Sleeve

The Funds’ Value Sleeve emphasizes the identification of undervalued assets in the debt and equities markets. The Value Sleeve will invest in sovereign debt obligations issued or guaranteed by the U.S. and foreign governments, their agencies and instrumentalities, supranational debt (i.e., debt issued by entities such as the World Bank and the Asian Development Bank), corporate debt obligations, high yield debt (also known as “junk bonds”), convertible bonds, contingent convertible bonds (“CoCos”), bank obligations, commercial paper, repurchase agreements, and other debt obligations of domestic and foreign issuers. The maturity of the debt obligations in the Value Sleeve will generally range from 12-24 months. The Value Sleeve may invest up to 25% of the Fund’s net assets in CoCos. The Value Sleeve will also invest in equity securities, including common stocks, preferred stocks and convertible securities.

Hedging and Cheap Optionality Sleeve

The Hedging and Cheap Optionality Sleeve will (i) hedge against risks specifically related to the Value Sleeve’s positions and (ii) hedge against macro-economic and market scenarios that may affect the Funds. The Funds may invest in a wide variety of derivative instruments, including forward foreign currency exchange contracts; non-deliverable forwards; futures on securities, interest rates, indices, currencies, swaps and other investments; options; and interest rate swaps, currency swaps, total return swaps and credit default swaps, which may create economic leverage in the Funds. The Funds may engage in derivative transactions to seek to hedge against fluctuations in securities prices, interest rates or currency exchange rates, to change the effective duration of its portfolio, to manage certain investment risks and/or as a substitute for the purchase or sale of securities, currencies or commodities. The Funds may engage in repurchase agreements, reverse repurchase agreements, forward commitments, short sales and securities lending. The Hedging and Cheap Optionality Sleeve is likely to have cash balances surplus to margin requirements. The cash balances will be invested in short-term, highly liquid money market securities to meet cover requirements and margin calls on derivative investments. Generally, aggregate premiums on options in the Hedging and Cheap Optionality Sleeve will be less than 2% of the Funds’ net asset value.

Tactical Sleeve

The Tactical Sleeve will seek to complement the Value Sleeve’s long-term horizon with intra-day investments. The sleeve will invest in equity securities, interest rates and currencies directly and via the use of derivatives. However, the Tactical Sleeve is strictly used for intra-day trading and, generally, does

not have open positions overnight.

The Funds will be managed in a manner designed to control volatility. The Adviser will use daily quantitative and qualitative methods to assess the level of risk (i.e., volatility of return) for the Funds. Volatility is a statistical measurement of the dispersion of returns of a security or fund or index, as measured by the annualized standard deviation of its returns. Higher volatility generally indicates higher risk. The Adviser, on average, will target an annualized volatility level for the Fund of 9%, with a daily portfolio volatility band of +/- 1%; however, the actual or realized volatility level for longer or shorter periods may be materially higher or lower depending on market conditions. Actual or realized volatility can and will differ from the forecasted or target volatility described above.

The Funds will typically be comprised of securities from 40 to 60 single issuers across asset classes. A maximum allocation per security issued by the same issuer will be 10% of total net assets.

The Funds will primarily invest in US and European issuers, and may invest in instruments rated below investment grade (rated below BBB by either Standard & Poor's Ratings Services ("S&P") or below Baa by Moody's Investors Service, Inc. ("Moody's")) or in unrated instruments considered to be of comparable quality by the investment adviser, but not in instruments rated below B- by S&P or B2 by Moody's. The Funds are "diversified" for purposes of the Investment Company Act of 1940, as amended, (the "1940 Act"). The Funds may not invest more than 15% of its net assets in illiquid securities. The Funds' investments in certain derivative instruments and its short selling activities involve the use of leverage.

Principal Investment Strategies for the Private Fund

The primary investment strategy of the Private Fund is to achieve long-term capital appreciation by pursuing an event-driven, multi-strategy approach across a number of asset classes including bonds, loans, high yield, distressed securities, securitized assets, equity and other special situation securities. The Private Fund seeks to achieve risk-adjusted returns in excess of the debt and equity market indices by opportunistically deploying capital across the capital structure and across both public and private markets.

The Private Fund combines an event-driven, multi-strategy investment approach. The Private Fund deploys capital opportunistically in response to pre-identified investment themes. This may result in dramatic shifts in securities' allocations due to changes in the investment landscape.

