

**ITEM 1
COVER PAGE**

Part 2A OF FORM ADV: FIRM BROCHURE

**MACD ADVISORS LLC
(D/B/A RIDGELEIGH CAPITAL)**

19 Beechwood Road, 3rd Floor
Summit, NJ 07901
Phone: 908-373-2520
March 27, 2020

This brochure provides information about the qualifications and business practices of MACD Advisors LLC, which primarily conducts advisory business under the name Ridgeleigh Capital (“**Ridgeleigh**”), and its relying adviser, Eternum Capital GP, LLC (the “**Relying Adviser**,” and together with Ridgeleigh, the “**Firm**,” “**we**,” “**us**,” or “**our**”). If you have any questions about the contents of this brochure, contact us at 908-373-2520. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

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

We are a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). Such registration under the Advisers Act does not imply any level of skill or training.

ITEM 2

MATERIAL CHANGES

This Brochure, dated as of March 27, 2020, has been prepared in connection with Ridgeleigh and the Relying Adviser's annual updating amendment to Form ADV for the fiscal year ending December 31, 2018. Since Ridgeleigh and the Relying Adviser together filed their last amendment to Form ADV on March 29, 2019, there have been no material changes made to this brochure.

Our brochure may be requested, free of charge, by contacting Ajay G. Shroff, at (908) 373-2520 or ajay@ridgeleighcap.com.

**ITEM 3
TABLE OF CONTENTS**

	<u>Page</u>
ITEM 1	
COVER PAGE.....	1
ITEM 2	
MATERIAL CHANGES	2
ITEM 3	
TABLE OF CONTENTS.....	3
ITEM 4	
ADVISORY BUSINESS	6
A. General Description of Advisory Firm	6
B. Description of Advisory Services	6
C. Wrap Fee Programs	7
D. Assets Under Management	7
ITEM 5	
FEES AND COMPENSATION	8
A. Advisory Services and Fees.....	8
B. Payment of Fees.....	9
ITEM 6	
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT.....	10
ITEM 7	
TYPES OF CLIENTS	11
ITEM 8	
METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.....	12
A. Methods of Analysis and Investment Strategies.....	12
B. Risk of Loss	13
ITEM 9	
DISCIPLINARY INFORMATION.....	21
ITEM 10	
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.....	22

A.	Broker-Dealer Registration.....	22
B.	Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration	22
C.	Material Relationships and Conflicts of Interests with Industry Participants	22
D.	Multiple Client Accounts.....	22
E.	Material Conflicts of Interest Relating to Other Investment Advisers	23
ITEM 11		
	CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	24
A.	Code of Ethics	24
B.	Recommending, Buying, or Selling Securities in which We or a Related Person Have a Material Financial Interest, Invest, or Buy or Sell at the Same Time; Conflict of Interests.....	24
ITEM 12		
	BROKERAGE PRACTICES.....	26
A.	Selection of Broker-Dealers and Reasonableness of Compensation	26
ITEM 13		
	REVIEW OF ACCOUNTS	28
A.	Periodic Review of Client Accounts.....	28
B.	Additional Review of Client Accounts.....	28
C.	Contents and Frequency of Account Reports to Clients.....	28
ITEM 14		
	CLIENT REFERRALS AND OTHER COMPENSATION	29
A.	Economic Benefits for Providing Services to Clients	29
B.	Compensation to Non-Supervised Persons for Client Referrals	29
ITEM 15		
	CUSTODY	30
ITEM 16		
	INVESTMENT DISCRETION	31
ITEM 17		
	VOTING CLIENT SECURITIES	32
ITEM 18		
	FINANCIAL INFORMATION	34
A.	Balance Sheet	34

B.	Contractual Commitments to Our Clients	34
C.	Bankruptcy Petitions.....	34

ITEM 4 ADVISORY BUSINESS

A. General Description of Advisory Firm

Ridgeleigh is a Delaware limited liability company originally organized on May 7, 2014. Ridgeleigh does business as Ridgeleigh Capital. Ridgeleigh serves as the investment adviser to various managed accounts (collectively, the “**Managed Accounts**”) on a purely non-discretionary basis. The Relying Adviser is a Delaware limited liability company organized on May 22, 2015. The Relying Adviser serves as the investment adviser and manager to a limited partnership organized under the laws of the State of Delaware (the “**Fund**”) on a discretionary basis. From time to time, we or our affiliates may launch, sponsor, or provide investment advisory services to additional pooled investment vehicles or managed accounts. We refer to the Fund and the Managed Accounts, collectively, as our “**Clients**.”

Ajay G. Shroff is the principal owner of Ridgeleigh. Ajay G. Shroff and Blue Tail Fly, LLC, a limited liability company formed under the laws of the State of Delaware, are the principal owners of the Relying Adviser.

B. Description of Advisory Services

As an investment adviser, Ridgeleigh provides non-discretionary investment advisory services for its Clients, and the Relying Adviser provides discretionary investment advisory and management services for the Fund. For a detailed discussion of our strategies, see “Item 8 Methods of Analysis, Investment Strategies and Risk of Loss,” below.

Pursuant to Ridgeleigh’s investment advisory agreement with each Client, Ridgeleigh provides advisory services and manages (on a non-discretionary basis) Client assets in accordance with one or more of Ridgeleigh’s established investment strategies. These services may include: (i) development and implementation of investment strategies, including asset allocation strategies, (ii) identification and sourcing of investment opportunities, (iii) analysis and assessment of investment opportunities, (iv) execution of investments, (v) monitoring of investments, and (vi) disposition of investments. In furtherance of each Client’s investment objectives and strategies, Ridgeleigh may recommend an investment in third-party private investment funds, funds of funds and other pooled vehicles (“**Investment Funds**”) managed by professional fund managers, including hedge fund managers, private equity managers, and other asset class managers (“**Fund Managers**”). Ridgeleigh may also recommend an investment in a fund advised by Ridgeleigh or in a fund advised by an affiliated investment manager or an investment manager in which Ridgeleigh, its officers and/or employees have an interest (including, without limitation, the Fund). Ridgeleigh may also recommend that a Client invest assets of the Client in businesses in which Ridgeleigh or its officers and/or employees or the Relying Adviser may have an interest. In any circumstance in which Ridgeleigh recommends that a Client invest assets of the Client in such funds or businesses, such an investment will only be made upon the prior approval of the Client after written disclosure to the Client of any

conflicts of interest of Ridgeleigh. Ridgeleigh tailors its advisory services and investment strategies to the needs and goals of each Client, factoring in such Client's risk profile, desired asset allocation, liquidity needs, tax considerations, and any applicable investment restrictions, among other items.

