

**Form ADV, Part 2A**

**Firm Brochure**

**Wishbone Management, LP**

**March 31, 2023**

This brochure provides information about the qualifications and business practices of Wishbone Management, LP (“Adviser”). If you have any questions about the contents of this brochure, please contact us at (312) 265-5560. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

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

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**Item 2.       Material Changes**

Since the Adviser's last annual update of the brochure, which was filed on March 30, 2022, the Adviser has made routine updates and clarifying changes to the brochure.

**Item 3. Table of Contents**

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

Wishbone Management, LP (the “Adviser”) is an SEC registered investment adviser with its principal place of business in Chicago, Illinois. The Adviser began conducting business in 2007 and has been registered with the SEC since May 2016. Mr. John Harris is the managing member of Wishbone Management GP, LLC, the general partner of the Adviser.

The Adviser provides investment advisory services on a discretionary basis to private funds intended for sophisticated individual investors and institutional investors.

The Adviser provides investment advice in a manner that is consistent with each private fund’s overall investment objective and strategy. The Adviser seeks to meet these objectives and strategies by investing in equity and debt securities of issuers identified by the Adviser through its fundamental, bottom-up analysis of issuers, and any other types of securities including, without limitation, derivative instruments.

The Adviser manages client assets that as of December 31, 2022 had an aggregate value of approximately \$1,009,960,511, all of which are managed on a discretionary basis.

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

The Adviser typically does not charge an advisory fee. The Adviser (or an affiliate of the Adviser) does receive performance-based compensation as further described in Item 6.

The fees charged by the Adviser or its affiliates to private funds which it advises, including any investment advisory fees and performance-based fees, are described in the legal documentation for such private funds.

Clients are subject to other expenses such as brokerage commissions and costs associated with foreign exchange transactions, among others. Client assets may be invested in money market mutual funds or other registered or unregistered investment companies, private funds or other investment entities. In these cases, the client bears its pro rata share of the investment management fee and other fees of the fund in which the assets are invested. The management and other fees of the fund in which assets are invested are described in the fund’s legal documentation. Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser’s brokerage practices.

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

The Adviser and certain of its supervised persons provide investment management services to private funds. The Adviser (or an affiliate of the Adviser) receives performance-based compensation from private funds for which it provides advisory services. Because the Adviser and its supervised persons provide investment advice to multiple clients, potential conflicts exist for one client account to be favored over another client account. The Adviser and its investment personnel have, for example, a greater incentive to favor client accounts from which they (or an affiliate) receive (or potentially receive) higher compensation.

The Adviser has adopted and implemented policies and procedures that are intended to address conflicts of interest relating to managing multiple accounts and the allocation of investment opportunities. The Adviser reviews investment decisions for the purpose of seeking to ensure that all accounts with substantially similar investment objectives are treated equitably over time. The Adviser’s procedures relating to the allocation of investment opportunities require that similarly-managed accounts participate

in investment opportunities pro rata based on asset size (based on the value of the assets of each participating account relative to the value of the assets of all participating accounts), however the Adviser may allocate investment opportunities on a non-pro rata basis due to a consideration of the factors described in Item 16. The Adviser's procedures also require that, to the extent orders are aggregated, the orders are price averaged. These areas are monitored by the Adviser's compliance personnel.

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

The Adviser's clients consist of private funds. Any initial and additional subscription minimums are disclosed in the legal documents for such private fund clients.

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

The Adviser typically manages accounts in accordance with each client's overall investment objective and strategy. The Adviser uses fundamental analysis in formulating investment advice and managing client assets. Fundamental analysis of issuers involves analyzing an issuer's financial statements, management and competitive advantages, and competitors and markets. The Adviser typically employs bottom-up fundamental analysis.

