

PART 2A OF FORM ADV: FIRM BROCHURE

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This Brochure provides information about the qualifications and business practices of O.S.S. Capital Management, LP (“O.S.S. Capital” or the “Adviser”). If you have any questions about the contents of this Brochure, please contact Anthony Cimini at 212-756-8704 or by email at acimini@osscapital.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, and references in this Brochure to O.S.S. Capital as a “registered investment adviser” are not intended to imply a certain level of skill or training.

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

ITEM 2 – MATERIAL CHANGES

This is the first version of O.S.S. Capital’s Brochure. As such, there is no prior version of the Brochure and no material changes to be noted.

In the future, when O.S.S. Capital amends its Brochure for our annual update, and the amended version contains material changes from the last annual update, O.S.S. Capital will identify and discuss those changes either on this page or as a separate document accompanying the Brochure. For documentation purposes, O.S.S. Capital will provide the date of the last annual update of its Brochure.

ITEM 3 - TABLE OF CONTENTS

	<u>Page</u>
ITEM 2 – MATERIAL CHANGES	i
ITEM 3 - TABLE OF CONTENTS	ii
ITEM 4 – ADVISORY BUSINESS	1
ITEM 5 – FEES AND COMPENSATION.....	4
ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	8
ITEM 7 – TYPES OF CLIENTS	9
ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	10
ITEM 9 – DISCIPLINARY INFORMATION	17
ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	19
ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	22
ITEM 12 – BROKERAGE PRACTICES	25
ITEM 13 – REVIEW OF ACCOUNTS.....	29
ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION.....	30
ITEM 15 – CUSTODY	31
ITEM 16 – INVESTMENT DISCRETION.....	32
ITEM 17 – VOTING CLIENT SECURITIES.....	33
ITEM 18 – FINANCIAL INFORMATION	34

ITEM 4 – ADVISORY BUSINESS

Item 4.A	<p>Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).</p> <p>O.S.S. Capital was founded in September 2001. O.S.S. Capital provides discretionary investment advisory services for private investment funds.</p> <p>The principal owner of O.S.S. Capital is Oscar S. Schafer. Oscar S. Schafer is the managing member of Schafer Brothers LLC, which is the general partner of O.S.S. Capital.</p> <p>O.S.S. Capital operates two Delaware limited partnerships on a side-by-side basis, Oscar S. Schafer & Partners I, LP and Oscar S. Schafer & Partners II, LP (together, the “Domestic Funds”), which share the same investment objective and program and generally invest proportionately based on the net asset value of each entity. In addition, O.S.S. Capital operates O.S.S. Overseas Ltd., a Cayman Islands exempted company (the “Offshore Fund”) that invests substantially all of its assets through a “master-feeder” structure in O.S.S. Overseas Master Fund Ltd., a Cayman Islands exempted company (the “Master Fund”), and follows an investment program substantially similar to that of that of the Domestic Funds. The Domestic Funds, the Offshore Fund and the Master Fund are collectively referred to herein as the “Funds” or the “Advisory Clients”.</p> <p>It should be noted that the Funds are no longer open to new investors and the Funds have begun an orderly liquidation process. Effective May 1, 2012, all liquid assets held within the Funds’ portfolios will be liquidated and distributed to investors. Only existing illiquid investments that are held in side pockets will remain invested in the Fund until such assets may be realized.</p> <p>An affiliate of O.S.S. Capital, O.S.S. Advisors LLC (“O.S.S. Advisors” or the “General Partner”), serves as the manager to the Master Fund and as the general partner to the Domestic Funds. Mr. Oscar S. Schafer is the sole managing member of O.S.S. Advisors.</p>
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<p>Item 4.B</p>	<p>Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.</p> <p>O.S.S. Capital generally has broad and flexible investment authority with respect to the Advisory Clients. Each Fund’s investment objectives and strategy is set forth in a confidential private offering memorandum provided to each investor in the relevant Fund. As noted in Item 4.A above, as of May 1, 2012, the Funds will no longer make investments.</p> <p>Using the structure as described in Item 4.A above, the Funds’ investment objective is to achieve above-market rates of return while seeking to minimize risk. In pursuing this objective, O.S.S. Capital will employ an opportunistic value-driven investment program whereby Fund investments, which may be via a master-feeder structure, will primarily include U.S. marketable equity securities, although the Funds may also invest in convertible securities, fixed income securities, distressed securities, non-public securities and non-U.S. securities. The Funds may use financial derivatives to hedge their long and short positions.</p> <p>From time to time, the Funds may acquire assets or securities through direct investments or private placements which O.S.S. Capital believes either lack a readily assessable market value or should be held until the resolution of a special event or circumstance (each, a “Special Investment”). The net cost of the Special Investments is not expected to comprise, in the aggregate, more than 10% of such Fund’s net assets (determined at the time of any such investment or designation).</p> <p>The Funds may also utilize leverage to take advantage of market opportunities. The Funds may borrow money from banks or brokerage firms, purchase securities on margin, as well as finance positions and lend funds through repurchase and reverse repurchase agreements.</p> <p>There are no limitations on the types of securities or other instruments in which the Funds may take positions, the types of positions they may take or the concentration of their investments. Further, the Funds will not be limited with respect to the types of investment strategies they may employ or the markets or instruments in which they may invest.</p>
<p>Item 4.C</p>	<p>Explain whether (and, if so, how) you tailor your advisory services to the individual needs of <i>clients</i>. Explain whether <i>clients</i> may impose restrictions on investing in certain securities or types of securities.</p> <p>O.S.S. Capital neither tailors its advisory services to the individual needs of investors in the Funds (“Investors”), nor accepts Investor-imposed investment restrictions.</p> <p>In the past, the Funds have entered into side letters and other agreements and arrangements with certain Investors, including in connection with due diligence reviews, pursuant to which an Investor may receive reports and have access to information regarding the applicable Fund's portfolio that might not be generally available to other Investors. Such Investors may be able to base their investment</p>

	<p>decisions, including, without limitation, withdrawing/redeeming their capital, on information that is not generally available to other investors. A side letter may also provide more favorable terms relating to liquidity and fees or incentive allocations. As of the date of this Form ADV Part 2A, none of the side letter arrangements that O.S.S. Capital has entered into with Investors provide more favorable liquidity, fee and/or incentive allocation terms.</p>
Item 4.D	<p>If you participate in <i>wrap fee programs</i> by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.</p> <p>O.S.S Capital does not participate in wrap fee programs.</p>
Item 4.E	<p>If you manage <i>client</i> assets, disclose the amount of <i>client</i> assets you manage on a <i>discretionary basis</i> and the amount of <i>client</i> assets you manage on a <i>non-discretionary basis</i>. Disclose the date “as of” which you calculated the amounts.</p> <p>As of January 31, 2012, O.S.S Capital manages 363,000,000 of client assets on a discretionary basis. O.S.S Capital does not currently manage any client assets on a non-discretionary basis.</p>

