



COPIA CAPITAL LLC PART 2A OF FORM ADV THE BROCHURE

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This brochure provides information about the qualifications and business practices of Copia Capital LLC ("Copia"). If you have any questions about the contents of this brochure, please contact us at 312-544-4200. 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.

Additional information about Copia is also available on the SEC's website at: www.adviserinfo.sec.gov. Copia is registered as an investment adviser with the SEC under the Investment Advisers Act of 1940 ("Advisers Act"). SEC registration does not imply a certain level of skill or training.

Material Changes

Copia filed its first Form ADV, Part 2A in March 2011. The following material changes have been made to the initial Form ADV, Part 2A filed by Copia:

- As of June 30th, 2011, Copia ceased providing investment management services to the FrontPoint Utility and Energy Fund, LP, a private fund sponsored by FrontPoint Partners, LLC ("FrontPoint"), an unaffiliated investment adviser.
- In July 2011, Copia began providing investment management services as sub-adviser to a separately managed account which is managed using a strategy substantially similar to the Copia Market Neutral Fund, as defined below.

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Advisory Business

Copia was founded in May 2002 and is principally owned and controlled by Timothy J. Flannery. As of December 31, 2011, Copia managed approximately \$276 million on a discretionary basis, on behalf of five clients. Those five clients consist of one master fund managed according to a market neutral strategy and its associated onshore and offshore feeder funds, referred to collectively as the "Market Neutral Fund," one separately managed account for which Copia acts as a sub-adviser, referred to as the "Managed Account," that is managed using a strategy substantially similar to the Market Neutral Fund, and one private fund managed according to a long/short equity strategy, referred to as the "Long/Short Fund." In this brochure we refer to these five client accounts collectively as the "Advisory Accounts."

Copia serves as the general partner to the onshore feeder of the Market Neutral Fund and the Long/Short Fund. Copia serves as the investment manager to the offshore feeder and master fund of the Market Neutral Fund. The Market Neutral Fund and Long/Short Fund, each a "Fund" and referred to collectively as the "Funds", rely on an exemption from registration as investment companies under the Investment Company Act of 1940. The Funds also rely on an exemption

from the provisions of the Securities Act of 1933 that require securities to be sold pursuant to a registration statement filed with the SEC. Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying applicable eligibility and suitability requirements. As a result, this brochure is designed solely to provide information about Copia and should not be considered to be an offer of interests in any Fund.

For those Funds organized in a “master/feeder” structure, each feeder fund invests substantially all of its assets in the master fund and all securities trading activity generally occurs at the master fund level.

Copia manages each Advisory Account consistent with the investment objectives, strategies, and other investment terms described in its respective offering memorandum, investment management agreement, or other equivalent legal document, as applicable. In the case of the Funds, Copia does not tailor its advisory services to the individual needs of the underlying investors, and investors therefore may not impose any form of investment restrictions. The investment management agreement to the Managed Account specifies any investment restrictions agreed upon with the Managed Account’s primary investment adviser.

Fees and Compensation

Each Advisory Account pays Copia a management fee based on a percentage of the net assets, generally calculated and payable in arrears as of the last day of each calendar month or quarter. In addition, Copia receives performance-based fees from each Managed Account or Fund investor equal to a percentage of the positive difference between the net asset value and the “high water mark” of the Managed Account or Fund investor, as applicable, as of each December 31. The high-water mark is generally equal to the greater of the value of the Managed Account or an investor’s interest in a Fund, as applicable, as of the previous year-end or to the total contributions to the Managed Account, or subscriptions to the Fund, as applicable. By operation of the high water mark, any net loss for a fiscal year allocated to an investor is carried forward so that no performance-based fee is charged to such investor in future fiscal years unless the prior fiscal years’ losses have been recouped. If an investor withdraws from a Fund other than on the last business day of a fiscal year, the performance-based fee for that investor is charged as of the redemption date. Copia receives performance-based fees from the Managed Account upon net new appreciation as of each year ended December 31 or upon the complete liquidation of the Managed Account or termination of Copia as the sub-adviser of the Managed Account.

Copia shares a percentage of the management and performance-based fees from the Market Neutral Fund with an unaffiliated investment adviser with respect to investors who had elected to transfer to the Market Neutral Fund from similarly managed private funds sponsored by the unaffiliated investment adviser.

Both management and performance-based fees are deducted directly from the Funds’ assets by Copia. The Managed Account pays such fees directly to Copia upon the approval and instruction of the primary investment adviser.

Copia reserves the right to agree to different fee terms with particular Fund investors on a case-by-case basis. Fees for managed accounts may be negotiated. Additionally, management and performance-based fees may be waived for Copia, its affiliates, and their employees and family members.

