

# RANGER

## ADVISORS

Adviser Brochure  
Form ADV Part 2A

Ranger Advisors, L.P.

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March 31, 2021

This Brochure provides information about the qualifications and business practices of Ranger Advisors, L.P. If you have any questions about the contents of this Brochure, please contact us at (214) 871-5200. 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.

Ranger Advisors, L.P. is registered with the United States Securities and Exchange Commission (the “SEC”) in accordance with the Investment Advisers Act of 1940 (the “Advisers Act”). Registration with the SEC as an investment adviser does not imply any level of skill or training.

Additional information about Ranger Advisors, L.P. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about persons who are both affiliated with Ranger Advisors, L.P. and registered as investment advisers with the SEC.

**REFERENCES AND DISCLOSURES RELATING TO ANY PRIVATE FUND PRESENTED HEREIN, INCLUDING BUT NOT LIMITED TO: (I) THE INVESTMENT OBJECTIVE, STRATEGIES, RESTRICTIONS AND MANAGEMENT OF A FUND, (II) RISKS AND CONFLICTS OF INTEREST ASSOCIATED WITH AN INVESTMENT IN A FUND, (III) DESCRIPTIONS OF SECURITIES PERMISSIBLE FOR INVESTMENT BY A FUND, AND (IV) TERMS FOR INVESTMENT WITHIN A FUND, ARE QUALIFIED IN THEIR ENTIRETY BY AND SHOULD BE READ IN CONJUNCTION WITH SUCH FUND’S OFFERING DOCUMENTS AND OPERATING AGREEMENTS, INCLUDING WITHOUT LIMITATION, ANY PRIVATE PLACEMENT MEMORANDUM, PROSPECTUS, LIMITED PARTNERSHIP AGREEMENT, MEMORANDUM AND ARTICLES OF ASSOCIATION, INVESTMENT MANAGEMENT AGREEMENT OR SUBSCRIPTION AGREEMENT. PROSPECTIVE INVESTORS ARE STRONGLY ENCOURAGED TO REVIEW OFFERING DOCUMENTS AND OPERATING AGREEMENTS CAREFULLY, AND CONSULT THEIR INDIVIDUAL FINANCIAL, LEGAL OR TAX ADVISORS PRIOR TO MAKING AN INVESTMENT. INFORMATION ABOUT WHAT OFFERING DOCUMENTS AND OPERATING AGREEMENTS ARE AVAILABLE FOR REVIEW BY A PROSPECTIVE INVESTOR, ALONG WITH APPLICABLE COPIES OF SUCH DOCUMENTS, IS AVAILABLE BY CONTACTING THE FIRM AT (214) 871-5200 OR [INFO@RANGERCAP.COM](mailto:INFO@RANGERCAP.COM)**

## Item 2 – Material Changes

SEC rules require Ranger Advisors, L.P. (“Ranger” or the “Firm”), and other registered investment advisers, to provide its Clients with a copy of its Form ADV 2 within 120 days of the close of its fiscal year, as well as on an ongoing basis when material changes make such disclosures necessary. Ranger’s Form ADV 2 is intended to provide its Clients with a clearly written and meaningful disclosure, in plain English, about Ranger’s business practices, conflicts of interest and advisory personnel.

Ranger’s Form ADV 2 is divided into two parts, *Part 2A* and *Part 2B*. *Part 2A* of the Form ADV (the “Brochure”) provides information about a variety of topics relating to Ranger’s business practices and conflicts of interest. *Part 2B* of the Form ADV (the “Brochure Supplement”) provides information about certain Ranger advisory personnel.

This section of the Brochure addresses “material changes” that have taken place since the last annual update and will be posted on the SEC’s public disclosure website (IAPD). Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’s fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

The effective date of this Brochure is March 31, 2021, and updates the Brochure dated March 31, 2020. A summary of the material revisions made to the previous version of the Firm’s Brochure is as follows:

1. **Update to Status of Operations.** This brochure has been amended to reflect (i) that the private funds are in the process of being wound down, (ii) that each of the private funds have liquidated all of their investments, (iii) that all private fund limited partners and shareholders have been redeemed, and (iv) that the private funds have ceased making new investments or accepting new limited partners or shareholders.
2. **Item 10.** The Firm updated its list of Financial Industry Affiliates.

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## Item 4 – Advisory Business

Ranger Advisors, L.P. (“Ranger” or the “Firm”) is an investment adviser founded in 2000. January 2006 Ranger registered with the United States Securities and Exchange Commission (the “SEC”), in accordance with the Investment Advisers Act of 1940. Ranger was organized as a Texas limited partnership by Ranger Management, L.L.C., a Texas limited liability company which serves as its general partner. Ranger Management, L.L.C. is controlled by Ranger Capital Group Holdings, L.P., a Texas limited partnership which serves as its managing member.

Ranger is permitted to employ leverage on behalf of certain enhanced classes of interests or shares in pooled investment vehicles. However, as of the date hereof, leverage is not currently being employed by the enhanced classes of shares or interests. Classes of interest or shares which are not designated as enhanced are not authorized to employ leverage at the portfolio level advised by Ranger.

**AS OF THE DATE OF THIS BROCHURE, THE PRIVATE FUNDS HAVE LIQUIDATED ALL OF THEIR INVESTMENTS AND ALL INVESTORS HAVE BEEN REDEEMED. AS SUCH, EACH PRIVATE FUND HAS CEASED MAKING INVESTMENTS, HAS NO CURRENT LIMITED PARTNERS OR SHAREHOLDERS AND HAS CEASED ACCEPTING NEW LIMITED PARTNERS OR SHAREHOLDERS.**

### Investment Advisory Services

Prior to the date in which the Private Funds entered into liquidation, Ranger provided continuous investment management services to a number of pooled investment vehicles (hereinafter “Private Funds”) and to a limited number of separate accounts (collectively the Private Funds and the separate accounts are referred to herein as the “Clients”). In the case of the Private Funds that are domiciled in the United States (the “Domestic Funds”), such Private Funds relied on registration exemptions available pursuant to Section 3(c)-7 or 3(c)-1 of the Investment Company Act of 1940. Ranger also served as the investment manager for Private Funds organized under the laws of the Cayman Islands (the “Offshore Funds”).

Shares in the Offshore Funds were offered on a private placement basis, only to persons who are either not “U.S. Persons,” as defined under Regulation S of the Securities Act of 1933, U.S. tax-exempt entities, or U.S. Persons who meet the definition of “Accredited Investors”, as defined in Rule 501 of Regulation D of the Securities Act of 1933 and/or “Qualified Persons” as defined in Rule 2a51-1 of the Investment Company Act of 1933.

### Investment Program Summary

Prior to the date in which the Private Funds entered into liquidation, Ranger’s investment strategy focused primarily on “fund of funds” investment portfolio, wherein a portfolio invests in private funds and/or separate accounts advised primarily, but not exclusively, by affiliated investment advisers (each, a “Portfolio Investment”), within a variety of investment strategies.

