

Part 2A of Form ADV: Firm Brochure

Item 1 – Cover Page

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The date of this brochure is: April 3, 2018

This Brochure provides information about the qualifications and business practices of Phase 3 Capital Management LLC (“Phase 3” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact Karim Alwan at 919-271-1590 or by email at kalwan@phase3cm.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority, and references in this Brochure to Phase 3 as a “registered investment adviser” are not intended to imply a certain level of skill or training.

Additional information about Phase 3 is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

As this is the initial filing of the full ADV registration for Phase 3 Capital Management LLC (“Phase 3”) there are no material changes to report. In the future, when Phase 3 amends its Brochure for our annual update, and the amended version will contain material changes from the last annual update and Phase 3 will identify those changes on this page.

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Item 4 – Advisory Business

- A. Phase 3 is a Delaware Limited Liability Company formed in March 2018 for the purpose of providing investment advisory services to institutional clients and pooled investment vehicles (hereinafter referred to collectively as “Clients” or “Client”). The principal owners of Phase 3 are Ethan Youderian, Shane Hoover, and Karim Alwan.
- B. Phase 3 is typically granted broad and flexible investment discretion with respect to its advisory Clients. The Firm’s principal investment objective is to achieve attractive risk adjusted returns, primarily by employing relative value, directional, fundamental, volatility and event-driven strategies in pursuit of investment opportunities.
- C. Phase 3 manages investments for Clients in accordance with the investment objectives, strategies, guidelines, and terms and conditions, outlined in each Client’s applicable investment management agreement and or Confidential Private Placement Memorandum or equivalent governing document (“Offering Document”). Phase 3 does not, however, provide individualized investment advice or tailor its advisory services to the individual needs of investors in the private funds to which it provides investment advisory services. Nonetheless, Phase 3 may enter into side letters with certain investors in the future which would alter or supplement a fund’s Offering Document. Phase 3 performs advisory services for Clients on a separately managed account basis and such services are individually tailored to such Clients.
- D. Phase 3 does not participate in wrap-fee programs.
- E. The Firm manages \$0 on a discretionary basis as of March 29, 2018. The Firm intends to execute an investment management agreement within the next 180 days.

Investors in private funds managed by Phase 3 (a “Fund”, the “Funds” or “Clients”) should review not only this brochure but also the full contents of the Offering Document or similar document for any Fund in which they are considering investing. This brochure is intended to be a general summary of advisory services provided by Phase 3 to its general Client base. This brochure may be both supplemented and superseded by the Offering Documents for any Fund.

Item 5 – Fees and Compensation

Phase 3 may receive a series of different types of fees from Clients. A Client’s fees are dependent upon the individually negotiated investment management agreements for each. Fees may vary between or among Clients and between or among share classes within a single Fund Client. Some of the types of fees that may be earned by Phase 3 include compensation in the form a reimbursement for its operating expenses, management fees based upon a percentage of assets under management, and fees based upon capital gains of client accounts (also referred to as performance fees)

While fee collection mechanisms may vary, in general, the typical fee collection mechanisms for Clients will involve management fees charged quarterly in advance and performance fees paid quarterly or annually in arrears. Expense pass through

arrangements will typically be managed via a Phase3 payment and reimbursement system with the Clients.

Investment management agreements between Phase 3 and Clients may also include provisions pursuant to which the Clients are responsible for their own operating expenses. For example, Fund Clients may be responsible for their own audit, fund administration, tax, legal and regulatory expenses. These arrangements will typically be presented in greater detail in the Offering Document or similar governing document for each Fund or in the Investment Management Agreements for managed account clients.

At this time neither Phase 3 nor any of its supervised persons accept compensation for the sale of securities or other investment products.

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

Phase 3 may charge performance-based fees to its Clients as discussed in Item 5.

Please refer to Item 5 for a description of performance-based fees charged by Phase3.

Performance-based fee arrangements may vary between or among the Clients of any adviser. Phase 3 fees may vary between or among Clients, or between or among share classes within the same Fund Client. Any variance in performance-based fee arrangements may create the incentive for an adviser to allocate its highest performing investments to the Clients from whom it receives the largest fee.

