

Night Square Capital Partners, LP

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of Night Square Capital Partners, LP (“Night Square” or the “Adviser”). If you have any questions about the contents of this brochure, please contact Night Square’s Chief Compliance Officer, Brian Rouzer, at 212-984-2488. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Item 2 - Material Changes

On February 1, 2016, Night Square filed its initial application to register as an investment adviser with the SEC. Accordingly, pursuant to disclosure rules under the Investment Advisers Act of 1940 (“Advisers Act”), this is the first Brochure compiled by Night Square to provide new and prospective investors with clearly written, meaningful, current disclosure of its business practices, conflicts of interest and background of its advisory personnel. We encourage all recipients of this Brochure to read it carefully in its entirety.

In the future, this Item will identify and discuss the material changes since the last annual update to assist investors and make them aware of certain information that has changed since the prior year’s Brochure and that may be important to them.

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Item 4 - Advisory Business

Night Square commenced operations on April 16, 2015, and has its office in New York, New York. Night Square is ultimately and equally owned by Neel Parekh, Michael Berkley, and Chris Jacob (the “Principals”) who are the co-founders of the Adviser.

Night Square intends to serve as the investment manager for a number of investment funds: Night Square Capital Partners Onshore, LP (“NS Onshore”), an investment partnership organized under the laws of Delaware, Night Square Capital Partners Offshore, Ltd. (“NS Offshore”) and Night Square Capital Partners Master Fund, LP (“NS Master”) both investment funds organized under the laws of the Cayman Islands (collectively the “Funds”). Night Square Capital GP, LLC serves as the general partner (the “General Partner”) for the NS Onshore and NS Master funds. Interests in the Funds are offered on a private placement basis, in compliance with the exemption provided by Section 3(c)(7) of the Investment Company Act of 1940, to persons who are “qualified purchasers” (or “knowledgeable employees”) as defined under the Investment Company Act of 1940, and subject to other conditions that are set forth in the offering documents of the Funds. Night Square does not tailor its advisory services or investment objectives or strategies to the requests or needs of individual investors of the Funds.

Night Square also intends to serve as the investment adviser to a separately managed account (“Founders SMA”) that is managed *pari passu* to the Funds. Advisory services to the Founders SMA will be tailored to the individual needs of the client and any investment restrictions or guidelines, as well as other terms such as fees, liquidity, and access to information, will be mutually agreed between Night Square and the client.

The investment strategies Night Square pursues are speculative and entail substantial risks. Investors and clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client and/or investor will be achieved.

As used herein, the term “Client” refers to the Funds and to the Founders SMA.

Night Square provides advice to Client accounts based on specific investment objectives and strategies.

Night Square currently does not participate in any wrap fee programs.

As of the fiscal year end, December 31, 2015, Night Square has managed approximately \$5.3 million of regulatory assets under management on a discretionary basis, and does not manage any assets on a non-discretionary basis. At the time of this filing, Night Square only manages Principal capital; however the Adviser has the reasonable expectation that within 120 days of registration Night Square will be eligible for SEC registration.

Item 5 - Fees and Compensation

Generally, Night Square charges investors in the Funds and the Founders SMA an investment management fee for each month in an amount between 0.125% (1.5% per on

an annual basis) to 0.14583% of the net assets of the Funds (1.75% on an annual basis) paid monthly in arrears. The investment management fees are paid within ten days after the end of each month based on the value of the net assets of the Funds as of the last day of each month.

In addition, Night Square or affiliated entities are also paid a performance-based fee, which is compensation that is based on a share of net capital gains on or capital appreciation of the assets of the Clients. Generally this compensation may be paid to Night Square or affiliated entities and equals between 15% and 20% of net capital gains and is subject to a loss carryforward. Lower fees may be charged to investors of the Funds or to the Founders SMA at the sole discretion of Night Square.

The investment management fee will be prorated if a new client account is established or terminated during a month or a client makes an addition to or a withdrawal from its account during a month. These fees may be waived or reduced for Night Square and its members, employees and affiliates, and relatives of such persons.