Ranger affiliated investment advisers which served as prospective Portfolio Investments and a brief description of the strategies they manage, include:

- Ranger Alternative Management, L.P. serves as a sub-adviser to and manages the day-to-day portfolio management activities of the Ranger Equity Bear ETF (HDGE). Generally, the Ranger Alternatives' investment team invests, on a short basis only, in the U.S. exchange traded securities of mid to large capitalization companies.
- Ranger Alternative Management II, LP manages investment portfolios which consist of secured and unsecured consumer and business loans originated by direct lending sources.

Ranger formerly affiliated investment advisers which served as prospective Portfolio Investments and a brief description of the strategies they manage, including:

- Ranger Investment Management, L.P. manages investment portfolios which consist of U.S. exchange traded equity securities of primarily micro and/or small capitalization growth oriented companies.
- Western Pacific Wealth Management, LP (f/k/a Ranger International Management, LP) manages investment portfolios which consist of long-only (i) global income and growth, and (ii) international equity portfolios.

In addition to the Ranger affiliated investment advisers above, Ranger may also invest in products and advisory services of non-affiliated investment advisers. Ranger formerly invested in a long/short hedge fund managed by a non-affiliated investment adviser.

The Ranger investment advisers and strategies mentioned above may be subject to change at the sole discretion of the Firm without prior notice to current or prospective investors. Additional information regarding any Ranger adviser or strategy may be obtained by contacting the Firm at (214) 871-5200 or on-line at [www.rangercap.com](http://www.rangercap.com).

#### Ranger Private Funds

The Firm serves as a general partner or investment adviser to the following Clients, each of which is a pooled investment vehicle:

- Ranger Multi-Strategy Fund, Ltd., an exempted company incorporated in the Cayman Islands and regulated as a mutual fund under the Mutual Funds Law (2009 Revision) of the Cayman Islands.

**AS OF THE DATE OF THIS BROCHURE, THE PRIVATE FUNDS HAVE LIQUIDATED ALL OF THEIR INVESTMENTS AND ALL INVESTORS HAVE BEEN REDEEMED. AS SUCH, EACH PRIVATE FUND HAS CEASED MAKING INVESTMENTS, HAS NO CURRENT LIMITED PARTNERS OR SHAREHOLDERS AND HAS CEASED ACCEPTING NEW LIMITED PARTNERS OR SHAREHOLDERS.**

However, while not applicable at this time, the Firm may, as of any future date and without prior notice, solicit investors for each of the Private Funds. To the extent the Firm begins accepting new investments in the Private Funds, such investment will be limited to accredited investors. In addition, current and prospective investors should ensure that they are capable of evaluating the merits and risks of an investment in a Private Fund prior to initiating or maintaining an investment in the Private Funds. To obtain a current version of a particular Ranger funds' private placement memorandum, current and prospective investors are encouraged to contact the Firm at (214) 871-5200.

### Leverage Facilities

Each of the Private Funds maintains classes of limited partnership interest or shares which have the authority to employ leverage (the "Leverage Feature") at either the portfolio or underlying investment level (the "Enhanced Classes") and classes of limited partnership interest or shares which do not have the authority to employ leverage at either the portfolio level or underlying investment level (the "Non-Enhanced Classes").

The Enhanced Classes may implement leverage by employing credit facilities, swap agreements, structured products, or margin leverage.

Although the Private Funds are not currently employing leverage, the Enhanced Classes may seek to employ leverage at a later date. To the extent that the Leverage Feature is employed, the leverage ratio may be targeted at a level which will leverage the Enhanced Classes by one hundred percent (100%). In addition, Ranger has the discretion to employ leverage at between zero (0) and two hundred percent (200%) of the Enhanced Classes' net asset value.

### Separate Account Management

Ranger also serves as investment adviser to investors who have opened separately managed accounts ("Separate Accounts") with full power & authority to supervise and direct investments, on a discretionary basis, on behalf of such Separate Accounts. Ranger's investment decisions and advice with respect to Separate Accounts shall be in accordance with an investor's investment objectives and guidelines, as set forth within the investor's Investment Advisory Agreement, as well as any written instructions provided by the investor to Ranger.

Although subject to change without advance notice, the Firm is currently not soliciting or accepting new separate account Clients.

## **Item 5 – Fees and Compensation**

### Ranger Private Funds

Investors in the Private Funds are generally charged advisory fees in accordance with the advisory fee schedule set forth in the applicable offering documents of such Private Fund. However, at

Ranger's sole discretion, advisory fees between the Private Funds and investors of the Private Funds may be negotiable based on specific circumstances and on a case by case basis, including without limitation due to the relative size of an investor's account, an investor's affiliation to Ranger, and/or an investor's status as a seed investor. Accordingly, advisory fees incurred by investors may vary substantially.

Advisory Fees are generally deducted from investor assets, with the exception of certain Separate Accounts, which may request that fees be billed to and paid directly by the investor.

Investors in Private Funds may be subject to two forms of advisory fees: (i) fees which are charged as a fixed percentage of assets under management by the Firm ("Management Fees"), and (ii) fees which are charged as a percentage of the appreciation of the net asset value of an investor's account ("Performance Fees" and together with Management Fees, the "Advisory Fees").

Management Fees are generally referenced at an annual rate, but are calculated and charged in advance on a quarterly basis, based on the assets under management attributable to the investor as of the first day of such applicable quarter. Management Fees with respect to the Enhanced Classes are charged as a percentage of (i) the net asset value of such Enhanced Classes, and (ii) any capital attributable to leverage on behalf of such Enhanced Classes, and (iii) the notional value of derivatives and/or structured products employed by the Enhanced Classes. As such, Management Fees will correlate to gross assets under management by the Firm, the amount of which is increased in proportion to the leverage employed by the Enhanced Classes and/or the notional value of any structured product. To the extent that an investor in a Separate Account or Private Fund redeems its investment, all fees paid in advance for dates subsequent to such applicable redemption date shall be promptly refunded by Ranger.

Performance Fees are generally referenced, calculated and charged on an annual basis (or upon the full or partial redemption of an investor's account). Performance Fees may be subject to "high water marks", which only permit the payment of Performance Fees to the extent that appreciation in an account's net asset value exceeds the net asset value of such account as of such time as when a prior Performance Fee was charged (or the date in which an investor's account was opened). Performance Fee calculations may also be subject to a "Performance Hurdle Rate" whereby a Performance Fee percentage or the underlying appreciation of an investor's account appreciation may be reduced by a variable percentage correlating to a benchmark such as 3-Month Libor.

With respect to Private Funds, the Firm generally charges (i) an annual Management Fee of between one percent (1%) and one and one half percent (1.5%), and (ii) an annual Performance Fee in an amount between five percent (5%) and fifteen percent (15%). Advisory Fees are generally calculated and withdrawn from a Private Fund on a quarterly basis by the Firm.

