

## **Troluce Capital Advisors, LLC**

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This brochure (this “Brochure”) provides information about the qualifications and business practices of Troluce Capital Advisors, LLC. If you have any questions about the contents of this Brochure, please contact Troluce Capital Advisors, LLC at 617-306-1130 and/or [ir@troluce.com](mailto:ir@troluce.com). 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 does not imply that Troluce Capital Advisors, LLC or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business.

Additional information about Troluce Capital Advisors, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2. Material Changes**

There are no material changes to report as this is Troluce Capital Advisors, LLC's first Brochure used to apply for registration as an investment adviser with the SEC. Clients and prospective clients are encouraged to review this Brochure in its entirety.

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**Item 4. Advisory Business**

Troluce Capital Advisors, LLC (the “Firm”) is a Puerto Rico (USA) limited liability company that was formed in January 2021. The Firm is principally owned and controlled by Jared Dubin, the Firm’s Chief Investment Officer (the “Principal”).

Following registration with the SEC, the Firm intends to provide discretionary investment advice to one or more private funds (collectively, the “Funds”). The Firm may also provide investment advice to separately managed accounts for institutional, non-retail investors (“SMAs”) in the future. References throughout this document to “clients” refer to the Funds and any other private funds and SMAs that the Firm may advise in the future.

Client accounts will be managed in accordance with their own investment and trading objectives, as described in their respective offering documents, investment advisory agreements and governing agreements (collectively, the “Governing Documents”). The Firm does not expect that it will permit investors in the Funds to impose limitations on the investment activities described in the Funds’ Governing Documents. Under certain circumstances, the Firm may contract with a client to adhere to limited risk and/or operating guidelines imposed by that client. The Firm would negotiate such arrangements on a case-by-case basis. (See *Item 16 - Investment Discretion*.)

Troluce Funds GP, LLC, one of the Firm’s related persons (the “Troluce GP”) will serve as the general partner to certain Funds.

The Firm does not participate in wrap fee programs.

The Firm does not have regulatory assets under management, but it expects to have, within 120 days of the effective date of its initial registration, client assets under management sufficient to allow it to remain eligible for registration with the SEC. The Firm does not expect to manage any assets on a non-discretionary basis.

**Item 5. Fees and Compensation**

The Firm’s fees and compensation will be described in each client’s Governing Documents. All of the Firm’s clients are expected to be “qualified purchasers” (as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended).

The Firm expects to be paid management fees from the Funds quarterly in advance. Management fees will be prorated in the case of a partial calendar quarter. The Firm expects that it will deduct such management fees from each Fund. The Firm expects that it may waive or modify the management fee payable with respect to any investor.

The Firm also expects that Troluce GP will receive performance-based allocations from the Funds, as further described in *Item 6 – Performance-Based Fees and Side-By-Side Management*.

The Firm’s compensation schedule with respect to any future client account will be contained in the Governing Documents relating to such account.

The Funds will be expected to bear their own organizational and operating expenses, including, without limitation: (a) organizational and offering expenses; (b) expenses associated with all investments and