Should this fee variance arise between or among the Clients of Phase 3, Phase 3 will attempt to mitigate such a potential conflict via its trade allocation policies and the testing of such policies to ensure fair and equitable trade allocations.

Item 7 – Types of Clients

Phase 3 may provide advisory services to institutional investors via a managed account arrangement or to private Fund Clients. Phase 3 will tailor its investment objectives to specific managed account Clients. Such investment objectives, fee arrangements and terms will be individually negotiated. Any such separately managed account relationships are generally also subject to significant account minimums. Phase 3 may also provide investment advisory services to private fund Clients, or other types of institutional Clients in the future. Phase 3 does not tailor its investment advice to the individual investors in private fund Clients.

Item 8 – Methods of Analysis Investment Strategies and Risk of Loss

INVESTMENTS MANAGED BY PHASE 3 MAY BE DEEMED TO BE HIGHLY SPECULATIVE INVESTMENTS AND ARE NOT INTENDED AS A COMPLETE INVESTMENT PROGRAM. INVESTMENTS MANAGED BY PHASE3 ARE DESIGNED ONLY FOR SOPHISTICATED PERSONS WHO CAN BEAR THE ECONOMIC RISK OF THE LOSS OF THEIR ENTIRE INVESTMENT AND WHO HAVE A LIMITED NEED FOR SHORT TERM LIQUIDITY IN THEIR INVESTMENT PROGRAM. THERE CAN BE NO ASSURANCE THAT PHASE 3 WILL ACHIEVE ITS INVESTMENT OBJECTIVE ON BEHALF OF ANY CLIENT, INCLUDING ANY PRIVATE FUND CLIENT.

- A. Phase 3's investment objective is to achieve attractive risk adjusted returns, primarily by employing relative value, directional, fundamental, volatility and event-driven strategies in pursuit of investment opportunities.

In terms of Phase 3's investment process, Phase 3 implements one or more of the following investment and trading approaches on behalf of its Clients: capital structure arbitrage, convertible bond arbitrage, volatility arbitrage, sector and other relative value investing, new issue investing, technical/flow, fundamental credit and other fundamental investment strategies. The foregoing list is not all inclusive and Phase 3 anticipates the continued development of the Firm's investment and trading approaches.

Phase 3 intends to pursue the investment objective described above and will generally follow the outlined investment strategies for so long as such strategies are in accord with Clients' investment approaches and may also formulate new approaches to carry out the overall objective of Clients.

An investment managed by Phase 3 may be deemed speculative and is not intended as a complete investment program. Investments managed by Phase 3 involve a high degree of risk and are appropriate for only experienced and sophisticated persons who meet certain eligibility criteria, are able to bear the risk of loss of some or all of an investment, and have a limited need for liquidity.

- B. The following risks should be carefully evaluated before making an investment with Phase 3. These risk factors may be supplemented and/or superseded by the IMA for each separately managed account Client or the Private Fund Offering Document for any Fund. Potential investors are reminded to review Offering Documents for private fund prior to investing.

Risk Factors

An investment managed by Phase 3 involves significant risks and is suitable only for those persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investments, and who have met the conditions set forth in the Offering Documents for any Fund in which they plan to invest. There can be no assurance that Phase 3 will achieve its investment objectives for Clients. An investment managed by Phase 3 carries with it the inherent risks associated with investments in equities, equity-related securities, debt, the use of short sales, futures and leverage.

Investment and Trading Risks

Corporate Securities in General

Prices for corporate securities in general are affected by numerous, often complex and interrelated, factors. A non-exhaustive list of price influences that may affect one or more issuers or industry sectors, the market for a particular security type, the markets in various jurisdictions and/or other aspects of the Adviser's trading, includes the following: interest rates; inflation; general economic conditions; geopolitical forces; currency

conditions and foreign exchange rates; market sentiment; analyst research and/or media reports; trading patterns and/or market trends; the availability of credit; credit spreads; an issuer's financial condition, including its creditworthiness; corporate announcements and events earnings, such as mergers, bankruptcies, insolvencies, and proxy contests; other conditions affecting an issuer's business, such as competition, product offerings; lawsuits and/or fraud; price-earnings ratios or other metrics; weather or climate forces; and regulatory conditions or potential regulatory changes.