C. Material Risks Related to Investment Strategies

Summary of Material Risks for Registered Fund and UCITS

Loss of money is a risk of investing in the Funds. In addition, investments in one of the Funds may be subject to the following principal risks:

Absolute Return Strategy Risk: The Fund's returns may deviate from overall market returns to a greater degree than other funds that do not employ an absolute return focus. In addition, if the Adviser takes a defensive posture by hedging the Fund's portfolio and stock prices subsequently advance, the Fund's returns may be lower than expected and lower than if the Fund's portfolio had not been hedged.

Convertible Securities Risk: Securities that can be converted into common stock, such as certain securities and preferred stock, are subject to the usual risks associated with fixed income investments, such as interest rate risk and credit risk. In addition, because they react to changes in the value of the equity securities into which they will convert, convertible securities are also subject to the risks associated with equity securities.

Counterparty Risk: Counterparty risk is the risk that the other party(s) to an agreement or a participant to a transaction, such as a broker or the futures commission merchant, might default on a contract or fail to perform by failing to pay amounts due or failing to fulfill the obligations of the contract or transaction.

Credit Risk: Credit risk refers to the possibility that the issuer of the security will not be able to make principal and interest payments when due. Changes in an issuer's credit rating or the market's perception of an issuer's creditworthiness may also affect the value of the Fund's investment in that issuer. Securities rated in the four highest categories by the rating agencies are considered investment grade but they may also have some speculative characteristics. Investment grade ratings do not guarantee that bonds will not lose value.

Currency Risk: Investment in foreign securities also involves currency risk associated with securities that trade or are denominated in currencies other than the U.S. dollar and which may be affected by fluctuations in currency exchange rates. An increase in the strength of the U.S. dollar relative to a foreign currency may cause the U.S. dollar value of an investment in that country to decline. Foreign currencies also are subject to risks caused by inflation, interest rates, budget deficits and low savings rates, political factors and government controls. Forward foreign currency exchange contracts may limit potential gains from a favorable change in value between the U.S. dollar and foreign currencies. Unanticipated changes in currency pricing may result in poorer overall performance for the Fund than if it had not engaged in these contracts.

Fixed Income Securities Risk: Fixed income securities in which the Fund may invest are subject to certain risks, including: interest rate risk, prepayment risk and credit/default risk. Interest rate risk involves the risk that prices of fixed income securities will rise and fall in response to interest rate changes. Prepayment risk involves the risk that in declining interest rate environments prepayments of principal could increase and require the Fund to reinvest proceeds of the prepayments at lower interest rates. Credit risk involves the risk that the credit rating of a security may be lowered.

Derivatives Risk: The Fund's investments in derivative instruments including options, forward currency exchange contracts, swaps and futures, which may be leveraged, may result in losses. Investments in derivative instruments may result in losses exceeding the amounts invested.

Foreign Investments Risk: International investing is subject to special risks, including currency exchange rate volatility, political, social or economic instability, and differences in taxation, auditing and other financial practices.

Forward and Futures Risk: The successful use of forward and futures contracts draws upon the Adviser's skill and experience with respect to such instruments and are subject to special risk considerations. The primary risks associated with the use of futures contracts are (a) the imperfect correlation between the change in market value of instruments held by the Fund and the price of the forward or futures contract;

(b) possible lack of a liquid secondary market, and possible regulatory position limits and restrictions, for a forward or futures contract and the resulting inability to close a forward or futures contract when desired; (c) losses caused by unanticipated market movements, which are potentially unlimited; (d) the Adviser's inability to predict correctly the direction of securities prices, interest rates, currency exchange rates and other economic factors; (e) the possibility that the counterparty will default in the performance of its obligations; and (f) if the Fund has insufficient cash, it may have to sell securities from its portfolio to meet daily variation margin requirements, and the Fund may have to sell securities at a time when it may be disadvantageous to do so.

Hedging Transactions Risk: The Adviser will employ various hedging techniques. The success of the Fund's hedging strategy will be subject to the Adviser's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Fund's hedging strategy will also be subject to the Adviser's ability to continually recalculate, readjust, and execute hedges in an efficient and timely manner. For a variety of reasons, the Adviser may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss. In addition, it is not possible to hedge fully or perfectly against any risk, and hedging entails its own cost.