transactions considered, evaluated and/or consummated or any such subsidiaries and special purpose vehicles, as well as overall consideration and evaluation of such entities' portfolio, including, without limitation, those expenses incurred before the initial closing of the Fund, including, without limitation, expenses associated with sourcing, negotiating, investigating, researching, financing and structuring of investments and potential investments, whether or not consummated, including, without limitation, data and research on-boarding, ingestion, aggregation, and analysis, third-party research, data, analytics, modeling, risk, structuring, pricing, execution and other third-party information, technology, hardware, software or other technology systems, including, without limitation, installation and maintenance, software and service fees (including, without limitation, the expenses with respect to data, data feeds, subscriptions, expert networks, political intelligence providers and reports); (c) the costs of research-related computer hardware and software expenses, including, without limitation, Bloomberg terminals and subscriptions and other market information systems, as well as the costs of research management systems and corporate access tracking systems; (d) the costs of the Firm's portfolio management system and any other software used for accounting and/or monitoring of the portfolio, including, without limitation, subscriptions relating to, among other things, trading and order management systems and services; (e) expenses associated with holding, financing, monitoring, hedging, maintaining and disposing of all investments and all transaction and other costs associated therewith, including, without limitation, expenses associated with proxy research and voting services; (f) travel and related expenses associated with investments and potential investments; (g) professional fees associated with investments and potential investments, including, without limitation, consulting, due diligence, accounting, valuation, financial, legal and other advisory fees and expenses; (h) transaction fees, brokerage commissions, custodial fees, clearing and settlement charges and similar fees and expenses associated with the acquisition, disposition and settling of investments and potential investments, including, without limitation, fees, expenses and commission paid in connection with outsourced trading; (i) expenses associated with legal and regulatory filings of the Funds or such subsidiaries and special purpose vehicles in the United States, the Cayman Islands, or in any other jurisdiction, including, without limitation, pursuant to Sections 13 and 16 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), as well as the expenses associated with preparation and filing of the Firm's Form 13F, Form 13H, and Form PF, if applicable, and any other similar filing in any other U.S. or non-U.S. jurisdiction; (j) administrative, custodial, appraisal, valuation, legal, regulatory, compliance, consulting, advisory and similar fees, and expenses associated with the Fund's or such subsidiaries' or special purpose vehicles' operations, investments and transactions, including, without limitation, fees and expenses of the Fund administrator; (k) expenses incurred in connection with responding to requests or inquiries from any U.S. federal, state, local or non- U.S. governmental entity or authority, regulatory body or self-regulatory organization with respect to the Funds or such, subsidiaries and special purpose vehicles; (l) broken-deal, failed transaction, break-up and similar fees, costs and expenses (if any); (m) costs and expenses of leverage or any other borrowings of the Fund, or such subsidiaries and special purpose vehicles, including, without limitation, interest charges and fees; (n) expenses incurred in the collection of monies owed to the Fund, the Offshore Fund, the Master Fund, or such subsidiaries, intermediate funds and special purpose vehicles, as applicable; (o) auditing and accounting expenses, including, without limitation, expenses associated with the preparation of financial statements, tax returns and Schedules K-1, and the fees and expenses of the auditor; (p) any taxes, fees or other governmental charges; (q) costs and expenses associated with investor communications and reports and the delivery thereof to investors; (r) the costs of service providers or software to measure or monitor risk metrics, to aggregate positions and/or to provide reporting with respect to risk metrics and/or positions; (s) costs and expenses associated with meetings of the investors, including, without limitation, the reasonable costs of the Firm's travel to such meetings; (t) insurance expenses, including, without limitation, general partner liability insurance and other policies, if any, including directors' and officers' liability insurance and errors and

omissions insurance; (u) costs and expenses (including, without limitation, taxes, fees or other governmental charges) associated with the formation, organization and operation of any subsidiary, special purpose vehicle, alternative investment vehicle, holding company or similar entity formed with respect to investments, credit facilities or other transactions entered into for the benefit of the Master Fund or such subsidiaries and special purpose vehicles; (v) wind-up, liquidation, termination and dissolution expenses; (w) costs, fees, and expenses related to registration, qualification and/or exemption under any applicable U.S. federal, state, local or non-U.S. laws, rules or regulations, including, without limitation, blue sky fees, Form D, Form 8.3, CFTC filings and notices and other securities and/or investment related filing expenses; (x) costs related to any transfers of Interests, unless otherwise charged to or borne by the applicable transferor and/or transferee; (y) expenses incurred in connection with the preparation of, and any amendment to the Governing Documents, as well as the preparation of, compliance with and amendment to any side letter entered into by the Fund, Offshore Fund, or Master Fund; (z) expenses incurred in connection with pursuing, defending or participating in any litigation, arbitration, mediation or similar proceeding by the Fund, the Master Fund or any such subsidiaries and special purpose vehicles; (aa) any extraordinary expenses (including, without limitation, all litigation-related and indemnification and contribution expenses, including, without limitation, the amount of any judgment or settlement paid in connection therewith); (bb) fees of the independent members of any advisory committee or governance board; (cc) the Management Fee; and (dd) all other fees, costs, charges and expenses associated with the business, affairs and/or operations of the Partnership, the Master Fund, or such subsidiaries and special purpose vehicles including, without limitation, any other cost that may otherwise be paid with soft dollars pursuant to Section 28(e) of the Exchange Act. Any Fund expenses attributable solely to investments in “new issues” will be allocated solely to those investors who participate in the relevant investments with respect to their relative interest in such investments. From time to time, the Troluce GP, the Firm and/or their affiliates may elect to bear certain expenses on behalf of the Funds that are Fund expenses. Troluce GP, the Firm and/or their affiliates will not have any obligation to bear such expenses and may elect at any time (in whole or in part) to no longer bear such expenses on behalf of the Funds.

