

BROCHURE OF

WOODSIDE CAPITAL ADVISORS, LLC

A Delaware limited liability company registered with the U.S. Securities and Exchange
Commission as an Investment Adviser
CRD# 291791

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New York, NY 10271
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March 2, 2018

THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF WOODSIDE CAPITAL ADVISORS, LLC. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT (646) 569-2855.

THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION (“SEC”) OR ANY STATE SECURITIES AUTHORITY.

ADDITIONAL INFORMATION ABOUT WOODSIDE CAPITAL ADVISORS, LLC ALSO IS AVAILABLE ON THE SEC’S WEBSITE AT WWW.ADVISERINFO.SEC.GOV.

The delivery of this Brochure (“Brochure”) at any time does not imply that the information contained herein is correct as of any time subsequent to the date shown above. This Brochure will supersede all other documents containing information about Firm.

Material Changes

There are no material changes to report as this is Woodside Capital Advisors, LLC's initial Brochure.

Table of Contents

Part 2A – Disclosures about Woodside Capital Advisors, LLC.

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

Item 19 – Requirements for State Registered Advisers.....	
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18

Item 4. ADVISORY BUSINESS

Woodside Capital Advisors, LLC (the “Firm”) is a Delaware limited liability company, which was formed on April 13, 2016. The Firm is a U.S. Securities and Exchange Commission (“SEC”) registered investment adviser. Registration as an investment adviser does not imply a level of skill or training. The Firm is owned by Munaf Merchant (29.16%), Domenick Migliorato (29.16%), Michael Wilkins (29.16%) and James Logan (12.5%).

The Firm primarily provides investment management services to the following private funds: GSL Alpha Fund One LP (“GSL1”); GSL Alpha Fund Two, LP (“GSL2”); GSL Alpha Funds Cayman SPC (“GSLCY”); and GSL Short Duration Credit Opportunity Fund LP (“GSLCredit”) (collectively referred to herein as, the “Funds”). The general partners to GSL1, GSL2 and GSLCredit are, respectively: Woodside Capital Partners One LLC, Woodside Capital Partners, LLC and Woodside Capital Partners Credit LLC. The Funds are private investment vehicles which are offered exclusively to sophisticated investors. Investors in the Funds are qualified clients (as defined in Rule 205-3 promulgated under the Investment Advisers Act of 1940, as amended) and qualified purchasers (as defined under the Investment Company Act of 1940, as amended). The Firm has an affiliate that is a relying adviser to the Firm, Capital Strategies Management, LLC. In addition to the Funds, the Firm also offers investment advisory services to separate qualified clients on a discretionary basis through separately managed accounts (“SMAs” or, together with the Funds “Clients”), which utilize similar investment strategies to the Funds and are custom tailored to different individual objectives. The specific investment objectives of the Funds are set forth in the relevant offering documents. In general, the Firm’s investment strategy is to seek a relatively stable return profile by investing in low to medium risk strategies.

Item 5. FEES AND COMPENSATION

The relevant offering documents of the Funds fully disclose the terms of the compensation collected by the Firm on behalf of the Funds. In general, the Firm charges the each of the Funds a monthly management fee. The monthly management fee charged to the Funds is equal to 0.1667% (or 2% annually) of assets under management. Regarding SMAs, the client’s investment management agreement with the Firm will define the management fees applicable to each client. Such fees may be charged monthly or in arrears.

Item 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

In addition to the above management fees, the Firm shall charge the Funds an amount up to or equal to forty (40) percent of their respective net profits on an annual basis. The specific terms of the performance-based compensation are set forth in the relevant offering documents of the Funds. For example, the performance-based compensation may be subject to hurdle rates and/or high water marks. Regarding SMAs, the client’s investment management agreement with the Firm will define the terms of any performance-based compensation applicable to each client.

Performance-based compensation is drawn from client accounts either in the form of an incentive fee or a profit allocation (sometimes referred to as “carry” or “carried interest”).

The existence of performance-based compensation may create an incentive for the Firm and the individuals who are entitled to receive a portion of such compensation to manage investments in a more aggressive manner than they might otherwise do in the absence of performance-based compensation. Again, the specific details regarding any performance-based compensation are set forth in the respective client’s governing documents. Investors in the Funds should refer to the limited partnership agreement, investment management agreement, and/or the respective private placement memorandum. SMA clients should refer to their investment management agreement.

Item 7. OTHER COSTS

Clients also incur third-party brokerage commission and other transaction costs, as explained in further detail in the **Brokerage Practices** section below. Additional third-party costs related mainly to custody, audit, administration, legal advice, tax advice and preparation, banking services, and research and consulting shall also apply for investors in the Funds. In some cases, the Funds may also be billed to reimburse the Firm for certain transaction-related travel expenses. In all cases, details concerning applicable fees and expenses are set forth in the Funds’ governing documents.

