

Form ADV Part 2A: Firm Brochure

Item 1. Cover Page

**Quona Capital, LLC
1101 15th Street NW Suite 401
Washington, DC 20005**

(202) 706-5886

**Quona Capital Management, Ltd
C/o CO Services Cayman Limited,
Willow House, Cricket Square,
Grand Cayman, KY1-1001, Cayman Islands**

(202)- 706-5886

September 2022

www.Quona.com

This brochure (“Brochure”) provides information about the qualifications and business practices of Quona Capital, LLC. If you have any questions about the contents of this Brochure, please call David Mathewson at (202) 215-4285. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration as an investment adviser with the SEC does not imply a certain level of skill or training of Quona Capital, LLC or its personnel.

Additional information about Quona Capital, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes

On an annual basis, Quona Capital, LLC is required to identify and discuss material changes made to this Form ADV Part 2A. You are encouraged to read this Brochure in its entirety.

Material Changes:

This brochure dated September 2022, contains one material change from the previous annual amendment, dated March 31, 2022. David Mathewson assumed the role of Chief Compliance Officer in September 2022.

You may request the most recent version of this Brochure by contacting David Mathewson, Chief Compliance Officer of Quona Capital, LLC, at david@quona.com or (202) 215-4285.

Table of Contents

Item 1. Cover Page.....	1
Item 2. Material Changes.....	2
Item 4. Advisory Business	4
Item 5. Fees and Compensation	5
Item 6. Performance-Based Fees	6
Item 7. Types of Clients.....	6
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Item 9. Disciplinary Information	11
Item 10. Other Financial Industry Activities and Affiliations	11
Item 11. Code of Ethics, Participation or Interests in Client Transactions and Personal Trading	12
Item 12. Brokerage Practices	12
Item 13. Review of Accounts.....	13
Item 14. Client Referrals and Other Compensation	13
Item 15. Custody	13
Item 16. Investment Discretion.....	13
Item 18. Financial Information	14
Item 19. Requirements for State-Registered Advisers.....	14

Item 4. Advisory Business

- A. Quona Capital, L.L.C. (formerly called Frontier Investments Group, LLC until May 2014) is a Delaware limited liability company formed in February 2013. Together Quona Capital, LLC and its affiliate, Quona Capital Management Ltd., a Cayman Island domiciled investment adviser that is relying on the registration of Quona Capital, LLC, provide investment management services primarily to pooled investment vehicles and separately managed accounts. Quona Capital, LLC is wholly owned by Jonathan Whittle and Monica Brand Engel. Quona Capital Management Ltd. is wholly owned by Jonathan Whittle (indirectly through Valeview Management, LLC), Monica Brand Engel (indirectly through Engel Inclusion, LLC), Venkateshwaran (Ganesh) Rengaswamy and Johan Bosini.

Together Quona Capital, LLC and Quona Capital Management Ltd. will be referred to in this Brochure as the “Firm”.

- B. The Firm provides investment advisory services to separately managed accounts and pooled investment vehicles (each a “Fund” and collectively with the separately managed accounts, the “Clients”). The Firm primarily pursues a venture capital strategy, and aims to catalyze new approaches to financial inclusion by investment in companies that promote breakthrough innovation in financial services. The Firm’s investment strategy is to go beyond where microfinance is today and invest in disruptive business models and technologies that will radically enhance the efficiency, reach, and scope of products and services for the unbanked and underbanked. The Funds target companies that can be scaled to create both competitive financial returns and a sustainable social impact, and seek to create a demonstration effect so that new investors are encouraged to deploy capital that results in the expansion of financial inclusion.

To the extent agreed upon in each Client’s written investment management agreement or governing document, the Firm tailors its investment advisory services to be consistent with each Client’s investment strategy, return profile, concentration limits, and other related objectives, as defined therein. However, the investment strategies of the Firm’s Clients are currently substantially the same as those described above.

- C. To the extent set forth in each Fund’s confidential private offering memorandum and/or limited partnership agreement, as applicable (the “Offering Documents”), the Firm tailors its advisory services to the needs of the Funds. The Firm has broad investment authority with respect to the Funds and, as such, investors should consider whether the investment objectives of the Funds are in line with their individual objectives and risk tolerance prior to investment.