Other Expenses

The Funds pay all expenses as described in greater detail in their respective offering memoranda. This includes, among other things, the following: trading-related costs and expenses (e.g., brokerage commissions, clearing and settlement, and other transaction charges); interest, fees, and expenses associated with borrowing and lending securities; costs implicit in repurchase and reverse repurchase agreements; custodial and bank service fees and expenses; withholding and transfer fees, taxes, and other governmental and reporting expenses; fund administrator fees and expenses; and legal, compliance, corporate licensing, accounting, audit and tax preparation, and other professional fees and expenses. Some of the Funds reimburse Copia for an allocated portion of insurance premiums paid for insurance coverage. Legal and compliance expenses may include (1) expenses incurred in connection with any threatened, pending, or anticipated litigation, examination, or proceeding, and (2) expenses incurred as a result of a Fund's obligation to indemnify Copia or persons affiliated with Copia against losses, costs, damages, obligations, liabilities, and expenses incurred in connection with the performance of duties on behalf of, or the provision of services to, a Fund.

In addition, as described in each Fund's offering memorandum, the Funds reimburse Copia for research costs and expenses incurred with respect to research/statistical/market data; portfolio management services; hardware, software, and infrastructure related to, or supporting, trade execution and searching, identifying, evaluating, trading, and monitoring potential and actual investments; research conferences and seminars; research consultants; newswire services; periodicals; publications; research-related travel expenses, including, but not limited to, meals, airfare, hotels, taxis, and automobile rentals; and other due diligence expenses related to investment opportunities.

As described in each Fund's offering memorandum, the Funds bear the cost of their respective offering, organizational, and operating expenses. Each Fund's expenses also generally include a portion of the administrative costs incurred by Copia when deemed allocable to the Fund. These administrative costs, together with the fund administrator's fee, are assessed and collected monthly and are generally limited to 0.25% per annum of each Fund's net asset value. The limit is applied monthly based on the end of month NAV.

The Managed Account bears its own expenses, including brokerage costs and other transaction related expenses; interest and dividends payable; administrative expenses; trustee, registrar, transfer agent, custodian, and administrator fees; and audit, tax preparation, legal, and accounting fees.

See the "Brokerage Practices" section below for more information on trading-related costs and expenses.

Fees and Expenses Associated with Redemptions

Fund redemptions may result in deductions for accrued but unpaid fees, charges or expenses properly attributable to the redemption, and such other reserves and contingencies as Copia deems appropriate pending the completion of the respective Fund's audit.

Layering of Fees

To the extent that Advisory Accounts invest in ETFs, money market funds, or other investments that incur their own management, incentive, and other fees, the Advisory Accounts will incur an

additional layer of fees, separate and distinct from the fees charged by Copia. This includes one layer associated directly with the management of the Advisory Accounts by Copia and a second layer assessed by the third-party investment manager of the ETFs, money market funds, or other investments held by the Advisory Accounts.

Performance-Based Fees and Side-by-Side Management

As noted in the “Fees and Compensation” section above, Copia charges performance-based fees (i.e., fees based on a percentage of the new appreciation of net assets). Performance-based fees may create an incentive for Copia to make riskier or more speculative investments on behalf of the Advisory Accounts than would be the case in the absence of such fees. In addition, the performance-based fees received by Copia apply for both realized and unrealized gains and losses. Accordingly, Copia could earn performance-based fees on unrealized gains that the Advisory Accounts may ultimately never realize.

Types of Clients

Copia provides investment advisory services to onshore and offshore private funds, generally organized as limited partnerships or limited liability companies, and sub-advises the Managed Account, which is organized as a trust. An unaffiliated investment adviser serves as the primary investment adviser for the Managed Account.

Investors in a Fund must initially invest a minimum amount, subject to change or waiver at the discretion of Copia and/or the Fund's directors, as follows: \$1,000,000 for individual investors and \$5,000,000 for institutional investors. Subsequent investments in a Fund generally must exceed \$100,000. A Fund may accept a smaller investment amount, subject to legal minimums, upon the approval of the Fund's director's or Copia, and investment minimums may vary from Fund to Fund. Investment in the Funds is not open to the general public. Each Fund investor must satisfy the investor eligibility standards associated with each Fund. Each Fund's offering memorandum provides specific details on investor eligibility requirements and related subscription and redemption terms.

Methods of Analysis, Investment Strategies and Risk of Loss

Copia's Market Neutral Fund and the Managed Account employ an active market-neutral equity strategy. Copia's Long/Short Fund employs a long/short equity strategy that does not have a mandate to remain market neutral. The Advisory Accounts' investment portfolios consist primarily of long and short positions in public exchange-traded equities. However, Copia has broad authority to offer advice on a broad range of securities and other types of investments. Copia expects portfolios to evolve on an ongoing basis as new market sectors, instruments, strategies and techniques are incorporated, modified and/or discontinued over time by Copia. The composition of portfolios, their liquidity profiles, and their performance may differ materially over time.

Investors in any Advisory Account should note that all investments carry risk and that the possibility of loss exists, including the possible loss of all principal invested.