Item 8. TYPES OF CLIENTS

As discussed in the **Advisory Business** section above, the Firm currently provides investment management services primarily to the Funds, which in turn are offered exclusively to sophisticated investors. The Firm also offers investment management services to sophisticated investors on a discretionary basis through SMAs. In particular, the Firm manages separate institutional and individual client accounts on a discretionary basis, as stated above. Although the Firm generally seeks minimum account commitments from its investors in the Funds of US \$500,000, the relevant general partner to each fund can waive such minimums in its discretion. Minimums for SMAs will be subject to negotiation.

Item 9. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

I. *Methods of Analysis and Investment Strategies:*

The investment strategy employed by the Firm has its own set of risks, but in all cases, the Firm’s strategies involve a risk of loss that clients should understand and be prepared to bear.

The Firm shall provide investment management services to the Funds and may also manage other accounts and/or establish other private investment funds in the future.

The Funds’ investment objectives seek, generally, to achieve relatively stable return profile by investing in low to medium risk strategies. Though each of the Funds has similar investment objectives, please carefully review the relevant offering memoranda, as certain differences exist.

In general, the Funds will seek to realize their objective using the following strategies:

- a) ***Hedged Synthetic Forward Sale (Buy Put and Sell Call) / Forward Purchase (Sell Put and Buy Call) Strategy:*** The hedged synthetic forward sale / forward purchase strategy involves transactions created in the equities and options markets to generate returns from the differential between the implied stock borrow / loan rates in these markets and the actual rates for such securities in the securities lending and borrowing markets and to generate profit and loss (“P&L”) from implied versus actual dividend payments on the stocks.

The following are Hedged Synthetic Forward Sale transactions that the Firm will seek to trade:

i) *Conversion Packages:* Conversion Packages are Synthetic Forward Sale transactions combined with the purchase of stock on a fully hedged basis. The primary components of a Conversion Package are the purchase of a put and sale of call on the same strike and maturity and the purchase of stock on a one for one basis, to establish a non-directional fully hedged position that is liquidated by either the sale of the package or exercise / assignment of the put / call on expiration. The trades are typically executed at a net debit that represents the implied stock borrow cost in the stock over the term of the trade. Transactions herein are executed either as packages in the Inter Dealer / Broker market, by placing orders to the complex order book using electronic trading systems or by legging into the package by buying the long option position first.

ii) *Split Strike Conversions:* Split Strike Conversions are Synthetic Forward Sale transactions executed using different strike prices for the call and the put. In the first case, the trade involves buying stock and buying an in the money put and selling an out of the money call at one / two strikes above. While the premium paid in this case is slightly higher than in a conversion, the P&L profile is higher too. In addition to the securities lending premium earned, the trade provides upside P&L equal to the differential in strikes that will result from the stock price increase. In the second case, the trade involves buying an in the money put and selling an out of the money call at a strike one / two strikes lower than that of the put. In this case, the premium paid will be lower than that of a conversion allowing for the trade to be executed at a cheaper level, with a P&L offset equal to the differential in strike prices in case of a stock price increase.

iii) *Calendar Conversion (“Jelly Roll”):* Calendar Conversion trades are transactions where a fund buys a near term Reversal Package and buys a far term Conversion Package. The underlying premise of the trade is to take advantage of the slope of the stock borrow rate curve over the time frame in question. Trades can be executed as a package – Jelly Rolls – or in stages where one leg is executed versus stock at a point in time with the opposite leg executed at a later time versus stock, setting up a Jelly Roll.

iv) Single Stock Futures Package: Single Stock Futures (“SSF”) are Futures traded on an individual equity security. The transaction includes the purchase of stock and the sale of a SSF on a fully hedged basis. Trades are typically executed simultaneously as a package with a net implied premium paid that represents the stock borrow cost over the term of the trade.

v) Stock Loan Volatility Trading: will consist of transactions in equity options and stock executed either simultaneously or by legging into the trade. The primary driver behind these transactions will be to establish positions in typically Hard-to-Borrow securities that are currently not in demand. The Firm will seek to establish positions in these securities with a small long / short delta bias and on-lend the securities into the lending market for income. Trades under this umbrella will typically be done in conjunction with a Conversion trade for the following three reasons:

- To provide additional stock for on loan purposes
- To provide a “tail hedge” to protect against a dramatic decrease in stock price
- To provide additional return opportunity in the event of the stock gapping upwards

Trades will also be done in stocks without any of the above trades in place, for all the same reasons. The trade types envisioned here comprise of the following:

- At the money long put and long stock with a slightly long / short delta bias
- A long call and short stock trade with a slightly long / short delta (either on the back of an existing conversion or when the stock borrow rate is at or near its peak)
- Vertical, Diagonal, Calendar, Ratio, Strangle, Straddle and other Combination Spreads

b) ***Hedged Synthetic Forward Purchase***: The following are Hedged Synthetic Forward Purchase transactions that the Firm will seek to trade:

i) Reversal Packages: Reversal Packages are Synthetic Forward Purchase transactions combined with the short sale of stock on a fully hedged basis. The primary components of a Reversal Package are the purchase of a call and sale of put on the same strike and maturity and the short sale of stock on a one for one basis, to establish a non-directional fully hedged position that is liquidated by either the sale of the package or exercise / assignment of the call / put on or prior to expiration. The trades are typically executed at a net credit that represents the stock loan cost in the stock over the term of the trade. Transactions herein are executed either as packages in the Inter Dealer / Broker market, by placing orders to the complex order book using electronic trading systems or by legging into the package by buying the long option position first.