ITEM 5 – FEES AND COMPENSATION

<p>Item 5.A</p>	<p>Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.</p> <p>O.S.S. Capital or O.S.S. Advisors, as applicable, typically charges fees that are based upon a set percentage of assets under management and performance. Set forth below are summaries of the fees payable by Investors in the Funds. It should be noted that detailed disclosure about the fees and other expenses applicable to an investment in the Funds is provided in the operative documents for the applicable Fund.</p> <p>Investors in the Funds are typically charged a management fee equal to 1% per annum of the amount invested in a particular Fund, payable quarterly in advance.</p> <p>Investors in the Funds are also typically charged an incentive allocation equal to 17.5% or 20% per annum (depending on the Class of Interests/Shares in which an Investor subscribes) of the net profits allocable to the amount invested in a particular Fund, subject to a modified loss carry forward provision. Under the modified loss carry forward provision, the incentive allocation will be reduced by half to 8.75% or 10%, as applicable, until 2.5 times the loss is recovered for such capital account/series of shares.</p> <p>The management fee and incentive allocation are negotiable in that O.S.S. Capital or O.S.S. Advisors reserves the right to waive, reduce or calculate differently such fees for certain Investors, including, without limitation, Investors that are members, partners, affiliates or employees of O.S.S. Capital, members of the immediate families of such persons and trusts or other entities for their benefit. It should be noted that Class G Shares of the Offshore Fund, which are offered only to O.S.S. Capital's employees, affiliates or their immediate family members, are not subject to a management fee or incentive allocation.</p> <p>It is very important that Investors refer to their respective Fund's governing documents for a complete understanding of how O.S.S. Capital is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.</p>
<p>Item 5.B</p>	<p>Describe whether you deduct fees from <i>clients'</i> assets or bill <i>clients</i> for fees incurred. If <i>clients</i> may select either method, disclose this fact. Explain how often you bill <i>clients</i> or deduct your fees.</p> <p>O.S.S. Capital or O.S.S. Advisors deducts fees from the Funds' assets. Investors do not have the ability to choose to be billed directly for fees incurred.</p> <p>O.S.S. Capital typically deducts the amount of the management fee applicable to each Investor at the beginning of each quarter. The management fee is payable on the first day of each fiscal quarter based on the net asset value of each capital account balance or series of shares, as applicable, as of the beginning of such fiscal quarter (adjusted for capital contributions and withdrawals/redemptions made during the quarter).</p>

	<p>If, after giving effect to a withdrawal/redemption, an Investor would be completely withdrawn/redeemed from a Fund except for his or her interests/shares in one or more Special Investment Accounts or series of Class C Shares, as applicable, O.S.S. Capital or O.S.S. Advisors may reserve or hold back from withdrawal/redemption proceeds an amount deemed sufficient to cover the management fee expected to be payable over the life of the Special Investment (the “Management Fee Reserve”). Generally, any unused portion of the management fee for which such reserve or holdback was made will be paid to the Investor at final realization of such Special Investments. To the extent the Management Fee Reserve does not cover management fees payable in any year during the life of a Special Investment, O.S.S. Capital or O.S.S. Advisors will send an annual statement to the withdrawn/redeemed Investor for payment of the shortfall to O.S.S. Capital. This shortfall will be due within 15 days of receiving such notice.</p> <p>The Funds are also typically charged an annual performance-based incentive allocation based on the appreciation in each Investor’s account balance or series of shares, as applicable, for such fiscal year, subject to a modified loss carry forward provision. Generally, an incentive allocation will not be assessed for interests/shares attributable to Special Investments, represented by one or more Special Investment Accounts or series of Class C Shares, until such Special Investments are realized or deemed realized.</p> <p>As noted above, O.S.S Capital or O.S.S. Advisors reserves the right to waive, reduce or calculate differently the management fee and/or incentive allocation for certain Investors.</p> <p>It is very important that Investors refer to their respective Fund’s governing documents for a complete understanding of how fees are deducted from their assets. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.</p>
Item 5.C	<p>Describe any other types of fees or expenses <i>clients</i> may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that <i>clients</i> will incur brokerage and other transaction costs, and direct <i>clients</i> to the section(s) of your <i>brochure</i> that discuss brokerage.</p> <p>The Funds have paid their own organizational and initial offering expenses, which were amortized over a five-year period from the date in which the Funds commenced operations.</p> <p><u>Domestic Funds</u></p> <p>The Domestic Funds will bear their own expenses, such as the management fee, investment expenses (<i>i.e.</i>, brokerage commissions, clearing and settlement charges, custodial fees, initial and variation margin, interest expense, stock borrowing fees, proxy solicitation expenses and consulting, advisory, investment banking and other professional fees relating to particular investments or contemplated investments and travel expenses incurred in connection with due diligence), legal expenses, audit and tax preparation expenses, corporate licensing, expenses relating to the offer and sale of interests, expenses of creating subsidiaries and other expenses associated with the operation of the Domestic Funds, including regulatory expenses (such as filing fees). Such expenses,</p>

	<p>excluding the management fee, will be shared on a <i>pro rata</i> basis by all of the Investors.</p> <p><u>Offshore Fund</u></p> <p>The Offshore Fund will bear its own expenses, and those of the Master Fund, including, but not limited to, fees to the administrator, fees to the members of the Board of Directors, investment expenses (<i>i.e.</i>, brokerage commissions, clearing and settlement charges, custodial fees, initial and variation margin, interest expense, stock borrowing fees, proxy solicitation expenses, and consulting, advisory, investment banking and other professional fees relating to particular investments or contemplated investments and travel expenses incurred in connection with due diligence), legal expenses, audit and tax preparation expenses, corporate licensing, expenses related to the offer and sale of Shares, expenses of creating subsidiaries and other expenses associated with the operation of the Offshore Fund, including regulatory expenses (such as filing fees).</p> <p>Any investment expense relating specifically to a Special Investment made by an Advisory Client will be charged solely to Investors participating in such Special Investment in proportion to their interest in such investment.</p> <p>O.S.S. Capital may pay expenses for research-related services and products through “soft dollars” generated by the Advisory Clients.</p> <p>Please note that Investors will indirectly incur brokerage and other transaction costs related to their investments in the Funds. Please see Item 12 of this brochure for a more detailed discussion of O.S.S. Capital’s brokerage practices.</p>
Item 5.D	<p>If your <i>clients</i> either may or must pay your fees in advance, disclose this fact. Explain how a <i>client</i> may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.</p> <p>The management fees of the Funds are paid quarterly in advance and are prorated for periods less than a full quarter. A pro rata portion of the management fee will be paid on any capital contributions made by new or existing Investors in the Funds as of any date other than the first day of a fiscal quarter, based on the actual number of days remaining in such partial fiscal quarter (payable upon such capital contribution). In the case of a withdrawal/redemption by an Investor other than as of the last day of a fiscal quarter, a pro rata portion of the management fee shall be repaid by O.S.S. Capital to the applicable Fund and distributed to the withdrawing/redeeming Investor.</p> <p>As noted above in Item 5.B, in circumstances in which an Investor has completely withdrawn/redeemed from a Fund except for his or her interest in a Special Investment, O.S.S. Capital or O.S.S. Advisors may establish a Management Fee Reserve to cover the management fee expected to be payable over the life of the Special Investment. Generally, any unused portion of the management fee for which such reserve or holdback was made will be paid to the Investor at final realization of such Special Investments. To the extent the Management Fee Reserve does not cover management fees payable in any year during the life of a Special Investment, O.S.S. Capital or O.S.S. Advisors will send an annual statement to the withdrawn/redeemed Investor for payment of the</p>

	<p>shortfall to O.S.S. Capital. This shortfall will be due within 15 days of receiving such notice.</p> <p>It is very important that Investors refer to their respective Fund’s governing documents for a complete understanding of their withdrawal/redemption rights. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.</p>
Item 5.E	<p>If you or any of your <i>supervised persons</i> accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.</p> <p>Not applicable to O.S.S. Capital.</p>
Item 5.E.1	<p>Explain that this practice presents a conflict of interest and gives you or your <i>supervised persons</i> an incentive to recommend investment products based on the compensation received, rather than on a <i>client’s</i> needs. Describe generally how you address conflicts that arise, including your procedures for disclosing the conflicts to <i>clients</i>. If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds.</p> <p>Not applicable to O.S.S. Capital.</p>
Item 5.E.2	<p>Explain that <i>clients</i> have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.</p> <p>Not applicable to O.S.S. Capital.</p>
Item 5.E.3	<p>If more than 50% of your revenue from advisory <i>clients</i> results from commissions and other compensation for the sale of investment products you recommend to your <i>clients</i>, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.</p> <p>Not applicable to O.S.S. Capital.</p>
Item 5.E.4	<p>If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.</p> <p>Not applicable to O.S.S. Capital.</p>

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

If you or any of your *supervised persons* accepts *performance-based fees* – that is, fees based on a share of capital gains on or capital appreciation of the assets of a *client* (such as a *client* that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your *supervised persons* manage both accounts that are charged a *performance-based fee* and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your *supervised persons* face by managing these accounts at the same time, including that you or your *supervised persons* have an incentive to favor accounts for which you or your *supervised persons* receive a *performance-based fee*, and describe generally how you address these conflicts.