To the extent that Fund expenses are attributable to multiple clients of the Firm, such amounts will be allocated in accordance with the Firm’s expense allocation policy, pursuant to which the Firm generally will allocate such expenses pro rata based upon the respective net asset values of such applicable clients or respective size of investment by such applicable clients in an underlying investment, as applicable. Notwithstanding the foregoing, the Firm may make non-pro rata allocations as it determines in its good faith discretion.

The Firm may also allocate a portion of certain clients’ capital to money market funds or exchange-traded funds. In addition to the fees and expenses discussed above, clients will indirectly incur similar fees and expenses if the Firm invests their capital in such funds, as these funds in turn pay similar fees and expenses to their investment managers and other service providers.

The expenses that will be charged to any future client account will be determined on a case-by-case basis.

For a more detailed discussion of brokerage and transaction costs, see *Item 12 - Brokerage Practices*.

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

The Firm expect that Troluce GP will be entitled to receive a performance allocation from the Funds on an annual basis and upon withdrawals by investors. The Firm expects that such performance allocation will

be based on the net capital appreciation of the Funds' assets and will be subject to a loss-carryforward mechanism. The Firm or its affiliates will have the right to waive or modify the performance allocation with respect to any investor.

The Firm's compensation schedule with respect to any future client account will be contained in the Governing Documents relating to such account.

Performance-based compensation arrangements create an incentive for the Firm to recommend investments that may be riskier or more speculative than those that would be recommended under a different compensation arrangement. Performance-based compensation arrangements could also create an incentive for the Firm to favor accounts with higher performance-based compensation rates over other accounts when allocating investments. The Firm will adopt procedures designed and implemented to seek to ensure that all clients are treated fairly and equitably, and to prevent this conflict from influencing the allocation of investment opportunities among client accounts. All investment opportunities will, to the extent practicable, be allocated among client accounts on a basis that over time is fair and equitable to each client account relative to other accounts, taking into account all relevant facts and circumstances.

The Firm expects that the Funds will operate through a master-feeder structure. To the extent that the Firm advises additional client accounts in the future, performance-based compensation arrangements could also create an incentive for the Firm to favor accounts with higher compensation rates over other accounts when allocating investments. Accordingly, if the Firm manages additional client accounts in the future, it will adopt and follow procedures designed and implemented to ensure that all clients are treated fairly and equitably.

In addition, because clients' management fees and performance-based compensation are generally expected to be based on the net asset values of their accounts, the Firm will have a conflict of interest in valuing assets held by such accounts. To mitigate this conflict, the Firm will implement and follow documented valuation policies and expects to periodically consult with auditors and the administrator to each Fund.

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

Investors in the Funds are generally expected to be high net worth individuals and institutional investors that qualify as "accredited investors" (as defined in Rule 501 under the Securities Act of 1933, as amended) and qualified purchasers. The minimum initial investment in the Funds will be determined by the Firm and set forth in the Funds' Governing Documents. The Firm may waive such minimum under certain circumstances.

If the Firm determines to require a minimum investment for any other client account, it will make that determination on a case-by-case basis.

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

##### *Methods of Analysis and Investment Strategies Generally*

The investment objective of the Funds will be to seek to generate superior risk-adjusted absolute returns through the combination of a deep, quantitative, research process coupled with risk-controlled portfolio construction.

The Firm employs global, low beta, long/short equity, long/short credit, and special situations strategies, pursuant to which it will invest, long and short, in publicly-traded equities, equity-related instruments, and credit instruments, across all market capitalizations, though the Fund intends to invest predominantly in U.S. and European-listed mid-and large capitalization companies. Capital is invested across the different strategies and products based on the perceived alpha potential of the opportunity set. The broad mandate allows the Investment Manager to take an opportunistic approach to investing, including by adjusting the size of the portfolio to reflect prevailing market conditions.

