



Holdus Capital Investments Advisors Inc.

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This brochure provides information about the qualifications and business practices of Holdus Capital Investments Advisors Inc. ("Holdus" or the "Adviser"). If you have any questions about the contents of this brochure, please contact Adviser's Compliance Officer at (310) 228 8394 Ext 704. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration as an investment adviser does not imply a certain level of skill or training.

Additional information about Holdus Capital Investments Advisors also is available on the SEC's website at www.adviserinfo.sec.gov. 2

Item 2 Material Changes

The firm is switching from SEC registration to State registration in the state of California

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Advisory Business

Holdus Capital Investments Advisors Inc. (“Holdus” or the “Adviser”) is a multi-strategy, value-oriented asset management firm that invests across a variety of asset classes, including bank debt, high yield, distressed and special situation securities, securitized assets, equities (including preferred and common stock) and risk arbitrage, real estate and real estate related securities.

Holdus Capital Investments Advisors Inc. has been registered with the State of California as an investment adviser in 2017. Albohayre Family Holdings LLCs and/or trusts that are ultimately controlled by Dr. Patrick B. Hodara own Holdus Capital Investments Advisors Inc.. Holdus provides discretionary advisory services to private investment vehicles (referred to hereinafter as a “Fund” or collectively as “Funds”) and managed accounts (together with Funds, collectively referred to as “Client(s)”), all of which is managed on a discretionary basis.

Advisory services are generally not tailored to the individual needs of Fund investors and Fund investors are generally not permitted to impose restrictions on investing in certain securities or types of securities. However, with respect to managed accounts, Clients may obtain tailored advisory services and impose restrictions on investing in certain securities or types of securities, all of which would be detailed through a written investment advisory agreement.

The principal of Holdus is Dr. Patrick B. Hodara (the “Holdus Principal”). Dr. Patrick B. Hodara is responsible for the investment activities of Holdus’ Clients as well as Holdus’ research strategy and firm management.

Fees and Compensation

Clients are typically charged an asset-based fee and/or an incentive based fee (commonly referred to as a performance allocation or fee). The asset based fees are normally charged at an annual rate of between 2% and 3% of the value of the Client’s net assets under management and are generally payable monthly or quarterly in arrears depending on the investment advisory agreement. The fee will be based on the account value on the last business day of the preceding calendar month or quarter, as applicable. The first payment, if based on less than a full period, will be pro-rated to cover the period from the date the account is opened through the end of that calendar year, quarter or month, as applicable. The performance allocation or fee generally equals 20% per annum of the net profit in a Client’s account, typically subject to a loss carry forward adjustment and a “high water mark”, and is generally payable in arrears at the end of each calendar year but may be payable more frequently if provided for in the investment advisory agreement. Upon termination of the investment advisory services, any unpaid portion of fees will be determined and due on a pro rata basis. In certain circumstances the performance allocation or fee may be measured over a multi-year period and/or subject to hurdle.

Performance based allocations or fees are charged in accordance with the requirements applicable in California, and Holdus will not accept clients who do not satisfy the eligibility criteria of applicable law. Because Holdus is compensated based in part on capital appreciation, there may be an incentive for Holdus to make investments that are riskier or more speculative than would be the case in the absence of such a compensation framework. In addition, Holdus will receive performance-based compensation on unrealized appreciation as well as realized gains with respect to certain Clients.

Prepayment of fees is generally not required. In certain circumstances, fees may be individually negotiated by Fund investors and/or managed accounts. Negotiated fees may be higher or lower than those discussed above. Similar services may be available from other investment advisers at a lower cost.

Clients will also bear direct and indirect costs, fees and expenses incurred by or on behalf of such Clients including, among others, (i) all costs, fees and expenses of the Client directly related to the investigation, purchase, sale, preservation or retention of investments by the Client (including all fees and commissions of brokers and custodians, research expenses, quotation services, travel costs, all fees and expenses relating to the registration and qualification for sale of such investments and all transfer taxes); (ii) all federal, state and local taxes and filing fees payable by the Client; (iii) all fees and disbursements of the independent attorneys, accountants and consultants retained by the Client, or on behalf of the Client; (iv) all filing and recording fees; and (v) all interest expense of the Client. To the extent such expenses are incurred for the benefit of the multiple Clients, Holdus will make a good faith allocation of such expenses among its Clients. In the event a Client invests in a transaction which includes break-up, standby, commitment, consent, waiver or similar fees, the Adviser may retain such fees and reduce the management fee or reimbursable expenses next payable by a like amount.

Holdus may use sub-advisers to manage a small portion of a Fund's assets. As a result, Fund investors' will pay their proportionate share of the sub-advisers' management and administrative fees.

Investors should refer to each Fund's Offering Memorandum and other relevant documents for additional/supplemental information regarding a Fund as well as the fees and expenses associated with such Fund.

Performance-Based Fees and Side-by-Side Management

As noted above, Holdus earns a performance allocation or fee. At this time, all Holdus Clients are charged a performance allocation or fee. However, because the actual performance allocation or fee charged to a specific Client may vary, there may be an incentive for Holdus to make investments that are riskier or more speculative than would be the case in the absence of such a compensation framework or to favor those Clients with higher performance allocations or fees over Clients with lower performance allocations or fees. Holdus seeks to mitigate this risk by, among other things, seeking to allocate investments in a fair and equitable manner over time among its Clients. For more information on Holdus' allocation procedure, please see Brokerage Practices – Allocation of Investment Opportunities. In addition, Holdus will receive performance based compensation on unrealized appreciation as well as realized gains with respect to certain Clients.

Types of Clients

Clients and Fund investors may include individuals, trusts, pension plans, corporations, and public and private entities. Fund investors must meet the investor qualifications associated with each Fund (which generally require Fund investors to be "accredited investors" and "qualified purchasers", as such terms are defined in the federal securities laws).

Holdus will generally manage investment advisory accounts with a minimum size of \$5,000,000

and will further require that no withdrawal may be permitted if to do so reduces the account to less than \$ 5,000,000, unless the account is being terminated. However, Holdus may, in its discretion, based upon its total client relationship and other circumstances, accept smaller accounts from time to time.

Methods of Analysis, Investment Strategies and Risk of Loss

Holdus seeks opportunities on behalf of its Clients to realize value overlooked by others. Holdus has a “value-oriented” and “event-driven” investment approach and generally focuses on special situation investing with strong emphasis on Technologies, Pharmaceuticals Biotechnology, life sciences and Real Estate. Holdus believes that the dynamic nature of the global capital markets and the continuous evolution of corporate and securitized balance sheets results in inefficiencies in financial asset prices (or gaps between market value and “intrinsic” value). Given the legal and financial background and extensive investment experience of Holdus Principal, as well as the significant strengths that Holdus possesses in the areas of corporate finance and special situations research, Holdus believes it is advantageously positioned to provide investors with an opportunity to capitalize on these perceived market inefficiencies in this area of investing.

Holdus looks across the corporate capital structure, investing opportunistically across senior secured leveraged loans, high yield bonds, convertibles, equities. Additionally, Holdus looks beyond the traditional corporate markets to the structured finance space, where it can invest in mortgage securities, aircraft lease securitizations. Positions in other asset classes, such as foreign currencies and commodities, may be employed to a lesser extent as appropriate. Allocations across these asset classes will shift over time in response to evolving value propositions and risk/reward profiles.

Prior to implementation, investment ideas for Clients are discussed between Dr. Hodara and Holdus’ senior portfolio managers. Such discussions generally focus on, among other factors, the merits of the investment on a stand-alone basis, risks embedded in and those implied by the investment, how the investment fits in with the rest of the portfolio, hedging considerations, sizing goals and/or price targets. Dr. Hodara ultimately must approve all investment ideas.

“Value-Oriented” and “Event-Driven” Investing

Holdus’ strategy is to combine “value-oriented” and “event-driven” investing. Holdus believes in employing a “bottom up” approach and focuses on rigorous research of business, credit and legal issues in order to determine values, analyzes corporate events and special situations, identifies securities which can be purchased at a price it believes represents a discount to intrinsic value, and identifies catalysts which can unlock value.

“Value-oriented” investing is an investment strategy characterized by research directed at identifying gaps between the market valuations of financial instruments and the intrinsic values of the underlying assets or enterprises. These gaps are frequently created by business, financial or legal uncertainties that depress market valuations of financial instruments, or discrete events that affect the valuation of a company or pool of assets. In such situations, Holdus performs extensive research to develop an opinion about the true nature and extent of the risks presented by those uncertainties. If Holdus determines that a discount is sufficiently large and unwarranted, it may take a long position in such security. Conversely, when Holdus believes that the market value of a security is significantly above its intrinsic value because investors are underestimating the risks associated with the security or for other reasons, it may establish a short position in that security.

“Event-driven” investing complements Holdus’ value approach by identifying near- and intermediate-term catalysts that may affect investors’ perceptions of securities. By understanding the likelihood of value-creation catalysts, Holdus positions itself to better gauge the holding period and internal rates of return of its investments. Generally, Holdus attempts to purchase a security at a discount from its intrinsic value in event-driven situations where: (i) diminution of value is limited by either the security’s ranking in the capital structure or the underlying hard asset or going concern value; (ii) there is potential for significant capital appreciation or ongoing current income; and (iii) there is an identifiable catalyst that can result in price appreciation. Investment Process.

Holdus’ approach to “value-oriented” investing integrates the core analyses it generally performs for fixed income investments. The foundation for investing in a company’s securities or structured finance vehicles is based on a discounted cash flow or an abnormal earnings valuation, with a particular emphasis on the timing of the cash flows and the risks associated with various components of that cash flow stream. Holdus’ approaches to its two main areas of investment (corporate credit and structured finance) are described below.

Corporate Investments. For corporate investments, Holdus generally engages in a thorough analysis of the company’s historical financial statements in order to understand the economics of its underlying operational, investment, and financial activities. Holdus typically performs in-depth industry competitive analyses so as to better understand and project the company’s top line, margins, and capital efficiency. Holdus’ analysis of prevailing market prices of a company’s securities provides insights into the expectations that the market currently has for the company, and provides an indication of the likely cost of capital going forward. In addition, by comparing the resulting enterprise value to the replacement value, book value, and liquidation value of a company’s assets, Holdus can gain a better appreciation for any abnormal returns that might be expected of the company.

The above analyses help provide an overall sense of the company’s enterprise value and a general sense for the value of a company’s securities. Additional credit analytics are required to meaningfully differentiate between the attractiveness of non-equity securities within a capital structure, as well as to provide a more complete appreciation of the possibilities for and consequences of changes to the corporate balance sheet. In addition, Holdus generally scrutinizes a company’s fixed income and preferred securities, seeking to understand the associated maturity schedules and the specific contractual obligations and prohibitions that are tied to these instruments. This process allows Holdus to better understand a company’s financial flexibility, its future optimum capital structure, and its cost and probability of accessing the capital markets. Together, this information enables Holdus to refine its discounted cash flow and abnormal earnings analyses and to more accurately assess whether a company’s current capital structure is congruent with its needs. Frequently, this knowledge also will enable Holdus to identify situations in which a company’s rebalancing of assets and liabilities may unlock hidden value for holders of its securities.

With this integrated analytic approach, Holdus applies a consistent risk/reward yardstick across all of a company’s securities. This comprehensive survey positions Holdus to identify the securities that are cheapest from a risk/reward perspective and enables Holdus to create intra-capital hedges that exploit instances in which investors in various layers of a company’s securities have placed different odds on selected corporate outcomes. By applying intra-capital hedges to its investment strategy, Holdus can at times more safely invest in certain corporate outcomes.

Real Estate related Investments: Holdus real estate activities focus on providing value added debt and equity capital to real estate owners, operators, developers, corporations and other real estate capital providers allowing them to meet their needs for time-sensitive and complicated transactions where reliable execution provides a substantial financial advantage. HOLDUS endeavors to identify unrecognized opportunities through a proprietary network of local owner/operators and relationships with banks, brokers, title companies, trustees, law firms, portfolio servicers and other companies involved in the real estate field. HOLDUS also enjoys the benefit of an extensive network of corporate relationships maintained by HOLDUS's corporate funds.

The underlying objective of our real estate activities is to capture market inefficiencies resulting from a combination of factors that affect the value of real estate and mortgages or corporate securities collateralized by real estate. These investments cover a wide range of real estate property types including retail, multi-family, industrial, office, hospitality, medical office, mobile home and mixed use.

