



## **FIRM BROCHURE AND BROCHURE SUPPLEMENT**

### **MARKETFIELD ASSET MANAGEMENT, LLC**

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This brochure provides information about the qualifications and business practices of Marketfield Asset Management, LLC. If you have any questions about the contents of this brochure, please contact Eilene Nicoll by telephone at 212.514.2357 or by electronic mail at [enicoll@marketfield.com](mailto:enicoll@marketfield.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Marketfield Asset Management, LLC is available on the website maintained by the Securities and Exchange Commission at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**March 2012**

## **Material Changes**

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### **Annual Update**

The material changes section of this brochure will be updated annually and when material changes occur.

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### **Material Changes Since Last Update**

The initial version of the brochure was dated April 2011. It was last amended in January 2012. This is the annual updating amendment, which updates the amount of assets under management.

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### **Full Brochure Available**

If at any time you would like to receive a copy of the current firm brochure, please contact Eilene Nicoll, managing director and director of client services of Marketfield Asset Management, LLC, by telephone at 212.514.2357 or by electronic mail at [enicoll@marketfield.com](mailto:enicoll@marketfield.com).

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## **Advisory Business**

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### **Firm Description**

Marketfield Asset Management, LLC was organized as a limited liability company under the laws of the State of New York in October 2006 and has offices in New York, New York. Marketfield is registered as an investment advisor with the United States Securities and Exchange Commission. Marketfield is owned by Oscar Gruss & Son Incorporated, a New York corporation that is registered as a broker-dealer with the Securities and Exchange Commission.

### **Types of Advisory Services**

Marketfield currently furnishes investment advisory services to two investment funds, which are managed using a similar strategy. This strategy is tailored to the investment objectives of the funds. The funds do not impose restrictions on investing in particular securities or types of securities. The funds participate in two wrap-fee arrangements, and Marketfield receives a portion of the wrap fee for its investment management services.

### **Assets Under Management**

As of February 29, 2012, Marketfield managed approximately \$1,584,000,000 in client assets. All assets are managed on a fully discretionary basis.

## **Fees and Compensation**

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### **Marketfield Fund**

Marketfield provides investment advisory services to Marketfield Fund, which is a separate series of Trust for Professional Managers, an open-end management investment company registered under the Investment Company Act of 1940. Shares of Marketfield Fund are offered by means of a written prospectus. Marketfield earns a management fee from the fund equal to 1.40% per annum of net assets, payable on a monthly basis in arrears. This advisory fee is accrued daily in the calculation of the net asset value of the fund. Fees are paid from fund assets under the supervision of the administrator of the fund, U.S. Bancorp Fund Services, LLC.

From fund assets are deducted all fund operating expenses, including our advisory fee and other customary fund expenses. No distribution fees, also known as 12b-1 fees, are currently deducted. Marketfield has contractually agreed to waive its management fees and/or to reimburse expenses of the fund to ensure that total annual fund operating expenses (exclusive of taxes, leverage, interest, brokerage commissions, expenses incurred in connection with any merger or reorganization, dividends on short positions, acquired fund fees and expenses, and extraordinary and non-recurring expenses, such as litigation) do not exceed 1.75% of average annual net assets.

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## **The Marketfield Fund, Ltd.**

Marketfield provides investment advisory services to The Marketfield Fund, Ltd., an exempted company organized under the laws of the Cayman Islands. The investment strategies of Marketfield Fund and The Marketfield Fund, Ltd. are generally executed on a *pari passu* basis. In general, Marketfield is entitled to receive a management fee, payable monthly in arrears, in an amount equal to the sum of the monthly amounts resulting from the product of (1) the adjusted net asset value for each class of shares in the fund as of the last day of the month and (2) one-twelfth of the annual rate of 1.40%. Investors who have invested \$100 million or more in the fund are assessed the management fee at a reduced annual rate of 1.20%. Fees are paid from fund assets under the supervision of the administrator of the fund, U.S. Bancorp Fund Services, LLC.

The Marketfield Fund, Ltd. bears its own expenses, including but not limited to the management fee, a fee payable to the administrator of the fund, investment expenses, and other customary expenses, all as described in more detail in the confidential private placement memorandum relating to the offering and sale of shares in the fund. An offering of shares in the fund may be made only pursuant to the terms in the confidential private placement memorandum and where permitted by law.

