

**Item 1. Cover Page**

**Brochure of**  
**Kingsford Capital Management, LLC**  
**1160 Brickyard Cove Road, Suite 300**  
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**(510) 231-9200**  
**March 29, 2023**

This brochure provides information about the qualifications and business practices of Kingsford Capital Management, LLC. If you have any questions about the contents of this brochure, please contact Jack Amidon at (510) 231-9200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

**Item 2. Material Changes**

Kingsford Capital Management, LLC's last annual amendment was filed on March 31, 2022. Since that annual amendment, Item 4 has been materially revised to reflect the Adviser's current advisory clients and AUM.

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#### **Item 4. Advisory Business**

Kingsford Capital Management, LLC, or the “Adviser”, is a California limited liability company formed in 2001. The Adviser’s manager and principal owner is Michael I. Wilkins. Mr. Wilkins is the Adviser’s portfolio manager.

The Adviser provides discretionary investment advisory services to commingled vehicles, structured as private funds (each a “Fund” and collectively the “Funds”) including:

- Kingsford International, a Cayman Islands exempted company (“KI”);
- Kingsford Alpha Capture Fund, L.P. a Delaware limited partnership (the “ACF Onshore Feeder”);
- Kingsford Alpha Capture Offshore Fund, Ltd., a Cayman Islands exempted company (the “ACF Offshore Feeder”); and
- Kingsford Alpha Capture Master Fund, L.P., a Cayman Islands limited partnership (the “ACF Master Fund” and together with the ACF Onshore Feeder and the ACF Offshore Feeder, “ACF”). It should be noted that Kingsford Alpha Capture Master GP, LLC, an affiliate of the Adviser, serves as the general partner of the ACF Master Fund.

The Adviser also serves as the adviser for two separately managed accounts (collectively, the “Separate Accounts” and together with the Funds, the “Advisory Clients”).

Each Advisory Client is governed by a limited partnership agreement, private offering memorandum, advisory agreements or articles of association (as applicable) that sets forth the specific guidelines and restrictions applicable to each client (the “Governing Documents”). In addition, investors in each Fund are provided with offering documents prior to their investment, which also contain information regarding the intended investment program for such Fund (together with the Governing Documents, the “Offering Documents”).

As further described in Item 8, the Adviser generally pursues a fundamental, short-selling investment strategy and in some cases the strategy is paired with index longs with the goal of creating a market neutral investment strategy.

The Adviser does not tailor its services to the individual needs of clients, except for any investment restrictions imposed by Separate Account clients. The investors in the Funds have no opportunity to select or evaluate any fund investments or strategies. The Adviser selects all fund investments and strategies. The Adviser’s discretionary authority is limited, however, as described in Item 16.

As of December 31, 2022, the Adviser had approximately \$169,661,000 in assets under management, all on a discretionary basis.

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

The Adviser receives a management fee and is eligible to receive a performance allocation or fee in connection with its advisory services. The fees the Adviser charges are negotiable and vary.

**It is critical that investors refer to the relevant Offering Documents for a complete understanding of how the Adviser is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.**

KI Class A shares pay the Adviser a quarterly management fee, payable in advance at the beginning of each calendar quarter, equal to 0.375% (1.5% on an annual basis) of the net asset value of each investor's shares in the fund on the first business day of such quarter. KI Class B shares are subject to a monthly management fee, payable in advance at the beginning of every month, equal to 0.1667% (2.0% on an annual basis) of the net asset value of each investor's shares in the fund on the first business day of such month, or; for any KI Class B shares that were issued or outstanding on the first business day of such quarter, equal to 0.1667% (2.0% on an annual basis) of the net asset value of each investor's shares based on the net asset value per share at the beginning of the quarter. With respect to KI, the Adviser also is typically paid an annual performance fee equal to 20% of the net profits (including both realized and unrealized gains and losses) attributable to that investor's shares. These performance fees are only applied to the portion of profits that exceed the losses allocated to or incurred by the investor in the prior year.

