

## **Mellon Hedge Advisors, LLC**

BNY Mellon Center  
201 Washington Street  
Boston, MA 02108-4407

### **Form ADV Part 2A Brochure (as of March 31, 2021)**

**This Brochure ("Brochure") provides information about the qualifications and business practices of Mellon Hedge Advisors, LLC ("MHA" or "us"). MHA is registered as an investment adviser with the United States Securities and Exchange Commission (the "SEC"). If you have any questions about the contents of this Brochure, please contact us at 617-722-7018. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. Registration by an investment adviser with the SEC does not imply that the investment adviser has any particular level of skill or training**

**Additional information about MHA also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2. Summary of Material Changes**

None.

### **Item 3. Table of Contents**

<b><u>Item</u></b>	<b><u>Page</u></b>
1. Cover Page	1
2. Material Changes	2
3. Table of Contents	3
4. Advisory Business	4
5. Fees and Compensation	6
6. Performance-Based Fees and Side-by-Side Management	7
7. Types of Clients	9
8. Methods of Analysis, Investment Strategies and Risk of Loss	10
9. Disciplinary Information	13
10. Other Financial Industry Activities and Affiliations	14
11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	17
12. Brokerage Practices	21
13. Review of Accounts	22
14. Client Referrals and Other Compensation	23
15. Custody	24
16. Investment Discretion	25
17. Voting Client Securities	26
18. Financial Information	29

## **Item 4. Advisory Business**

### **Background**

Mellon Hedge Advisors, LLC ("MHA", "we" or "us") is a limited liability company organized under the laws of the State of Delaware. We are a wholly-owned subsidiary of The Bank of New York Mellon Corporation ("BNY Mellon") and a part of BNY Mellon Wealth Management, an umbrella organization for BNY Mellon's private client / private banking division.

MHA was organized in 2004 for the exclusive purpose of serving as investment adviser to Mellon Optima L/S Strategy Fund LLC (the "Fund"), a Delaware limited liability company also organized in 2004. The Fund was a specialized investment vehicle registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a closed-end, non-diversified, management investment company. MOLSSF operated as a fund of hedge funds that pursued its objective by deploying its assets primarily among a select group of portfolio managers (the "Investment Managers") who over time had produced attractive returns principally in the U.S. equity markets by employing an investing style known as "long/short." This style combines long investments with short sales in the pursuit of opportunities in rising or declining markets. Generally, the Investment Managers conduct their investment programs through unregistered investment vehicles (collectively, the "Investment Funds") in which the Fund invested as a limited partner, member or shareholder along with other investors. The Fund commenced operations on May 1, 2005. Units of limited liability company interest in the Fund ("Units") were offered only to investment management clients of BNY Mellon Wealth Management.

At a meeting held on March 3, 2020, and on the recommendation of MHA, the Fund's Board of Directors (the "Board") determined that it was in the best interests of the Fund and its members ("Members") to liquidate the Fund. MHA made this recommendation primarily due to the decline in the Fund's total net assets resulting from repurchases of Units, the lack of any significant subscriptions for Units and the corresponding increase in the Fund's expense ratio. The Fund's liquidation is being effected in accordance with an Agreement and Plan of Liquidation (the "Plan") that was approved by the Board at a meeting held on June 9, 2020.

In connection with the liquidation, the Fund withdrew its investments from a number of underlying Investment Funds as of June 30, 2020. The proceeds from these withdrawals were received (net of applicable holdbacks) by early August 2020. The majority of the withdrawal proceeds were distributed to Members on August 27, 2020 when the Fund made an initial cash liquidating distribution to Members representing approximately 63% of the Fund's July 31 net assets. The remainder of these proceeds was retained by the Fund and invested in a money market fund in order to maintain the Fund's tax status and to pay Fund and liquidation-related expenses.

Consistent with the Plan, MHA transferred all of the Fund's remaining assets (primarily consisting of its remaining interests in Investment Funds) and specified liabilities of the Fund to MOLSSF Liquidating Trust (the "Liquidating Trust"), a liquidating trust that was organized by the Fund as a Delaware statutory trust. This transfer was effected on November 10, 2020 (the "Transfer Date"). Each Member was given a pro rata interest in the Liquidating Trust based on the number of Units of the Fund owned by the Member as of the Transfer Date. Effective December 14, 2020, the Fund's legal existence terminated upon the filing of a Certificate of Cancellation in Delaware.

### Current Business

As of the Transfer Date, MHA was appointed as the Liquidator of the Liquidating Trust and will seek to raise cash through an orderly liquidation of the Liquidating Trust's assets. This cash will be distributed to the Liquidating Trust's beneficiaries ("Beneficiaries", and together with Members, the "Investors"), net of amounts needed to pay Liquidating Trust expenses and other liabilities. MHA will not receive any fee for its services as Liquidator.

It is expected that the Liquidating Trust will make periodic distributions to the Investors during the course of the liquidation process as the interests in underlying Investment Funds are liquidated. The amount and timing of these distributions will depend primarily on when the Liquidating Trust receives withdrawal proceeds from underlying Investment Funds, balanced carefully with the need to retain cash as may be required for the Liquidating Trust to pay any remaining Fund liabilities and liquidation-related expenses. Distributions will be made to all Investors on a pro rata basis. The total amount of distributions that Investors will receive will depend on the value of the interests in the underlying Investment Funds at the time they are liquidated. Thus, the aggregate amount of future distributions made to an Investor may differ materially from the value of the Investor's Fund Units as shown on the most recently received statement.

The Liquidating Trust is the sole client of MHA, and MHA has no current plans to expand its business.

### Assets Under Management

As of December 31, 2020, we manage approximately \$48,641,200 on a discretionary basis, which amount represents the total of the Liquidating Trust's (1) remaining interests in Investment Funds (approximately \$16,303,670) and (2) cash assets (approximately \$32,337,530).

### Cash Management

MHA invests the Liquidating Trust's cash assets in a money market mutual fund for which BNY Mellon Investment Advisor, Inc., an affiliated registered investment adviser, serves as investment adviser.