ii) Risk Reversal Conversions: Risk Reversals are Synthetic Forward Purchase transactions executed using different strike prices for the call and the put. In the first case, the trade involves short selling stock and selling an in the money put and buying an out of the money call at one / two strikes above. While the premium received in this case is slightly higher than in a reversal, the P&L profile is higher too. In addition to the securities lending premium earned, the trade provides upside P&L equal to the

differential in strikes that will result from the stock price increase. In the second case, the trade involves buying an in the money put and selling an out of the money call at a strike one / two strikes lower than that of the put. In this case, the premium paid will be lower than that of a conversion allowing for the trade to be executed at a cheaper level, with a P&L offset equal to the differential in strike prices in case of a stock price increase.

iii) *Calendar Reversal (“Jelly Roll”)*: Calendar Reversal trades are transactions where a fund buys a near term Conversion Package and buys a far term Reversal Package. The underlying premise of the trade is to take advantage of the slope of the stock borrow rate curve over the time frame in question. Trades can be executed as a package – Jelly Rolls – or in stages where one leg is executed versus stock at a point in time with the opposite leg executed at a later time versus stock, setting up a Jelly Roll.

iv) *Single Stock Futures Package*: Single Stock Futures (“SSF”) are Futures traded on an individual equity security. The transaction includes the purchase of stock and the sale of a SSF on a fully hedged basis. Trades are typically executed simultaneously as a package with a net implied premium paid that represents the stock borrow cost over the term of the trade.

v) *Stock Loan Volatility Trading*: will consist of transactions in equity options and stock executed either simultaneously or by legging into the trade. The primary driver behind these transactions will be to establish short positions in typically Hard-to-Borrow securities that are currently in demand. The Firm will seek to establish positions in these securities with a small long / short delta bias and borrow the securities from the stock loan market at a cheaper rate. Trades under this umbrella will typically be done in conjunction with a Reversal trade for the following three reasons:

- To sell / short sell additional stock \ on P&L purposes
- To provide a “tail hedge” to protect against a dramatic increase in stock price
- To provide additional return opportunity in the event of the stock gapping downwards

Trades will also be done in stocks without any of the above trades in place, for all the same reasons. The trade types envisioned here comprise of the following:

- At the money long put and long stock with a slightly long / short delta bias
- A long call and short stock trade with a slightly long / short delta (either on the back of an existing reversal or when the stock borrow rate is at or near its peak)
- Vertical, Diagonal, Calendar, Ratio, Strangle, Straddle and other Combination Spreads

- c) ***Conduit Stock Loan and Borrow Strategy***: The conduit stock loan and borrow match book strategy involves transactions in the securities lending and borrowing markets to generate returns between the actual borrow and loan rates for securities executed with two separate counterparties.

The Firm will transact in Securities Lending and Borrowing transactions on match book or conduit basis. These trades involve the collateralized lending of securities from one entity to another. As a general practice, these trades are governed by standardized securities lending agreements that require the borrower of securities to provide the lender with collateral (in the form of cash, securities, or a letter of credit) of a value equal to or greater than the borrowed securities. Typically, these loans are collateralized with cash equaling at least 100% (generally, 102% for domestic securities and 105% for international securities) of value of the borrowed security. As consideration to the lender in these transactions, the parties negotiate a fee, quoted as an annualized percentage of the value of the loaned securities. Where the collateral is in the form of cash, the fee may be quoted as a “rebate,” meaning the lender will earn all of the interest which accrues on the cash collateral and will rebate an agreed rate of interest to the borrower, with the fee that is earned by the lender being the interest earned on the collateral less the rebate.

The Firm may seek to trade in publicly-traded equities, ETF’s, Single Stock Equity Options, ETF Options, Single Stock Futures, ADR’s and Options on ADR’s, utilizing leverage, to achieve its objective. In addition, the Firm will seek to trade either Eurodollar Futures, Treasury Bills or Treasury Bonds to hedge the interest rate risk embedded in the portfolio.

Proceeds of the trading activities described above may be invested in the following two ways:

- a) ***Investment via a prime broker account:*** Trade hedged synthetic forward sale / forward purchase transactions in a prime broker account. In the initial stages and potentially on an ongoing basis the fund may invest the entire proceeds or a portion thereof in a prime broker account (prime broker to be determined) to transact in hedged synthetic forward sale / forward purchase transactions.
- b) ***Investment in series B non-voting shares of a holding company that owns a broker / dealer:*** The Firm may also look to purchase series b non-voting shares of a holding company that owns a securities broker / dealer with approval to self-clear equities and options and trade proprietarily for its own account and to execute stock loan / borrow transactions. The proceeds invested in the holding company will be down streamed into a proprietary account of the broker / dealer alongside owner equity, to transact in hedged synthetic forward sale / forward purchase transactions and conduit stock loan and borrow match book transactions.

