

January 1, 2013

**Investment Adviser
Brochure Part 2A**

**Coppice Asset Management
101 South Salina Street
Syracuse, NY 13202
Main Telephone No. (315) 476-8200**

www.coppiceasset.com

This brochure provides information about the qualifications and business practices of Coppice Asset Management. If you have any questions about the contents of this brochure, please contact us at (315) 476-8200, or www.coppiceasset.com

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or the securities authority of any State.

Additional information about Coppice Asset Management is also available on the SEC's website at www.adviserinfo.sec.gov.

**Investment Adviser
Brochure Part 2A**

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Advisory Business

Coppice Asset Management (Adviser) has been in business since 2006. It was established as a limited liability company (LLC) by Mark J. Ohrstrom, President and Chief Investment Officer of Larkspur Management, a privately held Family Office, and Robert J. Ryan, Jr. Principal of RJR Associates, a Registered Investment Advisory Firm. It is dedicated exclusively to providing liquid, cost-effective alternatives to hedge fund portfolios using assets that are traded in well-functioning markets. The Managers of Coppice Asset Management are Robert J. Ryan, Mark J. Ohrstrom and Michael H. Friedl. Client assets are managed by RJR Associates pursuant to an Investment Advisory Agreement. Under this agreement, RJR Associates has complete discretion to construct client portfolios pursuant to the goals, objectives and investment approach of the Adviser. RJR Associates, a registered investment adviser, is a sub-adviser to Coppice Asset Management.

The Advisor's approach to constructing client portfolio consists of identifying passively managed mutual funds, Exchange Traded Funds (ETFs) and U.S. Treasury securities to form portfolio's that represent the characteristics of independent risk factors and consolidate those portfolios to maximize the historical correlation of returns with those of popular hedge fund benchmarks. The independent risk factors that currently form the basis of the Adviser's approach are as follows:

- Broad global equity market risks
- Risks of equities with high book to market ratios traded in developed markets (value effect)
- Risks of equities of small companies traded in developed markets (size effect)
- Interest rate risks
- Commodity price risks

Results are measured and monitored generally monthly and rebalanced to established commitments to each risk factor. The risk factors are updated annually based on historical information.

Portfolios consist of holding “long” positions only that are valued daily in well-functioning markets and are completely liquid. The portfolios are not leveraged.

As of December 31, 2012 the Adviser manages approximately \$27,345,150

Fees and Compensation

Fees are paid quarterly in arrears based on a complete quarter of investment activity according to the following annual schedule:

0.75% of first \$15,000,000
0.65% of next \$10,000,000
0.60% on amounts above \$25,000,000

Fees are processed via the Custodian and directly debited from Customer's Account on a quarterly basis in arrears.

Performance-based fees and Side-by-Side Management

The Adviser receives no performance based fees. Its only remuneration is what is paid by its clients according to the above schedule.

Types of Clients

The Adviser currently has three clients – two corporations and a Partnership managed by the Larkspur Family Office. Large institutions, endowments, family offices and corporation are the general type of client that would best use the approach of the Adviser, either as a hedge fund alternative or core portfolio. The Adviser has established a partnership, Coppice Fund I, to allow for minimum balances of \$25,000 in a comingled portfolio.

Methods of Analysis, Investment Strategies and Risk of Loss

The method of analysis consists of using historical returns of popular benchmarks and passively managed mutual funds to construct portfolios that provide the best historical tradeoff between average return and standard deviation of return for each risk factor. Using the historical returns of these portfolios, we consolidate them to have the best correlation with a widely followed hedge fund benchmark subject to allocating at least 10%, but no more than 30% to any risk factor.

Clients are advised that investing involves the risk of loss. Risk of any individual asset is based on how it impacts the risk of the portfolio and not as a standalone investment. Based on the historical performance of the portfolio and benchmarks consolidated to reflect its risk characters for periods prior to March 31, 2006, it is reasonable to expect a loss greater than 4% in one out of every six years.

Frequency Trading of Securities

Trading securities is infrequent. Portfolios are monitored both monthly and quarterly and rebalanced back to established commitments as necessary.

Material Risks of Particular Securities

Client portfolios are constructed using well-diversified portfolios consisting of passively managed mutual funds, ETFs and U.S. Treasury portfolios. The mutual funds and ETFs are selected based on costs and how closely its characteristics mirror a particular market or asset class. Consequently, the risk of any individual security is minimal.

Disciplinary Information

No one associated with Coppice Asset Management or RJR Associates is involved in any disciplinary action, criminal or civil actions, or administrative proceedings. No Associates with Coppice Asset Management or RJR Associates have been found by any Self-Regulatory Organization (SRO) in any of the following: to have caused an investment related business to lose its authorization to do business, or to have been involved in a violation of the SRO's rules, or were barred or suspended from membership or from association with other members, or were expelled from membership or otherwise limited from investment related activities or fined any amount.

