

HELIX PARTNERS MANAGEMENT LP

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This brochure (the “**Brochure**”) provides information about the qualifications and business practices of Helix Partners Management LP, a Delaware limited partnership (hereinafter “**Helix**” or the “**Investment Adviser**”). If you have any questions about the contents of this Brochure, please contact Helix’s CCO Samuel Jed Rubin at (212) 708-4520. 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.

Helix Partners Management LP has applied as an *Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days* with the SEC. Registration as an investment adviser does not imply that Helix Partners Management LP or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Additional information about Helix is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure is Helix's initial Form ADV Part 2A which has been submitted with its application for registration with the SEC; therefore, there are no material changes to report.

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Item 4 – Advisory Business

Helix Partners Management LP is organized as a Delaware limited partnership with a principal place of business New York, New York. Helix is principally owned by Jonathan Heller (the “**Principal**”).

Following registration with the SEC, Helix intends to manage the following private, pooled investment vehicle:

- Helix Strategic Fund LP, a Cayman Islands exempted limited partnership (the “**Helix Strategic Fund**”)

In the future, Helix may provide such services to other U.S. and non-U.S. pooled investment vehicles and clients (collectively with the Helix Strategic Fund, LP, “**Client Accounts**”).

Helix will serve as the investment adviser, with discretionary trading authority, to private, pooled investment vehicles, the securities of which are offered through a private placement memorandum to accredited investors, as defined under the Securities Act of 1933, as amended, and qualified purchasers, as defined under the Investment Company Act of 1940, as amended. Helix will not tailor its advisory services to the individual needs of any particular investor.

Helix’s investment decisions and advice with respect to the Client Accounts are subject to the respective Fund’s investment objectives and guidelines, as set forth in its respective offering documents (the “**Offering Documents**”).

Helix does not currently participate in any Wrap Fee Programs.

Currently, Helix 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 Helix Strategic Fund will have a single external investor, and Helix expects to offer interests in the Client Accounts to other qualified investors in the future. See Item 10—Other Financial Industry Activities and Affiliations, for additional information regarding the Helix Strategic Fund investor.

Item 5 – Fees and Compensation

Management Fee; Performance Based Compensation

Management Fee

Helix will not be paid an investment management fee (“**Management Fee**”) by the sole external investor in the Helix Strategic Fund but will receive reimbursement of certain expenses as outlined in the governing documents of the Helix Strategic Fund.

The Investment Adviser, in its sole discretion, may waive or modify the Management Fee for Investors, including, without limitation, those Investors that are members, principals, employees or affiliates of the Investment Adviser, and relatives of such persons

Performance Based Compensation and Other Types of Fees or Expenses

Detailed information regarding the fees and expenses charged to each Client Account will be set forth in such Client Account's offering and/or governing documents. The amount, structure and type of fees paid by a Client Account may vary and may be negotiated. Client Accounts may pay fees that are different from, more, or less than the fees (or types of fees) set forth in this Brochure, or more or less than similar Client Accounts or Client Accounts invested in similar strategies. Helix has discretion to waive or reduce management fees and performance-based compensation in certain situations for certain investors, as disclosed in the offering and governing documents of each Client Account.

Helix and its affiliates generally receive from the Helix Strategic Fund (a) annual performance-based compensation of 20% of the excess by which the net capital appreciation of the Helix Strategic Fund exceeds the net capital depreciation and (b) reimbursement of certain expenses as outlined in the governing documents of the Helix Strategic Fund.

Item 6 – Performance-Based Fees and Side-By-Side Management

Performance-Based Fees

As described in Item 5—Fees and Compensation, the Helix Strategic Fund will generally be subject to annual performance-based compensation of 20% of the excess by which the net capital appreciation of the Helix Strategic Fund exceeds the net capital depreciation.

The receipt of performance-based compensation by Helix and its affiliates will incentivize Helix to make investments that are riskier or more speculative than Helix would make if Helix or its affiliates did not receive performance-based compensation.

The Investment Adviser, in its sole discretion, may waive or modify the Performance-Based Fee for Investors, including, without limitation, those Investors that are members, principals, employees or affiliates of the Investment Adviser, and relatives of such persons

Item 7 – Types of Clients

Helix offers advisory services to the Helix Strategic Fund, which currently has a single investor. See Item 10—Other Financial Industry Activities and Affiliations, for additional information regarding the Helix Strategic Fund investor. In the future, Helix may provide advisory or other services to other Client Accounts.

The Client Account offering documents will describe any criteria that potential investors must meet in order to invest, including minimum investment amounts and net worth, net assets or other sophisticated investor qualifications.