Shares in The Marketfield Fund, Ltd. are offered exclusively to investors and prospective investors that are believed to satisfy applicable eligibility and suitability requirements. Each offering and sale of shares is exempt from registration under the Securities Act of 1933 as an offering to non-United States persons.

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## **Managed Accounts**

In the future, Marketfield may also provide investment advisory services to a limited number of managed accounts. In this event, it will generally receive an advisory fee based on a percentage of the assets under management. Fees for managed accounts will be negotiated on a case-by-case basis and are generally payable in arrears on a quarterly basis.

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## **Brokerage and Other Fees**

Brokerage firms typically charge transaction fees on purchases or sales of securities, and account custodians may charge custodial fees. These charges are usually small in relation to the value of the account. The selection of the security is more important than the fees that a brokerage firm charges to buy or sell the security. Additional information about transaction expenses is contained in the section of this brochure entitled "Brokerage Practices."

## **Types of Clients**

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### **Marketfield Fund and The Marketfield Fund, Ltd.**

Marketfield Fund is a separate series of Trust for Professional Managers, an open-ended investment company registered under the Investment Company Act of 1940.

Marketfield Fund is managed using a long-short strategy that focuses on macroeconomic analysis. The Marketfield Fund, Ltd. is a Cayman Islands exempted company managed using a strategy similar to that of Marketfield Fund. The objective of both funds is capital appreciation.

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### **Minimum Investor Account Size**

The minimum investment amounts for initial and subsequent subscriptions to each fund are set forth in the prospectus or the confidential private placement memorandum, as the case may be, relating to the fund. Marketfield reserves the right to increase or decrease the minimum investor account size that the funds accept. In general, Marketfield would require at least \$20,000,000 in assets to establish a separately managed account.

## **Methods of Analysis, Investment Strategies, and Risk of Loss**

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### **Investment Strategies**

In addition to charting, fundamental, technical, and cyclical analysis, Marketfield utilize proprietary macroeconomic analysis to identify and evaluate securities that it believes to be attractive candidates for investment. Additional information about the investment strategies and methods used by the funds are set forth in the prospectus or offering memorandum relating to each fund.

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### **Sources of Information**

Marketfield uses information, reports, and data from various sources, but the investment decisions that Marketfield makes on behalf of its clients are based primarily on its own internal research and analysis, as well as the experience of its key personnel. Marketfield may obtain research information from third parties, including published reports of companies and other issuers, general economic data, and governmental publications and data compilations.

The main sources of information used by Marketfield include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

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### **Risk of Loss**

All investment programs involve risks that are borne by the investor. The investment approach employed by Marketfield constantly keeps the risk of loss in mind. Information about the specific risk factors relevant to a fund is set forth in the prospectus or confidential private placement memorandum, as the case may be, relating to the fund. The Marketfield funds, and therefore indirectly the investors in the funds, face the following investment risks among others:

**Dependence on Marketfield:** The performance of each fund is critically dependent on the efforts of Michael C. Aronstein. Biographical information

about Mr. Aronstein is included in the brochure supplement included at the end of this brochure. Mr. Aronstein devotes the time and effort that he deems necessary to supervision of the Marketfield funds, but he may have other business responsibilities. In addition, the past performance of Marketfield and Mr. Aronstein may not be indicative of future results.

**Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors regardless of the particular circumstances that affect a security. For example, political, economic, and social conditions may influence market conditions.

**Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, fixed-rate bond coupons tend to become less attractive, which in turn causes bond market values to decline.

**Inflation Risk:** When inflation is present, a dollar today will not buy as much as a dollar next year, because the purchasing power of the dollar is eroding at the rate of inflation.

**Currency Risk:** A security that is not denominated in United States dollars is subject to fluctuations in the value of the United States dollar as against the currency in which the security is denominated. For example, the value of a security denominated in euros will decrease if the dollar strengthens against the euro. This type of risk is also called exchange-rate risk.

**Reinvestment Risk:** This risk is that future proceeds from investments may be reinvested at a lower rate of return because yields generally have decreased. This type of risk primarily relates to fixed-income securities.