The Adviser employs a variety of investment strategies or techniques, including the following investment strategies, in providing advisory services to clients:

- *Buy and Hold.* The Adviser typically engages in a buy and hold investment strategy wherein the Adviser acquires securities for its clients and holds them for relatively longer periods of time, regardless of short-term factors such as fluctuations in the market or volatility of the stock price.
- *Focused Portfolio/Non-diversification.* The Adviser focuses its investments on a limited number of issuers and does not seek to diversify investments among types of securities, countries or industry sectors.
- *Margin transactions.* The Adviser may acquire securities for a client's portfolio with money borrowed against the value of the assets in the client's custodial account. Margin transactions permit a client, for example, to acquire more securities than the client otherwise could if using available cash only.
- *Hedging.* The Adviser utilizes a variety of financial instruments such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts for speculation and/or risk management purposes.
- *Short Selling.* The Adviser may engage in short selling strategies. In a short sale transaction, a security is sold for a client that the client does not own in anticipation that the market price of that security will decline. Short sales are used as a form of hedging to offset potential declines in long positions in similar securities, in order to maintain flexibility, and for speculation.
- *Derivatives.* The Adviser may purchase or sell derivative instruments, including options, warrants, forwards, futures and swaps. Derivatives are used as a form of hedging, in order to maintain flexibility, and for speculation.

These methods, strategies, and investments involve risk of loss to clients, and clients must be prepared

to bear the loss of their entire investment. The material risks relating to the Adviser's investment strategies include the following:

- *Market and Manager Risks.* Securities in which the Adviser invests on behalf of its clients will fluctuate as the markets for those securities fluctuate. The prices of these securities will decline, perhaps severely, over short-term or long-term periods. The market values of securities may fall, sometimes rapidly or unpredictably, or fail to rise for various reasons including changes or potential or perceived changes in U.S. or foreign economies, financial markets, interest rates, the liquidity of investments and other factors including terrorism, war, natural disasters and public health events and crises, including disease outbreaks and epidemics. The resulting short-term and long-term effects and consequences of such events and factors on global and local economies and specific countries, regions, businesses, industries and companies cannot necessarily be foreseen or predicted. Performance of individual securities can vary widely. In addition, the investment decisions of the Adviser may cause the strategy or a client to underperform other strategies, clients, investments or benchmark indices. The Adviser may be incorrect in assessing a particular industry or a company, including the anticipated earnings growth of the company. The Adviser may not buy chosen securities at the lowest possible prices or sell securities at the highest possible prices.
- *Buy and Hold.* Buy and hold investment strategies bring specific risks to a securities portfolio. Under a buy and hold investment strategy, the Adviser may not take advantage of short-term gains in a security that could be profitable to a client. Moreover, if the Adviser's predictions are incorrect, a security may decline sharply in value before the security is sold.
- *Focused Portfolio/Lack of Diversification.* Client accounts will not be diversified among a wide range of types of securities, countries or industry sectors. Accordingly, client portfolios may be subject to more rapid change in value than might be the case if the Adviser were to maintain a wider diversification among types of securities and other instruments, countries or industry sectors.
- *Margin.* The performance of clients utilizing margin may be more volatile. Margin trading increases exposure to market risk. In addition, the downside of trading on margin is not limited to the value of collateral in the margin account. When the value of securities acquired on margin falls below maintenance margin requirements or other applicable requirements, the lender may make a margin call or sell securities from the account. If the sale does not cover the deficiency, the investor will be responsible for the shortfall.
- *Short Selling.* Short selling transactions expose a client's portfolio to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by a client in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the client might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.
- *Derivatives.* Derivative transactions for client accounts may expose an account's portfolio to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. The performance of client accounts utilizing derivative transactions may be more volatile.

- *Hedging.* There can be no assurance that a particular hedge is appropriate, or that certain risk is measured properly. Further, while the Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Adviser's clients than if the Adviser did not engage in any such hedging transactions.

The Adviser invests in equity securities of U.S. and non-U.S. issuers on behalf of its clients. The Adviser also invests in fixed-income and debt securities on behalf of its clients. The Adviser may also invest in other securities and instruments, including derivatives, on behalf of its clients. The following risks are those most commonly associated with the types of securities and instruments in which the Adviser primarily invests for its clients.