Night Square calculates fees and deducts payment from investor asset balances in the Funds. Investors do not have the ability to choose to be billed directly for fees. Investment management fees are deducted monthly in arrears and performance-based fees are deducted annually, if applicable.

The Founders SMA receives an invoice for fees from Night Square on a monthly basis.

Investors in the Funds and the Founders SMA incur brokerage and other transaction costs. Please refer to Item 12 of this document and the Funds' offering documents for a discussion of Night Square's brokerage practices.

Investors also bear their pro rata share of the Funds' operating and other expenses including, legal, accounting (including third-party accounting services), administration, audit, independent director and other professional fees and expenses, out-sourced trading expenses, organizational expenses, research expenses (including research-related travel), investment expenses such as commissions and trading and support services (including payments to assisting brokers), trading-related technology software costs deemed by Night Square to benefit the Funds such as portfolio, order and risk management systems, compliance expenses of the Funds (including expenses related to various filings (or portions thereof) Night Square is required to make as a result of managing the Funds' portfolio, such as Form PF and expenses related to the Alternative Investment Fund Manager's Directive ("AIFMD")), custodial fees, bank service fees, Fund-related insurance costs (including D&O and E&O insurance for both Night Square and the Board of Directors) and other expenses related to the purchase, sale, preservation or transmittal of the Funds' assets.

See the Funds' offering documents for specific details.

The Funds' assets are invested in a master-feeder structure. Feeder funds bear a pro rata share of the expenses associated with the NS Master.

The Founders SMA may be charged a pro rata share of expenses that are shared among all of Night Square's Clients as negotiated and agreed upon in the Founders SMA's investment advisory agreement.

Night Square does not currently collect payment of fees in advance. Neither Night Square nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

Night Square and its affiliates receive performance-based allocations/fees from its Clients. Such compensation arrangements may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, because performance-based compensation is calculated on a basis that includes unrealized appreciation of each of Night Square Fund's assets, it may be greater than if such compensation were based solely on realized gains. However, since the Funds and the Founders SMA are managed *pari passu*, Night Square is not incentivized to allocate investment opportunities to one Client over the other. In addition, Night Square believes that its employees' interests are aligned with those of its investors due to the fact that Night Square's Principals have a significant portion of their personal net worth invested in Night Square Funds.

Item 7 - Types of Clients

Night Square's Clients will be the Funds and the Founders SMA to which Night Square provides investment advice. The investors in the Funds and the Founders SMA may include, among others, high net worth individuals, corporations, trusts, charitable institutions, foundations, endowments, funds of funds, and other U.S. and international institutional investors. The minimum investment in the Funds and the minimum account size for separately managed accounts is \$1,000,000, subject to waiver at the discretion of Night Square. The minimum investment amounts generally do not apply to Night Square's affiliates, employees, members of their immediate family, and their lineal descendants, trusts, or other entities established for their benefit and family or other foundations established by such persons.

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

Methods of Analysis and Investment Strategies

Night Square will seek capital appreciation through a combination of long and short investments in equity securities of various public issuers. Night Square will primarily invest in U.S. and international public equities and employ leverage, but may also invest in other securities or financial instruments, including debt securities, foreign currencies, options, swaps, fixed income products and private market transactions.

While Night Square is not required to maintain specific fixed parameters for the balance of longs and shorts in Clients' portfolios, under normal market conditions the Clients' net exposure in equity securities will generally range from 20% to 60%, with gross exposure generally ranging from 140% to 220%. Night Square will seek to diversify Clients' portfolios with the number of long positions typically ranging from 15 to 30 and the number of short positions typically between 30 and 80. Night Square will deploy capital on behalf of the Clients to individual investment opportunities that it believes offer the highest returns relative to risk, regardless of index weightings, market capitalization or style orientations. Investments will be made across various sectors and industry groups.