Quantitative models, which are abstract descriptions of computer codes that process price and securities data from public markets exchanges and other sources, identify investments in products with attractive risk-reward profiles. Outputs of quantitative models may be combined with the Principal's investment judgment to select the final constituents of the portfolio. The purchase and sale of investment products will be predominantly executed through electronic channels, though human involvement in soliciting bids and offers for specific instruments may be used when trading larger notional positions, or for trading instruments derivatively priced or otherwise unavailable for purchase through electronic means.

Special situations are the set of investment opportunities presented by corporate actions and changes in companies' capital structures. The Firm regularly invests in companies undergoing such processes, with the goal of identifying mispricings in one or more related securities.

The Firm employs strategies that will cause the Fund to frequently buy and sell investment products. Decisions on the frequency with which to buy and sell are done commensurate with the Firm's goal of producing superior risk-adjusted absolute returns.

We expect that future client accounts will pursue similar strategies as those set forth above.

**Investing in securities involves risk of loss that clients and investors should be prepared to bear.**

#### *Risk Factors*

An investment with the Firm will be speculative and will involve a high degree of risk. There can be no assurance that the investment objectives of any client account will be achieved or that a client account will generate positive returns. The Funds will have substantial limitations on investors' ability to withdraw or transfer their interests or shares, and no secondary market for the Funds' interests or shares exists or is expected to develop. In pursuing its investment objective, the Firm intends to utilize various investment techniques, including incurring leverage, purchasing securities on margin, short sales, and trading on foreign exchanges, and transacting in over-the-counter derivatives and options. These techniques can, in certain circumstances, increase significantly the adverse consequences to which a client account may be subject. Prospective clients and investors are strongly urged to review the applicable Governing Documents carefully and consult with their own financial, legal and tax advisers before investing with the Firm.

#### **Item 9. Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Firm's advisory business or its management.



**Item 10. Other Financial Industry Activities and Affiliations***Services by the Firm's Related Person*

As noted above, Troluce GP will serve as the general partner to certain Funds.

*Management of Multiple Client Accounts*

The management of multiple client accounts results in a potential conflict of interest when the Firm and its related persons allocate time and investment opportunities among such accounts. For example, the Principal and/or other related persons are expected to have more of their personal assets invested in certain client accounts than in others. In addition, the compensation the Firm earns from each client account differs from the compensation earned from other client accounts. In order to mitigate associated conflicts, the Firm will follow documented procedures regarding the allocation of investment opportunities among its clients. (See Item 6 – Performance-Based Fees and Side-By-Side Management)

A cross-trade occurs when an investment adviser effects a trade between two or more of its advisory clients. If the Firm were to cause a cross-trade between two clients, it may result in a conflict of interest because the transaction may result in benefits to one client that may be greater than the benefits to the other client. The Firm does not generally expect to engage in cross trades. In the event that the Firm determines to make a cross-trade, it will only do so if it determines that it is in the best interests of, and is fair and equitable to, the participating clients. All cross-trades between clients require the prior approval of the Firm's Chief Compliance Officer (the "CCO"). Cross-trades, if any, would generally be made at the closing price for the applicable security on such day or, if no closing price is available, at a price for the relevant security that is determined in accordance with the Firm's valuation policies. No brokerage commission, transfer fee or other commission will be paid to the Firm or its affiliates in connection with any such transaction.

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

The Firm has adopted a Code of Ethics, which is designed to help ensure that it conducts its business in accordance with all applicable laws and regulations and in an ethical and professional manner. In addition, the Firm's Code of Ethics sets forth standards of conduct for its employees to ensure that they conduct their business on the Firm's behalf in a manner that enables the Firm to fulfill its fiduciary duty to its clients.

Among other things, the Firm's Code of Ethics: (i) governs personal trading by the Firm's employees, (ii) contains the Firm's policies with respect to gifts and entertainment, (iii) contains the Firm's policies regarding certain outside activities of its employees, (iv) sets forth the Firm's policies and procedures relating to insider trading, and (v) sets forth the manner in which employees may report violations of law or the Firm's policies and procedures. The Firm will provide a copy of its Code of Ethics to any client or prospective client upon request.