As described in **Items 5.A** and **5.B** above, O.S.S. Advisors receives performance-based compensation from Investors in the Funds.

It should be noted that the possibility that O.S.S. Advisors may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for the Funds to make investments that are riskier or more speculative than would be the case in the absence of such a performance-based fee. Investors are provided with clear disclosure as to how performance-based compensation is charged with respect to a particular Fund and the risks associated with such performance-based compensation prior to making an investment.

O.S.S. Capital recognizes that it is a fiduciary and as such must act in the best interests of the Funds and Investors. Further, O.S.S. Capital recognizes that it must treat all clients fairly and must refrain from favoring one client's interests over another's.

ITEM 7 – TYPES OF CLIENTS

Describe the types of *clients* to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

O.S.S. Capital provides investment advisory services to pooled investment vehicles operating as private investment funds.

The Funds are no longer open to new investors or new capital contributions. At the time of investment, each Investor in Oscar S. Schafer & Partners I, LP represented that it was an (i) accredited investors within the meaning of Regulation D of the Securities Act of 1933, as amended (“Accredited Investor”). Further, at the time of investment, each Investor in Oscar S. Schafer & Partners II, LP or the Offshore Fund represented that it was an (A) (i) Accredited Investors and (ii) a qualified purchaser within the meaning of Section 2(a)(51) of the Investment Company Act of 1940, as amended or (B) a non-U.S. Investor (as applicable).

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Item 8.A	<p>Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that <i>clients</i> should be prepared to bear.</p> <p>The Funds’ investment objective is to achieve above-market rates of return while seeking to minimize risk. In pursuing this objective, O.S.S. Capital will employ an opportunistic value-driven investment program whereby Fund investments, which may be via a master-feeder structure, will primarily include U.S. marketable equity securities, although the Funds may also invest in convertible securities, fixed income securities, distressed securities, non-public securities and non-U.S. securities. The Funds may use financial derivatives to hedge their long and short positions.</p> <p>The Funds will <u>not</u> make “macro” or speculative investments in derivatives, foreign currencies, sovereign fixed income securities or physical commodities.</p> <p>The Funds’ investment strategy is based upon a research-intensive process. O.S.S. Capital will focus on the sourcing, analysis and due diligence of potential investments as well as on methods to control portfolio risk.</p> <ul style="list-style-type: none"> • <u>Sourcing</u>: With over 40 years of experience in the investment business, Mr. Oscar S. Schafer has developed wide-ranging contacts in the business and investment community. Through these sources and others, O.S.S. Capital will consider potential investment ideas. • <u>Analysis</u>: O.S.S. Capital will perform a rigorous earnings, cash flow and balance sheet analysis of each potential investment with the aim of determining the “quality” of earnings and return on capital of an individual company. • <u>Management Due Diligence</u>: O.S.S. Capital believes that direct contact with management is a significant source of information and plans to meet regularly with senior management of its portfolio positions. In conducting its management due diligence, the Investment Manager anticipates that its wide network of contacts will provide additional sources of due diligence information. • <u>Business Due Diligence</u>: Prior to committing funds, O.S.S. Capital will often make direct contact with the suppliers, customers and competitors of each portfolio investment. • <u>Risk Control</u>: O.S.S. Capital will seek to control risk through diversification of the portfolio. <p>The Funds’ long investments will generally fall into one of the following categories:</p> <ol style="list-style-type: none"> 1. Neglected, under-followed and misunderstood securities, with respect to which O.S.S. Capital anticipates a catalyst such as a new management or product that it believes will transform the company’s business, and such catalyst is not yet reflected in the company's share price. When analyzing such securities, O.S.S. Capital will calculate the earnings power of the
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	<p>business over a two-to-five-year time horizon, and will aim to purchase shares of these businesses at low multiples of this earnings power. O.S.S. Capital believes that many of its investments in the healthcare sector will fall into this category.</p> <ol style="list-style-type: none"> 2. Highly cash-generative businesses in industries that are out of favor on Wall Street and that trade at substantial discounts to net asset value (especially when the net asset value is growing), as calculated using a discounted cash flow. Such securities can be particularly attractive when a company's management is using its cash to repurchase shares at deep discounts to its intrinsic value. 3. Special situations such as recapitalizations, spinoffs, corporate and financial restructurings, demutualizations, turnarounds, management changes, consolidating industries and other catalyst-oriented situations. <p>The Funds' short sale securities will usually fall into the following categories:</p> <ol style="list-style-type: none"> 1. Cyclical companies with high degrees of financial leverage in situations where O.S.S. Capital expects a slowing of the business and the potential for financial distress is high. 2. Businesses with unsustainable or non-competitive business models that are heavy users of cash, and where O.S.S. Capital believes the potential for earnings disappointment or liquidity issues is high. 3. Businesses that face nascent competition that is not fully appreciated on Wall Street, when O.S.S. Capital believes there is a high likelihood that this increased competition will lead to a substantial earnings shortfall within six to twelve months, and when the company's shares are otherwise overvalued. 4. Businesses that meet Wall Street's earnings estimates but whose quality of earnings is rapidly deteriorating, and O.S.S. Capital's due diligence indicates that this discrepancy highlights serious fundamental business problems. <p>From time to time, the Funds may acquire assets or securities through direct investments or private placements which O.S.S. Capital believes either lack a readily assessable market value or should be held until the resolution of a special event or circumstance (each, a "Special Investment"). The net cost of the Special Investments is not expected to comprise, in the aggregate, more than 10% of such Fund's net assets (determined at the time of any such investment or designation).</p> <p>The Funds may also utilize leverage to take advantage of market opportunities. The Funds may borrow money from banks or brokerage firms, purchase securities on margin, as well as finance positions and lend funds through repurchase and reverse repurchase agreements.</p> <p>It is very important that Investors refer to the respective Fund's confidential private offering memorandum and other governing documents for a complete understanding of O.S.S. Capital's investment strategies and methods of analysis. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund governing documents.</p>
Item 8.B	<p>For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy</p>