The Relying Adviser provides advisory services and manages (on a discretionary basis) Fund assets in accordance with the established investment objectives of the Fund. These services may include: (i) development and implementation of investment strategies, including asset allocation strategies, (ii) identification and sourcing of investment opportunities, (iii) analysis and assessment of investment opportunities, (iv) execution of investments, (v) monitoring of investments, and (vi) disposition of investments. The Relying Adviser may recommend an investment in Investment Funds managed by Fund Managers. The Relying Adviser may also recommend investment in a fund advised by Ridgeleigh or in a fund advised by an affiliated investment manager or an investment manager in which the Relying Adviser, its officers and/or members have an interest. The Relying Adviser may further recommend that the Fund invest assets in businesses in which Ridgeleigh or its officers and/or employees, or the Relying Adviser or its officers and/or members, may have an interest.

C. Wrap Fee Programs

We do not participate in wrap fee programs.

D. Assets Under Management

As of December 31, 2019, Ridgeleigh had approximately \$721,154,361 in regulatory assets under management on a non-discretionary basis and the Relying Adviser had approximately \$31,877,219 in regulatory assets under management on a discretionary basis.

ITEM 5
FEES AND COMPENSATION

A. Advisory Services and Fees

1. Ridgeleigh

Written investment advisory agreements govern the terms of compensation and the manner in which Ridgeleigh charges fees to each of its Clients. The fees Ridgeleigh charges for advisory services may be negotiable depending on the circumstances of the Client's account and the service levels Ridgeleigh provides to the Client. Ridgeleigh generally bills its fees on a monthly, quarterly and/or annual basis. Ridgeleigh's fees are generally payable in arrears. Clients are generally invoiced for the payment of such fees.

In addition to Ridgeleigh's fees and compensation, Ridgeleigh receives reimbursements for all reasonable operational, legal and research-related expenses incurred by it in its oversight of Client accounts. These expenses may include (subject to the terms of the relevant investment advisory agreement) (i) general overhead costs, including the base and bonus compensation of Ridgeleigh's employees or contractors and the cost of rent for Ridgeleigh's principal place of business as well as the cost of phone, internet, and information technology services used at Ridgeleigh's principal place of business, (ii) brokerage commissions, transfer fees, registration costs, taxes and other similar costs and transaction-related expenses and fees (including advisory fees to Fund Managers), (iii) custodial charges and fees (if any), (iv) fees and charges of agents used on behalf of the Clients, (v) fees and charges of legal, accounting and other third party advisers and service providers to Ridgeleigh, (vi) the cost of a Bloomberg terminal and macro-economic research, and (vii) travel related expenses to meet potential Fund Managers, business partners and Client representatives.

Each Client account generally will also be responsible for its own extraordinary expenses (such as, to the extent applicable, litigation expenses and indemnification expenses).

Ridgeleigh does not receive brokerage commission or other compensation attributable to the sale of securities or other investment products.

For a discussion of the factors that we consider in recommending broker-dealers for client transactions and determining the reasonableness of commissions and compensation for such broker-dealers, see "Item 12 Brokerage Practices – Selection of Broker-Dealers and Reasonableness of Compensation."

2. Relying Adviser

The Relying Adviser receives an annual fee in the form of an incentive allocation from the special limited partner of the Fund. The incentive allocation is generally equal to a specified percentage multiplied by the excess, if any, of (a) the net capital appreciation allocated to the special limited partner over (b) the net capital depreciation allocated to the special limited partner.

In addition to the Relying Adviser's incentive allocation, the Relying Adviser has the discretion to charge the capital account of each special limited partner an amount, payable in advance of each fiscal quarter of the Fund, of up to a specified percentage of the balance of each such capital account, as of the first day of the relevant fiscal quarter. The purpose of that discretionary charge is to establish reasonable reserves for certain expenses of the Relying Adviser that are reasonably anticipated to be incurred for such fiscal quarter. Examples of those expenses include, without limitation, ordinary overhead expenses, such as rent, furniture, fixtures, equipment, office supplies, computer hardware, clerical expenses, and all salaries, bonuses, and benefits paid to, or on behalf of, analytical and support personnel.

B. Payment of Fees

Each Client (and Fund investor) presently qualifies as a "qualified purchaser" as defined in the Investment Company Act of 1940, as amended (the "**Investment Company Act**").

Pursuant to the terms of the Client's investment advisory agreement, if the investment advisory relationship is terminated (or funds are withdrawn) as of any date other than the last business day of the applicable payment period, Ridgeleigh typically charges a prorated management fee and/or other specified fees based on the ratio that the number of days for which investment advisory services were rendered bears to the total number of days in that payment period, and Ridgeleigh returns any unearned fees to the Client. In the event that the investment advisory relationship is terminated (or funds are withdrawn) other than at the end of a performance fee calculation period, such termination (or withdrawal) date shall typically be treated as the end of a performance fee calculation period, and, if earned, Ridgeleigh will charge such Client a performance fee in connection with such Client's account, as applicable.

The Relying Adviser generally deducts incentive allocations and charges for expense reserves directly from the relevant capital accounts of the Fund.

ITEM 6

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Relying Adviser has entered into an incentive allocation arrangement with the Fund and in some cases, Ridgeleigh will enter into performance or incentive fee or allocation arrangements with eligible Managed Accounts. The terms and conditions of Ridgeleigh's fees or allocations are subject to individualized negotiations with each Managed Account. We structure performance or incentive fee or allocation arrangement in accordance with Section 205(a)(1) of the Advisers Act and the rules and regulations thereunder, including the exemption set forth in Rule 205-3 of the Advisers Act permitting performance fee arrangements with "qualified clients."

Performance-based fee or allocation arrangements may create an incentive for us to recommend investments that may be riskier or more speculative than those that we may recommended under a different fee or allocation arrangement. In the allocation of investment opportunities, performance-based fee or allocation arrangements may also create an incentive for us to favor accounts with performance or incentive fee or allocation arrangements over accounts that do not have such arrangements or, alternatively, favor accounts with higher performance-based fees or allocation arrangements over accounts with lower performance-based fees or allocation arrangements. We have adopted an Investment Allocation Policy and Procedures (the "**Allocation Policy**") designed to ensure that all of our Clients are treated fairly and equitably and to prevent this form of conflict from influencing the allocation of investment opportunities among our Clients. In accordance with our Allocation Policy, while each of our Clients may not participate in each individual investment opportunity on an overall basis, each Client generally will be entitled to participate equitably with our other Clients.