*Personal Trading Policy*

Employees will generally be prohibited from engaging in personal trading without obtaining prior written consent from the Firm's CCO, but are able to transact in municipal bonds, exchange-traded funds and mutual funds without obtaining prior approval from the Firm's CCO. Additionally, employees will be required to provide the CCO with periodic reporting relating to their trading activity and personal accounts. The Firm's policies relating to personal trading will also generally apply to an employee's spouse or minor child, or an immediate family member of an employee living in the same household as such employee.

*Participation or Interest in Client Transactions*

The Firm will make available to qualified prospective investors the opportunity to invest in the Funds. The Firm expects that its Principal will have significant personal investments in the Funds. In addition, the Firm expects Troluce GP, its affiliate, to receive performance-based allocations from the Funds.

The Firm will not engage in a principal transaction unless it has determined that the transaction is in the relevant clients' best interests and have obtained client consent in accordance with the Firm's written procedures and applicable law.

**Item 12. Brokerage Practices***Selection of Brokers*

The Firm will have an obligation to seek to obtain "best execution" for clients with respect to their trading activity. While not defined by statute or regulation, best execution generally means the execution of client trades at the best net price considering all relevant circumstances. The Firm will seek best execution with respect to all types of client transactions, taking into account various factors. Such factors are expected to include, among others: price, the ability of a broker to affect the transactions, a broker's reliability and financial responsibility and the range and quality of services provided and products offered (e.g., research services, news and quotation services, publications and corporate access), quality and timeliness of market information provided.

Brokers sometimes suggest a level of business they would like to receive in return for the various services they provide. The Firm will not commit to provide any level of brokerage business to any broker, and actual brokerage business received by any broker may be less than the suggested allocations but can (and often does) exceed the suggestions, because total brokerage is allocated based on all the considerations described above.

The Firm expects that it will periodically evaluate, among other things, the execution that it is receiving from brokers. In conducting its analysis, the Firm may consider the factors listed above, among others, and will review gifts and entertainment received, and any known conflicts of interests (e.g., directing commissions to a broker that employs a family member of one of the Firm's employees).

*Research and Other Soft Dollar Benefits*

The Firm does not currently have any formal soft dollar arrangements, but it may enter into such arrangements in the future. Nonetheless, the Firm expects to execute transactions on behalf of its clients with brokers that provide the Firm with access to bundled services, including access to proprietary

research reports (such as standard investment research and credit reports). To the best of the Firm's knowledge, these services are generally made available to all institutional investors doing business with such broker. These bundled services are made available to the Firm on an unsolicited basis and without regard to the rates of commissions charged or paid by client accounts or the volume of business that the Firm directs to such brokers. If we engage in soft dollar transactions in the future, the Firm intends to comply with the safe harbor provided by Section 28(e) of the Exchange Act, as amended.

#### *Brokerage for Client Referrals*

Subject to applicable law, the Firm may direct client brokerage business to brokers that refer prospective investors to the Firm. Because such referrals, if any, are likely to benefit the Firm but may not provide a benefit to the Firm's clients, the Firm would have a conflict of interest with its clients when allocating brokerage business to such brokers. To mitigate this potential conflict, the Firm will not allocate brokerage business to a referring broker unless it determines that such allocation is consistent with its best execution duties.

#### *Trade Errors*

The Firm may on occasion experience errors with respect to trades made on behalf of client accounts. The Firm will reimburse each client account for losses resulting from trade errors in accordance with the terms of the exculpation provision in such client's Governing Documents.

#### *Aggregation of Orders*

Aggregation, or "bunching," describes a procedure whereby an investment adviser combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution costs. Aggregation opportunities for the Firm generally arise when more than one client account is capable of purchasing or selling a particular security.

To the extent that a security is purchased or sold for more than one client account, the Firm will generally aggregate orders for such security unless aggregation is not consistent with its duty to seek best execution or the terms of the investment guidelines and restrictions applicable to client accounts. Each client that participates in an aggregated order will participate at the average price for all of the Firm's transactions in that security on a given business day, with transaction costs shared *pro rata* based on each client's participation in the transaction. When an aggregated order is only partially filled, the Firm will allocate the investment opportunity *pro rata* in accordance with its intended allocation.

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

#### *Review of Accounts*

Client portfolios are expected to be reviewed, and their performance analyzed, by the Principal on a regular basis. In addition, the Principal is expected to regularly review client portfolios to confirm that the securities held by them remain consistent with their investment strategies, objectives and guidelines.

