



Octogone NA Inc.

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December 23, 2020

Form ADV Part 2A Brochure

Octogone NA Inc. is an investment adviser registered with the Securities and Exchange Commission (hereinafter "SEC"). An "investment adviser" means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Octogone NA Inc. If you have any questions about the contents of this brochure, please contact us at (305) 677-9559 or at gg@octogone-na.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.

Additional information about Octogone NA Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes - Item 2

The purpose of this page is to inform you of any material changes since the previous version of this brochure.

As of March 5, 2020, Octogone managed approximately \$92,229,842 on a discretionary basis and \$21,225,277 on a non-discretionary basis.

On June 15, 2020, we completed a rewrite of our entire Form ADV Part 2 Brochure. Clients should read the entire document to familiarize themselves with our firm.

If you would like to receive a complete copy of our current brochure free of charge at any time, please contact us at (305) 677-9559 or at gg@octogone-na.com.

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Advisory Business - Item 4

Octogone NA Inc. ("Octogone" or the "firm") is a corporation organized in the State of Florida. The firm has been in business since November of 2016. Octogone is majority owned by LHL Holding LTD and Evorian LLC. Joakim Lehmkuhl is the principal owner of LHL Holdings LTD while Evorian LLC is wholly owned by Christian Michelsen Herman, Octogone's Chief Executive Officer.

You may see the term Associated Person throughout this Brochure. As used in this Brochure, this term refers to anyone from our firm who is an officer, an employee, and all individuals providing investment advice on behalf of our firm. Where required, such persons are properly registered as investment adviser representatives.

Types of Advisory Services

Currently, we offer discretionary and non discretionary portfolio management services to individuals and corporations, and private funds.

Discretionary portfolio management means we will make investment decisions and place buy or sell orders in your account without contacting you. These decisions would be made based upon your stated investment objectives. Clients may limit our discretionary authority by, for example, setting a limit on the type of securities that can be purchased for their account. Simply provide us with your restrictions or guidelines in writing. Non-discretionary portfolio management service means that we must obtain your approval prior to making any transactions in your account.

Our portfolio management services are based on the individual goals, objectives, time horizon, and risk tolerance of each Client. Octogone gathers risk tolerance and suitability information from each Client, which outlines the Client's current situation (income, tax levels, and risk tolerance levels) and then constructs a portfolio that is designed to match each Client's specific situation.

Octogone does not specialize in specific types of securities. We can advise Clients on various types of securities, such as exchange listed equities, over the counter equities, foreign issues, American depository receipts, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (including mutual funds and exchange traded funds), US Government securities, options contracts on securities and/or commodities, private equity instruments, and interests in partnership investing in real estate. Additionally, we will provide advice on existing investments you may hold at the inception of the advisory relationship or on other types of investments for which you ask advice.

If you engage us for portfolio management services, we will monitor your portfolio's performance on a continuous basis, and rebalance the portfolio whenever necessary, as changes occur in market conditions and/or your financial circumstances.

Octogone also acts as the General Partner and/or the investment manager of Octogone Partners Fund LP, Octogone Partners Fund International Ltd., and the Octogone Real Estate Fund I LLC, (the "Funds"). The Funds are not registered securities under the Securities Act of 1933, as amended, or under the Investment Company Act of 1940, as amended. Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements in private transactions.

Octogone provides investment advisory services to the Funds through the management of investment portfolios in accordance with the objectives and guidelines of the Funds as stated in each private placing memorandum or equivalent disclosure document. The investment objectives, risk tolerance and financial circumstances are described in more detail in each fund's subscription documents. Further disclosures about the Funds, and the conflicts of interest associated with these investments are provided in Item 10 and Item 11 below.

Delegation to sub advisers: We may use one or more sub-advisers to manage all or a portion of your account. All sub advisers that we recommend to Clients must be registered as investment advisers with either the Securities and Exchange Commission or with the appropriate international regulatory authority(ies).

The sub adviser will actively manage the Client's portfolio and will assume investment discretionary and trading authority over the managed account. Octogone will not actively manage the assets in any account managed by the sub adviser. However, Octogone will assume discretionary authority to hire and terminate sub advisers and reallocate the Client's assets to other sub advisers, when such action is deemed to be in the best interest of the Client. In some circumstances, Octogone may also obtain investment discretion or trading authority over Client assets managed by the sub adviser. At this time, one of the sub advisers recommended by Octogone is Octogone Gestion SA, a foreign investment adviser that is under common control with Octogone. Further information about Octogone Gestion SA is disclosed under Item 10 below.

Wrap Fee Programs

We do not sponsor, manage, or participate in any wrap fee programs.

Assets Under Management

As of December 23, 2020, Octogone managed approximately \$188,408,819 in Client assets on a discretionary basis and \$117,277,323 on a non-discretionary basis.

