

# Alpha Partners Ltd OpsVerification OPERATIONAL DUE DILIGENCE

August 2014

PREPARED FOR DEMONSTRATION



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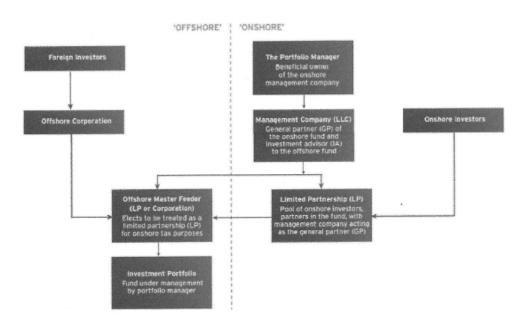
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# OPSDATA MANAGER

### MANAGEMENT COMPANY AND AFFILIATES

Manager name	Alpha LP	
Affiliate #1	400 Capital Special Situations Fund I LLC	
Date of commencement of operations	March 1, 2010	
Primary location	New York City (NY)	
Other offices	London (UK)	
Corporate website	Web link	
Management Company and Affiliates Verification	Castle Hall verified the Management Company registration to the Delaware corporate registry.	
Management Company and Affiliates Verification	The corporate structure as presented in the Form ADV is consistent with the information presented by the Manager.	

### **CORPORATE** STRUCTURE CHART



#### **PRINCIPALS** AND KEY PROFESSIONALS

Key investment professionals	Person 1, CEO, Portfolio Manager
Key operations / back office professionals	Person 2, CFO
	Person 6, COO
Principals and Key Professionals	Castle Hall has reviewed the Dow Jones background check completed for
Verification	Person 1, CEO/Portfolio Manager together with Person 2, CFO/CCO.
	No material items were noted.

**Person 1 (CEO, Portfolio Manager):** Person 1 founded ABC Asset Management LP. Prior to founding ABC Asset Management, Person 1 was a research analyst with MSD Capital, in the Torchlight Group, from 2004 to 2005 having also been a research analyst at Korsant Partners from 2002 to 2004. Person 1 began his career with Goldman Sachs & Co, as an analyst in the investment banking division from 2000 to 2002. He graduated from the University of Michigan Business School with a high distinction from its undergraduate program in 2000.

**Person 2 (CFO/CCO):** Person 2 is a Partner, the Chief Financial Officer and Chief Compliance Officer of ABC. He was formerly a Partner and the Chief Financial Officer of Latigo Partners, L.P., where he also served as the firm's Chief Operating Officer. Prior to that, he was the Controller at King Street Capital Management, LLC, where he supported the growth of the firm by building out the accounting, finance and operations infrastructure from 2001 through 2005. Before joining King Street, Mr. Person 2 was a senior accountant at American Express Tax & Business Services and a staff accountant at Loeb & Troper in New York. He graduated with a B.S. in Accounting from CUNY Brooklyn College.

**Person 6 (COO):** Person 6 joined ABC in September 2010. Prior to ABC, Samantha was the COO at Aristeia Capital for five years and has over 18 years of management experience. He is a graduate of Harvard College ('89) with a B.A. in History & Literature of Latin America with High Honors and earned her J.D. from Harvard Law School ('92). He is responsible for all operational aspects of the Firm, including accounting, legal/compliance and administrative functions.

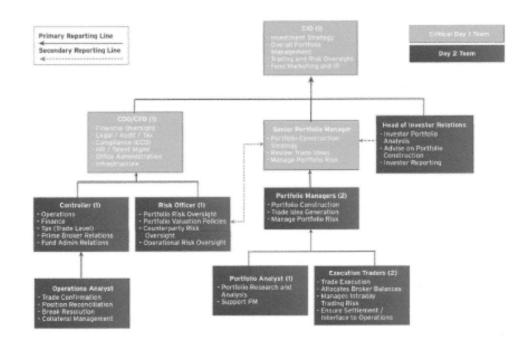
Internal investors	Person 1 [50.0%], Person 2 [20.0%]
External investors	Beta [30.0%]
External / seed investors	See note
Ownership Verification	SEC registered investment managers are required to disclose in Form ADV direct owners with a 5% or more stake and indirect owners with over 25%. The Manager's SEC Form ADV part 1A dated August 31, 2013 discloses that Person 1 holds between 50-75% of the firm while Person 2 has between 10-25% and ABC Holding's LLC owns between 25-50%. These disclosures are consistent with our understanding of the firm's ownership structure.

#### **OWNERSHIP**

### HUMAN RESOURCES

Total headcount	17
Number of investment professionals	10
Number of back office professionals	6
Other employees	1
Human Resources Verification	As of August 31, 2013 the Manager's Form ADV indicated that the firm has 17 employees.

## MANAGEMENT COMPANY ORGANIZATIONAL CHART



#### **INFORMATION** TECHNOLOGY

Technology consultant	Matsco Solutions Group
Information Technology Verification	Castle Hall has not been able to confirm the appointment of the technology consultant – Matsco Solutions Group. Matsco did not respond to email requests to confirm their appointment by the date of issuance of this report.

