

EVEREST CAPITAL LLC

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BROCHURE PART 2A February 28, 2013

ITEM 1: COVER PAGE

This brochure provides information about the qualifications and business practices of Everest Capital LLC. If you have any questions about the contents of this brochure, please contact us at 305-666-1700 or at compliance@evcap.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Everest Capital LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

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

ITEM 2: MATERIAL CHANGES

The ADV Part 2 dated March 30, 2012 was amended to include Everest Capital Pte. Limited as a “Relying Adviser” in the August 1, 2012 Form ADV Part 2 filed with the SEC.

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ITEM 4: ADVISORY BUSINESS

Everest Capital LLC (“Everest Capital”) is a Delaware, U.S.A. limited liability company, organized in December 2009, that commenced operations as an investment adviser and was registered as an investment adviser with the SEC in January 2010. Everest Capital and its predecessor entities (sometimes referred to collectively as “Everest”) have been providing investment advisory services for over 20 years. Marko Dimitrijevic is the sole managing member and principal owner of Everest Capital.

Everest Capital provides advisory services on a discretionary basis to its clients, which are private pooled investment vehicles (“Funds”) and separately managed accounts (the “Accounts,” and collectively, with the Funds, “Advisory Clients”) intended for sophisticated investors and institutional investors. Everest Capital generally has broad and flexible investment authority with respect to the investment portfolios that it manages for its Advisory Clients. Everest Capital provides investment advisory services to its Advisory Clients with respect to a range of strategies and investments, typically including investments in global markets, emerging markets, frontier markets and additional strategies based upon regional or investment type focus.

In providing services to the Advisory Clients, Everest Capital is assisted by Everest Capital Pte. Limited, a company headquartered in Singapore. Everest Capital Pte. Limited is included as a “relying adviser” on Everest Capital’s Form ADV in reliance upon the SEC staff’s no-action letter to the ABA, Business Law Section, dated January 18, 2012. As a result, Everest Capital Pte. Limited is also registered with the SEC as an investment adviser. The risks and conflicts of interest described herein with respect to Everest Capital apply to Everest Capital Pte. Limited unless the context otherwise requires.

Everest Capital does not generally tailor its advisory services to the individual needs of investors in the Funds and does not accept Fund investor-imposed investment restrictions.

When deemed appropriate, Everest Capital has established, and may in the future establish, Accounts for particular Advisory Clients. These Accounts are subject to investment objectives, guidelines, and restrictions, and fee arrangements and other terms that are individually negotiated with each such Advisory Client. These Account relationships generally involve significant account minimums.

As of December 31, 2012, Everest Capital managed the following Advisory Client assets:

Non-Discretionary Client Assets:	US\$	\$0
Discretionary Client Assets:	US\$	\$2,268,523,000
Total Assets under Management:	US\$	\$2,268,523,000

ITEM 5: FEES AND COMPENSATION

Everest Capital receives management fees based on net assets under management attributable to each Advisory Client, which are payable at a rate of up to 2.0% annually (the “Management Fees”). It is also generally entitled to an incentive allocation (or an incentive fee) borne by each Advisory Client, whereby it is allocated (or paid) up to 20% of the annual profit (realized and unrealized) of each Advisory Client account, which is subject to a high-water mark mechanism (the “Incentive Compensation”). The high water mark mechanism ensures that Incentive Compensation is not received by Everest Capital with respect to an Advisory Client account until past losses incurred by the Advisory Client are recouped. Incentive Compensation may be payable by certain Advisory Clients only when net profits to such Advisory Clients exceed a specified rate or benchmark. Management Fees are typically paid (i) by the Funds quarterly in arrears, based on the value of the net assets of a Fund on the last day of each quarter, and (ii) by the Accounts monthly in arrears, based on the net assets of the Account for such month.

Incentive Compensation is typically allocated or paid annually in arrears (and at such other times as capital is withdrawn from an Advisory Client with respect to the amount withdrawn). Fees and allocations charged are calculated by each Advisory Client’s administrator (to the extent applicable) and deducted from such Advisory Client’s assets.

Fee arrangements with the Accounts are individually negotiated. In addition, some Accounts or Fund investors may pay more or less than other Accounts or Fund investors for the same management services, depending, for example, on when a Fund investor subscribes (e.g., at a Fund’s inception date), longer redemption schedule, number of related investment accounts or total assets of the investor under management with Everest Capital. In this regard, Everest Capital may waive or modify the Management Fee and Incentive Compensation terms for certain Advisory Clients or investors in its Advisory Clients, including, but not limited to investors that are principals or employees of Everest Capital, certain of their family members and their trusts or family partnerships and strategic investors. Management Fees and Incentive Compensation may also be rebated or shared with other persons.