Important Note: Information related to tax and legal matters that is provided as part of our advisory service is for informative purposes only. Clients are instructed to contact their tax or legal advisers for personalized advice.

Fees and Compensation - Item 5

Generally and pursuant to contract, fees for the management of accounts will be based upon a percentage of the total assets in the account (including margined assets). Octogone typically receives an annual management fee, between .75% and 1.00% of the net asset value of the Account. Octogone may enter into flat fee arrangements from time to time, typically for administrative services provided to Clients or Client Accounts. Octogone's overall advisory services and fee structure is outlined in the following chart:

| Total Assets Under Management | Annual Fee |
|--------------------------------------|-------------------|
| \$0 – \$24,999,999 | 1.00% |
| Over \$25,000,000 | 0.75% |

Fees are payable quarterly in advance (based upon the market value of the account on the last day of the previous quarter), or in arrears (based upon the market value of the account on the last day of the quarter). The specific manner in which fees are charged by Octogone is established in each Client's written agreement with Octogone. Either party may terminate this agreement at any time by giving at least thirty (30) days' prior written notice to the other party. In the event of termination, any prepaid, unearned fees will be refunded to the Client in a timely manner.

In some cases, Octogone may charge a performance fee. Octogone structures performance fee arrangements subject to Section 205(a)(1) of the Adviser's Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. Such performance fees would generally be between 5% and 20%. Performance fees are individually negotiated with each Client and may be subject to a High Water Mark. Typically, the performance fee will be charged annually in arrears.

The term "High Water Mark" shall mean that no performance fee will be paid for recoupment of losses. Thus, if the net asset value of the Account (excluding the performance fee) at the end of a calculation period falls below the net asset value at the end of any previous calculation period, no performance fee will be owed to Octogone for the calculation period then ended. Octogone will only be entitled to a further performance fee once the net asset value of the Account exceeds the highest net asset value of the Account for all previous calculation periods. The High Water Mark is adjusted for contributions to and withdrawals from the Account. Each Client is provided with additional information on the fees payable by their Account, including with respect to the High Water Mark, if any, in their advisory agreement.

We either instruct the custodian holding the Client's account to deduct the fees directly from the account, provided the Client has given written authorization; or we directly invoice the Client or the Client's representative and the Client or the Client's representative authorize the custodian to pay our fees via a wire transfer. The qualified custodian sends the Client an account statement at least quarterly. This statement details all account activity.

Octogone Partners Fund LP pays Octogone an annual management fee of 1.50% of Fund assets, payable quarterly in advance, along with carried interest of 15%. The carried interest is paid after a return of each investor's capital contribution, and preferred returns. This compensation arrangement is described in further detail in Octogone Partners Fund LP's Limited Partnership Agreement. Octogone Partners Fund International Ltd. Is a feeder fund for Octogone Partners Fund LP and does not have a separate fee structure.

Octogone Real Estate Fund I LLC pays Octogone an annual management fee of 1.00% of Fund assets, payable quarterly in advance, along with a carried interest of 10%. The carried interest is paid after a return of each investor's capital contribution. This compensation arrangement is described in further detail in Octogone Real Estate Fund I LLC's Subscription Agreement.

Additional Fees and Expenses

The fees Octogone charges are negotiable based on the amount of assets under management, complexity of Client goals and objectives, and level of services rendered. The exact fee payable by the Client will be listed in the advisory agreement signed by the Client and the firm. We do not represent, warrant, or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines.

Our annual fee is exclusive of, and in addition to, brokerage commissions, transaction fees, and other related costs and expenses. You are responsible for brokerage costs incurred. However, Octogone will not receive any portion of the commissions, fees, and costs. Please see Item 12 – Brokerage Practices for further information on brokerage and transaction costs.

All fees paid to Octogone for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a Client may pay an initial or deferred sales charge.

A Client could invest in a mutual fund or exchange traded fund directly, without the services of Octogone. In that case, the Client would not receive the services provided by Octogone which are designed, among other things, to assist the Client in determining which mutual fund or exchange traded fund or funds are most appropriate to each Client's financial condition and objectives. Accordingly, the Client should review both the fees charged by the funds and the fees charged by Octogone to fully understand the total amount of fees to be paid by the Client and to thereby evaluate the advisory services being provided.

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

As noted in Item 5 above, Octogone charges Clients the Funds a performance-based fee (i.e., a fee calculated based on a share of capital gains upon or capital appreciation of the assets in the Funds). We charge performance-based fees only to "Qualified Clients" who have a net worth greater than \$2,100,000, or those for whom we manage a minimum of \$1,000,000, from the beginning of our agreement for services. Performance-based fees are fees based on a share of capital gains or capital appreciation of a Client's account. The amount of the performance-based fee we charge is described in the "Fees and Compensation - Item 5" section in this Brochure.