#### Standard Fee Schedule for Ranger Private Funds

Private Fund	Annual Management Fee	Performance Allocation or Fee
Ranger Multi-Strategy Fund, Ltd. Class A	One Percent (1.00%)	Ten Percent (10.00%) above Hurdle

Class B	One Percent (1.00%)	Five Percent (5.00%)
Class A Enhanced	One Percent (1.00%)	Ten Percent (10.00%) above Hurdle
Class B Enhanced	One Percent (1.00%)	Five Percent (5.00%)

*\* Subscriptions to Ranger Private Funds are subject to material terms and conditions, each of which is detailed in each Private Fund's private placement memorandum and operative agreements (the "Operative Documents"). A copy of the Operative Documents for each Private Fund (on a class by class basis) may be obtained by contacting the Firm at (214) 871-5200.*

#### Enhanced Interests or Shares

When leverage is employed on behalf of the Enhanced Interests and Shares, assets under management attributable to the Enhanced Interests and Shares increase, thereby increasing the Management Fees to which an investor is subject in direct proportion to the amount of leverage employed, including any leverage embedded in the notional value of structured products. For example, the Firm's use of 100% leverage on a \$1,000 investment increases the amount of capital invested to \$2,000. Accordingly, Management Fees are charged on the \$2,000 leveraged capital amount instead of the original \$1,000 investment. With respect to structured products, if the Enhanced Interests or Shares are invested in a structured product with \$1,000 in margin but with a \$2,000 notional value, Management Fees are charged on the \$2,000 notional value of the structured product.

While the Firm has discretionary use of leverage on behalf of the Enhanced Interests and Shares ranging up to 200%, it is currently not employing leverage and generally targets leverage of up to 100% or below. To the extent that the Firm employs Leverage on behalf of limited partnership interests or shares, or on behalf of a separately managed account, it shall do so upon the instructions of such client and indicated within the applicable subscription agreement or separately managed account agreement.

#### Multiple Layers of Fees and Expense

An investment in a Private Fund or Separate Account managed by the Firm is subject to multiple layers of fees and expenses. Advisory Fees paid to the Firm are separate and non-inclusive of advisory fees paid to the investment advisers of Portfolio Investments undertaken by the Private Funds or Separate Accounts, most or all of which are advised by Affiliates of the Firm, each of which are entitled to management fees and performance fees for their services. Unaffiliated underlying investment advisers are typically, but not exclusively, entitled to an annual management fee ranging from one percent (1%) to two percent (2%) and a performance fee of up to twenty percent (20%). Affiliated underlying investment advisers are typically entitled to an annual management fee of one percent (1%) and performance fees of up to ten percent (10%). In addition, Portfolio Investments are subject to expense reimbursements similar to expense reimbursements to which an investor is entitled to with respect to the Private Funds.



Investors are encouraged to carefully consider the multiple layers of fees incurred by an investment in a Ranger Private Fund or Separate Account. **Private placement memorandums and brochures are available for each of the Firm's underlying portfolio investments by contacting the Firm at (214) 871-5200.**

The Private Funds and Separate Accounts invest in affiliates of the Firm. To the extent that an investment is made in such affiliate, the terms of such investment may not be at arm's length.

#### Advisory Fees Exclusive of Expenses

Advisory Fees are exclusive of expenses associated with investments in the Separate Accounts and/or Private Funds. Although the Firm is responsible for its general overhead expenses, Separate Accounts and Private Funds bear the costs attributable to their investment activities and operations, including without limitation, expenses associated with trading and operations. Such expenses may include: (i) expenses incurred in connection with the evaluation, acquisition or disposition of a Portfolio Investment, including brokerage fees, due diligence expense, travel costs, taxes, legal, accounting, consulting, information services and professional fees; (ii) expenses incurred in connection with the carrying or management of investments, including custodial, trustee, record keeping and other administration fees; (iii) fees relating to the administration of a Separate Account or Private Fund, including fees of a third party administrator; (iv) fees and expenses associated with and/or paid to Portfolio Investments and their investment advisers, including management and performance fees; (v) expenses incurred in connection with a Private Fund's financial statements and/or tax returns; (vi) attorneys' and accountants' fees and disbursements; (vii) taxes and other governmental charges or fees levied against a Private Fund, including registration or filing fees; (viii) insurance (including in respect of errors or omissions of the Firm, its Affiliates and related entities, and any other persons acting on behalf of a Private Fund), regulatory or litigation expenses (and damages), including regulatory expenses of the Firm; and (ix) interest on debit balances (including due to the use of leverage facilities) provided that expenses relating to leverage facilities shall be charged to the class of shares or interest utilizing such facilities.

Item 12 (Brokerage Practices) further describes the factors that the Firm considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g. commissions).

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

Ranger offers both investment advisory services which exclusively charge Management Fees and investment advisory services which charge a combination of Management Fees and Performance Fees. To the extent that Performance Fees are charged, the payment of such fees shall in all cases comply with the provisions of the Advisers Act. Performance-based fee arrangements may create an incentive for the Firm to invest in securities which may be riskier or more speculative than the securities it would invest in under a different fee arrangement. In addition, performance fee arrangements may create an incentive for the Firm to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Ranger employs procedures designed to

ensure all clients are treated fairly and equally, and to prevent this potential conflict from influencing the allocation of investment opportunities among clients.

Please see **Item 5 - Fees and Compensation** for further description on performance fees.

## **Item 7 – Types of Clients**

Ranger generally provides investment advisory services to insurance companies and qualified and accredited individuals or entities. Such advisory services may be provided directly through a Separate Account, or indirectly through investment in a Private Fund, each of which are deemed Clients of the Firm.

Investors in the Private Funds are generally required to make minimum initial investments of one million dollars (\$1,000,000.00) to subscribe for interest or shares in a Private Fund and twenty million dollars (\$20,000,000.00) for a separately managed account. However, the Firm may accept lesser amounts at its sole discretion.

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

**AS OF THE DATE OF THIS BROCHURE, EACH OF THE PRIVATE FUNDS HAVE LIQUIDATED ALL OF THEIR INVESTMENTS AND ALL INVESTORS HAVE BEEN REDEEMED. AS SUCH, EACH PRIVATE FUND HAS CEASED MAKING INVESTMENTS, HAS NO CURRENT LIMITED PARTNERS OR SHAREHOLDERS AND HAS CEASED ACCEPTING NEW LIMITED PARTNERS OR SHAREHOLDERS.**

Prior to the date in which the Private Funds entered liquidation, Ranger’s investment strategy focused primarily on “fund of funds” investment portfolios, wherein a portfolio invests in private funds and/or separate accounts advised primarily, but not exclusively, by affiliated investment advisers (each, a “Portfolio Investment”), within a variety of investment strategies.