Market Neutral Fund

The Market Neutral Fund's principal investment objective is to obtain uncorrelated risk-adjusted returns by using fundamental and quantitative methods to identify attractive investment

opportunities primarily within the energy and utilities sectors and energy value chain industries. The Market Neutral Fund seeks to minimize volatility and obtain a low correlation with broad stock and bond market indices, underlying economic sectors, commodities, and interest rates. Copia attempts to achieve the investment objectives by employing an active market-neutral equity strategy to capture return dispersion within each sector.

The Market Neutral Fund and the Managed Account sub-advised by Copia employ substantially similar investment strategies and share substantially similar investment objectives.

Long/Short Fund

The Long/Short Fund's principal investment objective is to obtain returns by using fundamental and quantitative methods to identify attractive investment opportunities primarily within the energy and utilities sectors and energy value chain industries. The Long/Short Fund seeks to obtain a low correlation with bond market indices, underlying economic sectors, commodities, and interest rates. The Long/Short Fund differs from the other Advisory Accounts in that it does not remain market neutral and may assume tactical and structural market exposures.

Methods of Analysis

The Advisory Accounts attempt to obtain capital appreciation by using fundamental and quantitative methods to identify attractive investment opportunities across multiple industry sectors in global markets, while being mindful of risk and capital preservation. Copia combines fundamental research with quantitative, technical, and macroeconomic analysis to generate investment ideas.

Sources of Information

Copia forms investment ideas through a variety of information sources and analytical frameworks, including company news and filings, industry data, macroeconomic data, opinions from other buy-side investors, direct conversations with company management, quantitative and technical screening, a strategic view about a sector or theme, industry experts, sell-side analysts, traders, and proprietary valuation models.

Potential Risks

Investors in the Advisory Accounts should be prepared to bear the risk of loss all or substantially all of their investment. The following is a summary of some of the material risks associated with the strategies expected to account for a significant portion of the trading for the Advisory Accounts. This summary does not attempt to describe all of the risks associated with an investment in an Advisory Account, or even all risks associated with the strategies pursued by Copia. Although no summary can fully describe all of the risks associated with an investment in an Advisory Account, the offering memorandum or equivalent governing documents or agreements associated with an Advisory Account provide a more detailed description of the investment risks applicable to that Advisory Account.

Sector Concentration Risk

Under normal market conditions and once fully invested in accordance with their investment objectives, the Advisory Accounts will concentrate their investments primarily within the energy and utilities sectors and energy value chain industries. The Advisory Accounts' focus on a limited

number of sectors and industries may present more risks than if the Advisory Accounts were broadly diversified over numerous unrelated market sectors. Specific risks that could affect the operations of companies in the energy and utility sectors and energy value chain industries, and therefore the prices of securities issued by companies in such sectors and industries, are discussed below and described in greater detail in the offering memorandum of each Fund.

Lack of Liquidity/Valuation

Certain instruments that the Advisory Accounts trades have limited liquidity. Lack of liquidity can make it difficult or impossible for the Advisory Accounts to purchase or sell securities at desired prices or in desired quantities. Depending on market conditions, this may make it economically unfeasible for the Advisory Accounts to recognize profits on open positions or to close out open positions. For example, sales of illiquid instruments may be possible only at a substantial discount. In addition, illiquid instruments may be difficult to value and illiquidity can cause divergences between market values and the historical pricing indicators used by Copia to analyze investments' pricing relationships or fair value.

Use of Leverage

The Advisory Accounts may use leverage, the level of which will vary on an ongoing basis in relation to the Advisory Accounts' capital and risk exposures taken. Significant leverage may be used, both through borrowings and the significant degree of leverage typically embedded in the derivative instruments held by the Advisory Accounts. The use of leverage increases the risk of capital loss in the event of adverse changes in the market prices of securities financed with borrowed funds. In addition, in certain market environments the inability to maintain adequate financing arrangements could pose a risk for the Advisory Accounts.

As a general matter, the banks and dealers that provide financing to the Advisory Accounts can apply essentially discretionary margin, haircut, financing, and security and collateral valuation policies. Changes by banks and dealers in such financing policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or governmental, regulatory, or judicial action, may result in large margin calls, loss of financing, forced liquidation of positions at disadvantageous prices, termination of swap and repurchase agreements, and cross-defaults to agreements with other dealers. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants at or about the same time. The imposition of such limitations or restrictions could compel the Advisory Accounts to liquidate all or part of their portfolios at disadvantageous prices.

Securities issued by Companies in the Energy Sector

Risks that would affect the operations of companies in the energy sector, and therefore prices of securities issued by such companies, include, but are not limited to: production risk (i.e., fluctuation in production that may be affected by reserve levels, availability of equipment or personnel, accidents, mechanical difficulties, adverse natural conditions, such as weather or other acts of God, or the inability to manage production costs); price risk and volatility in connection with the fluctuation of world market prices and demand for coal, natural gas, crude oil, and refined petroleum products; risks associated with the expansion of facilities and operations; substantial competition from other companies in the energy sector; extensive regulation relating to protection of the environment; and the dependence on the continued cooperation of OPEC member nations to maintain production levels and pricing. The energy sector is also particularly vulnerable to acts of war or terrorism as nuclear power plants and infrastructure facilities,

including pipelines, production facilities, refineries, and electricity generation, transmission, and distribution facilities could be direct targets of, or indirect casualties of, acts of terror or war. Various events in the energy sector have significantly increased the scrutiny of the energy trading markets and its participants by regulators and the U.S. Congress and may result in new regulation of such markets, which could have a material adverse impact on the Advisory Accounts.