Our managed accounts are designed to (1) invest in a well diversified and high quality portfolio of mortgages and corporate debt collateralized by real estate and (2) capitalize on an unprecedented opportunity to originate and purchase mortgages with strong fundamentals and sound capital structures at significant discounts to value.

HOLDUS will focus its efforts on the following:

Loan Originations – HOLDUS looks to provide senior and mezzanine loans to developers, private equity real estate funds, REITs, corporations and mortgage lenders in need of liquidity who are unable to procure third party financing or unwilling to sell assets prematurely to satisfy ongoing capital commitments or obligations. Opportunities to originate new loans at advantageous rates include:

- _the origination of loans resulting from banks, investment banks, hedge funds, CDOs, CLOs and insurance companies rescinding or re-trading terms of existing commitments;
- _the origination of loans resulting from traditional lenders' unwillingness or inability to make new loans;
- _the origination of loans enabling borrowers to buy back their debt at extraordinary discounts;
- _the origination of construction loans to provide borrowers with the capital necessary to complete stalled projects or construct new projects; and,
- _the financing of corporate real estate assets to finance mergers and acquisitions, consolidations and liquidity requirements.

Loan Purchase Opportunities – HOLDUS looks for opportunities to purchase performing and non-performing notes at considerable discounts to both the underlying collateral value and the outstanding principal balances. Many distressed lenders are looking to dispose of performing loans to meet their liquidity needs, particularly loans with unfunded commitments. Additionally, the pending wave of delinquencies may provide numerous opportunities to purchase non-performing loans from hedge funds, CDOs and mortgage REITs that are not equipped to manage impaired real estate and who will similarly face liquidity needs. Opportunities to purchase debt collateralized by real estate include:

- _single and multiple asset dispositions, such as performing and non-performing loans, by banks, investment banks, hedge funds, mezzanine funds, mortgage REITs, CLOs and CDOs resulting from liquidity constraints;
- _single and multiple asset dispositions, such as performing loans and non-performing loans, by banks, investment banks, hedge funds, mezzanine funds, mortgage REITs, CLOs and CDOs resulting from a downgrade or re-classification of a loan's credit rating;

- _senior secured bonds or super senior Commercial Mortgage Backed Securities with strong fundamentals and sound capital structure trading at significant discounts to value; and
- _the sale of construction loans that have fallen out of balance as a result of increased costs and/or a lack of additional sponsor equity.

While HOLDUS will consider investments secured by any property type, we will focus on the following underwriting criteria:

- _Invest at a Discount: Focus on investments with an identifiable value enhancement strategy.
- _Control the Events: Seek investments where HOLDUS can control the events necessary to create value and minimize downside risk through ownership or structure.
- _Negotiate the Transaction: Focus on negotiated transactions instead of widely marketed opportunities.
- _Perform Intensive Due Diligence: Seek investments where HOLDUS can perform multi-disciplined due diligence including financial, credit, legal, political, architectural, environmental and engineering.
- _Avoid Financial Engineering: Rely on real estate fundamentals and not leverage or financial engineering to generate returns
- _Identify an Exit Strategy: Seek investments that have an identifiable exit strategy; target investments with expected holding periods of one to five years

Structured Finance Investments. Holdus' approach to structured finance investing is similar to its approach to corporate investing in that a thorough analysis of available information generally is conducted so as to gain an understanding of likely future cash flows. This integrated analysis combines two more focused analyses—the first concerning the performance of the underlying collateral, and the second concerning the nature by which collateral cash flows are to be apportioned between the various securities of a structured finance vehicle.

Holdus' analysis of a structured vehicle's underlying collateral attributes provides insights into how collateral is likely to respond across a wide range of future scenarios. Holdus combines this asset level information (which usually includes detailed information about individual borrowers and the assets which support each individual loan) with analysis of past performance, compares it with performance of similar collateral in other securitizations, and thereby arrives at a base case trajectory for the structured vehicle's cash flows. Based upon the creditworthiness of underlying borrowers (as demonstrated by metrics such as loan-to-value, borrower FICO score, existence of additional debt, and loan type) and the volatility of the underlying assets (as influenced by characteristics such as asset type, geography, and loan-to-value), Holdus develops scenarios around this base case that reveal how the structured vehicle's cash flows could change if various macroeconomic events or policy changes come to pass.

The second part of the structured finance analysis also mirrors Holdus' approach to corporate analysis. Holdus typically examines the various securities within a structured finance vehicle with the goal of identifying the tranche with the optimal risk/reward. A thorough understanding of a security's rights—and, in particular, its priority on various waterfalls concerning the apportionment of principal repayments and interest payments, and shortfalls and losses due to defaults and loan modifications—can usually reveal the sensitivity of a given security to changes in the timing and magnitude of a securitization's overall cash flows. By combining these two analyses, Holdus seeks to identify those structured finance securities that exhibit abnormal return potential relative to risk.

“Total Return” Approach

Holdus takes a “total return” approach to investing, looking carefully at a timeline of potential events that are likely to drive values. While intrinsic “cheapness” is a vital attribute of Holdus’ prospective investments, it is often not in itself sufficient to warrant investment. This is especially true with equities and deeply distressed corporate or structured finance debt securities. Fixed income investors of performing debt securities may rely on contractual coupon payments and principal repayments at maturity, but equity investors realize value when the market recognizes formerly hidden value. As a consequence, equity-like securities with large intrinsic discounts and small probabilities for near-term value-creation catalysts are often less attractive than equity-like securities with very small discounts but with high probabilities for near-term catalysts. Holdus is mindful of this phenomenon and takes care to identify and understand potential value-recognition catalysts. These catalysts usually pertain to company specific matters and may involve re-financings, restructurings, mergers and acquisitions, asset purchases or divestitures, or legal rulings. In other instances, catalysts may be more macroeconomic and involve changes in investors’ perceptions towards certain asset classes due to legislative or regulatory actions, or fiscal or monetary policies. By employing an event-driven, total return approach that includes consideration of holding periods, Holdus believes that it can increase the yield on many of its investments, and discover attractive investments that other value investors may overlook.

Certain Risk Considerations

Below is a summary of certain risks. Clients and/or Fund investors should refer to each Fund’s Offering Memorandum and other relevant documents for additional/supplemental information regarding risk.

General Risks

Possibility of Losses

Account values will fluctuate based upon a multitude of factors, including the financial condition, results of operations and prospects of the issuers of the underlying securities acquired, governmental intervention, market conditions, and local, regional, national and global economic conditions. Therefore, Clients and Fund investors may lose all or a portion of their principal invested with Holdus if the trading strategies are not successful.

Past Performance

Past performance of Client accounts managed by Holdus is not necessarily indicative of future performance. Clients should be aware that the markets in which Holdus operates may become severely disrupted, so results observed in earlier periods may have little relevance to the results observable in the current environment.

Portfolio Concentration

Client accounts are not generally limited with respect to the amount of capital that may be committed to any one investment. Unless separately negotiated, no limit will be placed on the concentration of investments to be made in a single industry or geographic area.

Volatility

The prices of some of the instruments traded by Holdus have been subject to periods of excessive volatility in the past, and such periods may continue. Price movements are influenced by many unpredictable factors, such as market sentiment, inflation rates, interest rate movements and general economic and political conditions.

While volatility can create profit opportunities, it can also create the specific risk that historical or theoretical pricing relationships will be disrupted; causing what should otherwise be comparatively low risk positions to incur significant losses. On the other hand, the lack of volatility can also result in losses for certain positions that profit from price movements.

Possible Ineffectiveness of Risk Reduction Techniques

Holdus may employ various risk reduction strategies designed to minimize the risk of Clients' trading positions. A substantial risk remains, nonetheless, that such strategies will not always be possible to implement, and when possible will not always be effective in limiting losses. If Holdus analyzes market conditions incorrectly, or employs a risk reduction strategy that does not correlate well with Client investments, such risk reduction techniques could increase rather than mitigate losses. These risk reduction techniques may also increase volatility and/or result in a loss if the counterparty to the transaction does not perform as promised. Moreover, even though Holdus may employ "stop loss" orders on individual positions, there is no assurance that any such order will be executed at or near the desired "stop loss" level.

Leverage

Although Holdus traditionally utilizes limited leverage, it may in the future utilize more leverage as part of its investment strategy and process. Leveraging may arise by margin loans on a Client's securities, through committed lending facilities or through access to the public or private debt markets, as well as through the use of hedging and put/call, long/short investment strategies. If the amount of leverage which a Client may have outstanding at any one time is large in relation to its capital, fluctuations in the market value of the Client's portfolio will have a disproportionately large effect in relation to its capital and the possibilities for profit and the risk of loss will therefore be increased. Any investment gains (in excess of borrowing costs) made with the additional monies borrowed will generally cause the net asset value of a Client account to rise more rapidly than would otherwise be the case. Conversely, any investment losses with respect to the additional monies borrowed (including the failure by the Client to cover their cost) will generally cause the net asset value of the Client's portfolio to decline faster than would otherwise be the case. To the extent that Client assets are deposited as margin and therefore not fully paid for, a bankruptcy of a prime broker may expose the Client to loss in that it may only be able to share as an unsecured creditor in that prime broker's assets.

Investments in Restricted Securities

Holdus may be prevented from buying or selling certain publicly traded securities if Holdus or its affiliates (see Other Financial Industry Activities and Affiliations section for information about affiliated entities) acquire material, non-public information with respect to such securities. In addition, with respect to a publicly traded security that a Client already holds, such security will be placed on a "restricted securities list" and will not be traded until the material, non-public information becomes public or is no longer material.

Alternative Investment Fund Managers Directive

The European Union Alternative Investment Fund Managers Directive (the "AIFMD") took effect at a national level within the member states of the European Union (the "EU") on July 22, 2013. The AIFMD imposes new requirements on both EU and non-EU alternative investment fund managers which market alternative investment funds to professional investors within the EU.

In particular, the AIFMD requires suitable cooperation agreements to be in place as between the relevant regulators of each of the United States and each EU member state in which Interests are being marketed, the absence of which will restrict the ability of the Adviser to offer Interests to investors in such EU member states and may therefore limit the Adviser's ability to attract

investors based in the EU. In parallel, member states of the EU are contemplating changing their domestic private placement rules, which may also restrict the ability of the Adviser in similar ways. The AIFMD will also impose additional disclosure and reporting requirements in relation to the Fund and its investments, compliance with which may involve additional costs.

More generally, implementation of the AIFMD (and/or the interpretation thereof) could expose the Adviser and/or its Clients to conflicting regulatory requirements in the United States, and the EU and its member states. In addition, the final scope and requirements of the AIFMD remain uncertain, and are subject to change as a result of enactment of national implementing legislation in EU member states.

General Real Estate Risks

Investments in real estate will be subject to the risks inherent in the ownership and operation of real estate and real estate-related businesses and assets, including ownership resulting from a default of a loan secured by real property, which risk may be increased if the investment is leveraged. These risks include those associated with the burdens of ownership of real property, general and local economic conditions, changes in supply of and demand for competing properties in an area (as a result for instance of overbuilding), fluctuations in the average occupancy and room rates for hotel properties, the financial resources of tenants, changes in building, environmental and other laws, energy and supply shortages, various uninsured or uninsurable risks, natural disasters, changes in government regulations (such as rent control), changes in real property tax rates, changes in interest rates, the reduced availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable, negative developments in the economy that depress travel activity, environmental liabilities, contingent liabilities on disposition of assets, terrorist attacks, war and other factors that are beyond HOLDUS's or the Client's control. There can be no assurance of profitable operations for any real property or the repayment of any debt investment made by a Client. Accordingly, a Client's investment objectives may not be realized. The cost of operating a property may exceed the rental income thereof, and the Client may have to advance funds to protect an investment or forego the receipt of interest income on debt investments, or may be required to dispose of investments on disadvantageous terms if necessary to raise needed funds. In addition, if the Clients acquire direct or indirect interests in undeveloped land or underdeveloped real property, which may often be non-income producing, they will be subject to the risks normally associated with such assets and development activities, including risks relating to the availability and timely receipt of zoning and other regulatory or environmental approvals, the cost and timely completion of construction (including risks beyond HOLDUS' or the Client's control, such as the weather or labor conditions or material shortages) and the availability of both construction and permanent financing on favorable terms. Moreover, while HOLDUS generally intends to purchase or to cause to be purchased insurance to cover casualty losses and general liability, such insurance may not be available or may be available only at prohibitive costs to cover losses from ongoing operations and other risks such as earthquake, flood or environmental contamination.