### **RISK FACTORS**

**AN INVESTMENT IN ONE OF THE FIRM’S PRIVATE FUNDS OR SEPARATELY MANAGED ACCOUNTS ENTAILS A SIGNIFICANT DEGREE OF RISK, INCLUDING THE POTENTIAL FOR LOSS OF ALL OR A PORTION OF AN INVESTMENT. THEREFORE, ONLY INVESTORS CAPABLE OF EVALUATING AND BEARING THE RISKS SHOULD UNDERTAKE AN INVESTMENT IN A RANGER PRIVATE FUND OR SEPARATE ACCOUNT. THERE CAN BE NO ASSURANCE THAT SUCH AN INVESTMENT WILL BE ABLE TO ACHIEVE ITS OBJECTIVE, REALIZE A POSITIVE RETURN OR AVOID LOSSES. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS IN CONNECTION WITH OPENING AN INVESTMENT ACCOUNT WITH THE FIRM. PLEASE NOTE THAT THE FOLLOWING LIST IS NOT A COMPLETE LIST OF ALL RISKS INVOLVED IN CONNECTION WITH AN INVESTMENT IN A PRIVATE FUND OR SEPARATE ACCOUNT ADVISED BY THE FIRM. WITH RESPECT TO THE**

**PRIVATE FUNDS, ADDITIONAL RISK DISCLOSURES MAY BE FOUND IN THE PRIVATE PLACEMENT MEMORANDUM OF SUCH APPLICABLE PRIVATE FUND, A COPY OF WHICH MAY BE OBTAINED BY CONTACTING THE FIRM AT (214) 871-5200 OR AT [INFO@RANGERADVISORS.COM](mailto:INFO@RANGERADVISORS.COM).**

*\*Reference made herein to “Portfolios” references the portfolios of the Private Funds and the Separate Accounts.*

### **Investment and Trading Risks**

#### *An Underlying Manager’s Trading Strategies may not be Successful-*

There can be no assurance that the trading strategies employed by the underlying manager of a Portfolio Investment (an “Underlying Manager”) will be successful. For example, the proprietary models used by an Underlying Manager may not function as anticipated during unusual market conditions. While each Underlying Manager who will invest on behalf of the Portfolios has a performance record reflecting his or her prior experience in using the strategies that will be applied to trading for the Portfolios, this performance cannot be used to predict future profitability. While the Firm will devote its best efforts to the management of the Portfolios, there can be no assurance that the Portfolios will not incur losses.

#### *Use of Multiple Underlying Managers is No Assurance of Success-*

No assurance is given that the Portfolio Investments’ Underlying Managers’ collective performance will result in profitable returns for the Portfolios as a whole under all or any conditions. The possibility exists that good performance achieved by one or more Underlying Managers may be neutralized by poor performance experienced by other Underlying Managers.

#### *Short Sales-*

The Portfolio Investments may engage in short selling. Short selling involves selling securities which may or may not be owned and, at times, borrowing the same securities for delivery to the purchaser, with an obligation to replace any such borrowed securities at a later date. Short selling allows the Portfolio Investments to profit from declines in market prices to the extent such declines exceed the transaction costs and any costs of borrowing the securities. Securities sold short may be recalled by the lender with little or no notice. If the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities above its basis would result in a loss. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. In addition, there are rules prohibiting short sales at prices below the last sale price, which may prevent the Portfolios or the Portfolio Investments from executing short sales at the most desirable time. Losses attributable to short selling are theoretically limitless.

#### *Options-*

The Portfolio Investments may invest in options. The purchase or sale of an option involves the payment or receipt of a premium payment by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security or other instrument for a specific price at a certain time or during a certain period.

Purchasing options involves the risk that the underlying instrument does not change price in the manner expected, so that the option expires worthless and the investor loses its premium. Selling options when the seller does not own the respective underlying security, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security in excess of the premium payment received.

The Portfolio Investments may purchase or sell customized options and other derivatives in the over-the-counter market that may have different features than traditional exchange-traded options though they also share the same risks. These options and derivative instruments may also subject the Portfolio Investments to risk of default by the counterparty. Investments in these financial instruments may also be subject to additional risks such as interest rate and other risks. The Portfolio Investments may purchase call options, write covered and uncovered call options and purchase options to close out options previously written. In return for the premium received upon the writing of a call option, the writer of the option will give up the opportunity to benefit from a price increase in the underlying security above the exercise price, but conversely retains the risk of loss should the price of the security decline offset the amount of premium collected. If a Portfolio Investment writes American style call options, within a given period they will have no control over when it may be required to unwind such position.

If a Portfolio Investment desires to sell a particular security from their portfolio on which they have written a call option, or purchased a put option, they may seek to effect a closing transaction prior to, or concurrently with, the sale of the security. There is no assurance that the Portfolio Investment will be able to effect such closing transactions at a favorable price. If a Portfolio Investment cannot enter into such a transaction, it may be required to hold a security that it might otherwise have sold, in which case it would continue to be at risk with respect to the security.

A Portfolio Investment's ability to close out their position as purchasers of an exchange listed option would be dependent upon the existence of a liquid secondary market on an exchange. Among the possible reasons for the absence of a liquid secondary market on an exchange are: (i) insufficient trading interest in certain options; (ii) restrictions on transactions imposed by an exchange; (iii) trading halts, suspensions or other restrictions imposed with respect to particular classes or series of options or underlying securities; (iv) interruption of the normal operations on an exchange; (v) inadequacy of the facilities of an exchange to handle current trading volume; or (vi) a decision by one or more exchanges to discontinue the trading of options (or a particular class or series of options), in which event, the secondary market on that exchange (or in that class or series of options) would cease to exist, although outstanding options on that exchange would generally continue to be exercisable in accordance with their terms.

#### *Foreign Investment-*

The Portfolio Investments may invest in securities of issuers organized or based outside the United States. These investments may be subject to a variety of risks and other special considerations not affecting securities of domestic issuers. Many foreign securities markets are not as developed or efficient as those in the United States. Securities of some foreign issuers are less liquid and more volatile than securities of comparable U.S. issuers. Similarly, volume and liquidity in many foreign securities markets are less than in the United States and at times, volatility of price can be greater than in the United States. The issuers may be subject to less stringent financial reporting and informational disclosure standards, practices and requirements than those applicable to U.S. issuers.

Since foreign securities transactions often are denominated in currencies of foreign countries, the Portfolio Investment may incur currency exchange costs when effecting these transactions, and the value of these securities as measured in U.S. dollars may be affected favorably or unfavorably by subsequent changes in currency rates and exchange control regulations. Currency exchange rates may fluctuate significantly over short periods of time. The Portfolio Investments will be permitted, but not required, to engage in currency hedging transactions (using forward, futures or options contracts) to protect against adverse changes in currency rates, and it is possible that such hedging transactions could be unsuccessful.

#### *Futures-*

The Portfolios do not immediately intend to, but may, and the Portfolio Investments may, invest in futures. Futures markets are highly volatile and investments in futures may materially affect the profitability of the Portfolios. To the extent Portfolio Investments engage in transactions in futures contracts and options on futures contracts, the profitability of the Portfolio Investment will depend to some degree on the ability of the Underlying Manager or Ranger, as applicable, to analyze correctly the futures markets, which are influenced by, among other things, changing supply and demand relationships, governmental policies, commercial and trade programs, world political and economic events, and changes in interest rates.

