



GEOSPHERE CAPITAL MANAGEMENT, LLC

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FORM ADV, PART 2A BROCHURE

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This brochure provides information about the qualifications and business practices of Geosphere Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 616-1100 or via e-mail at information@geospherecap.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.

Any reference to or use of the terms “registered investment adviser” or “registered,” does not imply that Geosphere Capital Management, LLC or any person associated with Geosphere Capital Management, LLC has achieved a certain level of skill or training.

Additional information about Geosphere Capital Management, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Not applicable. In February 2012, Geosphere filed its application to register as an investment adviser with the SEC. Accordingly, pursuant to disclosure rules under the Advisers Act (as defined below), this is the first Brochure compiled by Geosphere to provide new and prospective investors with clearly written, meaningful, current disclosure of its business practices, conflicts of interest and background of its advisory personnel. We encourage all recipients of this Brochure to read it carefully in its entirety.

In the future, this Item will identify and discuss the material changes since the last annual update to assist investors and make them aware of certain information that has changed since the prior year's Brochure and that may be important to them.

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Item 4 – Advisory Business

Description of the Firm

Geosphere Capital Management, LLC (“Geosphere”) is a privately owned limited liability company organized under the laws of the state of Delaware, with its principal place of business in New York, New York. Geosphere began providing investment advisory services in July 2007. Arvind Sanger, individually and through certain affiliated entities, owns 100% of Geosphere. Geosphere has filed an application to be registered as an investment advisor with the Securities and Exchange Commission. Geosphere serves as the investment manager to several private investment companies and one managed account (the “Managed Account”). Geosphere does not participate in wrap fee programs.

Advisory Services Offered

The Funds

Geosphere offers investment advisory services to the Funds (as defined below) pursuant to an Investment Management Agreement between Geosphere and each client Fund. All of Geosphere’s Fund clients are private investment funds that are exempt from registration with the Securities and Exchange Commission (each a “Fund” and together the “Funds”). Geosphere provides investment management services tailored to the specific investment guidelines set forth in the confidential private placement memoranda of each of the Funds. Subject to these investment guidelines, Geosphere has a limited power of attorney to act and has complete discretion and authority to manage Fund assets. Geosphere is authorized to make all investment decisions, buy and sell securities, issue instructions to the Funds’ custodians, select broker dealers to execute securities transactions and vote proxies and make similar decisions, except that as a general matter Geosphere is not responsible for filing class action claims and generally does not pursue or commence litigation on behalf of its client Funds. Underlying investors in Geosphere’s client Funds do not have the ability to impose restrictions on investing in certain securities or types of securities. Geosphere offers and sells interests in the Funds in private transactions solely to accredited investors, qualified clients, qualified purchasers, and certain employees of Geosphere and/or its affiliates and in the case of the two offshore Funds, to sophisticated non-U.S. investors.

Geosphere’s investment performance is dependent upon the selection of long investments that outperform the market and short investments that underperform the market. While the confidential private placement memoranda for each of the Funds give Geosphere broad discretion with respect to the types of securities it may purchase, Geosphere will purchase and sell for each client primarily equity and equity-related securities in global markets, with a focus on the natural resources and industrials sectors. Geosphere may also invest in preferred stocks, convertible securities, warrants, commodities, options (including covered and uncovered puts and calls and over-the-counter options) and other derivative instruments, bonds and other fixed income securities, foreign currencies,

private securities and money market instruments. Geosphere also engages in short selling, margin trading, hedging and other investment strategies for each client Fund. Performance is primarily driven by the relative performance of our long and short investments rather than the performance of the markets.

Geosphere manages two different long/short equity strategies, each of which maintains different net and gross exposure targets and leverage rates, resulting in a different risk/return profile for each strategy. Geosphere manages a U.S. domiciled and a Cayman domiciled Fund in each of the two strategies. Both the U.S. and the Cayman fund in each strategy seek to attain their investment objectives by investing substantially all of their assets in a Cayman based master fund, through a master feeder structure. The Cayman master fund has the same investment objective and strategy as each of its feeder funds.

Each strategy generally invests in the same long and short publicly traded equity securities, but in different proportions. Investment trades are generally allocated among the Funds to achieve holdings that are proportional to their net asset values and consistent with each Fund's exposure, leverage and other targeted parameters. As a result of this sharing of investments, the efforts of the members of Geosphere's investment and trading teams are focused on one set of investment decisions.

This approach allows investors in the Geosphere Funds to benefit from Geosphere's stock picking skill while targeting the net and gross exposure levels that they believe are appropriate for their objectives.

The Geosphere Funds are set forth below:

Geosphere Directional Fund, LP ("Geosphere Directional U.S. Fund")
Geosphere Directional Fund, Ltd. ("Geosphere Directional Offshore Fund")
Geosphere Directional Master Fund, Ltd. ("Geosphere Directional Master Fund")
Geosphere Fund, LP ("Geosphere U.S. Fund")
Geosphere Fund, Ltd. ("Geosphere Offshore Fund")
Geosphere Master Fund, Ltd. ("Geosphere Master Fund")
Geosphere Mauritius Fund, Ltd. ("Geosphere Mauritius Fund")

The Geosphere Directional U.S. Fund and the Geosphere Directional Offshore Fund invest all or substantially all of their assets in the Geosphere Directional Master Fund. The Geosphere Directional Master Fund's gross exposure will typically range between 160 to 200% and its net exposure will typically range from 40% to 60% net long.