Securities issued by Companies in the Utility Sector

Risks that would affect the operations of companies in the utility sector, and therefore prices of securities issued by such companies, include, but are not limited to: utility operations risk (i.e., fluctuation in operations that may be affected by accidents, mechanical difficulties, or adverse natural conditions such as weather or other acts of God); uncertainty of stock dividends, which may depend on utility company rates; service demand and operating cost; pressure on utility companies to keep their rates low, which may make it difficult to recover investments in generating plants; sensitivity to costs and availability of fuel; and uncertainties surrounding the changing regulatory environment. In addition, the utility sector is particularly vulnerable to acts of war or terrorism as utility infrastructure facilities could be direct targets of, or indirect casualties of, acts of terror or war.

Securities issued by Companies in Energy Value Chain Industries

Risks that affect companies in energy value chain industries, and therefore the prices of their securities, include but are not limited to: certain highly cyclical businesses, with prices subject to worldwide market forces of supply and demand and other influences; dependence on overseas markets for their growth and disproportionate affects from worsening economic conditions or reduced demand by countries outside of the United States, particularly in emerging markets; adverse effects from declines in commodities prices, which are frequently volatile, and changes in response to general economic conditions, expectations for supply and demand growth or contraction, and the level of global inventories. Companies in certain energy value chain industries are generally much more capital intensive than, for example, companies in the service sector. These companies must make capital expenditures based on projected demand, often years in advance of anticipated sales. For a manufacturing company, missing projections could result in too much or too little manufacturing capacity. Over-capacity could lead to asset dispositions or write-downs and under-capacity can have a negative effect on service levels. Companies in certain energy value chain industries typically rely heavily on suppliers, third party contract manufacturing, and commodity markets to secure raw materials, parts, components, and sub-systems used in their products, which exposes them to volatility in the prices and availability of these materials. Disruptions in deliveries from suppliers or third party contract manufacturers, supplier capacity constraints, supplier and third party contract manufacturer production disruptions, price increases, or decreased availability of raw materials or commodities can adversely affect the ability of companies to meet commitments to their customers or increase their operating costs. In addition, the cost of producing and transporting products is highly sensitive to the price of energy, and fluctuating energy prices can have an adverse effect on production and delivery costs for energy value chain industries.

Use of Derivatives

The Advisory Accounts may trade derivative financial instruments, including, without limitation, warrants, options, swaps, convertible securities, notional principal contracts, contracts for differences, forward contracts, futures contracts and options thereon, and may use 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 as well as of material and prolonged deviations between the actual and the theoretical value of a derivative (i.e., due to nonconformance to anticipated or historical correlation patterns). In addition, the markets for certain derivatives are frequently characterized by limited liquidity, which can make it difficult as well as costly to the Advisory Accounts to close out positions in order either to realize gains or to limit losses.

Some of the derivatives traded may be principal-to-principal or “over-the-counter” contracts entered into privately between an Advisory Account and third parties, rather than on an established exchange. As a result, the Advisory Account would not be afforded the regulatory protections of an exchange or its clearinghouse, or of a government regulator that oversees the exchange or clearinghouse, if any counterparty failed to perform. In privately negotiated transactions, the risk of the negotiated prices deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices.

Many derivatives are valued on the basis of dealers’ pricing of these instruments. However, the price at which dealers value a particular derivative and the price which the same dealers would actually be willing to pay for such derivative should an Advisory Account wish or be forced to sell such position may be materially different. Such differences can result in an overstatement of the Advisory Account’s net asset value and may materially adversely affect the Advisory Account in situations in which the Advisory Account is required to unwind, buy, or sell derivative instruments.

Use of derivatives and other techniques (such as short sales) for hedging purposes involves certain additional risks, including: (i) dependence on the ability to predict movements in the price of the asset being hedged; (ii) imperfect correlation between movements in the asset on which the derivative is based and movements in the asset being hedged; and (iii) possible impediments to effective portfolio management or the ability to meet short-term obligations because of the percentage of an Advisory Account’s assets segregated to secure its obligations under derivatives contracts. In addition, by hedging a particular position, an Advisory Account may limit any potential gain from an increase in value of such position and may not achieve a commensurate increase in risk control.

Borrowing and Lending Securities

The Advisory Accounts may borrow from and lend securities to third parties in the ordinary course of business. In the event that the Advisory Accounts engage in securities lending, the borrower might not be able to return the securities on demand, possibly causing the Advisory Accounts to default on their obligations to other parties or preventing the Advisory Accounts from exercising voting or other rights with respect to such securities. Borrowers could default on their payment obligations to the Advisory Accounts in connection with securities lending, potentially resulting in substantial losses to the Advisory Accounts.