Moreover, investments in commodities futures and options contracts involve additional risks including, without limitation, leverage (margin is usually only five percent (5%) to fifteen percent (15%) of the face value of the contract and exposure on some such contracts is unlimited) and credit risk vis-a-vis the contract counterparty.

Finally, the Commodity Futures Trading Commission and futures exchanges have established limits referred to as “speculative position limits” on the maximum net long or net short position which any person may hold or control in particular commodity contracts. All of the positions held by all accounts owned or controlled by an Underlying Manager or Ranger, as applicable, including the Portfolios’ accounts, will be aggregated for the purposes of determining compliance with position limits. It is possible that the trading instructions for a Portfolio Investment may have to be modified and that positions held by a Portfolio Investment may have to be liquidated in order to avoid exceeding such limits.

Such modification or liquidation, if required, could adversely affect the operations and profitability of the Portfolio Investment and the Portfolios. Ranger was formerly registered as a commodity pool operator and commodity trading adviser under the United States Commodity Exchange Act, as amended (the “Commodity Exchange Act”), and was consequently subject to the record-keeping, disclosure and other fiduciary obligations specified in the Commodity Exchange Act. However, Ranger has de-registered as a commodity pool operator and/or commodity trading adviser under the Commodity Exchange Act, which de-registration is not expected to adversely affect the activities of the Portfolios but has excluded Ranger from the record-keeping, disclosure and other fiduciary obligations specified in the Commodity Exchange Act.

#### *Index Contracts-*

The Portfolio Investments may, but are not required to, utilize various other instruments to seek a hedge against the risk of changes in the level of prices of broad market averages or indices, as well as narrower indices or baskets of securities. These hedging strategies may be executed through the use of exchange-traded equity index options or futures contracts or options thereon, standardized or individually negotiated over-the-counter contracts or other forms of derivative contracts (collectively, “Index Contracts”).

Index contracts have risks associated with them including possible default by the other party to the transaction, illiquidity and, to the extent a Portfolio Investment’s Underlying Manager’s view as to certain market movements is incorrect, the risk that the use of such index contracts could result in losses greater than if they had not been used.

Moreover, the lack of complete correlation between price movements of index contracts and price movements in the portfolio position of the Portfolio Investment creates the possibility that losses in the value of the Portfolios’ or such Portfolio Investment’s position may be greater than the gain on the hedging instrument (or that a gain in such Portfolio Investment’s portfolio position may be less than the loss on the hedging instrument). In addition, futures and options markets may not be liquid in all circumstances and certain over-the-counter index contracts may have no markets.

As a result, in certain markets, the Portfolio Investment might not be able to close out a transaction without incurring substantial losses, if at all. Although the successful use of index contracts for hedging should tend to reduce the risk of loss due to a decline in the value of the hedged position, at the same time such transactions would tend to limit any potential gain which might result from an increase in value of such position.

#### *Turnover-*

The Portfolios’ activities will include the allocation of the Portfolios’ assets to Portfolio Investments which may invest on the basis of short-term market considerations. The portfolio turnover rate of those Portfolio Investments may be significant, potentially involving substantial brokerage commissions and fees.

#### *Absence of Regulation Concerning Portfolio Investments-*



Portfolio Investments and their respective Underlying Managers will be subject to varying levels of regulation. Hedge funds are not registered as investment companies under the Investment Company Act of 1940, as amended (the “Company Act”), and their Underlying Managers may not be registered as investment advisers under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), with the consequence that many of the protections afforded to investors by those laws will not be applicable. Similarly, certain investments in funds and accounts formed and operated outside the United States may not be subject to comprehensive government regulation. The Underlying Managers of such Portfolio Investments may not be covered by insurance or by fidelity bonding.

Moreover, the Portfolios may not have control over the selection of the custodians of the assets of such Portfolio Investments, which also may be subject to a lesser degree of government supervision or regulation than commercial banks, trust companies or securities dealers conducting business within the United States.

#### *Illiquidity of Investments-*

Certain investments made by the Portfolios and the Portfolio Investments may be very illiquid, and consequently the Portfolios may not be able to sell such investments at prices that reflect the Firm’s assessment of their value or the amount paid for such investments by the Portfolios. Illiquidity may result from the absence of an established market for the investments as well as legal, contractual or other restrictions on their resale by the Portfolios and other factors. Furthermore, the nature of the Portfolios’ investments, especially those in financially distressed companies, may require a long holding period prior to profitability.

Both the Ranger Funds and the Portfolio Investments are authorized to make distributions in-kind of securities in lieu of or in addition to cash. In the event that distributions are made in-kind, such securities could be illiquid or subject to legal, contractual and other restrictions on transfer.

#### *Counterparty Creditworthiness-*

In addition to the exchange-traded options contracts, the Portfolio Investments may also invest in the over-the-counter market in contracts which involve dealing with counterparties and their ability to meet the terms of the contracts. In particular, the Portfolio Investments may enter into repurchase agreements, forward contracts and swap arrangements, each of which expose the Portfolio Investment to credit risk to the extent that the counterparty defaults on its obligations to perform under the relevant contract.

#### *Strategy Changes and Transparency; Fraud-*

While Ranger generally reviews a prospective unaffiliated Portfolio Investment for consistent adherence to a defined investment and risk management strategy, there can be no assurances that an unaffiliated Portfolio Investment or its Underlying Manager will continue to adhere to such investment and risk management strategy. Ranger has differing levels of transparency with respect

to the investment program of individual Portfolio Investments, and no assurances can be given that Ranger will detect changes in a Portfolio Investment's investment or risk management strategy.

The Portfolios may not have any recourse or an opportunity to withdraw from a Portfolio Investment prior to incurring losses due to shifts in investment or risk management strategy, the sum of which may be substantial. Moreover, while Ranger makes efforts to substantiate information received during the due diligence of a prospective Portfolio Investment, the possibility exists that such information may be negligently or fraudulently conveyed. In such event, the Portfolios may be unknowingly exposed to substantial risk while investing with an unsuitable Portfolio Investment.

### **Portfolio Risks**

#### *Possible Effect of Substantial Withdrawals-*

Substantial Redemption of investment capital from the Ranger Funds could require a Portfolio to redeem or liquidate its investments in Portfolio Investments or securities more rapidly than otherwise desired in order to raise the cash necessary to fund the redemptions or withdrawals. Illiquidity in certain markets could make it difficult for the Portfolio Investment Underlying Managers to liquidate positions on favorable terms, which could result in losses or a decrease in the net asset value of the Portfolios.

In addition, restrictions on the Portfolios' ability to redeem their investments in Portfolio Investments may be a factor in the Portfolios' ability to fund redemptions of shares or withdrawals of limited partnership interests.

#### *Market Disruption and Lack of Liquidity-*

The Portfolios' ability to withdraw capital from Portfolio Investments may be subject to suspension, in whole or in part, based upon the inability of the Portfolio Investments to value their investments. Significant market events or circumstances attributable to single securities, generally outside of the control of Underlying Managers, could cause the Portfolios to be required to maintain their investments in Portfolio Investments. In such events, investors will be unable to withdraw their capital from the Portfolios.