The Allocation Policy seeks to allocate investment opportunities among our Clients in a fair and equitable manner. Allocations of investment opportunities are not necessarily made on a pro rata basis as our current Client accounts may pursue distinct investment strategies. Rather, we make independent allocation decisions with respect to each Client account. Allocations of investment opportunities among the Client accounts are based on a variety of considerations, including potentially different or conflicting investment objectives and strategies; the life cycle of various portfolios; risk parameters (including, without limitation, the use of leverage); cash and liquidity availability (e.g., allocation size may vary depending on a Client account's cash availability, the other liquidity obligations of the applicable Client account or commitments made to other investments); follow-on investments (e.g., such investments may be allocated in accordance with the allocation of the original investment); investment time frames; and legal, tax, and regulatory considerations.

ITEM 7

TYPES OF CLIENTS

Ridgeleigh currently provides non-discretionary investment advisory services to Managed Accounts, and the Relying Adviser provides investment management and advisory services to the Fund. Interests in Managed Accounts are offered to financially sophisticated institutional investors, including charitable organizations and comingled investment vehicles. Interests in the Fund are offered to financially sophisticated individual and institutional investors.

Any applicable initial minimum investment of Managed Accounts is subject to negotiation. Such minimum investment amounts and minimum investor criteria are set forth in the applicable investment advisory agreement for each Managed Account.

Minimum investment amounts in the Fund and criteria for Fund investors are set forth in the offering documents of the Fund. Investors must generally make minimum initial investments ranging from \$500,000.00 to \$5,000,000.00, and any additional investments must also be made according to established minimums. Each investor must be an “accredited investor,” as defined in Rule 501(a) of Regulation D, promulgated pursuant to Section 4(2) of the Securities Act of 1933, as amended, and a “qualified purchaser,” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended.

We may, in our sole discretion, waive any of the minimum investment amount requirements.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

Depending on the investment objectives and strategies of each particular Client, we may recommend that the Client invest a portion of the Client's assets in Investment Funds that employ different investing strategies. We may also recommend an allocation of Client assets to a wide variety of other investments, including direct investments in debt and equity securities of publicly traded companies, derivatives, investments in private companies, exchange traded funds ("ETFs"), mutual funds, exchange traded notes ("ETNs"), and hard assets, including real estate, in each case to the extent consistent with the Client's investment objectives and strategies.

We use a broad range of methods to identify, analyze and assess potential and existing investment opportunities.

With respect to any investment, we engage in a due diligence process to review the quality of such Investment Fund or other investment prior to its initial investment and will conduct "follow-up" due diligence and performance monitoring on a periodic basis. As a general matter, our due diligence analysis and performance monitoring is intended to identify Fund Managers and investment opportunities capable of generating superior risk adjusted returns over time in the relevant asset class or style of investing. In connection with such diligence, we generally review available information including, in the case of Investment Funds, the applicable offering documents, and may request additional information from Fund Managers or other parties as we deem necessary.

Our due diligence process utilizes various quantitative and qualitative research techniques to evaluate direct investments as well as Investment Funds. Our direct investment due diligence process (which includes investments in public companies, private placements that are not Investment Funds and co-investments) may include (i) background investigations of the principals of an issuer, (ii) review of securities filings or other reports of the issuer, if available, including financial statements, (iii) in-person and/or telephonic meetings with management, (iv) financial modelling, (v) industry analysis and peer group comparison analysis, (vi) ongoing review of periodic performance, (vii) preparation of an investment thesis memorandum, and (viii) review of such other information as we may request. Our Investment Fund due diligence process may include (i) background investigations of the principals of a Fund Manager or Investment Fund, (ii) reference checks, (iii) in-person and/or telephonic meetings with Fund Managers, (iv) if relevant, analysis of past performance using financial analysis tools and software to measure a variety of performance, risk and volatility measures over different time periods, (v) peer group comparisons, (vi) review of quarterly and annual communications from Fund Managers, (vii) ongoing review of periodic performance, and (viii) review of such other information as we may request. We may work with unaffiliated or affiliated advisors for purposes of obtaining analyses that would assist in the investment decision-making and monitoring processes.

Despite these methods of analysis, it is possible that we may recommend an investment that ultimately fails to meet a Client's investment objectives. Further, it is possible that an

investment may incur significant losses on invested assets or result in a complete loss of invested capital. There are material risks associated with any investment, including investments in Investment Funds, and Clients should be able to bear a complete loss in connection with any investment recommended by us.

B. Risk of Loss

Investing in securities involves risk of loss that Clients should be prepared to bear. More specifically, investing in assets we recommend involves several material risks, including those set forth below. There can be no assurance that Clients will achieve their investment objectives or that any of our recommendations will be successfully implemented. In addition to the risks listed below, Clients should review the respective offering, organizational and similar documents relating to any Investment Fund recommended by us. Investors in the Fund should review the offering, organizational and similar documents of the Fund. Each Client is also encouraged to consult with us to review the specific risk parameters of, and assets that comprise, the Client's account at any given time and from time to time.

The Firm, as well as the Investment Funds in which it may recommend investing, may pursue a wide range of investment strategies using a variety of financial instruments. The following is intended only as a summary of certain key risks that potential investors could face from such investment strategies.

Risk of Loss of Assets. All investments involve the risk of the loss of capital. No guarantee or representation is made that any investment will achieve its investment objective or avoid losses. We recommend investments that we believe have a risk/reward profile consistent with the Clients' guidelines and tolerances. These investments may result in significant losses.

Business and Market Risks. The investments we recommend may involve a high degree of business and financial risk that can result in substantial losses. In particular, these risks could arise from changes in the financial condition or prospects of the entity in which the investment is made, changes in national or international economic and market conditions, and changes in laws, regulations, fiscal policies or political conditions of countries in which investments are made, including the risks of war and the effects of terrorist attacks. The possibility of partial or total loss of capital will exist, and Clients should not invest unless they can readily bear the consequences of such loss.

Risks Associated with Publicly Traded Securities. We may recommend investments in publicly traded securities and in Investment Funds that invest in publicly traded securities. Investments in securities of publicly traded companies may be sensitive to movements in the stock market and trends in the overall economy.

Risks Associated with Certain Instruments. We may recommend direct or indirect investments in instruments that pose unique risks, such as derivatives, high-yield bonds, foreign exchange instruments, swap agreements, futures, convertible securities and commodities, among others. The price movements of such instruments may be highly volatile and are influenced by, among other things: interest rates; changing supply and demand relationships; credit ratings; trade, fiscal, monetary, and exchange control programs and policies of governments; and U.S.

and international political and economic events and policies. Moreover, the markets for such instruments may be comparatively illiquid and inefficient, creating the potential for substantial mispricing. A more detailed summary of the risks associated with certain of these instruments is included below.