Other Financial Industry Activities and Affiliations

The Adviser is not involved in any securities broker-dealer activities, including the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protector Corporation (SIPC), or has any pending application. The Adviser has no material relationship with any related person that would result in a conflict of interest with its clients.

Relationship with other adviser

Coppice Asset Management has engaged RJR Associates, a registered investment adviser, to manage investments and/or provide investment advice to its clients. Pursuant to this relationship, Coppice Asset Management pays a fee to RJR Associates, which is disclosed in writing to its clients.

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

Code of Ethics

The Adviser has adopted a Code of Ethics that sets forth standards of conduct expected of advisory personnel, who are obligated to adhere to the Code of Ethics and applicable laws.

The Code covers topics that include: general ethical principles, reporting of personal securities trading, exceptions to this reporting requirement, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes,

amendments to Form ADV and supervisory procedures. A copy of this Code will be provided to any client upon request.

Personal Trading by Associated Persons

Persons associated with the Adviser may buy or sell for their own accounts the same securities that are purchased or sold the client accounts. The securities include no-load mutual funds and ETFs that are designed to provide cost-effective diversification within particular markets or asset classes. All mutual fund transactions are at Net-Asset-Value (NAV) and are under the same terms and conditions that are available for client transactions. Any other transactions will be for securities that are traded in well-functioning markets and at the same terms and conditions that are available to clients.

Brokerage Practices

Factors in Selecting or Recommending Broker-Dealers

The Adviser makes custodial recommendations that are based on its perception of the breadth of services offered and quality of execution. Generally, the Adviser recommends that clients establish accounts with the institutional division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SPIC, to maintain custody of client assets and to execute trades. While the Adviser may recommend Schwab, it is the client's decision ultimately. The Adviser is not affiliated with Schwab.

The services at Schwab are generally available to independent investment advisors on an unsolicited basis at no charge as long as its clients' assets total at least \$10 million. Schwab's brokerage services include the execution of securities transactions, custody, research and access to mutual funds and other investments that are otherwise generally available to only institutional investors or would require a significantly higher minimum investment.

For the Adviser clients Schwab does not charge separately for custody services, but is compensated through commissions or other transaction related fees. The Adviser participates in no soft-dollar trading activity. Trading in stocks is limited and fixed-income investment are generally limited to U.S. Treasury securities and do not incur transactions fees.

Schwab also makes available to the Adviser other products and services that benefit the Adviser but may not directly benefit its client accounts. Many of these products and services may be used to assist in managing and administering client accounts including software and other technology which provides access to client account data, facilitates trade execution, provides research, pricing information and other market data, facilitates payment of fees from client accounts, and assists with back-office functions.

Review of Accounts

Client accounts are generally reviewed monthly. Accounts are balanced to reflect established long-term commitments to various asset classes. Accounts are reviewed for consistency with the established investment strategy and approach. Clients receive reports at least quarterly, which include the allocation to established risk factors, market values and performances as compared with established goals and benchmarks.

Client Referrals and Other Compensation

The Adviser has no arrangements under which it or its related persons compensate others for client referrals. No one associated with the Adviser receives any economic benefits, including sales awards or prizes, from other than clients for providing investment advisory services.

Custody

The Adviser does not accept custody of client funds or securities. All client assets are held by qualified custodians.

Investment Discretion

The Adviser has given authority to RJR Associates pursuant to an Investment Advisory Agreement to undertake the selection and amount of securities to be bought or sold without obtaining client consent.

Voting Client Securities

The Adviser does not accept authority to vote proxies on behalf of clients as a matter of policy. Clients will receive proxy information directly for the custodian.

Clients may contact RJR Associates with questions about a particular solicitation by telephone at (315) 476-8200, or email at:

[www.rjrassociates.net/contact us/email.asp](http://www.rjrassociates.net/contact_us/email.asp)

Financial Information

The Adviser does not accept client funds, nor require prepayment of advisory fees so no audited balance sheet is being provided.

Investment Adviser

Brochure Supplement Part 2B

Robert J. Ryan, Jr

**Coppice Asset Management
101 South Salina Street
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The brochure supplement provides information about Robert J. Ryan, Jr. that supplements the Coppice Asset Management brochure. You should have received a copy of that brochure. Please contact Mr. Ryan if you did not receive this brochure or have any questions about the contents of this supplement.