As described above, the Firm also manages separately managed accounts. Such accounts may be tailored to the individual needs of each Client pursuant to a written investment management agreement or equivalent governing document. Although not expected, such agreements may contain restrictions on the Firm’s ability to make certain types of investments.

- D. The Firm does not participate in a wrap fee program.
- E. As of December 31, 2021, the Firm manages assets in the amount of \$1,170,841,915 on a non-discretionary basis.

Item 5. Fees and Compensation

- A. The Offering Documents disclose the fee structure for each Fund. The Funds are offered only to “accredited investors” as defined in Regulation D the Securities Act of 1933, as amended. The Firm, as outlined in the Offering Documents, generally charges a 2.0 - 2.5% management fee based on the aggregate commitments during the investment period, and a 2.0 - 2.5% management fee based on the invested and reserved capital thereafter. The Firm may, at its discretion, waive or reduce such fees for certain investors as permitted in the Offering Documents as permitted in the Offering Documents.

Fees, if any, charged to separately managed accounts may vary, and payment terms would be detailed in an investment management agreement or equivalent governing documents entered into with each Client. However, such Clients would be charged a management fee in a manner similar to that of the Funds.

- B. The Firm deducts the management fee from Client accounts quarterly in advance. The Firm may reduce or waive the management fee with respect to any Client or investor.
- C. In addition to the management fees described above, each Fund is responsible for certain of its operating expenses as disclosed in the Offering Documents. These expenses include but are not limited to: (i) organizational expenses of the Fund (including the out-of-pocket expenses of the Firm and the Fund’s General Partner (“General Partner”) incurred in connection with the formation of the Fund, up to certain amounts as detailed in the Offering Documents); (ii) all ongoing accounting, auditing, legal, custodial, administrative, reporting and tax return preparation fees and expenses (including reimbursable expenses of members of the LP advisory committee); (iii) costs of insurance and other expenses associated with the evaluation, making, holding and disposition of actual or prospective portfolio investments (including broken deal costs and certain travel costs); and (iv) all extraordinary expenses of the Fund (such as any indemnity or litigation expense).

The Funds incur brokerage costs if applicable; however, due to the nature of the Firm’s business, broker-dealers are not generally used. See Item 12 – Brokerage Practices.

At the General Partner’s discretion and with the consent of the Firm, operating expenses may be paid either out of amounts otherwise available for distribution to investors or by drawdowns of the investors’ unfunded commitments. Please refer to the relevant Fund’s Offering Documents for a complete understanding of each Fund’s fees and expenses. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund’s Offering Documents.

Fees charged to separately managed account Clients may vary and would be detailed in such Client’s investment management agreement or equivalent governing documents.

- D. Management fees are paid by the Firm’s Clients in advance on a quarterly basis. In the unlikely event the Firm does not provide services for a full period, accounts initiated or terminated during the relevant periods will be charged a pro-rated fee.
- E. Neither the Firm nor any of the Firm’s supervised persons accept compensation for the sale of securities or other investment products.

Item 6. Performance-Based Fees

The Firm may be entitled to receive a “carried interest” distribution as specified in each Client’s Offering Documents or investment management agreement. Vehicles have been created to receive “carried interest” and this is further described in Item 10 below. Carried interest is calculated based on a percentage of profits generated from the Fund over a given period of time.

The fact that a significant portion of the Firm’s compensation is directly computed on the basis of profits generated by the sale/disposition of Fund assets may create an incentive for the Firm to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation. However, the Firm is committed to acting at all times in the best interests of the Funds. To this end, the Firm has implemented internal controls to address the potential conflicts associated with performance based fees, as more fully described in each Fund’s Offering Documents.

Item 7. Types of Clients

The Firm provides investment advisory services to pooled investment vehicles which generally operate as exempt investment companies under the Investment Company Act of 1940, as amended. The minimum investment in the Funds is typically \$500,000 although the Firm maintains discretion to individually waive, increase or reduce the minimum investment required.

The Firm also provides investment advisory services to institutional investors through separately managed accounts. The Firm may impose minimum account requirements on separately managed accounts. Any such minimum would be described in the written investment management agreement entered into by and between the Firm and the Client.