Short Sales of Securities. We may recommend that securities be sold short, or Investment Funds that we recommend may engage in short selling. Selling securities short involves selling securities that the investor does not own. In order to make delivery to the purchaser of such securities, an investor may borrow securities from a third-party lender. The investor subsequently must return the borrowed securities to the lender by delivering to the lender securities the investor purchases in the open market. The investor must generally pledge cash or other securities with the lender equal to or greater than the market price of the borrowed securities. This deposit will be increased or decreased in accordance with changes in the market price of the borrowed securities. Accordingly, an investor could, in theory, be exposed to an unlimited loss in the event of an unlimited increase in the market price of a borrowed security. Purchasing securities to close out the short position can itself cause the price of the securities to rise, thereby limiting profits or exacerbating losses. The risk also exists that the securities necessary to cover a short position will not be available for purchase. Additionally, arbitrage strategies involving short sales are exposed to the risk of the loss of the hedge if the stock sold short is called by the lending broker, or the position cannot otherwise be maintained, forcing premature liquidation.

Derivatives. We may recommend the purchase of derivative instruments, or Investment Funds that we recommend may invest in a variety of derivative instruments. The pricing of these derivatives is uncertain, variable, and based primarily on theoretical models, the outputs of which may vary substantially from the prices actually recognized in the market. The market for many types of derivative instruments is comparatively illiquid and inefficient, creating the potential for substantial mispricing, as well as sustained deviations between theoretical and market value. In addition, the derivatives market is, in comparison to other markets, a relatively new market, and even the most sophisticated market participants may misunderstand how the market in derivatives will perform during periods of unusual price volatility or instability, market illiquidity, or credit distress. The primary risks associated with the use of derivatives are (i) model risk, (ii) market risk, and (iii) counterparty risk. Such investments in over-the-counter derivatives are subject to greater risk of counterparty default and less liquidity than exchange-traded derivatives, although exchange-traded derivatives are subject to risk of failure of the clearinghouse through which they may be cleared. Counterparty risk includes not only the risk of default and failure to pay mark-to-market amounts and return risk premium, but also the risk that the market value of over-the-counter derivatives will fall if the creditworthiness of the counterparties to those derivatives weakens.

The prices of derivative instruments can be highly volatile. Price movements of derivative instruments are 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. In addition, governments from time to time intervene, directly and by regulation, in certain markets. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

Low Credit Quality Securities. We may recommend, or Investment Funds that we recommend may invest in, particularly risky investments that also offer the potential for correspondingly high returns. As a result, a Client may lose all or substantially all of its investment in any particular instance. In addition, there is not necessarily a minimum credit standard that is a prerequisite to an investment in any security. The debt securities in which an Investment Fund is permitted to invest may be rated lower than investment grade and hence may be considered to be “junk bonds” or distressed securities.

Non-U.S. Investments – Economic, Political, and Legal Risks. We may recommend, or Investment Funds that we recommend may invest in, assets outside the United States. Non-U.S. investments pose a range of potential economic, political, and legal risks that may not exist in the United States. The economies of individual countries may differ with respect to growth of gross domestic product or gross national product, rate of inflation, capital reinvestment, resource self-sufficiency, and balance of payments position. Each country has different standards of regulation with respect to matters such as government approval requirements, as well as insider trading rules, restrictions on market manipulation, shareholder proxy requirements, and timely disclosure of information. Reporting, accounting, and auditing standards of different countries vary, and little information may be available to investors in securities or other assets of such issuers. Other potential risks that could have an adverse effect on investments include (depending on the country involved) nationalization, expropriation, confiscatory taxation, negative diplomatic developments, and other governmental actions that make it difficult or impossible to liquidate assets and distribute proceeds. The laws of various countries governing business organizations, bankruptcy, and insolvency may make legal action difficult and provide little, if any, legal protection for investors. The securities markets in many non-U.S. countries may be significantly less developed than the securities markets in the United States.

Multiple Investment Funds. We may recommend an allocation of Client assets to a broad range of Investment Funds. There can be no assurance that utilizing multiple Fund Managers and Investment Funds will cause overall profits in any Client’s account to exceed total losses. Furthermore, any profits realized by an Investment Fund may incur a significant reduction due to management and/or incentive fees (or allocations) payable (or allocable) to the Fund Manager of such fund.

Reliance on Fund Managers. Although we will monitor the performance of each investment, we will rely upon the Fund Manager of an Investment Fund to follow the investment program described in the Investment Fund’s offering documents and other agreements. There is no guarantee that such Fund Manager will do so, which can result in a deviation between the Client’s desired investment strategy and the one employed by the Fund Manager.

Reliability of Valuations for Illiquid Interests. A Client’s interest in an Investment Fund or an illiquid direct investment is generally valued at an amount equal to its interest in such Investment Fund or other asset, as reported by the relevant Fund Manager, administrator or other third party. Generally, the governing documents of the Investment Funds or other illiquid asset

provide that for any securities or investments that are illiquid, not traded on an exchange or established market, or for which no value can be readily determined, the Fund Manager or other third party may determine the fair value of such investments in its best judgment. A Fund Manager's or other third party's valuations may not be indicative of what actual fair market value would be in an active, liquid, or established market.

Limited Information. We seek to obtain accurate and complete information regarding Fund Managers, Investment Funds and other illiquid investments that we recommend. Despite these efforts, it is possible that a Fund Manager or other third party will withhold or provide inaccurate information, thereby limiting our ability to properly evaluate the performance of Clients' investments or ensure that particular investment programs are being followed. This may result in significant losses to an investor based on investment strategies and positions of which we have limited or no knowledge.

Fees on Client Assets. Any interest in any Investment Fund or the Fund may be subject to substantial fees both directly and indirectly, including but not limited to management and incentive fees (or allocations) payable (or allocated) to Fund Managers. These fees could be in addition to our own management and incentive fees (or allocations). This may result in multiple layers of management and other fees being paid on the same Client assets. We will not receive multiple fees in situations where Clients invest assets in a fund also advised by the Firm.