Allocation of investment proceeds between each of the option listed above will be opportunistic and determined by the Firm with a view to maximizing the investment strategy and objective of the Funds.

An investment in the Funds also involves a number of material risks, including, but not limited to: the lack of a liquid public market for interests of the Funds; restrictions on the ability of investors in the Funds to withdraw or redeem their capital; and the ability of the Firm and its investment professionals to correctly identify and assess good investment opportunities, particularly given the often early stage of development of the businesses invested in, their

frequent need for additional capital and the often rapidly shifting dynamics and intense competition that characterize the industries in which they operate.

A more complete discussion of the investment strategy and the risks involved is contained in the relevant private placement memorandum for the Funds and should be read by prospective investors carefully. SMAs should refer to the risks set forth in their investment management agreements. The Firm's investment strategy involves a risk of loss that clients should understand and be prepared to bear.

II. Risks Associated with the Firm's Investment Strategies

Leverage. When deemed appropriate by the Firm and subject to applicable regulations, Clients may incur leverage in their investment program, whether directly through the use of borrowed funds, or indirectly through investment in certain types of financial instruments with inherent leverage, such as puts, calls and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. To the extent the Firm purchases securities with borrowed funds, its net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. The level of interest rates generally, and the rates at which such funds may be borrowed in particular, could affect the operating results of the Client. If the interest expense on this leverage were to exceed the net return on the investments made with borrowed funds, the Firm's use of leverage would result in a lower rate of return than if a Client were not leveraged.

Short Selling: Although the Firm may sell short a variety of assets, it expects most short trades to be in equity securities. Short selling involves the sale of a security that a Client does not own and must borrow in order to make delivery in the hope of purchasing the same security at a later date at a lower price. In order to make delivery to its purchaser, the Client must borrow securities from a third party lender. The Client subsequently returns the borrowed securities to the lender by delivering to the lender the securities it receives in the transaction or by purchasing securities in the open market. Clients must generally pledge cash with the lender equal to the market price of the borrowed securities. This deposit may be increased or decreased in accordance with changes in the market price of the borrowed securities. During the period in which the securities are borrowed, the lender typically retains his right to receive interest and dividends accruing to the securities. In exchange, in addition to lending the securities, the lender generally pays the Client a fee for the use of the Client's cash. This fee is based on prevailing interest rates, the availability of the particular security for borrowing and other market factors.

Theoretically, securities sold short are subject to unlimited risk of loss because there is no limit on the price that a security may appreciate before the short position is closed. In addition, the supply of securities that can be borrowed fluctuates from time to time. Clients may be subject to substantial losses if a security lender demands return of the lent securities and an alternative lending source cannot be found.

Options and Other Derivative Instruments: The Firm may invest, from time to time, in options and derivative instruments, including buying and writing puts and calls on some of the securities held by the Client in an attempt to supplement income derived from those securities. The prices of many derivative instruments, including many options and swaps, are highly volatile. The value of options and swap agreements depend primarily upon the price of the securities, indexes, commodities, currencies or other instruments underlying them. Price movements of options contracts and payments pursuant to swap agreements are also influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The Client is also subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearinghouses or of counterparties. The cost of options is related, in part, to the degree of expected volatility of the underlying securities, currencies or other assets. Accordingly, options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Put options and call options typically have similar structural characteristics and operational mechanics regardless of the underlying instrument or asset on which they are purchased or sold. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the writer the obligation to buy, the underlying security, commodity, index, currency or other instrument or asset at the exercise price. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller the obligation to sell, the underlying instrument or asset at the exercise price.

If a put or call option purchased by the Client were permitted to expire without being sold or exercised, the Client would lose the entire premium it paid for the option. The risk involved in writing a put option is that there could be a decrease in the market value of the underlying instrument or asset caused by rising interest rates or other factors. If this occurred, the option could be exercised and the underlying instrument or asset would then be sold to the Client at a higher price than its current market value. The risk involved in writing a call option is that there could be an increase in the market value of the underlying instrument or asset caused by declining interest rates or other factors. If this occurred, the option could be exercised and the underlying instrument or asset would then be sold by the Client at a lower price than its current market value.

Purchasing and writing put and call options and, in particular, writing “uncovered” options are highly specialized activities and entail greater than ordinary investment risks. In particular, the writer of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying instrument or asset above the exercise price of the option. This risk is enhanced if the instrument or asset being sold short is highly volatile and there is a significant outstanding short interest. These conditions exist in the stocks of many companies. The instrument or asset necessary to satisfy the exercise of the call option may be unavailable for purchase except at much higher prices. Purchasing instruments or assets to satisfy the exercise of the call option can itself cause the price of the instruments or assets to rise further, sometimes by a significant amount, thereby exacerbating the loss. Accordingly, the sale of an uncovered call option could result in a loss by the Client of all or a substantial portion of its assets.