Investment Risks

Investments made by Holdus

Holdus may invest in a broad array of financial instruments. These may include the financial instruments of foreign entities, which may be both public and private. In addition to the risks associated with investments of this kind in general, such investments may also involve the risks associated with currency fluctuations and various political factors, as described below. Holdus may also invest in treasury securities and other cash equivalents when attractive opportunities for capital appreciation appear to be limited.

Investments in Undervalued Securities

The identification of investment opportunities in undervalued securities is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Fund's investments may not adequately compensate for the business and financial risks assumed.

Holdus will make certain investments in securities which it believes to be undervalued. However, there are no assurances that the securities purchased will in fact be undervalued. In addition, Clients may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of a Client's capital would be committed to the securities purchased, thus possibly preventing the Client from investing in other opportunities. In addition, a Client may finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

Hedging Transactions

The ability of Holdus to hedge successfully will depend on the ability of Holdus to predict pertinent market movements, which cannot be assured. Holdus is not required to hedge and there can be no assurance that hedging transactions will be available or, even if undertaken, will be effective. In addition, it is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. Moreover, it should be noted that Clients will always be exposed to certain risks that cannot be hedged, such as counterparty credit risk. Furthermore, by hedging a particular position, any potential gain from an increase in the value of such position may be limited.

Non-Investment Grade Investments

Holdus may purchase financial instruments of, or make direct loans to, companies that are not of investment grade. Holdus may purchase loans that are in default or are from issuers in financial distress and may also purchase trade or other claims against credit impaired companies, which generally represent money owed by the company to a supplier of goods and services. Loans or claims purchased by Holdus may not have any maturity and may be secured or unsecured. As with other types of debt instruments, loans and trade claims involve the risk of loss in case of default or insolvency of the borrower, particularly if the borrowing is unsecured. In addition, trade claims may be subject to other defenses such as warranty claims or failure to provide the product or services. Such loans are also less liquid than are the debt instruments of publicly traded companies.

Bank Loans and Participations

Holdus may invest in bank loans and participations. These obligations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a "fraudulent conveyance" under relevant creditors' rights laws; (ii) so-called "lender liability" claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of a Client to directly enforce its rights with respect to participations. In analyzing bank loans or participations, Holdus compares the relative significance of the risks against the expected benefits. Successful claims by third parties arising from these and other risks, absent willful misconduct, gross negligence, fraud or criminal wrongdoing in or about the conduct of the Clients' business or affairs or in the execution or discharge of its duties, powers, authorities or discretions by Holdus or its affiliates, will be borne by the Client.

Clients may experience significant delays in the settlement of certain loan and/or bank debt

transactions, particularly in the case of investments that are or become distressed. Until such transactions are settled, the Client is subject to counterparty insolvency risk. Pursuant to certain insolvency laws, counterparty may have the ability to reject, or terminate an unsettled loan transaction. If a counterparty rejects an unsettled transaction, the Client might lose any increase in value with respect to such loan that accrued while the transaction was unsettled.

Holdus may also invest in loan participations where it will be subject to certain additional risks as a result of having no direct contractual relationship with the borrower of the underlying loan. In such circumstances, Holdus generally would depend on the lender to enforce a Client's rights and obligations under the loan arrangements in the event of a default by the borrower on the underlying loan and will generally have no voting rights with respect to the issuer, as such rights are typically retained by the lender. Such investments are subject to the credit risk of the lender (as well as the borrower) since they will depend upon the lender forwarding payments of principal and interest received on the underlying loan. There can be no assurance that the lender will not default on its obligations under such arrangements, resulting in substantial losses to the Client.

From time to time, Holdus may acquire certain assets through participation and sub-participation arrangements with unaffiliated third parties. Such arrangements may expose Clients to additional credit risk compared to acquiring the asset directly because, in addition to the underlying credit risk of the asset, a Client may be exposed to the risk of the direct participant defaulting on its obligations to the Client under the participation or sub-participation arrangement.

Prepayment Risk

The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to default and foreclosures) occur on loans and other debt underlying certain Client investments will be affected by a variety of factors including, but not limited to, the prevailing level of interest rates as well as economic, demographic, tax, social, legal and other factors. In general, "premium" financial instruments (i.e., financial instruments whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" financial instruments (i.e., financial instruments whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since Client investments may include discount financial instruments when interest rates are high, and may include premium financial instruments when interest rates are low, such investments may be adversely affected by prepayments in any interest rate environment.

Corporate Debt Obligations and High-Yield Securities

Holdus may invest in corporate debt obligations and high-yield securities. The market value of debt securities generally tends to decline as interest rates increase and, conversely, increase as interest rates decline. Debt obligations are subject to the risk of an issuer's inability to meet principal and interest payments on the obligations, i.e., credit risk.

"High yield" bonds and securities, which are rated in the lower rating categories by the various credit rating agencies, are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be speculative. They are also generally considered to be subject to greater risk than securities with higher ratings because the yields and prices of such securities tend to fluctuate more than those for higher-rated instruments and the market for lower-rated securities is less liquid and less active.

Risk Arbitrage

Special risks are associated with the use of risk arbitrage, or "merger arbitrage," techniques. In addition to general risks of market behavior and currency fluctuations, merger arbitrage is subject to "deal risk" – the risk of non-consummation of the transaction. A number of factors may lead to deal collapse or delay, such as either party's inability to satisfy conditions to closing, failure to

obtain shareholder approval, failure to meet regulatory or antitrust requirements, failure to obtain required financing, or other events that may change the target's or the acquirer's willingness to consummate the transaction.

Leverage of Portfolio Companies

Holdus investments may include securities of companies with leveraged capital structures, which could be subject to increased exposure to adverse economic factors such as an increase in interest rates, a downturn in the economy or further deterioration in the economic conditions of such company or its industry. Similarly, Holdus may invest in entities that are unable to generate sufficient cash flow to meet principal and interest payments on their indebtedness. Accordingly, the value of a Client's investment in such an entity could be significantly reduced or even eliminated due to further credit deterioration.

Non-Performing Nature of Loans

It is possible that certain of the loans purchased by Holdus may be non-performing and possibly in default. Furthermore, the obligor and/or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to the loans.

Nature of Bankruptcy Proceedings

There are a number of significant risks when investing in companies involved, or which may have been involved, in bankruptcy proceedings, including the following: first, many events in a bankruptcy are the product of contested matters and adversary proceedings which are beyond the control of the creditors. Second, a bankruptcy filing may have adverse and permanent effects on a company. For instance, the company may lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. Further, if the proceeding is converted to liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment. Third, the duration of a bankruptcy proceeding is difficult to predict. A creditor's return on investment can be impacted adversely by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court, and until it ultimately becomes effective. Fourth, certain claims, such as claims for taxes, wages and certain trade claims, may have priority by law over the claims of certain creditors. Fifth, the administrative costs in connection with a bankruptcy proceeding are frequently high and will be paid out of the debtor's estate prior to any return to creditors. Sixth, creditors can lose their ranking and priority in a variety of circumstances, including if they exercise "domination and control" over a debtor and other creditors can demonstrate that they have been harmed by such actions. Seventh, investors in the company may be subject to a court-imposed "cram down" in which they lose their seniority in the capital and security interest structure. Eighth, Holdus may seek representation on creditors' committees and as a member of a creditors' committee it may owe certain obligations generally to all creditors similarly situated that the committee represents and may be exposed to liability to such other creditors who disagree with Holdus's actions. There can be no assurance that Holdus would be successful in obtaining results most favorable to its Clients in such proceedings, although Clients may incur significant legal fees and other expenses in attempting to do so. Holdus may also be subject to various trading or confidentiality restrictions. In addition, Holdus may potentially hold conflicting positions in relation to investments in companies involved in bankruptcy proceedings among its Clients.

Investment in the debt of financially distressed companies domiciled outside the United States involves additional risks. Bankruptcy law and process may differ substantially from that in the United States, resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing, and the classification, seniority and treatment of claims.

Short Sales

Holdus may make short sales in any type of securities for profit in anticipation of a change in the market price of a financial instrument or as a hedge against other positions held by a Client. Short sales that are not made “against the box” and are not part of a hedging transaction create opportunities to increase return but, at the same time, are speculative and involve special risk considerations. Since the seller in effect profits from a decline in the price of the securities sold short without the need to invest the full purchase price of the securities on the date of the short sale, returns tend to increase more when the securities sold short decrease in value, and to decrease more when the securities sold short increase in value, than would otherwise be the case if the seller had not engaged in such short sales. Short sales theoretically involve unlimited loss potential, as the market price of securities sold short may continuously increase, although Holdus may mitigate such losses by replacing the securities sold short before the market price has increased significantly. Under adverse market conditions, Holdus might have difficulty purchasing securities to meet its short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

As a result of the financial disruptions, which began in the second half of 2008, it appears likely that there may be significant additional restrictions imposed on short-selling (at least of certain issuers’ securities).

Currency and Foreign Risks

Holdus may, from time to time, invest in non-dollar denominated debt instruments or in securities of companies domiciled or operating outside of the United States. While this is not expected to be a significant portion of Holdus’ activities, investing in these securities involves considerations and possible risks not typically involved in investing in securities of companies domiciled and operating in the United States, including instability of some governments, capital controls, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of tax laws applicable outside the United States (e.g., the imposition of withholding taxes on interest and dividend payments, income taxes and excise taxes) or confiscatory taxation may also affect Holdus’ investments. Moreover, less information may be publicly available concerning certain of the foreign issuers of securities held by Clients than is available concerning United States companies. Clients may incur higher expenses with respect to investments made outside the United States compared to investing in United States securities because of the costs incurred in connection with conversions between various currencies and the fact that brokerage commissions outside the United States may be higher than commissions in the United States. Non-United States markets also may be less liquid, more volatile and less subject to governmental supervision than in the United States.

Holdus’ investments could be adversely affected by other factors not present in the United States, including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations. Many of the laws that govern private and foreign investment, securities transactions, creditors’ rights and other contractual relationships in developing countries may be recently developed and largely untested. As a result, Holdus may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, unknowing breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations. This difficulty in protecting and enforcing rights may have an adverse effect on Holdus and its operations. Furthermore, it may be

difficult to obtain and enforce a judgment in a court outside of the United States. Regulatory controls and corporate governance of companies in developing countries may confer little protection on investors. For example, anti-fraud and anti-insider trading legislation, and the concept of fiduciary duty, may be less developed or limited compared to those in more developed markets.

Recent Developments in Europe

Global markets have experienced upheaval and above-average volatility due to developments in Europe that have raised doubts about the ability of certain European countries to meet their sovereign debt obligations. The fallout from such developments could have a significant impact on the stability and credit ratings of various European countries and financial institutions with exposure to European sovereign debt, and even the continued viability of the European Union and the Euro currency. There can be no assurance that the Adviser will accurately predict or adequately prepare for the impact of such developments, and therefore they may have a materially negative effect on the Adviser's investments, particularly those made in European entities or denominated in the Euro currency.

Contrarian Investing

Holdus believes the price of certain securities may become depressed to the point that the Adviser believes that such securities have lower downside risk than other investors may perceive (i.e., an investment will generally be made only if it is believed that the current market price is less than the intrinsic value of the security, based on assumptions as to asset values, total liabilities or claims, timing and the rate of return on the investment). Because of the substantial uncertainty concerning the outcome of transactions involving financially troubled companies undergoing fundamental changes, there is always the potential risk of a substantial loss.

Emerging Markets

Holdus may trade in emerging markets. These markets tend to be inefficient and illiquid as well as subject to political and other factors which do not typically affect more developed economies. Clients may sustain losses as a result of market inefficiencies or interference in emerging markets which would not take place in more developed markets.