Stock selection should be a large factor influencing the performance of investment recommendations. Night Square's stock selection process will be based on an in-depth analysis of an issuer's strategic position and fundamental outlook. Night Square will attempt to determine a security's intrinsic value and to then compare that to the current market price. Night Square will also examine several factors to attempt to determine the likelihood that a security will trade at intrinsic value within a certain period of time. Long and short positions will be chosen from those instruments that Night Square believes are selling at a discount and a premium to intrinsic value, respectively. Night Square may also cause Clients to take long or short positions in issuers that it believes are more accurately valued by the market to hedge other positions as part of its overall relative value approach.

Night Square will seek to have a broad and deep understanding of factors such as an issuer's business franchise, competitive position, barriers to entry, current and projected profitability, return on capital, reinvestment opportunities, growth potential, cost structure and financial condition. In an effort to garner, maintain and increase its knowledge base, Night Square will maintain company and industry sub-sector financial models, maintain an extensive network of independent contacts (e.g., with consultants, headhunters, suppliers, customers, etc.), regularly visit company operations (e.g., stores, production facilities, distribution centers, etc.), collect and process data from a variety of sources (e.g., websites), conduct management interviews, read company produced literature (e.g., 10-Ks, 10-Qs, Annual Reports, etc.), participate in conference calls, attend conferences and tradeshows, read trade press and meet with and talk to other analysts and portfolio managers.

Night Square will use the above information in an attempt to value securities. Night Square's investment team intends to collaborate on a daily basis on the inputs to those models for investable securities. They will seek to develop an intrinsic value for each stock in the universe and compare daily stock price to estimates of intrinsic value so that Night Square can determine potential long positions in issuers that it believes are

discounted by the market and potential short positions in issuers that it believes are traded at premium valuations (or to hedge other positions).

Night Square will utilize several valuation techniques including comparable and historical trading multiples, discounted cash flow, sustainable earnings power and asset valuations.

Night Square intends to create a proprietary model on each company which it follows. Companies will be ranked by various valuations, qualitative and quantitative metrics. Night Square will typically hedge any currency exposure if not offset by long and short positions in the same currency.

Material, Significant or Unusual Risks Relating to Investment Strategies

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Client accounts advised by Night Square. These risk factors include only those risks Night Square believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by the Adviser. Please refer to the Funds' offering documents for a more complete description of the risk factors.

Principal at Risk – All securities and related investments risk the loss of capital. The business of the Clients is to invest in securities and to use investment techniques that involve substantial risks. The prices of all Clients' investments can be volatile and market movements are difficult to predict. No guarantee or representation is made that Clients' investment strategy will be successful. In addition, the Clients may utilize these investment techniques as short sales, securities lending, investments in non-marketable securities, uncovered option transactions, forward transactions, futures and options on futures transactions, foreign currency transactions and highly concentrated portfolio, among other, which could under various circumstances magnify the impact of any negative market or investment developments.

There can be no assurance that the securities purchased by Clients will increase in value or that Clients will not incur significant losses.

Small to Medium Cap Stocks – It is expected that the pursuit of the Clients' investment strategy will typically result in a portion of the Clients' assets being invested in securities of small and mid-cap issuers. Securities of small and mid-cap issuers may present greater risks. For example, some small and mid-cap issuers often have limited product lines, markets or financial resources. They may be subject to high volatility in revenues, expenses and earnings. They may be dependent for management on one or a few key persons, and can be more susceptible to losses and risks of bankruptcy. Their securities may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger cap issuers. In addition, small and mid-cap issuers may not be well known to the investment public and

may have only limited institutional ownership. The market prices of securities of small and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large cap issuers. Transaction costs in securities of small and mid-cap issuers may be higher than in those of large cap issuers.

Short Selling – Night Square’s investment program includes a significant amount of short selling. Short selling transactions expose Night Square to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by Night Square in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a “short squeeze” can occur, wherein Night Square might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Market Risks – The profitability of a significant portion of the Clients’ investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Night Square will be able to predict accurately these price movements.