In the case of securities borrowing, the Advisory Accounts assume the risk that the lender will recall the securities while the Advisory Accounts have an open short position, which could require the Advisory Accounts to: (i) locate securities to borrow from another source, possibly at a materially higher cost; (ii) unwind a short position earlier than anticipated, potentially affecting the Advisory Accounts’ ability to hedge certain of their exposures; and/or (iii) unwind related positions that Copia believes could be inadequately hedged if Copia cannot locate an alternative source of borrowed securities on appropriate terms.

Use of Short Sales

The Advisory Accounts may engage in short sales, which involves the sale of borrowed securities. Short sales involve various risks. For example, it might not be possible to borrow securities at the most desirable time to make a short sale, particularly in illiquid securities markets. In addition, short sale rules and regulations may affect when the Advisory Accounts can sell, which may result in obtaining a less than optimal price. Further, if the price of a security sold short increases, the Advisory Accounts may have to provide funds or collateral to maintain the short positions. This could require the Advisory Accounts to liquidate other investments to provide additional margin, and such liquidations may occur at unfavorable prices. The lender of securities may also request return of the borrowed securities, and the Advisory Accounts may not be able to borrow or purchase the same securities elsewhere. Finally, a short sale involves a finite opportunity for appreciation, but a theoretically unlimited risk of loss.

Use of Hedging

The Advisory Accounts may generally utilize hedging strategies. Copia will not generally attempt to hedge all market or other risks inherent in the Advisory Accounts' particular positions or overall portfolio, and will hedge certain risks only partially.

The Advisory Accounts will enter into hedging transactions with the intention of reducing or controlling risk. Even if successful, the hedging transactions reduce the Advisory Accounts' returns due to associated transaction costs. Furthermore, hedging strategies may not be effective in controlling risk, due to unexpected non-correlation between the hedging instrument and the position being hedged. In fact, hedges could end up increasing rather than reducing both risk and losses.

When employed, hedges will not be static but rather will need to be continually adjusted based on Copia's assessment of market conditions and the expected degree of non-correlation between the hedges and the portfolio being hedged. This will increase the transaction costs of the Advisory Accounts. The success of the Advisory Accounts' hedging strategy will depend on Copia's ability to implement the strategy efficiently and cost-effectively, as well as on the accuracy of Copia's ongoing judgments concerning the hedging positions.

Disciplinary Information

Copia and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's or prospective investor's evaluation of Copia or its personnel.

Other Financial Industry Activities and Affiliations

Copia shares with FrontPoint, an unaffiliated investment adviser, a portion of the management and performance-based fees earned from the Market Neutral Fund associated with certain investors who on July 1st, 2010, transferred their interests from FrontPoint Utility and Energy Fund, LP, a private fund sponsored by FrontPoint.

During 2011, certain partners and employees of Copia Capital LLC formed Copia Solutions LLC, which holds a majority interest in Copia Compass, LLC, referred to as "Compass", a technology and software firm. The managing partner of Copia serves as the manager of Compass. Copia is

reimbursed by Compass for certain expenses, administrative support and other assistance provided to Compass from time to time.

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

Copia understands its role as a fiduciary to the Advisory Accounts and attempts to make decisions in the best interest of the Advisory Accounts. Employees are subject to the personal trading provisions of Copia's Code of Ethics for which a blackout period applies with respect to covered securities based on when Copia trades a security on behalf of the Advisory Accounts. While employees may buy or sell securities or other instruments that Copia has recommended to the Advisory Accounts in the past or that the Advisory Accounts currently hold, Copia has a "blackout period" during which its employees may not trade personally in a particular instrument at or around the same time as Advisory Accounts. Copia and its employees may make investment decisions for their own accounts and/or certain Advisory Accounts that may differ from the investment decisions made for certain other Advisory Accounts.

Allowing employees to hold or trade the same securities as the Advisory Accounts presents various potential conflicts of interest. For example, employees could theoretically attempt to time their personal trades to benefit from any potential impact the Advisory Accounts' trades might have on the price of a security or otherwise attempt to obtain a more favorable execution price than the Advisory Accounts obtain. In addition, employees and the Advisory Accounts could potentially take opposite positions (i.e., employees could hold a long position when Advisory Accounts hold a short position, or vice versa) and thus the employees could potentially experience a conflict between acting in their own best interests versus the Advisory Accounts' best interests. Further, employees could devote excessive time/use limited resources towards managing their personal trading accounts and thus neglect the Advisory Accounts' portfolios. Finally, employees may have an incentive to cause the Advisory Accounts to invest in companies in which the employees already have an interest, especially if the employees believe that such an investment by the Advisory Accounts may increase the value of their personal stake.