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

- A. The Firm’s investment mandate is to generate appropriate risk-adjusted financial returns, by pursuing a venture capital strategy to invest in early and growth-stage companies that promote financial inclusion for financially underserved populations primarily at the base of the economic pyramid. The Firm targets acquisitions of financial services companies that have a focus expanding financial services to populations and places where such services are limited. The Firm invests globally, with a focus on certain core markets in Africa, Asia and Latin America that have attractive enabling environments, entrepreneurial ecosystems and large market opportunities.

The Firm seeks to identify potential investments that meet the Clients’ investment criteria. The Firm’s due diligence process is designed to enable its team to evaluate potential investments, including by assessing a potential portfolio company’s strengths, weaknesses, and opportunities, developing a view on its value and prospective return, meeting with the management team, and identifying potential transactional issues. The Firm’s analysis typically focuses on the target company’s (i) business model and competitive environment, (ii) financial structure and performance, (iii) business plan and opportunities for value creation, (iv) management team capabilities and (v) potential for attractive exit opportunities. The Firm may seek to leverage the resources of its advisors and the skills of certain portfolio company employees to complement its due diligence process. The Firm’s investment analysis methods may include fundamental, technical gain/loss forecast models, cash-flow models, sensitivity analysis, charting, fundamental, technical and cyclical analysis.

The Firm or its affiliates may sponsor certain Funds in a Managing Member or General Partner capacity. Quona currently has at least one Fund sponsored by an affiliate of the Firm. For certain Firm Funds, the Firm serves as the Investment Manager and a separate non-affiliated firm serves as the General Partner. For these Funds, an investment committee (the “Investment Committee”) is appointed for each Fund and is comprised of two representatives nominated by the General Partner, subject to the approval of the Investment Manager, and up to three representatives of the Investment Manager, subject to the approval of the General Partner. As mandated by the legal documents governing each Fund, the Investment Committee is required to approve all decisions regarding the making or disposition of Fund’s investments.

An investment in a Fund will involve significant risk and potential conflicts of interest. There can be no assurance that the Firm’s investment objectives will be achieved, and actual investment results may vary substantially from the investment objective. Investors should be prepared to bear these risks.

- B. *Listed below are some of the risks associated with a Client investment. The following explanation of certain risks is not exhaustive, but rather highlights some of the more significant risks involved in the Clients’ investment strategies. For a complete explanation of the Clients’ relevant investment strategies and their associated risks, investors should review the relevant Offering Documents or investment management agreement, which may contain additional explanations of strategies, risks and other related details not discussed below.*

Limited Operating History. Certain Clients may be recently formed entities. As such, they have limited prior operating history that a prospective investor can evaluate before making an investment. Additionally, before formation of the Clients, the General Partner and the Firm had not previously operated a private equity fund together.

Risk of Loss. An investment in a Client entails a high degree of risk with no certainty as to the magnitude or timing of the returns, if any, on an investment. Accordingly, an investment should be made only by persons who are able to bear the risk of loss of all capital invested. No guarantee or representation is made that the Client will be able to implement its investment strategy or achieve its targeted returns, or that the overall investment program of any Client will be successful.

Long-term Nature of Investments; Illiquidity of Investments. An investment in a Client generally requires a long-term commitment of capital. There may be a significant period of time before the Client has completed its investment program. The process of searching for and selecting investments and their management and disposition is likely to take several years from the initial closing date. The return of capital and the realization of gains, if any, from portfolio investments may not occur until a number of years after such investments are made, if at all. In addition, investments made by the Client are likely to be illiquid. Illiquidity may result from the absence of an established market for the Client’s portfolio, as well as from legal, contractual or other restrictions on their resale by the Client. This illiquidity may interfere with the Client’s ability to dispose of its investments in a timely manner or adversely affect the terms of such dispositions. Moreover, distributions to the investors may be made in-kind, including (following the dissolution of the Client) in illiquid securities, and losses on unsuccessful investments may be realized before any gains on successful investments are realized.

Risks Arising from Exercise of Control Rights. The Client will generally seek to acquire a strategic equity or equity-equivalent positions in each of its portfolio companies. Accordingly, the Client may possess a controlling interest in certain of its investments, either on a stand-alone basis or as part of a group with other investors. Any measures contemplated by the Client in connection with

an exercise of its control rights could expose the assets of the Client to claims by portfolio companies, their other owners (if any) and creditors. These measures also could result in certain liabilities being attributed to the Client in the event of the bankruptcy or reorganization of a portfolio company. While the General Partner and the Firm intend to manage the Client in a way that will minimize the Client's exposure to such risks, the possibility of successful adverse claims cannot be precluded.