Lack of Liquidity and Redemption of Investment Fund Interests. A Fund Manager or the Relying Adviser may restrict a Client's or Fund investor's ability to redeem interests. Certain Investment Funds or the Fund may permit redemptions only on a semi-annual, annual, or less frequent basis or be subject to "lock-ups" (where investors are prohibited from redeeming their capital for a specified period following an investment) and/or "gates" (where redemption at any given date is restricted to a specified percentage of the underlying fund's assets). In addition, Investment Funds and the Fund are typically able to suspend redemptions by their investors in a variety of circumstances. Further, some Investment Funds may limit redemptions with respect to "side pocket" investments (where an Investment Fund classifies a particular investment as "illiquid" or "designated" and investors generally cannot redeem their interests until such investment is liquidated or otherwise realized). Illiquidity in Investment Funds or the Fund may also affect the ability of Clients to make redemptions when desired or to realize fair value in the event of redemption.

General Investment and Trading Risks. Investing in securities present a risk of loss of capital. Volatile financial markets increase that risk. If the Relying Adviser's evaluation of an investment opportunity should prove incorrect, the Fund could experience losses as a result of a decline in the market value of securities in which the Fund holds a long position or an increase in the value of securities in which the Fund holds a short position. The risk management techniques that may be used by the Relying Adviser do not provide any assurance that the Fund will not be exposed to a risk of significant investment losses.

Small and Medium Capitalization Companies. The Fund may invest a substantial portion of its assets in the equity of companies with small to medium-sized market capitalizations. Such investments, particularly small-capitalization securities, involve higher risks in some respects

than do investments in securities of larger companies. The prices of small capitalization and even medium-capitalization securities are often more volatile than prices of large capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to long investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in securities of some medium or small-capitalization companies, an investment in those securities may be illiquid. The small to medium-sized market capitalization securities have, at times, significantly underperformed the large capitalization securities and may do so in the future. A related concern for short sale risk is that smaller companies tend to be more readily acquired.

Diversification Risk. The Fund may hold a limited amount of positions (both long and short) at any given time. As a result of the Fund’s possible lack of diversification, a significant loss in any one position may have a material adverse effect on the net asset value of the Fund and the Fund’s rate of return. Diversification of the Fund assets among different industries is not a primary goal of the Fund. Therefore, any fluctuation in the overall value of securities in specific industrial or consumer sectors likely will have a material effect on the performance of the Fund.

Litigation Risk. Distressed companies such as those in which the Fund may occasionally invest may be subject to litigation, including bankruptcy litigation, shareholder derivative suits, and creditor suits.

Hedging. The Fund intends to engage in a variety of hedging transactions. Hedges can be more difficult to implement than many other types of transactions, and the possibilities for errors may be greater than for other transactions. Additionally, there is no guarantee that these hedging transactions will prevent losses to the Fund.

Leverage; Interest Rates; Margin. The Relying Adviser may borrow funds from brokerage firms and banks on behalf of the Fund to increase the amount of capital available for marketable securities investments. The rates at which the Fund can borrow, in particular, will affect the operating results of the Fund. Even if the Fund makes a profit on a trade, the interest expense incurred in carrying the position may exceed the profit generated by the trade. The Fund’s use of short-term borrowings or repurchase agreements may result in certain additional risks to the Fund. For example, should the securities pledged to brokers to secure the Fund’s margin accounts or repurchase obligation decline in value, the Fund could be subject to a “margin call,” pursuant to which the Fund must either deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the Fund’s assets, the Fund might not be able to liquidate assets quickly enough to pay off its margin debt.

Turnover. The trading activities of the Relying Adviser may be made on the basis of short-term market considerations. The portfolio turnover rate could be significant, potentially involving significant brokerage commissions and other transaction related fees and expenses.

Dependence on Occurrence of Events. The ability to realize a profit on certain of the Fund’s investments may be dependent upon the occurrence of certain events, for example, the merger, acquisition, or successful reorganization of a company. If the event that the Relying Adviser is expecting to occur does not occur, the Fund may sustain a significant loss.

Institutional Risks; Counterparty Risk. Institutions will have custody of the assets of the Fund. Certain assets of the Fund will be exposed to the credit risk of the dealers, brokers, and trading, counterparties through which the Relying Adviser deals, whether the Relying Adviser engages in exchange-traded or over-the-counter transactions. These firms and/or financial institutions, regardless of how large or well-capitalized, may encounter financial difficulties that impair the operating capabilities or the capital position of the Fund. If any broker-dealer or other financial institution holding the Fund's assets were to become bankrupt or insolvent, it is possible that the Fund would be able to recover only a portion, or in certain circumstances, none of its assets held by such bankrupt or insolvent entity.

Brokers may trade with an exchange as principals on behalf of the Fund, in a "debtor-creditor" relationship, unlike other clearing broker relationships where the broker is merely a facilitator of the transaction. Such broker could, therefore, have title to all of the assets of the Fund (for example, the transactions that the broker has entered into on behalf of the Fund as principal as well as the margin payments that the Fund provides). In the event of such broker's insolvency, the transactions into which the broker has entered as principal could default, and the Fund's assets could become part of the insolvent broker's estate, to the detriment of the Fund. The Fund's assets may be held in "street name," in which case, a default by the broker could cause the Fund's rights to be limited to that of an unsecured creditor.

To the extent that the Fund invests in swaps, derivative, or synthetic instruments, or other over-the-counter transactions, including forward contracts, or, in certain circumstances, options or non-U.S. securities, the Fund may also take a credit risk with respect to the parties with whom it trades and may bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions, which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties may not benefit from such protections and expose the parties to the risk of counterparty default.

Changes in Investment Strategy. The Relying Adviser has considerable discretion in choosing the securities that may be acquired and has the right to modify the investment strategy, selection criteria, or hedging techniques used by the Fund. Any of these new investment techniques may not be thoroughly tested in the market before being employed and may have operational or theoretical shortcomings, which could result in unsuccessful investments and, ultimately, losses to the Fund. In addition, any new investment strategy or hedging technique developed may be more speculative than earlier techniques and may increase the risk of an investment in the Fund.

Proprietary Investment Strategy. The Relying Adviser uses a strategy, which employs various proprietary considerations in making investment decisions. The strategy may involve risks under some market conditions that are not fully anticipated. The strategy may be different than those typically employed by traditional managers of portfolios of stocks and bonds. The investment techniques employed by the Relying Adviser may become less profitable over time, as the Relying Adviser and competing asset managers or investors manage a larger group of assets in the same or a similar manner, or if market conditions change. The strategy may involve significantly more risk

and higher transaction costs than more traditional investment methods. The Fund may or may not seek to reduce these risks by spreading the investments of the Fund among a variety of different investments so that volatility (the profits from one and the losses from another) will tend to reduce the overall fluctuation in value of the Fund's assets. It is possible that the performance of the Fund's assets may be closely correlated, however, resulting (if those returns are negative) in significant losses to the Fund and its investors.