Performance-based compensation may be larger than otherwise would be the case if the fee was calculated as a percentage of assets under management because the amount of the fee will be based on account performance. Performance based fee arrangements create the following conflicts of interest:

- Performance based fee arrangements create an incentive for Octogone to recommend investments, which may be riskier or more speculative than those, which would be recommended under a different fee arrangement. We mitigate this conflict by selecting investments that we believe to be appropriate for the Funds' investment strategies;
- Performance fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Octogone strives to uphold its fiduciary duty to ensure that all Clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Clients.

In some cases, we may have Clients with similar investment objectives. Octogone is permitted to make an investment decision on behalf of Clients that differs from decisions made for, or advice given to, such other accounts and Clients even though the investment objectives may be the same or similar, provided that the firm acts in good faith and follows a policy of allocating, over a period of time, investment opportunities on a basis intended to be fair and equitable, taking into consideration the investment policies and investment restrictions to which such accounts and Clients are subject.

Types of Clients - Item 7

Octogone provides asset and/or portfolio management services to high net worth individuals, corporations, pensions plans and institutions or other entities. The minimum dollar value for establishing an advisory relationship is generally \$1,000,000. Initial investments of a lesser amount may be accepted at Octogone's discretion.

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

We may use one or more of the following methods of analysis when providing investment advice to you:

- *Fundamental Analysis* – involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The

primary risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

- *Technical Analysis* – technical analysis is a technique that relies on the assumption that current market data (such as charts of price, volume, and open interest) can help predict future market trends, at least in the short term. It assumes that market psychology influences trading and can predict when stocks will rise or fall. Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms, attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends, and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance.
- *Cyclical Analysis* – Cyclical analysis is similar to technical analysis in that it involves the analysis of market conditions at a macro (entire market/economy) or micro (company specific) level, rather than the overall fundamental analysis of the health of the particular company. The primary risks with cyclical analysis are similar to those of technical analysis.
- *Charting Analysis* - involves the gathering and processing of price and volume pattern information for a particular security, sector, broad index, or commodity. This price and volume pattern information is analyzed. The resulting pattern and correlation data is used to detect departures from expected performance and diversification and predict future price movements and trends. The primary risk of charting analysis is that it may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

We may use one or more of the following investment strategies when advising you on investments:

- *Long Term Purchases* – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.
- *Short Term Purchases* – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.
- *Trading* - Trading involves purchasing securities with the idea of selling them relatively quickly. We may use this strategy to take advantage of our predictions of brief price swings. A trading strategy creates the potential for sudden losses if the anticipated price swing does not materialize, and could result in having a long-term investment in a security that was designed to be a short-term purchase, or the potential of a loss. We do not anticipate using a frequent trading strategy. However, in the event we recommend this strategy for a particular Client, they should understand that higher rates of portfolio turnover would likely result in an increase in the account's broker-dealer costs. High portfolio turnover may also result in the realization of net capital gains, and any distributions derived from such gains may be ordinary income for

federal tax purposes.

Investing in securities involves risk of loss that Clients should be prepared to bear.

The investment advice provided along with the strategies suggested by Octogone will vary depending on each Client's specific financial situation and goals. This brief statement does not disclose all of the risks and other significant aspects of investing in financial markets. In light of the risks, you should fully understand the nature of the contractual relationship(s) into which you are entering and the extent of your exposure to risk. Certain investing strategies may not be suitable for many members of the public. You should carefully consider whether the strategies employed would be appropriate for you in light of your experience, objectives, financial resources and other relevant circumstances.

Recommendation of Particular Types of Securities: As disclosed under the "Advisory Business" section in this Brochure, we provide advice on various types of securities and we do not necessarily recommend one particular type of security over another since each Client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

General Investment Risk: All investments come with the risk of losing money. Investing involves substantial risks, including complete possible loss of principal plus other losses and may not be suitable for many members of the public. Investments, unlike savings and checking accounts at a bank, are not insured by the government to protect against market losses. Different market instruments carry different types and degrees of risk and you should familiarize yourself with the risks involved in the particular market instruments in which you intend to invest.

Loss of Value: There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Investments may also be affected by any changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and governmental economic or monetary policies.

Interest Rate Risk: Fixed income securities and funds that invest in bonds and other fixed income securities may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, and their prices fall when interest rates rise. Longer-term debt securities are usually more sensitive to interest rate changes.

Credit Risk: Investments in bonds and other fixed income securities are subject to the risk that the issuer(s) may not make required interest payments. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

Foreign Exchange Risk: Foreign investments may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rates. Changes in currency exchange rates may influence the share value, the dividends or interest earned and the gains and losses realized. Exchange rates between currencies are determined by supply and demand in the currency exchange markets, the international balance of payments, governmental intervention, speculation, and other economic and political conditions. If the currency in which a security is denominated appreciates against the US Dollar, the value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security.