### Other Potential Assets

To the extent that the Liquidating Trust receives from an Investment Fund payments or distributions in the form of securities or other non-cash assets, MHA will endeavor to liquidate such assets, including, without limitation, by transferring, assigning or selling claims or rights it may have to such assets

## **Item 5. Fees and Compensation**

MHA does not charge or receive compensation in connection with its services as Liquidator of the Liquidating Trust.

We expect to invest the Liquidating Trust's cash assets in Institutional Shares of the Dreyfus Institutional Preferred Treasury Securities Money Market Fund (the "Dreyfus Money Market Fund"), a money market mutual fund for which BNY Mellon Investment Advisor, Inc., an affiliated registered investment adviser, serves as investment adviser. The Dreyfus Money Market Fund bears management fees and operational expenses. The Liquidating Trust will indirectly bear these fees and expenses as a shareholder of the Dreyfus Money Market Fund and, as a result, will bear higher expenses than if the Liquidating Trust invested directly in the securities held by the fund.

An investment in a money market fund, including the Dreyfus Money Market Fund, is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency, unless disclosed otherwise in the prospectus. Although money market funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in money market funds.

## **Item 6. Performance Fees and Side-by-Side Management**

MHA has not entered into any performance based fee arrangements and does not engage in any side-by-side management activities.

"Side-by-side management" primarily refers to our simultaneous management of multiple types of client accounts/investment products. As noted previously, the Liquidating Trust is the sole client of MHA, and MHA has no current plans to expand its business.

However, our affiliates manage a variety of separate accounts, managed accounts and pooled investment vehicles for clients at the same time. These clients have a variety of investment objectives, policies, strategies, limitations and restrictions. Our affiliates likewise manage a variety of separate accounts, managed accounts, and pooled investment vehicles.

Side-by-side management gives rise to a variety of potential and actual conflicts of interest for the involved investment adviser, the adviser's employees and its supervised persons. When we and our affiliates concurrently manage client accounts / investment products, this presents the potential for similar conflicts as would be evident if MHA engaged in side-by-side management for clients.

Note that we manage the Liquidating Trust consistent with applicable law, and we follow procedures that are reasonably designed to treat our client fairly and to prevent our client from being systematically favored or disadvantaged.

### **Conflicts of Interest Relating to Accounts with Different Strategies**

We and our affiliates manage numerous accounts with a variety of strategies, which may present conflicts of interest. For example, a long/short position in two client accounts simultaneously can result in a loss to one client based on a decision to take a gain in the other. However, as our current business is limited to overseeing an orderly liquidation of the Liquidating Trust, we do not anticipate any material conflicts to arise with respect to this concern.

### **Conflicts of Interest Relating to Investment in Affiliated Accounts**

To the extent permissible under applicable law, we intend to invest all of the Liquidating Trust's cash assets in Institutional Shares of the Dreyfus Institutional Preferred Treasury Securities Money Market Fund (the "Dreyfus Money Market Fund"), a money market mutual fund for which BNY Mellon Investment Advisor, Inc., an affiliated registered investment adviser, serves as investment adviser. We have an incentive to allocate investments to these types of affiliated accounts in order to generate additional fees for us or our affiliates. Please refer to Item 10 of the Brochure for an explanation of the conflicts associated with the businesses of our affiliates.

### **Other Conflicts of Interest**

As noted previously, we and our affiliates manage numerous accounts with a variety of interests. This necessarily creates potential conflicts of interest for us. For example, we or an affiliate may cause multiple accounts to invest in the same investment. Such accounts may have conflicting interests and objectives in connection with such investment, including differing views on the operations or activities of the portfolio company, the targeted returns for the transaction and the timeframe for and method of exiting the investment. However, as our current business is limited to overseeing an orderly liquidation of the Liquidating Trust, we do not anticipate any material

conflicts to arise with respect to this concern. If any of the foregoing conflicts of interest do arise, they will be discussed and resolved on a case-by-case basis by MHA. Any such discussions will factor in the interests of the relevant parties and applicable laws. Please see Item 10 for more information on our industry affiliations.



## **Item 7. Types of Clients**

We provide liquidation and cash management services to MOLSSF Liquidating Trust (the "Liquidating Trust". Please see Item 4 of this Brochure for more information on the history of MHA's advisory business and the Liquidating Trust.

Account Requirements: Pursuant to a Trust Agreement dated as of November 10, 2020 ("Effective Date") among MHA, Mellon Optima L/S Strategy Fund, LLC (the "Fund") and BNY Mellon Trust of Delaware ("Trustee"), MHA was appointed as the Liquidator of the Liquidating Trust. As more fully described in Item 4 of this Brochure, each Fund Member was given a pro rata interest in the Liquidating Trust based on the number of Units of the Fund owned by the Member as of the Effective Date. There are no minimum account size requirements for the Liquidating Trust or beneficiaries of the Liquidating Trust.

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

As more fully described in Item 4 of this Brochure, MHA has been appointed as Liquidator of the remaining assets held by MOLSSF Liquidating Trust (the "Liquidating Trust"). The Liquidating Trust's assets are comprised of interests in certain unregistered investment vehicles (collectively, the "Investment Funds") and cash.

### **Investment Funds**

As Liquidator, MHA will seek to raise cash through an orderly liquidation of the Liquidating Trust's interests in Investment Funds. MHA has submitted requests to withdraw all of the Liquidating Trust's interests in such Investment Funds. The amount and timing of the receipt of withdrawal proceeds will depend upon the liquidity terms of each involved Investment Fund. The Liquidating Trust's portfolio currently contains investments in Investment Funds that we do not expect to be withdrawn promptly. This may be the case because an Investment Fund has imposed "gates" restricting withdrawals. It may not be possible or practicable for MHA to liquidate these positions, which represent approximately 34% of the Liquidating Trust's net assets as of December 31, 2020, for a significant period of time.