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

The following is a summary of (i) the methods of analysis and investment strategies Helix uses in formulating advice or managing assets and (ii) the material risks associated with the investment strategies and types of investments that Helix primarily recommends to its clients. Helix does not recommend any particular type of product or security; rather, Helix recommends securities and other instruments based on the investment objectives and strategies of the Client Account.

Investment Strategies

Helix is a fundamental, value-oriented alternative investment manager, which seeks investment opportunities on behalf of Client Accounts across the capital structure spectrum. While Helix pursues investments in a range of industries and jurisdictions, its primary areas of focus typically involve complex and special situations, where businesses or assets are disrupted or are undergoing some type of transition or change.

With its knowledge in accounting, corporate finance, bankruptcy and restructuring, structured finance, municipals and capital markets, Helix looks across markets such as corporate bonds, leveraged loans, distressed securities, structured credit, derivative instruments, and preferred and common equities. Helix identifies investment strategies and then executes when market prices diverge from their intrinsic values, and when there are catalysts and rationales present for market prices to converge toward intrinsic values.

Helix employs a rigorous fundamental research process, including financial, operational and legal due diligence, which is updated and refined through the life of each investment. Helix may actively trade around its core and non-core positions, which informs and augments the ability to scale or reduce position sizing.

Corporate bankruptcy and distressed debt frequently involve contentious disagreements among creditors (or between creditors of the same class) over how the assets of a given corporate estate are to be distributed. These disagreements, which may involve some type of litigation or mediation between different groups of stakeholders, can be lengthy and exhibit unpredictable timelines and outcomes. From time to time, Helix may decide to take an active role in a litigation, or join an ad hoc committee, in order to attempt to shape the process towards a justified and favorable outcome for Client Accounts.

Helix may use financial leverage to complement its core strategies, as well as implement various hedging programs both at the position and portfolio levels, in order to manage risk.

Investment Strategy Risks

The investment strategies employed by Helix subject Client Accounts to various risks that an investor should be prepared to bear, including the risk of loss of some or all of its investment. Investing in any Client Account involves the risk that the Client Account may not achieve its investment objective. A Client Account's performance may vary based on credit performance, market fluctuations caused by such factors as economic and political developments, changes in interest rates, and perceived trends in asset prices.

The following is a description of certain important risks associated with the investment strategies that Helix employs. Additional information on the risks associated with any Client Account's investment strategy will be available in the offering materials of such respective Client Account.

Bank Loans and Participations:

Helix invests in bank loans and participations. There may be limited publicly available information regarding bank loans, and bank loans may be difficult to value. Prices of bank loans may be volatile and generally fluctuate due to a variety of factors including, but not limited to, changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, domestic and international economic or political events, developments or trends in any particular industry and the financial condition of the obligors of the loans. The secondary market for bank loans may be subject to irregular trading activity, wide bid/ask spreads, and extended trade settlement periods, which may cause the Investment Adviser to be unable to realize the full value of its investment in a bank loan. During periods of economic downturn, a sustained period of rising interest rates, or a period of fluctuating exchange

rates (in respect of those obligors located in non-U.S. countries), or due to other factors, a borrower may experience declining creditworthiness, become unable to repay principal and interest, or become insolvent. A defaulted obligation may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal, and a substantial change in the terms, conditions and covenants with respect to such defaulted obligation. Such negotiations or restructurings may be quite extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such defaulted obligation. An investment in a bank loan participation limits the ability of the Investment Adviser to directly enforce its rights against the borrower.

Bankruptcy and Related Risks:

A company in which the Investment Adviser invests may become involved in a bankruptcy or other reorganization or liquidation proceeding, which entails a number of significant risks. Many events in a bankruptcy are the product of contested matters and adversary proceedings which are beyond the control of the creditors, and the duration of which is difficult to predict. A bankruptcy filing may have adverse and permanent effects on a company, including the loss of its market position and key employees and the inability to continue operations. If the bankruptcy proceeding is converted to a liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment. A creditor's return on investment can also be adversely impacted by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court, and until it ultimately becomes effective. The claims of the Client Accounts may be subordinated to the claims of more senior creditors or other parties in a bankruptcy or liquidation proceeding. If Helix seeks representation on a creditors' committee, it may owe certain obligations to all similarly-situated creditors represented by the committee and be exposed to liability with respect to other creditors who disagree with the committee's actions and decisions. Changes in bankruptcy laws (including U.S. federal laws and applicable non-U.S. laws) may adversely impact the Investment Adviser's investments. Investment in the debt of financially distressed companies domiciled outside the United States involves additional risks. Bankruptcy law and process may differ substantially from that in the United States, resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing, and the classification, seniority and treatment of claims.