Mortgage Loans and Mortgage-Backed Securities

Holdus may make significant investments in residential mortgage-backed securities ("RMBS"), commercial mortgage-backed securities ("CMBS"), and pools of residential and commercial mortgage loans which may be purchased directly or indirectly through the acquisition of securitization interests. RMBS and CMBS are subject to all of the special risks associated with such mortgage loans, including those described below. Further, investing in certain mortgage loans, RMBS and CMBS involves the general risks typically associated with investing in traditional fixed-income securities (including interest rate and credit risk), and certain additional risks and special considerations, including the risks of principal prepayment and defaults, as well as the risk of investing in real estate.

Mortgage-backed securities (other than the residential agency mortgage-backed securities) are generally not guaranteed or insured by any governmental agency or instrumentality or by any other person. Distributions on mortgage-backed securities depend solely upon the amount and timing of payments and other collections on the related underlying mortgage loans. Mortgage-backed securities generally provide for the payment of interest and principal on a regular basis, and there also exists the possibility, particularly with respect to residential mortgage-backed securities, that principal may be prepaid at any time. Different types of mortgage-backed securities are subject to varying degrees of prepayment risk. The rate of principal payments on mortgage loans is influenced by a wide variety of economic, geographic, social and other factors,

including general economic conditions, the level of prevailing interest rates, the availability of alternative financing and homeowner mobility. As a result of prepayments, Holdus may reinvest assets at an inopportune time, which may expose the Client to a lower rate of return. Further, the rate of prepayments on underlying mortgage loans affects the price and volatility of a mortgage-backed security, and may have the effect of shortening or extending the effective average life beyond what was anticipated.

The risks of investing in mortgage loans reflect the risks of investing in real estate securing the mortgage loans (as the risks of investing in RMBS and CMBS reflect the risks of investing in real estate securing the loans included in the applicable securitization). Such risks include the effect of local and other economic conditions, the possibility of changes in the structure or effectiveness of the government sponsored enterprises, Fannie Mae, Freddie Mac and Ginnie Mae, the ability of tenants/home owners to make payments, and the ability to attract and retain buyers or tenants. Increasing rates of delinquencies, foreclosures and other losses on mortgage loans could, in turn, adversely affect certain other securities in which the Clients may invest.

Mortgage Market Disruptions in General

Widespread defaults on mortgage loans and mortgage-backed securities have in the past led to market turmoil and resulted in price volatility and ratings downgrades. In addition to risks associated with attempting to predict default and recovery rates on mortgage loans, including those underlying mortgage-backed securities acquired by the Client, the creditworthiness and viability of the servicers of such mortgage loans are also significant risks. Illiquidity and unpredictability in these markets can make it difficult to determine whether such servicers have sufficient capital and adequate staffing levels to fulfill their servicing obligations and the extent to which such servicers are subject to regulatory risks and risk of error. A credit or regulatory event at, or other failure by, a servicer could result in losses to the Client.

Certain Risks Associated with Investments in Residential Mortgage Loans and RMBS

Market Disruptions and Distress. The residential mortgage market in the United States and elsewhere has, at certain times, experienced disruption and instability. Such disruptions may occur even during periods of broader economic recovery. Declines in the value of mortgaged properties may result in increases in delinquencies and losses on residential mortgage loans generally.

Loss Mitigation and Foreclosure. Mortgage loans purchased by the Client, in many cases, will require loss mitigation strategies and related workout tools which may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of such mortgage loan. However, even after a successful modification of a mortgage loan, a risk exists that replacement “take-out” financing will not be available upon maturity. It is possible that the Client may find it necessary or desirable to foreclose on real estate securing one or more mortgage loans purchased by the Client. Certain mortgage loans are non-recourse to the borrower. Thus with respect to such loans, if net amounts received through the foreclosure process are less than the amount owed to the Client with respect to a particular loan, then the Client will not be able to collect such deficiency and would suffer a loss.

The foreclosure process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the mortgage loan holder, including lender liability claims and defenses, even when such assertions have no basis in fact, in an effort to prolong the foreclosure process. In some states, foreclosure actions can take several years or more to conclude and, in some cases, must be restarted if foreclosure protocols (which vary from state to state) have not been properly followed. Further, the borrower may file for bankruptcy at any time during foreclosure proceedings, thereby staying the foreclosure action and further delaying the process. Foreclosure litigation has the potential to create a negative public image of the mortgage loan holder (or, in some cases, the underlying real property, which in turn

may result in disrupting ongoing leasing and management activities). Several cities are exploring the use of eminent domain to acquire defaulted residential mortgage loans as a means to forestall the foreclosure process. Any successful use of eminent domain may cause the Client to dispose of such property at a value substantially lower than that previously ascribed to such asset. At any one time, the Client's mortgage loans and RMBS portfolio may include or be backed by residential mortgage loans with disproportionately large aggregate principal amounts secured by properties located in only a few states or geographic regions. As a result, such mortgage loans and RMBS may be more susceptible to special risks associated with particular states or regions, such as natural hazards (including earthquakes, floods, destructive weather or other natural disasters), as well as adverse local economic conditions, than would be the case for mortgage loans having more diverse property locations.

In connection with the disposition of mortgage loans, the Client may be required to make representations about the mortgage loans, including with respect to matters that the Client may be unable to diligence. Such transactions may also require the Client to indemnify the purchaser to the extent that any such representations turned out to be incorrect, incomplete or misleading. These arrangements may result in contingent liabilities, which ultimately may be paid by the Client.

Applicable Law and Regulations. State and federal laws, public policy and general principles of equity relating to the protection of consumers, abusive debt collection practices, and unfair, discriminatory and deceptive practices generally may apply to the origination, servicing and collection of the Client's residential mortgage loans and residential mortgage loans backing the Client's RMBS. Violations of these laws, policies and principles (including violations that occurred prior to the Client's ownership of the relevant asset) may limit the ability of the Client (or, as applicable, the issuer of RMBS) to collect all or part of the principal of or interest on the mortgage loans, may entitle a borrower to a refund of amounts previously paid, and could subject the owner of a mortgage loan to damages and administrative enforcement.

Numerous laws, regulations and rules related to the servicing of mortgage loans, including in respect of foreclosure actions, have been enacted and/or proposed by federal, state and local governmental authorities, including the newly formed Consumer Finance Protection Bureau created under the Reform Act. Such laws, regulations and rules may delay foreclosure processes, reduce payments by borrowers or increase reimbursable servicing expenses, which in turn would likely result in delays and reductions in the distributions to be made to the Client as the owners of residential mortgage loans or as an investor in RMBS and/or collateralized debt obligations backed by RMBS. In addition, the rate of foreclosures of properties backing subprime loans in certain states may prompt legislators, regulators and attorneys general in those states to try to prevent certain foreclosures and bring lawsuits against participants in the financing of subprime loans in their states, including issuers of RMBS backed by such loans and investors in those RMBS, including the Client. The Client and other similarly-situated investors will bear the risk that future regulatory developments will result in losses on their investments, whether due to delayed or reduced distributions or reduced market value.

Risks Associated with Servicers and Third Party Service Providers. Mortgage loans owned by the Client are serviced by one or more third party servicers. As mentioned directly above, mortgage servicers are subject to numerous laws, regulations and rules. The Client may not be able to successfully detect and prevent violations of such laws or, more generally, fraud or incompetence by such third parties, which could expose the Client to material liability. Terminating a mortgage servicer is a cumbersome process, which could result in delays in realizing the Client's investment strategies, thereby adversely affecting returns.

Whether relating to the Client's investments in mortgage loans or RMBS, the relevant servicer generally is required to make advances in respect of delinquent mortgage loans. However, servicers experiencing financial difficulties may not be able to perform these obligations. Servicers who have sought bankruptcy protection may, due to application of the provisions of

bankruptcy law, not be required to advance such amounts. Even if a servicer were able to advance amounts in respect of delinquent mortgage loans, its obligation to make such advances may be limited to the extent that it does not expect to recover such advances due to the deteriorating credit of the delinquent mortgage loans. In addition, a servicer's obligation to make such advances may be limited to the amount of its servicing fee.

A number of originators and servicers of mortgage loans have experienced serious financial difficulties and, in some cases, have entered bankruptcy proceedings. These difficulties have resulted in part from declining markets for their mortgage loans as well as from claims for repurchases of mortgage loans previously sold under provisions that require repurchase in the event of early payment defaults or for breaches of representations regarding loan quality. Delinquencies and losses on, and, in some cases, claims for repurchase by the originator of, mortgage loans originated by some mortgage lenders have been asserted based on claims of inadequate underwriting procedures and policies, including inadequate due diligence, failure to comply with predatory and other lending laws and, particularly in the case of any "low documentation" or "limited documentation" mortgage loans, including loans that may support RMBS, and inadequate verification of income and employment history. Delinquencies and losses on, and claims for repurchase of, mortgage loans originated by some mortgage lenders have also resulted from fraudulent activities of borrowers, lenders and appraisers including misstatements of income and employment history, identity theft and overstatements of the appraised value of mortgaged properties. Such financial difficulties may have a negative effect on the ability of servicers to pursue collection on mortgage loans that are experiencing delinquencies and defaults and to maximize recoveries on sale of underlying properties following foreclosure. The inability of the originator to repurchase such mortgage loans in the event of payment defaults and other loan representation breaches may also affect the performance of RMBS backed by those mortgage loans.

Additional third parties will be retained to provide services in respect of the Client's mortgage loan investments, which services may include those relating to evaluating loss mitigation strategies, assisting with valuation of underlying properties, assisting with foreclosures or general management of the loans. The Client's investments could be negatively affected by the actions taken, or advice given, by such third parties.

Certain Risks Associated with Investments in CMBS

The underlying commercial mortgage loans in an issue of CMBS held by the Client will be backed by obligations (including participation interests in obligations) that are principally secured by mortgage loans on real property (or interests therein) having a multifamily or commercial use, including regional malls or other retail space, office buildings, industrial or warehouse properties, hotels, apartments, cooperatives, nursing homes and senior living centers. Commercial mortgage loans are generally nonrecourse loans, lack standardized terms, tend to have shorter maturities than residential mortgage loans and may provide for the payment of all or substantially all of the principal only at maturity. Commercial properties also tend to be unique and are more difficult to value than single-family residential properties. The types of property securing commercial mortgage loans, and the ways that those properties are used, can also create special risks. For instance, commercial properties that operate as hospitals and nursing homes may present special risks to lenders due to the significant governmental regulation of the ownership, operation, maintenance and financing of health care institutions. Hotel and motel properties are often operated pursuant to franchise, management or operating agreements which may be terminable by the franchisor or operator, and may be subject to complex local licensing requirements.

The repayment of loans secured by income-producing commercial properties is typically dependent on the successful operation of those properties rather than upon the liquidation value of the underlying real estate or the existence of independent income or assets of the borrower. The

net operating income from commercial properties is subject to volatility, however, and may not be sufficient to cover debt service on the related mortgage loan at any given time. Furthermore, the net operating income from, and value of, any commercial property may be adversely affected by risks generally incidental to interests in real property, including events that the borrower or manager of the property, or the issuer or servicer of the related issuance of CMBS, may be unable to predict or control, such as changes in general or local economic conditions and specific industry segments; declines in real estate values; declines in rental or occupancy rates; increases in interest rates, real estate tax rates and other operating expenses; changes in governmental rules, regulations and fiscal policies; natural disasters; acts of war; acts of terrorism; and social unrest and civil disturbances. The value of commercial real estate is also subject to a number of laws, such as laws regarding environmental cleanup and limitations on remedies imposed by bankruptcy laws and state laws regarding foreclosures and rights of redemption.

Mortgage loans underlying a CMBS issue may lack regular amortization of principal, resulting in a single “balloon” payment due at maturity. If the underlying mortgage borrower experiences business problems, or other factors limit refinancing alternatives, these balloon payment mortgage loans are likely to experience payment delays or even default. In addition, the mortgage loans underlying a CMBS issue may lack diversification and may relate to a single loan or a limited number of loans.

Interest Rate Fluctuations

The prices of portfolio investments can be sensitive to interest rate fluctuations, and unexpected fluctuations in interest rates could cause the corresponding prices of a position to move in directions which were not initially anticipated. In addition, interest rate increases will generally increase the interest carrying costs to a Client of borrowed securities and leveraged investments.