High Portfolio Turnover Risk: The risk that when investing on a shorter-term basis, the Fund may as a result trade more frequently and incur higher levels of brokerage fees and commissions, and cause higher levels of current tax liability to shareholders in the Fund.

Interest Rate Risk: Interest rate risk is the risk that prices of fixed income securities generally increase when interest rates decline and decrease when interest rates increase. The Fund may lose money if short term or long term interest rates rise sharply or otherwise change in a manner not anticipated by the Adviser. It is likely there will be less governmental action in the near future to maintain low interest rates. The negative impact on fixed income securities from the resulting rate increases for that and other reasons could be swift and significant.

Leveraging Risk: Investments in derivative instruments may give rise to a form of leverage. The Adviser may engage in speculative transactions which involve substantial risk and leverage, such as making short sales. The use of leverage by the Adviser may increase the volatility of the Fund. These leveraged instruments may result in losses to the Fund or may adversely affect the Fund's net asset value ("NAV") or total return, because instruments that contain leverage are more sensitive to changes in interest rates. The Fund may also have to sell assets at inopportune times to satisfy its obligations in connection with such transactions.

Management Risk: The Fund is subject to the risk of investment selection. In other words, the securities in the Fund may not perform as well as expected, and/or the Fund's portfolio management practices may not work to achieve their desired result.

Market Risk: The NAV of the Fund will change with changes in the market value of its portfolio positions. Investors may lose money.

New Fund Risk: The Fund is newly formed. Investors bear the risk that the Fund may not grow to or maintain economically viable size, not be successful in implementing its investment strategy, and may not employ a successful investment strategy, any of which could result in the Fund being liquidated at any time without shareholder approval and/or at a time that may not be favorable for certain shareholders. Such liquidation could have negative tax consequences for shareholders.

Options Risk: An option is a type of derivative instrument that gives the holder the right (but not the obligation) to buy (a "call") or sell (a "put") an asset in the near future at an agreed upon price prior to the expiration date of the option. The Fund may "cover" a call option by owning the security underlying the option or through other means. The value of options can be highly volatile, and their use can result in loss if the Adviser is incorrect in its expectation of price fluctuations.

Short Sales Risk: Short sales of securities may result in gains if a security's price declines, but may result in losses if a security's price rises. In a rising market, short positions may be more likely to result in losses because securities sold short may be more likely to increase in value. Short selling also involves the risks of: increased leverage, and its accompanying potential for losses; the potential inability to reacquire a security in a timely manner, or at an acceptable price; the possibility of the lender terminating the loan at any time, forcing the Fund to close the transaction under unfavorable circumstances; the additional costs that may be incurred; and the potential loss of investment flexibility caused by the Fund's obligations to provide collateral to the lender and set aside assets to cover the open position. The Fund may engage in short sales that are either "uncovered" or "against the box." A short sale is "against the box" if at all times during which the short position is open, the Fund owns at least an equal amount of the securities or securities convertible into, or exchangeable without further consideration for, securities of the same issue as the securities that are sold short. Short sales "against the box" may protect the Fund against the risk of losses in the value of a portfolio security because any decline in value of the security should be wholly or partially offset by a corresponding gain in the short position. Any potential gains in the security, however, would be wholly or partially offset by a corresponding loss in the short position. Short sales that are not "against the box" involve a form of investment leverage, and the amount of the Fund's loss on a short sale is potentially unlimited.

Sovereign Debt Risk: A sovereign debtor's willingness or ability to repay principal and pay interest in a timely manner may be affected by a variety of factors, including its cash flow situation, the extent of its reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the sovereign debtor's policy toward international lenders, and the political constraints to which a sovereign debtor may be subject.

Volatility Risk: The Fund may have investments that increase or decrease significantly in value over short periods of time. This may cause the Fund's net asset value per share to experience significant increases or declines in value over short periods of time; however, all investments long- or short-term are subject to risk of loss. Additionally, a portfolio comprised primarily of low volatility securities may limit the Fund's gains in rising markets.

Summary of Material Risks Private Fund

The purchase of shares in the Private Funds entail certain risks that investors should consider before making a decision to invest. There can be no assurance that an investment in the Private Funds will be

profitable or, if it is profitable, that any particular yield or rate of return will be obtained or other investment objective will be realized. An Investor should not invest in the Private Funds, unless it is fully able (1) to bear the financial risks of its investment for an indefinite period of time and (2) to sustain the loss of all or a significant part of its investment and realized or unrealized profits.