	<p>involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.</p> <p><u>Dependence on Key Individuals.</u> The success of the Funds is significantly dependent upon the ability of Mr. Schafer and the employees of O.S.S. Capital to develop and implement the Funds' investment objectives. Investors will be relying entirely on O.S.S. Capital and O.S.S. Advisors to conduct and manage the affairs of the Funds. Subjective decisions made by O.S.S. Capital and O.S.S. Advisors may cause the Funds to incur losses or to miss profit opportunities on which they would otherwise have capitalized. The Funds' governing documents will not permit the Investors to engage in the active management and affairs of the Funds. Because specific investments of the Funds have not yet been identified, the Investors must rely on the ability of O.S.S. Capital and O.S.S. Advisors to make appropriate investments and investment decisions for the Funds.</p> <p><u>Illiquidity.</u> A portion of the Funds' portfolios is expected to be comprised of financial instruments that are not publicly traded, are illiquid and/or are subject to long-term commitments. The Funds may not be able to readily dispose of such financial instruments and, in some cases, may be contractually prohibited from disposing of such financial instruments for a period of time. Given the illiquid nature of Special Investments, the valuation of any corresponding Special Investment Accounts/Class C Shares cannot be determined with the same degree of certainty as would be the case of the Funds' more liquid investments. Generally, Investors are not permitted to withdraw/redeem capital attributable to their Special Investment Accounts/Class C Shares.</p> <p>Investments in the Funds provide limited liquidity since interests/shares will not be freely transferrable and there are restrictions on the withdrawal/redemption of interests/shares. A withdrawing/redeeming Investor may receive in-kind distributions comprised of, among other things, participations or other derivative instruments referring to certain assets of the Funds, interests in special purpose vehicles or trading vehicles (each, a "Liquidating SPV") holding financial instruments (<i>i.e.</i>, shares in portfolio funds or in Liquidating SPVs created by them) also being held or that were held by the Funds, or participations or other derivatives instruments referring to such Liquidating SPVs. The proceeds ultimately received by an Investor from a Liquidating SPV may be different than the net asset value of the amount requested to be withdrawn/redeemed by such Investor that had been allocated to such Liquidating SPV. Additionally, in-kind distributions may not represent a <i>pro rata</i> portion of a Fund's portfolio to the extent that a <i>pro rata</i> distribution is not practicable (<i>i.e.</i>, if certain financial instruments in a Fund's portfolio cannot be distributed in-kind, a withdrawing/redeeming Investor may be paid in-kind with other financial instruments that are capable of being distributed).</p> <p><u>Limited Diversification.</u> The Funds' portfolios could become significantly concentrated in a limited number of issues, types of financial instruments, industries, sectors, strategies, countries, or geographic regions, and any such concentration of risk may increase losses suffered by the Funds. At any given time, it is possible that the Funds' investments or portfolio risks could be concentrated in only a few industries, companies, geographic regions, asset types, strategies or other areas of risk. This limited diversity could expose the Funds to losses disproportionate to market movements in general. Even when O.S.S.</p>
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	<p>Capital attempts to control risks and diversify the portfolio, risks associated with different assets may be correlated in unexpected ways, with the result that the Funds face concentrated exposure to certain risks. In addition, many hedge funds pursue similar strategies, which creates the risk that many funds would be forced to liquidate positions at the same time, reducing liquidity, increasing volatility and exacerbating losses. Although O.S.S. Capital attempts to identify, monitor and manage significant risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Many risk management techniques are based on observed historical market behavior, but future market behavior may be entirely different. Any inadequacy or failure in O.S.S. Capital's risk management efforts could result in material losses for the Funds.</p> <p><u>Investments in Undervalued Securities.</u> One of the objectives of the Funds is to invest in undervalued securities. There is no assurance that such opportunities will be successfully recognized. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. There are no assurances that the securities purchased will in fact be undervalued. In addition, the Funds may be required to hold such securities for a substantial period of time before realizing their anticipated value. During this period, a portion of the Funds' capital would be committed to the securities purchased, thus possibly preventing the Funds from investing in other opportunities. In addition, the Funds may finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.</p> <p><u>Short Selling.</u> The extent to which the Funds engage in short sales depends upon O.S.S. Capital's investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Funds of buying those securities to cover the short position. There can be no assurance that the Funds will be able to maintain the ability to borrow securities sold short. In such cases, the Funds can be "bought in" (<i>i.e.</i>, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.</p> <p>It is very important that Investors refer to the respective Fund's governing documents for a complete understanding of the material risks involved with the Funds' investment strategies. The information contained herein is a summary only and is qualified in its entirety by the relevant governing documents.</p>
<p>Item 8.C</p>	<p>If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.</p> <p><u>Equities.</u> The Funds' investment portfolio will primarily include U.S. marketable equity securities. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete and industry market conditions and general economic environments.</p>

Certain Derivative Investments. The Funds may buy or sell (write) both call options and put options and, when it writes options, it may do so on a “covered” or an “uncovered” basis. The Funds’ options transactions may be part of a hedging tactic (*i.e.*, offsetting the risk involved in another securities position) or a form of leverage, in which the Funds have the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. When the Funds buy an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Funds’ investment in the option (including commissions). When the Funds sell an option, the risk can be substantially greater than when they buy an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is “covered.” If it is covered, the Funds would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price. If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Funds might suffer as a result of owning the security. The seller of an uncovered put option theoretically could lose an amount equal to the entire aggregate exercise price of the option less the option proceeds, if the underlying security were to become valueless. If the option were covered with a short position in the underlying security, this risk would be limited, but the Funds would forego the opportunity for profit on the underlying short position should the market price of the security fall below the exercise price. If the price of the underlying security were to increase above the exercise price, the premium on the option (after transaction costs) would provide profit that would reduce or offset any loss the Funds might suffer in closing out its short position.

Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty.

Forward Trading. Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the Funds due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which O.S.S. Capital would otherwise recommend, to the possible detriment of the Funds. Market illiquidity or disruption could result in major losses to the

	<p>Funds.</p> <p><u>Activist and Block Investments.</u> The Funds may invest in debt and equity securities of companies that O.S.S. Capital believes are undervalued by the marketplace and are likely to appreciate, including as a result of a change in ownership, corporate direction or management, or as a result of operational improvements. In making such investments, the Funds, either acting alone or part of an investing group, may hold significant “block” positions in issuers and may work with the management team of the target company to design an alternate strategic plan and assist them in its execution and may secure the appointment of persons selected by O.S.S. Capital or other members of the group to the company’s management team or board of directors. O.S.S. Capital, either alone or as part of a group, may also initiate investor actions (including those that may be opposed by company management), which may include, among other things, re-orienting management's operational focus, initiating the sale of the company (or one or more of its divisions) to a third party, or an acquisition by the Funds or other members of the investing group. Such an acquisition may be accomplished either by the Funds (or the members of the investing group) acting alone, or acting in conjunction with management through a leveraged buyout. In order to accomplish the foregoing, O.S.S. Capital may cause the Funds, either alone or together with other members of a group, to acquire a “control” position in the company's securities.</p> <p>There can be no assurance that the activist investment strategies employed by O.S.S. Capital will succeed. Corporate governance strategies may prove ineffective for a variety of reasons, including: (i) opposition of the management or investors of the subject company, which may result in litigation and may erode, rather than increase, the value of the Funds’ interests/shares; (ii) intervention of a governmental agency; (iii) efforts by the subject company to pursue a “defensive” strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) market conditions resulting in material changes in securities prices; (v) the presence of corporate governance mechanisms such as staggered boards, poison pills and classes of stock with increased voting rights; and (vi) the necessity for compliance with applicable securities laws.</p> <p><u>Equity Swaps.</u> The Funds may make use of equity swaps. Equity swaps are subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk.</p> <p><u>Non-U.S. Securities.</u> Investments in securities of non-U.S. issuers (including non-U.S. governments) and securities denominated or whose prices are quoted in non-U.S. currencies pose, to the extent not hedged, currency exchange risks (including blockage, devaluation and non-exchangeability) as well as a range of other potential risks which could include expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to, or as uniform as, those of U.S. issuers. Transaction costs of investing in non-U.S. securities markets are generally higher than in the U.S. There is generally less government supervision and regulation of exchanges, brokers and issuers than there is in the United States. The Funds might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and</p>
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	<p>settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Funds' performance.</p> <p><u>Currency Exchange Exposure.</u> The Funds may invest in financial instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. The Funds, however, values its financial instruments in U.S. dollars. The Funds may or may not seek to hedge its non-U.S. currency exposure by entering into currency hedging transactions, such as treasury locks, forward contracts, futures contracts and cross-currency swaps. There can be no guarantee that financial instruments suitable for hedging currency or market shifts will be available at the time when the Funds wish to use them, or that hedging techniques employed by the Funds will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all.</p> <p>To the extent unhedged, the value of the Funds' positions in non-U.S. investments will fluctuate with U.S. dollar exchange rates as well as with the price changes of the Funds' investments in the various local markets and currencies. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which the Funds make investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of the Funds' financial instruments in their local markets and may result in a loss to the Funds. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on the Funds' non-U.S. dollar investments.</p> <p>It is very important that Investors refer to the respective Fund's governing documents for a complete understanding of the material risks involved in relation to the types of securities O.S.S. Capital invests in on behalf of the Funds. The information contained herein is a summary only and is qualified in its entirety by the relevant governing documents.</p>
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ITEM 9 – DISCIPLINARY INFORMATION