**Business Risk:** This risk is associated with a particular industry or a particular issuer. For example, an oil production company depends upon the lengthy process of finding, transporting, and then selling oil before the company generates a profit. As a result, an oil production company carries a higher risk of profitability variance than an electric company, which generates its income from a relatively stable customer base that purchase electricity regardless of the economic environment.

**Liquidity Risk:** Liquidity is the ready ability to convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, United States Department of Treasury obligations are highly liquid, while real estate properties are not. Only investors who are financially able to maintain their investment without a need for immediate liquidity should consider an investment with Marketfield.

**Financial Risk:** Excessive borrowing to finance the operations of a business increases the risk of profitability, because the company is required to repay principal and interest in both good and bad economic times. During periods of financial stress, the inability of a company to meet its loan obligations may



decrease the value of its securities and, in some cases, force the company to seek bankruptcy protection.

**Risks of Issuer-Specific Changes:** Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions may increase the risk of default by an issuer or counterparty, which may affect the value of a security or an instrument. The value of securities of smaller, less well-known issuers may be more volatile than the value of securities of larger issuers. Smaller issuers may have more limited product lines, markets, or financial resources.

**Hedging Risk:** There can be no assurance that a particular hedge is appropriate or that risk is measured properly. Further, while Marketfield may enter into hedging transactions to seek to reduce risk, these transactions may result in poorer overall performance and increased (rather than reduced) risk for a fund than if Marketfield did not engage in hedging transactions.

**Arbitrage-Transactions Risk:** If the requisite elements of an arbitrage strategy are not properly analyzed, or if unexpected events or price movements intervene, losses may occur. These losses may be magnified to the extent that Marketfield is employing leverage in a fund. Moreover, arbitrage strategies often depend upon identifying favorable spreads. Favorable spreads may be identified, reduced, or eliminated by other market participants.

**Commodities Risk:** Commodity investments are affected by business, financial market, and legal uncertainties. There can be no assurance that Marketfield will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on commodity investments. Prices of commodity investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the portfolio investment results of a fund. In addition, the value of a fund may fluctuate as the general level of interest rates fluctuates.

**Relative-Value Risk:** In the event that the perceived pricing misalignments that underlie the relative-value trading positions that Marketfield places in a fund were to fail to converge toward, or were to diverge further from, the relative values that Marketfield expects, a fund may incur a loss.

**Distressed-Situation Risk:** Investment in distressed-situation securities exposes a fund to significant risks, including (1) the difficulty in obtaining information as to the true condition of the issuer, (2) regulatory risk, including the laws relating to fraudulent conveyances, voidable preferences, lender liability, and bankruptcy, (3) litigation risk, (4) liquidity risk, and (5) collection risk, especially in the context of sovereign debt. Moreover, to the extent that a fund invests in sovereign-debt obligations, those obligations are subject to additional risks and considerations that are not present in private distressed-situation securities, including the uncertainties involved in enforcing and collecting debt obligations against sovereign nations. These uncertainties may

be additionally affected by world events, changes in United States foreign policy and other factors outside of the control of Marketfield.

**Emerging-Markets Risk:** The risks of foreign investments typically are greater in emerging markets. For example, political and economic structures in less-developed countries may be less established and may change rapidly. These countries also are more likely to experience high levels of inflation, deflation, or currency devaluation, which may harm their economies and securities markets and may increase volatility. Restrictions on currency trading that may be imposed in emerging markets will have an adverse effect on the value of the securities of companies that trade or operate in those countries.

**Derivatives Risk:** Swaps, options traded over the counter, and other customized derivative or synthetic instruments are subject to the risk of nonperformance by the counterparty of the instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments may involve a high degree of leverage, meaning that the overall contract value (and, accordingly, the potential for profits or losses in that value) may be much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities may also be highly volatile. The prices of derivative instruments and the investments underlying derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by Marketfield. Further, many transactions in derivative instruments are not undertaken on recognized securities exchanges and thus expose a fund to greater risks than regulated exchange transactions. Exchange transactions generally provide greater liquidity and more accurate valuation of securities.