The Geosphere U.S. Fund and the Geosphere Offshore Fund invest substantially all of their assets in the Geosphere Master Fund. The Geosphere Master Fund's gross exposure will typically range between 140% to 180% and its net exposure will typically range from 0% to 20% net long.

The Geosphere Master Fund and the Geosphere Directional Master Fund own all shares of the Geosphere Mauritius Fund on a pro rata basis. The Geosphere Mauritius Fund has

investment objectives and strategies that are consistent with those of the Geosphere Master Fund and the Geosphere Directional Master Fund, except that investments in the Geosphere Mauritius Fund are only in Indian securities.

The Managed Account

To the extent appropriate for a large or strategic investor, Geosphere will establish a separately managed account. Geosphere currently provides investment advisory services to one Managed Account, whose investor is a limited partnership. Arvind Sanger has a minority interest in the limited partnership, and pursuant to the terms of the agreement for the Managed Account, all losses in the Managed Account will be allocated to Mr. Sanger up to his total capital contribution. The advisory services are tailored to the investment objectives and/or restrictions established by the Managed Account investor. Fee arrangements and terms for each Managed Account are individually negotiated. Accordingly a managed account may be, and the Managed Account is, subject to different terms and fees than those of the Funds. Managed account relationships are generally subject to significant account minimums.

The Managed Account's investment objective and guidelines are the same as those applicable to the Geosphere Master Fund. Accordingly, while specific investments may differ either because the Managed Account is not permitted to invest in certain markets or securities, the types of financial instruments that may be used are generally the same as those used by the Geosphere Master Fund. These details are outlined in the agreement entered into between Geosphere and the Managed Account.

Assets under Management

As of January 1 2012, Geosphere managed, on a discretionary basis, client assets totaling \$378,273,641. Geosphere does not manage client assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Management Fees

While fees for all managed account relationships are individually negotiated, the existing Managed Account client is not subject to a management fee. Each Fund client pays Geosphere a management fee that is calculated as a percentage of assets under management by Geosphere. Fees are payable quarterly in advance based on the quarter-end asset value as of the first business day of the calendar quarter. Each underlying investor in a Fund pays the Fund the portion of the fee attributable to that investor's holdings in the Fund. The management fee paid to Geosphere is equal to 2% per year, or 0.5% per quarter. Investors with total assets under management in a Fund of over \$150 million pay the Fund a quarterly management fee equal to 1.5% per annum. Fees paid in advance are not refundable.

Performance-Based Compensation

The Funds

At the end of each fiscal year, each client also makes, to an affiliate of Geosphere, a performance-based allocation in compliance with Rule 205-3 under the Investment Advisers Act of 1940, as amended. The performance allocation is equal to 20% of the net profits of the Fund and is paid to Geosphere (GP), LLC. Geosphere makes the performance allocation pro rata from the account of each underlying Fund investor in the amount attributable to that investor's holdings in the Fund. The performance allocation is subject to a high water mark. This means that no performance allocation is made unless the value of client assets has increased since the prior allocation. If the client terminates the Investment Management Agreement, or an underlying investor withdraws their assets from the client, fees will be allocated on a pro rata basis. Employees of Geosphere who are investors in the Funds are not subject to the performance allocation.

The Managed Account

At the end of each calendar month, the Managed Account client will pay Geosphere a performance fee equal to 50% of the net profits in the account during the prior period.

Fee Differential

In some cases, certain underlying investors in Geosphere's client Funds may pay lower fees or have other unique arrangements, provided that the client is not harmed. For example, investors providing large or initial investments in a Fund, investors that commit to a hard lock on their investment, investors that are affiliated with Geosphere, and/or Geosphere employees have specially tailored arrangements with respect to their investment in a Fund.

Early Withdrawal and Related Charges

Any capital contribution that is withdrawn from a Fund before the completion of the investor's commitment period is subject to an early termination fee as set out in detail in the Funds' private offering memoranda.

The commitment period for investors in the feeder Funds is one year. Investors who withdraw a capital contribution prior to the end of the one year period will pay an early termination fee as follows:

- 6% of the amount withdrawn on the last business day of the first quarter following the capital contribution;
- 5% of the amount withdrawn on the last business day of the second quarter following the capital contribution; and
- 4% of the amount withdrawn on the last business day of the third quarter following the capital contribution.

All early withdrawal charges are retained by the Funds. For the purposes of determining the amount of the withdrawal, contributions are treated on a first in first out basis.

Other Fees

All fees paid to Geosphere are separate from fees related to investments such as brokerage commissions, transaction fees, and with respect to the Funds, research-related travel expenses up to five (5) basis points per fiscal year; audit; legal; compliance; and administrative fees and other related costs and expenses, which may be incurred by a Fund. The Funds will also incur other charges imposed by custodians, brokers, and other third parties, such as custodial fees, transaction related expenses, transfer taxes, wire transfer and other fees. Such charges, fees and commissions are exclusive of and in addition to Geosphere's fees. Geosphere does not receive a portion of these other commissions, fees and costs. (Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.)

Geosphere's investment management agreements with the Funds generally provide that the Fund will indemnify and not hold Geosphere and/or its affiliates liable for certain expenses, losses and claims that may arise in connection with the performance of its duties (including management of the Fund's investments and execution of investment trades), provided that such persons' conduct has not breached certain specified standards of conduct, that is the relevant actions must have been taken in good faith and cannot have involved willful misconduct, gross negligence, a violation of federal or state securities laws or criminal wrongdoing.