Risks Associated with Investing in Equities: Investments in equities generally refers to buying shares of stocks by

an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Risks Associated with Investing in Mutual Funds: Mutual funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. The returns on mutual funds can be reduced by the costs to manage the funds. In addition, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, other types of mutual funds do charge such fees which can also reduce returns.

Risks Associated with Investing in Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

Risks Associated with Investing in Private Funds: Private investment funds are not registered with the Securities and Exchange Commission and may not be registered with any other regulatory authority. Accordingly, they are not subject to certain regulatory restrictions and oversight to which other issuers are subject. There may be little public information available about their investments and performance. Moreover, as sales of shares of private investment companies are generally restricted to certain qualified purchasers, it could be difficult for a Client to sell its shares of a private investment company at an advantageous price and time. Since shares of private investment companies are not publicly traded, from time to time it may be difficult to establish a fair value for the Client's investment in these companies.

Hedging transactions: Octogone utilizes hedging strategies primarily to protect and preserve capital as well as yield enhancement. Investment products in which Octogone invests Clients' accounts may utilize a variety of financial instruments, such as options, for risk management purposes. While hedging transactions may seek to reduce risk, such transactions may result in a worse overall performance. Certain risks cannot be hedged, such as credit risk, relating both to particular securities and counterparties. The firm will not always invest in funds or other investment vehicles that utilize hedging strategies.

Leverage: Octogone utilizes leverage under its current strategies. Such strategies may include the borrowing and short selling of securities, bonds, foreign exchange and the acquisition and disposal of certain types of derivative securities and instruments, such as swaps, futures and options. While leveraging creates an opportunity for greater total returns, it also exposes a Client to a greater risk of loss arising from adverse price changes. Where leverage is indirect (e.g., used by a fund manager for a fund in which the firm's Client is invested) a sharp decrease in the value of the investment can have a significant impact on a Client's portfolio.

Liquidity Risk: The market for some securities in which the firm invests indirectly on behalf of its Clients may be relatively illiquid. Liquidity relates to the ability to sell an investment in a timely manner. The market for relatively illiquid securities tends to be more volatile than the market for more liquid securities. Investments in relatively illiquid securities may restrict the ability of a portfolio manager to dispose of investments at a price and time that it wishes to do so. The risk of illiquidity also arises in the case of over-the-counter transactions. There is no regulated market in such contracts and the bid and offer prices will be established solely by dealers in these contracts. Client accounts that are invested in funds or other instruments that contain illiquid investments may be subject to these risks.

Derivatives: The firm's investment strategy may cause a Client to be exposed to derivatives including instruments and contracts the value of which is linked to one or more underlying securities, financial benchmarks or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, index, commodity, currency or interest rate at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can result not only in the loss of the entire investment, but may also expose a Client to the possibility of a loss exceeding the original amount invested.

Emerging Markets: The firm's investment strategies include direct and indirect investments in securities in emerging markets and such investments involve special considerations and risks. These include a possibility of nationalization, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of such countries or the value of a Client's investments, and the risks of investing in countries with smaller capital markets, such as limited liquidity, price volatility, restrictions on foreign investment and repatriation of capital, and the risks associated with emerging economies, including high inflation and interest rates and political and social uncertainties. In addition, it may be difficult to obtain and enforce a judgment in a court in an emerging country. The economies of many emerging market countries are still in the early stages of modern development and are subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions having sudden and widespread effects. Investments in products of emerging market may also become illiquid which may constrain the firm's ability to realize some or all of a Client's portfolio holdings. Accounting standards in emerging market countries may not be as stringent as accounting standards in developed countries.

In addition, market practices in the emerging markets in relation to the settlement of securities transactions and custody of assets will provide increased risk. Although the emerging markets have grown rapidly over the last few years, the clearing, settlement and registration systems available to affect trades on such markets are significantly less developed than those in more mature world markets which can result in delays and other material difficulties in settling trades and in registering transfers of securities. Problems of settlement in these markets may affect the net asset value and liquidity of a Client's portfolio or investments in such portfolios.

Investment Concentration: Some Client accounts may have a high concentration in one sector, industry, issuer or security that may subject such accounts to greater risk of loss in the event such investments take an economic downturn.

Disciplinary Information - Item 9

Investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of an adviser or the integrity of the adviser's management. Octogone has no information applicable to this Item. Please visit www.adviserinfo.sec.gov at any time to view Octogone's registration information and any applicable disciplinary action. Octogone's CRD number is 285157.