**Illiquid-Investments Risk:** Some securities and instruments may have no readily available market or independent pricing. Reduced liquidity may have an adverse impact on market prices and the ability of Marketfield to sell particular securities when necessary to meet liquidity needs or in response to a specific economic event, such as the deterioration of creditworthiness of an issuer. Reduced liquidity in the secondary market for certain securities may also make it more difficult for Marketfield to obtain market quotations based on actual trades for the purpose of valuing the portfolio of a fund.

The foregoing discussion does not purport to be a complete enumeration or explanation of all of the risks involved in an investment in a Marketfield fund. Potential investors should read the entire prospectus or the entire private placement memorandum, as the case may be, and they should consult with their own advisors to determine whether to invest in a Marketfield fund.

## **Disciplinary Information**

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### **Regulatory Disclosures**

Marketfield has no legal or disciplinary events to report in this brochure.

Michael D. Shaoul, the chairman of Marketfield, is also chief executive officer of Oscar Gruss & Son Incorporated, which owns Marketfield. In October 2003, without admitting or denying the allegations, Mr. Shaoul consented to an alleged violation of New York Stock Exchange rule 342 (failure to supervise) in connection with Oscar Gruss activities. Mr. Shaoul was censured and fined \$25,000, and he was directed to complete a course relating to financial and operational rules and regulations applicable to broker-dealers.

## **Other Financial Industry Activities and Affiliations**

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### **Financial Industry Affiliations**

Oscar Gruss & Son Incorporated, a broker-dealer registered with the Securities and Exchange Commission, owns Marketfield. Several Marketfield are registered representatives of Oscar Gruss in connection with duties performed for that entity. Marketfield does not execute client securities transactions through Oscar Gruss. Oscar Gruss is not compensated for referring prospective investors to Marketfield.

Marketfield manages Marketfield Fund, which is a separate series of Trust for Professional Managers, a Delaware statutory trust registered as an investment company under the Investment Company Act of 1940. Quasar Distributors, LLC, a broker-dealer registered with the Securities and Exchange Commission, is the primary distributor of the shares of Marketfield Fund. Marketfield is not affiliated with Trust for Professional Managers or Quasar Distributors, LLC.

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### **Financial Industry Activities**

Mr. Shaoul is a principal owner of Park Square Associates Inc., a New York corporation engaged in the real estate business.

Kathryn Beller, the chief compliance officer of Marketfield, is an attorney who practices through a professional services corporation. This corporation provides services to Marketfield through a consulting arrangement. Ms. Beller also serves as chief compliance officer for several other investment managers and for Oscar Gruss & Son Incorporated. In connection with her duties for Oscar Gruss, Ms. Beller is a registered representative of Oscar Gruss. Ms. Beller does not purchase or sell securities in connection with her duties for Oscar Gruss. Ms. Beller is an owner of a family business that is licensed as a real estate broker in the State of New York.

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

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### **Code of Ethics**

The personnel of Marketfield have committed to a written code of ethics. This code of ethics requires Marketfield and its personnel to comply fully with all applicable laws, including federal securities laws, in conducting investment advisory services and related activities. The chief compliance officer of Marketfield is responsible for

overseeing adherence to the code of ethics. Marketfield will provide a copy of the code of ethics to any client or prospective client upon request.

The code of ethics is based on the principle that Marketfield has a fiduciary obligation to its clients. In this fiduciary capacity, Marketfield and its personnel are required to place the interests of its clients before their own interests and the interests of persons and entities that may be related to them. Marketfield seeks to avoid conflicts of interest with its clients and will take appropriate steps consistent with its code of ethics to resolve any conflicts of interest that may arise.

The Marketfield code of ethics and other compliance procedures establish policies and procedures in a number of areas, including the treatment of confidential proprietary information, recordkeeping, conflicts of interest, and personal securities transactions.

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### **Violations of Law**

The chief compliance officer conducts compliance reviews at least annually and monitors for indications of potential violations of the code of ethics on a monthly basis. In addition, Marketfield has a written policy that requires personnel who become aware of a violation of the code of ethics to report the possible violation promptly on a confidential basis to the chief compliance officer. The code of ethics requires Marketfield to investigate these reports and prohibits adverse action from being taken against someone who reports a possible violation in good faith.