Copia has implemented procedures relating to personal securities transactions and insider trading that is designed to mitigate conflicts and detect and prevent improper personal securities transactions. Copia's Chief Compliance Officer or his/her designee, among other things, reviews employee trading relative to (1) the Advisory Accounts' holdings/trading activity, and (2) securities restricted by Copia due to the potential receipt of material nonpublic information.

Copia, its affiliates, and their employees and family members may invest directly in the Funds. These parties may in the aggregate own different percentages of each Fund, and thus may have an incentive to favor a particular Fund over another Advisory Account based on the ownership levels. However, Copia attempts to mitigate this conflict by recommending transactions to the Advisory Accounts based on investment considerations, including whether the investments appear suitable for a particular Advisory Account and meet its investment guidelines.

In addition, Copia has procedures governing the allocation of transactions among Advisory Accounts designed to ensure that allocations are made fairly over time and are based on objective criteria.

Code of Ethics

Copia has adopted its Code of Ethics in accordance with Rule 204A-1 under the Advisers Act to govern, among other things, personal securities transactions by employees and to mitigate

situations in which the interests of employees may appear to conflict with the interests of the Advisory Accounts. Employees must obtain pre-approval for certain personal securities transactions. Copia's pre-approval process compares personal transactions against Advisory Account transactions and verifies compliance with the requirements specified in the Code, including the blackout period described above. The Code of Ethics includes standards of conduct requiring Copia's employees to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients by placing the interests of the Advisory Accounts first. Finally, the Code of Ethics includes restrictions on giving and receiving gifts and provisions intended to prevent violations of laws prohibiting "insider trading."

Copia will provide for review a copy of its Code of Ethics to its Advisory Accounts upon request.

Cross Trades

Subject to applicable restrictions under ERISA as well as Advisory Account investment guidelines and restrictions, Copia could direct one Advisory Account to sell securities to another Advisory Account through a cross trade. Cross trades must serve the best interests of both participating Advisory Accounts and the transaction must occur at a price deemed fair to participating accounts. Further, Copia may not receive compensation relating to cross trades. Copia may have an incentive to favor one particular Advisory Account over the other Advisory Account involved in the cross trade depending on Copia's and its employees' ownership levels in each Advisory Account. In addition, to the extent that a particular Advisory Account generates more revenue for Copia versus another Advisory Account, Copia may have an incentive to favor such Advisory Account over another Advisory Account involved in a cross trade. In order to mitigate potential conflicts of interest in this area, Copia's Chief Compliance Officer and Chief Financial Officer oversee Copia's trading practices.

Principal Trades

Copia or its affiliates may enter into "principal transactions," including swaps, with an Advisory Account within the meaning of Section 206(3) of the Advisers Act in which Copia or such affiliate acts as principal for its own account with respect to the sale of a security to or purchase of a security from the Advisory Account. Principal transactions will be completed in compliance with applicable law. In analyzing such principal transactions, Copia will have a conflict between acting in the best interests of the Advisory Account and benefitting itself or its affiliates by selling or purchasing a particular security. Any such principal transaction will require consent, prior to settlement, by a representative of the Advisory Accounts affected.

Brokerage Practices

Factors Considered

Copia considers the following qualitative and quantitative factors in choosing broker-dealers to effect transactions: execution price attained, speed of execution, willingness of the broker-dealer to commit its own capital, quality of the customer service, and financial stability of the broker-dealer. Copia also considers any research and brokerage-related products and services provided by brokers, if such items enhance Copia's investment research, portfolio management, and/or trade execution capability.

Copia may obtain brokerage and research products and services from broker-dealers consistent with the obligation to seek to achieve best execution. This may include both proprietary items

(i.e., created or developed by the broker-dealer) and third-party items. Copia has agreements with certain broker-dealers to generate “soft dollar” credits from a fixed percentage of commissions for trades executed on behalf of the Advisory Accounts. Copia uses these credits to acquire certain research and brokerage-related items, as summarized below. Copia has no obligation to direct a particular amount of trading activity to particular broker-dealers in exchange for such items; however, broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services provided. Actual business given to a broker-dealer may fall short of the suggested allocation, but may also exceed the suggested level, because Copia allocates brokerage on the basis of the factors described above.

Copia benefits from the receipt of items obtained with soft dollar credits because Copia does not have to produce or pay for them. As such, Copia may have an incentive to select or recommend particular broker-dealers based on Copia’s interest in receiving such items, rather than solely based on serving the best interests of the Advisory Accounts.

The Advisory Accounts may pay commissions higher than those obtainable from other broker-dealers in return for research and brokerage-related products and services if Copia determines in good faith that the commissions paid appear reasonable in relation to the value of the items acquired, including actual trade execution. In addition, the items furnished by broker-dealers may benefit all of Copia’s Advisory Accounts. Copia does not necessarily only use such items to benefit the Advisory Accounts in proportion to the commissions paid by each Advisory Account to the broker-dealers providing such items.