### **Cash Management**

Promptly after receipt of cash withdrawal proceeds from the Investment Funds, MHA will invest the proceeds into shares of a money market mutual fund. We expect to invest the Liquidating Trust's cash assets in Institutional Shares of the Dreyfus Institutional Preferred Treasury Securities Money Market Fund (the "Dreyfus Money Market Fund"), a money market mutual fund for which BNY Mellon Investment Advisor, Inc., an affiliated registered investment adviser, serves as investment adviser. The Dreyfus Money Market Fund bears management fees and operational expenses. The Liquidating Trust will indirectly bear these fees and expenses as a shareholder of the Dreyfus Money Market Fund and, as a result, will bear higher expenses than if the Liquidating Trust invested directly in the securities held by the fund.

### **Cash Distributions to Beneficiaries**

MHA expects to make periodic distributions to beneficiaries ("Beneficiaries") of the Liquidating Trust during the liquidation process as the Liquidating Trust's investments are liquidated. The amount and timing of these distributions will depend primarily on when the withdrawal proceeds from underlying Investment Funds are received, balanced carefully with the need to retain cash as may be required to pay liquidation-related expenses. Distributions will be made to all Beneficiaries on a pro rata basis, based on the amount of interests owned in the Liquidating Trust as of the date of the distribution. MHA will raise the cash necessary to effect the total amount of a distribution by redeeming an equal amount of the Liquidating Trust's investments in the money market Fund.

### **Investment Risks – Investment Funds**

The value of the Liquidating Trust's investments in Investment Funds and the securities in which those funds invest may be affected by political, regulatory, economic and social developments,

and developments that impact specific economic sectors, industries or segments of the market. In addition, turbulence in financial markets and reduced liquidity in equity, credit and/or fixed income markets may negatively affect many issuers. This could adversely affect the performance of Investment Funds and thus, the cash proceeds to be received by the Liquidating Trust upon its withdrawal from such investments. Global economies and financial markets are becoming increasingly interconnected, and conditions and events in one country, region or financial market may adversely impact issuers in a different country, region or financial market. These risks may be magnified if certain events or developments adversely interrupt the global supply chain; in these and other circumstances, such risks might affect companies world-wide. A recent example of this are the aggressive measures taken in response to the COVID-19 pandemic by governments throughout the world - including closing borders, restricting international and domestic travel, and imposing prolonged quarantines of large populations - and by businesses - including changes to operations and reducing staff. The COVID-19 pandemic and these responses have contributed to increased volatility in global securities markets and will likely affect certain countries, companies, industries and market sectors more dramatically than others. The COVID-19 pandemic has had, and any other outbreak of an infectious disease or other serious public health concern could have, a significant negative impact on economic and market conditions and could trigger a prolonged period of global economic slowdown. To the extent an Investment Fund in which the Liquidating Trust holds interests focuses its investments in particular countries, companies, industries or market sectors, the Liquidating Trust will have greater exposure to potential losses from adverse developments affecting those countries, companies, industries or sectors.

As noted previously, the Liquidating Trust's interests in Investment Funds are themselves illiquid and subject to substantial restrictions on transfer. MHA may liquidate an interest and withdraw capital from an Investment Fund pursuant to the Liquidating Trust's limited withdrawal rights. The illiquidity of these interests may adversely affect the Liquidating Trust if MHA is unable to withdraw its investment in an Investment Fund promptly after it determines to do so.

The Investment Funds generally provide for periodic capital withdrawals or redemptions, with some Investment Funds having lock-up provisions under which capital withdrawals or redemptions are prohibited for a specified period following the date of the original investment. Certain Investment Funds permit early withdrawals or redemptions prior to expiration of these periods, subject to approval, but in connection therewith may charge penalties which, generally, are determined as a percentage of the amount of the withdrawal or redemption. Additionally, certain Investment Funds may amend their liquidity provisions and impose additional lock-up restrictions or may suspend or otherwise restrict the ability of their investors (including the Liquidating Trust) to redeem their interests in or withdraw their capital from the funds.

#### Investment Risks – Cash Management

An investment in a money market fund, including the Dreyfus Money Market Fund, is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency, unless disclosed otherwise in the prospectus. Although money market funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in money market funds.

### Cybersecurity Risk:

In addition to the risks described above that primarily relate to the value of investments, there are various operational, systems, information security and related risks involved in investing, including but not limited to "cybersecurity" risk. Cybersecurity attacks include electronic and non-electronic attacks that include but are not limited to gaining unauthorized access to digital systems to obtain client and financial information, compromising the integrity of systems and client data (e.g., misappropriation of assets or sensitive information), or causing operational disruption through taking systems off-line (e.g., denial of service attacks). As the use of technology has become more prevalent, we and the client accounts we manage have become potentially more susceptible to operational risks through cybersecurity attacks. These attacks in turn could cause us and client accounts (including funds) we manage to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, and/or financial loss. Similar adverse consequences could result from cybersecurity incidents affecting issuers of securities in which we invest, counterparties with which we engage in transactions, third-party service providers (e.g., the administrator to the Liquidating Trust), governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers and other financial institutions and other parties. While cybersecurity risk management systems and business continuity plans have been developed and are designed to reduce the risks associated with these attacks, there are inherent limitations in any cybersecurity risk management system or business continuity plan, including the possibility that certain risks have not been identified. Accordingly, there is no guarantee that such efforts will succeed, especially since we do not directly control the cybersecurity systems of issuers or third-party service providers.

**Item 9. Disciplinary Information**

From time to time, we and/or BNY Mellon may be involved in regulatory examinations or litigation that arise in the ordinary course of our business. At this time we are not aware of any regulatory matters or litigation that we believe would be material to an evaluation of our advisory business or integrity of our management.

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

### **BNY Mellon is a Global Financial Services Company:**

BNY Mellon is a global financial services company providing a comprehensive array of financial services (including investment management, wealth management, asset servicing, clearing and execution services, issuer services and treasury services) through a world-wide client focused team that enables institutions and individuals to manage and service their financial assets. BNY Mellon Wealth Management is the umbrella designation for BNY Mellon's private client / private banking business. BNY Mellon Investment Management is the umbrella designation for BNY Mellon's affiliated investment management firms and global distribution companies and is responsible, through various subsidiaries, for U.S. and non-U.S. retail, intermediary and institutional distribution of investment management and related services.

