

PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Elanus Capital Management, LLC ("ECM"). If you have any questions about the contents of this brochure, please contact us at (212) 336-0808. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about ECM also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. ECM's CRD number is 167711.

Item 2 – Material Changes

Since the last annual updating amendment to the Form ADV filed on March 19, 2019 David Michael and Jeffrey McConaghy are no longer affiliated with ECM, and Jonathan Imundo, Michael Lehoisky, and Sanjeev Punjabi have joined ECM. There are no additional material changes to report.

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Item 4 – Advisory Business

Elanus Capital Management, LLC (“ECM” or “we”) is an investment advisory firm established as a Delaware limited liability company in March 2011. Elanus Holdings, LLC, a Delaware limited liability company (“Elanus Holdings”) owns 91% of the economic interests and 100% of the management interests in ECM. The managing member of Elanus Holdings is Matthew Moniot.

ECM provides discretionary advisory services to private investment vehicles (referred to hereinafter as a “Fund” or collectively as “Funds”) and a Managed Account Platform (together with Funds, collectively referred to as “Client(s)”). As of December 31, 2019, ECM had approximately \$254,991,984 million of regulatory assets under management, \$175,602,803 of which is managed on a discretionary basis, and \$79,388,984 of which is managed on a non-discretionary basis.

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

More specifically, ECM currently provides investment advisory services to the following Funds:

- Elanus Capital Investments Master SP Series 3, a Cayman Islands segregated portfolio (the “Master Fund 3”)
- GBO Offshore Fund III LP, a Cayman Islands exempted limited partnership (“GBO Offshore III”)
- GBO Fund III LP, a Cayman Islands exempted limited partnership (“GBO Domestic III”)
- Ipanema Offshore Evergreen Limited, a Cayman Islands exempted company (“Ipanema”)

ECM also currently provides investment advisory services to the following Clients in the Managed Account Platform:

- Two (2) single-investor separately managed accounts (“SMA1 & SMA2”)
- SP LION 2018-1, a Cayman Islands segregated portfolio (“SP LION 2018-1”)

GBO series of Funds include the Master Fund 3, GBO Offshore III and GBO Domestic III. The GBO series of Funds are private investment funds formed for the purpose of investing primarily in credit-linked notes or similar securities or investment products (“Investments”) representing undivided interests in one or more defined portfolios of financial assets (collectively, “Reference Portfolios”) that are exposed to defined risks of realized credit losses within the relevant Reference Portfolio.

GBO Offshore III and GBO Domestic III invest substantially all of their respective assets in the Master Fund 3 through a “master-feeder” fund structure. GBO Offshore III and GBO Domestic III are shareholders of the Master Fund 3.

Ipanema invests the majority of its respective assets directly in liquid securities issued by global financial institutions. Ipanema may also invest in assets broadly similar to the assets of the GBO series of Funds.

ECM also operates the Managed Account Platform which consists of two (2) single-investor separately managed accounts and a Cayman Islands segregated portfolio (SP LION 2018-1), that invest in assets broadly similar to the assets of the GBO series of Funds and may act as a co-investor in other investments with the Funds.

ECM does not offer or participate in any wrap fee programs.

Item 5 – Fees and Compensation

Management and Performance Based Fees

ECM is eligible to receive commitment, management, and performance fees in connection with its investment advisory services. The Funds and Managed Accounts pay quarterly commitment or management fees equal to 1.5% per annum of the Fund or Managed Account's net assets. The commitment or management fee is paid quarterly, in advance, based on the net assets as of the first day of the quarter; with the first fee payable on the date committed capital is drawn by the Fund or Managed Account. The first payment, if based on less than a full period, will be pro-rated to cover the period from the investor's capital draw date through the end of that calendar quarter. No portion of the commitment or management fee shall be refundable. ECM, in its sole discretion, may waive or reduce its fees for any period of time, or agree to apply different fees for a respective Client.

ECM also charges performance based fees generally equal to 15% in excess of a preferred return of a 5% realized IRR threshold.