ACF pays all fees and compensation at the master fund level. With respect to ACF, the Adviser typically charges a monthly management fee, payable in advance at the beginning of each calendar month, equal to 0.0833% (1.0% on an annual basis) of the market value of each investor's limited partner account or shares in the fund (as applicable) on the first business day of such month. The Adviser's affiliate is typically allocated or paid an annual performance allocation or fee equal to 15% of the net profits (including both realized and unrealized gains and losses) attributable to that investor's limited partner account or shares (as applicable). These performance allocations and fees are only applied to the portion of profits that exceed the unrecouped losses allocated to or incurred by the investor.

Fees applicable to the Separate Accounts are individually negotiated and set forth in the Governing Documents for each account.

The Adviser complies with Rule 205-3 under the Investment Advisers Act of 1940, as amended to the extent required by law.

The Adviser generally deducts management fees and performance allocations and fees directly from client accounts but will bill client accounts on request. An investor who withdraws from the Funds on a date other than a specified withdrawal date as it relates to that specific Fund, does not receive a refund of the management fee previously paid.

The Adviser believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 and that invests in an investment limited partnership of which the Adviser or its affiliate is general partner, to use the "alternative reporting option" to report the Adviser's compensation as "eligible indirect compensation" on the Schedule C of the plan's Form 5500 Annual Return/Report of Employee Benefit Plan.

KI investors may redeem shares, on specified prior written notice, quarterly (after a one-year lockup) or monthly, depending on the fee structure selected by the shareholder. Following a specified prior written notice, investors in ACF may withdraw or redeem their interests or shares in the fund (as applicable) on a monthly basis, subject to an initial one-year lockup and/or an early withdrawal fee.

Each Fund is responsible for its own costs and expenses, as set forth in each Fund's Offering Documents. Generally, the Funds are responsible for trading costs and expenses (such as brokerage commissions, stock loan expenses related to short sales, and clearing and settlement charges), ongoing legal, accounting and bookkeeping fees and expenses, and the fees and expenses charged by any fund administrator for its accounting, bookkeeping and other services. The Adviser bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. All or part of these costs and expenses may be paid, however, by securities brokerage firms that execute clients' securities trades, as discussed in Item 12 below.

Each Separate Account is responsible for expenses as set forth in the applicable Governing Agreement.

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

The Adviser manages Advisory Clients that pay performance-based compensation as described in Item 5. In addition, certain Advisory Clients have different performance-based compensation arrangements than other clients engaging in substantially similar investment strategies, including but not limited to higher fees. As a result, the Adviser may have an incentive to favor the account that would pay the higher fees. To address this conflict, the Adviser typically allocates all investment opportunities on a pro rata basis, based on each account's assets and subject to any investment restrictions imposed by a client. In addition, the Adviser has policies and procedures to review client account investment allocations on a regular basis.

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

The Adviser provides discretionary investment advisory services to the Advisory Clients described in Item 4. Admission to the Funds is not open to the general public. The offering of the Funds to U.S. Persons is designed to be exempt from registration under the Securities Act of 1933, as amended pursuant to Regulation D thereunder. In addition, each Fund is designed to rely on exemption from registration as an investment company under the Investment Company Act of 1940, as amended pursuant to Section 3(c)(7). Investors in the Funds are typically institutions, funds of funds, pension and profit-sharing plans, trusts, charitable organizations, endowments and foreign sovereign wealth funds.

Investors in the Funds are typically required to invest a minimum of \$1,000,000, but the Adviser may waive this minimum. Clients that open separately managed accounts are typically required to invest a minimum of \$50,000,000, but the Adviser may waive this minimum.

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

The Adviser seeks to maximize total return within the context of primarily investing through the short sale of securities. The Adviser seeks to achieve its investment objective primarily by short-

selling equity and equity-related securities that are publicly traded in U.S. markets and that it believes are overvalued.

## KI

KI invests in, holds, sells, trades and otherwise deals in securities consisting principally, but not solely, of equity and equity-related securities that are traded publicly in U.S. markets. In addition to selling securities short, the fund may invest in money market instruments and hold cash and cash equivalents. The fund may also, when deemed appropriate by the Adviser, make long investments in securities and invest, long or short, in preferred stocks, convertible securities, warrants, options, bonds and other fixed income securities, private securities, non-U.S. securities and derivatives. The fund may also engage in margin trading, hedging and other investment strategies.