#### *No Participation by Investors-*

Substantially all decisions with respect to the management of the Portfolios are made exclusively by the Firm. Investors have no right or power to take part in the management of the Portfolios. The Firm makes all of the trading and investment decisions of the Portfolios. In the event of the withdrawal or bankruptcy of the Firm, generally the Portfolios will be liquidated.



### **Risks Relating to Cross-Liability Between Classes**

The Private Funds have the power to issue interests and/or shares in separate classes and series. The operative documents provide for the manner in which the liabilities are to be attributed across the various classes and series (liabilities are generally to be attributed to the specific class and series in respect of which the liability was incurred). However, each Private Fund is a single legal entity. Investors in one or more classes or series of shares or interests may be compelled to bear the liabilities incurred in respect of other classes or series which such investors do not themselves own if there are insufficient assets in that other class or series to satisfy those liabilities. Accordingly, there is a risk that liabilities of one class or series may not be limited to that particular class or series and may be required to be paid out of one or more other class or series.

### **Risks Relating to the use of Leverage**

The following risk factors apply to the extent that the Portfolios employ leverage (the “Leverage Feature”), and are limited to Classes of interests or shares which do so.

#### *Management Fees-*

Management Fees paid to the Firm are based on assets under management attributable to the Classes of interests or shares. The use of leverage, derivatives, or structured products increases the assets under management by the Firm in approximate ratio to the amount of leverage and the notional amount of derivatives or structured products being employed. Therefore, the greater the leverage and notional amount of derivatives or structured products being employed, the greater the Management Fee to which the Enhanced Classes are subject.

For example, if an investor subscribes to the Enhanced Classes for one hundred dollars (\$100) and one hundred percent leverage is being employed (including the notional value of any derivatives or structured products) on behalf of the Enhanced Classes, the assets under management by the Firm attributable to such subscription will, subject to appreciation, depreciation, fees and expenses, equal two hundred dollars (\$200). As such, the Management Fee collected by the Firm would equal one dollar (\$1.00) per annum as opposed to the one half dollar (\$0.50) per annum to which Enhanced Classes would be subject in the absence of leverage.

A conflict of interest thereby exists whereby the Firm may have an incentive to increase the use of leverage, derivatives, or structured products within the Enhanced Classes in order to increase the Management Fees to which it is entitled.

#### *Risk of Loss-*

The use of the Leverage Feature entails a high degree of financial risk which could result in the entire loss of the net asset value of the Enhanced Classes. There is no guarantee that the Portfolios will profit from the investments made on behalf of the Enhanced Classes. For example, if either at any time during the term of the applicable Leverage Feature any applicable

“knock-out” provision is triggered and utilized in accordance with the terms of such Transaction Contract, then there will be a loss on the investment by the Portfolios in the Portfolio Investments on behalf of the Enhanced Classes.

If the Portfolios implement a Credit Facility on behalf of the Enhanced Classes and the amount drawn by the Portfolios or the Master Fund under the Credit Facility on behalf of the Enhanced Classes exceeds the net value of the applicable Portfolio Investments, then the Enhanced Classes’ entire investment in the Portfolio Investments will be lost. If the Portfolios implement a Derivative Agreement for the Leverage Feature and the ending notional value of the Investment Basket (minus Shares and fees) is less than the accreted strike price of the Derivative Agreement, then there will be a loss of the Portfolios’ entire investment in the Derivative Agreement.

#### *High Leverage and Volatility-*

The Leverage Feature entails significant leverage on the Portfolio Investments, which increases the volatility of the Portfolio Investments. Furthermore, most, if not all, of the Portfolio Investments also utilize leverage. As a result, a relatively small movement in the market prices of the instruments traded by the Portfolio Investments can result in immediate and substantial losses to the Enhanced Classes. The Portfolios may also borrow funds from time to time for liquidity purposes or otherwise as Ranger deems appropriate.

#### *Interest Rate Risk-*

The Leverage Feature is subject to interest rate risk, which may add to interest rate risk present in the Portfolio Investments themselves. In particular, the Leverage Feature will be subject to LIBOR based interest rates plus a spread. Higher interest rates will therefore have a direct negative effect on the expenses to which Enhanced Classes are subject.

#### *Additional Layers of Expenses-*

The Portfolios’ use of the Leverage Feature will increase the fees and expenses the Portfolios would incur (and allocate to the Enhanced Classes) compared to investing in Portfolio Investments without the use of leverage. Because of the additional layers of expenses, a higher gross return will be required to be earned on the individual investment strategies being employed, than an investor would need to realize if such allocations were undertaken on one’s own, to achieve an equivalent return. There is no guarantee that the Portfolio Investments will effectively generate any return, and the additional costs of the Leverage Feature may reduce that likelihood.

#### *Early Termination-*

Termination of the Leverage Feature before scheduled expiration may occur under the terms of the Leverage Feature. Such termination may result in a taxable event, lost investment opportunities and/or monetary losses for the Enhanced Classes. If the Leverage Feature is

terminated early, the Enhanced Classes will incur additional costs. Those costs may have an additional negative effect on the return generated by the Portfolios. In addition, an early termination of the Leverage Feature may either result from or cause the loss of the entire investment in the Portfolio Investments by the Enhanced Classes.

#### *Dependency on Financial Institution for Leverage Strategy-*

The ability of the Portfolios to use leverage through the Leverage Feature, and to maintain the desired leverage ratio, is dependent on financial institutions' willingness and ability to provide the Leverage Feature. The financial institution is under no obligation to continue providing the Leverage Feature to the Portfolios and may cease doing so at any time and for any reason, without notice.

#### Risks Relating to Derivative Agreement Leverage Only

The following risk factors apply to the extent that the Portfolios employ Derivative Agreement Leverage.

#### *No Ownership of Portfolio Investments-*

The Portfolios may receive an adjusted economic return on an Investment Basket of private investment companies. The Portfolios may not have any rights of ownership or other rights to the Investment Basket or the Portfolio Investments, either directly or indirectly.

#### *Counterparty Creditworthiness-*

The Portfolios' receipt of monies owed under a Derivative Agreement is subject to and dependent on the financial institution's ability to pay such monies. No assurance can be given that the financial institution's creditworthiness will not rapidly change or that the financial institution will not default on such obligations.

#### *Lack of Centralized Clearing or Guaranty-*

As there is no central clearing or guaranty function for over-the-counter derivatives, including a Derivative Agreement, if the Financial Institution fails to make the cash payments required to settle a Derivative Agreement, the Portfolios will lose any premium it paid for a Derivative Agreement as well as any anticipated benefit of the Derivative Agreement.

#### *Lack of Secondary Market Liquidity-*

Derivative Agreements are structured over-the-counter contracts for which there is no established secondary trading market and for which it is unlikely that a secondary market will develop.