No Limitations on Strategies

There are generally no material limitations on the investment strategies, which Holdus may use when investing assets on behalf of its Clients. Holdus will opportunistically implement whatever strategies or discretionary approaches it believes from time to time may be best suited to prevailing market conditions. For some of these strategies, no specific “risk factors” are provided. Nevertheless, such strategies should be considered to be speculative, volatile and, in general, no less risky than other strategies more fully described herein. Over time, the strategies implemented on behalf of a Client can be expected to expand, evolve and change, perhaps materially. Holdus will not generally be required to implement any particular strategies and may discontinue employing any particular strategy on behalf of a Client, whether or not such strategies are specifically described herein, and without notice to Clients or Fund investors. There can be no assurance that the various investment strategies which Holdus expects from time to time to develop and implement will be successful or that strategies that have been successful will continue to be profitable.

Uncertain Exit Strategies

Holdus typically does not know the maximum or, often, even the expected duration of any particular investment at the time of initiation. Due to the illiquid nature of certain investments, Holdus is unable to predict with confidence what, if any, exit strategy for a given investment will ultimately be available for a Client. Exit strategies that appear to be viable at certain times during the life cycle of an investment may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors.

Expedited Transactions

Investment analyses and decisions by the Adviser may be undertaken on an expedited basis in order to make it possible for the Fund to take advantage of short-lived investment opportunities.

In such cases, the available information at the time of an investment decision may be limited, inaccurate and/or incomplete. Furthermore, the Adviser is unlikely to have sufficient time to fully evaluate information which is available.

There is a significantly increased risk of making poor investments when they are made on an expedited basis.

Inability to Participate in Certain Investments

Holdus has numerous business commitments and relationships worldwide. As a result of these commitments and relationships, there may be situations in which the Adviser would otherwise take a control position in an issuer, or a position adverse to the management of an issuer, but will be prevented from doing so due to other holdings.

Derivatives Risks

Derivatives

Holdus uses derivative financial instruments, which may include, without limitation, warrants, options, equity and/or interest rate swaps, credit default swaps, forward contracts, futures contracts and options thereon, and uses derivative techniques for hedging and for other trading purposes. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance as well as of material and prolonged deviations between the actual and the theoretical value of a derivative, due to, e.g., nonconformance to anticipated or historical correlation patterns. In addition, the markets for certain derivatives are frequently characterized by limited liquidity, which can make it difficult as well as costly to close out positions in order either to realize gains or to limit losses.

Some of the derivatives that may be traded by Holdus will be “over-the-counter” contracts between a Client and third parties entered into privately, rather than on an established exchange. As a result, Clients will not be afforded the regulatory protections of an exchange or its clearinghouse, or of a government regulator that oversees the exchange or clearinghouse, if a counterparty fails to perform. In privately negotiated transactions, the risk of the negotiated price deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices.

Swap Agreements

Holdus from time to time enters into various swap agreements (“Swaps”) as part of its investment program. A Swap is an individually negotiated, non-standardized agreement between two parties to exchange cash flows (and sometimes principal amounts) measured by different interest rates, commodity prices, exchange rates, indices or prices, with payments generally calculated by reference to a principal (“notional”) amount or quantity. Swaps and similar derivative contracts are not currently traded on exchanges; rather, banks and dealers act as principals in these markets. As a result, Holdus is subject to the risk of the inability or refusal to perform with respect to such contracts on the part of the counterparties with which Holdus trades. Swaps may be subject to various other types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, Swaps can involve considerable economic leverage and may, in some cases, involve significant risk of loss. Depending on their structure, Swaps may increase or decrease exposure to the corporate credit market, equity securities, long-term or short-term interest rates, foreign currency values, corporate borrowing rates or other factors. Swaps can take many different forms and are known by a variety of names. Holdus is not limited to any particular form of Swap if its use is consistent with the Client’s investment objectives and policies, and the Adviser anticipates that it will invest in interest rate swaps, credit default swaps, total return swaps, variance swaps and other types of Swaps.

Depending on how they are used, Swaps may increase or decrease the overall volatility of a portfolio. The most significant factor in the performance of Swaps is the change in the specific interest rate, currency, equity index or other factors that determine the amounts of payments due to and from Holdus's Clients. If a Swap calls for payments by a Client, the Client must be prepared to make such payments when due. In addition, if counterparty's creditworthiness declines, the value of a Swap with such counterparty can be expected to decline, potentially resulting in losses to the Client.

Credit Default Swap Agreements

Holdus may invest in credit default swaps. The typical credit default swap contract requires the seller to pay to the buyer, in the event that a particular reference entity experiences specified credit events, the difference between the notional amount of the contract and the value of a portfolio of securities issued by the reference entity that the buyer delivers to the seller. In return, the buyer agrees to make periodic payments equal to a fixed percentage of the notional amount of the contract. Holdus may also sell credit default swaps on a basket of reference entities as part of a synthetic collateralized debt obligation transaction.

As a buyer of credit default swaps, Holdus will be subject to certain risks in addition to those described elsewhere herein. In circumstances in which the Client does not own the debt securities that are deliverable under a credit default swap, the Client will be exposed to the risk that deliverable securities will not be available in the market, or will be available only at unfavorable prices, as would be the case in a so-called "short squeeze." While the credit default swap market auction protocols reduce this risk, it is still possible that an auction will not be organized or will not be successful. In certain instances of issuer defaults or restructurings (for those credit default swaps for which restructuring is specified as a credit event), it has been unclear under the standard industry documentation for credit default swaps whether or not a "credit event" triggering the seller's payment obligation had occurred. The creation of the ISDA Credit Derivatives Determination Committee (the "Determination Committee") is intended to reduce this uncertainty and create uniformity across the market, although it is possible that the Determination Committee will not be able to reach a resolution or do so on a timely basis. In either of these cases, Holdus would not be able to realize the full value of the credit default swap upon a default by the reference entity.

As a seller of credit default swaps, Holdus will incur leveraged exposure to the credit of the reference entity and become subject to many of the same risks it would incur if it were holding debt securities issued by the reference entity. However, Holdus will not have any legal recourse against the reference entity and will not benefit from any collateral securing the reference entity's debt obligations. In addition, the credit default swap buyer will have broad discretion to select which of the reference entity's debt obligations to deliver to Holdus following a credit event and will likely choose the obligations with the lowest market value in order to maximize the payment obligations of Holdus.

Counterparty risk is always present in credit default swaps. The market for credit default swaps on distressed securities is not liquid (compared to the market for credit default swaps on investment grade corporate reference entities). In the event that current interest rate spreads over LIBOR (or over the applicable United States Treasury Benchmark) widen or the prevailing credit premiums on credit default swaps increase, the amount of a termination or assignment payment upon a termination or assignment of a transaction due from Holdus to the credit default swap counterparty could increase by a substantial amount.

In addition, the proper tax treatment of credit default swaps and other derivatives may not be clear. The tax environment for derivatives is evolving and changes in the taxation of derivatives may adversely affect the value of derivatives held by Holdus.

Given the recent sharp increases in volume of credit derivatives trading in the market, settlement of such contracts may also be delayed beyond the time frame originally anticipated by

counterparties. Such delays may adversely impact Holdus' ability to otherwise productively deploy any capital that is committed with respect to such contracts.

Certain governmental entities have indicated that they intend to regulate the market in credit default swaps. It is difficult to predict the impact of any such regulation on Holdus, but it may be adverse (including making Holdus ineligible to be a "seller" of credit default swaps).

Credit Default Swaps on Loans and LCDX Transactions

Holdus may invest in all types of loan credit default swaps ("LCDS") and all types of LCDX transactions, a tradable index comprising 100 equally-weighted underlying single-name loan-only credit default swaps. LCDS are similar to credit default swaps on bonds, except that the underlying protection is sold on syndicated secured loans of a reference entity rather than a broader category of bonds or loans. Buyers of protection pay a fixed coupon agreed at time of trade, and receive compensation on the principal if the entity named on the contract defaults on its secured debt. The compensation will be par minus recovery either via the protection seller paying par in return for gaining possession of the loan or via cash settlement. Loan credit default swaps may be on single names or on baskets of loans, both tranching and untranching.

Holdus may also invest in LCDX, which is the buying or selling of protection on 100 names that comprise the LCDX portfolio (*i.e.*, the buying and selling of 100 single-name LCDS). Buying and selling the LCDX can be compared to buying and selling a loan portfolio. When the index is bought, the buyer is taking on the credit exposure to the loans, and is exposed to defaults similar to when a loan portfolio is bought. If the index is sold, this exposure is passed on to someone else. The index has a fixed coupon, which is paid when the index is sold, or received if the index is bought. The credit events that generally trigger a payout from the buyer (protection seller) of the index are bankruptcy or failure to pay a scheduled payment on any debt (after a grace period), for any of the constituents of the index. Credit events can be settled by physical or cash settlement. Physical settlement entails delivering the loan and receiving par. The protection seller who took delivery of the loan holds the defaulted asset. Although this method is the traditional method of settlement, there are risks that the notional amounts of the outstanding loans is less than the LCDS outstanding and that the LCDX counterparty will be able to take receipt of the loans.

Total Return Swaps

Holdus from time to time may invest in total return swaps. As a buyer of total return swaps, Holdus' Clients will be obligated to make certain periodic payments in exchange for the total return on a referenced asset, including coupons, interest and the gain or loss on such asset over the term of the swap. Clients may be required to maintain collateral with the total return swap counterparty. If the Client fails to fulfill its payment obligations or fails to post any required collateral under a total return swap, the total return swap counterparty may declare an event of default and, as a result, the Client may be required to pay swap breakage fees, suffer the loss of the amounts paid to the counterparty and forego the receipts from the counterparty of further total return swap payments.

Over-the-Counter Derivatives Markets

The Reform Act, enacted in July 2010, includes provisions that comprehensively regulate the OTC derivatives markets for the first time. The Reform Act will ultimately mandate that a substantial portion of OTC derivatives must be executed in regulated markets and be submitted for clearing to regulated clearinghouses. OTC trades submitted for clearing will be subject to minimum initial and variation margin requirements set by the relevant clearinghouse, as well as possible SEC- or CFTC-mandated margin requirements. OTC derivatives dealers typically demand the unilateral ability to increase Holdus' collateral requirements for cleared OTC trades beyond any regulatory and clearinghouse minimums. The regulators also have broad discretion to impose margin requirements on non-cleared OTC derivatives and new requirements will apply to

the holding of customer collateral by OTC derivatives dealers. These requirements may increase the amount of collateral Holdus is required to provide and the costs associated with providing it. OTC derivative dealers also are required to post margin to the clearinghouses through which they clear their customers' trades instead of using such margin in their operations, as was widely permitted before the Reform Act. This has and will continue to increase the OTC derivative dealers' costs, and these increased costs are generally passed through to other market participants in the form of higher upfront and mark-to-market margin, less favorable trade pricing, and the imposition of new or increased fees, including clearing account maintenance fees.

With respect to cleared OTC derivatives, Holdus' Clients will not face a clearinghouse directly but rather through an OTC derivatives dealer that is registered with the CFTC or SEC to act as a clearing member. Clients may face the indirect risk of the failure of another clearing member customer to meet its obligations to its clearing member. Such scenario could arise due to a default by the clearing member on its obligations to the clearinghouse, triggered by a customer's failure to meet its obligations to the clearing member.

The SEC and CFTC will also require a substantial portion of derivative transactions that are currently executed on a bi-lateral basis in the OTC markets to be executed through regulated securities, futures, or swap exchange or execution facility. Certain CFTC-regulated derivatives trades are expected to be subject to these rules starting in early to mid-2014. It is not yet clear when the parallel SEC requirements will go into effect. Such requirements may make it more difficult and costly for investment funds, including Holdus' Clients, to enter into highly tailored or customized transactions. They may also render certain strategies in which Holdus might otherwise engage impossible or so costly that they will no longer be economical to implement. If Holdus decides to become a direct member of one or more of these exchanges or execution facilities, Holdus would be subject to all of the rules of the exchange or execution facility, which would bring additional risks and liabilities, and potential additional regulatory requirements.

OTC derivative dealers are now required to register with the CFTC and will ultimately be required to register with the SEC. Dealers are subject to new minimum capital and margin requirements, business conduct standards, disclosure requirements, reporting and recordkeeping requirements, transparency requirements, position limits, limitations on conflicts of interest, and other regulatory burdens. These requirements further increase the overall costs for OTC derivative dealers, which costs may be passed along to market participants as market changes continue to be implemented. The overall impact of the Reform Act on Holdus remains highly uncertain and it is unclear how the OTC derivatives markets will adapt to this new regulatory regime, along with additional, sometimes overlapping, regulatory requirements imposed by non-United States regulators.