The code of ethics requires Marketfield to administer discipline to maintain the quality of services that it provides to clients by encouraging legal and appropriate behavior and by deterring illegal and inappropriate behavior. Disciplinary actions may include a written warning, fines, suspension of employment, and termination of employment.

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### **Participation or Interest in Client Transactions**

Marketfield or one or more of its officers, members, managers, employees, and agents may from time to time have a direct or indirect interest in a security that is purchased, sold, or otherwise traded in client accounts and may effect transactions in the security for client accounts that may be the same as or different from the actions that Marketfield or such a related person may take with respect to its or his account.

As an agent for a fund, Marketfield has the authority to effect transactions in securities while also acting as agent for another Marketfield client that is the counterparty to the transaction. It is Marketfield policy to conduct cross-transactions of this nature on the open market.

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### **Personal Trading**

Marketfield permits its personnel to purchase and sell securities for their personal accounts and for the accounts of persons and entities related to them, so long as they are in compliance with the code of ethics. These securities may be among those purchased or sold by Marketfield funds.

The Marketfield code of ethics requires that personnel obtain clearance in advance from the chief compliance officer with respect to all proposed securities trading for their personal accounts and for the accounts of related persons, including securities offered in an initial public offering or another limited offering. The code of ethics also requires personnel to disclose to the chief compliance officer all of their reportable personal securities holdings, to provide the chief compliance officer with quarterly holdings and transaction reports, and to alert the chief compliance officer to any changes in their holdings. In addition, Marketfield has a written insider trading policy that is designed to prevent the improper use of material nonpublic information.

## **Brokerage Practices**

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### **Selecting Brokerage Firms**

Marketfield generally has full discretion and authority over its client accounts, including the authority to select a broker-dealer to execute a particular transaction and to negotiate the rate of commission payable for these services. In selecting a broker-dealer, Marketfield seeks the best available combination of execution and overall price, which includes the cost of the transaction. Marketfield may utilize broker-dealers that provide solely brokerage services, as well as broker-dealers that provide research or investment-management related services and equipment, such as research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, online quotations, news and research services, and other services. Some funds have established prime brokerage arrangements, which permit transactions executed through several broker-dealers to settle into an account at the prime broker.

Marketfield does not consider whether it or a related person will receive referrals from a broker-dealer or another third party when it selects broker-dealers.

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### **Best Execution**

Marketfield endeavors to select financially responsible broker-dealers that provide best execution, and it tests best execution on each trading day. To the extent that a broker-dealer provides Marketfield with non-proprietary research or other services, Marketfield makes a good-faith determination that the value of the research or other services is reasonable in light of the commission charged.

Marketfield may have investors in its funds that also provide services to us, including broker-dealers or individuals or entities affiliated with broker-dealers. Relationships such as these may be viewed as creating a conflict of interest. Marketfield is not prohibited from engaging in any business activities with investors who are broker-dealers or affiliates of broker-dealers. Subject at all times to the principle of best execution, from time to time Marketfield may execute trades through broker-dealers that are fund investors or that have affiliates that are fund investors.

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**Trade Error Policy**

On occasion, Marketfield may experience errors with respect to trades made on behalf of client accounts. Marketfield endeavors to detect trade errors prior to settlement and to correct them in an expeditious manner. Marketfield will reimburse client accounts for losses directly due to uncorrected trade errors attributable to Marketfield personnel.

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**Research**

From time to time, Marketfield may receive proprietary research prepared by a broker-dealer and other products and services as a result of executing securities transactions through the broker-dealer. In addition, a broker-dealer also pay for research, products, and services provided by third parties that Marketfield receives as a result of its relationship with the broker-dealer. Marketfield benefits from receiving proprietary and third-party research, products, and services because it is not then required to produce or pay for the research, products, and services provided. Under these circumstances, Marketfield has an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products and services, rather than strictly on the interest of its clients in receiving the most favorable execution. Marketfield may use the research, products, and services that it receives from broker-dealers to manage assets for all clients, not only those clients that paid for the benefits. Marketfield is in a position to direct brokerage to those broker-dealers that provide Marketfield with research, products, and services because it has complete discretion in the selection of broker-dealers.