Billing Method

The Fund's administrator deducts from the account of each investor in each client Fund the quarterly management fee, pro rated if the account was opened during that quarter. The Fund's administrator deducts from the account of each investor in each client Fund the annual performance allocation, if applicable.

Geosphere does not deduct advisory fees or other expenses directly from the Managed Account (nor does it have the power to do so without the consent/action of the Managed Account client). The custodian of the Managed Account is authorized by the Managed Account client to pay Geosphere the monthly performance fee based on a monthly invoice that is submitted to the custodian and the Managed Account client simultaneously.

Termination of Advisory Services

The Investment Management Agreement will continue in effect until December 31, 2039, unless terminated by Geosphere or the client at the end of any fiscal year, by providing at least sixty (60) days written notice of termination. The investment management agreement with the Managed Account client may be terminated, after the expiration of a

six (6) month lock-up period, as of the last day of any calendar quarter, upon forty-five (45) days notice.

Other Compensation

None of Geosphere's employees receives compensation for the sale of securities or other investment products.

ERISA Clients

Geosphere is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, Geosphere is subject to specific rules and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Geosphere may only charge fees for investment advice about which our firm and/or our related persons do not receive any commissions or 12b-1 fees. Geosphere's recommendations are not limited to any specific product or service offered by any broker/dealer or insurance company. To eliminate the potential for product sales bias, Geosphere has no affiliation with any broker/dealer or insurance company, sells no products and earns no commissions.

Valuation and Pricing

Unless specifically provided otherwise in the Funds' confidential private placement memoranda, Geosphere typically uses available pricing services or sources to determine the market value of a Fund's portfolio. Geosphere may rely on various services from outside vendors for information such as pricing, ratings, and other relevant factors. While these vendors are generally reliable, from time to time information they provide may be inaccurate or stale, which may affect the pricing and categorization of portfolio holdings. While most of the Funds' holdings are liquid securities, from time to time, Geosphere may need to determine a price for a portfolio holding using "fair value" pricing methods. In these situations, Geosphere elicits input from senior management within the firm to determine what it believes to be a representative or "fair" price for the holding. These determinations may involve a significant amount of judgment and in some cases may not result in an accurate price. The Funds may hold securities or instruments that have no trading market or are otherwise difficult to value. For these types of securities, Geosphere will conduct an analysis, which may include determining the average price provided by broker-dealers making a market in the security, in an attempt to determine which counterparty or broker-dealer it believes will provide the most reliable price quotations.

Under the terms of its investment management agreement with Geosphere, the custodian for the Managed Account client performs its own valuation.

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

Geosphere charges all of its clients a performance-based fee (that is a fee based on a share of capital gains on or capital appreciation of the assets of the client). Please refer to the “Performance Fee” section (Item 5) of this Form ADV for additional information. Geosphere has no clients who are subject to any other type of fee. As such, the conflict of interest related to managing accounts that charge performance-based fees alongside accounts that do not charge performance-based fees does not apply to Geosphere.

As a result of the performance-based fee, in particular with respect to the Managed Account where all losses are allocated to Mr. Sanger up to the amount of his capital contribution to the Managed Account, Geosphere may have an incentive to make investments that are riskier or more speculative than it otherwise might make in the absence of compensation based on the performance of its clients. Geosphere has policies and procedures in place related to the allocation of investments and investment opportunities. (See Item 12 of this ADV.) If Geosphere determines that an investment or trading opportunity is appropriate for more than one client, then Geosphere allocates such investment or trading opportunity among the clients in a manner it determines, exercising its judgment in good faith, to be fair and equitable, taking into consideration all allocations among such clients taken as a whole. Geosphere is not required to provide every opportunity to every client.

Item 7 – Types of Clients

Geosphere offers its investment advisory services only to private investment funds that are exempt from the Investment Company Act of 1940, as amended and to certain managed accounts, although it currently has only one Managed Account client. Please refer to Item 4 of this ADV for a list of such Fund clients. Managed Account clients could include high net worth individuals and institutional investors. Geosphere’s only current Managed Account Client is itself a private investment fund open only to institutional investors.

Investors in the Funds must be sophisticated investors and are generally:

- high net worth individuals;
- pension and profit sharing plans;
- charitable organizations and/or foundations;
- corporations, partnerships, LLCs or other businesses; and
- trusts

In order to qualify for investment in a Fund, investors must certify that they are “accredited investors” and “qualified purchasers” (as defined by law). Underlying investors in each Fund typically must invest a minimum of \$2 million, subject to reduction by Geosphere.

Geosphere individually negotiates minimum contribution amounts with managed account clients.

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

Methods of Analysis

Geosphere manages the portfolios of the Funds in accordance with the investment strategy described in the confidential private placement memorandum for each Fund. The investment guidelines for the Managed Account state are set forth in the investment management agreement between Geosphere and the Managed Account client, and provide that the Managed Account is generally to be managed, to the fullest extent possible, paripassu with the Geosphere Master Fund, although the investment management agreement does specify certain categories of securities typically purchased for the Geosphere Master Fund that may not be purchased in the Managed Account. The investment strategies and risks set forth below are summaries, and are not intended to be a complete statement of the investment strategies and related risks applicable to an investment in the Funds or the Managed Account. Investors should review the complete private placement memorandum for each Fund and/or the Managed Account and other governing documents for a complete statement of the strategy and risks related to each Fund and/or account.