KI seeks to achieve its investment objective primarily by short selling equity and equity-related securities that the Adviser believes are overvalued. The fund seeks to profit from opportunities arising from inefficiencies in the marketplace, which the Adviser believes can create mispricing of these securities. These inefficiencies can result from, among other factors, the relative lack of investors willing or able to perform the considerable analysis required to properly evaluate securities, as well as, in many cases, the limited nature of securities research available to investors.

The Adviser expects that KI will generally maintain a net short exposure in all market environments, although the specific amount of net short exposure will vary, based upon, among other factors, the Adviser's assessment of market risk and the availability of worthwhile opportunities.

## ACF

In the case of ACF, the ACF Master Fund invests in, holds, sells, trades and otherwise deals in securities consisting principally, but not solely, of equity and equity-related securities that are traded publicly in U.S. markets. In addition to selling securities short and buying exchange traded funds ("ETFs") long, the fund may invest in money market instruments or hold cash and cash equivalents. The fund may also, when deemed appropriate by the Adviser, make investments, long or short, in preferred stocks, convertible securities, warrants, options, bonds and other fixed income securities, private securities, non-U.S. securities and derivatives. The fund engages in hedging and may also engage in margin trading and other investment strategies.

ACF seeks to achieve its investment objective primarily by short selling equity and equity-related securities that the Adviser believes are overvalued, while offsetting market risk with ETF longs. The Adviser seeks to have each short position in the portfolio accompanied by an equal-dollar, sector-based ETF long. This sector- and beta-neutral overlay is designed to isolate and convert the security selection alpha into absolute returns uncorrelated to the overall market.

The Adviser expects that ACF will generally be net long on a dollar exposure basis, and neutral on a beta-adjusted basis, although the specific amount of net exposure, on both a dollar- and beta-adjusted basis will vary, based upon, among other factors, market volatility and the Adviser's assessment of market risk and the availability of worthwhile opportunities.

## Method of Analysis

For all Advisory Clients, the Adviser employs a research-intensive methodology that analyzes the value and viability of the identified companies, their managements and their promoters. These analyses may include, but are not limited to, reviewing a company's SEC filings and press releases, visiting the company, talking to its competitors, suppliers and ex-employees, reading industry and "Wall Street" research reports, and studying various other public records, including news coverage, court documents and Internet "message boards." The Adviser also uses, to a limited degree, "screening" tools of various computer-based databases to find candidates for shorting, based on various valuation and financial statement metrics.

The investment strategies summarized above represent the Adviser's current intentions, are general in nature and are not exhaustive. Except as may be specified in the Offering Documents, there are no limits on the types of securities in which the Adviser may take positions on behalf of its clients, the types of positions that it may take, the concentration of its investments or the amount of leverage that it may use. The Adviser may use any trading or investment techniques, whether or not contemplated by the expected investment strategies described above. In addition, there are limitations in describing any investment strategy due to its complexity, confidentiality and indefinite nature. Depending on conditions and trends in securities markets and the economy generally, the Adviser may pursue any objectives or use any techniques that it considers appropriate and in clients' interest.

**It is critical that investors refer to the relevant Offering Documents for a complete understanding of the Adviser's investment strategies and methods of analysis. The information contained in this Item 8 is a summary only and is qualified in its entirety by such documents.**

## Risk Factors

Investing in securities involves risk of loss that clients and investors should be prepared to bear. Below are some of the risks that should be considered before investing in any account that the Adviser manages. Any or all of such risks could materially and adversely affect investment performance, the value of any account or any security held in an account, and could cause clients and investors to lose substantial amounts of money. Below is only a brief summary of some of the risks that a client or an investor may encounter. Potential investors should review the Offering Documents and in their entirety, and consult with their professional advisers before deciding whether to invest. The risks described below also generally apply to separately managed accounts, to the extent applicable. A potential client should discuss with the Adviser's representatives any questions that such person may have before opening an account.