Swaps and certain options and other custom instruments are subject to the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty.

Changes in Derivatives Regulations: The regulatory environment for derivatives is evolving, and changes in such regulation could restrict, make more costly, or otherwise adversely affect the Firm's ability to pursue its Clients' investment strategy.

Hedging Transactions. Investments in financial instruments such as options and interest rate swaps, caps and floors, and other derivatives are commonly utilized by investment funds to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates, interest rates and/or the equity markets or sectors thereof. Any hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase. Moreover, it may not be possible for the Client to hedge against a fluctuation at a price sufficient to protect a Client's assets from the decline in value of the portfolio positions anticipated as a result of such fluctuations. For example, the cost of options is related, in part, to the degree of volatility of the underlying instruments or assets. Accordingly, options on highly volatile instruments or assets may be more expensive than options on other instruments or assets and of limited utility in hedging against fluctuations in their prices.

The Firm is not obligated to establish hedges for portfolio positions and may not do so. To the extent that hedges are implemented, their success is dependent on the Firm's ability to correctly predict movements in the direction of currency and interest rates and the equity markets or sectors thereof.

Investments in Securities and Other Assets Believed to Be Undervalued. The Firm may invest a portion of a Client's portfolio in securities and other assets that the Firm believes to be undervalued. The identification of such investment opportunities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While such investments offer the opportunities for above-average capital appreciation, they also involve a high degree of financial risk and can result in substantial losses. Returns generated from a Client's investments may not adequately compensate for the business and financial risks assumed. Economic conditions and any future major economic recession can severely disrupt the markets for such investments and significantly impact their value. In addition, any such economic downturn can adversely affect the ability of the issuers of debt obligations to repay principal and pay interest thereon and increase the incidence of default for such securities. Additionally, there can be no assurance that other investors will ever come to realize the value of some of these investments, and that they will ever increase in price. Furthermore, a Client may be forced to hold such investments for a substantial period of time before realizing their anticipated value. During this period, a portion of a Client's funds would be committed to the investments made, thus possibly preventing a Client from investing in other opportunities.

Investments in Non-U.S. Investments. From time to time, the Firm may invest and trade a portion of a Client's assets in non-U.S. securities and other assets (through ADRs and otherwise), which will give rise to risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and non-U.S. issuers and markets are subject. Such risks may include:

- Political or social instability, the seizure by foreign governments of company assets, acts of war or terrorism, withholding taxes on dividends and interest, high or confiscatory tax levels, and limitations on the use or transfer of portfolio assets.
- Enforcing legal rights in some foreign countries is difficult, costly and slow, and there are sometimes special problems enforcing claims against foreign governments.
- Non-U.S. securities and other assets often trade in currencies other than the U.S. dollar, and a Client may directly hold foreign currencies and purchase and sell foreign currencies through forward exchange contracts. Changes in currency exchange rates will affect a Client's Net Asset Value, the value of dividends and interest earned, and gains and losses realized on the sale of investments. An increase in the strength of the U.S. dollar relative to these other currencies may cause the value of a Client's investments to decline. Some foreign currencies are particularly volatile. Foreign governments may intervene in the currency markets, causing a decline in value or liquidity of a Client's foreign currency holdings. If a Client enters into forward foreign currency exchange contracts for hedging purposes, it may lose the benefits of advantageous changes in exchange rates. On the other hand, if a Client enters forward contracts for the purpose of increasing return, it may sustain losses.
- Non-U.S. securities and other markets may be less liquid, more volatile and less closely supervised by the government than in the United States. Foreign countries often lack uniform accounting, auditing and financial reporting standards, and there may be less public information about the operations of issuers in such markets.

Cyber Security Breaches and Identity Theft: Firm information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Firm has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Firm may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Firm's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm the Firm's reputation or subject it or its affiliates to legal claims and otherwise affect their business and financial performance.

Market or Interest Rate Risk. The price of most fixed income securities move in the opposite direction of the change in interest rates. For example, as interest rates rise, the prices of fixed income securities fall. If a Client holds a fixed income security to maturity, the change in its price before maturity may have little impact on such Client's account performance; however, if a Client has to sell the fixed income security before the maturity date, an increase in interest rates could result in a loss to such Client.

Call Option Risk. Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to "call" all or part of the issue before the bond's maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, a Client is exposed to reinvestment rate risk – a Client will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Maturity Risk. In certain situations, the Firm, on behalf of certain Clients, may purchase a bond of a given maturity as an alternative to another bond of a different maturity. Ordinarily, under these circumstances, the Firm will make an adjustment to account for the interest rate risk differential in the two bonds. This adjustment, however, makes an assumption about how the interest rates at different maturities will move. To the extent that the yield movements deviate from this assumption, there is a yield-curve or maturity risk. Another situation where yield-curve risk should be considered is in the analysis of bond swap transactions where the potential incremental returns are dependent entirely on the parallel shift assumption for the yield curve.