Geosphere uses the following methods of analysis in formulating investment advice and/or managing client assets:

Fundamental Analysis: Geosphere attempts to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis is the primary foundation of Geosphere's research efforts.

Technical Analysis: As a supplement to its fundamental analysis, Geosphere analyzes past market movements and applies that analysis to the present to supplement its fundamental research and in an admittedly futile attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk that a poorly-managed or financially unsound company might underperform regardless of market movement. Geosphere discounts the usefulness of results produced by "technical analysis," would not rely exclusively on a technical analysis and performs this type of analysis to supplement its fundamental analysis and to gain insight into the motivations of competing advisors who rely on "technical analysis" when formulating their investment strategies.

Qualitative Analysis: Geosphere subjectively evaluates non-quantifiable factors such as the quality of management, labor relations, and strength of research and development factors not readily subject to measurement, in an attempt to predict changes to share price based on that data. Qualitative analysis is somewhat important to the formulation of Geosphere's investment strategies.

A risk of using qualitative analysis is that Geosphere's subjective judgment may prove incorrect.

Risks for all forms of analysis: The securities analysis methods that Geosphere uses all rely on the assumption that the companies whose securities Geosphere purchases and sells, the rating agencies that review these securities, and other publicly-available sources of information about these securities are providing accurate and unbiased data. While Geosphere is alert to indications that data may be incorrect, there is always a risk that Geosphere's analysis may be compromised by inaccurate or misleading information.

Investment Strategies

Geosphere uses the following strategies in managing each client's assets, consistent with the client's investment objectives and risk tolerance, among other considerations:

Long-Term Purchases: Geosphere purchases securities with the idea of holding them in the client's account for an investment horizon of six months to two years or longer. Typically Geosphere uses this strategy when:

- it believes the securities to be currently undervalued; and/or
- it wants exposure to a particular asset class over time, regardless of the current projection for the asset class.

A risk in long-term purchase strategy is that by holding the security for this length of time, Geosphere may not take advantage of short-term gains that could be profitable to a client. Moreover, if Geosphere's predictions are incorrect, a security may decline sharply in value before Geosphere makes the decision to sell.

Short-Term Purchases: When utilizing this strategy, Geosphere purchases securities with the idea of selling them within a relatively short time (typically less than six months to one year). Geosphere does this in an attempt to take advantage of conditions that Geosphere believes will soon result in a price swing in the securities purchased.

Trading: Geosphere purchases securities with the idea of selling them very quickly (typically within thirty (30) days or less). Geosphere does this in an attempt to take advantage of predictions of brief price swings.

Short Sales: Geosphere borrows shares of a stock for the client's portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. These borrowed shares are then sold. On the agreed upon future date, Geosphere buys

the same stock and returns the shares to the original owner. Geosphere engages in short selling based on its determination that the stock will go down in price after it has borrowed the shares. If Geosphere is correct and the stock price has gone down since the shares were purchased from the original owner, the client account will realize the profit. If Geosphere is incorrect and the stock price has gone up since it bought the shares, the client account will suffer the loss. Because the theoretical price increase is unlimited, a short sale involves the risk of a theoretically unlimited loss.

Margin Transactions: Geosphere will purchase securities for its clients' portfolios with money borrowed from the client's brokerage account. This allows the client to buy more stock than the client would be able to with the cash that is available, and allows Geosphere to purchase other securities for the client without selling other holdings.

Option Writing: Geosphere may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or a bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- a call gives Geosphere the right to buy an asset at a certain price within a specific period of time. Geosphere will buy a call if it has determined that the stock will increase substantially before the option expires.
- A put gives Geosphere the right to sell an asset at a certain price within a specific period of time. Geosphere will buy a put if it has determined that the price of the stock will fall before the option expires.

Geosphere uses options to speculate on the possibility of a sharp price swing. Geosphere also uses options to "hedge" a purchase of the underlying security; in other words Geosphere will use an option purchase to limit the potential upside and downside of a security that has been purchased for the client's portfolio.

Geosphere also uses "covered call," in which it sells an option on a security owned by the client. In this strategy, the client receives a fee for making the option available, and the person purchasing the option has the right to buy the security from the client at an agreed upon price.

Geosphere uses a "spreading strategy," in which it purchases two (2) or more option contracts (for example, a call option that the client buys and a call option that the client sells) for the same underlying security. This effectively puts the client on both sides of the market, but with the ability to vary price, time and other factors.

Fixed Income Transactions: Some of our investment strategies focus on fixed income securities, which can include a wide array of debt instruments, including investment grade debt, government securities, corporate debt, money market instruments, non-

investment grade (or high yield) debt and others. To varying degrees, depending on the particular instruments, fixed income securities are subject to interest rate, credit and liquidity risks, among others.

As Portfolio Manager, Arvind Sanger has final authority over all portfolio decisions for all Funds. Mr. Sanger is responsible for portfolio activities, including sizing of positions, the resulting allocation of capital among sectors and the maintenance of targeted gross and net exposures.

Risk of Loss

General Risk of Loss Statement: As with any investments, investing in securities involves a risk of loss. Future returns are not guaranteed and the client may lose money on investments. The securities markets are volatile and clients should consider carefully the amount of risk and/or loss they are willing to bear. Geosphere in no way guarantees performance, and at any time, the value of assets invested may fluctuate and be worth less than the amount originally invested. A client should only invest assets it will not need for current purposes and that can be invested on a long-term basis, usually a minimum of five (5) to seven (7) years. These risks apply to underlying investors in the client Funds as well.