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**Order Aggregation**

Marketfield generally aggregates for block execution orders for the purchase and sale of the same security on behalf of Marketfield Fund and The Marketfield Fund, Ltd. Securities purchased in an aggregated order receive the average price obtained on the order.

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**Review of Accounts**

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**Periodic Reviews**

The books and records pertaining to Marketfield Fund and The Marketfield Fund, Ltd. are maintained by U.S. Bancorp Fund Services, LLC, which serves as third-party administrator and transfer agent. The administrator produces regular reports to the investors in the funds. In addition, an independent certified public accounting firm conducts an annual audit of the records and accounts of the funds. Audited financial statements for the funds are distributed to investors within a reasonable time after they are received.

At least monthly, Mr. Aronstein conducts a detailed review of the portfolio holdings of Marketfield Fund and The Marketfield Fund, Ltd. to align the holdings with the investment strategy. Managed account clients will receive regular reports as to the holdings and transactions in their accounts directly from the account custodian.

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**Additional Review Triggers**

Client inquiries, changes in the general market outlook, changes in the tax laws, new investment information, and changes in the opinions of Mr. Aronstein on specific issues may prompt more frequent reviews of the portfolio holdings of some or all Marketfield funds.

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**Commentary and Other Reports**

Marketfield Fund and The Marketfield Fund, Ltd. prepare a monthly written fund update, which includes commentary that discusses market conditions and the investment outlook. The administrator prepares a series of regular daily, monthly, and quarterly reports that Marketfield uses to manage the funds.

## **Client Referrals and Other Compensation**

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**Incoming Referrals**

Marketfield has written compensation arrangements with several unaffiliated parties for the referral of prospective clients. Clients generally bear no additional costs or expenses as a result of these arrangements.

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**Referrals Out**

Marketfield does not accept referral fees or any form of remuneration from other professionals when a prospective investor is referred by Marketfield.

## **Custody**

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**Account Statements**

All client funds and securities are held at qualified custodians. These custodians provide account statements at least quarterly. The account statements are sent directly to Marketfield and the fund administrator. The fund administrator prepares and distributes account statements to fund investors.

## **Investment Discretion**

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**Discretionary Authority for Trading**

Marketfield has the authority to determine, without obtaining specific consent from a fund, the securities to be bought or sold and the amount of the securities to be bought or sold for the fund. Discretionary trading authority facilitates placing trades in fund accounts so that Marketfield may promptly implement the investment strategy of each fund. Marketfield does not receive any portion of the transaction fees or commissions paid by a client fund to the custodian or executing broker-dealer, although Marketfield

may receive research, products, and services as discussed in the section of this brochure entitled “Brokerage Practices.”

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### **Limited Power of Attorney**

The funds grant Marketfield a limited power of attorney, which is a trading authorization that gives Marketfield discretionary authority over fund accounts.

## **Voting Client Securities**

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### **Proxy Voting**

Marketfield has adopted written proxy-voting policies and procedures. Client funds, including Marketfield Fund, grant Marketfield the exclusive right to vote proxies on their behalf. Marketfield is permitted to delegate the responsibility to vote proxies to a proxy-voting service provider. Marketfield proxy-voting procedures are available upon request by any fund investor or prospective investor. Also available upon request by any investor or prospective investor is a record of how Marketfield has voted client proxies.

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### **Conflicts of Interest**

It is unlikely that a conflict of interest will arise in the context of voting proxies. If a matter to be voted upon involves a potential conflict of interest, Mr. Aronstein consults with the chief compliance officer to evaluate the conflict presented. Marketfield then either votes the proxy in accordance with the action recommended or abstains from voting.

## **Financial Information**

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### **Financial Condition**

Marketfield has no financial impairment to report in this brochure.

## **Brochure Supplement**

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### **Education and Business Standards**

Marketfield considers relevant business experience to be one of the most important criteria in selecting persons to provide investment advice to and research for its clients. Marketfield does not have specific hiring guidelines but generally requires at least a college degree. Marketfield seeks to hire personnel with educational and professional backgrounds that are compatible with the functions that the personnel are hired to perform. Absent suitable business experience, Marketfield generally seeks to entrust investment advisory and research responsibilities to personnel with academic backgrounds, including advanced training, that indicate that the personnel have the skills and intelligence necessary to perform their assigned functions.