- *Equity Securities.* The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks, natural disasters and public health events and crises, including disease outbreaks and epidemics, have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.
- *Fixed-Income and Debt Securities.* Investment in fixed-income and debt securities, such as asset-backed securities, residential mortgage backed securities, commercial mortgage backed securities, investment grade corporate bonds, non-investment grade corporate bonds, loans, sovereign bonds and U.S. government debt securities and financial instruments that reference the price or interest rate associated with these fixed-income securities, subject a client's portfolios to the risk that the value of these securities overall will decline because of rising interest rates. Similarly, portfolios that hold such securities are subject to the risk that the portfolio's income will decline because of falling interest rates. Investments in these types of securities will also be subject to the credit risk created when a debt issuer fails to pay interest and principal in a timely manner or that negative perceptions of the issuer's ability to make such payments will cause the price of the debt to decline. The Adviser may also invest in debt securities on behalf of its clients which are not protected by financial covenants or limitations on additional indebtedness. Most fixed-income instruments trade in over-the-counter transactions and lack the benefit of transparent exchange pricing. Bid and asks for these instruments are generally wider than equity securities, and trading is less frequent. These factors may cause distortions and/or volatility in the prices of fixed income-related instruments. Lastly, investments in lower-rated debt securities may fluctuate more in price, and be less liquid, than higher-rated securities because issuers of such lower-rated debt securities are not as strong financially and are more likely to encounter financial difficulties and be more vulnerable to adverse changes in the economy.
- *Interest Rate Risks.* Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. The risk is greater for long-term securities than for short-term securities. Very low or negative interest rates would likely magnify the risks associated with changes in interest rates.

During periods of very low or negative rates, the performance of fixed-income securities would likely be adversely affected.

- *Non-U.S. Securities.* Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies, withholding or other taxes, trading, settlement, custodial, and other operational risks, and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, potentially more volatile and less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.
- *Emerging Markets.* There are greater risks associated with investments in securities of issuers located in less developed countries than investments in securities of issuers located in the U.S. and other developed markets. Political risk for many developing countries is a significant factor. During certain social and political circumstances, governments may be involved in policies of expropriation, confiscatory taxation, nationalization, intervention in the securities market and trade settlement, and imposition of foreign investment restrictions and exchange controls. In comparison to more developed markets, trading volumes in emerging markets may be lower, which can result in a lack of liquidity and greater price volatility.
- *Derivatives.* Derivative instruments, including options, warrants, forwards, futures and swaps, in which clients invest are subject to the risk of nonperformance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments may require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative instruments can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by a client or the Adviser. Further, transactions in derivative instruments may not be undertaken on recognized exchanges, which could expose the client's account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.
- *Illiquid Instruments.* Certain instruments may have no readily available market or third-party pricing. Reduced liquidity may have an adverse impact on market price and the ability to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for the Adviser to obtain market quotations based on actual trades for the purpose of valuing a client's portfolio. In some cases, the relevant portfolio may be contractually prohibited from disposing of these securities for a specified period of time.

Investors in the private funds should carefully review the appropriate legal documentation for the private funds for a detailed description of the associated risks, and for a detailed description of fees, strategies, affiliations, trading, brokerage practices, custody, investment discretion, voting and all other matters.



*Cybersecurity Risk.* The information and technology systems of the Adviser and of key service providers to the Adviser and its clients, including banks, broker-dealers, custodians and their affiliates, may be vulnerable to potential 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. For instance, cyber-attacks may interfere with the processing or execution of the Adviser's transactions, cause the release of confidential information, including private information about clients, subject the Adviser or its affiliates to regulatory fines or financial losses, or cause reputational damage. Additionally, cyber-attacks or security breaches (e.g., hacking or the unlawful withdrawal or transfer of funds), affecting any of the Adviser's key service providers, may cause significant harm to the Adviser, including the loss of capital. Similar types of cybersecurity risks are also present for issuers of securities in which the Adviser may invest. These risks could result in material adverse consequences for such issuers, and may cause the Adviser's investments in such issuers to lose value. Although the Adviser has implemented various measures designed to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, it may be necessary for the Adviser to make a significant investment to fix or replace them and to seek to remedy the effect of these issues. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the operations of the Adviser or its client accounts and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information, which may result in identity theft.