We may enter into transactions with unaffiliated counterparties or third party service providers who then use affiliates of ours to execute such transactions. Additionally, investment vehicles (collectively, the "Investment Funds") in which our client invests may effect transactions in American Depositary Receipts ("ADRs") or other securities and the involved issuers or their service providers may use BNY Mellon affiliates for support services. Services provided by our affiliates to such unaffiliated counterparties, third party service providers and/or issuers may include, for example, clearance of trades, purchases or sales of securities, serving as depositary bank to issuers of ADRs, providing foreign exchange services in connection with dividends and other distributions from foreign issuers to owners of ADRs, or other transactions not contemplated by us. Although one of our affiliates may receive compensation for engaging in these transactions and/or providing services, the decision to use or not use an affiliate of ours is made by the unaffiliated counterparty, third party service provider or issuer. Further, we will likely be unaware that the affiliate is being used to enter into such transaction or service.

BNY Mellon and/or its other affiliates may gather data from us about our business operations, including information about holdings within client portfolios, which is required for regulatory filings to be made by us or BNY Mellon or other affiliates (e.g., reporting beneficial ownership of equity securities) or for other compliance, financial, legal or risk management purposes, pursuant to policies and procedures of MHA, BNY Mellon or other affiliates. This data is deemed confidential and procedures are followed to ensure that any information is utilized solely for the purposes intended.

### **BNY Mellon's Status as a Bank Holding Company**

BNY Mellon and its direct and indirect subsidiaries, including us, are subject to certain U.S. banking laws, including the Bank Holding Company Act of 1956, as amended (the "BHCA"), to regulation and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve"), and to the provisions of, and regulations under, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). The BHCA and the Dodd-Frank Act (and other applicable banking laws, and their interpretation and administration by the appropriate regulatory agencies, including but not limited to the Federal Reserve) may restrict the transactions and relationships among BNY Mellon, its affiliates (including us) and our clients, and may restrict our investments, transactions and operations. For example, the BHCA regulations applicable to BNY Mellon and us may, among other things, restrict our ability to make certain investments or

the size of certain investments, impose a maximum holding period on some or all of our investments, and restrict our ability to participate in the management and operations of the companies in which we invest. In addition, certain BHCA regulations may require aggregation of the positions owned, held or controlled by related entities. Thus, in certain circumstances, positions held by BNY Mellon and its affiliates (including us) for client and proprietary accounts may need to be aggregated and may be subject to a limitation on the amount of a position that may be held. These limitations may have an adverse effect on our ability to manage client investment portfolios. For example, depending on the percentage of a company we and our affiliates (in the aggregate) control at any given time, the limits may: (1) restrict our ability to invest in that company for certain clients and/or (2) require us to sell certain client holdings of that company at a time when it may be undesirable to take such action. Additionally, BNY Mellon may in the future, in its sole discretion and without notice, engage in activities impacting us in order to comply with the BHCA, Dodd-Frank Act or other legal requirements applicable to (or reduce or eliminate the impact or applicability of any bank regulatory or other restrictions on) us and accounts managed by us and our affiliates.

#### The Volcker Rule.

The Dodd-Frank Act includes provisions that have become known as the "Volcker Rule," which restrict bank holding companies, such as BNY Mellon and its subsidiaries (including us) from (i) sponsoring or investing in a private equity fund, hedge fund or otherwise "covered fund", with the exception, in some instances, of maintaining a de minimis investment, subject to certain other conditions and/or exceptions, (ii) engaging in proprietary trading, and (iii) entering into certain transactions involving conflicts of interest (e.g., extensions of credit). The final Volcker Rule was jointly adopted by a group of U.S. federal financial regulators in December 2013 and was fully implemented by BNY Mellon by July 21, 2017.

The Volcker Rule generally prohibits certain transactions involving an extension of credit between BNY Mellon and its affiliates, on the one hand, and "covered funds" managed by BNY Mellon and/or its affiliates (including us), on the other hand, subject to certain exemptions pursuant to which such extensions of credit are permitted. BNY Mellon affiliates provide securities clearance and settlement services to broker-dealers on a global basis. The operational mechanics of the securities clearance and settlement process can result in an unintended intraday extension of credit between the securities clearance firm and a "covered fund." As a result, unless an applicable exemption is available, we may be restricted from using a BNY Mellon affiliate as custodian or in other capacities for covered funds as well as be restricted in executing transactions for certain funds through broker-dealers that utilize a BNY Mellon affiliate as their securities clearance firm. Such restrictions could limit the covered fund's selection of service providers and prevent us from executing transactions through broker-dealers we would otherwise use in fulfilling our duty to seek best execution. However, as our current business is limited to overseeing an orderly liquidation of the Liquidating Trust, we do not anticipate any material conflicts to arise with respect to this concern. If any of the foregoing conflicts of interest do arise, they will be discussed and resolved on a case-by-case basis by MHA.

## **Dual Officers and Employees**

Certain of our employees and/or officers act as officers of The Bank of New York Mellon, an affiliated New York chartered bank (the "Institutional Bank"), and as employees of BNY Mellon Investment Adviser, Inc. ("BNYM Adviser"), an affiliated registered investment adviser, for the purpose of performing investment management and related functions. In their capacities as officers of the Institutional Bank, these MHA personnel may provide discretionary investment advisory services to certain clients and also to certain collective investment funds of the Institutional Bank and BNY Mellon Wealth Management may receive a fee for such services. In their capacities as BNYM Adviser employees, these MHA personnel provide investment advisory services to certain affiliated registered investment companies. In these capacities, they may also provide non-discretionary investment advisory services to unaffiliated managed account/wrap-fee accounts. BNY Mellon Wealth Management may receive a portion of the investment management fee received by BNYM Adviser for such services.