Lack of Diversification – Although Night Square anticipates that the majority of the Clients’ positions will be in equities and equities-related instruments, Night Square is not restricted as to the percentage of Clients’ assets that may be invested in any particular country, asset class, issuer, instrument, market or strategy. The governing agreements, management agreement, and investment advisory agreement do not impose any formal fixed requirements for diversifying Clients; portfolio among countries, asset classes, issuers, instruments, markets or strategies.

Equity Securities – Night Square will invest the majority of Clients’ assets in equity securities, and holds both long and short positions in such securities. Equity investments involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are no absolute restrictions in regard to the size or operating experience of the companies in which Clients may invest (and relatively small companies may lack management depth or the ability to generate internally, or obtain externally, the funds necessary for growth and companies with new products or services could sustain significant losses if projected markets do not materialize). Equity prices are directly affected by issuer specific events, as well as general market conditions. Equity investments are subordinate to the claims of an issuer’s creditors and, to the extent such securities are common securities, preferred stockholders. Dividends customarily paid to equity holders can be suspended or cancelled at any time. For the foregoing reasons, investments in equity securities can be highly speculative and carry a substantial risk of loss of principal

Non-U.S. Securities – Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

Leverage and Financing Risk – While the use of cash and synthetic borrowing can substantially improve the return on invested capital, such use may also increase the adverse impact of negative price movements on the Clients' portfolios. Borrowings will usually be from securities brokers and dealers and will typically be secured by Clients' securities and other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the Clients' obligations and if the Clients were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the Clients' obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the Clients' borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the Fund's profitability.

Depending on conditions in the credit environment at any given time, Night Square may find it difficult or impossible to obtain leverage for Clients. Since leveraging its assets can be a significant part of the investment strategy of Clients, in such event Clients could find it difficult to fully implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Night Square being forced to unwind positions quickly and at prices below what Night Square deems to be fair value for the positions.

Security Selection – Because the Clients invest primarily in publicly-traded equity securities, Night Square believes their primary risk of loss is associated with securities selection. While Night Square endeavors to minimize such risk through portfolio construction, use of loss limit rules, maintenance of liquidity and monitoring. In addition, the hedged, long-short trading strategy of the Clients may not effectively protect those funds from adverse market movements.

Valuation – Up to 5% of the Clients' Net Asset Value (measured at the time of investment) may be invested in privately placed securities of publicly traded or private companies. Investments in privately placed securities of private companies will generally be valued at fair value (without regard to whether it is higher or lower than cost). With respect to privately placed securities of publicly traded companies, Clients anticipate that it will value such securities based on the price of the publicly traded shares less an appropriate discount to reflect their illiquidity. It is noted that these investments may be extremely difficult to accurately value. In light of the foregoing, there is a risk that investors in the Funds who redeem all or part of its investment Funds holds such private

investments will be paid an amount less than it would otherwise be paid if the actual value of such private investments is higher than the value designated by the Funds. Similarly, there is a risk that such investors might, in effect, be overpaid if the actual value of the private investment is lower than the value designated by the Funds. In addition, there is a risk that an investment in the Funds by a new investor (or an additional investment by an existing investor) could dilute the other investors' participation in such private investments. Founders SMA may be at a risk that investments in privately placed securities are unsellable and if they were to fire Night Square, the Adviser would not be able to liquidate these assets.

Because of overall size or concentration in particular markets of positions held by Clients, the value at which its investments can be liquidated may differ, sometimes significantly, from the interim valuations arrived at using the methodology described the Clients' offering documents and/or investment advisory agreements. In addition, the timing of liquidations may also affect the values obtained on liquidation. Third-party pricing information may not be available for certain positions held by Clients. Securities to be held by Clients may trade with bid-ask spreads that may be significant.

Clients will be entitled to rely, without independent investigation, upon pricing information and valuations furnished to Night Square by third parties, including pricing services.