In certain circumstances, fees may be individually negotiated by the Fund and/or Managed Account. Negotiated fees may be higher or lower than those discussed above. All commitment, management and performance fees are established at the inception of each Fund or Managed Account, and are disclosed to prospective investors in the applicable offering documents. Greater detail regarding the fees to the Funds may be found in the applicable offering documents.

Other Fees and Expenses

Clients will also bear direct and indirect costs, fees and expenses incurred by or on behalf of such Clients including, among others:

- **Organizational/Formation Expenses**

Expenses that relate to or arise out of the formation of a Fund or Managed Account including, but not limited to, initial offering expenses, legal and accounting fees, marketing expenses, consulting fees, government filing fees (including "blue sky" filing fees) and structuring fees in connection with the formation of the Fund or Managed Account and offering of the Funds or Managed Account's interests. These organizational expenses shall not exceed an amount equal to one hundred (100) basis points of the Fund or Managed Account's aggregate capital commitments. Any organizational expenses in excess of this amount shall be borne by ECM.

- **Operating Expenses**

Expenses that relate to the operation of the Fund or Managed Account including, but not limited to, custodial fees, legal fees, valuation agent fees, accounting fees (including audit and tax preparation expenses), hedging fees, consulting, advisory, investment banking and other professional fees relating to particular investments or contemplated investments

(sourcing, evaluation, development, negotiation, acquisition, implementation, ownership, disposition, financing or any related travel expenses), and fees and expenses of third-party providers of risk management services (including, without limitation, the costs of software and database packages), administrator and administrative fees and expenses, expenses related to regulatory and compliance filings associated with the Fund or Managed Account and its investment activities, insurance costs, filing and registration fees.

Please refer to **ITEM #12 – BROKERAGE PRACTICES**, for additional information on brokerage and other transaction costs.

ECM may, in its sole discretion, pay for any Fund/Managed Account's organizational and/or operating expenses and waive the right to be reimbursed for such expenses. Investors should refer to the applicable Fund/Managed Account's offering document and other relevant documents for additional/supplemental information regarding a Fund or Managed Account as well as the fees and expenses associated with such Fund/Managed Account.

Neither ECM nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

As referenced in *ITEM #5 – FEES AND COMPENSATION*, ECM is eligible to receive performance based fees according to the terms set forth in a respective Fund or Managed Account's offering documents. ECM or its affiliates may enter into agreements with certain Clients through which ECM or its affiliates may receive a performance based fee. However, because the actual performance fee charged to a specific Client may vary, there may be incentive for ECM to make investments that are riskier or more speculative than would be the case in the absence of such a compensation framework or to favor those Clients with higher performance based fees over Clients with lower performance based fees. ECM seeks to mitigate this risk by, among other things, seeking to allocate investments in a fair and equitable manner over time among all its Clients. For a more complete discussion on ECM's allocation procedure and performance based fees, please refer to the Fund or Managed Account's respective offering documents.

Performance based fees are charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended.

Item 7 – Types of Clients

ECM offers investment advisory services to Clients. Investors in the Funds and Managed Accounts are generally institutional investors and high net worth individuals that qualify as “accredited investors” (as defined in Rule 501 under the Securities Act of 1933, as amended). Minimum initial investments generally range from \$1,000,000 to \$5,000,000. However, ECM may, in its sole discretion, waive the minimum investment amount. Prospective investors should refer to a Fund or Managed Account’s respective offering documents for additional qualification requirements for investment.

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

Investment strategy: ECM's investment strategy is primarily focused on investing in securities issued by or referencing financial services entities, including banks, insurance, specialty finance and special purpose finance operations. Investments have typically been in debt securities in the form of credit-linked notes or similar structured securities generally issued by banks or special purpose entities established by banks. These transactions aim to reduce a bank's risk-weighted assets and provide greater capital efficiency as it transfers a portion of the credit risk of a bank's reference portfolio.