## **Affiliated Banking Institutions**

BNY Mellon engages in trust and investment business through various banking institutions, including the Institutional Bank, BNY Mellon, National Association (the "NA Bank") and BNY Mellon Trust of Delaware ("Trustee"), a related person of MHA that serves as the Liquidating Trust's Trustee. These affiliated banking institutions may provide certain services to us, such as recordkeeping, accounting, marketing services, and referrals of clients. We may provide the affiliated banking institutions with sales and marketing materials regarding our investment management services that may be distributed under the name of certain marketing "umbrella designations" such as BNY Mellon, BNY Mellon Wealth Management, BNY Mellon Investment Management, and BNY Mellon EMEA.

We may provide certain investment advice and/or security valuation services to the Institutional Bank. Certain of our employees or officers are also officers of the Institutional Bank and the NA Bank. In their capacity as officers of these institutions, our personnel provide discretionary investment advisory services to certain clients and also to certain collective investment funds of the Institutional Bank and we receive a fee for such services.

The Institutional Bank and other financial institutions that are affiliated with us may provide services (such as trustee, custodial or administrative services) to issuers of securities. Because of their affiliation with us, our ability to purchase securities of such issuers and to take advantage of certain market opportunities may be subject to certain restrictions and in some cases, prohibited.



## **Item 11. Code of Ethics, Participation or Interest in Client Transactions, Personal Trading**

We have adopted a Code of Ethics that is made up of two parts:

1. BNY Mellon Code of Conduct and Interpretive Guidance (the "BNY Mellon Code"); and
2. BNY Mellon Personal Securities Trading Policy (the "PSTP").

The BNY Mellon Code provides to employees the framework and sets the expectations for business conduct. In addition, it clarifies our responsibilities to clients, suppliers, government officials, competitors and the communities we serve and outlines important legal and ethical issues:

1. Conflicts of Interest: gifts, entertainment and other payments; personal conflicts of interest; fiduciary appointments and bequests; outside affiliations, outside employment and certain outside compensation issues; and disclosure of relationships and transactions;
2. Proper Use and Care of Information and Proper Recordkeeping: proprietary information and intellectual property; data integrity and corporate information; use of e-mail and internet; accurate accounting and internal controls; use of non-public or "inside" information; talking to the media; and document retention;
3. Dealing with Customers, Prospects, Suppliers, and Competitors: business relationships with customers, prospects, suppliers, and competitors; business decisions; exploitation of relationships and use of the company's name, letterhead or facilities; knowing your customer; and recognizing and reporting illegal, suspicious, or unusual activities;
4. Doing Business With the Government: complying with government contracts, government contracting laws and regulations; integrity in the sales and marketing process; truthful, accurate statements and recordkeeping; safeguarding government information and property; cooperating with government audits and investigations; and meeting employment and labor obligations;
5. Personal Finances: personal investments; personal brokerage accounts; political campaign contributions; contributions to not-for-profit entities; and individual employees' regulatory requirements; and
6. Compliance with the Law: among other matters illegal or criminal activities; investigations; and protection of company assets.

The PSTP is designed to reinforce our reputation for integrity by avoiding even the appearance of impropriety and to ensure compliance with applicable laws in the conduct of our business. The PSTP sets forth procedures and limitations that govern the personal securities transactions of our employees

in accounts held in their own names as well as accounts in which they have indirect ownership. We, and our related persons and employees, may, under certain circumstances and consistent with the PSTP, purchase or sell for their own accounts securities that we also recommend to clients.

The PSTP imposes different requirements and limitations on employees based on the nature of their business activities. Each of our employees is classified as one of the following:

1. Investment Employee ("IE"): IEs are employees who, as part of their responsibilities, have access to nonpublic information regarding any advisory client's purchase or sale of securities or nonpublic information regarding the portfolio holdings of any Proprietary Account, or are involved in making securities recommendations to advisory clients or have access to such recommendations before they are public.
2. Access Decision Maker ("ADM"): ADMs (generally portfolio managers and research analysts who make recommendations or decisions regarding the purchase or sale of equity, convertible debt and non-investment grade debt securities for mutual funds and other managed accounts) are subject to the most extensive procedures under the PSTP.
3. Other Employee ("OE"): Our employees are considered OEs if they are not an IE or ADM.

#### PSTP Overview:

1. IEs and ADMs are subject to preclearance and personal securities reporting requirements, with respect to discretionary accounts in which they have direct or indirect ownership;
2. Transaction reporting is not required for non-discretionary accounts, transactions in exempt securities or certain other transactions that are not deemed to present any potential conflicts of interest;
3. Preclearance is not required for transactions involving certain exempt securities (such as open-end investment company securities that are not Proprietary Funds or money market funds and short-term instruments, non-financial commodities; transactions in non-discretionary accounts (approved accounts over which the employee has no direct or indirect influence or control over the investment decision-making process); transactions done pursuant to automatic investment plans; and certain other transactions detailed in the PSTP which are either involuntary or deemed not to present any potential conflict of interest;
4. We have a "restricted list" of companies whose securities are subject to trading restrictions. This list is used to determine whether or not to grant trading authorization;
5. The acquisition of any securities in a private placement requires prior written

approvals;

6. With respect to transactions involving BNY Mellon securities, all employees are also prohibited from engaging in short sales, purchases on margin, option transactions (other than employee option plans), and short-term trading (*i.e.*, purchasing and selling, or selling and purchasing BNY Mellon securities within any 60 calendar day period);
7. With respect to non-BNY Mellon securities purchasing and selling, or selling and purchasing the same or equivalent security within 60 calendar days is discouraged, and any profits must be disgorged;
8. No covered employee should knowingly participate in or facilitate late trading, market timing or any other activity with respect to any fund in violation of applicable law or the provisions of such fund's disclosure documents; and
9. A copy of our Code of Ethics will be provided upon request.

#### **Interest in Client Transactions:**

Note that while each of the following types of transactions present conflicts of interest for us, as described below, we manage our accounts consistent with applicable law, and we follow procedures that are reasonably designed to treat our clients fairly and to prevent any client or group of clients from being systematically favored or disadvantaged.

#### Principal Transactions

"Principal transactions" are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys any security from or sells any security to any client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated pooled investment vehicle and another client account. We do not engage in principal transactions.