Other Financial Industry Activities or Affiliations - Item 10

Broker-Dealer Registration

Neither Octogone nor its management or associated persons are (i) registered with the Securities and Exchange Commission (SEC) as a broker-dealer or (ii) have any application to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration

Neither Octogone nor its management or associated persons are (i) registered or associated with the Commodity Futures Trading Commission ("CFTC") as a futures commission merchant ("FCM"), a commodity pool operator ("CPO") or a commodity trading advisor ("CTA") or (ii) have any application pending to register with respect to any of the foregoing.

Octogone Gestion SA is a foreign investment adviser registered with the Swiss Financial Market Supervisory Authority. Octogone Gestion SA is related to Octogone through common control. Octogone Gestion SA serves as a sub-adviser for one or more of Octogone's advisory Clients. Advisory fees are collected by Octogone and a portion of the referenced fees is paid to Octogone Gestion SA for its services. Octogone does not receive compensation for referring its Clients to Octogone Gestion SA; However due to the affiliation of the two entities, Octogone has an incentive to recommend the services of its affiliate over the services of non affiliate firms. As such, Client are hereby informed that a conflict of interest is inherent in such an arrangement. Octogone upholds its fiduciary duty and only recommends sub advisers that it believes will act in the Client's best interest.

Octogone Fund Management is a foreign investment adviser registered with the Securities Commission of the Bahamas. Octogone Fund Management is related to Octogone through common control. Octogone Fund Management and Octogone provide advisory services to one or more common Clients. Each entity maintains a separate agreement with each Client outlining the services provided as well as the terms and payment structure negotiated. Octogone Fund Management or Octogone do not advise or charge advisory fees on the same assets nor share operations. However due to the affiliation of the two entities, Octogone has an incentive to recommend the services of its affiliate over the services of non affiliate firms. As such, Client are hereby informed that a conflict of interest is inherent in such an arrangement. Octogone upholds its fiduciary duty and only recommends sub advisers that it believes will act in the Client's best interest.

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

Code of Ethics and Personal Trading Policies

Octogone has adopted the Code of Ethics pursuant to Rule 204A-I of the Advisers Act in an effort to prevent violations of federal securities laws. Octogone expects all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws.

All officers, directors, partners and employees of our firm and any other person who provides advice on behalf of Octogone and is subject to the firm's control and supervision (collectively referred to as "Supervised Persons") are required to adhere to the Code.

Prevention of Insider Trading

Octogone has adopted policies designed to prevent insider trading that is more fully described in the Code. Octogone's policy on insider trading applies to securities trading and information handling by all Supervised Persons of Octogone (including spouses, minor children and adult members of their households and any other relative of a Supervised Person on whose behalf Supervised Person is acting) for their own account or the account of any Client.

Octogone takes its obligation to detect and prevent insider trading with the utmost seriousness. Octogone may impose penalties for breaches of the policies and procedures contained in this manual, even in the absence of any

indication of insider trading. Depending on the nature of the breach, penalties may include a letter of censure, profit "give ups," fines, referrals to regulatory and self-regulatory bodies and dismissal.

Personal Securities Transactions

As more fully described in the Code, "access persons" are required to submit reports detailing their personal securities holdings to the Chief Compliance Officer on an initial basis, a quarterly basis, and an annual basis.

As an alternative to submitting quarterly transaction reports, Octogone requires persons who are "access persons" to submit brokerage statements or trade confirmations as long as such documents contain the information required under Rule 204A-1(b)(2)(i)(A)-(E) under the Advisers Act.

Initial Public Offerings and Limited Public Offerings

Access Persons must obtain prior written approval from the Chief Compliance Officer before investing in initial public offerings ("IPOs") or limited offerings (i.e., private placements). In the event the Chief Compliance Officer wishes to purchase IPOs or the securities of a private placement for his/her own employee account, the Chief Compliance Officer must obtain prior written approval from the Octogone's Board of Directors.

Review of Personal Securities Reports

The Chief Compliance Officer (or its designee) is responsible for reviewing the Access Person's Quarterly Transaction Reports as well as the Initial Holdings Report and the Annual Holdings Report as part of Octogone's duty to maintain and enforce its Code.

In instances when the Chief Compliance Officer has engaged in personal securities transaction, Octogone's Board of Directors shall review the Chief Compliance Officer's brokerage statements and trade confirmations.

Outside Business Activities and Private Investments of Employees

Unless otherwise consented by the Chief Compliance Officer, all employees are required to devote their full time and efforts to Octogone's business. As such, no person may make use of either his or her position as an employee or information acquired during employment, or make personal investments in a manner that may create a conflict, or the appearance of a conflict, between the employee's personal interests and Octogone's interests. Accordingly, every employee is required to complete a disclosure form and have the form approved by Octogone's Chief Compliance Officer prior to serving in any of the capacities or making any of the investments more fully described in the Code.