Selection of Securities: Because the Funds and the Managed Account invest primarily in publicly-traded equity securities, Geosphere believes that the primary risk of loss is associated with securities selection. The price of a company's stock could decline or underperform for many reasons, including, among others, poor management, financial problems or business challenges. If a company declares bankruptcy or becomes insolvent, its stock could become worthless. Geosphere attempts to minimize this risk through the construction of client portfolios and the use of loss limit rules. For more details on investment risk, including but not limited to risks associated with purchasing foreign securities and derivatives, please refer to the appropriate confidential private placement memorandum for each Fund.

Currency: To the extent that a client invests directly in foreign currencies or in securities denominated in or that trade in foreign (non-U.S. currencies), it is subject to the risk that those currencies will decline in value relative to the U.S. dollar, or in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged.

Derivative Instruments: Derivative instruments are subject to a number of risks, including the risk of changes in the market price of the underlying securities, credit risk with respect to the counterparty, risk of loss due to changes in interest rates and liquidity risk. The use of certain derivatives may also have a leveraging effect which may increase volatility and reduce returns.

Foreign Investments: Investing in foreign (non-U.S.) securities may result in more rapid and extreme changes in value than an investment exclusively in securities of U.S. companies due to smaller markets, differing reporting, accounting and auditing standards,

and nationalization, expropriation or confiscatory taxation, foreign currency fluctuations, currency blockage, or political changes or diplomatic developments.

Liquidity: If a security is illiquid, Geosphere might be unable to sell the security at a time when desired, and the security could have the effect of decreasing the overall level of a Fund's or the Managed Account's liquidity. Further, the lack of an established secondary market may make it more difficult to value illiquid securities, which could vary from the amount realized upon disposition. Geosphere may make investments that become less liquid in response to market developments or adverse investor perception. A client could lose money if it cannot sell a security at the time and price that would be most beneficial.

Market: Stock prices are volatile and are affected by the real or perceived impacts of such factors as economic conditions and political events. The stock market tends to be cyclical, with periods when stock prices generally rise and periods where stock markets generally decline. Any given stock market segment may remain out of favor with investors for a short or long period of time, and stocks as an asset class may underperform bonds or other asset classes during some periods.

Market Capitalization: Stocks fall into three broad market capitalization categories – large, mid and small. Investing in primarily one category carries the risk that, due to current market conditions, that category may be out of favor with investors. If valuations of large-capitalization companies appear to be greatly out of proportion to the valuations of mid- or small-capitalization companies, investors may migrate to the stocks of mid- and small-sized companies causing an investment in these companies to increase in value more rapidly than an investment in larger, fully-valued companies. Investing in mid- and small-capitalized companies may be subject to special risks associated with narrower product lines, more limited financial resources, smaller management groups, and a more limited trading market for their stock as compared to other larger companies. As a result, stock of mid and small sized companies may decline significantly in market downturns.

Turnover/Frequent Trading: A change in the securities held by a Fund or the Managed Account is known as "portfolio turnover." Higher portfolio turnover is a result of frequent trading and involves correspondingly greater expenses to a Fund or the Managed Account, including brokerage commissions or dealer mark-ups and other transaction costs on the sale of securities and reinvestments in other securities. Such sales may also represent tax risk. The trading costs and tax risk associated with portfolio turnover may adversely affect a client's performance. The use of futures or other forward settling derivatives may result in the appearance of higher portfolio turnover as positions are "rolled forward" in order to maintain a specific exposure. Accordingly, portfolio turnover rates may vary based on how such rates are calculated.

Settlement Risk: To the extent the Funds invest in swaps, "synthetic" or derivatives instruments, repurchase agreements, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, the Funds take the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. This risk may differ materially

from those entailed in exchange-traded transactions which generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose whether there are any legal or disciplinary events that would be material to a client's or a prospective client's evaluation of Geosphere or the integrity of Geosphere's management persons. Geosphere has no history of any disciplinary action to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Geosphere does have professional relationships with other third parties but receives no hard dollar compensation from any third party. Geosphere and/or its employees may receive small gifts from such third parties as to do otherwise would appear ungrateful. (See Item 14 for additional details and clarification.) Examples of these third parties include broker-dealers, investment companies, banking institutions, accounting firms, law firms etc. Some of our clients may also work for one of these third parties.

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

As an investment manager to various clients, Geosphere may give advice, or take action or refrain from taking action, any of which may differ from advice given, action taken or not taken or the timing of any action for any other client. Further Geosphere may recommend or effect transactions on behalf of its clients in securities which it or any of its affiliated persons may buy or sell for their own accounts. Geosphere is not a broker-dealer and does not act as a principal or broker in connection with client transactions. Geosphere, and persons related to Geosphere, including its officers, directors and employees, may buy, sell, or have a financial interest in securities recommended to clients either by investing directly in the Funds managed by Geosphere or otherwise, through independent transactions in personal accounts subject to Geosphere's Code of Ethics described below.

Geosphere has adopted a Code of Ethics in an effort to avoid possible conflicts of interest, the inappropriate use of material non-public information and to ensure the propriety of its employees' and clients' trading activities. The Code of Ethics is distributed to each employee at the time of hire and employees receive annual training in issues related to the Code of Ethics. The Code is based on the principle that officers, directors and other Geosphere personnel owe a fiduciary duty to Geosphere's clients and investors in the Funds and must place the interests of Geosphere's clients and investors above their own.