#### *Lack of Standardization and Regulation of Derivative Agreements-*

Derivative Agreements are not traded on exchanges and do not have standardized terms. Structured over-the-counter Derivative Agreements are purchased from or sold to securities dealers, financial institutions or other parties (“Counterparties”) through direct bilateral agreements with each such Counterparty. Such over-the-counter transactions are substantially unregulated. Ranger will negotiate, if applicable, the terms and conditions of each Derivative Agreement with the Financial Institution on an individual basis. In contrast to exchange-listed derivatives, which generally have standardized terms and performance mechanics, the terms of over-the-counter derivatives (such as options or swaps), including the method of settlement, term, strike price and premium, are set by negotiation of the parties.

#### *Conflicting Investment Shares-*

Ranger expects that a financial institution issuing a Derivative Agreement and/or one or more of its affiliates will generally buy and sell Shares in the Portfolios or another Portfolio in accordance with its hedging requirements. Although it is therefore likely that the financial institution will have Shares in the performance of the Investment Basket, the financial institution may have investment Shares conflicting with those of the Portfolios’. For example, due to the nature of a Derivative Agreement, the financial institution’s return will not be affected by a decrease in value of the Investment Basket for as long as such decrease is borne by the Portfolios. Thus, where the financial institution needs to consent to or otherwise participate in any early termination of a Derivative Agreement or otherwise consent to changes in a Derivative Agreement, its Shares in doing so may be contrary to the Portfolios’ Shares.

#### *Delay in Payment-*

Under the terms of a Derivative Agreement, the Portfolios will not receive payment of the Final Derivative Value until after the financial institution can conclusively and definitively determine the actual liquidation value of the Investment Basket. In the event that valuation difficulties arise with respect to the Portfolio Investments included in the Investment Basket, whether due to the illiquid nature of the Portfolio Investments, or the investments by the Portfolio Investments in underlying securities, or for any other reason, payment could be delayed, and such delay potentially could be for a significant period of time.

#### *Right of Restatement-*

The Calculation Agent will have the right to restate and recalculate any and all of the valuations and calculations with respect to a derivative agreement value based on new or different premises. Such restatements and recalculations may lower the Portfolios’ Net Asset Value.

### **POTENTIAL CONFLICTS OF INTEREST:**

#### *Affiliated Portfolio Investments*

The Funds primarily invest in Portfolio Investments which are advised by Underlying Managers who are affiliated with the Firm. This affiliation creates a conflict of interest whereby the Firm or its Affiliates (i) earns layers of fees, from each of the Funds and the Portfolio Investment, (ii) may be incentivized to make investments which may not be in the best interest of the Funds, and (iii) whereby the terms of a Portfolio Investment may not be at arm's length.

As such, an investment in a Private Fund or Separate Account managed by the Firm is subject to multiple layers of fees and expenses. Advisory Fees paid to the Firm are separate and non-inclusive of advisory fees paid to the investment advisers of Portfolio Investments undertaken by the Private Funds or Separate Accounts, most or all of who are Affiliates of the Firm, each of which are entitled to management fees and performance fees for their services. Unaffiliated underlying investment advisers are typically, but not exclusively, entitled to an annual management fee ranging from one percent (1%) to two percent (2%) and a performance fee of up to twenty percent (20%). Affiliated underlying investment advisers are typically entitled to an annual management fee of one percent (1%) and a performance fee of up to ten percent (10%). In addition, Portfolio Investments are subject to expense reimbursements similar to expense reimbursements to which an investor is entitled to with respect to the Private Funds.

Investors are encouraged to carefully consider the multiple layers of fees incurred by an investment in a Ranger Private Fund or Separate Account. **Private placement memorandums and brochures are available for each of the Firm's underlying portfolio investments by contacting the Firm at (214) 871-5200.**

In addition, Portfolio Investment Managers may engage in other forms of related and unrelated activities in addition to advising a Portfolio Investment. They may also make investments in securities for their own account. Activities such as these could detract from the time a manager devotes to the affairs of a Portfolio Investment.

#### *Other Client Accounts*

Ranger may manage other client accounts, some of which have objectives similar to those of the Ranger Private Funds, including other collective investment vehicles which may be managed by the Firm or any of its affiliates and in which the Firm or any of its affiliates may have an equity interest.

#### *Allocation of Time, Effort and/or Investment Opportunity*

Ranger seeks to act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities to the Ranger Private Funds and/or Separate Accounts but does not otherwise impose any specific obligations or requirements concerning the allocation of time, effort or investment opportunities to the Ranger Private Funds and/or Separate Accounts or any restrictions on the nature or timing of investments for the account of the Ranger Private Funds and for Ranger's own account or for other accounts that Ranger or its affiliates may manage. Ranger is not obligated to devote any specific amount of time to the affairs of the Ranger Private Funds and/or Separate Accounts and is not required to accord exclusivity or priority to the Ranger Private Funds and/or Separate Accounts in the event of limited investment opportunities.

The principals of Ranger, as well as the employees and officers thereof and of organizations affiliated with Ranger, may buy and sell securities for their own account or the account of others, but may not buy securities from or sell securities to the Ranger Private Funds and/or Separate Accounts.

## **Item 9 – Disciplinary Information**

Registered investment advisers and management personnel are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the Firm or the integrity of its management. The Firm and management personnel have no legal or disciplinary events to disclose.

## **Item 10 – Other Financial Industry Activities and Affiliations**

Ranger Advisors, L.P. is affiliated with four investment advisers by virtue of common control and ownership by Ranger Capital Group Holdings, L.P. (“RCGH”). The Firm and each of its investment advisory affiliates mentioned below maintain independent investment teams and processes; and focus on differing investment strategies. Ranger Shared Services, LLC, a wholly owned subsidiary of RCGH, provides operations, marketing and investor relations support to Ranger and its affiliates.

- RG Alts, LP provides advisory services which seeks long term capital appreciation by employing alternative fiat strategies.
- Ranger Alternative Management, L.P. serves as a sub adviser to and has day-to-day portfolio management responsibilities with respect to a short only actively managed exchange traded fund known as the Ranger Equity Bear (*ticker symbol: HDGE*). Portfolio investments generally include short sales of domestically traded mid- and large-cap U.S. exchange-traded equity securities.
- Meros Investment Management, LP manages investment portfolios which consist of U.S. exchange traded equity securities of primarily micro capitalization companies.
- Ranger Alternative Management II, LP manages investment portfolios which consist of consumer and business debt instruments originated by direct lending platforms.

All RCGH investment advisers are registered with the U.S. Securities and Exchange Commission (the “SEC”) in accordance with the Investment Advisers Act of 1940. Registration as an investment adviser does not imply any level of skill or training. Additional information with respect to RCGH affiliated investment advisers may be obtained on-line at [www.rangercap.com](http://www.rangercap.com).

## **Item 11 – Code of Ethics, Participation/Interest in Client Transactions and Personal Trading**

As a fiduciary, the Firm has an affirmative duty to act in the best interests of its investors and to make full and fair disclosure of all material facts, particularly where the Firm's interests may conflict with those of its investors. All employees are required to abide by a Code of Conduct and Code of Ethics (the "Code") which serve as behavioral benchmarks from which the compliance programs are established. Briefly, the Code requires each employee to act with integrity, competence, diligence, respect, and in an ethical manner when dealing with current and prospective clients, the Firm, other employees, colleagues in the investment profession, and other participants in the global capital markets. Ranger expects employees to place the interests of clients and the Firm above their own personal interest and to avoid any actual or potential conflicts of interest.