Inflation Risk. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if the Firm, on behalf of certain Clients, purchases a 5-year bond in which it can realize a coupon rate of 5%, but the rate of inflation is 6%, then the purchasing power of the cash flow has declined. For all but inflation linked bonds, adjustable bonds or floating rate bonds, a Client is exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security. To the extent that interest rates reflect the expected inflation rate, floating rate bonds have a lower level of inflation risk.

Risk of Default or Bankruptcy of Third Parties: Clients may engage in transactions in securities, commodities and other financial instruments and assets that involve counterparties. Under certain conditions, the Client could suffer losses if a counterparty to a transaction were to default or if the market for certain securities, commodities or other financial instruments or assets were to become illiquid. In addition, the Client could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms and banks with which the Client does business, or to which securities, commodities or other financial instruments or assets have been entrusted for custodial purposes.

Additional Counterparty Risk: Many of the markets in which the Client effects its transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange based” markets. This exposes the Client to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the relevant contract or because of a credit or liquidity problem, thus causing the Client to suffer a loss. Such risk may be accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Client has concentrated its transactions with a single or small group of counterparties.

No Minimum Size of the Fund: The Fund may begin or continue operations without attaining or maintaining any particular level of capitalization. At low asset levels, the Fund may be unable to make its investments as fully as would otherwise be desirable or to take advantage of potential economies of scale, including the ability to obtain the most timely and valuable research and trading information from securities brokers. It is possible that even if the Fund operates for a period with substantial capital, Fund Investors’ redemptions could diminish the Fund’s assets to a level that does not permit the most efficient and effective implementation of the Fund’s investment program. As a result of losses or redemptions, the Fund may not have sufficient capital to diversify its investments to the extent desired or currently contemplated by the Firm.

Liability of a Fund Investor for the Return of Capital Contributions: If the Fund should become insolvent, the Fund may be required to return any property distributed to it at the time the Fund was insolvent, and forfeit its capital accounts.

Delayed Schedule K-1s: The Firm will endeavor to provide a Schedule K-1 to each Fund Investor of the Fund for any given calendar year prior to April 15 of the following year. In the event that the Schedule K-1 is not available by such date, a Fund Investor may have to request an extension of time to file or may have to pay taxes based on an estimated amount.

Item 10. DISCIPLINARY INFORMATION

The Firm does not believe that any of the Firm, or any of the partners, officers or employees of the Firm, have been involved in any legal or regulatory action, or other disciplinary event that is material to an investor’s/client’s or prospective investor’s/client’s evaluation of the advisory business or management of the Firm.

The Firm is affiliated with a FINRA registered broker-dealer, Velocity Capital, LLC (“Velocity”). However, the Firm does not execute transactions with Velocity. The Firm has no existing or pending affiliations with a Futures Commission Merchant (FCM), Commodity Pool Operator (CPO), or Commodity Trading Advisor (CTA).

Item 11 .CODE OF ETHICS AND PERSONAL TRADING POLICIES

The Firm maintains a code of ethics, which includes policies regarding the trading of securities in personal brokerage or similar accounts by its principals and employees. The code does not restrict the Firm principals, members and employees from maintaining or trading in such accounts, but establishes that any activity that either abuses confidential knowledge about client accounts or attempts to profit at their expense is considered an abuse of the foundation of trust upon which the Firm's business is built and is strictly prohibited. In general, all the Firm directors, members and employees are required to submit annual reports on all securities holdings and monthly reports on all security transactions in accounts controlled either directly or indirectly. Submitted reports are reviewed by the Chief Compliance Officer, or his delegate. Violations of policy are punishable by sanctions including fines and termination of employment.

Item 12. BROKERAGE PRACTICES

The Firm has discretion over the selection of brokers used for securities transactions in its private fund clients' accounts. The Firm may also have similar discretion in the accounts of its institutional and individual clients managed on a separate account basis. Where the Firm has such discretion, its selection of brokers will take into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; The Firm's risk in positioning a block of securities; the quality, comprehensiveness and frequency of available brokerage and research products and services considered to be of value; and the competitiveness of commission rates in comparison with other brokers satisfying the other selection criteria.

Factors Considered in Selecting or Recommending Broker-Dealers:

The Firm may utilize the services of one or more brokers who will execute Clients' brokerage transactions through another broker (or other broker and custodian who will clear the transactions or who are self-clearing). Securities transactions for the Clients are executed through brokers selected by the Firm in its sole discretion and without the consent of Clients. In placing portfolio transactions, the Firm will seek to obtain the best execution for Clients, taking into account the following factors: the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected and the efficiency of error resolution, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; special execution capabilities; clearance; settlement; reputation; on-line pricing; block trading and block positioning capabilities; willingness to execute related or unrelated difficult transactions in the future; order of call; on-line access to computerized data regarding clients' accounts; performance measurement data; the quality, comprehensiveness and frequency of available brokerage and research products and services considered to be of value; the availability of stocks to borrow for short trades; and the competitiveness of commission rates in comparison with other brokers satisfying the Firm's other selection criteria. Any Managed Accounts shall bear brokerage costs as set forth in the relevant investment management agreement.