Each Private Fund is subject to material risks inherent in the various securities instruments and investment strategies employed. Detailed descriptions of the risks regarding the Private Fund are fully disclosed in the relevant prospectus. The Adviser encourages investors to carefully review the full description of risk factors presented in the relevant prospectus and accompanying subscription documents. The following list does not purport to be an exhaustive list of all potential conflicts of interest and risks involved in an investment in one of the Private Funds. The Private Funds may be affected by a number of risk factors including: (i) Limited Operating History; (ii) Liquidation of the Fund; (iii) Reliance on Key Personnel; (iv) Dependence on Underlying Managers; (v) Impact of Costs, Commissions and Charges; (vi) Failure of Investment Vehicle Managers (vii) Competition; (viii) Market Volatility; (ix) Liquidity of the Fund's Investments; (x) Systemic Risk; (xi) Fees and Expenses; (xii) Representation of the Fund; (xiii) Absence of certain Regulatory Protections; (xiv) Counterparty risk; (xv) Concentration of Investments; (xvi) Effect of Substantial Redemptions; (xvii) Legal Risk; (xviii) Liquidity and Market Characteristics; (xix) Prime Broker; (xx) Restriction on Auditor's liability; (xxi) Net Asset Value Considerations; (xxii) Tax Considerations; (xxiii) Terrorism; (xxiv) Trade Errors; (xxv) Collateral Risk; (xxvi) Market Crisis and Governmental Intervention; (xxvii) US Tax-Exempt Investors; (xxviii) ERISA; (xxix) Side Letters.

ITEM 9 DISCIPLINARY INFORMATION

Fasanara has no such legal or disciplinary actions to disclose.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Fasanara is regulated by the Financial Conduct Authority of the United Kingdom and certain of their supervised persons are registered as Approved Persons. Pietro Fabbri is also as a director of one of the Private Funds, which is managed by the Firm.

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

Fasanara has adopted a Code of Ethics which sets forth high ethical standards of business conduct that the Firm requires of its employees, including compliance with applicable federal securities laws. The Code of Ethics, among other things, restricts the personal investing activities of employees of Fasanara who have access to investment recommendations made to clients. The Code of Ethics establishes rules of conduct for managers, officers and associates of Fasanara (as defined in the Code of Ethics and known as “access persons”), and is designed to, among other things; govern personal securities trading activities in the personal accounts of its access persons. The Code of Ethics is based upon the principle that Fasanara and its Associates owe a fiduciary duty to Fasanara’s clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients or the fund, (ii) taking inappropriate advantage of their position with the Firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

Although the Code of Ethics permits access persons to trade in securities for their own account, including at times, the same securities as may be purchased or sold for client accounts, access persons must follow the Code of Ethics procedures which are designed to prevent its access persons from engaging in personal securities transactions that may compete or interfere materially with trading of client accounts.

The Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm’s access persons. Among other things, the Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The Code of Ethics provides for oversight, enforcement and recordkeeping.

In addition, all employees are prohibited from trading in a security while in possession of material nonpublic information and from engaging in transactions intended to manipulate the market.

Fasanara may have an incentive to favor some Funds over other accounts it manages. For example, the Firm may have an incentive to favor accounts based on the fees or performance fees paid by the accounts. The Firm has written policies and procedures to seek fair and equitable allocations of investment opportunities and trades among accounts, which are designed to manage potential conflicts between and among the management of multiple accounts. In addition, the Firm generally manages accounts in the same strategy, whether they are UCITS or registered investment companies, in the same manner, subject to any restrictions imposed by the client, and monitors for material differences in performance between the Funds to manage these potential conflicts.

Access Persons are not permitted to solicit gifts or gratuities or accept gifts from clients, brokers or vendors that are lavish or extravagant; however, customary business meals and entertainment are permitted. Giving lavish or extravagant gifts is not permissible. The giving of gifts or anything of value to government officials is prohibited without the prior approval of the Compliance department. There is no guarantee that any such policies or procedures will cover every situation in which a conflict of interest arises. Fasanara will provide a copy of its Code of Ethics or a summary thereof to any client or prospective client upon request.