ECM's investment strategy has since broadened to include investments in both traditional public equity and fixed income, with a bias toward natural hedges and U.S. dollar-denominated instruments. ECM expects to manage investments along three broad strategies: relative value, capital structure arbitrage, and opportunistic.

Method of analysis: ECM performs a combination of issuer-level fundamentals, security-level models, and macroeconomic conditions with multiple considerations including: geography, industry, rates and foreign exchange. Areas of focus for ECM will be the regulatory-driven issue of alternative capital tier-one and tier-two bonds, the appropriate valuations of which depend on a thorough understanding of fundamentals, market dynamics and regulatory trends. When other compelling opportunities are identified, ECM may make opportunistic investments which could include, but are not limited to, a directional view on an individual institution or sector, regardless of broader market performance. Accordingly, to mitigate the effects of liquidity and duration mismatch between sub-strategies, ECM expects to utilize non-cash credit instruments such as credit default swaps.

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

Investment Risks

ECM's investment strategy involves the risk of loss to Clients through a myriad of channels including, but not limited to, market volatility, bankruptcy, foreign exchange translation, interest rate and credit spread volatility, settlement and clearing failure, securities custody, collateral custody, etc. Although ECM attempts to identify and moderate these risks, there can be no assurance that the investment activities will be successful or that investors will not suffer losses. Clients should therefore be mindful of the following risk factors:

General Environment. Our investments may be affected by general economic and investment conditions including, inflation rates, economic uncertainty, changes in regulation and policies. These factors could affect the level and volatility of securities prices and the liquidity of Clients' investments. Unexpected volatility or illiquidity can result in temporary or permanent losses.

Market Conditions. Conditions such as interest rates, credit spreads, equity market volatility, the availability of credit, etc. can result in temporary or permanent loss.

Market Disruption and Geopolitical Risk. General economic and financial conditions may affect the level and volatility of asset prices, interest rates, and the extent and timing of Client participation in the markets for both assets and securities. Unexpected volatility, illiquidity, government action, currency devaluation, or other events in global markets in which each Client directly or indirectly holds positions could impair ECM's ability to conduct business and cause Clients to incur substantial losses.

Social and political tensions could increase market volatility, affect U.S. and worldwide financial markets and add to economic uncertainty. ECM cannot predict the timing or effects of these events on the U.S. and world economy and securities markets now or in the future. Given the risks described above, an investment in a Client account may not be appropriate for all investors. An investor should carefully consider his or her ability to assume these risks before making any such decision.

Credit Risk. The risk of loss of expected principal and interest payment caused by losses generated upon default of underlying exposures is the principal risk for the Clients. Events of default are correlated to the business cycle and frequency of default is a function of the creditworthiness of underlying borrowers. Additionally, investments may be subject to the credit risk of the counterparty bank or financial institution.

Liquidity Risks. Clients generally invest in securities distributed to a highly limited group of investors. As such, the securities are generally regarded as illiquid. An investment in a Client's account that in turn invests in illiquid securities may not be appropriate for all investors. An investor should carefully consider his or her ability to assume these risks before making any such decision.

Valuation Risk. There is often no active market for the securities in which the Client account invests. As such, valuations are based primarily on modeled results and not observed transactions. The value assigned to such securities for purposes of determining shareholder percentages or net profits and losses may differ from the value the Fund/Managed Account is ultimately able to realize.

Government Policies. Market disruptions and the dramatic increase in the capital allocated to alternative investment strategies during recent years have led to increased regulatory scrutiny of the private investment fund industry. Certain legislation proposing greater regulation of the industry periodically is considered by the U.S. Congress and foreign governments. It is impossible to predict what, if any, regulatory changes would be applicable to ECM, ECM's Clients, the markets in which we trade and invest, and our counterparties. ECM can also not predict what regulations may be instituted in the future. Any such regulation could have a material adverse impact on the profit potential of our Clients. Regulations designed to address turmoil in financial markets may have a negative impact on Clients' investments ability to achieve investment objectives.