If there are legal or disciplinary events that are material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a *management person* has been *involved* in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the *management person's* favor, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the “date” of an event is the date that the final *order*, judgment, or decree was entered, or the date that any rights of appeal from preliminary *orders*, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a *management person* has been *involved* in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a *client's* or prospective *client's* evaluation.

Item 9.A	<p>A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a <i>management person</i></p> <ol style="list-style-type: none"> 1. was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any <i>felony</i>; (b) a <i>misdemeanor</i> that <i>involved</i> investments or an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses; 2. is the named subject of a pending criminal <i>proceeding</i> that involves an <i>investment-related</i> business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses; 3. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation; or 4. was the subject of any <i>order</i>, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a <i>management person</i> from engaging in any <i>investment-related</i> activity, or from violating any <i>investment-related</i> statute, rule, or <i>order</i> <p>Items 9.A.1, 9.A.2 and 9.A.4 are not applicable to O.S.S. Capital. The following is noted with respect to Item 9.A.3:</p> <p>On January 18, 2008, O.S.S. notified the Oslo Stock Exchange that O.S.S. Capital made a purchase in a company whose shares are quoted on a Norwegian stock exchange (the “Company”). The purchase was made on October 23, 2007, and resulted in O.S.S. Capital exceeding 10% of the share capital of the Company. Pursuant to Norwegian Securities Act (STA) section 3-2, an acquirer shall immediately notify the Financial Supervisory Authority of Norway or its designee</p>
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	<p>(the “FSA”) of an acquisition which causes the acquirer’s portion of shares and/or rights to shares to reach or exceed 1/20, 1/10, 1/5, 1/3, 1/2, 2/3, or 9/10 of share capital or an equivalent proportion of the voting rights in a company whose shares are quoted on a Norwegian stock exchange. As such, O.S.S. Capital was obligated to notify the FSA <i>immediately</i> after the transaction in the Company. O.S.S. Capital’s failure to notify the stock exchange in a timely fashion, though inadvertent, was a breach of section 3-2 in the STA, and in connection with the infraction O.S.S. Capital agreed to pay a fine of approximately \$77,000.</p> <p>The fine was borne exclusively by O.S.S. Capital, fully resolving the matter. None of the Advisory Clients were adversely affected by the breach.</p> <p>O.S.S. Capital does not consider the breach to be a material violation, but has determined to reference the infraction in the interest of full disclosure.</p>
Item 9.B	<p>An administrative <i>proceeding</i> before the SEC, any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> in which your firm or a <i>management person</i></p> <ol style="list-style-type: none"> 1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or 2. was <i>found</i> to have been <i>involved</i> in a violation of an <i>investment-related</i> statute or regulation and was the subject of an <i>order</i> by the agency or authority <ol style="list-style-type: none"> (a) denying, suspending, or revoking the authorization of your firm or a <i>management person</i> to act in an <i>investment-related</i> business; (b) barring or suspending your firm’s or a <i>management person’s</i> association with an <i>investment-related</i> business; (c) otherwise significantly limiting your firm’s or a <i>management person’s investment-related</i> activities; or (d) imposing a civil money penalty of more than \$2,500 on your firm or a <i>management person</i>. <p>Not applicable to O.S.S. Capital.</p>
Item 9.C	<p>A self-regulatory organization (SRO) proceeding in which your firm or a management person</p> <ol style="list-style-type: none"> 1. was <i>found</i> to have caused an <i>investment-related</i> business to lose its authorization to do business; or 2. was <i>found</i> to have been <i>involved</i> in a violation of the SRO’s rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from <i>investment-related</i> activities; or (iii) fined more than \$2,500. <p>Not applicable to O.S.S. Capital.</p>

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Item 10.A	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.</p> <p>Not applicable to O.S.S. Capital.</p>
Item 10.B	<p>If you or any of your <i>management persons</i> are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.</p> <p>Not applicable to O.S.S. Capital.</p>
Item 10.C	<p>Describe any relationship or arrangement that is material to your advisory business or to your <i>clients</i> that you or any of your <i>management persons</i> have with any <i>related person</i> listed below. Identify the <i>related person</i> and if the relationship or arrangement creates a material conflict of interest with <i>clients</i>, describe the nature of the conflict and how you address it.</p> <ol style="list-style-type: none"> 1. broker-dealer, municipal securities dealer, or government securities dealer or broker 2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund) 3. other investment adviser or financial planner 4. futures commission merchant, commodity pool operator, or commodity trading advisor 5. banking or thrift institution 6. accountant or accounting firm 7. lawyer or law firm 8. insurance company or agency 9. pension consultant 10. real estate broker or dealer 11. sponsor or syndicator of limited partnerships <p>O.S.S. Capital serves as the investment manager to the Offshore Fund and the Master Fund, and as the management company to the Domestic Funds. An affiliate of O.S.S. Capital, O.S.S. Advisors LLC (“O.S.S. Advisors” or the “General Partner”), serves as the manager to the Master Fund and as the general partner to the Domestic Funds.</p> <p>O.S.S. Capital, its employees or their related persons may also invest directly in any one of the Funds. It should be noted that investments in the Funds made by such parties may not be subject to the management fees or performance-based fees.</p> <p>It should be noted that O.S.S. Capital shares office space with an unaffiliated</p>

venture capital firm (the “Unaffiliated Firm”). The Unaffiliated Firm is NOT a related person or management person of O.S.S. Capital, nor are any of the Unaffiliated Firm’s affiliates or employees. However, given the office space arrangement between O.S.S. Capital and the Unaffiliated Firm, O.S.S. Capital understands that it is imperative for its personnel to protect portfolio management information related to Advisory Clients. As such, O.S.S. Capital has implemented practical procedures to be followed by its access persons to maintain the necessary, secure separation of hard copy, verbal and electronic non-public information between access persons of OSS and employees of the Unaffiliated Firm. Further, O.S.S. Capital maintains its computer systems and servers in such a way that employees of the Unaffiliated Firm cannot access any electronic, non-public information regarding purchases, sales and/or holdings for the Advisory Clients, as well as securities recommendations to the Advisory Clients.