#### Cross Trade Transactions

"Cross trade transactions" are generally defined as transactions in which a person acts as an investment adviser in relation to a transaction in which such adviser, or any person controlling, controlled by or under common control with, such adviser, acts as broker for both such advisory client and for another person on the other side of the transaction. We do not engage in cross transactions.

#### Transactions in Same Securities

We or our affiliates may invest in the same securities that we or our affiliates recommend to clients. When we or an affiliate currently holds for our own benefit the same securities as a client, we could be viewed as having a potential conflict of interest. For example, we or our affiliate could be seen as harming the performance of the client's account for our own benefit if we short-sell the

securities in our own account while holding the same securities long in the client account, causing the market value of the securities to move lower. However, as our current business is limited to overseeing an orderly liquidation of the Liquidating Trust, we do not anticipate any material conflicts to arise with respect to this concern. If any of the foregoing conflicts of interest do arise, they will be discussed and resolved on a case-by-case basis by MHA.

## **Item 12. Brokerage Practices**

We provide liquidation and cash management services to MOLSSF Liquidating Trust (the "Liquidating Trust." The Liquidating Trust is the sole client of MHA, and MHA has no current plans to expand its business. Please see Item 4 of this Brochure for more information on the history of MHA's advisory business and the Liquidating Trust.

The Liquidating Trust's assets are comprised of interests in certain unregistered investment vehicles (collectively, the "Investment Funds") and cash. MHA anticipates all withdrawal transactions concerning the Liquidating Trust's interests in an Investment Fund to be effected directly with the fund or the fund's Manager, General Partner or Administrator. Further, and promptly after receipt of cash withdrawal proceeds from the Investment Funds, MHA intends to invest the proceeds into shares of a money market mutual fund. It is MHA's intention to invest the Liquidating Trust's cash assets in Institutional Shares of the Dreyfus Institutional Preferred Treasury Securities Money Market Fund (the "Dreyfus Money Market Fund"), a money market mutual fund for which BNY Mellon Investment Adviser, Inc., an affiliated registered investment adviser, serves as investment adviser. MHA anticipates all redemption transactions concerning the Liquidating Trust's shares of the Dreyfus Money Market Fund to be effected directly with the fund or its transfer agent.

Accordingly, MHA's advisory business does not include, and is not expected to include, any of the following activities:

- Selection of broker-dealers for client securities transactions,
- payment to a broker or dealer for client securities execution services or research,
- use of dollars generated from brokerage commissions from client transactions ("soft dollars") to pay for brokerage and research services provided by broker-dealers or third parties,
- receiving client referrals from a broker-dealer or payment of compensation to a broker-dealer for such referrals,
- acting on a client's direction to use a particular broker-dealer,
- use of an affiliated broker-dealer for client transactions, or
- effecting trades concerning the same security for multiple clients.

### **Item 13. Review of Accounts**

We perform regular reviews of the accounts for our sole client, MOLSSF Liquidating Trust (the "Liquidating Trust"). The Liquidating Trust's assets are comprised of interests in certain unregistered investment vehicles (collectively, the "Investment Funds") and cash.

In our role as Liquidator of the Liquidating Trust, we will seek to raise cash through an orderly liquidation of the Liquidating Trust's interests in the Investment Funds. Promptly after receipt of cash withdrawal proceeds from the Investment Funds, MHA intends to invest the proceeds into Institutional Shares of the Dreyfus Institutional Preferred Treasury Securities Money Market Fund (the "Dreyfus Money Market Fund"), a money market mutual fund for which BNY Mellon Investment Adviser, Inc., an affiliated registered investment adviser, serves as investment adviser.

Each Investment Fund is directed to send separately to MHA and the Liquidating Trust's Administrator valuation statements that report the value of the Liquidating Trust's interests in the fund. These statements are typically sent as of each calendar month end.

For the Liquidating Trust's shares of the Dreyfus Money Market Fund, the fund provides MHA with direct access to the valuation of such investments on a daily basis and these values are regularly provided to the Liquidating Trust's Administrator.

On or about the 15<sup>th</sup> day following each calendar month end, the Administrator sends to MHA a report of the valuations of the Liquidating Trust's portfolio (the "Status Report"). As part of its review process, MHA operations staff compares the valuations reported in the Status Report to those in the corresponding valuations received from the Investment Funds and the Dreyfus Money Market Fund. If MHA identifies any material differences, the Administrator is consulted to reconcile / resolve.

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

We provide liquidation and cash management services to MOLSSF Liquidating Trust (the "Liquidating Trust." The Liquidating Trust is the sole client of MHA, and MHA has no current plans to expand its business. Please see Item 4 of this Brochure for more information on the history of MHA's advisory business and the Liquidating Trust.

The Liquidating Trust's assets are comprised of interests in certain unregistered investment vehicles (collectively, the "Investment Funds") and cash. MHA anticipates all withdrawal transactions concerning the Liquidating Trust's interests in an Investment Fund to be effected directly with the fund or the fund's Manager, General Partner or Administrator. Further, and promptly after receipt of cash withdrawal proceeds from the Investment Funds, MHA intends to invest the proceeds into shares of a money market mutual fund. It is MHA's intention to invest the Liquidating Trust's cash assets in Institutional Shares of the Dreyfus Institutional Preferred Treasury Securities Money Market Fund (the "Dreyfus Money Market Fund"), a money market mutual fund for which BNY Mellon Investment Adviser, Inc., an affiliated registered investment adviser, serves as investment adviser. MHA anticipates all redemption transactions concerning the Liquidating Trust's shares of the Dreyfus Money Market Fund to be effected directly with the fund or its transfer agent.

Accordingly, MHA's advisory business does not include, and is not expected to include, any of the following activities:

- Engagement of (affiliated or unaffiliated) third parties to solicit new investment advisory clients, or
- Payment of referral fees to (affiliated or unaffiliated) solicitors with respect to client referral or solicitation of investment services.