Reporting Violations

All Supervised Persons (any officer, director, partner and employee of Octogone) are required to report actual or known violations or suspected violations of Octogone's Code promptly to the Chief Compliance Officer or his designee.

Any report of a violation or suspected violation of the Code will be treated as confidential to the extent permitted by law.

As part of Octogone's obligations to conduct an annual review of all of its policies and procedures pursuant to Rule 206(4)-7 of the Advisers Act, the Chief Compliance Officer shall review on an annual basis the adequacy of the Code and the effectiveness of its implementation.

Recordkeeping

Octogone maintains the following:

- Copies of the Code;
- Records of violations of the Code and actions taken as a result of the violations;
- Copies of Octogone's supervised persons' written acknowledgement of receipt of the Code;

- Records of Access Persons' personal trading — Initial Holdings Reports, Annual Holdings Reports, and Quarterly Transaction Reports, including any information provided under Rule 204A-1(b)(3)(iii) in lieu of such reports, i.e., brokerage confirmations and transaction reports;
- A record of the names of Octogone's "Access Persons";
- Records of decisions, and the reasons supporting the decision to approve an Access Person's acquisition of securities in initial public offerings or limited offerings; and
- Records of decisions, and the reasons supporting the decision to approve the Chief Compliance Officer's acquisition of securities in initial public offerings or limited offerings.

Acknowledgement of the Code

Each employee will execute a written statement certifying that the employee has (i) received a copy of Octogone's Code; (ii) read and understands the importance of strict adherence to such policies and procedures; and (iii) agreed to comply with the Code.

Training and Education

All Supervised Persons, i.e., all employees, are to receive training on complying with the Code on an annual basis as part of Octogone's annual employee compliance review meeting to ensure that all employees fully understand their duties and obligations and how to comply with the Policy's procedures.

A copy of Octogone's Code is available upon request. For a copy, please contact us at (305) 677-9559 or at gg@octogone-na.com.

Participation or Interest in Client Transactions and Associated Conflicts of Interest

Octogone may recommend or invest in securities, including funds, issued or managed by its affiliates (or where the affiliate acts as general partner) or in which its affiliates have a material financial interest. Octogone has policies that require personnel who develop advice and recommendations for Clients to render only disinterested and impartial advice to Clients and to comply with other fiduciary obligations, including having an adequate basis in fact for all recommendations and an obligation to recommend only investments that are suitable for the particular Client.

The potential conflicts of interest involved in any such transactions are generally governed by Octogone's Code. Pursuant to the stipulations of the Code, Octogone or a related person may buy or sell for itself securities that it also recommends to Clients. The potential conflicts of interest involved in such transactions are governed by the Code, which establishes sanctions if its requirements are violated and requires that Octogone and employees place the interests of the firm's Clients above their own.

Investments in Securities by Octogone and its Personnel

Octogone's personnel or a related person of Octogone may invest in the same or similar securities and investments as those recommended to or entered into on behalf of Octogone's Clients. The results of the investment activities of Octogone's personnel or related persons for their accounts may differ from the results achieved by or for Client accounts managed by Octogone. The conflicts raised by these circumstances are discussed below.

Octogone may recommend or effect the purchase or sale of securities in which its related persons or an affiliate, directly or indirectly, has a position or interest, or of which related or affiliated person buys or sells for itself. Such transactions may also include trading in securities in a manner inconsistent with the advice given to Octogone's Clients.

Activities and transactions for Client accounts may be impaired or effected at prices or terms that may be less favorable than would otherwise have been the case had Octogone or related persons not pursued a particular course of action with respect to the issuer of the securities. In addition, in certain instances Octogone's personnel

may obtain information about the issuer that could limit the ability of such personnel to buy or sell securities of the issuer on behalf of Client accounts.

Transactions undertaken by Octogone's Clients may also adversely impact one or more Client accounts. Other Clients of the Octogone may have, as a result of receiving Client reports or otherwise, access to information regarding Octogone's transactions or views that may affect their transactions outside of accounts controlled by Octogone, and such transactions may negatively impact other Clients' accounts. A Client's account may also be adversely affected by cash flows and market movements arising from purchase and sale transactions by, as well as increases of capital in and withdrawals of capital from, other Clients' accounts. These effects can be more pronounced in less liquid markets.

The results of the investment activities of a Client's account may differ significantly from the results achieved by Octogone's related persons and from the results achieved by Octogone for other Client accounts.

As more fully described above, Octogone has adopted a Code of Ethics. Such Code of Ethics together with Octogone's policies and procedures restrict the ability of certain officers and employees of the firm from engaging in securities transactions in any securities that its Clients have purchased, sold or considered for purchase or sale, for an appropriate "black out" period. Other restrictions and reporting requirements are included in Octogone's procedures and Code of Ethics minimize or eliminate conflicts of interest.