Strategy Risk. The Fund will be subject to strategy risk. Strategy risk is associated with the failure or deterioration of an entire strategy. Strategy-specific losses can result from excessive concentration in the same investment or broad events that adversely affect particular strategies (e.g., illiquidity within a given market). The Relying Adviser's strategy is speculative and involves substantial risk of loss.

Call Options. The Fund may invest in call options. There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of the call option may be unavailable for purchase except at much higher prices. Purchasing securities to satisfy the exercise of the call option can itself cause the price of the securities to rise further, sometimes by a significant amount, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire investment in the call option.

Put Options. The Fund may invest in put options. There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

Stock Index Options. The Fund may purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market. A stock index fluctuates with changes in the market values of the stocks included in the index. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether the Fund will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by the Fund of options on stock indices will be subject to the Relying Adviser's ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

Currencies. The Fund may invest a portion of its assets in non-U.S. currencies, or in instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. The Fund, however, values its securities and other assets in U.S. dollars. The Fund may or may not seek to hedge all or any portion of its foreign currency exposure. To the extent the Fund's investments are not hedged, the value of the Fund's assets will fluctuate with U.S. dollar exchange rates as well as the price changes of the Fund's investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which the Fund makes its investments will reduce the effect of increases and magnify the effect of decreases in the value of the Fund's positions in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on the Fund's non-U.S. dollar securities. The Fund also may utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective, and such techniques entail additional risks.

Risk of Global Investing. The Fund may invest its assets in non-U.S. securities and other financial instruments denominated in non-U.S. currencies. Investments in securities of non-U.S. issuers and securities denominated in non-U.S. currencies pose currency exchange risks to the extent not hedged. In addition, foreign securities regulators may exercise less regulatory supervision than those in the United States, and foreign governments may afford less legal protection to the Fund as investor.

Fund Registration. The Fund is not registered as an investment company under the Investment Company Act and some Investment Funds may not be registered as investment companies under the Investment Company Act, and such interests may not be transferable due to legal or other restrictions. Also, interests in the Fund are not registered under U.S. federal or state securities laws and some interests in Investment Funds may not be registered under U.S. federal or state securities laws and could be subject to additional restrictions on transfer. Furthermore, interests in certain Investment Funds or the Fund may not be transferable except with the prior written consent of the Fund Manager or the Relying Adviser, respectively, or, in the case of certain non-U.S. funds, the Investment Fund's board of directors. There is no guarantee that such written consent will be granted. Lastly, there may not be any market for Investment Fund or Fund interests or shares.

ITEM 9
DISCIPLINARY INFORMATION

To the best of our knowledge, there are no legal or disciplinary events that we believe would be material to our Clients' or our prospective clients' evaluation of our advisory business or the integrity of our management.

ITEM 10
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration

Neither we nor any of our management personnel (i) are registered as broker-dealers or (ii) have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration

Neither we nor any of our management personnel (i) are registered as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing or (ii) have any application pending to register with respect to any of the foregoing.

C. Material Relationships and Conflicts of Interest with Industry Participants

Our relationships and arrangements with our various Clients and other industry participants are material to our advisory business and may raise conflicts of interest. Below is a description of some of the potential conflicts of interest arising from such relationships and arrangements. Because this is not an exhaustive list of all of the conflicts of interest associated with the conduct of our investment advisory business, Clients should read this brochure and any investment advisory agreement for the particular Client account before engaging us.

A principal of the Relying Adviser may from time to time purchase interests in the Fund.

The Relying Adviser has entered into an agreement with Eternum Advisors, LLC, a limited liability company formed under the laws of the State of Delaware, to perform certain research and analytics services for the Relying Adviser with respect potential investments by the Fund. The Relying Adviser pays Eternum Advisors, LLC a flat quarterly fee, plus any research-related travel expenses. Eternum Advisors, LLC is not a registered investment adviser under the Investment Advisers Act of 1940 and does not provide, and is expressly prohibited from providing, investment advice to the Fund or the Relying Adviser. Ajay G. Shroff is the principal owner of Eternum Advisors, LLC.

D. Multiple Client Accounts

We provide investment advisory services to multiple Client accounts. There is no limit on the number of vehicles or accounts that we may manage or advise. As a result of the foregoing, we may have conflicts of interest in (i) allocating the time and resources of our personnel between and among Clients; and (ii) allocating investment opportunities between and among Clients (see Item 6 – “Performance-Based Fees and Side-By-Side Management”).

Our Code of Ethics requires that we make full disclosure of all material facts concerning any actual, apparent or potential conflicts of interest, and requires us and our personnel to follow appropriate procedures designed to minimize any such conflict.

For a more detailed discussion of our Code of Ethics, see Item 11 - “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.”

E. Material Conflicts of Interest Relating to Other Investment Advisers

Except as otherwise disclosed in this brochure, we do not recommend or select for our Clients, receive compensation directly or indirectly from, or have other business relationships with, other investment advisers.

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

A. Code of Ethics

We have adopted a Code of Ethics that is based on the principle that we, and our personnel, owe a fiduciary duty to our Clients and the Fund investors and a duty to comply with federal and state securities laws and all other applicable laws. These duties include the obligation of personnel to conduct their personal securities transactions in a manner that does not interfere with the transactions of any Client or the Fund investors or otherwise take unfair advantage of their relationship with Clients or any Fund investor. All material conflicts of interests (including, without limitation, personal investments of Mr. Shroff) are disclosed to Clients when recommending purchases or sales of securities or other instruments.

We will provide a copy of our Code of Ethics, free of charge, to any Client, Fund investor, or prospective client or Fund investor upon request. Our Code of Ethics may be requested by contacting Ajay G. Shroff, at (973) 218-2640 or ajay@ridgeleighcap.com.

B. Recommending, Buying, or Selling Securities in which We or a Related Person Have a Material Financial Interest, Invest, or Buy or Sell at the Same Time; Conflict of Interests

Conflicts of interest may occur when the Fund, Managed Accounts, or our related persons, trade in the same security at or about the same time as other clients. A conflict of interest may also occur if we (or our personnel) sell the securities we (or they) hold, while simultaneously recommending that our Clients maintain their position in the security. In such circumstances, a sale by our related persons or by us may affect the liquidity, value, or trading price of the securities that our Clients continued to hold. In addition, we or our personnel may invest in securities or other financial instruments that we recommend to Clients, and, therefore, such persons may hold an interest in the same securities or other financial instruments as a Client.