Item 9 - Disciplinary Information

Night Square and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Item 10 - Other Financial Industry Activities and Affiliations

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

Night Square's Principals and employees invest directly in the Funds. Investments in the Funds made by such parties generally are not subject to the management or incentive fees described in Item 5 above.

Night Square's general policy is not to enter into agreements, or "side letters," with certain prospective or existing limited partners or shareholders whereby such limited partners or shareholders may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the partnership or the fund. However, Night Square may in the future enter into agreements, or "side letters," with certain prospective or existing investors whereby such investors may receive notice,

disclosure or other rights that are more advantageous than provided to the other existing investors. For example, such terms and conditions may provide for special rights to make future investments in the partnership, other investment vehicles or managed accounts; relating to frequency or notice; rights to receive reports from the partnership on a more frequent basis or that include information not provided to other investors and such other rights as may be negotiated by the Funds and such investors. The modifications are solely at the discretion of the Funds and may, among other things, be based on the size of the investors' investment in the Fund(s) or affiliated investment entity, an agreement by a investor to maintain such investment in the Fund(s) for a significant period of time, or other similar commitment by a investor to the Fund(s).

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

Night Square has adopted a written Code of Ethics that is applicable to all employees. Among other things, the Code of Ethics requires Night Square and its employees to act in clients' best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. Night Square's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household. A copy of Night Square's Code of Ethics is available upon request to any prospective or current investor/client.

Night Square's Code of Ethics generally prohibits employees from investing in publicly-traded equity securities. Night Square believes that this prohibition effectively addresses the material potential conflict of interest with Clients that may arise as a result of personal trading activities. In addition, employees must pre-clear sales of legacy positions (positions owned before employment of Night Square) from their personal accounts and direct or indirect purchases or sales of a beneficial ownership in a limited offerings.

Night Square's Code of Ethics is distributed to each employee at the time of hire. Night Square conducts training periodically to ensure all employees are up to date with Night Square's policies and procedures related to the Code of Ethics. Employees (and/or access persons) are required to submit quarterly transactions reports and annual holdings reports in accordance with Rule 204A-1 under the Advisers Act. Employees must also provide Night Square with securities holdings reports upon commencement of employment and thereafter provide certifications of compliance with the Code of Ethics on an annual basis. Employees may not participate in outside business activities without Night Square's prior approval.

Night Square's Code of Ethics also includes policies and procedures that are designed to prevent the misuse of material, non-public information ("Insider Trading Policies"). Nights

Square's Insider Trading Policies prohibit Night Square and its employees from trading for Night Square Clients or themselves, or recommending trading, in securities of a company while in possession of material, non-public information about the company, and from disclosing such information to unauthorized persons.

Item 12 - Brokerage Practices

Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

The securities transactions of Clients are expected to generate a substantial amount of brokerage commissions and other transaction based compensation, all of which will be paid by the Clients. Night Square will have complete discretion in deciding what brokers and dealers the Clients will use and in negotiating the rates of compensation the Clients will pay. In all transactions, Night Square seeks to obtain best execution to honor its fiduciary duties to the Clients.

Night Square considers a number of factors in selecting brokers to execute transactions (or series of transactions) and determining the reasonableness of the broker's compensation. Such factors include net price, reputation, financial strength and stability, efficiency of execution and error resolution, offering to Night Square online access to computerized data regarding a Client's accounts. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker's compensation, Night Square need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Night Square may, at its discretion, negotiate execution only commission rates. These rates may be lower than trades that result in soft dollar benefits.

In selecting brokers and negotiating commission rates, Night Square will take into account the financial stability and reputation of brokerage firms, and the research, brokerage or other services provided by such brokers. Night Square may place transactions with a broker that based on various factors including but not limited to (i) capital introduction events sponsored by the broker, if otherwise consistent with seeking best execution; provided Night Square is not selecting the broker in recognition of the opportunity to participate in such capital introduction events; (ii) quality and appropriateness of research; (iii) ability to facilitate corporate access; and (iv) trade execution quality.