It should also be noted that O.S.S. Capital and an unaffiliated investment manager (the “Unaffiliated Manager”) jointly utilize a trader (the “Shared Trader”), who is an employee of the Unaffiliated Manager, to provide trade execution services. The Shared Trader uses separate communication and information technology (i.e., computers, trading systems and portfolio spreadsheets) for O.S.S. Capital and the Unaffiliated Manager. Although the Shared Trader is not an employee of O.S.S. Capital, he is deemed an access person of O.S.S. Capital because he has access to non-public information related to investment recommendations that are made by O.S.S. Capital on behalf of its Advisory Clients. As such, the Shared Trader is subject to policies and procedures set forth in O.S.S. Capital’s Compliance Manual and Code of Ethics. It should be noted that the Shared Trader is solely responsible for executing trades for O.S.S. Capital at the instruction of O.S.S. Capital’s portfolio personnel and exercises no independent investment discretion.

O.S.S. Capital’s employees and related persons may have close relationships with senior executives of public or private companies, the securities of which O.S.S. Capital may recommend to Advisory Clients. Additionally, O.S.S. Capital’s employees and related persons may serve on the board of directors, advisory boards, executive committees or in other management capacities at public or private companies and/or other organizations. It should be noted that, as of the date of the Form ADV Part 2A, none of O.S.S. Capital’s employees or related persons serves on boards or committees of companies in which the Advisory Clients are invested. However, the potential for such relationships may give rise to conflicts of interest. For example, given the potential for these relationships, it is possible that senior executives of the underlying companies could seek to exert influence on O.S.S. Capital to invest in such a company or may give O.S.S. Capital information that is not publicly known. As such, O.S.S. Capital maintains insider trading procedures which forbid any employee from trading, either personally or on behalf of others, including Advisory Clients, on material non-public information or communicating material non-public information to others in violation of the law. Further, O.S.S. Capital maintains internal compliance policies that require employees and related persons to, among other things, obtain prior written approval from O.S.S. Capital’s Chief Compliance Officer before engaging in certain outside business activities and update disclosure on such activities on a periodic basis. Please also see **Item 17** of this Brochure (below) for details related to how O.S.S. Capital handles potential conflicts of interest related to proxy votes.

Item 10.D	<p>If you recommend or select other investment advisers for your <i>clients</i> and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.</p> <p>Not applicable to O.S.S. Capital.</p>
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ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

<p>Item 11.A</p>	<p>If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any <i>client</i> or prospective <i>client</i> upon request.</p> <p>O.S.S. Capital’s Code of Ethics (the “Code”) is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (“Advisers Act”). The Code applies to O.S.S. Capital’s access persons (which term includes all employees of O.S.S. Capital) and sets forth a standard of business conduct that takes into account O.S.S. Capital’s status as a fiduciary and requires access persons to place the interests of Advisory Clients and Investors above their own interests. The Code requires access persons to comply with applicable federal securities laws. Further, access persons are required to promptly bring violations of the Code to the attention of O.S.S. Capital’s Chief Compliance Officer. All access persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis.</p> <p>The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons. O.S.S. Capital’s access persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an access person. In addition, O.S.S. Capital’s access persons must provide annual holdings reports and quarterly transaction reports in accordance with Rule 204A-1. Further, under O.S.S. Capital’s Code, access persons’ personal securities transactions are subject to certain restrictions and pre-clearance requirements.</p> <p>In addition, the Code of Ethics ensures the protection of non-public information about the activities of the Advisory Clients. Investors or prospective Investors may obtain a copy of O.S.S. Capital’s Code of Ethics by contacting the Chief Compliance Officer, Anthony Cimini at 212-756-8704 or by email at acimini@osscapital.com.</p>
<p>Item 11.B</p>	<p>If you or a <i>related person</i> recommends to <i>clients</i>, or buys or sells for <i>client</i> accounts, securities in which you or a <i>related person</i> has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p> <p>Examples: (1) You or a <i>related person</i>, as principal, buys securities from (or sells securities to) your <i>clients</i>; (2) you or a <i>related person</i> acts as general partner in a partnership in which you solicit <i>client</i> investments; or (3) you or a <i>related person</i> acts as an investment adviser to an investment company that you recommend to <i>clients</i>.</p> <p>As explained in Item 10.C above, O.S.S. Capital serves as the investment manager to the Offshore Fund and the Master Fund, and as the management company to the Domestic Funds. O.S.S. Advisors serves as the manager to the Master Fund and as the general partner to the Domestic Funds.</p> <p>O.S.S. Capital and/or O.S.S. Advisors have financial ownership interest in the</p>

	<p>Funds and receive a management fee and, in some cases, an incentive allocation for their services to the Funds. O.S.S. Capital, its employees or their related persons may also invest directly in the Funds, and such investments may not be subject to the management fee or incentive allocation described in Item 5 above. The fact that O.S.S. Capital, its affiliates, its employees or their related persons have a financial ownership interest in the Funds creates a potential conflict in that it could cause O.S.S. Capital to make different investment decisions than if they did not have such a financial ownership interest. Further, O.S.S. Capital (and/or O.S.S. Advisors) charges the Funds fees based on a percentage of assets under management and performance via the management fee or incentive allocation. The management fee is payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of O.S.S. Capital to raise or otherwise increase assets under management to a higher level than would be the case if O.S.S. Capital were receiving a lower or no management fee. The receipt of an incentive allocation by O.S.S. Capital or O.S.S. Advisors, as applicable, may create an incentive for O.S.S. Capital to make investments that are riskier or more speculative than it otherwise would.</p>
Item 11.C	<p>If you or a <i>related person</i> invests in the same securities (or related securities, <i>e.g.</i>, warrants, options or futures) that you or a <i>related person</i> recommends to <i>clients</i>, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.</p> <p>As previously noted in Item 10.C, O.S.S. Capital, its employees or their related persons may also invest directly in any one of the Funds. It should be noted that investments in the Funds made by such parties may not be subject to the management fees or performance-based fees. The fact that O.S.S. Capital's employees and related persons have financial ownership interests in the Funds also creates a potential conflict in that it could cause O.S.S. Capital to make different investment decisions than if such parties did not have such financial ownership interests.</p> <p>Personal transactions of O.S.S. Capital's employees and related persons, which include the firm's access persons, must be made strictly in accordance with O.S.S. Capital's Code of Ethics and the terms of the offering described in any applicable investment product's offering materials. Subject to O.S.S. Capital's internal compliance policies and approval procedures, O.S.S. Capital's access persons may engage, from time to time, in personal trading of securities and other instruments, which may under certain limited circumstances, include securities and instruments held by the Advisory Clients. To manage this conflict of interest, as noted in Item 11.A, under O.S.S. Capital's Code, access persons' personal securities transactions are subject to certain restrictions and pre-clearance requirements. In particular, as set forth in the Code, O.S.S. Capital requires each of its access persons to pre-clear certain transactions in reportable securities. Additionally, O.S.S. Capital maintains a Restricted List and a Holdings List, which contain the names of securities that access persons are prohibited from trading, provided; however, that in the event that an Access Person owns a security prior to the issuer of such security being added to the Holdings List, he or she may close out or cover such securities subject to pre-approval of the Chief Compliance Officer. Personal securities transactions by access persons will be reviewed in the best interests of O.S.S. Capital's Advisory Clients and will be denied by the Chief Compliance Officer if there is risk of potential adverse</p>