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# OPSDATA FUND

# **CORPORATE** STRUCTURE

Domicile	Cayman Islands
Date of incorporation	February 06, 2010
Type of structure	Master/Feeder
Investor concentration report date	March 31, 2014
Capital held by largest investor	15.0%
Capital held by 5 largest investors	45.0%
Onshore counsel	Seward & Kissell LLP
Offshore counsel	Ogier
Offering Document Date	May 01, 2012
Corporate Structure Verification	Castle Hall confirmed corporate structure to the Fund's financial statements.
Corporate Structure Verification	Castle Hall confirmed the Fund and Master Fund to the Cayman Islands Monetary Authority register of entities.
Counsel Verification	Castle Hall verified that Seward & Kissell LLP was appointed as onshore legal counsel and Ogier was appointed as offshore legal counsel for the Fund and Master Fund.

#### TERMS OF INVESTMENT

	Class A	Class B	Class C
Share Class Terms			
Subscription frequency	Monthly	Monthly	Monthly

#### Notes

**Subscription frequency note (Class A):** The Fund allows subscriptions to be paid in cash or in kind. A subscription in the amount of \$43,657,487 was paid effective January 1, 2012 as a contribution upon liquidation of an affiliated fund which transferred its assets to the ABC master fund.

#### **Redemptions** - Share Class Level

Redemption frequency	Quarterly	Quarterly	Quarterly
Redemption notice period	90	90	90
Redemption gate type	Investor Level	Investor Level	Investor Level
Redemption gate description	See note	See note	See note
Lockup hard	1 year	-	-
Lockup soft	1 year	1 year	-
Holdback percentage	10.0%	10.0%	10.0%
Holdback type	Audit	Audit	Audit

#### Notes

**Redemption gate description (Class A): PPM, page 19:** The Fund has a 25% redemption gate at the share class level (excluding Manager and Partner Shares). Any redemption in excess of this amount can be scaled back on a pro rata basis and unsatisfied redemption requests will be carried forward to the next month and will be redeemed in priority to new redemption requests (a "stacked gate"). We further highlight that a 25% gate on redemption could also be imposed at the Master Fund level, which could also serve to reduce permitted withdrawal from the Fund.

Redemption gate description (Class B): See Class A for Redemption Gate Description.

Redemption gate description (Class C): See Class A for Redemption Gate Description.

# OPSDATA CONTROLS

### ADMINISTRATOR

Administrator	Citco Fund Services Limited (Jersey City (NJ) / Singapore)	
Administrator Verification	Castle Hall confirmed Citco's engagement as administrator.	
Administration agreement verification	Castle Hall obtained a copy of the administration agreement dated February 2010.	

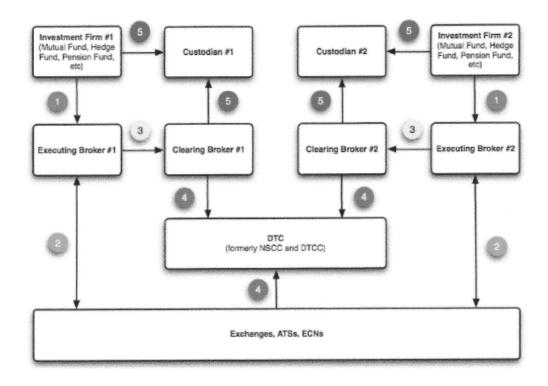
# PRIME BROKERS, CUSTODIANS AND COUNTERPARTIES

Prime Broker	Deutsche Bank
Prime Broker	Goldman Sachs
Prime Brokers, Custodians and	The Administrator confirmed the existence of the Fund's prime
Counterparties Verification	brokerage relationships.
Prime Brokers, Custodians and Counterparties Verification	Castle Hall independently confirmed the counterparty relationship with Goldman Sachs.
Prime Brokers, Custodians and Counterparties Verification	Castle Hall independently confirmed the counterparty relationship with Deutsche Bank.

## TRADING CONTROLS

Order management	Eze OMS
Portfolio management	Excel
Other	Risk Management: RiskMetrics

**TRADE** FLOW DIAGRAM



# **OPSDATA FINANCIAL REPORTING**

# AUDITOR AND AUDIT OPINION

	2012	2011	2010
ıditor			
	Ernst & Young	Ernst & Young	Ernst & Young
idit Opinion			
Audit opinion addressee	Board of Directors	Board of Directors	Board of Directors
Audit report date	22 April 2013	25 April 2012	28 April 2011
Audit location	Grand Cayman, Cayman Islands	Grand Cayman, Cayman Islands	Grand Cayman, Cayman Islands
Qualified	No	No	No
Qualified notes	-	-	-
Auditor and Audit Opinion Verification	We highlight that Ernst & Youn Master Fund) through a letter rece issued an audit report dated April 2 Fund) for the year ended Decembe the Fund (and Master Fund) for the	ived electronically. Ernst & You 22, 2013 on the financial stateme r 31, 2012 and anticipates auditi	ing has also confirmed that it ents of the Fund (and Master ng the financial statements of
Performance track record verification	Castle Hall confirmed that the aud value of Class A shares of 7.63% for values reported in the financial stat Manager's marketing presentation 7.6%.	r the year to December 31, 2013 ements as of December 31, 2012	(based upon comparison with ?). This is consistent with the