*Systems and Operational Risk.* The Adviser relies on certain financial, accounting, data processing and other operational systems and services that are employed by the Adviser and/or by third-party service providers, including prime brokers, administrators, counterparties and others. Many of these systems and services require manual input and are susceptible to error. These programs or systems may be subject to certain defects, failures or interruptions. For example, the Adviser and its clients could be exposed to errors made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or related to other similar disruptions in the clients' operations. In addition, despite certain measures established by the Adviser and third-party service providers to safeguard information in these systems, the Adviser, clients and their third-party service providers are subject to risks associated with a breach in cybersecurity which may result in damage and disruption to hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. Any such errors and/or disruptions may lead to financial losses, the disruption of the client trading activities, liability under applicable law, regulatory intervention or reputational damage.

*Effects of Health Crises and Other Catastrophic Events.* Health crises, such as pandemic and epidemic diseases, as well as other catastrophes that interrupt the expected course of events, such as natural disasters, war or civil disturbance, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, have and may in the future have an adverse effect on clients' investments and the Adviser's operations. For example, any preventative or protective actions that governments may take in respect of such diseases or events may result in periods of business disruption, inability to obtain raw materials, supplies and component parts, and reduced or disrupted operations for client portfolio companies. In addition, under such circumstances the operations, including functions such as trading and valuation, of the Adviser and other service providers could be reduced, delayed, suspended or otherwise disrupted. Further, the occurrence and pendency of such diseases or events could adversely affect the economies and financial markets either in specific countries or worldwide.

**Item 9. Disciplinary Information**

This Item is not applicable.

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

The Adviser has entered into contractual relationships with Ruane, Cunniff & Goldfarb L.P. (“RCG”) (an investment adviser registered with the SEC) and Ruane, Cunniff & Goldfarb Inc. (the parent company of RCG) (“Parent”), pursuant to which the Adviser receives support services from, and shares certain personnel with, RCG and the Parent. The support services include, but are not limited to, the use of certain facilities and office space of RCG, and certain general and administrative services. The Adviser provides consideration to RCG for these services as agreed upon by the parties. In addition, the compliance programs of the Adviser, RCG, Conifer Management, LLC (an investment adviser registered with the SEC) and Hyperion Capital Advisors LP (an investment adviser registered with the SEC) (together with RCG and Conifer Management, LLC, each a “Related Adviser” and together the “Related Advisers”), are administered by the same compliance personnel.

Mr. Harris is the Managing Member of the Adviser, a Managing Director of RCG, the Managing Partner of RCG-GP LLC (the general partner of RCG), a shareholder of the Parent, a member of RCG-GP LLC, a research analyst of RCG and a member of the Investment Committee of RCG. Mr. Harris is also a member of the Management Committee of Hyperion Capital Advisors GP LLC (the general partner of Hyperion Capital Advisors LP), has ownership interests in Hyperion Capital Advisors LP and Hyperion Capital Advisors GP LLC and is a member of an Investment Committee of Hyperion Capital Advisors LP. Mr. Harris is also the Managing Partner of Hyperion Capital Advisors LP and the Managing Member of Hyperion Advisors GP LLC, which serves as the general partner of one or more pooled investment vehicles or private funds for which Hyperion Capital Advisors LP serves as investment adviser.

The Adviser’s arrangements with the Related Advisers give rise to potential conflicts of interest. For example, a supervised person of the Adviser who is shared with a Related Adviser may have an incentive to favor clients of the Related Adviser over clients of the Adviser. The Adviser has adopted and implemented policies and procedures that are intended to address such conflicts of interest. Personnel of the Adviser who are shared with a Related Adviser are subject to the compliance programs of the Adviser and the Related Advisers, including the Codes of Ethics, and are considered “associated persons,” as such term is defined under the Advisers Act, of the Adviser and such Related Adviser.

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

The Adviser has adopted a Code of Ethics (the “Code”) that obligates it and its supervised persons to maintain high ethical standards, to put the interests of the Adviser’s clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. Under the Code, supervised persons are required to comply with applicable federal securities laws, to preclear personal securities transactions, including transactions with the clients and/or in the accounts of the Related Advisers, and to disclose their securities transactions on a quarterly basis and holdings initially and on an annual basis. Clients or prospective clients may obtain a copy of the Code by contacting Yau Dun Lee, Chief Compliance Officer of the Adviser, by mail at 9 West 57<sup>th</sup> Street, Suite 5000, New York, NY 10019-2701 or by telephone at (212) 832-5280.