- Client accounts may not achieve their investment objectives. A strategy may not be successful and investors may lose some or all of their investment.
- The Adviser sells securities short, resulting in a theoretically unlimited risk of loss if the prices of the securities sold short increase.

- Management and stockholders of an issuer may sue short sellers to prevent short sales of the issuer's securities. The Adviser could be subject to such actions, even if they are baseless, and clients could incur substantial costs defending them.
- The Adviser's short sales may be concentrated in securities of companies with micro- to small-sized market capitalizations. Those securities may be less actively traded and more volatile than securities of larger companies.
- Investor sentiment on the market, an industry or an individual stock, fixed income or other security is not predictable and can adversely affect an account's investments.
- Issuers whose stocks are sold short by the Adviser may beat earnings expectations, resulting in an increase in the price of their securities, and losses on the short sales.
- The Adviser may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. The Adviser also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for a client when the client could make a profit or avoid losses.
- The Adviser may engage in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, resulting in losses on both the hedged security and the hedging instrument. The Adviser is not obligated to hedge a client's portfolio positions, and it frequently does not do so.
- An account may have higher portfolio turnover and transaction costs than a similar account managed by another investment adviser. These costs reduce investments and potential profit or increase loss.
- The Adviser may sell covered and uncovered options on securities. The sale of uncovered options could result in unlimited losses.
- Counterparties such as brokers, dealers, custodians and administrators with which the Adviser does business on behalf of clients may default on their obligations. For example, a client may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- The Adviser may cause clients to invest in securities of non-U.S., private and government issuers. The risks of these investments include political risks; economic conditions of the country in which the issuer is located; limitations on foreign investment in any such country; currency exchange risks; withholding taxes; limited information about the issuer; limited liquidity; and limited regulatory oversight.
- Changes in economic conditions can adversely affect investment performance. At times, economic conditions in the U.S. and elsewhere have deteriorated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to inflation and other negative consequences to clients.



- Some of an account's positions may be or become illiquid, in which case the Adviser may not be able to close out such positions.
- An account may invest in restricted securities that are subject to long holding periods or are not traded in public markets. These securities are difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded.
- An account's investments may not be diversified. Therefore, a loss in any one position, industry or sector in which a fund has invested may cause significant losses.
- The Adviser may assist administrators and other third parties in determining the value of securities held in client accounts, whether or not a public market exists for such instruments. If a valuation is inaccurate, the Adviser might receive more compensation than that to which it is entitled, a new investor in a fund might receive an interest that is worth less than the investor paid and an investor that is withdrawing assets might receive more than the amount to which the investor is entitled, to the detriment of other investors.
- There is not and will not be an active market for interests in the funds the Adviser manages. It may be impossible to transfer any such interests, even in an emergency.
- A fund may not be able to generate cash necessary to satisfy investor withdrawals and redemptions. Substantial withdrawals and redemptions in a short period could force the Adviser to liquidate investments too rapidly, and may so reduce the size of a fund that it cannot generate returns or reduce losses.
- A fund may limit or suspend withdrawals or redemptions of an investor's assets from the fund.
- A fund may establish a reserve for contingencies if the Adviser considers it appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- If the assets that the Adviser manages grow too large, it may adversely affect performance, because it is more difficult for the Adviser to find attractive investments as the amount of assets that it must invest increases.
- No client or investor in a fund has been represented by separate counsel. The attorneys who represent the Adviser or its manager do not represent clients or investors. Clients and investors must hire their own counsel for legal advice and representation.
- A fund may dissolve or expel any investor at any time, even if such actions adversely affect one or more investors.
- The Adviser, an administrator or any government agency may freeze assets that any of them believes a client holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist, and may transfer such assets to a government agency. None of the

Adviser, a fund or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.