Diverse Membership. The investors may include U.S. taxable and tax exempt entities, and institutions from jurisdictions outside of the United States. Such investors may have conflicting investment, tax and other interests with respect to their investments in the Client. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by the Client, the structuring of the acquisition of investments and the timing of the disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by the General Partner, including with respect to the nature, structuring or timing of investments and dispositions, that may be more beneficial for certain investors than for other investors, especially with respect to investors' individual tax situations. In selecting and structuring investments for the Client, the General Partner will consider the investment and tax objectives of the Clients and investors as a whole, and will not consider the investment, tax or other objectives of any investor individually.

Dependence on Key Personnel. The success of the Client depends in substantial part upon the skill and expertise of the Firm's Principals and the Investment Committee members designated by the General Partner. However, there can be no assurance that these individuals will continue to be associated with the General Partner and/or the Firm throughout the life of the Client, and the loss of one or more of these individuals or other key personnel could have a material adverse effect upon the Client.

Business and Financial Risks. The entities in which the Client will invest involve a high degree of business and financial risk. For example, they may be operating at a loss or have significant variations in operating results; they may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position; or they may otherwise have a weak financial condition or competitive position.

Risks of Privately-Held Entities. The Client may invest in privately-held entities which may face intense competition, including competition from companies with greater financial resources and more extensive development, marketing, and other capabilities, and with a larger number of qualified managerial and technical personnel.

Potential Conflicts of Interest. Prospective investors should be aware that there will be situations where the General Partner and the Firm and their respective affiliates may encounter actual or potential conflicts of interest in connection with the Client. On any issue involving conflicts of interest, the General Partner and the Firm will be guided by their good faith judgment in determining what courses of action are in the best interests of the Client. In the event that any matter arises that the General Partner determines in its good faith judgment constitutes an actual conflict of interest, the General Partner may take those actions that may be necessary or appropriate, in accordance with applicable laws and regulations, to ameliorate the conflict of interest, and in taking such actions the General Partner (and, if appropriate, the Firm) will be relieved of any and all responsibilities or liabilities for the conflict of interest, to the extent permissible under any applicable securities laws. The LP advisory committee will provide advice as the General Partner, the Firm or the Investment Committee may request with respect to the affairs of the Client. The LP advisory committee will also review and, in its discretion, approve proposed transactions involving

conflicts of interest submitted to it by the General Partner and/or the Firm and review and, in its discretion, approve waivers of compliance with the Investment.

Other Investment Activities of Personnel of the General Partner and the Firm. Subject to the limitations contained in the partnership agreement and any relevant laws and regulations, the General Partner, the Firm, and their respective affiliates (including Accion International, an affiliate of the General Partner) may continue to engage actively in other activities. In that regard, personnel of the General Partner and the Firm are responsible for day-to-day operations of the Client, and will devote such time as is reasonably required to conduct the business affairs of the Client in an appropriate manner. However, these same personnel may also work on other projects; consequently, conflicts may arise in the allocation of management resources and investment opportunities.

Allocation of Investment Opportunities. From time to time, the Firm or the General Partner may be presented with an investment opportunity that falls within the investment objectives of a Client. In such circumstances, the General Partner, or the Firm (as applicable), will allocate the opportunity among the Client and such other fund(s) in such proportions as it determines to be fair and equitable taking into account, among other things, their respective investment periods, investment guidelines and other investments and the respective amounts each has available for investment.

Follow-on Investments. The Client may be called upon to provide follow-on funding for its existing portfolio companies or have the opportunity to increase its investment in such portfolio companies. There can be no assurance that the Client will make such follow-on investments or that it will have sufficient funds to do so. Any decision by the Client not to make follow-on investments or its inability to make them may have a substantial negative impact on portfolio companies in need of such an investment or may diminish the Client's ability to influence the portfolio company's future development.