Foreign Currency Risks. Exposures to investments in securities denominated in foreign currencies may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rate between such currencies and USD. Changes in foreign currency exchange

rates influence values of securities in a portfolio, as well as the value of dividends and interest earned, gains and losses realized on the sale of securities and net investment income and gains, if any. The rate of exchange between USD and other currencies is determined by supply and demand in foreign exchange markets, which are in turn affected by international balances of payments and other economic and financial conditions, government intervention, speculation and other factors.

Concentration of Investments. Due to the nature of the investment strategy, the investments may be concentrated in a limited number of issues or classes. Thus, Clients may have limited diversification. Although ECM may have limitations on the concentration of holdings in any Client account, ECM reserves the right to purchase a single issue or class of investments over any limits if it determines in its sole discretion that such investments are appropriate.

Default and Counterparty Risk. To the extent that the Client's investments or hedges are acquired in "over-the-counter" or "interdealer" markets, they will be subject to default and other counterparty risks. Participants in such markets typically are not subject to the same credit evaluation and regulatory oversight as participants in exchange-based markets. This exposes the Clients to the risk that counterparties will not settle transactions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Fund or Managed Account to suffer a loss. In addition, in the case of a default, Clients could be subject to adverse market movements while replacement transactions are executed. Such counterparty risk is accentuated for contracts with longer maturities where events may prevent settlement or where the Client has a single or small group of counterparties. Client face increased risk of losses by transacting business with one or a small number of counterparties, without any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement.

Leverage. Clients may face additional risks by using leverage or engaging in repurchase financing. For example, if the seller of securities under a repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of bankruptcy or otherwise, the counterparty may seek to dispose of the securities, which could involve costs or delays and require the Client to sell investments at a loss, if it is able to sell them at all. If the seller under a repurchase agreement becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the Clients ability to dispose of the underlying securities may be restricted. If the seller fails to repurchase the securities, the Client may suffer a loss to the extent that proceeds from the sale of the underlying securities are less than the repurchase price. Similarly, reverse repurchase agreements involve the risk that the market value of the securities retained in lieu of sale by the Client may decline below the price of the securities the Client has sold but is obligated to repurchase. If the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, the buyer or its trustee or receiver may receive an extension of time to determine whether to enforce the Client's obligation to repurchase the securities and the Client's use of the proceeds of the reverse repurchase agreement may effectively be restricted pending a decision. Repurchase and reverse repurchase agreements tend to be short-term in nature and can be withdrawn on minimal notice.

While borrowing and leverage present opportunities for increasing total return, they have the effect of potentially increasing losses as well. If income and appreciation on investments made with borrowed funds are less than the cost of the leverage, the value of the Client's net assets will decrease. Any event that adversely affects the value of an investment by the Client would be magnified by the leverage employed. The cumulative effect of the use of leverage in a market that moves adversely to a leveraged investment could result in a substantial loss, which would be greater than if leverage were not used. Further, most leveraged transactions involve the posting of collateral. Increases in the amount of margin the Client is required to post could result in a disposition of the Fund or Managed Account's assets at times and prices, which could be disadvantageous to the Client and could result in substantial losses. A creditor's claim on the Client would be senior to the rights of the Client and its investors.

Highly Volatile Markets. The prices of securities and other financial instruments in which a Client's assets are invested can be highly volatile and 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. Clients also are exposed to the failure of any of the exchanges on which their investments trade, and to the failure of their clearinghouses.

Speculative Investments. ECM will make certain speculative purchases and/or sales of securities on behalf of the Client that ECM believes to be undervalued or overvalued. There can be no assurances that securities that ECM believes to be undervalued are in fact undervalued, or that undervalued securities will in fact decrease in value. Further, in such cases, a substantial period of time may elapse between a Client's purchase of the securities and the actual increase in value of such securities. The same is true for speculative purchases of securities that ECM believes to be overvalued. During this period, a portion of a Client's capital would be committed to the securities purchased and/or sold, and a Client may finance such transactions with borrowed money on which it would have to pay interest.