- The funds do not intend to make distributions, but intend instead to reinvest substantially all income and gain. Therefore, an investor may have taxable income from such a fund without a cash distribution to pay the related taxes.
- Federal, state and international governments may increase regulation of investment advisers, private investment funds and derivative securities, which may increase the time and resources that the Adviser must devote to regulatory compliance, to the detriment of investment activities.
- The Adviser is not registered with the SEC as a broker-dealer. The equity interests in the funds are not registered under the Securities Act of 1933, and the funds are not registered investment companies under the Investment Company Act of 1940. The Adviser believes that none of these registrations is required because exemptions are available under applicable law. If a regulatory authority deems that any of these registrations is required, the Adviser and the affected fund could be subject to expensive legal action and potential termination. In addition, investors in the funds do not have certain regulatory protections that they would have if these registrations were in place.
- The Adviser's activities could cause adverse tax consequences to clients and investors, including liability for interest and penalties.
- The Adviser's activities may cause an account that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.
- The Adviser and its affiliates may spend time on activities that compete with a client account without accountability to clients or investors, including investing for other clients and their own accounts. If the Adviser receives better compensation and other benefits from managing other assets or client accounts, it has incentive to allocate more time to those other activities. These factors could influence the Adviser not to make investments on a client's behalf even if such investments would benefit the client.
- The Adviser may provide certain clients or investors more frequent or detailed reports, special compensation arrangements and withdrawal or redemption rights that it does not provide to other clients or investors.
- The Adviser and the funds generally rely on information technology systems and planned operations, which may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, and earthquakes.

The above is only a brief summary of some of the important risks that a client or an investor may encounter. Before deciding to invest in a fund that the Adviser manages, you should consider

carefully all of the risk factors and other information in the fund's offering circular or private offering memorandum.

**Item 9. Disciplinary Information**

Not applicable.

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

Neither the Adviser 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.

Each of the Adviser and its affiliate general partner (as applicable) have claimed an exemption with respect to each relevant Fund from certain of the CFTC's disclosure, reporting and record-keeping requirements applicable to registered commodity pool operators and registered commodity trading advisors pursuant to Rule 4.13(a)(3) under the Commodity Exchange Act.

The Adviser and its affiliate serve as the investment manager, general partner, and sub-adviser to the Advisory Clients (as applicable). The Adviser, its employees, affiliates or their related persons also invest directly in some of the Funds.

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

The Adviser maintains a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended that establishes standards of conduct for the Adviser's supervised persons. The Code of Ethics includes general requirements that the Adviser's supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to comply with the personal trading restrictions described below and periodically to report their personal securities transactions and holdings to the Adviser's Chief Compliance Officer, and requires the Chief Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the Chief Compliance Officer. Each supervised person of the Adviser receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received those materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during the preceding year. Clients, investors, and any prospective clients or investors may obtain a copy of the Adviser's Code of Ethics by contacting Jack Amidon, the Adviser's Chief Compliance Officer at the number listed on the cover page of this document.

The Adviser's Code of Ethics permits the Adviser and its officers, managers, members and employees to invest in securities for their own accounts. This creates a potential conflict of interest, if any of such persons can use knowledge about the Adviser's actual or proposed securities transactions for client accounts to profit personally by the market effect of such transactions. To address this conflict, such persons must obtain pre-approval before engaging in most securities transactions, and approval will not be granted for such persons to buy or sell such securities if they

are currently held (long or short) in client accounts or the Adviser is considering taking a position in them for client accounts. The Adviser and its officers, manager, members and employees, pursuant to the Adviser's Code of Ethics, are allowed to buy or sell specific securities for their own accounts, based on personal investment considerations aside from company or industry fundamentals, which the Adviser does not believe appropriate to buy or sell for clients.

Because the Adviser manages more than one account, there may be conflicts of interest over its time devoted to managing any one account and allocating investment opportunities among all accounts that it manages. For example, the Adviser selects investments for each client based solely on investment considerations for that client. Different clients have slightly differing investment strategies and expected levels of trading. The Adviser may buy or sell a security for one type of client but not for another, or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. The Adviser attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. The Adviser may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client so long as it is the Adviser's policy, to the extent practicable, to allocate investment opportunities to its clients fairly and equitably over time. The Adviser is not obligated, however, to acquire for any account a position in any security that the Adviser or its officers, manager, members or employees acquire for its or their own accounts or for any other accounts, if in the Adviser's absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

#### **Item 12. Brokerage Practices**

The Adviser has complete discretion in selecting the broker that it uses for client transactions and the commission rates that clients pay such brokers. In selecting a broker for any transaction or series of transactions, the Adviser may consider a number of factors, including, for example:

- net price, clearance, settlement and reputation;
- financial strength and stability;
- efficiency of execution and error resolution;
- block trading and block positioning capabilities;
- willingness to execute related or unrelated difficult transactions in the future;
- special execution capabilities;
- order of call;
- offering to the Adviser on-line access to computerized data regarding clients' accounts;
- computer trading systems; and
- the availability of stocks to borrow for short trades.