ITEM 12 **BROKERAGE PRACTICES**

Portfolio transactions are executed by brokers and dealers selected by the Fasanara on behalf of the Fund on the basis of their ability to effect prompt and efficient executions at competitive rates and also in consideration of such brokers' provision or payment of brokerage or research services ("*soft dollar items*"); provided that the soft dollar items are within the parameters of the "*safe harbor*" established by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended. The Fund may discontinue such relationships without prior notice to the investors.

Where Fasanara has full discretionary authority to determine the broker or dealer to use and the commission rate to pay on behalf of a client, the Firm will seek to obtain the best available price in the best available market so that a client's total costs, or proceeds, are the most favorable under the circumstances, taking into account all relevant factors. In placing brokerage, the Firm considers the size and nature of an order, the difficulty of execution and the full range and quality of a broker-dealer's services. In foreign markets, including those where Fasanara regularly purchases and sells securities for clients, commissions and other transaction costs may be higher than those charged in the United States. In addition, Fasanara may not have the ability to negotiate commissions in some markets.

The Firm does not expect to use one particular broker or dealer, and when one or more brokers is believed capable of providing the best combination of price and execution, the Adviser may select a broker based upon brokerage or research services provided to the Adviser. The Adviser may pay a higher commission than otherwise obtainable from other brokers in return for such services only if a good faith determination is made that the commission is reasonable in relation to the services provided.

Section 28(e) of the Securities Exchange Act of 1934 permits an investment adviser, under certain circumstances, to cause a fund to pay a broker or dealer a commission for effecting a transaction in excess of the amount of commission another broker or dealer would have charged for effecting the transaction in recognition of the value of brokerage and research services provided by the broker or dealer. In addition to agency transactions, the Adviser may receive brokerage and research services in connection with certain riskless principal transactions, in accordance with applicable SEC guidance. Brokerage and research services include: (1) furnishing advice as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) furnishing analysis and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (3) effecting securities transactions and performing functions incidental thereto (such as clearance, settlement, and custody). In the case of research services, the Adviser believes that access to independent investment research is beneficial to their investment decision-making processes and, therefore, to the Fund.

To the extent research services may be a factor in selecting brokers, such services may be in written form or through direct contact with individuals and may include information as to particular companies and securities as well as market, economic, or institutional areas and information which assists in the valuation and pricing of investments. Examples of research-oriented services for which the Adviser might utilize Fund commissions include research reports and other information on the economy, industries, sectors, groups of securities, individual companies, statistical information, political developments, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis,

performance and other analysis. The Adviser may use research services furnished by brokers in servicing all client accounts and not all services may necessarily be used in connection with the account that paid commissions to the broker providing such services. Information so received by the Adviser will be in addition to and not in lieu of the services required to be performed by the Adviser under the Advisory Agreement. Any advisory or other fees paid to the Adviser are not reduced as a result of the receipt of research services.

In some cases the Adviser may receive a service from a broker that has both a “research” and a “non-research” use. When this occurs, the Adviser makes a good faith allocation, under all the circumstances, between the research and non-research uses of the service. The percentage of the service that is used for research purposes may be paid for with client commissions, while the Adviser will use its own funds to pay for the percentage of the service that is used for non-research purposes. In making this good faith allocation, the Adviser faces a potential conflict of interest, but the Adviser believes that its allocation procedures are reasonably designed to ensure that it appropriately allocates the anticipated use of such services to their research and non-research uses.

From time to time, the Fund may purchase new issues of securities for clients in a fixed price offering. In these situations, the seller may be a member of the selling group that will, in addition to selling securities, provide the Adviser with research services. FINRA has adopted rules expressly permitting these types of arrangements under certain circumstances. Generally, the seller will provide research “credits” in these situations at a rate that is higher than that which is available for typical secondary market transactions. These arrangements may not fall within the safe harbor of Section 28(e).

The Firm may accept client directed brokerage arrangements to broker-dealers of the client’s choice, however, the Adviser may override a client’s instruction for directed brokerage if it is clearly not in the client’s best interest to trade with the broker-dealer in question. When meeting these requests, a client who has requested directed brokerage might not always be able to participate in block or aggregated trades, which may adversely impact the price or the commission a client pays. Additionally, higher levels of direction potentially affect the ability to negotiate the best commission rates and may ultimately impact the prices at which trades are executed, therefore impeding overall performance.