Hedging Transactions. Clients may utilize financial instruments such as futures and options, credit default swaps and financial guaranties to seek to hedge against fluctuations in the relative values of its portfolio positions, to hedge against other portfolio investments and to hedge the credit risks represented by particular Reference Obligations or categories of Reference Obligations or correlations or concentrations among Reference Obligations. Such hedging strategies do not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline or are subject to credit losses, but establish other positions designed to gain from those same developments, thus potentially moderating any losses or decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio positions should increase or the hedged credit losses are not realized. ECM is not obligated to establish hedges for portfolio positions and may not do so. To the extent that hedging transactions are effected, their success is dependent on ECM's ability to correctly predict movements in the direction of such factors as currency and interest rates, and the credit markets and credit quality migration of particular Reference Obligations.

Derivative Transactions. Clients may engage in derivative transactions such as swaps, collars, caps, floors, credit default swaps and other credit derivatives, and forwards both for hedging purposes and as an alternative to direct investments in the underlying securities.

Risks associated with derivative transactions are potentially greater than those associated with the direct purchase or sale of the underlying securities because of the additional complexity and potential for leverage. In addition, derivatives may create credit risk (the risk that a counterparty on a derivative transaction will not fulfill its contractual obligations), as well as legal, operational, reputational and other risks beyond those associated with the direct purchase or sale of the underlying securities to which their values are related.

Futures. The ECM may engage in transactions in commodity futures contracts, options on futures contracts and in other products traded on commodities exchanges, regulated by the Commodity Futures Trading Commission (the “CFTC”) or international exchanges. Trading in futures and options on futures involves significant risks, including: (i) futures contracts and options on futures are volatile in price; (ii) futures trading is highly leveraged; and (iii) futures trading involves high transaction costs.

Forward Trading. Forward contracts and options, unlike futures contracts, are not traded on exchanges and are not standardized; banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and the markets can experience long periods of illiquidity. There have been times when participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by ECM due to unusually high trading volume, political intervention or other factors. The imposition of controls by government authorities might also limit such forward (and futures) trading to less than that which ECM would otherwise recommend, to the possible detriment of the Client. Market illiquidity or disruption could result in significant losses for the Client’s account.

Trading in Options. ECM may purchase and sell (“write”) options on securities, currencies and commodities on national and international exchanges and over-the-counter markets. Trading in options may be used to reduce the risks attendant to short selling, to reduce overall market exposure, or to establish or increase long or short positions. Options trading is speculative and involves a high degree of risk.

The seller (“writer”) of a put option which is covered (e.g., the writer has a short position in the underlying instrument) assumes the risk of an increase in the market price of the underlying instrument above the sales price (in establishing the short position) of the underlying instrument, plus the premium received, and gives up the opportunity for gain on the underlying instrument 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 instrument 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. If the buyer of the put holds the underlying instrument, the loss on the put will be offset in whole or in part by any gain on the underlying instrument.

The writer of a call option which is covered (e.g., the writer has a long position in the underlying instrument) assumes the risk of a decline in the market price of the underlying instrument below the value of the underlying instrument less the premium received, and gives up the opportunity for gain on the underlying instrument 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 instrument above the exercise price of the option. The buyer of a call option assumes the risk of losing its entire investment in the call option. If the buyer of the call sells short the underlying instrument, the loss on the call will be offset, in whole or in part, by any gain on the short sale of the underlying instrument. Options may be cash settled by physical delivery or by entering into a closing transaction. In entering into a closing purchase transaction, the Client may be subject to the risk of loss to the extent that the premium paid for entering into such closing purchase transaction exceeds the premium received when the option was written. In addition, the correlation between option prices and the prices of underlying securities may be imperfect and the market for any particular option may be illiquid at a particular time.