Distributions in Kind. The Client may make investments which may not be advantageously disposed of prior to the date the Client will be dissolved, either by expiration of the Client's term or otherwise. Although, under normal circumstances, the Client is required to make distributions in cash or in marketable securities, it is possible that following the dissolution of the Client, in-kind distributions could consist of securities for which there is not a readily available public market.

Broken Deal Expenses. Certain Portfolio Investments may require extensive due diligence activities and regulatory approvals prior to acquisition. Due diligence may include financial, legal and environmental review and analysis by business or technical consultants, any or all of which may entail significant third-party expenses. In the event that a prospective investment is not consummated, some or all of such third-party expenses and any termination fees will be borne by the Client.

Co-investment Risks. The Client may invest alongside strategic, financial or other third-party co-investors. The Client's ability to achieve its investment objectives in a co-investment situation assumes that the Client will be able to negotiate and execute mutually acceptable terms and conditions in respect thereof. Such investments will involve additional risks which may not be present in investments which do not involve a co-investor, including the possibility that a co-investor may at any time have economic or business interests or goals that are not consistent with those of the Client, may be in a position to take action contrary to the Client's investment objectives or may default on its obligations. While the Client intends to mitigate these risks contractually through co-investment agreements, there can be no assurance that the Client will be successful in doing so. Also, such co-investment may or may not be on substantially the same terms and

conditions as the Client, and such co-investments may or may not be disposed of at the same time or on the same terms as dispositions by the Client. In addition, under certain circumstances the Client may be liable for actions of its co-investors. To reduce the possibility of liability, the Client will seek to hold its assets through limited liability entities and, where appropriate, obtain indemnities from its co-investors.

Foreign Currency and Exchange-Rate Risks. The Clients' investments, and the income and other proceeds received with respect to such investments, may be denominated in local currencies other than the U.S. dollar. Nonetheless, Clients are denominated in U.S. dollars and distributions to its investors will be paid in U.S. dollars. Over time, there may be changes in currency exchange rates as a result of the interaction of many factors; these changes may directly or indirectly affect economic and political conditions in the countries in which the Fund invests. Sovereign governments use a variety of techniques, such as intervention by a country's central bank or imposition of regulatory controls or taxes, to affect the exchange rates of their currencies. Clients may use hedging techniques to seek to protect against losses attributable to fluctuations in the exchange rates between the U.S. dollar and those local currencies in which Client investments are denominated; however, for certain currencies, currently there is not a reliable and cost efficient method of hedging currency risk. Consequently, currency exchange rate fluctuations, currency devaluations and exchange-control regulations may adversely affect the performance of the returns realized on the Clients' investments.

Emerging Market Risks: Significant amounts of the Clients' capital is invested in countries that are considered "Emerging Markets." "Emerging Markets" are nations with social or business activity in the process of rapid growth and industrialization. Investing in Emerging Markets involves additional risks and special considerations not typically associated with investing in other more established economies or securities markets, including elevated political and macroeconomic risks.

Potential Portfolio Investments in Alternative Currency Companies. It is possible that a Client will make a portfolio investment in a company or companies that utilize an alternative currency such as Bitcoin to conduct business (an "Alternative Currency Company"). An "Alternative Currency" is a digital medium of exchange that relies on cryptography to implement a decentralized, stable and secure economy, and relies on a pre-determined algorithm to control issuance of new currency units as opposed to issuance by fiat. "Bitcoin" is currently the dominant currency in the Alternative Currency ecosystem.

The development and acceptance of Alternative Currencies, which represent a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of Alternative Currencies may adversely affect the value of any portfolio investments in Alternative Currency Companies. Further, a lack of stability in Alternative Currency exchange markets and the closure or temporary shutdown of exchanges due to fraud, business failure, hackers or malware may reduce confidence in Alternative Currencies and could adversely affect a Portfolio Investment in an Alternative Currency Company.

Ecosystem Development. The General Partner, the Firm and their respective affiliates anticipate engaging in activities that they believe will promote the growth and development of the markets in which Clients will invest, which may include advising non-profit entities, debt providers, larger corporations and other service providers, among other activities. While the General Partner believes that such activities will ultimately be beneficial to the Clients' investment strategy, there can be no assurance that such activities will increase returns, if any, to investors.