1. “Soft Dollar” Policy: The term “soft dollars” refers to the receipt by an investment manager of products and services provided by brokers, without any cash payment by the investment manager, based on the volume of brokerage commission revenues generated from securities transactions executed through those brokers on behalf of the investment manager’s Clients. Soft dollars accumulated by the broker for the investment manager’s use may then be used to pay for various products and services, including research and brokerage services. The availability of soft dollars from certain brokers presents investment managers with significant conflicts of interest, and may give incentives for investment managers to disregard their obligations to Clients (including, without limitation, their best execution obligations) when directing orders.

Section 28(e) of the Exchange Act (“**Section 28(e)**”) provides a “safe harbor” to those investment managers who use soft dollars to obtain investment research and brokerage services. The Firm may use soft dollars generated by the Fund’s brokerage transactions to pay for brokerage and research products and services that fall within the safe harbor afforded by Section 28(e).

Products and services provided by broker-dealers with soft dollars may be utilized by the Firm and its respective affiliates in connection with the services they offer to other clients. Likewise, products and services provided by broker-dealers with soft dollars generated by other clients may be utilized by the Firm in performing its services for the Fund. The receipt of information, products or services by the Firm paid for with soft dollars are in addition to, and not in lieu of, the Management Fee and the Performance Allocation, respectively, and such fees and allocations will not be reduced as a consequence of the receipt of such products or services purchased with soft dollars.

(a) When the Firm uses Client brokerage commissions (or markups or markdowns) to obtain research or other products or services, the Firm receives a benefit because the Firm does not have to produce or pay for the research, products or services.

(b) The Firm may have an incentive to select or recommend a broker-dealer based on the Firm’s interest in receiving the research or other products or services, rather than on Clients’ interest in receiving most favorable execution.

(c) The Firm may cause Clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up).

(d) The Firm may use soft dollar benefits to service all Clients or only those Clients that paid for the benefits. The Firm may or may not seek to allocate soft dollar benefits to Clients proportionately to the soft dollar credits the accounts generate.

(e) Regarding the types of products and services the Firm or any related persons acquired with Client brokerage commissions (or markups or markdowns) within the Firm's last fiscal year were.

(f) Regarding the procedures the Firm used during its last fiscal year to direct transactions to a particular broker-dealer in return for soft dollar benefits the Firm received.

2. Brokerage for Client Referrals:

(a) The Firm reserves the right to pay a fee or commission, in its sole discretion, to brokers or other persons who introduce Clients to the Firm, provided that any such fee or commission will be paid solely by the Firm or its affiliates and no portion thereof will be paid by Clients. As a result, the Firm may have an incentive to select or recommend a broker based on the Firm's interest in receiving Client referrals rather than on Clients' interest in receiving most favorable execution. Because such referrals, if any, are likely to benefit the Firm but will provide an insignificant (if any) benefit to Clients, the Firm will have a conflict of interest with Clients when allocating Client brokerage business to a broker who has referred Fund Investors to a Client. To prevent Client brokerage commissions from being used to pay referral fees, the Firm will not allocate Client brokerage business to a referring broker unless the Firm determines in good faith that the commissions payable to such broker are not materially higher than those available from non-referring brokers offering services of substantially equal value to Clients.

(b) Regarding the procedures used during the last fiscal year to direct Client transactions to a particular broker-dealer in return to Client referrals.

3. Directed Brokerage:

(a) The Firm generally recommends Managed Accounts use Schwab to execute brokerage transactions.

(b) The Firm does not permit a Client to direct the Firm to execute transactions through a specified broker-dealer.

Aggregation of Orders:

The Firm may aggregate purchase and sale orders of investments held by the Fund with similar orders being made simultaneously for other accounts or entities if, in the Firm's reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to the Fund based on an evaluation that the Fund will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors.

In many instances, the purchase or sale of investments for the Fund will be effected simultaneously with the purchase or sale of like investments for other accounts or entities. Such transactions may be made at slightly different prices, due to the volume of investments purchased or sold. In such event, the average price of all investments purchased or sold in such transactions may be determined, at the Firm's sole discretion, and the Fund may be charged or credited, as the case may be, with the average transaction price.

Allocation of Trades:

The Firm may at times determine that certain investments will be suitable for acquisition by Clients and by other accounts managed by the Firm, the Firm's own accounts or accounts of an affiliate. If that occurs, and the Firm is not able to acquire the desired aggregate amount of such investments on terms and conditions which the Firm deems advisable, the Firm will endeavor to allocate in good faith the limited amount of such investments acquired among the various accounts for which the Firm considers them to be suitable. The Firm may make such allocations among the accounts in any manner which it considers to be fair under the circumstances, including, but not limited to, allocations based on relative account sizes, the degree of risk involved in the investments acquired, and the extent to which a position in such investment is consistent with the investment policies and strategies of the various accounts involved.