***Among other things, the Code of Ethics requires that all employees comply with applicable provisions of the federal securities laws and to promptly report any violation or potential violations of the Firm's compliance policies and procedures to the Chief Compliance Officer.***

#### Personal Trading Policy

The Firm has implemented a personal trading policy which prohibits employees from purchasing individual securities for their personal accounts or the accounts of family members living in their immediate household. Employees may continue to hold investments initiated prior to the adoption of the policy or their employment with the firm, and may sell such securities only after all anticipated clients' purchases or sales of such securities are completed, if any. In addition, the Firm requires that all employees receive pre-clearance from the Chief Compliance Officer (the "CCO") by submitting a written request prior to the sale of individual securities transactions. Employees may invest in pooled investment vehicles, ETFs, Closed End Mutual Funds and SEC non-restricted securities, such as open-end mutual funds, certain U.S. government securities and cash equivalents. Pre-clearance and reporting requirements vary for a number of these investments. The Firm's personal trading policy requires employees to provide the CCO with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

In addition to personal trading activities, other policies and procedures found in the Code of Ethics provide guidelines the Firm and/or employees follow with respect to:

- Insider Trading
- Outside Business Activities
- Political Contributions
- Gifts and Entertainment

A copy of the Code of Ethics is available to current or prospective clients upon written request to [info@rangeradvisors.com](mailto:info@rangeradvisors.com).

#### Alignment of Interests



In addition, the Firm, as indirect General Partner of certain private limited partnerships, may hold an interest in the same securities invested in by such investment funds for the benefit of its investors. The Firm does not deem that any conflict of interest arises from holding an indirect interest in such limited partnerships. Rather, the interest of the Firm, as indirect General Partner, and investors, as limited partners, are aligned.

## **Item 12 – Brokerage Practices**

Subject to the individual terms of the private placement memorandum of a Private Fund or the investment management agreement of a Separate Account, the Firm generally retains complete investment and brokerage discretion. While very infrequent for the Firm to engage brokers, when applicable the Firm selects brokers for direct securities transactions based on a number of factors, including, but not limited to, the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; the financial strength, integrity and stability of the broker; other services considered by the Firm to be of value; and, the competitiveness of commission rates in comparison with other brokers satisfying the Firm's other selection criteria.

In good faith, however, the Firm may pay a broker commissions that are higher than another broker might have charged for the same transaction, in recognition of the Firm's assessment of the value of services provided to the Firm by the broker. However, the Firm must believe that commission costs borne by client accounts are reasonable in relation to the overall services provided.

## **Item 13 – Review of Accounts**

Each account will be reviewed and valued on a monthly basis or more frequently if triggered by market or economic conditions. At this time, there are less than ten (10) accounts requiring review. Ranger reviews each account in a manner consistent with the investment goals of each client entity or separately managed account. Under the supervision of the Chief Financial Officer, members of the Firm's accounting and operations staffs reviews the accounts' valuation, including net asset value calculations, securities positions and pricing information, interest accrual calculations, and cash balance reports generated by the Firm's accounting system, custodian, prime broker and brokerage firms on a monthly basis. The Firm's independent public accountants perform an annual audit of the books and records of the Firm's Clients.

The Firm typically remits quarterly and annual written reports to its Clients, which set forth various financial data and information. Ranger's operations staff, supervised by the COO/CFO, reviews the accounts' valuation, including net asset value calculations, securities positions and pricing information, interest accrual calculations, and cash balance reports generated by the Firm's accounting system, custodian, prime broker and/or brokerage firms. An investor in a Client of the Firm receives the Client's audited annual financial report and the information necessary for the investor to complete its annual federal income tax return.

## **Item 14 – Client Referrals and Other Compensation**



The Firm does not currently employ third party marketing groups and is not accepting new investments in its Private Funds or Separate Accounts. However, while not applicable at this time, the Firm may, as of a future date, enter into agreements with an affiliated or unaffiliated marketing group or individuals that will solicit Separate Accounts or investors for the Private Funds. For their solicitation services, such marketing groups or individuals may receive a percentage of the Firm's Management Fee and/or Performance Fee.

The Firm's arrangements with an affiliated or unaffiliated marketing group or individuals may result in a potential conflict of interest by creating an incentive for the marketing group to recommend Ranger investment advisory products and services based on compensation received rather than the investor's needs. The Firm has implemented procedures to ensure compensation arrangements with an affiliated or unaffiliated third-party for client or investor referrals will comply with Rule 206(4)-3 under the Adviser's Act.

### **Item 15 – Custody**

The Firm does not take possession of investor funds or securities. However, the Firm serves as a General Partner and/or attorney in fact with full discretion over the portfolios of pooled investment vehicles it advises. As a result, the Firm is deemed to have indirect access to the funds and securities of its limited partnerships. Pursuant to Rule 206(4)-2 of the Investment Advisers Act of 1940, the Firm is deemed to have custody of these assets. Accordingly, the Firm has implemented certain policies and procedures which seek to safeguard investor assets on behalf of all its limited partnerships. The Firm must also comply with additional bookkeeping, audit and disclosure requirements.

*All investors are encouraged to closely monitor the account statements, audited financial statements and any other important investment related materials they may receive from the Firm. Any potential discrepancies should be promptly brought to the Firm's attention by contacting (214) 871-5200.*

### **Item 16 – Investment Discretion**

With respect to most Client accounts, the Firm has complete discretion over the selection and amount of securities to be bought or sold without obtaining consent or approval (within the parameters established by the private placement memorandum of the Private Funds or investment management agreements applicable to Separate Accounts). Discretionary authority will only occur upon full disclosure to the Client and authorization by such Client pursuant to a Separate Account investment management agreement or the Operative Documents and subscription agreement of a Private Fund.

### **Item 17 – Voting Client Securities**

Under Rule 206(4)-6 of the Advisers Act, registered investment advisers that exercise voting authority over client securities are required to implement proxy voting policies and describe those policies to its Clients. Although some matters voted on by the Firm on behalf of its entities might not be considered conventional "proxy votes" for issuers of listed equity securities, nevertheless the Firm applies the basic requirements of Rule 206(4)-6 to its votes on behalf of all of its entities. The Firm primarily provides investment advisory services to its Clients, whose investment programs involve investing assets in underlying hedge funds. The Firm has authority to vote on matters relating to, or give approval/consent to amendments proposed by, such underlying Private Funds or Separate Accounts. However, the Firm does not have proxy voting authority with respect to issuers of securities in which the Underlying Private Funds or Separate Accounts invest.

### **Item 18 – Financial Information**

Ranger Advisors, L.P. has no known financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. In addition, the Firm has never been the subject of a bankruptcy petition.