## **Item 15. Custody**

Rule 206(4)-2 under the Advisers Act (the "Custody Rule") defines "custody" to include a situation in which an adviser or a related person holds, directly or indirectly, client funds or securities or has any authority to obtain possession of them, in connection with advisory services provided by the adviser.

For purposes of the Custody Rule, we are deemed to have "custody" of the assets of MOLSSF Liquidating Trust (the "Liquidating Trust"), our sole client, as (1) BNY Mellon Trust of Delaware ("Trustee"), a related person of MHA, serves as the Liquidating Trust's Trustee and our client's securities are held by the Trustee and (2) in our role as Liquidator to the Liquidating Trust, we have the authority to withdraw the client's funds, upon instruction to the Trustee, in order to pay Liquidating Trust expenses or effect a liquidation distribution to the beneficiaries of the Liquidating Trust.

Generally, an adviser that is deemed to have custody of a client's funds or securities, among other things, is required to arrange for an annual independent verification of such funds or securities in accordance with the Custody Rule (the "Surprise Exam Requirement"). However, the Custody Rule contains exceptions from the Surprise Exam Requirement, including:

- **Related Person & Operational Independence:** advisers deemed to have custody of client assets solely because a related person holds client assets will not be subject to the Surprise Exam Requirement, provided the adviser and the related person are "operationally independent." We have determined that our operations are independent from those of the Liquidating Trust's Trustee. However, as noted above, our affiliation with the Trustee is not the sole reason for which we are deemed to have custody over the Liquidating Trust's assets.
- **Pooled Investment Vehicles:** advisers who are deemed to have custody of the assets of clients formed as pooled investment vehicles will not be subject to the Surprise Exam Requirement, provided the pool has audited financial statements that are prepared in accordance with generally accepted accounting principles and such statements are distributed to investors in the pool within 120 days (or 180 days for funds of funds) of the end of the fiscal year. The Firm will rely upon this exemption to avoid a surprise audit for the Liquidating Trust.

If the management, operations and/or business activities of MHA and/or the Trustee change such that an exemption from the Surprise Exam Requirement is no longer available to MHA, we will arrange for an annual independent verification of funds and securities in accordance with the Custody Rule.



## **Item 16. Investment Discretion**

We provide liquidation and cash management services to MOLSSF Liquidating Trust (the "Liquidating Trust"). The Liquidating Trust is the sole client of MHA, and MHA has no current plans to expand its business. Please see Item 4 of this Brochure for more information on the history of MHA's advisory business and the Liquidating Trust.

Pursuant to a Trust Agreement dated as of November 10, 2020 among MHA, Mellon Optima L/S Strategy Fund, LLC and BNY Mellon Trust of Delaware, MHA was appointed as the Liquidator of the Liquidating Trust. In the Trust Agreement, we were granted discretionary investment authority over the Liquidating Trust's assets consistent with the role as Liquidator. We will adhere to the guidelines and restrictions that are provided within the Trust Agreement when making investment decisions for the Liquidating Trust.

## **Item 17. Voting Client Securities**

We provide liquidation and cash management services to MOLSSF Liquidating Trust (the "Liquidating Trust." The Liquidating Trust is the sole client of MHA, and MHA has no current plans to expand its business. Please see Item 4 of this Brochure for more information on the history of MHA's advisory business and the Liquidating Trust.

The predecessor entity to the Liquidating Trust operated as a fund of funds that invested primarily in interests in certain unregistered investment vehicles (collectively, the "Investment Funds"). The Liquidating Trust's interests in such Investment Funds are generally held in non-voting securities of Investment Funds.

It is MHA's intention to invest the Liquidating Trust's cash assets in Institutional Shares of the Dreyfus Institutional Preferred Treasury Securities Money Market Fund (the "Dreyfus Money Market Fund"), a money market mutual fund for which BNY Mellon Investment Adviser, Inc., an affiliated registered investment adviser, serves as investment adviser.

The Liquidating Trust has delegated voting of proxies in respect of its portfolio holdings to MHA, to vote the Liquidating Trust's proxies in accordance with our proxy voting guidelines and procedures. However, Investment Funds typically do not submit matters to investors for vote. If an Investment Fund or the Dreyfus Money Market Fund submits a matter to the Liquidating Trust for vote (and the Liquidating Trust holds voting interests in the fund), we will vote on the matter in a way that we believe is in the best interest of the Liquidating Trust. As a member of BNY Mellon Wealth Management, we will conduct any proxy voting activities for the Liquidating Trust in accordance with the proxy voting policies of BNY Mellon Wealth Management.

### **BNY Mellon Wealth Management – Summary of Proxy Policies**

BNY Mellon Wealth Management, through its Proxy Voting Committee (the "Proxy Voting Committee"), will apply detailed, pre-determined, written proxy voting guidelines for specific types of proposals and matters commonly submitted to shareholders of U.S. and Japanese companies (the "BNYM Wealth Management Voting Guidelines").<sup>1</sup> BNY Mellon Wealth Management, in voting proxies, will seek to act solely in the best financial and economic interests of its clients, including the funds.

**Securities of Non-U.S. Companies and Securities Out on Loan.** It is BNY Mellon Wealth Management's policy to seek to vote all proxies for securities held in the funds' portfolios for which BNY Mellon Wealth Management has voting authority. However, situations may arise in which BNY Mellon Wealth Management cannot, or has adopted a policy not to, vote certain proxies, such as refraining from voting certain non-U.S. securities or securities out on loan in instances in which the costs are believed to outweigh the benefits, such as when share blocking (discussed below) is required, the matters presented are not likely to have a material impact on shareholder

---

<sup>1</sup> There are separate guidelines for securities of non-U.S. companies (ex-Japan), with respect to which BNY Mellon Wealth Management seeks to vote proxies through application of the ISS Global Voting Principles and Regional Policies/Principles (the "ISS Voting Guidelines" and, collectively with the BNYM Wealth Management Voting Guidelines, each as in effect from time-to-time, the "Voting Guidelines").

value or clients' voting will not impact the outcome of the vote.