Convertible Securities, Rights and Warrants

Holdus may invest in hybrid securities that may be exchanged for, converted into or exercised to acquire a predetermined number of shares of an issuer's common stock at the option of the holder during a specified time period (such as convertible preferred stocks, convertible debentures, stock purchase rights, and warrants). Convertible securities generally pay interest or dividends and provide for participation in the appreciation of the underlying common stock but at a lower level of risk because the yield is higher and the security is senior to common stock.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The credit standing of the issuer and other factors may also affect the investment value of a convertible security. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security is increasingly influenced by its

conversion value.

Convertible securities may also include warrants, often publicly traded, that give a holder the right to purchase at any time during a specified period a predetermined number of shares of common stock at a fixed price but that do not pay a fixed dividend. Their value depends primarily on the relationship of the exercise price to the current and anticipated price of the underlying securities.

Futures Trading

Holdus may trade futures contracts, including stock index futures. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as changing supply and demand relationships, government trade, fiscal, monetary and exchange control programs and policies, national and international political and economic events and speculative frenzy and the emotions of the marketplace. In addition, governments from time to time intervene in certain markets, particularly currency and interest-rate markets.

The low margin deposits normally required in futures trading permit an extremely high degree of leverage; margin requirements for futures trading being in some cases as little as 2% of the face value of the contracts traded. Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to the investor.

Options Trading

When purchasing or selling an option, the risks associated with the transaction will vary depending on the type of option (i.e., put or call). When purchasing an option, it is necessary to calculate the extent to which the value of the underlying security must increase (in the case of a call) or decrease (in the case of a put) in order for a Client's position to become profitable, taking into account the premium and all transaction costs. The purchaser of options may offset or exercise the options or allow the options to expire. The exercise of an option results either in a cash settlement or in the purchaser acquiring or delivering the underlying interest. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin. If the purchased option expires worthless, the Client will suffer a total loss of the amount invested in the option that will consist of the option premium plus transaction costs.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavorably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. If the option is "covered" by the seller holding a corresponding position in the underlying interest or a future or another option, the risk may be reduced. If the option is not covered, the risk of loss can be unlimited. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

Forward Contracts

Holdus may trade forward contracts in the inter-bank currency market. Certain forward contracts may be traded on exchanges; however, forward contracts that are not traded on an exchange are traded via banks and/or dealers who act as principals in these markets. As a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), the CFTC now

regulates non-deliverable forwards (including deliverable forwards where the parties do not take delivery). Changes in the forward markets may entail increased costs and result in burdensome reporting requirements. There is currently no limitation on the daily price movements of forward contracts. Principals in the forward markets have no obligation to continue to make markets in the forward contracts traded. The imposition of credit controls by governmental authorities or the implementation of regulations pursuant to the Dodd-Frank Act might limit such forward trading to less than that which Holdus would otherwise recommend, to the possible detriment of a Client.

Regulatory Developments Related to Commodities Trading

Holdus' trading activities may be impacted by regulatory developments related to commodities trading. For example, recent joint rulemaking by the CFTC and the SEC has broadened the definition of "commodities" positions to include certain types of swaps, including some foreign exchange trades that were previously not regulated as commodities. The precise contours of the SEC and CFTC rules remain somewhat uncertain and may change in unpredictable ways over time.

The foregoing discussion of certain risk factors does not purport to be a complete explanation of the risks involved with investing with Holdus. Clients and Fund investors should read all documents and agreements related to opening an account or investing in a Fund (including a Fund's Offering Memorandum and other relevant documents).

Disciplinary Information

There are no legal or disciplinary events that are material to a Client's, prospective client's, Fund investor's or prospective Fund investor's evaluation of Holdus' advisory business or the integrity of Holdus' management.

Other Financial Industry Activities and Affiliations

Broker-Dealer and Registered Representatives

In 2017 Holdus is also going to apply to become a registered broker-dealer and member of FINRA. Holdus' principals shall also become registered representatives. Certain Holdus' employees are also registered representatives. Holdus shall also act as placement agent for certain of the Funds. Holdus shall be compensated by a Fund for acting as placement agent. Holdus will not act as a broker for or an agent of any Fund investor.

Holdus and its affiliates may sponsor a number of private investment vehicles, partnerships, and companies and act as the investment adviser to managed accounts, and trade on behalf of themselves and their affiliates, which may create certain conflicts of interest among Holdus and its Clients. Holdus may also have a conflict of interest in rendering advice to multiple Clients because the benefit from managing one Client account may exceed the benefit of managing another Client account(s) and, therefore, may provide an incentive to favor such other account(s). Moreover, if Holdus makes investment decisions for multiple accounts at or about the same time it makes decisions for other Client accounts, Clients may be competing for the same or similar positions. Holdus also must take into account the varying investment objectives and limitations, tax considerations, available cash, investment horizons and other factors which may affect its

Clients. There can be no assurance that a single Client will receive as large an allocation in respect of limited investment opportunities as it might otherwise have absent these considerations. Please see Brokerage Practices – Allocation of Investment Opportunities that discusses Holdus’ allocation policy.

Holdus is not obligated by contract to buy, sell or recommend for one Client any security or other investment that may be bought, sold or recommended for other Clients or for Holdus’ own or related persons’ account, but Holdus will endeavor to fairly allocate the investment opportunity or dispose of the investment in the event of an actual conflict.

Holdus will not enter into transactions in which it knowingly and deliberately favors itself or a single Client over another Client; however, the Adviser is given considerable discretion to trade for other accounts, and intends to do so to a significant extent.

In order to take advantage of diversification and new investment strategies and concepts, Holdus, from time to time, may place a portion of a Fund’s investable assets in accounts managed by or co-managed with other investment advisors, in which case such Fund may be subject to additional fees payable to such other investment advisor as well as its proportionate share of costs and expenses. Holdus also may place a portion of a Fund’s investable assets in other Holdus Funds, in which case such Fund shall not be subject to any additional management or incentive fees but will bear its proportionate share of costs and expenses. The amounts which may be invested into other managed accounts or in Holdus affiliated investment funds are not expected to be significant.

To the extent permitted by the applicable governing documents for the Funds, Holdus may, in its sole and absolute discretion, agree to waive or modify the application of any provision of the offering terms of any Fund with respect to any investor, by side letter or otherwise, without obtaining the consent of any other investor. Such side letters may provide for the following modified terms: (i) various notification requirements (e.g., upon substantial redemptions by other investors, legal or regulatory actions, or the receipt of any soft dollar commissions outside of the safe harbor provided in Section 28(e) of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”)); (ii) limitations on a Fund’s ability to distribute securities in kind upon a redemption request; (iii) the provision of audited financial statements within certain periods of time; (iv) special redemption rights for key men changes and net asset value reductions; (v) the provision of information relating to a Fund’s portfolio holdings (subject to non-disclosure agreements and other confidentiality considerations); (vi) reduced fees or fee rebates; (vii) minor investment restrictions that do not materially affect a Fund; (viii) the provision of periodic pricing information; (ix) the waiver or modification of redemption restrictions (such as redemption fees, lock-up provisions or affiliated transfers), required redemption terms or notice requirements; or (x) provisions necessary to accommodate a particular investor’s legal, tax, sovereign or regulatory status, accounting considerations, contractual obligations, or internal guidelines or policies.

In certain cases, Holdus may disclose portfolio holdings of a Fund to entities that evaluate portfolio risk for investors. Holdus will provide this information to such entities as it chooses and may refuse to provide this information to any such entity at any time. Every effort is made to bind the recipients of this information to maintain the confidential nature of this information, including entering into non-disclosure agreements prior to providing this information to them. However, there can be no assurance that these entities will fulfill their confidentiality obligations to Holdus. In addition, investors, in the course of conducting due diligence, may request information pertaining to their investments in a Fund (either verbally or in writing), including information that is not generally made available to all investors of such Fund. Holdus may respond to such requests without providing relevant information to all other investors. Holdus generally is available to receive reasonable information requests from investors concerning their investments in a Fund. However,

Holdus reserves the right to determine what information is appropriate to provide in response to inquiries from investors in a Fund.

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

Holdus has adopted a Code of Ethics (“Code”) that sets forth standards of conduct expected of employees and addresses potential conflicts that can arise from personal trading by employees. Holdus has designated every employee, with certain very limited exceptions, as an access person for purposes of its Personal Trading Policy. As such, the Personal Trading Policy covers employees of Holdus. Under the Personal Trading Policy, employees must periodically report their personal securities transactions and holdings to the Chief Compliance Officer (“CCO”) and Holdus must review these reports. To this end, employees must arrange for Holdus to receive the employee’s investment account statements, which contain information regarding securities transactions in the accounts of the employee. In addition, employees must obtain written or electronic approval before making certain types of investments.

Holdus’ Personnel Trading Policy is governed by two overriding principles. First, client trades are always processed first. Second, Holdus and its employees must manage both real conflicts and the appearance of conflicts. If an employee doubts the propriety of any personal trade, such doubt is resolved in favor of not trading. The Code also contains policies involving the safeguarding of proprietary and non-public information by Holdus personnel along with restrictions on the use of material, non-public information and the use of non-public information regarding a client.

Any issues that arise under the Personal Trading Policy must be reported to Holdus’ CCO and senior management immediately. Clients can obtain a copy of our Code of Ethics, which includes the Personal Trading Policy, free of charge, from our CCO upon request.

Interest in Client Investments

Holdus, its principals, employees and affiliates may trade securities for their own accounts. The records of such trading will not be made available to Clients. It is possible that principals, officers or employees of the Adviser may buy or sell securities or other instruments that the Adviser has recommended to Clients and may engage in transactions for their own accounts in a manner that is inconsistent with the Adviser’s recommendations to a Client. Personal securities transactions by employees may raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale for, a Client. As described above, the Adviser has adopted policies and procedures designed to detect and prevent such conflicts of interest and, when they do arise, to ensure that it effects transactions for clients in a manner that is consistent with its fiduciary duty to its clients and in accordance with applicable law. In compliance with the Adviser’s Code of Ethics, transactions in certain securities described therein are required to be pre-cleared to allow for a review for any potential conflict of interest or insider trading. Employees of the Adviser are required to report personal securities transactions either electronically or via a monthly (or as generated, e.g. quarterly) duplicate statement sent directly from the corresponding brokerage firm.

The Investment Adviser as Principal

The Adviser does not act as principal, either buying securities for itself or its affiliates from a Client or selling securities it or its affiliates own to a Client. However, in the event that the Adviser decides to engage in any such principal transaction in the future, it will comply with the requirements of Section 206(3) of the Advisers Act and Section 25235(c) of the California Corporate Code by: (i) disclosing to the Client in writing the material terms of the transaction;

and (ii) obtaining the written consent of the Client for such transaction. The Adviser will include in such disclosure: (1) its capacity as principal; (2) the cost to the Adviser of the security, in the case of a sale to a Client, or the price of the security in a resale, in the case of a purchase from a Client; and (3) the best price at which the transaction could be effected by or for the Client elsewhere if such price is more advantageous to the Client than the purchase or sale with the Adviser. Holdus does not anticipate engaging in such transactions when the Adviser may make a trading profit.

Gifts and Business Entertainment

In the normal course of business, Holdus and its officers and employees may provide and/or receive gifts or business entertainment to/from certain individuals and/or entities such as clients, investors, vendors, consultants, and service providers. Any such gift or business entertainment is not premised upon any specific client referral or any expectation of any other type of benefit to Holdus. Holdus has adopted formal policies and procedures requiring preapproval and recordkeeping of certain gifts and business entertainment.

Political Contributions

Holdus and its principals and employees may also make political contributions to persons who may serve or seek to serve in elected capacities with certain public entities. Any such political contributions are permitted only to the extent such contributions are in accordance with Holdus' policies and procedures regarding political contributions and do not violate the SEC's rule prohibiting pay-to-play activities adopted under Rule 206(4)-5.