The Adviser and Related Advisers and their supervised persons invest in securities that the Adviser recommends to clients. This practice presents a conflict because the Adviser and Related Advisers and their supervised persons are in a position to trade in a manner that could adversely affect clients. The Adviser requires its supervised persons to preclear personal transactions in covered securities (and in cases of the acquisition of the beneficial ownership of any security through an initial public offering (“IPO”) or Limited Offering) with a designated supervisory person. A preclearance request may be denied if the requested transaction may have any adverse impact on clients. To the extent the Adviser or its related person owns securities that the Adviser or the related person also recommends to clients, such clients’ proxies will be voted according to predetermined guidelines rather than subject to the Adviser’s (or its related person’s) discretion. Please refer to Item 17 for further information regarding the Adviser’s proxy voting policy and procedures.

Although orders for the Adviser’s clients are not aggregated with orders for the Related Advisers’ clients or with personal trades of the Adviser’s supervised persons, the Adviser may from time to time buy or sell securities for client accounts at or about the same time that a Related Adviser buys or sells the same securities for its clients. In these situations, orders are processed when received. While this practice may adversely affect the price at which a later order is executed, the Adviser seeks to minimize the conflicts stemming from these situations and to ensure that its clients are treated fairly.

The Adviser and the Related Advisers, in the course of their investment advisory and other activities (e.g., board or creditor committee service or service as officers or directors of publicly traded companies by some of the Adviser’s or Related Advisers’ supervised persons), may come into possession of confidential or material nonpublic information about public issuers, including issuers in which the Adviser, the Related Advisers or their supervised persons have invested or seek to invest on behalf of clients. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. As part of its Code of Ethics, the Adviser maintains and enforces an Insider Trading Policy with written policies and procedures that prohibit the misuse of such information, or the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information (including as a result of its arrangements with the Related Advisers) that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to the client or using such information for the client’s benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client’s benefit, as a result of following the Adviser’s policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

## **Item 12. Brokerage Practices**

The Adviser requires that it be provided with written authority to determine the broker-dealer to use for client transactions and the commission costs that will be charged to clients for these transactions.

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer’s compensation. Such factors include net price, reputation, financial strength and stability and efficiency of execution. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer’s compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser’s practice to negotiate

“execution only” commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Adviser’s Best Execution and Soft Dollar Committee meets periodically to evaluate the broker-dealers used by the Adviser to execute client trades using the foregoing factors.

The Adviser receives research and research-related services other than execution from broker-dealers and third parties in connection with client securities transactions. This is known as a “soft dollar” relationship. The Adviser limits its use of “soft dollars” to obtain research and research-related services to services that constitute research within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended (“Section 28(e)”). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; access to expert networks; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants’ advice on portfolio strategy; and data services (including services providing market data, company financial data and economic data).

During the Adviser’s last fiscal year, as a result of client brokerage commissions, the Adviser and/or its related persons acquired data services (including services providing real time exchange data, market data, company financial data and economic data), proprietary and third-party research reports (including market research), access to expert networks, attendance at seminars and conferences, discussions with research analysts and meetings with corporate executives.

The Adviser has entered into client commission arrangements pursuant to which the Adviser may execute transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions or commission credits to another firm that provides research and research-related services to the Adviser. Research and research-related services obtained by the Adviser using client commissions are used by the Adviser in its other investment activities, including for the benefit of other client accounts. The Adviser does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

When the Adviser uses client commissions to obtain Section 28(e) eligible research and research-related services, the Adviser’s Best Execution and Soft Dollar Committee periodically reviews and evaluates its soft dollar practices to determine in good faith whether, with respect to any research or research-related services received, the commissions used to obtain those services were reasonable in relation to the value of the research or research-related services. This determination will be viewed in terms of either the specific transaction or the Adviser’s overall responsibilities to the accounts or portfolios over which the Adviser exercises investment discretion.

The use of client commissions to obtain research and research-related services raises conflicts of interest. For example, the Adviser will not have to pay for the research and services itself. This creates an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those research products and services.