Private Placements and Unregistered Securities. ECM may purchase convertible securities and fixed income obligations regulated by the Securities Act of 1933, as amended. The market to resell these securities may be illiquid and the Clients may need to hold them for a long time. If the Client is forced to liquidate their positions in these securities, the selling price may be at a substantial discount to the underlying value and result in a total loss on the investment.

Non-U.S. Securities. ECM may sell or purchase securities of non-U.S. issuers and transact in other financial instruments denominated in various currencies from issuers in any country, developed or undeveloped. To hedge foreign currency exchange rate risks or for other reasons related to the Client's business, the Clients may invest in foreign currencies and foreign currency related products. These types of investments entail risks in addition to those involved in investments in securities of domestic issuers due to exchange rate fluctuations, possible exchange controls, less publicly-available information, different accounting and auditing standards, more volatile markets, less securities regulation, less favorable tax provisions (including possible withholding taxes), political and social upheaval, war or expropriation. Non-U.S. securities also may be less liquid and more volatile than U.S. securities and may involve higher transaction and custodial costs.

Limited Liquidity of Some Investments. Some investments may be or become relatively illiquid, because they are thinly traded, subject to transfer restrictions, or subject to practical or regulatory limits on the Client's ability to liquidate or acquire them in the market quickly; for example, if the Client holds a large block. Clients may not be able promptly to liquidate or purchase those investments if the need should arise, and the ability to realize gains or avoid losses in periods of rapid market activity may be limited.

Loans of Portfolio Securities. ECM may, from time to time, lend securities from the Client's portfolio to brokers, dealers and financial institutions and receive collateral in the form of cash or securities in an amount equal to at least 100% of the current market value of the loaned securities, including any accrued interest or dividend receivable. The Clients will retain all rights of beneficial ownership, including voting rights and rights to interest or other distributions, and will have the right to regain record ownership of loaned securities to exercise such beneficial

rights. Such loans will be terminable at any time. ECM or the Clients may pay finders', administrative and custodial fees to unaffiliated persons who arrange the loans.

Overall Investment Risk. All securities investments risk the loss of capital. The nature of the securities to be sold short, purchased or otherwise traded, and the investment techniques and strategies to be employed by ECM, may increase this risk. The use of leverage by ECM generally enhances and magnifies this risk. While ECM will use its best efforts in the management of the Client's portfolio, there can be no assurance that the Client will not incur losses. Unforeseeable events, including actions by various government agencies, and domestic and international economic and political developments, may cause sharp market fluctuations that could adversely affect Client's end performance.

Portfolio Turnover. Clients may not have limits on the rate of portfolio turnover, and portfolio securities may be sold without regard to the time they have been held when, in the opinion of ECM, investment considerations warrant. High portfolio turnover increases Client expenses.

Insolvency of Brokers and Others. Clients will be subject to the risk of failure of brokerage firms who execute trades, clearing firms that brokers use, or clearing houses of which clearing firms are members.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a Client or prospective Client's evaluation of ECM's advisory business or the integrity of ECM's management.

Item 10 – Other Financial Industry Activities and Affiliations

ECM and its management persons are not registered and do not have any application pending to register as a broker-dealer or representatives of a broker-dealer.

ECM and its management persons are not registered and do not have any application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor and are not associated persons or principals of the foregoing entities.

ECM and its management persons do not have any relationship or arrangement with any related person that is material to its advisory business or its clients. ECM has existing relationships with certain banking counterparties, accounting firms and law firms that do not give rise to any material conflicts.

ECM and its management persons do not recommend or select other investment advisers or receive compensation directly or indirectly from any advisers for its Clients.

Additionally, there are no other business relationships with any adviser(s) that create a material conflict of interest.

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

ECM has a written Code of Ethics (the “Code”) in compliance with U.S. Securities and Exchange Commission (“SEC”) Rule 204A-1. The Code will be updated by ECM from time to time to reflect new legislation or regulations, or to otherwise reflect evolving best practices. ECM’s employees and any future employees will be required to read the Code in addition to ECM’s Supervisory Procedures and Compliance Manual (the “Manual”), and annually acknowledge compliance with the policies and procedures set forth therein. ECM will provide a copy of its Code and Manual, to any Client or prospective client upon request.