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**Michael C. Aronstein**

Born 1953

BA, English and Philosophy, Yale College

Mr. Aronstein is a founder and the president of Marketfield Asset Management, LLC. He serves as portfolio manager for Marketfield Fund and The Marketfield Fund, Ltd. Mr. Aronstein also serves as chief investment strategist for Oscar Gruss & Son Incorporated, which owns Marketfield.

Prior to joining Oscar Gruss in 2004, Mr. Aronstein was chief investment strategist for the Preservation Group, a provider of independent macroeconomic and strategic research to professional investors. He began his investment career in 1979 at Merrill Lynch, serving positions as senior market analyst, senior investment strategist, and manager of global investment strategy. Mr. Aronstein spent six years as president of Comstock Partners, a diversified investment advisor, leaving to found West Course Capital, a discretionary commodity management firm.

Mr. Aronstein has over thirty years of investment experience utilizing global and macroeconomic strategies to manage investments, including equity and fixed-income securities, foreign and emerging markets, commodities, registered investment companies, and short selling. His views on macroeconomic and strategic issues are regularly sought by and disseminated through the financial print and visual media.

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**Michael D. Shaoul**

Born 1966

BS and PhD, Accounting and Finance, University of Manchester (United Kingdom)

Mr. Shaoul is a founder and the chairman of Marketfield Asset Management, LLC. Since 2001, he has also served as the chief executive officer of Oscar Gruss & Son Incorporated. Mr. Shaoul joined Oscar Gruss in 1996 as chief operating officer. He is a registered representative of Oscar Gruss.

Between 1992 and 1996, Mr. Shaoul ran Park Square Associates Inc., a Manhattan-based real estate investment and management company. He continues to be an owner of that company.

In November 2003, without admitting or denying the allegations, Mr. Shaoul consented to an alleged violation of New York Stock Exchange rule 342 (failure to supervise) in connection with Oscar Gruss activities. Mr. Shaoul was censured and fined \$25,000, and he was directed to complete a course relating to financial and operational rules and regulations applicable to broker-dealers.

Mr. Shaoul has written articles on behalf of *Barron's* and has been regularly quoted in the *Wall Street Journal* and *Dow Jones Newswires* regarding his opinions on the investment markets.

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**Myles D. Gillespie**

Born 1961  
BA, Franklin & Marshall College

Mr. Gillespie joined Marketfield Asset Management, LLC as chief operating officer in 2007. His duties involve that execution of trades for Marketfield Fund and The Marketfield Fund, Ltd. Mr. Gillespie is not a registered representative of Oscar Gruss.

From 1983 to 1986, Mr. Gillespie worked as a stock index futures trader with Henderson Brothers, Inc. In 1986, he became a New York Stock Exchange specialist at Quick & Reilly, Inc. He was appointed executive vice president of JCC Specialist Corp., the successor firm to Quick & Reilly, Inc., in 1989. In 1999, Mr. Gillespie became president of Fleet Specialist, Inc., the successor firm of JCC Specialist Corp. He retired from Fleet Specialist in 2004. He served as a New York Stock Exchange floor official from 1993 to 1999 and as a New York Stock Exchange floor governor from 2001 to 2004. He continues to be involved with several family-owned investment related businesses that are not managed by or affiliated with Marketfield.

In January 2007, without adjudication of any law or fact and without admitting or denying any allegation or finding, Mr. Gillespie stipulated to a finding of a violation of New York Stock Exchange rule 342 (failure to supervise). Mr. Gillespie was censured and fined \$125,000, which was paid by the parent company of his employer. He received a plenary bar, which is now expired, and is not permitted to act as a specialist or to be employed on the floor of the New York Stock Exchange. Prior to hiring Mr. Gillespie in July 2007, Marketfield management thoroughly investigated this matter. Marketfield believes that the matter would have been found to be without merit had it been adjudicated.