	<p>consequences to the Advisory Clients. The Chief Compliance Officer reviews access persons' personal transaction reports to make sure each access person is conducting his or her personal securities transactions in a manner that is consistent with the Code.</p>
Item 11.D	<p>If you or a <i>related person</i> recommends securities to <i>clients</i>, or buys or sells securities for <i>client</i> accounts, at or about the same time that you or a <i>related person</i> buys or sells the same securities for your own (or the <i>related person's</i> own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.</p> <p>While it is the policy of O.S.S. Capital to allocate investment opportunities fairly and equitably over time — which means that investment opportunities will generally be allocated on a <i>pari passu</i> basis among those accounts for which participation in the respective opportunity is considered appropriate, in accordance with the relative sizes of the participating accounts' respective investment portfolios — O.S.S. Capital may also consider other factors. Permissible reasons why <i>pari passu</i> allocations may not occur in every situation include, among others: (i) divergent tax situations and considerations; (ii) relative sizes of the buying accounts; (iii) different investment strategies; (iv) different risk parameters; (v) commission costs of allocating limited purchases or sales among several Advisory Clients; (vi) supply or demand for a security at a given price level; (vii) size of available position; (viii) liquidity requirements or availability of cash; (ix) ability to margin the buying accounts; and (x) investment restrictions. Such considerations may result in differential performance among the Funds.</p> <p>O.S.S. Capital and its affiliates may have conflicts of interest in allocating their time between management of the Funds and other activities, in allocating investments among the Funds and future advisory clients, and in effecting transactions for the Fund and future advisory clients, including ones in which the affiliates may have a greater financial interest.</p>

ITEM 12 – BROKERAGE PRACTICES

Item 12.A.1	<p>Describe the factors that you consider in selecting or recommending broker-dealers for <i>client</i> transactions and determining the reasonableness of their compensation (e.g., commissions).</p> <ol style="list-style-type: none"> 1. Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”), disclose your practices and discuss the conflicts of interest they create. <ol style="list-style-type: none"> a. Explain that when you use <i>client</i> brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services. b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your <i>clients’</i> interest in receiving most favorable execution. c. If you may cause <i>clients</i> to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact. d. Disclose whether you use soft dollar benefits to service all of your <i>clients’</i> accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to <i>client</i> accounts proportionately to the soft dollar credits the accounts generate. e. Describe the types of products and services you or any of your <i>related persons</i> acquired with <i>client</i> brokerage commissions (or markups or markdowns) within your last fiscal year. f. Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for soft dollar benefits you received. <p>O.S.S. Capital and the General Partner are solely responsible for selecting the broker used in each transaction for the Funds and for negotiating the fees to be paid to the broker in connection with such transactions. In selecting appropriate brokers to effect portfolio transactions for the Funds, O.S.S. Capital and the General Partner allocate portfolio transactions to brokers on the basis of “best execution” and in consideration of such factors as the respective brokers’ ability to effect the transactions, quality of sales coverage, depth of services, back-office and processing capabilities, reputation, facilities, reliability and financial responsibility, and provision or payment (or rebates to the Funds for payment) of the costs of brokerage or research products or services which O.S.S. Capital or the General Partner considers to be of benefit to the Funds, O.S.S. Capital and the</p>
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	<p>General Partner. O.S.S. Capital and the General Partner need not solicit competitive bids and do not have an obligation to seek the lowest available commission cost. Accordingly, if O.S.S. Capital or the General Partner determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage or research products or services provided by such broker, the Funds may pay commissions to such broker in excess of the amount another broker might have charged (i.e., the Funds may “pay up” for research and other services provided by the broker through the commission rate (“soft dollars”). If O.S.S. Capital or the General Partner decides, based on the factors set forth above, to execute portfolio transactions on an agency basis through Electronic Communications Networks (“ECNs”), it will also consider, when choosing among ECNs, such factors as their relative ease of use, flexibility, and level of care and attention that will be given to smaller orders.</p> <p>From time to time, an Investor may request that a Fund direct brokerage to a broker affiliated with an adviser to the Investor who had recommended that the Investor invest in such Fund. Subject to its obligation to seek best execution, O.S.S. Capital or the General Partner may consider requests by Investors to direct brokerage in determining its selection of brokers. However, O.S.S. Capital and the General Partner will <u>not</u> commit to an Investor or broker to allocate a particular amount of brokerage in any such situation.</p> <p>O.S.S. Capital and the General Partner have no obligation to deal with any particular broker or dealer in executing transactions.</p> <p>Research products and services provided to O.S.S. Capital or the General Partner may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities and other products and services (i.e., quotation equipment and computer-related costs and expenses, including, without limitation, investment- and trading-related computer hardware and software) providing lawful and appropriate assistance to O.S.S. Capital or the General Partner in the performance of its investment decision-making responsibilities.</p> <p>O.S.S. Capital or the General Partner may use “soft dollar” benefits generated from brokerage transactions with some brokers to obtain research products and services for the benefit of its clients. When O.S.S. Capital or the General Partner uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, O.S.S. Capital or the General Partner receives a benefit because it does not have to produce or pay for the research, products or services. It is also noted that O.S.S. Capital or the General Partner may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on the Funds’ interest in receiving most favorable execution. Research and brokerage services obtained with soft dollars may be utilized by O.S.S. Capital or the General Partner in connection with its investment services directly for one or more Fund portfolios.</p> <p>The use of commissions or soft dollars by O.S.S. Capital or the General Partner to pay for certain brokerage or research products or services will fall within the safe harbor created by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended. It should be noted that certain of the commission arrangements entered into by O.S.S. Capital or the General Partner may involve a product or service that can be used by O.S.S. Capital or the General Partner for purposes other than</p>
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	<p>research and making investment decisions (<i>i.e.</i>, “mixed-use” products and services) such that a portion of such product or service may fall outside the parameters of Section 28(e) (which permits the use of commissions of “soft dollars” to obtain “research and execution” services). In such cases, O.S.S. Capital or the General Partner will make a reasonable allocation of the cost according to its use and the amount allocated to the use that does not qualify under Section 28(e) will be paid for by O.S.S. Capital or the General Partner with “hard” dollars (<i>i.e.</i>, a message service that is used 60% to transmit orders to broker-dealers for execution and 40% for general communication purposes will only be paid for 60% in soft dollars to stay within the Section 28(e) safe harbor).</p> <p>O.S.S. Capital periodically reviews brokerage and soft dollar arrangements.</p>
Item 12.A.2	<p><u>Brokerage for <i>Client</i> Referrals.</u> If you consider, in selecting or recommending broker-dealers, whether you or a <i>related person</i> receives <i>client</i> referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.</p> <ol style="list-style-type: none"> Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving <i>client</i> referrals, rather than on your <i>clients’</i> interest in receiving most favorable execution. Explain the procedures you used during your last fiscal year to direct <i>client</i> transactions to a particular broker-dealer in return for <i>client</i> referrals. <p>As noted in Item 4.A above, the Funds are no longer open to investors and have begun an orderly liquidation process. As such, this item is not applicable to O.S.S. Capital.</p>
Item 12.A.3	<p><u>Directed Brokerage.</u></p> <ol style="list-style-type: none"> If you routinely <u>recommend</u>, <u>request</u> or <u>require</u> that a <i>client</i> direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their <i>clients</i> to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of <i>client</i> transactions, and that this practice may cost <i>clients</i> more money. If you <u>permit</u> a <i>client</i> to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of <i>client</i> transactions. Explain that directing brokerage may cost <i>clients</i> more money. For example, in a directed brokerage account, the <i>client</i> may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the <i>client</i> may receive less favorable prices. <p>Not applicable to O.S.S. Capital.</p>