The Code holds individuals to the highest standards of ethical conduct and places upon them a duty to act for the Client’s benefit as well as to place the financial interests of ECM’s Clients ahead of their own interests. The Code addresses areas where the interests of ECM and its employees may conflict with the interests of ECM Clients and provides procedures for dealing with these potential conflicts. The Code also sets forth trading restrictions and/or prohibitions on certain types of securities for personal accounts, requires mandatory pre-clearance of certain securities transactions, and mandates reporting of initial holdings information upon employment and periodic transaction reporting thereafter. ECM’s CCO reviews these reports to ensure compliance by employees with the firm’s policies and procedures regarding trading activities.

ECM and/or its principals and affiliates may buy and/or sell securities which ECM recommends to its Clients, subject to the personal trading limitations noted above. Such transactions may also include trading in securities in a manner that differs from or is inconsistent with advice given to clients. ECM recognizes that potential conflicts will arise from such transactions and will take reasonable measures to mitigate such conflicts.

Item 12 – Brokerage Practices

General Practices and Execution Quality

ECM will have sole discretion in the selection of brokers and dealers for transaction execution. ECM's policy is to seek the best execution of orders at the most favorable price in light of the overall quality of brokerage. In selecting a broker for any transaction, ECM may consider a number of factors, including, for example, the broker's reputation, financial strength, stability and market access, efficiency of execution and error resolution, the size of the transaction and the net price or spread. We generally approach primary market makers for transactions in the over the counter market except in those instances where ECM believes more favorable execution or price is obtainable elsewhere.

ECM monitors transaction results as orders are executed to evaluate the quality of execution provided by the various brokers and dealers it may use, to determine that compensation rates are competitive and otherwise to evaluate the reasonableness of the compensation paid to those brokers and dealers in light of all the factors described above.

Each Client is responsible for the payment of standard custodian fees for the custody of its assets. Clients are typically responsible for the custodian fees which are paid at market rates. Each Client incurs standard transaction costs associated with acquiring and selling securities and the brokerage commissions are negotiated at arm's length on behalf of each Client. ECM will not receive any rebates in respect of brokerage commissions or custody fees. ECM is not affiliated with any other brokers or service providers.

Soft Dollars Arrangements

ECM does not have any soft dollar arrangements in place. Any future use of soft dollars will be implemented in accordance with the requirements of the safe harbor provided by Section 28(e) of the Exchange Act. Furthermore, ECM will not enter into any third-party soft dollar arrangements without the express approval of its Chief Compliance Officer ("CCO"). ECM has no incentives in selecting or recommending any particular broker-dealer. Within our last fiscal year, ECM and our related person did not acquire any products or services with client brokerage commissions.

Brokerage for Client Referrals

ECM does not receive client referrals from broker-dealers or third parties and as such, does not pay cash compensation to any broker-dealers for client referrals. ECM also does not direct any client transactions to a particular broker-dealer in return for client referrals.

Directed Brokerage

ECM does not receive client referrals from broker-dealers and as such, does not pay cash compensation to any broker-dealers for client referrals. ECM also does not direct any client transactions to a particular broker-dealer in return for client referrals.

Aggregation of Orders

Going forward, ECM may aggregate Client orders to purchase or sell securities in order to facilitate execution and minimize transaction costs. ECM will receive no additional compensation or remuneration for such aggregation. The manner of aggregation is consistent with ECM's duty to seek best execution for its investors and with the terms of its investment advisory agreements.

Item 13 – Review of Accounts

Client accounts are reviewed and monitored on a routine basis by ECM's Investment Management Team which is led by Matthew Moniot, the Chief Investment Officer of ECM. Reviews may be triggered by many factors, examples of which include changing market conditions or news concerning specific holdings. ECM provides quarterly written summaries of each Client's performance and a written summary of allocation changes and market views.