Trading Alongside by Octogone and its Personnel

Client accounts managed by Octogone may trade in the same or similar securities at or about the same time as accounts managed or advised by affiliates of the Octogone. Investments by Octogone's affiliates and their Clients may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a Client's account, particularly in small capitalization, emerging market or less liquid strategies. This may occur when portfolio decisions regarding a Client's account are based on research or other information that is also used to support portfolio decisions for Octogone's affiliates. If a portfolio decision or strategy for Octogone's affiliates' accounts or the accounts of Clients of affiliates is implemented ahead of, or contemporaneously with, similar portfolio decisions or strategies for Octogone's Client's account, market impact, liquidity constraints, or other factors could result in the account receiving less favorable trading results and the costs of implementing such portfolio decisions or strategies could be increased.

Participation or Interest in Client Transactions

Octogone acts as the General Partner and/or the investment manager of Octogone Partners Fund LP, Octogone Partners Fund International Ltd., and the Octogone Real Estate Fund I LLC, (the "Funds"). The Funds are not registered securities under the Securities Act of 1933, as amended, or under the Investment Company Act of 1940, as amended. Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements in private transactions.

Octogone provides investment advisory services to the Funds through the management of investment portfolios in accordance with the objectives and guidelines of the Funds as stated in each private placing memorandum or equivalent disclosure document. Clients should know that our firm has a financial incentive to recommend investments in the Fund. Investors to whom the Fund is offered will receive the private placement memorandum and other offering documents. Investors in the fund are urged to carefully review the offering documents for a complete description of the fees, conflicts of interest, investment objectives, risks and other important information associated with investing in the Fund.

Client should also note that the recommendation of related investment partnerships creates a conflict of interest because Associated Persons of our firm have an incentive to recommend related funds over funds that have no relationship with Octogone, for the purposes of generating additional revenue for the firm and themselves. To address this conflict, Octogone has adopted a policy of charging no advisory fees on the portion of Client assets

that are invested in related funds because Octogone receives a management fee from the partnership(s) for the investment management services offered to the partnership(s). Additionally, Associated Persons of the firm are required to uphold their fiduciary duty of always acting in our Clients' best interest.

Brokerage Practices - Item 12

Octogone has institutional custodial relationships with various broker-dealers and qualified custodians, such as Wells Fargo Clearing Services, LLC (aka First Clearing), UBS Financial Services Inc., and Banque Pictet & Cie SA (the broker dealers/custodians). As such, depending on your needs, we may recommend one or more of these broker dealers and qualified custodians for your account. These Firms offer services which include custody of securities, trade execution, clearance, and settlement of transactions. We are not affiliated with recommended custodians. Our investment adviser representatives are not registered representatives of these Firms; and, they do not receive commissions or other compensation from recommending the brokerage or custodial services offered by these Firms.

We believe that recommended broker-dealers/custodians provide quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by recommended broker-dealers/custodians, including the value of research provided, the company's reputation, execution capabilities, commission rates, and responsiveness to our Clients and our Firm. In recognition of the value of research services and additional brokerage products and services recommended broker-dealers/custodians provide, you may pay higher commissions and/or trading costs than those that may be available elsewhere. While Octogone may not always obtain the lowest commission rate, Octogone believes the rate is reasonable in relation to the value of the brokerage and research services provided.

Research and Other Soft Dollar Benefits

Although not considered "soft dollar" compensation, Octogone will receive various benefits from the broker dealers/custodians in the form of access to a trading desk, dedicated support staff, custody, reporting, and related services, many of which are not typically available to retail customers. The broker dealers/custodians also make available various support services. Some of those services help us manage or administer our Clients' accounts while others help us manage our business. Some of these support services are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as we custody Client assets in accounts at the broker dealers/custodians. Below is a description of these support services:

Services that Benefit You: These services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through these broker dealers/custodians include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our Clients. The broker dealers/custodians also generate reports and statements at no additional cost to our Clients. The services described in this paragraph generally benefit you and your account.

Services that May Not Directly Benefit You: The broker dealers/custodians also make available to us other services that benefit us but may not directly benefit you or your account. These services assist us in managing and administering our Clients' accounts. They include investment research, consolidated access to Client account data, pricing and other market data; and portfolio reporting.

Brokerage for Client Referrals

We do not receive Client referrals from broker-dealers and custodians with which we have an institutional advisory arrangement. Also, we do not receive other benefits from a broker-dealer in exchange for Client referrals.