<p>Item 12.B</p>	<p>Discuss whether and under what conditions you aggregate the purchase or sale of securities for various <i>client</i> accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to <i>clients</i> of not aggregating.</p> <p>If O.S.S. Capital determines to buy or sell the same security on behalf of more than one Fund, O.S.S. Capital may (but is not required to) place an aggregate order (in accordance with trade guidelines, as applicable) with the broker on behalf of all such accounts in order to ensure fairness for all accounts. Orders that are added to bunched orders subsequent to the fill or partial fill of such earlier order do not participate in such earlier fill or partial fill.</p> <p>It is O.S.S. Capital's policy, when purchasing securities for more than one of its Funds (i.e., bunching orders), to purchase the quantity of such securities necessary to supply all Funds and to then average the aggregate costs over all securities purchased. Related benefits to such Funds also will be averaged over the securities purchased.</p> <p>In some circumstances, it may be appropriate for O.S.S. Capital to buy or sell a security on behalf of more than one Fund over a period of time. For example, if O.S.S. Capital is buying a small capitalization and/or relatively illiquid security for more than one Fund, O.S.S. Capital may wish to fill the order over a period of days or even weeks. In such instances, although it may not be possible to aggregate orders to be entered for all of the Funds, O.S.S. Capital still must allocate Funds' orders pursuant to the allocation guidelines (as applicable). However, in the event that O.S.S. Capital determines a need to buy or sell a security on behalf of more than one Fund over a period of time, there can be no assurance of equality of treatment among all Funds.</p>
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ITEM 13 – REVIEW OF ACCOUNTS

Item 13.A	<p>Indicate whether you periodically review <i>client</i> accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the <i>supervised persons</i> who conduct the review.</p> <p>The Funds’ portfolios are under continuous review by Oscar S. Schafer, Managing Partner of O.S.S. Capital, in consultation with the investment team. Mr. Schafer determines whether security positions should be maintained in view of the current market conditions. Matters generally reviewed include specific securities held, adherence to investment guidelines and the performance of each portfolio.</p> <p>Further, Anthony Cimini, in his capacity as O.S.S. Capital’s Chief Compliance Officer, periodically reviews trading to ensure consistency with applicable laws and regulations.</p>
Item 13.B	<p>If you review <i>client</i> accounts on other than a periodic basis, describe the factors that trigger a review</p> <p>Please see Item 13.A. The accounts are under continuous review.</p>
Item 13.C	<p>Describe the content and indicate the frequency of regular reports you provide to <i>clients</i> regarding their accounts. State whether these reports are written.</p> <p>Each Investor in the Funds will receive annual audited financial statements within 120 days of the end of the fiscal year, monthly valuation statements which include the respective Investor’s account balance (based on unaudited data), quarterly letters which include unaudited performance of the applicable Fund, K-1s and other tax informational statements (as necessary) within the time period required by law, and, if requested, Investors will be provided with periodic “snapshots” containing portfolio information and unaudited performance of the Fund in which they are invested.</p> <p>The Funds may offer, upon request, certain Investors additional information and reporting that other investors may not receive.</p>

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Item 14.A	<p>If someone who is not a <i>client</i> provides an economic benefit to you for providing investment advice or other advisory services to your <i>clients</i>, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.</p> <p>Not applicable to O.S.S. Capital.</p>
Item 14.B	<p>If you or a <i>related person</i> directly or indirectly compensates any <i>person</i> who is not your <i>supervised person</i> for <i>client</i> referrals, describe the arrangement and the compensation.</p> <p>Not applicable to O.S.S. Capital.</p>

ITEM 15 – CUSTODY

If you have *custody* of *client* funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your *clients*, explain that *clients* will receive account statements from the broker-dealer, bank or other qualified custodian and that *clients* should carefully review those statements. If your *clients* also receive account statements from you, your explanation must include a statement urging *clients* to compare the account statements they receive from the qualified custodian with those they receive from you.

O.S.S. Capital and/or O.S.S. Advisors, as applicable, are deemed to have custody of the Funds by virtue of their status as investment manager and general partner, respectively. The assets of the Funds are held with qualified custodians.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, O.S.S. Capital reasonably believes that all Investors will be provided with audited financial statements, prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally Accepted Accounting Principles, within 120 days, of the end of the Funds' fiscal years (i.e., generally by April 30th).

ITEM 16 – INVESTMENT DISCRETION

If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

O.S.S. Capital has discretionary authority to manage the Funds. O.S.S. Capital is authorized to make purchase and sale decisions for the Funds. As explained above, each Fund's investment strategy is set forth in detail in such Fund's confidential private offering memorandum. Investors do not have the ability to impose limitations on O.S.S. Capital's discretionary authority. Investors were provided with a confidential private offering memorandum prior to their investment and also executed a subscription agreement, which constitutes a legal, valid and binding obligation of the Investor, enforceable in accordance with its terms. Further, prospective Investors in the Domestic Funds executed the signature page of the applicable Fund's limited partnership agreement, which is included in the respective Domestic Fund's subscription documents.

ITEM 17 – VOTING CLIENT SECURITIES

<p>Item 17.A</p>	<p>If you have, or will accept, authority to vote <i>client</i> securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your <i>clients</i> can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your <i>clients</i> with respect to voting their securities. Describe how <i>clients</i> may obtain information from you about how you voted their securities. Explain to <i>clients</i> that they may obtain a copy of your proxy voting policies and procedures upon request.</p> <p>O.S.S. Capital understands and appreciates the importance of proxy voting. To the extent that O.S.S. Capital has discretion to vote the proxies on behalf of its clients, O.S.S. Capital will vote any such proxies in the best interests of the Funds and Investors (as applicable) and in accordance with set compliance procedures.</p> <p>Prior to voting any proxies, O.S.S. Capital’s Proxy Voting Committee will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, the Proxy Voting Committee will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not. If a conflict is identified and deemed “material” by the Proxy Voting Committee, O.S.S. Capital may appoint an outside third-party vendor to vote on such proxy <u>or</u> determine whether voting in accordance with the firm’s established proxy voting guidelines is in the best interests of affected Advisory Clients (which may include utilizing an independent third party to vote such proxies). If no material conflict is identified pursuant to its set procedures, the Proxy Voting Committee will make a decision on how to vote the proxy in question.</p> <p>Any proxies actually received by O.S.S. Capital will be provided to the Chief Compliance Officer. The Chief Compliance Officer, or his designee, will ensure delivery of the proxy, in accordance with instructions related to such proxy, in a timely and appropriate manner. O.S.S. Capital keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received and internal documents created that were material to voting decisions and each client request for proxy voting records and O.S.S. Capital’s response for the previous five years.</p> <p>If you have any questions about O.S.S. Capital’s proxy policy, its proxy record-keeping procedures or if you would like any detailed information about how proxies are actually voted, please call the Chief Compliance Officer, Anthony Cimini at 212-756-8704 or by email at acimini@osscapital.com.</p>
<p>Item 17.B</p>	<p>If you do not have authority to vote <i>client</i> securities, disclose this fact. Explain whether <i>clients</i> will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) <i>clients</i> can contact you with questions about a particular solicitation.</p> <p>Not applicable to O.S.S. Capital.</p>

ITEM 18 – FINANCIAL INFORMATION

Item 18.A	<p>If you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, include a balance sheet for your most recent fiscal year.</p> <ol style="list-style-type: none"> 1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity. 2. Show parenthetically the market or fair value of securities included at cost. 3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X. <p>Not applicable to O.S.S. Capital.</p>
Item 18.B	<p>If you have <i>discretionary authority</i> or <i>custody</i> of <i>client</i> funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per <i>client</i>, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to <i>clients</i>.</p> <p>O.S.S. Capital is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.</p>
Item 18.C	<p>If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.</p> <p>Not applicable to O.S.S. Capital.</p>