#### *Reporting*

In addition to the reporting below, clients and investors may be provided with certain information about the Firm and the accounts that it manages in response to questions and requests. This information may

not be distributed to other clients, investors or prospective investors. Each clients and investor is responsible for asking such questions as it believes are necessary in order to make its own investment decisions and must decide for itself whether the limited information provided by the Firm is sufficient for its needs.

#### The Funds

The Firm will furnish investors in the Funds with periodic written unaudited performance reports as set forth in their Governing Documents. In addition, on an annual basis, the Firm will provide investors with a copy of the relevant Fund's annual audited financial statements and, if applicable, a statement of taxable income (Schedule K-1).

Pursuant to "side letter" or other agreements, the Firm may provide certain investors with access to more frequent and/or more detailed information regarding the Funds' securities positions, performance, finances, and management and/or other information about the Funds or the Firm (including notifications of redemptions from a Fund by the Firm and/or its personnel), possibly enabling such investors to better assess the prospects and performance of the Funds.

#### Future Client Accounts

The Firm will provide future client account owners and investors with periodic reports, as set forth in the relevant account's Governing Documents. To the extent that the Firm manages an SMA in the future, the owner of such SMA would receive account statements from the SMA's custodian on such periodic basis as is agreed to between such owner and custodian. In addition, the owner of an SMA would have full, real-time transparency as to all transactions and holdings in such SMA, and will be better able to assess the future prospects of a portfolio that may be substantially similar to that of the Funds.

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

Other than the products and services that the Firm receives from broker-dealers (described above in *Item 12*), the Firm does not expect that it will receive any economic benefits from third parties in connection with the provision of investment advice to the Funds.

The Firm does not compensate any third-party marketers for introductions to potential investors or clients.

### **Item 15. Custody**

For purposes of Rule 206(4)-2 under the Advisers Act (the "Custody Rule"), the Firm will be deemed to have custody over the Funds' assets. In accordance with the Custody Rule, a qualified custodian is not required to deliver quarterly account statements to the Funds or their respective investors as long as: (i) the Funds are audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, (ii) the Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) the Firm delivers such annual audited financial statements to investors within 120 days after the end of each Fund's fiscal year.

The owners of the SMAs should carefully review the account statements that they receive from the custodians to such accounts and are urged to compare these account statements to the reports provided by the Firm directly to them or to their financial advisors.

**Item 16. Investment Discretion**

The Firm will have discretionary authority to manage securities and other investments on behalf of client accounts. The investors in the Funds generally will not be able to place any limits on the Firm's authority beyond the limitations set forth in their respective Governing Documents. Under certain circumstances, the Firm may contract with a client to adhere to limited risk and/or operating guidelines imposed by the client. The Firm would negotiate such arrangements on a case-by-case basis.

**Item 17. Voting Client Securities**

The Firm will generally have voting discretion over client securities. Clients will generally not be able to direct their votes in a particular situation. The Firm will adopt proxy voting policies and procedures, which are summarized below.

In the absence of specific voting guidelines from the client or conflicts of interest, the Firm will vote all proxies in the best interests of each client, which may result in different voting results for proxies for the same issuer. In addition, the Firm may determine to abstain from voting a proxy if it believes that such action is in the best interests of a particular client. The Firm may take into account the following factors, among others, in determining if a specific proposal is in the best interests of a particular client: (i) management of the issuer's views and recommendations on such proposal, (ii) whether the proposal may have the effect of entrenching existing management and/or making management less responsive to shareholders' concerns (e.g., instituting or removing a poison pill, classified board of directors and/or other anti-takeover measure), and (iii) whether the Firm believes that the proposal will fairly compensate management for its and/or the issuer's performance. If the Firm deems that the issue being voted upon is not material for the Firm and its clients or it determines that the cost of voting a proxy would exceed the expected benefit to the Firm's clients, the Firm will not be obligated to vote on such matter.

Upon the request by a client, the Firm will disclose to such client how it voted proxies for securities owned by such client. The Firm will also provide a copy of its proxy voting policies and procedures to clients upon request.

**Item 18. Financial Information**

The Firm is not required to include its balance sheet for its most recent fiscal year with this Brochure.

**Item 19. Requirements for State-Registered Advisers**

The Firm is not a state-registered adviser.