Corporate Debt Securities:

The Investment Adviser invests in a variety of bonds and related debt obligations of varying maturities issued by U.S. and non-U.S. companies, banks, savings and loan holding companies, insured depository institutions and other corporate entities ("**Corporate Debt Security(ies)**"). The market value of a Corporate Debt Security may be generally expected to rise and fall inversely with interest rates. Corporate Debt Securities with longer maturities tend to be more sensitive to interest rate movements than those with shorter maturities. Corporate Debt Securities are subject to the risk of the issuer's inability to meet principal and interest payments on the obligation and may also be subject to price volatility due to factors such as market perception of the creditworthiness of the issuer and general market liquidity.

Cybersecurity Risk:

Helix and its third-party service providers are subject to risks associated with breaches of the technology designed to protect networks, systems, computers, programs and data from unauthorized access or manipulation ("**Cybersecurity Breaches**"). Cybersecurity Breaches may cause losses to Helix by interfering with the processing of transactions, affecting the ability to calculate net asset value or impeding or sabotaging trading or otherwise affecting the information systems upon which Helix relies. A successful Cybersecurity Breach could also result in the loss or theft of an investor's data or funds, loss or theft of

proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Any such breach could expose Helix to financial loss, business disruptions, regulatory intervention, unauthorized use of proprietary information, litigation, the dissemination of confidential and proprietary information or reputational damage.

Derivatives:

The Investment Adviser invests in derivative financial instruments, which may include, without limitation, warrants, options, equity and/or interest rate swaps, credit default swaps, forward contracts, futures contracts and options thereon, and uses derivative techniques for hedging and for other trading purposes. The use of derivative instruments involves a variety of material risks, including the extremely high degree of leverage often embedded in such instruments and the possibility of counterparty non-performance. There may be material and prolonged deviations between the actual and the theoretical value of a derivative, due to, among other things, nonconformance to anticipated or historical correlation patterns. In addition, the markets for certain derivatives can be illiquid. Certain derivatives that are traded in the Client Accounts will be over-the-counter contracts entered into privately, rather than on an established exchange. As a result, the Client Accounts will not be afforded the regulatory protections of an exchange or its clearinghouse, or of a government regulator that oversees the exchange or clearinghouse, if a counterparty fails to perform. In addition, in the absence of an active market from which to derive benchmark prices, the negotiated price may deviate materially from fair value.

Distressed Securities:

The Investment Adviser invests in the debt securities and other obligations of companies that are experiencing significant financial or business distress, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Such investments involve a substantial degree of risk and ordinarily remain unpaid unless and until the company reorganizes and/or emerges from bankruptcy proceedings. As a result, distressed investments are often held for an extended period of time. The possibility of litigation between the participants in a reorganization or liquidation proceeding, a requirement to obtain mandatory or discretionary consents from various governmental authorities, or other factors may affect the value of distressed securities and investments. Access to reliable and timely information concerning material developments affecting a distressed company may be limited. There is no assurance that Helix will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization, liquidation or similar action. In any reorganization, liquidation or similar proceeding relating to a distressed company in which the Investment Adviser invests, the Client Account may lose the entire value of its investment or may be required to accept cash or securities with a value less than its original investment.

Equity Securities:

The Investment Adviser invests long and short in equities and equity-related instruments. Stocks, options and other equity-related instruments may be subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, and legal and settlement risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risk of loss. In general, stock values fluctuate in response to the activities of individual companies and in response to general market

and economic conditions. Accordingly, the value of the stocks and other securities and instruments that the Client Accounts hold directly or indirectly may decline over short or extended periods of time.

Hedging Transactions:

As part of its investment activities or to hedge against the risk of market fluctuation, Helix takes short positions and utilizes certain other hedging techniques when appropriate. Hedging techniques involve one or more of the following risks: (i) imperfect correlation between the performance and value of the instrument and the value of the Investment Adviser's securities; (ii) possible lack of a secondary market to close out a hedged position; (iii) losses resulting from interest rate, spread or other market movements not anticipated by Helix; (iv) obligations to meet additional margin or other payment requirements; and (v) a hedging counterparty's default or refusal to perform. There can be no assurance that Helix will be able to predict relevant market movements in order to hedge successfully. In addition, it is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations.

Interest Rate Fluctuations:

The prices of the Investment Adviser's investments can be sensitive to interest rate fluctuations, and unexpected fluctuations in interest rates could cause the corresponding prices of a position to move in directions which were not initially anticipated. In addition, interest rate increases will generally increase the interest carrying costs to the Client Accounts of borrowed securities and leveraged investments.