Geosphere's Code of Ethics prohibits any employee or the immediate family member of any employee from buying or selling any publicly-traded equity security that is held in a client portfolio. We believe that this prohibition effectively addresses the material potential conflict of interest with our clients that may arise as a result of personal trading by our employees. In addition, all employees must pre-clear all securities transactions in their personal accounts or the accounts of immediate family members. Trading by employees and immediate family members will generally not be permitted in securities of issuers with whom an employee, an immediate family member, a client, or an investor in a Fund has a material affiliation.

The Code of Ethics also prohibits any employee or their immediate family member from participating in private placements or from purchasing or selling the same security within a specified time period. Geosphere also maintains a blackout period during which it will not authorize the sale of securities being sold by its clients. The Code further requires employees to surrender profits from "short-swing" trading (purchase and sale of the same security or its equivalent within a 60 day period).

Employees are required to provide Geosphere with a complete report of their securities holdings at the time they are hired. Employees also provide Geosphere with duplicate copies of trade confirmations and account statements for all of their brokerage accounts. Employees are also required to provide quarterly and annual securities holdings reports. Most types of securities are subject to these reporting requirements.

The Code establishes sanctions if its requirements are violated, up to and including dismissal from employment. Employees are required to certify annually that they have complied with the Code of Ethics.

The foregoing is only a summary of the provisions of the Code and is qualified in its entirety by the detailed provisions appearing in the full text of the Code. Clients and prospective clients may obtain a copy of the Code of Ethics by contacting Geosphere's Chief Compliance Officer at 733 Third Avenue, 19th Floor, New York, NY 10017.

Geosphere does not recommend or solicit investments by clients in Geosphere managed or sponsored entities that would result in a conflict of interest between Geosphere and the client. In compliance with the Advisers Act, Geosphere will not buy securities from or sell securities to another Geosphere client without making appropriate disclosures to the client and obtaining the client's consent. For the purposes of this paragraph, references to Geosphere include any Geosphere affiliate.

Geosphere treats as confidential all information provided by clients and investors in the Funds. Such confidential information will not be disclosed to any non-affiliated third party, except as permitted by clients or as required by law.

From time to time, Geosphere may come into possession of material non-public information, which, if disclosed, might affect an investor's decision to buy, sell or hold a

security. This may occur, for example, where an affiliated person is a director or officer of a company, the stock of which may be held by a client. In the event that Geosphere does come into possession of material non-public information, it will be unable to use this information for the benefit of its clients. Thus Geosphere's possession of this information may cause a client to be frozen in a security position or be unable to engage in a transaction in that position until such time as the information is made public.

Item 12 – Brokerage Practices

The securities transactions of Geosphere's clients are expected to generate a substantial amount of brokerage commissions and other transaction based compensation, all of which will be paid for by the clients. Geosphere has complete discretion in selecting brokers and dealers to be used for client transactions and in negotiating the rates of compensation that clients will pay. In addition to paying commissions to brokers acting as agents, the clients may buy or sell securities directly from or to brokers or dealers acting as principals at prices that include dealer markups or markdowns, and may buy securities from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers.

Geosphere is obligated to seek to obtain best execution for its clients. Best execution generally means lowest transaction cost (commission) for brokerage services rendered combined with best market price in order to minimize total purchase cost or maximize total sales proceeds. Other brokerage and trading services may be considered in analyzing execution practices including but not limited to the promptness of execution, confidentiality of trading activity, clearance and settlement, order positioning and financial stability.

Geosphere strives to execute securities transactions for clients in such a manner that the client's net cost or proceeds in each transaction is the most favorable under the circumstances. Geosphere's best execution policy applies to all transactions in all instruments, regardless of the client. Geosphere is not required to seek competitive bids and does not have an obligation to seek the lowest available commission cost. Thus, in any transaction, a client may pay commissions to a broker in an amount greater than an amount another broker might charge.

In selecting a counterparty and market through which to affect a trade, and in determining whether a transaction represents the best execution, Geosphere considers a range of quantitative and qualitative factors, including but not limited to the following:

Counterparty Considerations

- Size and type of transaction
- Access to liquidity
- Execution efficiency
- Capital utilization
- Clearance and settlement capabilities

- Reasonableness of commission rate or spread
- Financial Responsibility

Market Considerations

- Characteristics of the market(s) in which the security may be traded
- Nature of post-trade settlement, custody and foreign exchange structures

Notwithstanding the foregoing, Geosphere is only permitted to use certain pre-approved broker-dealers when executing transactions for the Managed Account client. Geosphere trades for the benefit of clients through prime brokerage arrangements that are designed to allow trading with multiple brokers while centralizing clearance and custody through prime brokers. Under these arrangements, Geosphere places trades through accounts with different executing brokers in the name of one of its prime brokers for the benefit of Geosphere and its clients. Geosphere directs delivery of funds or securities to a prime broker who is responsible for custody, clearance and settlement services including matching trades with executing brokers and delivering account confirms and statements to Geosphere.

Further, prime brokers may, as an incident to their services (and not for any additional compensation), sponsor conferences or seminars or provide “capital introduction services” in which consultants and prospective institutional investors may be introduced to Geosphere or the Funds managed by Geosphere, consistent with applicable private offering restrictions.