Educational Background and Business Experience

Robert J. Ryan, Jr. founded RJR Associates and its predecessor company, Disciplined Capital Management in 1991. He currently serves as the principal of RJR Associates. Mr. Ryan is focused on providing investment advisory services to foundations, institutions and individuals at RJR Associates, an SEC-Registered Investment Advisory firm that manages over \$400 million for institutional and individual clients. He is the sole stockholder of Elm Point Holding, Inc., a New York corporation, and a managing member of the Advisor, Coppice Asset Management. Mr. Ryan's professional experience includes three years as the Chief Financial Officer of Carlisle Companies, a NYSE traded firm, where he was involved in all corporate finance activities. He also served as the Vice President and Treasurer of Agway Inc., a Fortune 500 company. He has been a director of several corporate boards, including food processing, international trade, insurance and banking concerns. Mr. Ryan has also served on the faculty of Syracuse University where he taught MBA courses in securities markets and corporation finance. He completed his PhD in finance at Syracuse University in 1989. He was awarded an MBA with distinction from Cornell's Johnson Graduate School of Management in 1971 and completed his BSME from the University of Vermont in 1966.

Disciplinary information, other business activities and additional compensation

Mr. Ryan does not have any legal or disciplinary event to disclose and is not the subject of any pending legal, disciplinary or administrative proceedings. His primary business activity is with RJR Associates and the Adviser. Mr. Ryan's only remuneration is from his activities with RJR Associates, which pursuant to an Investment Advisory Agreement earns a fee from the Adviser based on the following schedule:

0.50% of the first \$1,000,000

0.20% of the next \$9,000,000

0.10% of the next \$15,000,000

0.05% on amounts above \$25,000,000

Supervision

Pursuant to an Investment Advisory Agreement between the Adviser and RJR Associates, Mr. Ryan has discretion over the investing of client funds without supervision.

Investment Adviser

Brochure Supplement

Michael H. Friedl, CPA, MBA

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The brochure supplement provides information about Michael F. Friedl that supplements the Coppice Asset Management brochure. You should have received a copy of that brochure. Please contact Mr. Friedl if you did not receive this brochure or have any questions about the contents of this supplement.

Educational Background and Business Experience

Michael H. Friedl, CPA,MBA is a Managing Director and the Chief Compliance Officer of Coppice Asset Management. He also serves as the Chief Operating Officer of Larkspur Services Inc., and is Co-Chairperson of the Investment Committee of Larkspur Investment Holdings Inc, a privately held investment banking, private equity and family management firm. Mr. Friedl has been involved in the financial services industry for over 20 years. He also serves on the Board of Directors of Advanced Systems Technologies and Interboro Insurance Co.

Prior to joining Coppice Asset Management, he served as both CFO and Compliance Officer for a number of privately held investment banking firms. Most recently, Mr. Friedl served as Chief Financial Officer of PricewaterhouseCoopers Corporate Finance LLC. He began his career with Deloitte & Touche, and he served within the New York Financial Services Audit practice during the late 1980's.

Disciplinary information, other business activities and additional compensation

Mr. Friedl does not have any legal or disciplinary event to disclose and is not the subject of any pending legal, disciplinary or administrative proceedings. His primary business activity is with the Adviser and Larkspur Services Inc. Mr. Friedl receives no direct remuneration from the Adviser. His employment with Larkspur Services Inc., a 50% owner of Coppice Asset Management, is Mr. Friedl's primary source of income.

Supervision

Pursuant to an Investment Advisory Agreement between the Adviser and RJR Associates, Mr. Friedl has no discretion over the investing of client funds.

**Investment Adviser
Brochure Supplement Part 2B**

**Mark J. Ohrstrom
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The brochure supplement provides information about Mark J. Ohrstrom that supplements the Coppice Asset Management brochure. You should have received a copy of that brochure. Please contact Mr. Ohrstrom if you did not receive this brochure or have any questions about the contents of this supplement.

Educational Background and Business Experience

Mark J. Ohrstrom is the President of Larkspur Management Inc, and Chief Investment Officer of Larkspur Investment Holdings Inc, an Investment Banking, Private Equity and Family Management firm. Prior to his service with Larkspur Management, he was an investment analyst at Merchant Bank Robert Fleming Ltd in London.

He also serves on the Board of Directors of Rockwood Service Corporation, Advanced Systems Technologies, British Movieton News, Larkspur Investment Holdings, Oak View Bank and Standard Solar Inc. In addition he is the Chairman of EARTH University's Foundation. He graduated Magna Cum Laude with a Bachelor of Business Administration degree from Shenandoah University.

Disciplinary information, other business activities and additional compensation

Mr. Ohrstrom does not have any legal or disciplinary event to disclose and is not the subject of any pending legal, disciplinary or administrative proceedings. His primary business activity is with the Adviser and Larkspur Services Inc. Mr. Ohrstrom receives no direct remuneration from the Adviser.

Supervision

Pursuant to an Investment Advisory Agreement between the Adviser and RJR Associates, Mr. Ohrstrom has no discretion over the investing of client funds.