Copia expects that the “soft dollar” products and services received will fall within the safe harbor afforded by Section 28(e) of the Securities Exchange Act of 1934. The products and services furnished by broker-dealers include written information and analyses concerning specific securities, companies, or sectors; market, financial and economic studies and forecasts; statistical and pricing services; discussions with research personnel and consultants; and software, databases, and other technological, technical, and telecommunication services used in the investment decision-making and/or trade execution process.

In some instances, Copia may receive products and services used for both purposes that fall within the Section 28(e) safe harbor and other purposes. This may include software or hardware systems that support risk management, portfolio management, accounting, and/or marketing functions. Copia makes a good faith effort to determine the relative proportion of such “mixed use” items used for safe harbor purposes and the proportion used for other purposes. The proportion used for safe harbor purposes is paid through brokerage commissions generated by Advisory Account transactions; Copia pays for the proportion attributable to other purposes. The receipt of “mixed-use” items and the determination of the appropriate allocation between hard and soft dollars may create a potential conflict of interest between Copia and the Advisory Accounts in that paying for these items using commissions generated by Advisory Accounts reduces expenses that Copia would otherwise incur.

As described above, Copia has adopted procedures regarding the direction of brokerage to broker-dealers that provide research and brokerage-related products and services. Any new soft dollar arrangements with broker-dealers must be approved in advance by Copia’s Chief Financial Officer and Copia must enter a soft dollar agreement with the broker-dealer. In addition, Copia periodically reviews each soft dollar arrangement to confirm that the level of commissions paid for items received appears commensurate with the value of such items, and to confirm that soft dollar credit and debit balances remain reasonable.

Investor Referrals

Copia may occasionally benefit from capital introduction programs sponsored by the prime brokers or other broker-dealers used by the Advisory Accounts. While Copia does not formally consider the receipt of investor referrals in selecting broker-dealers, Copia has a conflict of interest in deciding whether to execute transactions through the trading desks of prime brokers and other broker-dealers that refer prospective investors versus using other available options. However, Copia seeks to achieve best execution by considering a variety of qualitative and quantitative factors and strives to execute transactions consistent with the fiduciary duty owed to the Advisory Accounts.

Aggregation of Orders

Copia generally attempts to combine purchase and sale orders of the Advisory Accounts, in which case each Advisory Account pays its pro rata share of the total commission costs and receives/pays the average execution price achieved. Partial fills are allocated pro-rata based on the initial number of shares/principal amount requested by each participant in the combined order. Copia generally expects aggregated orders to provide overall economic benefits to the Advisory Accounts through better purchase or sale prices, lower commission expenses, beneficial timing of transactions, or a combination of these and other factors. However, in some circumstances, the average execution price may be higher or lower than if each Advisory Account had acted alone.

Copia may execute trades for a single Advisory Account. For example, Copia may not aggregate trades in consideration of significant cash flow into or out of certain Advisory Accounts. This may occur to raise cash for redemptions or rebalance positions due to subscriptions or for other reasons deemed in the best interests of the Advisory Accounts.

Allocation of IPOs and Other Limited Investment Opportunities

The Advisory Accounts may, from time to time, purchase securities in initial equity public offerings classified as “new issues” under FINRA Rule 5130. If an investor is deemed to be a “restricted person” under FINRA Rule 5130 or FINRA Rule 5131, such investor will not participate in “new issues” if necessary/advisable to comply with applicable FINRA rules.

Copia serves as investment manager to more than one Advisory Account, and a conflict of interest therefore exists in the allocation of investment opportunities. Copia attempts to allocate investment opportunities in the best interests of all the Advisory Accounts involved in light of the circumstances prevailing at the time. However, in certain instances an investment opportunity could be allocated wholly or primarily to one Advisory Account, with other Advisory Accounts not participating or participating only on a limited basis.

Copia allocates opportunities based on, among other things, the size of each Advisory Account, the capital available for investment, and Advisory Account-specific objectives, guidelines, and restrictions. To the extent that Copia and its employees own an interest in a particular Advisory Account, Copia has a conflict of interest between allocating opportunities in a fair manner and allocating opportunities to the Advisory Account(s) in which the related parties hold the greatest ownership interest. Copia understands the fiduciary duty owed to the Advisory Accounts and strives to allocate investment opportunities in a manner that is fair to all Advisory Accounts for which the opportunity is suitable.

OTC Transactions

Copia may purchase over-the-counter securities on behalf of the Advisory Accounts from brokers that are not market makers in such securities. Thus, the Advisory Accounts may pay commissions in addition to a mark-up or mark-down on the price of the security.

Trade Error Policy

In the event of a trade error by Copia, the standard of care set forth in the offering memorandum or equivalent governing documents or agreements associated with the relevant Advisory Account controls Copia's liability. As a general rule, Copia is not liable for damages to an Advisory Account or for any action or omission, except for any liability that results from Copia's gross negligence or willful misconduct; provided that this does not constitute a waiver or limitation of any rights under the U.S. federal or state securities laws. Copia's own determination of whether it has acted with gross negligence or willful misconduct represents a conflict of interest.