Geosphere may execute portfolio transactions with broker-dealers that, in connection with the execution of such transactions, provide brokerage or research services, consistent with Section 28(e) of the Securities Exchange Act of 1934. Under Section 28(e) an investment adviser is generally deemed to have acted lawfully and in a manner consistent with its fiduciary duties under federal and state law, if the adviser determines in good faith that the commissions charged by a broker are reasonable in relation to the value of the brokerage and research products or services provided by such broker. For purposes of Section 28(e), research products or services provided by a broker may include research reports on particular industries and companies, economic surveys and analyses, legal and regulatory analysis, recommendations as to specific securities and other products and services (e.g., quotation services and quantitative analysis software) providing lawful and appropriate assistance to the investment adviser in the performance of its investment decision making responsibilities, without regard to whether the research products or services benefit the account bearing the commission charge.

Geosphere will enter into arrangements with brokers serving our clients providing for the use of commissions or “soft dollars” to pay the costs of certain research products or services which fall within the safe harbor created by Section 28(e). Our soft dollar arrangements with brokers may condition payment of expenses upon placement of specified levels of brokerage transactions with that broker, and we may allocate a corresponding level of trades to that broker, subject to our obligation to obtain best

execution (taking into account the value of the soft dollar goods and services provided). We also maintain commission sharing arrangements pursuant to which a broker through whom we transact business may pay a research provider through whom our trades are not executed. Geosphere maintains a budget for soft dollars to be used annually, however, there is no explicit target or ration linked to Geosphere's commission business with any particular broker-dealer.

"Soft dollar" expense paid by brokers may include items which would be properly chargeable to the clients directly. Payment of costs through "soft dollars" may benefit Geosphere by relieving it of costs that it would otherwise have to bear because Geosphere does not have to produce or pay for the research, products or services. Receipt of this benefit may create an incentive for Geosphere to select a broker based on its interest in receiving the benefit rather than a client's interest in receiving best execution.

If an expense relates to a function which would generally qualify for soft dollar payment under our policy stated above, as well as a function which does not (e.g., client research and Geosphere administrative functions, respectively,) Geosphere will make a good faith allocation of the cost between qualifying and non-qualifying functions to determine the portion that may be paid with soft dollars. The allocation process will attempt to take into account the principal functions or benefits of the item involved, but will not attempt to measure de minimus or occasional non-qualified usage or usage of a de minimus value. It is therefore possible that payments associated with such non-qualified usage or payments made in error could benefit Geosphere, but it is not expected that such payments would be material in amount.

In any instance in which Geosphere enters into a soft dollar arrangement, a client may pay commissions to the relevant broker which are greater than the amount another broker may charge, but Geosphere will only do so if it determines in good faith that such amount of commissions is reasonable in relation to the value of all property, products and services provided by such broker.

Geosphere is not required to, and may not, allocate the benefits provided with a particular soft dollar expenditure to a particular client. Because the Geosphere Funds and the Managed Account share many investments in common, it is possible that they will also share many of the soft dollar benefits derived from their collective trading. The benefits derived from any particular client, however, may not be proportional to the costs incurred.

Subject to seeking best execution, Geosphere may also consider other relationships as factors in the selection of securities brokers or dealers. For example, brokers to Geosphere's clients may refer investors to Geosphere managed funds or accounts may or engage in other transactions with Geosphere. From time to time, providers of client brokerage services also provide incidental consulting services and other advice with respect to Geosphere's operations and/or other matters on a formal or informal basis. The provision of such services or advice may not be subject to formal agreements and may not be compensated, depending on the extent of the services provided. Provision of

services, including client referrals, could provide Geosphere with an incentive to select the respective broker-dealer for client transactions without regard to best execution. Geosphere will, however, provide compensation that we consider to be arm's length in any situation where such services have material value and will not allocate brokerage transactions to a provider of such services as compensation for client referrals or other services in violation of our duties to our clients.

Trade Allocation Policies

Geosphere allocates investment opportunities among its clients in a fair and equitable manner, over time. Except as set forth below with respect to IPO transactions, in the absence of legal or other limitations, and to the extent consistent with the differing investment objectives of each client, including long/short exposure and leverage, Geosphere typically aggregates investment trades and allocates them among each client in a ratio that is proportional to the relative net asset values of each client. Each Geosphere client bears any costs associated with special limitations (e.g., investment or trading restrictions) associated with that client. Generally allocations are determined by the Portfolio Manager in accordance with these policies. Allocations are determined prior to a trade and documented on trade date. Allocations will be made using average price.

Periodically, Geosphere will rebalance a Fund's portfolio with the portfolio of another Fund or the Managed Account. Rebalancing transactions are only done for securities which have readily available market quotations. Geosphere notifies the prime broker one day ahead of its intent to internally execute the cross trade, and the transaction is executed the next day at the market value as reflected by the last sales price for the security on the principal exchange or other market on which such security is traded on the day of the transaction. In some instances Geosphere will execute cross trades in the markets at reduced commission rates.

IPO Allocations

The Managed Account client will not participate in IPO offerings. In general, allocations of IPOs and new issues and other public offerings, are made on the basis of pre-established criteria across those eligible accounts seeking to purchase the securities and for which the securities are appropriate and to the extent consistent with the differing investment objectives of each client, including long/short exposure and leverage. Where the Portfolio Manager determines that the security will not likely be sold in the near term, he may determine to sell the securities on the secondary market (thereby realizing gains) and subsequently purchase them for a broader universe of accounts or, where permitted, "cross" them with other accounts. IPOs and new issues may be restricted to certain accounts within each Fund. Accounts which are not prohibited from purchasing or selling IPOs or new issues may participate in such transactions. IPOs and new issues will generally be allocated on a pro rata basis to all eligible investors within a Fund based on the asset size of each participating Fund. As a result, certain Fund investors may have greater opportunities than others to invest in IPOs and new issues.