We may give advice and recommend securities to certain Client accounts that may differ from advice given to, or securities recommended to, other Client accounts, even though their investment programs may be the same or similar.

On rare occasions, we may deem it to be in the best interests of our Clients to reallocate or “cross” securities transactions between Clients. Similarly, on rare occasions, we may recommend a “principal transactions” in which we recommend a transaction between us or our related person and a Client. We maintain policies and procedures intended to limit the potential conflicts of interest inherent in cross or principal transaction. Cross or principal transactions will only be effected if they are deemed to be in the best interests of the particular Clients involved, approved by the Clients involved after full disclosure of all material facts, and conducted in compliance with our policies and procedures and applicable law.

We have adopted policies that prohibit us and our personnel from trading for Clients or for ourselves or themselves, or recommending trading, in securities of a company while in

possession of material nonpublic information (“**Inside Information**”) about the company, and from disclosing such information to any person not entitled to receive it, in either case in contravention of applicable securities laws. By reason of our various activities, we may have access to Inside Information or be restricted from effecting or recommending transactions in certain investments that might otherwise have been initiated. We have adopted policies and procedures reasonably designed to, among other things, control and monitor the flow of Inside Information to and within our organization, as well as prevent trading (or recommending trading) based on Inside Information.

Personal Trading

Mr. Shroff may invest alongside the Firm’s Clients. We believe that investing Mr. Shroff’s personal capital in an essentially identical manner to the Firm’s Clients creates an alignment of interests. Our personal trading policies are part of our Code of Ethics.

ITEM 12

BROKERAGE PRACTICES

The Relying Adviser has the discretion to determine, subject to the Fund's disclosed investment objectives, policies and strategies, the securities to be bought or sold and in what amounts, which of the Fund's brokers or dealers to use in effecting transactions for the Fund, and the commission rates to be paid for such transactions. Pursuant to each Managed Account's investment advisory agreement, or other similar agreement, Ridgeleigh may recommend the broker or dealer used to effect transactions on behalf of Managed Accounts. However, Ridgeleigh's recommendation of the broker or dealer may be tailored to a particular Managed Account's investment guidelines or restrictions, where appropriate. Managed Accounts ultimately determine the broker or dealer used to effect any transaction Ridgeleigh recommends. As such, Ridgeleigh generally does not aggregate (and does not have the opportunity to aggregate) the purchase or sale of securities for Managed Accounts.

A. Selection of Broker-Dealers and Reasonableness of Compensation

Consistent with our fiduciary duty to Clients, we have an obligation to seek the best price and execution of Client securities transactions when we are in a position to direct brokerage transactions. While not defined by statute or regulation, "best execution" generally means the execution of Client trades at the best net price considering all relevant circumstances.

Factors Ridgeleigh and/or the Relying Adviser considers when respectively recommending or selecting brokers-dealers to execute trades include, but are not limited to:

- the ability to achieve prompt and reliable executions at favorable prices;
- the competitiveness of commission rates in comparison with other brokers satisfying our overall selection criteria;
- the overall direct net economic result to Clients' assets;
- the broker-dealer's clearance and settlement capabilities;
- the operational efficiency with which transactions are effected;
- the financial strength, integrity and stability of the broker;
- the ability to effect the transaction where a large block or other complicating factors are involved;
- the availability of the broker to execute possible difficult transactions in the future;
- the quality, comprehensiveness and frequency of available research and related services considered to be of value; and

- the quality, comprehensiveness and frequency of notifications of investment opportunities.

In addition, access to the brokerage firm's securities analysts in related areas that provide us with assistance in our investment decision-making process, may be a factor in recommending a broker-dealer.

Ajay G. Shroff, is responsible for due diligence on best execution, including ensuring that we meet our best execution obligations, updating our best execution procedures whenever appropriate, and considering any other best execution issues identified by him.

1. Research and Other Soft Dollar Arrangements

We may receive from a Client's broker research and other services, in addition to services for effecting securities transactions. We may recommend or use brokers that charge a higher commission or fee than another broker would have charged for effecting the same transaction; provided, that the recommendation of or decision to use a broker will be made on the basis of best execution, taking into consideration the various factors described above; provided, further, that we may be influenced in our recommendation of brokers by their provision of other services, including, without limitation, research, consulting with respect to technology, operations, equipment and office space, and other services or items. Such services may be deemed to be "soft dollars." We will generally use "soft dollars" in accordance with the safe harbors created by Section 28(e) of the Securities Exchange Act of 1934. We do not generate soft dollar credits that may be applied to goods or services through the trading or other activities of our Clients. The provision by a broker of research and other services and property to us creates an incentive for the Firm to recommend such broker. Any research, services or property provided by a broker may benefit any Client and such benefits may not be proportionate to commission dollars related to the provision of such research, services or property.

2. Brokerage for Client Referrals

When recommending broker-dealers, Client or investor referrals are not a material factor we consider.

3. Directed Brokerage

"Directed brokerage" refers to instances in which a Client retains the discretion to choose brokers and instructs us to direct portfolio transactions to a particular broker-dealer. A Managed Account may direct Ridgeleigh to execute transactions on behalf of such Managed Account with a particular broker-dealer. In such event, Ridgeleigh may be unable to achieve most favorable execution of transactions and directing brokerage may cost Managed Accounts more money. For example, in a directed brokerage account, the Client may pay higher brokerage commissions because we may not be able to reduce transaction costs, or the Client may receive less favorable prices.

ITEM 13
REVIEW OF ACCOUNTS

A. Periodic Review of Client Accounts

Ajay G. Shroff receives and reviews periodic reports and statement summaries from the custodian(s) of the assets of the Fund and Managed Accounts to ensure conformity with each client's investment objective and appropriate asset allocation, and to monitor changes to performance of individual securities.

B. Additional Review of Client Accounts

While there are no specific instances that automatically trigger a review of Client accounts, we invest substantial resources in reviewing Client accounts in accordance with the terms set forth in the relevant investment advisory agreement.

C. Contents and Frequency of Account Reports to Clients

Managed Accounts receive reports (at least quarterly) in accordance with the terms set forth in the relevant investment advisory agreement. Investors in the Fund generally receive unaudited monthly net asset value statements, quarterly written reports describing the performance of the Fund, and annual reports containing audited financial statements and other measures of performance. Certain Clients may receive additional information and reporting that other Clients may not receive, and such information may affect a Client's investment decisions.

ITEM 14
CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Providing Services to Clients

We do not receive economic benefits from third parties (other than fees from Clients) for providing investment advice or other advisory services to our Clients.