Rebalancing Cross Trades:

A cross trade is a trade in which securities are sold or purchased directly between two of the Firm's advisory clients, as opposed to the clients purchasing the securities on the open market. The benefits of a cross trade to the clients are the elimination of brokerage costs. Also, clients may save on market impact costs or adverse movements in the security due to the trade if it is a large block trade. Custody costs and transfer taxes may also be saved.

Periodically, the Firm may seek to adjust or rebalance investment accounts or portfolios in a manner consistent with investment objectives and strategy by effecting cross trades between or among investment accounts. Rebalancing of an account is usually necessary as a result of cash inflows or outflows but can be necessitated by other factors, including but not limited to when two clients use the same trading strategy. In such cases, the Firm may use an omnibus account structure to implement the trading. The executions are allocated to the accounts based on a predetermined fixed ratio in a "pari passu" (i.e. average price) fashion. This predetermined ratio changes in proportion to the cash inflows and outflows from both accounts respectively. When the fixed ratio changes, the Firm rebalances positions in the accounts so that the new position amounts are consistent with the new allocation ratio. In effecting such cross trades, the Firm seeks to reduce the transaction costs to its clients of such account adjustments.

All such cross trades will be consistent with the investment objectives and policies of each investment account involved in the trades, and will be effected at the closing market price for the

security for the day upon which the cross trade is executed. Investment accounts involved in such cross trades will not pay any brokerage commissions or mark ups in connection with the trades, but may pay customary transfer fees (i.e., aggregate ticket charges) that are assessed through any unaffiliated broker dealers through which the trades are affected.

The Firm does not receive any compensation, other than its advisory fees as a result of engaging in a cross trade.

The Firm does not sell securities to clients nor does it purchase securities from clients.

Item 13. REVIEW OF ACCOUNTS

Client accounts are reviewed by a portfolio manager on a daily or monthly basis, depending on activity in the account and the frequency of client reporting. Investors in the Funds receive written statements containing individual net asset values on a monthly or quarterly basis, either from the Firm directly or from the client's independent fund administrator, as set forth in the terms of the relevant private placement memorandum or limited partnership agreement. Clients with SMAs generally receive monthly statements directly from their custodian broker.

Item 14. CLIENT REFERRALS AND OTHER COMPENSATION

The Firm may enter into arrangements with unaffiliated third parties whereby compensation is paid for referring clients or investors. Generally, these payments are based on a percentage of management fees, performance-based fees, or some combination thereof, earned by the Firm with respect to such Client or investor. Because such arrangements contain inherent conflicts of interests between the referring party, on the one hand, and the client/investor, on the other, the Firm requires documentation that these conflicts have been disclosed to investors/clients.

Item 15. CUSTODY

The Firm is deemed to have custody of the assets of the Funds. Actual custody of the assets of the Funds, however, is at a qualified custodian. Regarding SMAs, SMA clients should carefully review all account statements and compare those received from the Firm with those received directly from their custodian broker. Regarding the Funds, the Firm will send annual audited financial statements, prepared in accordance with GAAP, to each fund investor within 120 days after its fiscal year end (December 31).

Item 16. INVESTMENT DISCRETION

As an investment adviser, the Firm generally has discretionary authority over Clients' accounts to determine securities bought and sold and in what quantities, the amount of leverage employed, the broker-dealer used and the commission rates to pay, among other things. The specific terms of the scope of such investment discretion is detailed in the relevant Client's investment management agreement.

Item 17. PROXY VOTING POLICY

The Firm is responsible for voting proxies on behalf of the Funds. With respect to SMA clients, each respective SMA client is responsible for voting proxies associated with its own account. Unless agreed upon specifically in writing, the Firm does not have the authority to vote proxies on behalf of SMAs. In the event that the Firm does receive proxy materials, however, to the extent that the Firm has discretion to vote the proxies of its Clients, the Firm will vote any such proxies in the best interests of Clients.

The Firm has adopted a proxy voting policy that is guided by its fiduciary responsibilities and commits its principals and employees to vote in a manner which is believed to do the most to maximize shareholder value and to never prioritize unrelated objectives. Proxy votes are reviewed by the Chief Compliance Officer or his delegate for adherence to this policy.

Clients may obtain a copy of the Firm's Proxy Voting Policies and Procedures as well as relevant proxy voting records by contacting Munaf Merchant, the Chief Compliance Officer, at (646) 569-2855.

Item 18. FINANCIAL INFORMATION

The Firm does not require or solicit prepayment of management fees six or more months in advance. The Firm has no financial condition to disclose that is reasonably likely to impair its ability to meet contractual commitments to its clients. Additionally, the Firm has not been the subject of a bankruptcy petition during the past ten years.

For questions or requests for additional information, please contact the Chief Compliance Officer at the number or address listed on the cover of this brochure.

Item 19. REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not Applicable.