The Adviser may also purchase from a broker or allow a broker to pay for the following (each a "soft dollar" relationship):

- trade order management systems;
- research software;
- newswire charges;
- quotation services;

- periodical subscription fees; and
- third party research (including private investigators and independent consultants)

During its past fiscal year the Adviser received the foregoing types of products and services with client soft or commission dollars.

The Adviser may receive soft dollar credits based on principal, as well as agency, securities transactions with brokers or direct a broker that executes transactions to share some of its commissions with a broker that provides soft dollar benefits to the Adviser.

The Adviser may allocate the costs of certain goods used for both research and brokerage (on the one hand) and non-research and non-brokerage (on the other hand) between their research/brokerage uses and non-research/brokerage uses, and use soft dollars to pay only for the portion that the Adviser allocates to research/brokerage uses. The Adviser uses this approach to pay for its trade order management system.

Section 28(e) of the Securities Exchange Act of 1934 provides a “safe harbor” to investment advisers who use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decision-making responsibilities. Conduct outside of the safe harbor of section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. The Adviser uses commission dollars only to pay for products and services that it reasonably believes fall within the section 28(e) safe harbor.

All soft dollar products and services are required to be approved for submission by the Adviser’s Chief Compliance Officer. In addition, both the Chief Compliance Officer and Michael Wilkins, the Adviser’s manager and principal owner, review all soft dollar invoices.

The Adviser may pay brokerage commissions in excess of that which another broker might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker provides. The Adviser determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or the Adviser’s overall fiduciary duty to its clients. The research and other benefits resulting from the Adviser’s brokerage relationships benefit the Adviser’s operations as a whole and all accounts that it manages, including those client accounts that do not generate the soft dollars that pay for such research and other benefits. The Adviser does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits that the accounts generate.

The Adviser’s relationships with brokers that provide soft dollar services influence the Adviser’s judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not, and in allocating the costs of mixed-use products between their research/brokerage and non-research/brokerage uses. The Adviser has an incentive to select or recommend a broker based on the Adviser’s interest in receiving soft dollar services rather than clients’ interest in receiving the most favorable execution. These conflicts of interest are particularly influential to the extent that the Adviser uses soft dollars to pay expenses it would otherwise be required to pay itself.

The Adviser addresses these conflicts of interest by annually evaluating the trade execution services that the Adviser receives from the brokers that it uses to execute trades for clients. Such evaluation includes comparing those services to the services available from other brokers. The Adviser considers, among other things, alternative market makers and market centers, the quality of execution services, the value of continuing with various soft dollar services and adding or removing brokers, increasing or decreasing targets for each broker and the appropriate level of commission rates.

The Adviser typically aggregates securities sale and purchase orders for its clients. As a result, at times, depending on the time required to fill positions, the price may be less favorable to any single client than it would be if the Adviser were not executing the same transaction concurrently for multiple accounts. The Adviser may also cause a client to buy or sell securities directly from or to another client, if such a cross-transaction is in the interests of both clients.

The Adviser does not direct brokerage to brokers in return for referrals of prospective clients or investors.

If a client directs the Adviser to use a specific broker, the Adviser will not be able to negotiate the terms and conditions (including, among others, commission rates) relating to the services provided by such broker. The Adviser is not responsible for obtaining from any such broker the best prices or particular commission rates. A client that directs the Adviser to use a specific broker may not be able to participate in aggregate securities transactions and may trade after such aggregate transactions and receive less favorable pricing and execution. The client may pay higher commissions and mark-ups than it would pay if the Adviser had discretion to select broker-dealers other than those that the client chooses.