#### **BALANCE** SHEET

	2012 (USD)	2011 (USD)	2010 (USD)
Assets			
Cash and equivalents	81	141	301
Due from brokers	162,808,211	38,833,844	28,665,681
Investment in master fund	-	-	-
Investments (MV)	322,950,047	85,759,253	74,919,009
Investments (cost)	302,994,145	58,178,037	58,448,838
Interest receivable	60,781	26,511	80,749
Dividends receivable	-	-	-
Derivatives	-	3,139	126,555
Due from related parties	-	-	-
Other assets	3,600	9,558	9,902
Other assets note	-	-	See note
Balance sheet total assets	485,822,720	124,632,446	103,802,197
Assets note	-	-	-

# Other Assets Note

2010	Other asset consist of:	
	• Other	

### Liabilities

	- 6,694
	6,694
0.040 540	
9,842,742 9,69	0,953
43,698 5	6,974
3,659,111 3,93	6,402
43,790 2	6,132
-	-
-	1,914
-	-
119,151 9	6,264
-	-
-	-
	43,698 5 3,659,111 3,93 43,790 2 - -

	2012 (USD)	2011 (USD)	2010 (USD)
Other liabilities note	-	-	-
Balance sheet total liabilities	110,284,841	16,824,294	15,854,380
Liabilities note	-	-	See note

## Liabilities Notes

2010	Due to related parties consists of:
	Incentive fee payable \$5,294
	Deferred incentive fee payable \$20,838

# Equity

GP	-	-	-
LP	-	-	-
Special limited partner	-	-	-
Managing member	-	-	-
Shareholder's equity	375,537,879	107,808,152	87,947,817
Balance sheet total equity	375,537,879	107,808,152	87,947,817
Balance sheet leverage	1.29	1.16	1.18
Equity note	-	-	-

## **ASSET** FLOWS

	2012 (USD)	2011 (USD)	2010 (USD)
Opening net assets	107,808,152	87,947,817	58,615,730
Subscriptions / contributions	279,085,636	10,198,594	5,094,188
Withdrawals / redemptions	(19,008,791)	(18,219,098)	(9,718,760)
Adjustment	-	-	-
Adjustment note	-	-	-
Increase and decrease from operations	7,655,882	27,880,839	33,956,659
Closing net assets	375,540,879	107,808,152	87,947,817

# PORTFOLIO

	2012 (USD)	2011 (USD)	2010 (USD)
Assets			
Level 1	:		
Derivatives	1,847,225	6,392,322	-
Equity	321,756,473	1,748,375	70,672,118
Level 1 total	323,603,698	8,140,697	70,672,118
Level 2	:		
Futures Contracts	-	-	732,175
Bonds	223,665	645,384	-
Level 2 total	223,665	645,384	732,175
Level 3	:		
Bonds	-	-	3,647,183
Level 3 total		-	3,647,183

# Liabilities

			Level 1:
-	957,367	116,473	Derivatives
10,746,223	12,748,574	104,776,859	Equity
10,746,223	13,705,941	104,893,332	Level 1 total:
			Level 2:
56,374	23,756	-	Derivatives
56,374	23,756	-	Level 2 total:
			Level 3:
1,164,533	-	-	Derivatives
1,164,533	-	-	Level 3 total:

#### **INCOME** STATEMENT

	2012 (USD)	2011 (USD)	2010 (USD)
Income and Gains			
Interest income	87,913	164,026	431,128
Dividend income	3,270,856	696,638	236,913
Realised gains	12,145,684	17,891,926	4,751,572
Unrealised gain	-	9,930,845	29,360,618
Gains from derivatives	-	-	-
Gains from FX	-	-	-
Other gains	-	-	-
Other gains note	-	-	-
Other income	-	-	136
Total income and gains	15,504,453	28,683,435	34,780,367
Income note	-	-	-

# Expenses and Losses

-	-	-
6,023,488	-	-
-	-	-
-	-	-
-	-	-
-	-	-
-	-	-
409	374	37,331
910,864	285,826	207,258
486,787	255,404	358,881
6,225	5,198	3,717
5,232	18,995	6,617
-	-	-
-	-	-
265,146	117,537	99,512
-	25,000	20,000
150,420	69,262	70,392
-	25,000	17,000
-	-	3,000
-	-	-
	- - - 409 910,864 486,787 6,225 5,232 - - - 265,146 -	

	2012 (USD)	2011 (USD)	2010 (USD)
Other expenses	-	-	-
Total expenses and losses	7,848,571	802,596	823,708
Expenses note	-	-	-
Expenses ratio	17.20 bp	24.19 bp	28.64 bp

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