U.S. Government Agency Securities

The Adviser may invest in obligations issued or guaranteed by the U.S. government or its agencies, instrumentalities or sponsored enterprises. Included among the obligations issued by agencies and instrumentalities of the U.S. government are: instruments that are supported by the full faith and credit of the U.S., such as certificates issued by the U.S. Government National Mortgage Association ("Ginnie Mae"); instruments that are supported by the right of the issuer to borrow from the U.S. Treasury (the "Treasury") such as securities of U.S. Federal Home Loan Banks; and instruments that are supported solely by the credit of the issuing instrumentality such as the U.S. Federal National Mortgage Association ("Fannie Mae") and the U.S. Federal Home Loan Mortgage Corporation ("Freddie Mac"). The Fund may also invest in separately traded principal and interest components of securities guaranteed or issued by the U.S. government or its agencies, instrumentalities or sponsored enterprises if such components trade independently under the Separate Trading of Registered Interest and Principal of Securities Program or any similar program sponsored by the U.S. government. The U.S. government is not obligated by law to provide support to or guarantee the obligations of an instrumentality it sponsors, and each of the obligations issued by such sponsored entities therefore carries the credit risk of each such issuer. In addition, as a result of the 2007-2009 global economic crises, the U.S. government has previously intervened to provide additional support to certain of its agencies and instrumentalities including Ginnie Mae, Fannie Mae and Freddie Mac.

Sovereign Debt

The Adviser may invest directly and indirectly through derivative instruments, including swaps and credit default swap indices, in sovereign debt instruments. The issuers of sovereign debt or the governmental authorities that control the repayment of the debt may be unable or unwilling to repay principal or interest when due, and the Account may have limited recourse in the event of a default. A sovereign debtor's willingness or ability to repay principal and pay interest in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign currency reserves, the availability of sufficient foreign exchange on the date a payment is due, the sovereign debtor's policy toward international lenders and the political constraints to which a sovereign debtor may be subject. Furthermore, these entities may be entitled to claim sovereign immunity from any claims made against them should they default on any of their obligations under such loans. Such a claim may hinder, or prevent entirely, the recovery of any loss suffered as a result of such default

Repurchase Agreements

The Adviser may enter into repurchase agreements and reverse repurchase agreements with respect to securities. Repurchase agreements involve credit risk to the extent that the Account's counterparties may avoid such obligations in bankruptcy or insolvency proceedings, thereby exposing the Account to unanticipated losses. The amount of credit risk incurred by the Account with respect to a repurchase agreement will depend in part on the extent to which the obligation of the Account's counterparty is secured by sufficient collateral. In reverse repurchase agreements the Account is exposed to the risk that a counterparty fails to make substitute payments of interest or principal on underlying collateral held or fails to return appreciated securities that the counterparty holds.

Corporate Debt Obligations, Convertible Securities and High-Yield Securities

The Adviser may invest in corporate debt obligations. The Adviser may also invest in convertible securities, which are securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company, or securities that are indexed to an unmanaged market index, at the option of the holder during a specified time period, 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. Convertible securities also appreciate when the underlying security appreciates, and conversely, depreciate when the underlying security depreciates. 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. The Adviser may actively expose the Account to credit risk. However, there can be no guarantee that the Adviser will be successful in making the right selections and thus fully mitigate the impact of credit risk changes on the Account.

Options

The purchase or sale of an option involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty solvency risk.

Derivatives

To the extent that Clients invest in swaps, derivative or synthetic instruments, repurchase agreements or other over-the-counter transactions or, in certain circumstances, non-U.S. securities, Clients may take a credit risk with regard to parties

with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily mark-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries.

Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets (directly or indirectly) of Clients, and hence Clients should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

Futures Trading is Speculative and Volatile

The Adviser's strategy involves significant risks not associated with traditional, "long-only" investing in the equity and debt markets. Speculative trading in the futures markets typically results in volatile performance. The price movements of futures contracts are influenced by changing supply and demand relationships, agricultural, trade, fiscal, monetary and exchange control programs and policies, national and international political and economic events, crop diseases, climate, the purchasing and marketing programs of different nations, changes in interest rates and numerous other factors. In addition, governments occasionally intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rates. Government intervention is often intended to influence prices directly. The Adviser cannot control these factors nor give assurance that its advice will result in profitable trades for the Fund or that the Fund will not incur substantial losses.