As a general policy, Copia nets gains and losses due to trade errors on a periodic basis. Thus, for errors deemed to result from Copia's gross negligence or willful misconduct, Copia benefits from the impact of gains due to trade errors, which reduce or eliminate the amount of any losses due to trade errors that occur during the netting period. Copia returns any positive balance attributable to trade errors to the affected Advisory Account. Copia incurs any remaining negative balances.

Review of Accounts

Copia's portfolio manager is Mr. Timothy Flannery. The portfolio manager reviews the Advisory Accounts' portfolios on a daily basis as part of the investment management process. A change in the portfolio may result from bottom-up value analysis, top-down macro analysis, or through the use of quantitative analytical programs. Portfolios of each Advisory Account are reviewed by Timothy Flannery, with assistance from Senior Analysts, from a risk management perspective on a daily basis. News events and material changes to macro-level and company-level information also prompt periodic reviews that may or may not result in changes the Advisory Accounts' portfolios.

Investors of each Fund generally receive the following regular reports, in written form:

- an unaudited monthly investment statement after each month-end;
- an annual audited financial statement within 120 days after the end of each fiscal year of the Fund;
- monthly risk summaries; and
- weekly performance estimates.

The primary investment adviser to the Managed Account receives daily reports of all transactions in the Managed Account, a weekly list of positions, information concerning the performance and composition of the Managed Account, and duplicate trade confirmations.

Investors in certain Funds have less transparency and longer liquidity terms than the Managed Account. Copia may provide certain Fund investors or Advisory Accounts more frequent or detailed reports, special compensation arrangements, and/or redemption rights that it does not provide to other Fund investors or Advisory Accounts.

Client Referrals and Other Compensation

As mentioned previously, Copia may benefit from capital introduction programs sponsored by the prime brokers or other broker-dealers used by the Advisory Accounts. Please see the Brokerage Practices section for additional information.

Custody

Advisory Account assets are held in custody by unaffiliated broker-dealers or banks; however, Copia has full legal access to Fund accounts based on the authority that has been delegated to Copia or its status as general partner or investment manager to the Funds. The Funds are subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements are prepared in accordance with generally accepted accounting principles in the United States and distributed within 120 days of each Fund's fiscal year end.

Investment Discretion

Copia has the authority to determine the securities to be bought or sold by the Advisory Accounts, the amount of securities bought and sold by the Advisory Accounts, and the brokers or dealers used by the Advisory Accounts by virtue of its position as investment manager or general partner of the Advisory Accounts. In addition, Copia negotiates commission rates with the broker-dealers used to execute transactions. With respect to the Funds, no limits generally exist on the authority of Copia to purchase or sell securities except as described in the applicable offering memorandum of each Fund. Investors generally may not place limitations on Copia's investment discretion with respect to the Funds. The investment management agreement to the Managed Account specifies any investment restrictions agreed upon with the Managed Account's primary investment adviser.

Side Letters

Copia and the Funds may enter into arrangements with certain investors that have the effect of altering, supplementing, or waiving the investment terms provided that doing so does not adversely affect other investors. Copia generally seeks to impose appropriate limitations on the information provided to investors so as not to adversely affect a particular Fund or particular investors and generally offers investors the same information. However, the recipients of enhanced information about the Funds may be in a position to make more informed decisions regarding their investment in a particular Fund than other investors.

Voting Client Securities

Copia has adopted written proxy voting policies and procedures in accordance with Rule 206(4)-6 under the Advisers Act. As a general matter, Copia engages a third-party service provider to vote proxies on behalf of its Advisory Accounts in line with the service provider's standard voting guidelines for investment managers. Copia generally votes in line with the voting recommendations of the third-party service provider, unless after reviewing a particular recommendation Copia feels that the voting recommendation would not maximize value or otherwise would not serve the best interests of the Advisory Accounts. As part of its proxy voting policy, Copia attempts to identify and mitigate potential conflicts of interest that may arise with respect to proxy voting matters. The policies and procedures provide examples of potential conflicts that may raise potential concerns and require employees to report to the CCO any

attempts by others to influence the proxy voting process. If Copia identifies potential conflicts of interest, Copia uses the third-party service provider's recommendation or recuses the employees impacted by the potential conflict from the voting decision.

The Managed Account and Funds' investors cannot direct Copia how to vote with respect to a particular proxy solicitation. Copia retains full responsibility for voting proxies on behalf of the Advisory Accounts. Advisory Accounts may obtain a copy of Copia's proxy voting policy and a record of how proxies were voted on their behalf upon request to Copia by calling 312-544-4200.

Copia does not generally direct the Advisory Accounts' participation in class actions unless Copia believes the potential economic gain associated with a particular class action materially outweighs the cost associated with reviewing and processing the class action on behalf of the Advisory Accounts.

Financial Information

Copia has never filed for bankruptcy or been the subject of a bankruptcy petition and is not aware of any financial condition reasonably likely to impair Copia's ability to meet contractual commitments to the Advisory Accounts.