Co-investment with Affiliates

It is contemplated that Clients may "co-invest" with the Adviser and/or principals of the Adviser in respect of certain investment opportunities, and certain of a Client's arbitrage and hedging activities may be conducted through an investment in a Fund. Any such co-investments will be on the same terms as made available to Clients, and no additional fees will be incurred by virtue of such investments. On occasion, a Fund may acquire debt or equity interests in projects financed by other entities managed by affiliates of the Adviser. In addition, a Fund may loan to or invest in entities in which other Clients of the Adviser are investors or lenders, either in similar investment positions or in different positions in the capital structure with different risk and return parameters. A Client may enter into transactions originated by, or issuers otherwise affiliated with, service providers to a Fund and their affiliates. In such event, disputes may arise between the two entities regarding the terms of the investments and the enforcement of the entities' respective rights therein. Furthermore, the Adviser is not precluded from causing a Fund to invest in the securities issued by companies represented in the investment portfolios of other Funds managed by the Adviser or its principals, affiliates or advisory clients. Any such purchases (or sales) will not be on a "principal-to-principal" basis and will only be offered where the Adviser is satisfied that the Fund's interests are not unfairly prejudiced. Without limiting the foregoing, certain Funds co-invest in certain real estate-related opportunities with other Clients. The Adviser has policies and procedures in place to mitigate the inherent conflict of interest such transactions present.

Brokerage Practices

Execution Quality

In placing purchase and sale orders of securities for Clients, Holdus' policy is to seek the best execution of orders at the most favorable price in light of the overall quality of brokerage and research services provided. In selecting brokers to effect portfolio transactions, the determination

of what is expected to result in best execution at the most favorable price involves a number of largely judgmental factors, including the broker's efficiency in executing and clearing transactions, block trading capability, and the broker's financial strength and experience in the industry. Primary market makers are used for transactions in the over the counter market except in those instances where Holdus believes more favorable execution or price is obtainable elsewhere.

Each Client is responsible for the payment of standard custodian fees for the custody of its assets. Custodian fees are paid at market rates and are not material to the Fund. Each Client incurs standard transaction costs associated with acquiring and selling securities and the brokerage commissions are negotiated at arm's length on behalf each Fund. Holdus will not receive any rebates in respect of brokerage commissions or custody fees.

In allocating brokerage business for its clients, Holdus also takes into consideration research, analytical, statistical and other information and services provided by the broker. While Holdus believes these services have value, they are considered supplemental to its own efforts in the performance of its duties to its advisory clients.

Trading and Soft Dollar Arrangements

Holdus does not intend to use soft dollars to pay for third-party research or other third-party products. Furthermore, Holdus will not enter into any third-party soft dollar arrangements without the express approval of its Chief Compliance Officer. Holdus' Clients do pay bundled commission rates and Holdus receives proprietary research from many of its executing brokers and prime brokers. As a result, Holdus may pay a broker a brokerage commission in excess of that which another broker might have charged for effecting the same transactions, in recognition of the value of the brokerage and research services provided by the broker and used by a Client. In such circumstances, Holdus endeavors to do so in accordance with the criteria of Section 28(e) of the Exchange Act ("Section 28(e)"). Holdus may also occasionally direct transactions effected on a principal basis to brokers in recognition of the research services provided by that broker. Holdus believes that in certain circumstances it may be important to its investment decision-making processes to have access to independent research. Some research services furnished by brokers and dealers with whom Holdus effects securities transactions may be used in servicing all of its Clients and not all such services may be used in connection with all Clients who paid commissions to the brokers providing such services.

Generally, research services provided by brokers may include information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and analysis of corporate responsibility issues. Such research services are received primarily in the form of written reports, telephone contacts and personal meetings with security analysts. In addition, such research services may be provided in the form of access to various computer-generated data, and meetings arranged with corporate and industry spokespersons, economists, academicians, and government representatives.

Subject to best execution, Holdus may effect transactions with certain brokers primarily in consideration for providing research services. Holdus may allocate brokerage to such firms, provided that the value of any research and brokerage services is reasonable in relationship to the amount of commission paid.

While Holdus tracks internally the amount of commissions paid to various brokers, in no case will Holdus make binding or informal commitments as to the level of brokerage commissions it will allocate to a broker.

If Holdus itself enters into a formal soft dollar arrangement to receive a mixed use product (a product that provides both Section 28(e) eligible research/brokerage functions as well as other functions), it will make a good faith allocation between the research/brokerage functions and non-

research/brokerage functions, and will pay for any non-research/brokerage functions with cash. In making good faith allocations between such functions, a conflict of interest may exist by reason of Holdus' allocation of the costs of such benefits and functions between those that primarily benefit Holdus and those that primarily benefit its clients.

Trade Error Policy

The Adviser attempts to minimize trade errors by taking the utmost care in making and implementing investment decisions on behalf of client accounts. The Adviser has controls and procedures in place designed to detect and correct in a timely manner any trade errors that may occur. Trade errors are documented and reported to the Adviser's supervisory personnel, and trade errors are reviewed to assess whether an error was a result of a weakness in internal procedures and controls. If it is determined that a weakness in internal controls caused or contributed to the error, mitigating controls are established to rectify the identified control weakness.

Unless the Adviser has specifically addressed trade errors in the investment advisory agreement with a client, it is the Adviser's policy generally not to reimburse clients for any errors or mistakes with respect to the Adviser's placing or executing trades for the client, as such errors are considered by the Adviser to be a cost of doing business. However, pursuant to the pertinent investment management agreement's exculpation of liability and indemnification provisions, the Adviser will be obligated to reimburse the client for any trade error resulting from the Adviser's gross negligence or willful misconduct. The Adviser, subject to its fiduciary obligations, will determine whether or not any trade error is required to be reimbursed in accordance with this policy. Any positive trade errors will be for the benefit of the client and not retained by Adviser.

Prime Brokers

Holdus' Clients may have prime brokerage arrangements with one or all of the following: Credit Suisse, Deutsche Bank, JP Morgan, and Bank of America Merrill Lynch. These arrangements provide for the clearing and settlement of trades executed at brokers other than the prime brokers noted above. Holdus' Clients may also execute trades through brokerage divisions of its prime brokers subject to best execution. The prime brokers may, at no additional cost, also provide additional services to Holdus from time to time, including consulting services relating to technology requirements, infrastructure implementation, facilities management, property acquisition (purchase or lease), and refurbishment or build-out advice. While this may create a potential conflict of interest, Holdus does not believe that these additional services are material and the receipt of such services was not a consideration when selecting prime brokers. In addition to the services noted above, the prime brokers may also provide additional services, which are discussed in more detail in the **Client Referrals and Other Compensation**, below.

Allocation of Investment Opportunities

Holdus attempts to act in a fair and reasonable manner in allocating investment and trading opportunities among Holdus' Clients. Holdus' allocation procedures seek to allocate investment opportunities among the accounts over time in the fairest possible way, considering both the best interests and specific restrictions of the accounts. Holdus intends to ensure that each investment is appropriate for each account in light of the characteristics of the specific security and the overall portfolio composition of such account. Although the allocation of investment opportunities among Clients may create potential conflicts of interest because of the interests of Holdus or because Holdus may receive different fees or compensation from its Clients, the allocation decisions will not be based on such interests, fees or compensation.

Within the overall parameters, consideration is given to account investment objectives, strategies and guidelines, account constraints and restrictions, account size, diversification, cash availability (including anticipated contributions and redemptions), tax issues, exposure to asset classes, ramp-

up or ramp-down status, investment time horizon and other factors, including, where appropriate, the value of having round lots in the portfolio. Holdus will not be obligated to allocate an investment opportunity across all of its Clients and may at times sell a position of an investment for one or more of its Clients, while it continues to hold the same investment for other Clients. For example, if any Client is prohibited from purchasing a particular security due to any legal or other regulatory reason, such Client will not be allocated any portion of such security; however, the Advisor may over allocate certain trades to such accounts where the legal or regular issue does not otherwise prevent the Client from participating in such trade – with the goal being to allocate trades in a fair and equitable manner over time. Similarly, certain Holdus Clients may not fully participate in equity IPOs. Allocations of equity IPOs will generally be made among eligible Clients on a pro rata basis.

From time to time, Holdus may recommend securities to one or more accounts and it or its affiliates may purchase securities for their own accounts as well. Conflicts of interest may arise among the accounts, or among Holdus and the accounts, or as a result of some other securities investment activity or business in which one or more accounts may be engaged. In addition, Holdus is not obligated by contract to buy, sell or recommend for an account any security or other investment that may be bought, sold or recommended for any other accounts.

On occasions where a number of accounts and affiliates are attempting to purchase the same securities, Holdus may aggregate orders to purchase or sell securities with those of its other accounts in order to facilitate execution and minimize transaction costs. Holdus receives no additional compensation or remuneration for such aggregation. The manner of aggregation is consistent with Holdus' duty to seek best execution for its accounts and with the terms of its investment advisory agreements. Each account participates in aggregated orders at the average share price for each completed transaction in a security with a given broker on a given business day, with transaction costs borne by each account participating in the transaction. If all such orders cannot be fully executed under prevailing market conditions, Holdus allocates on an equitable basis among all of its accounts the purchases or sales which can be made after taking into account the size of the order placed for the various accounts and such other factors as it deems appropriate. In some cases, this procedure may adversely affect the price paid or received by Holdus' accounts or the size of the position obtained by such accounts. In addition, due to certain minimum investment thresholds, certain smaller accounts may not participate in all transactions. This may, over time, result in such accounts holding fewer overall positions than larger accounts.

In addition, Holdus may, from time to time, cause the record title to securities purchased on behalf of the accounts to be held in the name of a nominee affiliate in trust on behalf of the accounts. Such nominee holdings will be undertaken when the size of the investment, the nature of the co-investment or other considerations relating to the transaction militate in favor of holding the securities in the name of one person rather than subdividing the securities among the accounts. A qualified custodian, for the sole benefit of the accounts, each of whom will retain full beneficial ownership, will hold any such nominee holdings.

Holdus and its affiliates may also cause the accounts to share on a fair and equitable basis in the legal fees and other expenses it incurs in investigating and negotiating potential transactions for the accounts, whether or not such transactions are consummated. In loan transactions sourced by Holdus and its affiliates, Holdus may serve as agent at no additional cost to the accounts.

Cross Trades between Investment Advisory Clients

From time to time, one Fund may sell or buy a security to or from another Fund. Although these transactions should not be deemed principal transactions where the Adviser (including its controlling persons) owns less than 25% of the interests of each Fund, the Adviser recognizes the conflict of interest such transactions may create. To mitigate such conflicts of interest, the Adviser will obtain an independent review of the fairness of the transaction to both Funds if the

investment is private or an independent price (i.e., a pricing service or broker quote) if the investment is public.

Similarly, from time to time, one Fund may sell or buy a security to or from a managed account Client. The Adviser also recognizes the conflict of interest such transactions may create. To mitigate such conflicts of interest, the Adviser will provide the managed account Client with the name of each security to be crossed for review and confirm approval by such managed account Client before executing the trade. Public securities will typically be “crossed” at the mid-point between the bid and the ask. The Adviser, based on its valuation procedures, will value private securities and of exchange commodities and such valuation will be reviewed and approved by the managed account Client.

Review of Accounts

Client accounts are reviewed and monitored on routine basis by Senior Management. Reviews may be triggered by, among other factors, changing market conditions, news concerning specific holdings, or at the request of a Client.

Separately managed accounts receive transaction confirmations and monthly statements from brokers, as well as a monthly report listing the holdings, the market value, cost and other information concerning the account.

Fund investors receive monthly account statements listing the value of their investment. Fund investors also receive an annual K-1, if applicable, and a copy of the annual audit for each fund in which they are invested.

Taxable accounts receive an annual tax summary.

Certain private funds advised by Holdus have retained the services of a third party administrator to act as administrator, share registrar, and transfer agent. The Administrator is generally responsible for producing and distributing monthly account statements and other information as specified above to investors. Also, due to legal/regulatory constraints that must be followed by some of our Clients/underlying Fund investors and/or the specific needs and requests by certain Clients/Fund investors, Holdus may, at its discretion, agree to provide certain Clients/Fund investors more frequent reports and/or certain other reports than those described above. Certain information is only provided after the Client/Fund investor has signed a confidentiality agreement.