Trading Limits on Futures Contracts

Most U.S. futures exchanges impose fluctuation limits on the amount by which the price of a futures contract traded on the exchange may vary during a single day. Daily price fluctuation limits may reduce liquidity or effectively curtail trading in particular markets. If the price of a contract increases or decreases past the daily limit, traders may not take or liquidate positions in the contract. Contract prices have occasionally moved to the daily limit for several consecutive days with little or no trading. This could prevent the Adviser from promptly liquidating unfavorable positions and subject the Fund to substantial losses that could exceed the margin initially committed. Daily limits may reduce liquidity but they do not limit ultimate losses, because the limits apply only on a day-to-day basis. Even if contract prices do not reach the daily limit, the Adviser may not be able to execute trades at favorable prices when there is only light trading in the contracts involved. The Adviser may also execute trades on non-U.S. markets that may be substantially more prone to periods of illiquidity than the U.S. markets.

Client

General Risk Factors

Limited Operating History

Phase 3 has limited operating history. The past performance of the principals and investors trading on behalf of Phase3 may not be indicative of future performance of the Firm or its investments.

General Economic and Market Conditions

The success of Phase 3 with respect to its investing activities for Clients will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of a Fund's investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of a Fund's investments. Volatility or illiquidity could impair a Fund's profitability or result in losses. A Fund may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Financial Markets and Government Intervention

Phase 3's investment and strategy may entail significant risk of substantial volatility and loss. This may be especially true due to the failures and near failures of significant institutions, dislocations in other investment markets, corporate defaults, poor collateral performance or other extrinsic events. Although some governments and regulatory authorities, such as the U.S. federal government and the U.S. Federal Reserve and the governments and regulatory authorities of certain member countries of the European Union, have taken, and some others may take in the near future, actions to provide or arrange credit supports to financial institutions whose operations have been compromised by the current credit market dislocations and to restore liquidity and stability to the financial system in such jurisdictions, the implementation of such governmental interventions and their impact on both the credit markets generally and a Fund's investment program in particular are uncertain. Furthermore, U.S. government intervention in particular might not be sufficient to stabilize the U.S. financial services sector and mitigate resulting volatility in the U.S. credit markets. As a result, the supply and price of the targeted portfolio investments of a Fund and therefore the Fund's ability to achieve its investment objective, may be substantially impaired.

Terrorist Action

There is a risk of terrorist attacks on the United States and elsewhere, potentially causing significant loss of life and property damage and disruptions in global markets. Economic and diplomatic sanctions may be in place or imposed on certain states, and military action may be commenced. The impact of such events is unclear but could have material adverse effects on general economic conditions and market liquidity.

THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN AN INVESTMENT WITH PHASE 3. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRETY OF THEIR RESPECTIVE OFFERING DOCUMENTS AND CONSULT WITH

THEIR OWN LEGAL, TAX, AND FINANCIAL ADVISORS BEFORE DECIDING TO INVEST IN A FUND.

Item 9 – Disciplinary Information

- A. Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor or potential investor's evaluation of the Firm or its management. Phase 3 has no disciplinary information to disclose.

Item 10 – Other Financial Industry Activities or Affiliations

- A. Neither Phase 3 nor any of its management persons are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Phase 3 nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or as an associated person of the foregoing entities. However, Phase 3 may operate as an exempt commodity pool operator and/or commodity trading advisor.
- C. Phase 3 does not have any additional relationships with related persons to disclose or that could cause a material conflict of interest with a Client.
- D. Neither Phase 3 nor any of its management persons receive compensation directly or indirectly from advisers that create a material conflict of interest.