Likely Changes to Microfinance and Financial Services Laws and Regulations. While Clients do not intend to target microfinance institutions for investment, the growth and performance of its portfolio companies – companies that promote breakthrough innovations in financial inclusion – may be tied in part to the growth and performance of the microfinance industry and the broader financial services industry in the areas in which such portfolio companies operate. The governments of many emerging markets are actively considering significant changes to existing legal regimes relating to microfinance and financial services in their countries, and it is expected that the legal and regulatory landscape for microfinance, financial services and related industries in these countries will continue to evolve throughout the term of the Clients’ portfolio investments. Areas likely to see important changes include, but are not limited to, consumer protection, banking regulations and permitted technologies for the delivery of financial services. Such changes may significantly impact the performance of the Clients’ portfolio companies by imposing additional compliance costs and changing the viability of established microfinance and financial services business models.

Cybersecurity. The Firm, the Clients and their service providers are susceptible to cybersecurity risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that the Firm, the Clients and their service providers use to service the Clients' operations; or operational disruption or failures in the physical infrastructure or operating systems that support the Firm, the Clients and their service providers. Cyber-attacks against or security breakdowns of the Firm, the Clients or their service providers may adversely impact the Clients and their investors, potentially resulting in, among other things, (i) financial losses; (ii) the inability of the Firm or the Clients to transact business; (iii) the Clients to process transactions; (iv) violations of applicable privacy and other laws; and (v) regulatory fines, penalties, reputational damage, reimbursement or other compensation costs and/or additional compliance costs. The Firm and the Clients may incur additional costs for cyber security risk management and remediation purposes. In addition, cybersecurity risks may also impact issuers of securities in which the Clients invest, which may cause a Client’s investment in such issuers to lose value. There can be no assurance that the Firm, a Client or its service providers will not suffer losses relating to cyber-attacks or other information security breaches in the future.

Item 9. Disciplinary Information

There have been no legal or disciplinary events involving either the Firm or any of its management persons that are material to the Firm’s advisory business.

Item 10. Other Financial Industry Activities and Affiliations

- A. Neither the Firm nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Firm nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Neither the Firm nor any of its management persons have affiliations with broker-dealers, municipal securities dealers, government securities dealers, investment companies or other pooled investment vehicles, other investment advisers or financial planners, futures commission

merchants, registered commodity pool operators, registered commodity trading advisors, banking or thrift institutions, accountants or accounting firms, lawyers, law firms, insurance agencies or companies, pension consultants, real estate brokers or dealers or other sponsors or syndicators of limited partnerships.

- D. The Firm does not recommend or select other investment advisers for its Clients.

Item 11. Code of Ethics, Participation or Interests in Client Transactions and Personal Trading

- A. The Firm has adopted a Code of Ethics (the “Code”) to comply with Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). The Code describes the Firm’s fiduciary duties and responsibilities to its Clients, requires that the Firm’s employees act in the best interests of Clients to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with Funds to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. The Firm’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate party of any actual or suspected violations of such laws by the Firm or its employees. In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of the Firm’s employees.

The Code requires written pre-approval for all personal securities transactions of issuers who have been placed on the Firm’s restricted list, initial-public offerings and private placements. The Code requires employees to report all such securities transactions and provide a summary of securities holdings initially upon hire and on an annual basis thereafter. The Code also addresses outside activities of employees, conflicts of interest, policies and procedures concerning the prevention of insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and the pre-clearance and reporting of political contributions. The Firm will provide a complete copy of its Code to any investor upon request sent to David Mathewson Chief Compliance Officer of the Firm, at david@quona.com.

- B. Neither the Firm nor any of its related persons recommend to Clients, or buys or sells for Client accounts, securities in which the Firm or its related person has a material financial interest.
- C. The Firm and its related persons may own an interest in, or buy or sell for their own accounts, the same securities, which may be recommended, purchased or sold in the Clients. The Firm mitigates this potential risk through the employment of its personal trading policies within the Firm’s Code.
- D. Neither the Firm nor any of its related persons recommends securities to its Clients, or buys or sells securities for Client accounts, at or about the same time that the Firm or its related persons buys or sells the same securities for the Firm’s own, or its related person’s own account.