Mr. Gillespie has no supervisory responsibilities at Marketfield of the type that New York Stock Exchange rule 342 is meant to address. In addition, Mr. Gillespie does not have a controlling influence over the management or policies of Marketfield, and he does not determine the general investment advice given to any Marketfield client. Because Mr. Gillespie is consequently not a management person of Marketfield for purposes of Form ADV, the event described above is not discussed in the section of this brochure entitled "Disciplinary Information."

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**Eilene Nicoll**

Born 1953  
BA, Brooklyn College

Ms. Nicoll joined Marketfield Asset Management, LLC in 2008 as director of client services and was named a managing director in 2010. Her duties include marketing, investor relations, and coordination with custodians, administrators, and fund counterparties.

From 1978 to 1984, Ms. Nicoll was an assistant vice president of Commodities Corporation (U.S.A.) N.V., a commodities futures trading firm. From 1984 to 1896, she was an independent discretionary trader. From 1986 to 1991, Ms. Nicoll assisted

a principal of Moore Capital Management, a commodities trading advisory firm, with administration, marketing, and allocation of proprietary capital to outside advisors. From 1991 to 1993, she served as a principal of Nikkah & Nicoll Asset Management, Inc., a commodity pool operator. From 1993 to 1997, Ms. Nicoll was a vice president of West Course Capital, Inc., a commodity trading advisory firm headed by Mr. Aronstein. There she managed operations, trading, and legal and regulatory compliance for Mr. Aronstein and acted as client liaison. From 1997 to 1999, Ms. Nicoll was a vice president in the trading department of John W. Henry & Company, Inc., a commodity trading advisory firm, at which she served as senior trading administrator and member of the investment policy committee.

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**Andrew M. Parower**

Born 1963

BSBA, Washington University in St. Louis

MBA, Fordham Graduate School of Business

Mr. Parower joined Marketfield Asset Management, LLC as a managing director in 2009.

Mr. Parower has over 20 years of high-level experience in commercial real estate. From 2005 to 2009, Mr. Parower managed the \$23 million portfolio of AIG Investments, and for the seven prior years, he presided over the \$8 billion portfolio of New York Life Investment Management. His portfolios have included AAA through BB securities, interest-only strips, and synthetics, and he has managed on both book-yield and total-rate-of-return bases. Mr. Parower was responsible for all aspects of his portfolios, including trading, and he instituted comprehensive programs for investment analysis, surveillance, and reporting based on in-depth credit and structural analyses. His initial involvement in commercial mortgage-backed securities was on the issuer side, in that he co-led a securitization program and was involved in all aspects of the origination and securitization process. Prior to his experience with commercial mortgage-backed securities, Mr. Parower was a commercial real estate acquisitions manager for a pension fund advisor and worked in the owned real estate group of a major commercial bank. His early career experience was in public accounting.

In 2006, Institutional Investor selected Mr. Parower as one of twenty rising stars in real estate. He serves on the board of governors of the Commercial Mortgage Securities Association and chaired its investor conference in 2007. He was an initial equity investor in, and an advisory committee member of, ARCap Investors, LLC. He serves on the advisory committees of Centerline High Yield Fund II and GForce Funds.

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**David C. Johnson, Jr.**

Born 1956

BS, University of North Carolina at Chapel Hill

MBA, Darden School of Business, University of Virginia

Mr. Johnson joined Marketfield Asset Management, LLC as director of research in April 2011. Prior to joining Marketfield, Mr. Johnson was an investment analyst,

portfolio manager, and head of business development at Wilkinson O'Grady & Co., Inc. He spent the first ten years of his career in the fixed-income department of Salomon Brothers, where he managed one of its primary sales groups. Subsequently, he began investing in and operating companies backed by private equity. Mr. Johnson was president of Preservation Group, where he worked closely with Mr. Aronstein. Mr. Johnson is vice chair of the board of directors of The American Civil War Center at Historic Tredegar in Richmond, Virginia. He is also a member of the board of James Lenox House Association, Inc., a not-for-profit rental housing organization serving senior citizens.

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**Supervision of Marketfield Personnel**

Messrs. Aronstein and Shaoul and the chief compliance officer of Marketfield supervise all Marketfield personnel. Supervised persons render investment advice to client funds rather than to fund investors. Questions relating to the supervision of Marketfield personnel may be addressed to the chief compliance officer at 212.514.2431.