Night Square will enter into arrangements with brokers serving the Clients providing for the use of commissions or "soft dollars" to pay the costs of certain research and/ or brokerage products or services. Night Square will limit its use soft dollars to pay for research and/or services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports

(including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

When Night Square uses Client commissions to obtain Section 28(e) eligible research and brokerage products and services, Night Square's Chief Compliance Officer will periodically review and evaluate its soft dollar practices to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination will be viewed in terms of either the specific transaction or Night Square's overall responsibilities to the accounts or portfolios over which Night Square exercises investment discretion.

The use of Client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, Night Square will not have to pay for the products and services itself. This creates an incentive for Night Square to select or recommend a broker-dealer based on its interest in receiving those products and services.

If an expense relates to a function which would generally qualify for soft dollar payment as well as a function which does not (e.g., Client research and administrative functions, respectively), we will make a good faith allocation of the cost between qualifying and non-qualifying functions to determine the portion that may be paid with soft dollars. The allocation process will attempt to take into account the principal functions or benefits of the item involved. In any instance in which we enter into a soft dollar arrangement, the Clients may pay commissions to the relevant broker which are greater than the amount another broker might charge, but will only do so if we determine in good faith that such amount of commissions is reasonable in relation to the value of all of the property, products and services provided by such broker. The determination of the appropriate allocation of "mixed use" products and services creates a potential conflict of interest between Night Square and Clients.

Night Square may utilize an algorithmic electronic trading platform which is broker-neutral and self-directed. This platform gives Night Square the ability to route orders to market centers, broker algorithms, and broker trading desks. The tool is designed to simplify a trader's workflow, monitor and react to market movements in the trading process and help achieve best execution. Night Square initiates trades through this platform which gives the trader the ability to access numerous brokers in an effort to increase liquidity and achieve best execution.

Subject to seeking best execution, we may also consider other relationships as factors in the selection of securities dealers or brokers.

Brokerage for Client Referrals

From time to time Night Square may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to a Client or recommend the Clients. Night Square may place portfolio transactions for Clients with firms who have made such recommendations or provided capital introduction opportunities, if Night Square determines that it is otherwise consistent with seeking best execution. In no event will Night Square select a broker-dealer as a means of remuneration for recommending Night Square or any Client managed by Night Square (or an affiliate) or affording Night Square with the opportunity to participate in capital introduction programs.

Directed Brokerage

Clients may not direct brokerage. As noted above Night Square will execute transactions based on several factors and will execute transactions with various broker-dealers in accordance with the Adviser's fiduciary duty and policies and procedures.

Order Aggregation

Currently, the Funds are organized in a "master-feeder" structure and only one client (i.e., the NS Master) makes portfolio investments. As noted above the Funds and the Founders SMA are managed pari passu and accordingly Night Square will aggregate the purchase or sale of securities for various client accounts. In certain circumstances, it may not be appropriate for Night Square to aggregate trade orders, for example transactions that result from capital flows or portfolio rebalancing.

Trade Errors

Night Square is not liable for any loss (including losses due to trading errors caused by Night Square or affiliated persons) or cost arising out of or in connection with any action or activity undertaken (or omitted to be undertaken) in connection with the Funds, except for any liability caused by Night Square's gross negligence, fraud or willful misconduct.

Item 13 - Review of Accounts

Frequency and Nature of Review of Client Accounts or Financial Plans

Night Square's investment principals perform various daily, weekly, monthly, quarterly and periodic reviews of Clients' portfolios. The investment team uses a direct management approach and reviews the Clients' holdings daily to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to pre-determined investment thresholds and the performance of each client account.

Factors Prompting Review of Client Accounts Other than a Periodic Review

Significant market events affecting the prices of one or more securities in client accounts may trigger reviews of client accounts on other than a periodic basis. Any unusual activity or deviation from expectations can also prompt a review.