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

- A. Pursuant to Rule 204A-1 of the Advisers Act, Phase 3 has adopted a written code of ethics ("Code of Ethics") that sets forth standards of conduct expected of employees and addresses conflicts that can arise from personal trading. Phase 3's Code of Ethics describes the Firm's fiduciary duties and responsibilities to investors, and sets forth Phase 3's practice of supervising the personal securities transactions of its employees. The Code of Ethics requires all employees to place Clients interests ahead of the Firm's interest and to maintain full compliance with any applicable federal and state securities laws governing registered investment advisory practices. Phase 3 will provide a complete copy of its Code of Ethics to any investor or prospective investor upon request made to the CCO at Phase 3's principal address.
- B. Personal transactions of Phase 3's employees and related persons, which include the firm's access persons, must be made strictly in accordance with Phase 3's Code of Ethics and the terms of the offering described in any applicable investment product's offering materials subject to Phase 3's internal compliance policies and approval procedures, Phase 3's access persons may engage, from time to time, in personal trading of securities and other instruments, which may under certain limited circumstances, include securities and instruments held by a Client. At this time, the Firm does not engage in equity trading that would give rise to a conflict of interest in access

person's trading single name securities, therefore the Firm does not require pre-approval for personal trading by its access persons. To manage this future conflict of interest, under Phase 3's Code, when Phase 3 becomes engaged in equity trading, access persons' personal securities transactions will be subject to certain restrictions, including a restriction on personal trading to mutual funds and three ETFs (SPY, QQQ, IWM) and pre-clearance by one of the Firm's three principals to make exit trades on existing holdings. Phase 3 will maintain a Restricted List from the point at which the Firm engages in equity trading; however, in the event that an Access Person owns a security prior to the issuer of such security being added to the Holdings List, he or she may close out or cover such securities subject to the pre-approval by one of the Firm's three principals or Chief Compliance Officer. Personal securities transactions by access persons will be reviewed in the best interests of Phase 3's Advisory Client and will be denied by the Chief Compliance Officer if there is risk of potential adverse consequences to the Advisory Client. The Chief Compliance Officer reviews access persons' personal transaction reports to make sure each access person is conducting his or her personal securities transactions in a manner that is consistent with the Code.

C. See B above.

D. See B above.

Item 12 – Brokerage Practices

- A. Phase 3 is typically authorized to determine the broker or dealer to be used for each securities transaction for Clients. In selecting brokers or dealers to execute transactions, Phase 3 need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not Phase 3's practice to negotiate "execution only" commission rates, thus Phase 3 may be deemed to be paying for research, brokerage, or other services provided by the broker which are included in the commission rate.

Section 28(e) of the Securities Exchange Act of 1934, as amended, is a "safe harbor" that permits an investment manager to use commissions or "soft dollars" to obtain research and brokerage services that provide lawful and appropriate assistance to the investment decision-making process. Phase 3 will limit the use of "soft dollars" to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e).

In some instances, Phase 3 may receive a product or service that may be used only partially for functions within Section 28(e) (e.g., an order management system, trade analytical software, or proxy services). In such instances, Phase 3 will make a good faith effort to determine the relative proportion of the product or service used to assist Phase 3 in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting Phase 3 in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by Client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by Phase 3 from its own resources.

Research and brokerage services obtained by the use of commissions arising from Client portfolio transactions may be used by Phase 3 in its other investment activities and thus, Phase 3 may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

Although Phase 3 will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation of “mixed use” products or services create a potential conflict of interest between Phase 3 and its Clients.

In selecting brokers and negotiating commission rates, Phase 3 will take into account the price quotes; the size of the transaction; the nature of the market of the security; the timing of the transaction; difficulty of execution; the broker-dealer’s expertise in the specific security or sector in which Phase 3 seeks to trade; the extent to which the broker-dealer makes a market in the security involved or has access to such markets; availability of accurate information regarding the market for the security; the broker-dealer’s skill in positioning the securities involved; the broker-dealer’s promptness of execution; the broker-dealer’s financial stability; adequacy of the broker-dealer’s trading infrastructure, technology and capital; the broker-dealer’s reputation for diligence, fairness and integrity; quality of service rendered by the broker-dealer in other transactions for the Firm; confidentiality considerations; the quality and usefulness of research services and investment ideas presented by the broker-dealer; the broker-dealer’s ability and willingness to correct errors; the broker-dealer’s ability to accommodate any special execution or order handling that may surround the particular transaction; and other factors deemed appropriate by the Firm. Phase 3 may place transactions with a broker or dealer that: (i) provides Phase 3 with the opportunity to participate in capital introduction events sponsored by the broker-dealer; or (ii) refers investors to Phase 3 or other products advised by Phase 3, if otherwise consistent with seeking best execution; provided that Phase 3 is not selecting the broker-dealer as remuneration for the opportunity to participate in such capital introduction events or the referral of investors.