Investments in Undervalued Securities:

The Investment Adviser invests in securities that it believes are undervalued by the market relative to their intrinsic or fundamental value and trade at a discount to such value. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Client Accounts may suffer losses if Helix invests in equity instruments of issuers whose performance diverges from Helix's expectations or if equity markets generally move in a single direction and Helix has not sufficiently hedged against such a general move.

Possibility of Losses:

The value of the Investment Adviser's investments will fluctuate based upon a multitude of factors, including the financial condition, results of operations and prospects of the issuers of the underlying securities acquired, governmental intervention, market conditions, and local, regional, national and global economic conditions. If Helix's trading strategies are not successful, investors in the Client Accounts could lose all or a portion of their invested capital.

Preferred Equity Securities:

The preferred equity investments in which the Investment Adviser invests involve a high degree of financial risk. Preferred equity securities are senior to common equity securities in liquidation but are subordinated to the liabilities of the issuer. Because preferred equity securities are junior to debt securities and other obligations of the issuer, deterioration in the credit quality of an issuer will cause greater changes in the value of preferred equity securities than in a more senior debt security with similar stated yield characteristics. In addition, preferred equity securities may not be protected by financial and other covenants and limitations that would be typical for secured debt securities. Preferred equity investments

are often issued in connection with leveraged acquisitions, recapitalizations or restructurings, each of which entails potential risks.

Structured Credit Instruments:

The Investment Adviser invests in structured credit instruments, including collateralized debt obligations, collateralized loan obligations, collateralized bond obligations, and other similar securities. These may be fixed pools or may be market value or managed pools of collateral, including commercial loans, high yield debt, structured securities and derivative instruments relating to debt. Structured securities are extremely complex and are subject to risks related to, among other things, changes in interest rates, the rate of defaults in the collateral pool, the exercise of redemption rights by more senior tranches and the possibility that a liquid market will not exist in when the Investment Adviser seeks to sell its interest in a structured security.

Volatility:

The prices of some of the instruments traded by Helix may be subject to periods of excessive volatility. Price movements are influenced by many unpredictable factors, such as market sentiment, inflation rates, interest rate movements and general economic and political conditions. While volatility can create profit opportunities, it can also create the specific risk that historical or theoretical pricing relationships will be disrupted; causing what should otherwise be comparatively low risk positions to incur significant losses. On the other hand, the lack of volatility can also result in losses for certain positions that profit from price movements.

Valuation:

The valuation policy for the Helix Strategic Fund is established and maintained by the general partner of the Helix Strategic Fund, which is independent and unaffiliated with the Investment Adviser. The general partner is solely responsible for determining all valuations for the Helix Strategic Fund. The Investment Adviser will establish and maintain a valuation policy for all other Client Accounts, and it will be responsible for determining all valuations for such other Client Accounts, which may differ from the valuations determined for the Helix Strategic Fund.

Item 9 – Disciplinary Information

Neither Helix nor any of its management persons are currently the subject of any material legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

In connection with the establishment of its business, Helix has entered into an arrangement with an initial investor pursuant to which the initial investor has provided the initial capital for the Helix Strategic Fund. The arrangement also contemplates that Helix may over time advise additional clients, subject to certain rights granted to the initial investor. The initial investor does not participate in Helix management.

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

Code of Ethics

Helix has adopted a Code of Ethics (the “Code”) in accordance with Rule 204A-1 of the Investment Advisers Act of 1940, as amended (“Advisers Act”) setting forth a standard of business conduct (including

with respect to compliance with applicable federal securities laws) for Helix personnel, as well as certain other persons who occupy a similar status, perform similar functions or provide investment advice on behalf of Helix. The Code includes policies and procedures designed to prevent insider trading and market manipulation, as well as policies and procedures addressing personal trading. Clients or prospective clients may obtain a copy of the Code upon request.

Participation or Interest in Client Transactions

Helix and its principals and employees may trade securities for their own accounts, the records of which will not be made available to Client Accounts. Personal securities transactions by employees raise potential conflicts of interest when such persons trade in a security that is owned by, or considered for purchase or sale for, a Client Account. For example, principals or employees of Helix may engage in transactions for their own accounts with respect to securities or other instruments that Helix has bought or sold for a Client Account in a manner that is inconsistent with Helix's investment decisions with respect to the Client Account. Helix has adopted policies and procedures designed to detect and prevent such conflicts of interest and, when they do arise, to ensure that it effects transactions for Client Accounts in a manner that is consistent with its fiduciary duty to its clients and in accordance with applicable law.