B. Compensation to Non-Supervised Persons for Client Referrals

As of the date of this brochure, we do not have any arrangement with a third party whereby we directly or indirectly compensate such person for Client or investor referrals.

If we do enter into such an arrangement, all payments to any person, including solicitors, for Client or investor referrals will be made in accordance with the provisions of Rule 206(4)-3 of the Advisers Act and any other applicable laws. We will not make use of a solicitor who is subject to the disciplinary actions stated in Rule 206(4)-3(A)(1)(ii) under the Advisers Act or, if a solicitor is subject to such an action, such solicitor must represent to us that it is relying on no-action relief from the SEC allowing it to engage in cash solicitation activities and that it is in compliance with all of the obligations imposed by the SEC as a condition to such relief.

ITEM 15

CUSTODY

Rule 206(4)-2 of the Advisers Act imposes specific conditions on investment advisers who have actual or deemed custody of client assets. Ridgeleigh does not have and is not deemed to have custody of Managed Account assets. The custodian for a Managed Account will be the broker-dealer or other third-party selected by the Managed Account.

As the general partner of the Fund, the Relying Adviser is deemed to have custody, and therefore the Relying Adviser must meet the applicable conditions of the Custody Rule. The Custody Rule contains significant provisions applicable to investment advisers that serve as a general partner or managing member to private funds formed as limited partnerships or limited liability companies, such as the Fund. Most significantly, the Custody Rule provides an alternative approach to the quarterly account statement delivery requirement and the annual surprise examination requirement that are set forth in the Custody Rule. Specifically, an investment adviser to a private fund, such as the Fund, need not arrange for the delivery of quarterly account statements to investors from the qualified custodian holding account assets or have an annual surprise examination if the fund is (i) subject to an audit (as defined in Rule 1-02(d) of Regulation S-X) by an accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board at least annually and (ii) distributes its audited financial statements prepared in accordance with generally accepted accounting principles to all fund investors within 120 days of the end of the applicable fund's fiscal year. The Relying Adviser typically relies on this exception. The Relying Adviser will maintain all securities and funds of the Fund, of which we are deemed to have custody, with a "qualified custodian," except privately offered securities.

ITEM 16

INVESTMENT DISCRETION

At the outset of an advisory relationship, we may receive discretionary authority from a Client to select the identity and amount of securities to be purchased and sold by the Client. For example, the Relying Adviser has investment discretion to manage securities accounts on behalf of the Fund. In all cases, we exercise this investment discretion in a manner consistent with the stated investment objectives of the particular client, which are contained in the applicable offering and organizational documents and/or investment advisory agreement.

Whether recommending or selecting securities and assessing potential investments, we observe the investment policies, limitations, and restrictions of the Clients we advise, as stated in the applicable offering and organizational documents and/or investment advisory agreement. Our Clients may place, and have placed, limitations on our investment authority.

For a complete discussion of our advisory business and the services we provide to our clients, see “Item 4 - Advisory Business.”

ITEM 17

VOTING CLIENT SECURITIES

Ridgeleigh does not have the authority to vote its Clients' securities but the Relying Adviser has, and will continue to accept, the authority to vote securities held by the Fund. We may also make recommendations to Clients with respect to voting securities held by our Clients. As such, we have adopted policies and corresponding procedures to comply with Rule 206(4)-6 of the Advisers Act and with our fiduciary obligations (such policies and procedures, the **"Proxy Voting Policies"**).

We are committed to voting proxies or recommend voting proxies in a manner consistent with the best interest of the Client accounts. While the decision whether to vote a proxy must be made on a case-by-case basis, we generally do not vote a proxy or recommend voting if we believe the outcome of the vote is not in doubt. In the situations where we vote a proxy or recommend voting a proxy, we generally do so in accordance with the following general guidelines:

- Routine Matters generally are voted consistent with Management's Recommendation. Examples of Routine Matters include uncontested Election of Directors, Ratification of Auditors, and Corporate Name Change.
- Non-Routine Matters are voted on a fact sensitive basis. Examples of proxy proposal issues which are so fact sensitive that no general voting policy with respect to such issues may be established by us include Merger/Acquisition approvals, Spin-offs, Liquidations, Tender Offers and Corporate Restructurings.

Notwithstanding the foregoing, we may vote or recommend voting a proxy categorized as a "Routine Matter" contrary to the proxy voting guidelines if we determine that such action is in the best interest of the Client accounts. In the event that we vote or recommend a vote contrary to the proxy voting guidelines, the basis for acting contrary to the proxy voting guidelines will be documented.

We may occasionally be subject to conflicts of interest in the voting of proxies due to business or personal relationships we maintain with persons having an interest in the outcome of certain votes. We, our affiliates and/or our employees (or other covered persons) may also occasionally have business or personal relationships with the proponents of proxy proposals, participants in proxy contests, corporate directors and officers, or candidates for directorships.

If at any time we become aware of a conflict of interest relating to a particular proxy proposal, we will handle the proposal as follows:

- (i) if the proposal is designated in the Proxy Voting Policies above as a "Routine Matter," we will vote or make a recommendation in accordance with the Proxy Voting Policies; or
- (ii) if the proposal is designated in the Proxy Voting Policies above as a "Non- Routine Matter" (or not addressed in the Proxy Voting Policies), we will take

such action as is necessary to ensure that our vote or recommendation (including a recommendation whether to vote at all) is based on the applicable Client account's best interest and not affected by our conflict of interest.

We may also, from time to time, make a recommendation to, or a determination for, a Client regarding whether to participate in any class action suits in which one or more of the Client accounts are eligible, based upon a reasonable assessment of the costs and benefits (fiscal, administrative, or otherwise) relating to such participation. We may recommend or determine not to participate in a class action suit for any number of reasons, including, without limitation, if we determine that the anticipated out-of-pocket costs associated with any potential recovery are likely to exceed the amount of the potential recovery (e.g., because a Client account held relatively few shares of the security or the potential recovery by the Client account is not very large) or if the Client account intends to pursue its legal rights outside of the class.

Clients or Fund investors may obtain a copy of our current written proxy voting and class action claims policies and procedures, and/or information regarding how a proxy was voted, by contacting Ajay G. Shroff, at (973) 218-2640 or ajay@ridgeleighcap.com.

ITEM 18
FINANCIAL INFORMATION

A. Balance Sheet

We are not required to attach a balance sheet because we do not require or solicit the payment of fees six months or more in advance.

B. Contractual Commitments to Our Clients

We have no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our Clients.

C. Bankruptcy Petitions

We have not been the subject of a bankruptcy petition at any time during the past ten years.