The Adviser seeks to aggregate client trades where possible and when advantageous to clients. The average price is obtained and applied to those accounts participating in an aggregated trade, but commissions for each participating account are charged separately. The Adviser has various procedures regarding the aggregation of trades, including, among others, seeking best execution, not favoring any client(s) over any others and preparing allocation tickets for each trade.

The Adviser may effect cross transactions between discretionary client accounts. A cross transaction is a transaction between two discretionary advisory clients for which the Adviser acts as an investment adviser for each client on both sides of the transaction and for which the Adviser receives no compensation in connection with the transactions. The Adviser has potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions, including with respect to a decision to enter into such transactions and with respect to valuation, pricing and other terms. Because the Adviser represents the interests of both the seller and the buyer in a cross transaction, clients for which the Adviser executes cross transactions bear the risk that other clients in the cross transaction will be treated more favorably. Clients also bear the risk that the price of a security bought or sold through a cross transaction may be less favorable than it might have been had the transaction been executed in the open market, and the risk that they receive a security that is difficult to dispose of in a market transaction.

As a matter of policy, the Adviser does not engage in principal transactions with its advisory clients.

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

Mr. Harris continually reviews the client portfolios for which the Adviser provides investment advisory services. A client's investors receive reports from the client pursuant to the terms of each fund's offering memoranda or as otherwise described in the offering document of the client.

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

The Adviser receives certain research or other products or services from broker-dealers through "soft-dollar" arrangements. These "soft-dollar" arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser's interest in receiving research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its clients. Please see Item 12 for further information on the Adviser's use of soft-dollars, including the Adviser's procedures for addressing conflicts of interest that arise from such practices.

### **Item 15. Custody**

This Item is not applicable.

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

The Adviser provides investment advisory services on a discretionary basis to pooled investment vehicles and private funds. The Adviser makes recommendations based on the investment objective and strategy of the relevant fund as to specific securities or other investments the fund may purchase or sell and is involved in effecting such purchase or sale. Prior to assuming discretion in managing a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion. Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines), (ii) the amount of securities to be purchased or sold for the client account, (iii) the broker-dealer to be used for the purchase or sale of securities for a client's account, and (iv) the commission rates to be paid to a broker-dealer for a client's securities transactions.

There may be differences among clients in invested positions and securities held. The Adviser's portfolio manager submits an allocation statement describing the allocation of securities to (or from) client accounts for each trade or order submitted. The portfolio manager may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. Although it is the Adviser's policy to generally allocate investment opportunities to eligible client accounts on a pro rata basis (based on the value of the assets of each participating account relative to the value of the assets of all participating accounts), the above-listed factors and other factors, which are relevant at the time of an allocation, may lead the portfolio manager to allocate securities to client accounts in varying amounts or to determine that a client account should not receive an allocation of securities. Even client accounts that are typically managed on a pari passu basis may from time to time receive differing allocations of securities.

Allocations of securities received in initial public offerings, secondary offerings or limited offerings will be made among eligible client accounts as described in the paragraph above and in accordance with the Adviser's policies and procedures.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors occur, the Adviser seeks to ensure that its clients' best interests are served.

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

The Adviser has adopted Proxy Voting Policies and Procedures ("Procedures") that are designed to address how the Adviser votes proxies. The Procedures require that the Adviser identify and address conflicts of interest between the Adviser and its clients in connection with voting proxies. If a material conflict of interest exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the Procedures is in the best interests of the client or whether to take some other appropriate action.

The Adviser generally votes in favor of routine corporate housekeeping proposals, including the election of directors (where no corporate governance issues are implicated). The Adviser generally votes against poison pills and proposals for compensation plans deemed to be excessive. For all other proposals, the Adviser will determine whether a proposal is in the best interests of its clients and may take into account, among others, the following factors: (i) whether the proposal was recommended by management and the Adviser's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

Clients may obtain a copy of the Adviser's Procedures and information about how the Adviser voted a client's proxies by contacting Yau Dun Lee by mail at 9 West 57<sup>th</sup> Street, Suite 5000, New York, NY 10019-2701 or by telephone at (212) 832-5280.

#### **Item 18. Financial Information**

This Item is not applicable.