Fasanara may aggregate securities and other transactions on behalf of a number of client accounts at the same time. In addition, Fasanara may execute securities transactions alongside or interspersed between aggregated orders when the Firm believes that such execution will not interfere with its ability to execute in a manner believed to be most favorable to its clients as a whole and over time. The Firm will not enter into transactions in which it knowingly and deliberately favors itself or a single client over another client; however, the Firm is given considerable discretion to trade for other accounts, and intends to do so to a significant extent. When executing aggregate orders, trades will be allocated among accounts using procedures that the Firm considers fair and equitable. This can include making the allocation based on such considerations as cash availability, diversification requirements, duration, investment objectives, client contractual or regulatory investment guidelines and restrictions, existing or targeted account weightings in particular securities or sectors, lot size, account size, amount of existing holdings (or substitutes) of the security in the accounts, and investment time horizons. These factors provide substantial discretion to Fasanara in allocating investment opportunities.

ITEM 13 REVIEW OF ACCOUNTS

The Advisor reviews the performance, transactions and holdings for each client account on a regular basis and select investments for clients in accordance with the investment objectives of the Funds and Private Funds and consistent with the investment philosophy of Fasanara. Additionally, the Firm's Chief Investment Officer reviews performance and selected trade activity of each Fund and Private Funds on a periodic basis. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of each client account. Generally the Firm maintains systems for guideline surveillance that check pre-trade security transactions and post-trade account holdings against client account guidelines.

Fund client investors receive reports from the client pursuant to the terms of each client's prospectus or SAI. Fasanara provides investors invested in the Private Funds a quarterly statement including performance and holdings reports according to the offering memoranda or as otherwise described in the offering documents.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Fasanara may from time to time compensate, either directly or indirectly, third parties for client referrals. Should the Firm use a third party placement agent, compensation arrangements will be made in accordance with Rule 206(4)-3 of the Advisers Act. Investors or prospective investors should be aware that these plans or arrangements create a conflict of interest between an investor and the relevant placement agent.

ITEM 15 CUSTODY

Fasanara does not maintain custody of client funds and securities; client assets generally are maintained with unaffiliated qualified custodians.

ITEM 16 INVESTMENT DISCRETION

Fasanara provides investment advisory services on a discretionary basis to clients to provide continuous investment advice pursuant to an investment management agreement that describes the services to be provided. Consistent with the client's investment objectives the Firm typically will have full investment decision making authority over the type and amount of the investments and brokerage for the client's account. Generally, Fasanara does not accept instructions from clients with respect to investments by or for their accounts. Where Fasanara has discretionary authority, it may agree with clients from time to time to limit its discretion. Clients' investment guidelines and restrictions must be provided to and agreed with the Firm in writing.

ITEM 17 VOTING CLIENT SECURITIES

Fasanara has adopted written proxy voting guidelines and procedures in accordance with Rule 206(4)-6 of the Advisers Act. Fasanara votes proxies on behalf of clients who have delegated the Firm the authority. In voting proxies it is Fasanara's goal is to act prudently and in the best interest of the client and accordingly of investors.

In the absence of specific voting guidelines mandated by a particular client, Fasanara will endeavor to vote proxies in the best interests of each client. The Firm seeks to consider all positive and negative consequences its vote could have on the value of the investment. When the Firm votes proxies, it will do so in a manner that it believes will be consistent with efforts to maximize the value of the Funds' positions. In its discretion, the Firm may choose not to vote on a particular proxy. Any client who has not delegated the Firm the authority to vote proxies on its behalf will be responsible for voting a company's proxy directly.

Clients may obtain a copy of Fasanara's proxy voting policies and procedures or obtain information on how an account's securities were voted, clients should submit their request in writing to: Fasanara Capital Ltd. 25 Savile Row 1st Floor London, United Kingdom W1S 2ER or by calling telephone number, 44 20 3430 2482.

ITEM 18 FINANCIAL INFORMATION

Fasanara does not require or solicit prepayments of more than \$1,200 from clients six months or more in advance. The Firm does, however, have discretionary authority over client funds and securities. Fasanara currently does not know of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients.

ITEM 19 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Fasanara is not currently registered with any state securities authority.