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

Michael Wilkins, the Adviser's portfolio manager, typically reviews all accounts weekly. Those reviews take into account such matters as asset allocation, cash management, the prospects of individual securities, changes in issuer earnings, industry outlook, market outlook and price levels. Each account receives a quarterly letter stating performance for the quarter and the status of the firm.

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

The Adviser does not currently, but may in the future engage solicitors to whom it pays cash or a portion of the advisory fees paid by clients or investors referred to it by those solicitors. In such cases, this practice would be disclosed in writing to the client or investor and the Adviser would comply with the other requirements of Rule 206(4)-1 (Marketing Rule) under the Investment Advisers Act of 1940, to the extent required by applicable law.

#### **Item 15. Custody**

The Adviser is deemed to have custody of funds and securities held by each of the Funds that the Adviser directly advises (as well as any Separate Account clients for which the Adviser serves as general partner). However, all client assets are maintained with qualified custodians. The custodian of each of the Funds provides through the fund administrator, account statements

monthly to the client and the investors in the Funds. Each client and investor should carefully review those statements. In addition, each Fund that currently has custody of client assets is audited annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and each applicable Fund distributes its audited financial statements to all investors within 120 days of the end of its fiscal year.

#### **Item 16. Investment Discretion**

The Adviser has discretionary authority to manage investment accounts on behalf of clients pursuant to a grant of authority in each Advisory Client's limited partnership agreement, investment management agreement, managed account agreement, or similar agreement. To the extent the Adviser manages separately managed accounts, investment discretion may be limited by the requirement that clients advise the Adviser of:

- the investment objectives of the account;
- any changes or modifications to those objectives; and
- any specific investment restrictions relating to the account.

A separately managed account client must promptly notify the Adviser in writing if the client considers any investments recommended or made for the account to violate such objectives or restrictions. A separately managed account client may at any time direct the Adviser to sell any securities or take such other lawful actions as the client may specify to cause the account to comply with the client's investment objectives. In addition, a separately managed account client may notify the Adviser at any time not to invest any funds in the client's account in specific securities or specific categories of securities.

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

The Adviser decides whether to vote proxies on behalf of each account over which the Adviser has proxy voting authority after considering whether the proposal will have a material effect on the account's investment strategy. This analysis frequently leads the Adviser to not vote proxies. In determining whether a proposal serves an account's best interests, the Adviser considers a number of factors, including:

- the proposal's economic effect on shareholder value;
- the threat that the proposal poses to existing rights of shareholders;
- the dilution of existing shares that would result from the proposal;
- the effect of the proposal on management or director accountability to shareholders; and
- if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

The Adviser abstains from voting proxies when the Adviser believes that it is appropriate to do so.

If a material conflict of interest over proxy voting arises between the Adviser and a client, the Adviser will vote all proxies in accordance with the policy described above. If the Adviser determines that this policy does not adequately address the conflict of interest, the Adviser will

notify the client of the conflict and request that the client consent to the Adviser's intended response to the proxy solicitation. If the client consents to the Adviser's intended response or fails to respond to the notice within a reasonable time specified in the notice, the Adviser will vote the proxy as described in the notice. If the client objects in writing to the Adviser's intended response, the Adviser will vote the proxy as the client directs.

A client can obtain a copy of the Adviser's proxy voting policy and a record of votes cast by the Adviser on behalf of that client by contacting the Adviser.

**Item 18. Financial Information**

Not applicable.

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

Not applicable.

**Privacy Policy**

The Adviser and the investment limited partnerships for which it serves as general partner:

- collect non-public personal information about their clients and investors from the following sources:
  - information received from clients or investors on applications or other forms, and
  - information about clients' or investors' transactions with the Adviser, its affiliates or others;
- do not disclose any non-public personal information about their clients or investors or former clients or investors to anyone, except as permitted by law;
- restrict access to non-public personal information about their clients and investors to their employees who need to know that information to provide services to clients; and
- maintain physical, electronic and procedural safeguards that comply with federal standards to guard clients' and investors' personal information.