Helix does not act as principal, either buying securities for itself or its affiliates from a Client Account or selling securities it or its affiliates own to a Client Account. However, in the event that Helix decides to engage in any such principal transaction in the future, it will comply with the requirements of Section 206(3) of the Advisers Act.

Item 12 – Brokerage Practices

Helix has full discretionary authority to manage the investments of the Helix Strategic Fund, including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Helix documents its general process for allocating broker-dealers in its policies and procedures.

Broker-Dealer Selection

In placing purchase and sale orders of securities for Client Accounts, Helix seeks the best execution of orders at the most favorable price in light of the overall quality of brokerage and research services provided. In selecting brokers to effect securities transactions, Helix will consider a number of factors, including the broker's efficiency in executing and clearing transactions, block trading capability, and the broker's financial strength and experience in the industry. In allocating brokerage business for Client Accounts, Helix also takes into consideration research, analytical, statistical and other information and services provided by the broker.

Research and Other Soft Dollar Benefits

Helix receives proprietary and third-party research from many of its executing brokers and prime brokers. As a result, Helix may pay a broker a brokerage commission in excess of that which another broker might have charged for effecting the same transactions, in recognition of the value of the brokerage and research services provided by the broker and used by a Client Account. In such circumstances, Helix endeavors to do so in accordance with the criteria of Section 28(e) of the Exchange Act.

When Helix uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, Helix receives a benefit because it does not have to produce or pay for the research,

products or services. Helix has an incentive to select or recommend a broker-dealer based on its interest in receiving research or other products or services, rather than a Client Account's interest in receiving most favorable execution.

The Helix Strategic Fund is currently Helix's only Client Account. In the event Helix manages more than one Client Account in the future, Helix may use soft dollar benefits to service all Client Accounts, and not just the Client Account that paid for the research or brokerage services. In addition, not all research and brokerage services may be used in connection with all Client Accounts that paid commissions to the brokers providing such services.

Helix is a newly-formed adviser and therefore has not received any research and related products or services in the last fiscal year. Helix expects to receive the following types of research and related products or services from brokers with whom it does business: written information and analysis concerning specific securities, companies or sectors; market, financial and economic studies and forecasts, as well as discussions with research and industry personnel; and financial and industry publications.

Aggregation of Orders

Helix does not currently aggregate orders because the Helix Strategic Fund is Helix's only Client Account. However, in the future, purchases and sales of securities for a Client Account may be aggregated or bunched with orders of the same security for other Client Accounts, on an equitable basis. When a broker or dealer cannot fill all orders at the same price, Helix may, in its discretion, average the various prices, and charge or credit accounts with the average price. Thus, the effect of the aggregation may operate on some occasions to a Client Account's disadvantage.

Item 13 – Review of Accounts

Helix monitors the Client Account portfolios on an ongoing basis. Helix will provide reports to the Client Account investors in accordance with the each Client Account's offering and governing documents, which will generally include: audited annual financial statements, periodic unaudited risk and performance reports, account statements, and tax information.

Item 14 – Client Referrals and Other Compensation

Helix does not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither Helix nor any of its related persons, directly or indirectly, compensate any person who is not a supervised person for client referrals.

Item 15 – Custody

Helix is generally deemed to have custody over the assets of the Client Accounts. Helix maintains each Client Account's assets with qualified custodians to the extent required by applicable law. The Helix Strategic Fund is subject to an annual audit and the financial statements are distributed to each investor within 120 days of the Helix Strategic Fund's fiscal year end. An independent public accountant that is registered with the Public Company Accounting Oversight Board prepares the audited financial statements in accordance with U.S. generally accepted accounting principles.

Item 16 – Investment Discretion

Helix has discretionary authority to manage the portfolio of the Client Accounts pursuant to an investment management agreement with the underlying investors of the Client Accounts.

Item 17 – Voting Client Securities

Generally, the Investment Adviser will vote all proxies in a manner that best serves the interests of the Client Accounts, as determined on a case-by-case basis.

The Investment Adviser will abstain from voting (which generally requires submission of a proxy voting card) or affirmatively decide not to vote if it determines that abstaining or not voting is in the best interests of the Client Accounts. In making such a determination, the Investment Adviser may consider various factors.

Any request for information about proxy voting or class actions should be promptly forwarded to the Chief Compliance Officer who will coordinate a prompt response to any such requests.

As a matter of policy, the Company does not disclose how it expects to vote on upcoming proxies. Additionally, the Company does not disclose the way it voted proxies to unaffiliated third parties without a legitimate need to know such information.

Item 18 – Financial Information

Helix does not require or solicit prepayment of fees six months or more in advance. In addition, Helix is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Client Accounts and Helix has not been the subject of a bankruptcy petition at any time since its inception.