Client Referrals and Other Compensation

From time to time, Holdus may enter into arrangements with third parties whereby Holdus compensates such third parties for referring clients or investors to Holdus. To the extent required by applicable law or Holdus’ internal procedures, Holdus will only enter into an arrangement if the client/investor is aware of the fee arrangement and the arrangement is in compliance with applicable rules and regulations. Holdus will furnish each such client/investor with a current copy of the Adviser’s written disclosure statement and the solicitor’s written disclosure document and Holdus will receive from any such client/investor a written receipt of such documents, to the extent required by applicable law.

In addition, Holdus’ executing and prime brokers may, from time to time, refer to Holdus potential clients/inventors or arrange for meetings with potential clients/investors who are also often clients of the broker. While this may create a potential conflict of interest, capital introduction is not a consideration when selecting or retaining prime brokers or executing trades.

While the brokers may arrange the meetings, there is no guarantee that the clients/investors will invest with Holdus. Other than the standard commission rates paid by Holdus' Clients, and customary prime brokerage fees, the brokers do not receive any compensation, directly or indirectly, for the meetings or the subsequent investments, if any. Holdus does not select or recommend broker-dealers based upon client referrals from a broker-dealer or third party. Clients do not direct brokerage.

Custody

Holdus has no custody of Client funds and/or securities. Investors and Clients should carefully review any statements or reports provided by the fund Administrator as well as the Fund's audited financial statements. The Funds are audited annually and Fund investors receive a copy of the annual audit within 120 days' of a Fund's year-end. With respect to such funds and/or securities held by managed account Clients, such Clients will have access to account statements prepared by a qualified custodian. Such account statements will be available on-line and will be updated at least quarterly. Managed account Clients will also receive accounts statements from Holdus, and Clients should compare the account statements received from the qualified custodian with those received from Holdus.

Investment Discretion

Holdus provides (accepts) advisory services on a fully discretionary basis. Clients (but generally not investors) are permitted to place limits on this discretion or with respect to certain investments and/or investment types. Prior to accepting this authority, Holdus will enter into an advisory agreement with the client.

Neither Holdus nor any of its affiliates, principals or employees is required to devote full time to managing any single Client. They may conduct other businesses and provide investment advisory services to other clients, including, without limitation, other affiliated investment funds and managed accounts (such as corporate or governmental benefit plans, institutional investors and high net worth individuals), some of which may have objectives similar to those of other Clients. They may give advice and make recommendations to such other Clients, which may be the same, similar to or different from those rendered to another Client. The compensation arrangements with other clients may create incentives for Holdus or its principals or employees to favor such other clients. However, Holdus will not knowingly or deliberately favor any Client over another Client as result of different compensation arrangements. Decisions affecting one Client may be made independently from such other Clients.

Class Actions

Unless otherwise specifically prohibited in the investment advisory contract, Holdus may, at its sole discretion, file proofs of claims in relation to class actions. Holdus will generally participate and file the necessary claim forms through the use of an unaffiliated third-party service provider. The service provider receives a contingency fee and is not compensated unless a recovery is obtained. Holdus will periodically review this process to determine if the cost associated with such filings exceeds the benefits.

Voting Client Securities

Generally, Holdus has authority to vote its Client's proxies (unless a Client retains authority pursuant to its advisory agreement with Holdus). Holdus has adopted formal written Proxy Voting Policies and Procedures (the "Proxy Policy"). Clients and investors may obtain a copy of Holdus' proxy voting policies and procedures and information on how the Client's securities have been voted upon the Client's request, free of charge from our CCO upon request (Karen Fischer (310) 228 83 94 Ext 703).

Most of the securities held for Holdus' Clients constitute a small percentage of the ownership of the issuer of such securities, therefore Holdus does not expect such issuers to be impacted by its Clients' proxy votes related to such securities. Accordingly, Holdus has determined that its Clients' interests will not be impacted by such proxy votes and that the benefits to its Clients related to any such vote would be small and the costs associated with investigating how best to vote such proxies would exceed such benefits. Consequently, Holdus will not vote or evaluate proxies relating to a security if its Client is a beneficial owner of no more than one percent (1%) of the outstanding securities of such issuer. If, however, Holdus believes that the subject matter of a proxy for any such security may nonetheless be material to a Client's account and that the vote may impact the outcome of such vote, Holdus will vote the proxy in a manner that is in the best interest of its Client. Notwithstanding anything to the contrary in the forgoing, Holdus will vote a proxy as dictated by any Client's written instructions. Additionally, certain of its Clients have securities lending agreements with their prime broker/custodian and for purposes of determining whether Clients are a beneficial owner of more than 1% of the outstanding securities of an issuer, Holdus will not include securities that are on loan as Holdus does not have the ability to vote such proxies.

Holdus will evaluate proxies relating to a security if the Client is the beneficial owner of more than one percent (1%) of the outstanding securities of such issuer and has the right to vote securities (which it may not possess if the securities are loaned out). Holdus will vote these proxies in a manner that is in the best interest of the Client. Holdus shall consider only those factors that relate to the Client's investment or dictated by the Client's written instructions, including how the result of the requested vote will economically impact and effect the value of the Client's investment (keeping in mind that, after conducting an appropriate cost-benefit analysis, avoiding further expense and investigation and not voting at all on a presented proposal may be in the best interest of the Client). In voting on each and every issue, Holdus will vote in a prudent and timely fashion and only after a careful evaluation of the issue(s) presented on the ballot.

In exercising its voting discretion, Holdus and its employees will seek to avoid any direct or indirect conflict of interest raised by such voting decision. Holdus will provide adequate disclosure to its Clients if any substantive aspect or foreseeable result of the subject matter to be voted upon raises an actual or potential conflict of interest to Holdus or any of its affiliates. After informing a Client of any potential conflict of interest, Holdus will either request such Client's consent to Holdus' vote recommendation or request that such Client vote the proxy directly or through another designee. If the Client is unreachable or the Client has not affirmatively responded before the response deadline for the matter being voted upon, Holdus may: (a) engage a non-Interested Party to independently review its vote recommendation if the vote recommendation would fall in favor of its interest (or the interest of its affiliate), to confirm that the vote recommendation is in the Client's best interest under the circumstances; (b) cast its vote as recommended if the vote recommendation would fall against its or its affiliate's interest and such vote recommendation is in the Client's best interest under the circumstances; or (c) abstain

from voting if it determines that such action is in its Client's best interest under the circumstances.

Holdus will also exercise voting and/or consent rights with respect to fixed income securities, including but not limited to, plans of reorganization, and waivers and consents under applicable indentures, consent rights that primarily entail decisions to buy or sell investments, such as tender or exchange offers, conversions, put options, redemption and Dutch auctions.

With respect to the exercising of such voting and/or consent rights, Holdus considers each proposal regarding a fixed income security on a case-by-case basis taking into consideration any relevant financial implications, contractual obligations as well as other relevant facts and circumstances at the time of the vote.

Financial Information

Holdus does not require or solicit pre-payment of advisory fees. There are no financial conditions that are reasonably likely to impair Holdus' ability to meet its contractual commitments to clients.



Holdus Capital Investments Advisors Inc.

10200 Venice Blvd Suite # 108, Culver City CA 90232

(310) 228 8394

www.HoldusCapital.com

Brochures Supplements ADV-Part 2B

August 5, 2017

This Brochure Supplement provides information about Dr. Patrick B. Hodara (CRD # 5757914) that supplements the Holdus Capital Advisors LLC, Brochure. You should have received a copy of that Brochure. Please call (310) 228 8394 Ext 704 if you did not receive Holdus Capital Advisors' Brochure or if you have any questions about the contents of this supplement. Additional information about Dr. Patrick Hodara is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience:

Name: Dr. Patrick B. Hodara

Year OB: 1961

Education: **Ecole Nationale d'Administration (ENA) - Paris, France**

Public administration program focused on international public law and public policies.

Claude Bernard University (PhD) - Lyon, France

Doctorate degree in Veterinary Medicine with thesis in Pharmacology-Immunology.

Insead- Fontainebleau, France

MBA in marketing, international business and finance

Ecole Nationale Veterinaire De Lyon (DVM) - Marcy-L'etoile

Graduate degree of veterinary medicine rewarded with fellowships in Biochemistry physiology pharmacology and pathology.

Business History:

November 2013 to May 2015 - NMS Capital Securities, LLC, President, CEO and CCO

February 2014 to May 2015 - NMS Capital Advisors, LLC, President, CEO and CCO

March 2014 to May 2015 - NMS Capital Asset Management, Managing Director

June 2008 to Present – ARAD Realty, Broker, officer
January 2005 to Present – Holdus Group, CEO
December 2011 to October 2013 – Aaron Capital Incorporated, Managing Director
February 2010 to November 2011 – Mentor Securities, LLC, Managing Director

Disciplinary Information:

This section is not applicable.

Other Business Activities:

September 2004 to Present – Holdus Group, Chairman & CEO
June 2008 to Present – ARAD Realty, Broker, officer

Additional Compensation:

Currently, I am not receiving any form of compensation from any entity other than Holdus Capital Investments Advisors, Holdus Group and ARAD Realty.

Supervision:

All new account applications and engagement documents will be reviewed by our Compliance Officer, Dr. Patrick B. HODARA, within the first 48 hours of engagement of a new client or and update to the agreements or his designee reviews the daily trade blotters on a daily basis. Reviewed trade blotters are initialed and maintained in the office of the supervisor. Any questionable transaction will be reviewed with the representative and the designated principal. This practice will ensure that there are no discrepancies in risk profile and that adequate advice is being given. Additionally, all accounts will be reviewed on an ongoing basis and at least quarterly. Holdus Capital Investment Advisors' Compliance Officer Can be contacted (310) 228 8394 Ext 704.



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Brochures Supplements ADV-Part 2B

August 5, 2017

This Brochure Supplement provides information about Barry D. Schreiber, Esq. (CRD # 1815831) that supplements the Holdus Capital Advisors LLC, Brochure. You should have received a copy of that Brochure. Please call (310) 228 8394 Ext 704 if you did not receive Holdus Capital Advisors' Brochure or if you have any questions about the contents of this supplement. Additional information about Barry D. Schreiber, Esq. is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience:

Name: Barry D. Schreiber

Year OB: 1943

Education: B.A Yeshiva University, NYC 1964.
J.D University of Maryland School of Law, 1967.

Business History:

1/2016-1/2017: Farmers Insurance Company, Farmers Financial Services.

1/2016-present, Orly Guy Bachor, practice of Law, Israel

12/2014 -Present, Barry Schreiber Insurances sales

11/2013 to 12/ 2014 - NMS Capital Securities, LLC, President,

1/2011-12/2013 Aaron Capital, investment banking

1/2008-20010; Mentor Securities, investment banking

1/2007-12/2008 Waddell and Reed, financial services

6/2006-112/20010: Infinite Consulting Corp, investment Banking,
financial services

6/2005-5/2006: Citizens Empowerment Center, nonprofit, Executive Director
2/2000-6/2005: Infinite Consulting Corp; investment banking, financial services
6/1998-1/2005: Shinar, Shachor, Weissberger, practice of Law Israel
1/2001-1/2005: Capitalink LC, investment banking, Miami, Fla.
1/92-6/1998: Strategy Group International, Israel
1/1980-12/1991: Barry D. Schreiber, PA, Practice of Law, Miami, Florida

Disciplinary Information:

No disciplinary related to financial matters or to the Finance industry.
In June 1997, Barry Schreiber was disciplined with a 120 days suspension by the Florida State Bar for "conduct unbecoming a lawyer" of February 1994. Reinstatement in good standing was thereafter granted.

Other Business Activities:

Agency owner of Farmers Insurance Agency;
Partner in law firm of Orly Guy Bachor, Tel Aviv, Israel

Additional Compensation:

I am currently receiving compensation from Orly Guy Bachor Law office and Farmers Insurance Company

Supervision:

All new account applications and engagement documents will be reviewed by our Compliance Officer Compliance Officer, Dr. Patrick B. HODAR, within the first 48 hours of engagement of a new client or and update to the agreements or his designee reviews the daily trade blotters on a daily basis. Reviewed trade blotters are initialed and maintained in the office of the supervisor. Any questionable transaction will be reviewed with the representative and the designated principal. This practice will ensure that there are no discrepancies in risk profile and that adequate advice is being given. Additionally, all accounts will be reviewed on an ongoing basis and at least quarterly. Holdus Capital Investment Advisors' Compliance Officer Can be contacted (310) 228 8394 Ext 704.