Item 12. Brokerage Practices

The Firm does not make regular use of brokers for the purposes of purchasing or selling securities on behalf of Clients because the securities that it typically purchases or sells on behalf of Clients are acquired and/or disposed of in privately negotiated purchase and sale transactions.

From time to time, the Firm may use a broker to effect transactions in public securities resulting from, or in connection with, portfolio investments. In those instances, the Firm has full discretionary authority with respect to the selection of, and commissions paid to, brokers. If the

Firm determines to engage a broker, it will select the broker considering the range and quality of its brokerage services, its execution capability, commission rate, financial responsibility and responsiveness, and the value of research provided, if any. In order to minimize execution costs and obtain best execution for all Funds, the Firm may aggregate orders for multiple Clients, as long as aggregating would be in the best interests of each participating Client.

The Firm does not utilize any soft dollar benefits or client referrals from broker-dealers in connection with Client transactions.

Item 13. Review of Accounts

- A. The Firm's partners meet regularly to evaluate and discuss both current and prospective investments. The partners conduct in-depth reviews of the performance and outlook for each portfolio company. Additionally, the partners monitor all cash inflows and outflows from the Funds.
- B. The Firm's partners review Client accounts on a continuous and periodic basis; therefore, there are no additional "triggering" events that would warrant a review.
- C. Audited financial statements are provided to investors in each Fund, generally within 120 days of the end of the Fund's fiscal year. Unaudited financial statements and investor-specific account statements are generally provided to all Clients and investors on a quarterly basis.

Item 14. Client Referrals and Other Compensation

- A. The Firm does not receive an economic benefit from anyone, other than its Clients, for providing investment advice or other advisory services to the Firm's Clients.
- B. Neither the Firm nor any related person directly or indirectly compensates any person who is not a supervised person for Client referrals. However, from time to time, in the context of organizing a Fund, the Firm may compensate one or more placement agents for referrals of Fund investors. A prospective investor solicited by a placement agent or other third party will be advised of any such arrangement, including the receipt of fees. All fees in connection with the use of third party placement agents will be borne by the Firm.

Item 15. Custody

Quona is subject to Rule 206(4)-2 under the Advisers Act, also known as the "Custody Rule," which sets forth specific requirements relating to Client securities or certain other assets over which the Firm has actual or constructive custody. The pooled investment vehicles over which Quona is deemed to have custody are subject to an annual financial audit and the Firm ensures that GAAP compliant financial statements, audited by an independent auditor that is both registered with and subject to regular inspection by the PCAOB, are delivered to the underlying investors in the Funds within 120 days of each fund's fiscal year end.

Item 16. Investment Discretion

Pursuant to the Funds' Offering Documents, and in accordance with the investment management agreements entered into by the Firm with such Funds, the Investment Committee (as outlined in

Item 8) on behalf of the Firm and the General Partner has been granted investment authority with respect to the types and amounts of all securities bought and sold by the Funds.

Whether the Firm is granted investment authority with respect to the types and amounts of securities sold or purchased by or on behalf of the Firm's separately managed account Clients depends on the terms of their respective investment management agreement.

Item 17. Voting Client Securities

While the expected investments made by Clients are not typically the subject of proxies, there could be certain circumstances where the Firm may be asked to vote the securities of such Clients on restructuring or other corporate matters. The Firm ensures that a record of each securities position held by each Client is maintained and, where any such vote is to occur, ensures that it receives all relevant information, disclosure materials and such proxies or consents as are necessary for it to cast votes in a timely manner.

The Firm also determines where there is, or appears to be, a material conflict of interest that could influence the voting decision in a manner that would be adverse to the interests of a Client. If the Firm determines that there is no material conflict of interests, then it will make the voting determination and take the required voting action. If the Firm determines that, due to a conflict of interests, it is not capable of making an independent determination as to the voting decision then the voting decision will be that recommended by the applicable limited partner advisory committee.

The Clients generally do not have the authority to direct the Firm's vote in a particular solicitation. A copy of the proxy voting policies and procedures will be provided to any Client or investor (including prospective Clients and investors) upon request.

Item 18. Financial Information

The Firm does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus is not required to include a balance sheet for its most recent fiscal year.

The Firm is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to the Funds.

The Firm has not been the subject of a bankruptcy petition within the preceding ten years.

Item 19. Requirements for State-Registered Advisers

Not Applicable.