The Advisory Clients bear their investment expenses (including, but not limited to brokerage and custodial expenses); any administrator, accounting and legal expenses; organizational expenses; and any expenses in connection with the listing of Fund shares on national stock exchanges. Advisory Clients typically will bear the expense of indemnifying Everest Capital and certain additional persons against losses incurred by such persons in connection with their services to the Advisory Client, although certain indemnification expenses may be offset by any insurance coverage that may be in place for the protection of the clients of Everest Capital, Everest Capital and its personnel, the directors and additional advisors of Everest clients and certain other persons. Everest Capital clients would bear a portion of the premiums for any such coverage. Notwithstanding the terms of any exculpation or indemnification provisions in any document governing the relationship between Everest Capital and an Advisory Client, nothing therein shall in any way constitute a waiver or limitation of any rights that the Advisory Client may have under any U.S. federal securities laws to the extent that they cannot be waived under applicable law. Advisory Client assets may be invested in money market mutual funds, ETFs or other investment companies or other managed vehicles or accounts. In these cases, the Advisory Client will bear its pro rata share of the investment management fee and other fees charged to the portfolio investment, which are in addition to the Management Fees paid to Everest Capital. In addition, the Funds are typically organized as “master-feeder” structures, whereby the feeder funds invest their assets through “master fund” holding companies. Investors in the feeder funds bear a portion of the expenses of the feeder funds and, indirectly, the master funds. In addition, Everest Capital may cause one master fund to invest in another master fund to the extent consistent with its investment program. Brokerage and transaction costs are discussed in Item 12 – Brokerage Policies below. As described in Item 10 - Other Financial Industry Activities and Affiliations, Advisory Clients may also pay fees to certain additional entities, such as placement agents, which offset amounts otherwise payable or allocable to Everest Capital.

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

Everest Capital and its investment personnel provide investment management services to multiple investment portfolios for multiple Advisory Clients. As described in Item 5– Fees and Compensation, Everest Capital may receive performance-based compensation from its Advisory Clients. In addition, certain Advisory Client accounts may be subject to higher (or lower) Management Fees or Incentive Compensation arrangements that are more favorable (or less favorable) to Everest Capital than other Advisory Clients engaging in the same or similar investment activities. Certain Funds are not subject to Incentive Compensation and are only subject to Management Fees. Everest Capital’s investment personnel are also typically compensated on a basis that includes a performance-based component. As a result, there may be an incentive for Everest Capital or its investment personnel to seek to favor one Advisory Client over another Advisory Client in allocating investment opportunities or otherwise. In

particular, Everest Capital and its investment personnel may have a greater incentive to favor Advisory Clients that pay Everest Capital (and indirectly its investment personnel) higher fees or performance-based compensation that is more favorable to Everest Capital, or in which Everest Capital personnel (and related persons) have more significant investments.

Everest Capital has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with different compensation arrangements. Everest Capital reviews investment decisions for all Advisory Clients on a regular basis in order to ensure that all accounts with substantially similar investment objectives are treated equitably. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, Everest Capital has implemented an investment allocation policy and Everest Capital regularly reviews its trade allocations to ensure they are made in a manner that is fair and equitable to all Advisory Clients (as described in **Item 12 – Brokerage Policies**).

ITEM 7: TYPES OF CLIENTS

As previously described in Item 4 – Advisory Business, Everest Capital’s Advisory Clients consist of private investment funds and other institutional or sophisticated investors. With respect to the Funds, any initial and additional subscription minimums are disclosed in the relevant offering documents. With respect to the Accounts, Everest Capital determines the minimum investment amounts on a case-by-case basis with each Advisory Client. In general, such Accounts involve substantial minimum investments.

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

Investment Strategies

Everest Capital generally has broad and flexible investment authority with respect to the investment portfolios that it manages for its Advisory Clients. Everest Capital typically invests using an opportunistic, thematic investment approach that combines top-down and bottom-up approaches to investing. Everest Capital provides investment advisory services to its Advisory Clients with respect to a range of strategies and investments, typically including one or more of the following: investments in global markets, emerging markets, frontier markets and additional strategies based upon regional or investment type focus.

These investment strategies and methods of operation involve the risk of loss to Advisory Clients and Advisory Clients should be prepared to bear the loss of their entire investment.

Material Risks Related to Investment Strategies:

Non-U.S. Securities. Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in developing markets, more volatile and potentially less liquid than U.S. investments. In addition, foreign markets can perform differently from the U.S. market.

Developing Markets. The risks of foreign investments typically are greater in less developed countries, sometimes referred to as emerging or frontier markets. For example, political and economic structures in these countries may be less established and may change rapidly. These countries also are more likely to experience high levels of inflation, deflation, or currency devaluation, which can harm their economies

and securities markets and increase volatility. Restrictions on currency trading that may be imposed by developing market countries will have an adverse effect on the value of the securities of companies that trade or operate in such countries. Additional risks may include:

- the risk of nationalization or expropriation of assets or confiscatory taxation;
- social, economic and political uncertainty including war;
- price fluctuations, less liquidity and smaller capitalization of securities markets;
- controls on foreign investment and limitations on repatriation of invested capital;
- longer settlement periods for securities transactions in developing markets;
- differences in auditing and financial reporting standards that may result in the unavailability of material information about issuers;
- less extensive regulation of the securities markets;
- famine, disease or natural disaster, which developing markets governments and non-governmental organizations may not be able to respond to or remedy as effectively as would be the case in more developed markets; and
- certain considerations regarding the maintenance of portfolio securities and cash with non-U.S. sub custodians and securities depositories.