The Managed Accounts receive transaction confirmations and quarterly statements from custodians and brokers, as well as monthly and/or quarterly reports listing the holdings, market value, cost and other information concerning the Managed Account. Fund investors receive quarterly account statements listing the value of their investment. Fund investors also receive an annual K-1, if applicable, and a copy of the annual audited financial statement for each Fund in which they are invested.

The Funds have retained the services of a third-party administrator to act as administrator, share registrar, and transfer agent. The administrator is generally responsible for producing and distributing quarterly account statements and other information as specified above to investors. Also, due to legal/regulatory constraints that may need to be followed or as requested, by certain Fund investors or Managed Account investors, ECM, at its sole discretion, may agree to provide certain Fund investors and/or Managed Account investors with more frequent reports and/or certain other reports than those described above. Certain information is only provided after the Fund or Managed Account investor has signed a confidentiality agreement.

Item 14 – Client Referrals and Other Compensation

Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, permits registered investment advisers to pay referral fees to finders and solicitors. ECM may from time to time, pay referral fees to finders or solicitors for obtaining new advisory clients. In such cases, the CCO reviews all solicitor fee arrangements to ensure that they comply with the requirements set forth under ECM compliance policies and determine whether the solicitation agreement is subject to and complies with applicable regulations.

Item 15 – Custody

Client assets are held in each Client's name with such Client's qualified custodian. Each Client's qualified custodian will provide monthly account statements to ECM and/or directly to the Client. In turn, ECM provides quarterly written account updates to its Clients. Fund investors should carefully review any statements or reports provided by the Fund's administrator as well as the Fund's audited financial statements. The Funds are audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board. Additionally, the Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and such annual audited financial statements are distributed to investors within 120 days after the end of each Fund's fiscal year.

With respect to the Managed Account Platform, such Clients will have access to account statements prepared by a qualified custodian. Such account statements will be provided at least quarterly. Such Clients will also receive account statements from ECM, and such Clients are urged to compare the account statements received from the qualified custodian with those received from ECM.

Item 16 – Investment Discretion

ECM has discretionary authority over its Clients' assets pursuant to the investment advisory agreements it enters into with such Clients. ECM normally makes all investment decisions and takes all actions that are, in its reasonable judgment, necessary or desirable and in the best interests of the Client. This means that ECM will place trades in its Clients' accounts without contacting the Client. ECM's discretion may be limited pursuant to the terms and conditions of the applicable advisory relationship, provided that the restrictions are essentially consistent with the ECM's investment process.

Item 17 – Voting Client Investments

ECM has certain proxy voting policies and procedures (the “Corporate Actions and Proxy Voting Policy”) to comply with Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended, and its associated recordkeeping requirements. The Corporate Actions and Proxy Voting Policy applies to Client accounts (i) that contain voting securities; and (ii) for which ECM has authority to vote Client proxies. ECM will review the Corporate Actions and Proxy Voting Policy periodically and update it as necessarily to address new or revised proxy voting issues. Other, similar rights such as consent rights shall be evaluated on a case-by-case basis.

Although infrequent, when necessary, ECM will vote Client proxies/corporate actions as part of its authority to manage the Fund. The proxies/corporate actions are reviewed by the CCO. When voting proxies for the Funds, ECM’s primary objective is to make voting decisions solely in the best interests of the Clients. In fulfilling its obligations to Clients, ECM will act in a manner deemed to be prudent and diligent and which is intended to enhance the economic value of the underlying securities held in Client accounts.

ECM will maintain a written record of the proxy/corporate action vote on each occasion that a vote is required. Investors may obtain a copy of ECM’s Corporate Actions and Proxy Voting Policy and also information how the Client’s securities have been voted upon, free of charge from our CCO upon request.

Item 18 – Financial Information

ECM has no financial circumstances to report. A balance sheet is not required to be provided because ECM does not and will not require or solicit prepayment of more than \$1,200 in fees per Client more than six months in advance of services rendered. ECM has never filed a bankruptcy petition.