Content and Frequency of Account Reports to Clients

Night Square delivers a "flash" net performance no later than one week following each week's end. Investor in the Funds will receive net asset value and capital statements on a monthly basis before the 10th business day following a month's end. In addition, investors receive annual audited financial statements for the Funds within 120 days of their respective fiscal year end. Night Square, from time to time, may provide other information to investors as is deemed advisable and desirable.

Item 14 - Client Referrals and Other Compensation

Economic Benefits for Providing Services to Clients

Night Square receives certain research or other products or services from broker-dealers through "soft-dollar" arrangements. These "soft-dollar" arrangements create an incentive for Night Square to select or recommend broker-dealers based on the Adviser's interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by Night Square on behalf of its clients. Please see Item 12 for further information on Night Square's "soft-dollar" practices, including Night Square's procedures for addressing conflicts of interest that arise from such practices.

Compensation to non-Supervised Persons for Client Referrals

Night Square does not utilize or compensate, directly or indirectly, any person who is not a supervised person to solicit client referrals.

Item 15 - Custody

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

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

Account statements related to the Founders SMA are sent by qualified custodians to the Founders SMA at least on a quarterly basis. The Founders SMA should carefully review these statements, and should compare these statements to any account information provided by Night Square.

All Client assets are held in custody by unaffiliated broker-dealers or banks acting in the capacity of "qualified custodians" pursuant to the Advisers Act.

Item 16 - Investment Discretion

Night Square provides investment advisory services on a discretionary basis to Clients. Prior to assuming full discretion in managing a Client's assets, Night Square enters into an investment management agreement, or similar agreement, with each Client, that sets forth the scope of the Adviser's discretion. As a result, Night Square has full investment discretionary authority over the Clients' accounts. The Clients do not have any ability to limit Night Square's discretionary authority. Night Square has the authority to determine (i) the securities to be purchased and sold for Clients' accounts (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) (ii) the amount of securities to be purchased or sold for the Clients' accounts.

Item 17 - Voting Client Securities

Night Square has authority to vote the securities held by the Clients and has adopted proxy voting policies and procedures ("Proxy Policy") as required by the Advisers Act.

The general policy is to vote proxy proposals, amendments, consents or resolutions relating to Client securities, including interests in private investment funds, if any (collectively, “proxies”), in a manner that serves the best interests of Clients, as determined by Night Square in its discretion, taking into account the following factors: (i) the impact on the value of the investments; (ii) the anticipated associated costs and benefits; (iii) the continued or increased availability of portfolio information; (iv) the effect on liquidity and (v) industry and business practices. In limited circumstances, Night Square will abstain from voting proxies or affirmatively decide not to vote if Night Square determines that abstaining or not voting is in the best interests of the Night Square Funds. Night Square may refrain from voting where the Adviser believes that voting would be inappropriate taking into consideration (x) the costs associated with voting the proxies, (y) any legal restrictions on trading resulting from the exercise of a proxy (e.g., voting in share-blocking jurisdictions) and (z) the anticipated benefit to the Night Square Funds. Clients and investors may obtain a copy of Night Square’s Proxy Policy and its proxy voting record, which may be reviewed on Night Square’s premises, by contacting Night Square’s Chief Compliance Officer at 212-984-2488.

In the unlikely event that a conflict of interest arises in connection with voting in relation to a given proxy proposal, the Proxy Policy provides that if the proposal is addressed by the Proxy Policy, Night Square will vote in accordance with the Proxy Policy. If the proxy proposal is not addressed by the Proxy Policy or the Proxy Policy provides for a case-by-case determination by Night Square, then Night Square will take one of the following actions in voting such proxy: (i) consult with the Client; (ii) delegate the voting decision to an independent committee of partners, members, directors, or other representatives of the Funds such as the Board of Directors; (iii) engage a third party proxy service provider for a recommendation; or (iv) abstain from voting.

Item 18 - Financial Information

Night Square does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Night Square has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.