Item 13 – Review of Accounts

Geosphere's Portfolio Manager reviews client accounts on a regular basis for appropriateness of holdings and transactions in light of the Fund's strategy. Compliance also takes an active role in reviewing the portfolio holdings for each Fund and the Managed Account. The financials statements for each Fund are audited annually by an independent public accountant.

Geosphere communicates regularly with its clients, providing unaudited monthly written reports to clients and investors in the Funds, which set forth the performance of the Fund or account and other financial data and information. Investors in the Funds also receive the Fund's audited financial report and all clients receive the information necessary for the investor to complete its annual federal income tax return, as applicable. Geosphere also responds to periodic requests by Fund investors to value the investor's investment and to provide certain additional information.

Item 14 – Client Referrals and Other Compensation

Geosphere employees attend conferences at which employees may be given gifts and/or trinkets that are less than \$50 in value. Employees may also receive gifts or similar items including entertainment from other professionals, as long as they are less than \$250 in value per gift or instance and less than \$1,000 per donor per year. The receipt of these gifts could create the incentive for Geosphere to refer business to these professionals when it may not be in the client's best interest to do so. Employees are required to report all such gifts with a value of at least \$50 and Geosphere conducts a periodic review to ensure that business is not being referred to a third party as a result of improper gift giving.

Geosphere has one third-party relationship pursuant to which it will compensate a party for soliciting non-U.S. investors to invest in its offshore Funds. Geosphere has not historically used, nor does it intend to use, this entity significantly for capital raising. All investments referred through this third-party relationship will be subject to the Fund's standard terms and conditions and will not be subject to any incremental fees or allocations payable by Geosphere as a result of such solicitation agreement.

Item 15 – Custody

To the extent that Geosphere is deemed to have custody of client funds or securities under the Advisers Act solely because it deducts fees and/or its affiliated entity serves as general partner or managing member to a Fund, Geosphere complies with the Advisers Act custody rule by requiring an independent public accountant to send audited financial statements to the underlying investors within 120 days after the end of the fiscal year. The Managed Account client will receive account statements from its qualified custodian and should carefully review those statements.

To ensure compliance with Rule 206(4)-2 under the Advisers Act, Geosphere provides all Fund investors with audited financial statements within 120 days of the end of the Fund's fiscal year, which are prepared in compliance with Rule 206(4)-2.

With respect to its Managed Account, Geosphere does not have custody of the client's funds and securities in such account because Geosphere does not deduct advisory fees or other expenses directly from such accounts (nor does it have the power to do so without the consent/action of the Managed Account Client). Payment of fees to Geosphere for the Managed Account Client is processed via an invoice that is delivered to the Managed Account Client or an agent designated by the Managed Account Client in the investment management agreement (i.e., the broker) and Geosphere is then paid by the Managed Account Client or the designated agent (i.e., the broker).

Item 16 – Investment Discretion

Geosphere's fiduciary duty requires it to give investment advice that is suitable and appropriate to each client, and to have an adequate basis in fact for its investment recommendations. Geosphere has been granted discretionary authority to manage the securities accounts of its clients pursuant to an investment management agreement entered into with each client. Pursuant to this grant of discretionary authority, Geosphere is authorized to purchase and sell securities, select brokers, and negotiate commission rates subject to the guidelines set forth in the private placement memoranda for each Fund and the investment management agreement for the Managed Account, as applicable.

Item 17 – Voting Client Securities

As general partner or investment manager to the Funds, Geosphere has responsibility for making investment decisions that are in the vest interest of its clients. As part of the investment management services it provides to clients, Geosphere generally has the responsibility to vote proxies appurtenant to the shares held in the Funds. As a fiduciary, Geosphere believes that it has a duty to manage assets solely in the best interest of its clients, and that the ability to vote proxies is a client asset. Accordingly, Geosphere has a duty to vote proxies in a manner in which it believes will add value to the client's investment. Geosphere may amend its proxy voting policies at any time.

Geosphere's investment management agreements with its Fund clients grant Geosphere the authority to cast all proxy votes. As required by the Advisers Act, Geosphere has adopted a proxy voting policy, which provides that Geosphere will act in the best interest of its clients in determining whether and how to vote on any proxy voting matter. Geosphere has retained the services of an independent proxy voting service, which votes proxies in accordance with Geosphere's guidelines.

Geosphere's portfolio manager consults with the investment team concerning the best method to resolve any actual or apparent conflicts of interest between the interests of Geosphere and its client Funds, in a manner that affords priority to the interests of the

Funds. If the conflict is personal to the portfolio manager, the portfolio manager will designate others to address the issues presented by the proxy vote.

Clients may obtain a copy of the proxy voting policy and information on how Geosphere voted client securities by addressing a request for such policy or information to Geosphere's Chief Compliance Officer at 733 Third Avenue, 19th Floor, New York, NY 10017.

Item 18 – Financial Information

Geosphere does not charge or solicit pre-payment of fees six months or more in advance. Geosphere has no financial commitment that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients. Geosphere has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Not applicable.