*Securities of Non-U.S. Companies.* With regard to voting proxies with respect to shares of non-U.S. companies, BNY Mellon Wealth Management will weigh the cost of voting, and potential inability to sell, the shares against the benefit of voting the shares to determine whether or not to vote. However, corporate governance practices, disclosure requirements and voting operations vary significantly among the markets in which the funds may invest. In these markets, BNY Mellon Wealth Management will seek to submit proxy votes in a manner consistent with the ISS Voting Guidelines, while taking into account the different legal and regulatory requirements. For example, proxy voting in certain countries requires "share blocking" pursuant to which a fund must deposit before the meeting date its holdings of securities with a designated depository in order to vote proxies with respect to such securities. During this time, the shares cannot be sold until the meeting has taken place and the shares are returned to the fund's custodian bank. BNY Mellon Wealth Management generally believes that the benefit of exercising the vote in these countries is outweighed by the cost of voting (i.e., the funds' portfolio managers not being able to sell the funds' shares of such securities while the shares are blocked). Therefore, if share blocking is required, BNY Mellon Wealth Management typically elects not to vote the shares. Voting proxies of issuers in non-U.S. markets also raises administrative issues that may prevent voting such proxies. For example, meeting notices may be received with insufficient time to fully consider the proposal(s) or after the deadline for voting has passed. Other markets require the provision of local agents with a power of attorney before acting on the voting instructions. In some cases, the power of attorney may be unavailable prior to the meeting date or rejected by the local agent on a technical basis. Additionally, the costs of voting in certain non-U.S. markets may be substantially higher than in the United States.

*Securities Out on Loan.* For securities that a fund has loaned to another party, any voting rights that accompany the loaned securities generally pass to the borrower of the securities, but the fund retains the right to recall a security and may then exercise the security's voting rights. In order to vote the proxies of securities out on loan, the securities must be recalled prior to the established record date. A fund may recall the loan to vote proxies if a material issue affecting the fund's investment is to be voted upon.

Material Conflicts of Interest. BNY Mellon Wealth Management seeks to avoid material conflicts of interest through several layers of controls, including its participation in the Proxy Voting Committee. The Proxy Voting Committee seeks to avoid material conflicts of interest through the establishment of the committee structure, the members of which are senior officers and investment professionals, and do not include individuals whose primary duties relate to sales, marketing or client services. The Proxy Committee applies detailed, predetermined proxy voting guidelines (the applicable Voting Guidelines) in an objective and consistent manner across client accounts, based on, as applicable, internal and external research and recommendations provided by third party proxy advisory services (including ISS and Glass Lewis & Co., LLC ("Glass Lewis" and, together with ISS, the "Proxy Advisors")) and without consideration of any client relationship factors. When proxies are voted in accordance with these pre-determined Voting Guidelines, it is BNY Mellon Wealth Management's view that these votes do not present the potential for a material conflict of interest and no additional safeguards are needed. In addition, BNY Mellon Wealth Management will engage a third party as an independent fiduciary to vote all proxies for securities of The Bank of New York Mellon Corporation ("BNY Mellon"), and may engage an independent fiduciary to vote proxies as a further safeguard to avoid potential conflicts of interest or as

otherwise required by applicable law. These instances typically arise due to relationships between proxy issuers or companies and BNY Mellon, a BNY Mellon affiliate, a BNY Mellon executive, or a member of BNY Mellon's Board of Directors, but material conflicts of interests may also arise due to relationships involving BNY Mellon Wealth Management and/or BNY Mellon Wealth Management employees, officers and directors. When an independent fiduciary is engaged, the fiduciary either will vote the involved proxy, or provide BNY Mellon Wealth Management with instructions as to how to vote such proxy. In the latter case, BNY Mellon Wealth Management will vote the proxy in accordance with the independent fiduciary's determination. Other possible conflict resolutions may include: (1) voting in proportion to other shareholders ("mirror voting"); (2) erecting informational barriers around, or recusal from the vote decision making process by, the person or persons making voting decisions; and (3) voting in other ways that are consistent with our obligation to vote in our clients' best interest.

We are also subject to the policies and decisions of BNY Mellon's Proxy Conflicts Committee (the "PCC"). If a situation arises that is not identified as a Primary Conflicted Proxy, but may present an actual, potential or perceived material conflict of interest, or if there is ambiguity as to whether a Primary Conflicted Proxy exists, the PCC shall review the matter, and (in the case of identified conflicts) determine how best to resolve the conflict. If the PCC determines that a conflict exists, possible resolutions may include: (1) voting in accordance with the guidance of an independent fiduciary; (2) voting in proportion to other shareholders ("mirror voting"); (3) erecting informational barriers around, or recusal from the vote decision making process by, the person or persons making voting decisions; and (4) voting in other ways that are consistent with our obligation to vote in our clients' best interest.

Operations of the Proxy Voting Committee. The Proxy Voting Committee also has engaged ISS as its proxy voting agent to administer the ministerial, non-discretionary elements of proxy voting and reporting. In that role, ISS is required to follow the Voting Guidelines and apply them to the corresponding proxy proposals or matters on which a shareholder vote is sought. Accordingly, proxies that can be appropriately categorized and matched will be voted in accordance with the applicable Voting Guideline, or a proxy proposal will be referred to the Proxy Voting Committee if the Voting Guidelines so require, and generally for those proxy proposals or shareholder voting matters that are contested or similarly controversial and require a case-by-case analysis, as determined by the Committee in its discretion (e.g., proxy contests, potentially excessive executive compensation issues, or certain shareholder proposals). In addition, the Proxy Voting Committee will direct ISS to refer to it for discussion and vote all proxy proposals of those issuers: (1) where the percentage of their outstanding voting securities held in the aggregate in accounts managed BNY Mellon Wealth Management is deemed significant or (2) that are at or above a certain specified market capitalization size (each, as determined by the Proxy Voting Committee in its discretion). For items referred to it, the Proxy Voting Committee may determine to accept or reject any recommendation based on the Voting Guidelines, research and analysis provided by its Proxy Advisors, or on any independent research and analysis obtained or generated by BNY Mellon Wealth Management.

**Item 18. Financial Information**

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. MHA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.