Directed Brokerage

The Client may direct brokerage to a specified broker-dealer other than the Firm recommended by Octogone. In the event that a Client directs Octogone to use a particular broker-dealer, the Firm may not be authorized under these circumstances to negotiate commissions and may not be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to Clients who direct the Firm to use a particular broker-dealer and those who do not.

Trade Aggregation/Block Trading

We may combine multiple orders for shares of the same securities purchased for advisory accounts we manage on a discretionary basis whenever possible and where in the Clients' best interests (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. In rare instances, such as partial fills or limited shares of thinly traded or illiquid stocks, it may be necessary to place block trades for only small groups of Clients over a period of time. Subject to our discretion regarding factual and market conditions, typically when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs; or, in some cases, each Client pays the same fixed fee per transaction. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Review of Accounts - Item 13

Accounts are typically reviewed by the Chief Compliance Officer on a quarterly basis or as needed due to market conditions or transactional activity. The Chief Compliance Officer typically reviews daily transactions entered into for investment advisory Clients to determine that correct entries have been made for all Client records.

Factors Triggering a Review

Reviews may be triggered by material market, economic or political events, or by changes in Client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Client Reports

Clients of the firm with discretionary accounts receive quarterly reports from their qualified Custodian or as agreed between the Custodian and the Client. Octogone will provide a performance report quarterly or as agreed between the firm and the Client.

Client Referrals and Other Compensation - Item 14

Apart from the receipt of research and other benefits from the custodians holding client funds and securities (disclosed in Item 12 above), we do not receive economic benefits from third parties for providing investment advice to our clients.

In addition, Octogone may make cash payments to third-party solicitors for Client referrals provided that each such solicitor enters into a written agreement with Octogone pursuant to which the solicitor will provide each prospective Client with a copy of Octogone's Form ADV Part 2 and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and Octogone and any fees to be paid to the solicitor. Where applicable, cash payments for Client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act.

Custody - Item 15

Client funds and/or securities (assets) are held at unaffiliated, qualified custodians. However, Octogone is deemed to have custody of Octogone Partners Fund LP's, Octogone Partners Fund International Ltd.'s, and the Octogone Real Estate Fund I LLC's assets because Octogone serves as the General Partner and/or the investment manager of the Funds. As required by SEC rules and in conformity with industry practice, the Funds are subject to audit at least annually and distribute their audited financial statements prepared in accordance with generally accepted accounting principles to all respective Fund investors. Also, as required, the audits are conducted by an independent public accountant that is registered with the Public Company Accounting Oversight Board in accordance with its rules.

Octogone is also deemed to have custody of Client assets where it has fee deduction authority granted by the Client in the investment advisory agreement and in certain situations where we accept standing letters of authorization from Clients to transfer assets to third parties. We maintain safeguards in accordance with regulatory requirements regarding custody of Client assets. Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian holding their assets. Clients are urged to review custodial account statements for accuracy.

Investment Discretion - Item 16

Octogone offers portfolio management services on a discretionary basis. Octogone will manage Client accounts on a discretionary basis if the Client has granted discretionary authority in the advisory agreement. Discretionary authority extends to the type and amount of securities to be bought and sold, and does not require advance Client approval. Apart from the deduction of advisory fees, Octogone does not have the ability to withdraw funds or securities from the Client's account. When offering non-discretionary portfolio management services, Octogone will obtain Client approval prior to executing any transactions in the Client's account(s).

You may limit our discretionary authority by providing us with your restrictions or guidelines in writing. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

Voting Client Securities - Item 17

Octogone votes Client securities (proxies) on behalf of Clients whose accounts are custodied at Banque Pictet & CIE SA. When Octogone accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its Clients. Absent special circumstances, which are fully- described in Octogone's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in Octogone's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact Octogone to request information about how Octogone voted proxies for that Client's securities or to get a copy of Octogone's Proxy Voting Policies and Procedures. A brief summary of Octogone's Proxy Voting Policies and Procedures is as follows:

- Octogone's CCO will be responsible for monitoring corporate actions, making voting decisions in the best

interest of Clients, and ensuring that proxies are submitted in a timely manner.

- Octogone's will generally vote proxies according to Octogone's then current Proxy Voting Policies.
- Although the Proxy Voting Policies are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, Octogone devotes an appropriate amount of time and resources to monitor these changes.
- Clients cannot direct Octogone's vote on a particular solicitation but can revoke Octogone's authority to vote proxies.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that Octogone maintains with persons having an interest in the outcome of certain votes, Octogone takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its Clients and are not the product of such conflict.

Financial Information - Item 18

We are required in this Item to provide you with certain financial information or disclosures about Octogone's, financial condition. Octogone does not require the prepayment of over \$1,200, six or more months in advance, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients, and has not been the subject of a bankruptcy proceeding.

Requirements of State-Registered Advisers - Item 19

This section is not applicable because our firm is SEC registered.