- B. When appropriate, Phase 3 may, but is not required to, aggregate Client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades.

Phase 3 may maintain accounts with the Prime Brokers and/or executing brokers, through which Phase 3 may execute trades, borrow securities, and maintain custody of its securities.

Phase 3 reserves the right to change the brokerage and custodial arrangements described above.

Item 13 – Review of Accounts

- A. Phase 3 principals will be responsible for daily review of accounts by virtue of this trade supervisory function. On a daily basis the principals or their designees review Client accounts. The Firm also receives updated profit and loss information throughout the day.
- B. N/A
- C. Investors are able to review their capital accounts monthly by a statement they receive directly from the custodian or from the fund administrator in the case of a private fund.

Item 14 – Client Referrals and Other Compensation

- A. Phase 3 does not receive any economic benefit from anyone other than its Clients for providing investment advice or other advisory services.
- B. At this time, Phase 3 does not compensate anyone for Client referrals. However, Phase 3 may appoint a placement agent or third-party marketer to assist in the placement of interests in a private fund managed by the Adviser.

Item 15 – Custody

Phase 3 and its affiliates may have custody of Client funds or securities. Phase 3 will ensure compliance with the custody rule for any private Fund Client by ensuring that the Fund investors receive an audit within 120 days of each calendar year and that funds and securities belonging to the Fund are held by qualified custodians.

Item 16 – Investment Discretion

Investment advice is provided directly to Clients on a discretionary basis. With respect to Fund Clients, this advice is provided to the Fund as a whole and not to individual investors in the Funds.

Investment advisory services are provided to private Fund Clients in accordance with the governing documents of each Fund.

Phase 3 may exercise discretion to determine what securities to trade on behalf of Clients. This discretion includes but is not limited to discretion over the amount and timing of transactions or securities as well as the choice of executing brokers for such transactions. All limitations and restrictions placed upon Client's investment, such as in the form of a side letter agreement, must be presented to Phase 3 and agreed to in writing by Phase 3 and such investor.

Item 17 – Voting Client Securities

- A. Phase 3 has adopted a proxy voting policy which it believes is reasonably designed to ensure that proxies are voted in the best interest of its Clients and in accordance with its fiduciary duties and Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended. Phase 3 will generally seek to vote proxies in a way that attempts to maximize the value of Clients' assets, subject to any Phase 3 specific proxy voting instructions and restrictions mandated by Phase 3's Clients. The CCO coordinates Phase 3's proxy voting process.

The CCO will ensure that Phase 3 complies with all proxy voting rules and recordkeeping requirements under the rules.

Phase 3 will vote securities in a manner that is consistent with the best interests of the Firm's investors.

Investors may obtain a copy of Phase 3's proxy voting log and policies and procedures upon request.

In the event that the review of Firm records or the proxy voting conflict questionnaire distribution or other records provided to the CCO indicate the presence or the potential presence of a material conflict of interest between the Firm and its Clients or Funds managed by the Firm, a shareholder's representative elected by the vote of the Fund's investors in the case of a Fund or the Client itself in the case of an individual Client will be consulted in order to assess the appropriateness of the Firm's vote on behalf of the Client or a Fund. The Client or Shareholder's representative may be informed of the opinion of the Firm related to the vote but must also be informed of the potential conflict of interest in great detail, providing any and all information related to the conflict that is necessary to understand the nature of such conflict. Additionally, any further information requested by the Shareholder's Representative or the Client related to the vote or the Firm's conflict of interest must be provided directly to the Shareholder's Representative or the Client directly by the CCO.

B. N/A

Item 18 – Financial Information

A. Phase 3 does not require or solicit payment of more than \$1,200 in fees per Client, six months or more in advance.

B. N/A

C. Phase 3 has not been the subject of a bankruptcy petition at any time in the past ten years.