Currency Risks. The investments denominated in non-U.S. currencies are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Everest Capital may try to hedge these risks by investing in foreign currencies and options thereon, forward currency exchange contracts, or any combination thereof, but there can be no assurance that such strategies will be implemented, or if implemented, will be effective.

Leverage. Performance may be more volatile if an account employs leverage. Unless specifically restricted from doing so in the offering documents of a Fund or agreement governing the terms of an Account, Everest Capital is not restricted in its use of leverage, which may result from borrowing from banks, brokers or other financial institutions or may be embedded in financial instruments held by an Advisory Client.

Short Selling Risk. Everest Capital's investment program for Advisory Client accounts may include short selling. Short selling transactions expose the Advisory Clients to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by Everest Capital in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Advisory Client might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Derivatives. Swaps, and certain options and other custom derivative or synthetic instruments are subject to the risk of non-performance by the counterparty to such instrument, including risks relating to the financial soundness and creditworthiness of the counterparty. In addition, investments in derivative instruments may involve a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile. The prices of derivative instruments and the investments underlying the derivative instruments may fluctuate rapidly and over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by the Advisory Client or Everest Capital. Further, transactions in derivative instruments are not undertaken on recognized exchanges, and will expose the Advisory Client's account to greater risks than regulated exchange transactions that provide greater liquidity and more accurate valuation of securities.

Equity Securities. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geopolitical risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Special Situations. Advisory Client assets may be invested in companies involved in (or the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of business enterprise, there exists the risk that the transaction in which such business enterprise is involved either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the investment may be sold at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies, there is a potential risk of loss by an Advisory Client of its entire investment in such companies.

Risk Arbitrage Securities. A merger, other restructuring, tender, or exchange offer proposed at the time Everest Capital invests in risk arbitrage securities may not be completed on the terms or within the time frame contemplated, resulting in losses.

Lack of Diversification. An Advisory Client's portfolio may not be diversified among geographic areas, industries or types of securities. Further, portfolios may not be diversified among a wide range of issuers. Accordingly, the Advisory Client portfolios may be subject to more rapid change in value than would be the case if Everest Capital were required to maintain a wide diversification among geographic areas, types of securities and issuers in each Advisory Client account.

Natural Resources-Related Risks. Natural resources-focused companies and markets can be significantly affected by events relating to international political and economic developments, technological advances, energy conservation, weather and climate conditions (both short term and long term), global demographic changes, pollution control regulations, the success of exploration projects, the creation of substitutes for the use of certain natural resources, commodity prices, and taxes and other governmental regulations. Production declines and volume decreases may occur from time to time, which may be caused by various factors, including catastrophic events affecting production (such as wars,

droughts, natural disasters and accidents), depletion of resources, labor difficulties, environmental proceedings, increased regulations (such as environmental laws, laws protecting indigenous or other populations, tariffs, sanctions and import, export and shipping regulation), equipment failures and unexpected maintenance problems, import supply disruption, or fluctuations in commodity prices.

Fixed Income Securities. In general, the values of fixed income securities increase when prevailing interest rates fall and decrease when interest rates rise. Such interest rate risk is generally greater for fixed income securities with longer maturities but also is present in securities with short durations. Interest rate risk generally is more pronounced with lower rated fixed income securities, which is often the case where the issuer is located in a less developed market. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold.

Frequent Trading. Strategies utilized by Everest Capital may involve frequent trading of securities, which may have an adverse effect upon investment performance, particularly through increased brokerage and other transaction costs and taxes and other fees to be paid. Portfolio turnover and brokerage commissions and certain other expenses may exceed those of investors of comparable size. Brokerage commissions, fees, taxes, and other transaction costs may be substantial, regardless of performance.

Custody Risk. There are risks involved in dealing with the custodians or prime brokers who settle trades. Each Advisory Client maintains custody accounts with its prime brokers and custodians. There is no guarantee that the prime brokers, or any other custodian that an Advisory Client may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the U.S. Securities Investor Protection Act of 1970 seek to protect customer property in the event of a bankruptcy, insolvency, failure or liquidation of a broker-dealer, it is likely that, in the event of a failure of a broker-dealer that has custody of Advisory Client assets, the Advisory Client would incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both. Advisory Clients or the prime brokers may appoint additional custodians and sub-custodians in certain non-U.S. jurisdictions to hold the assets of the Advisory Client. The prime brokers may not be responsible for cash or assets that are held by sub-custodians in certain non-U.S. jurisdictions or for any losses suffered by the Advisory Client as a result of the bankruptcy or insolvency of any such sub-custodian. The Advisory Client may have potential exposure on the default of any sub-custodian and many of the protections that would normally be provided by a U.S. prime broker or other U.S. counterparty may not be available to the Advisory Client.

Restrictions on Hedging. Certain Advisory Clients may have restrictions placed upon the types of investment that may be made by Everest Capital, including restrictions on short selling and options trading. In these cases, Everest Capital will not be able to hedge certain investment risks to the extent that it might otherwise do so. These restrictions are expected to cause such Advisory Clients to be exposed to fluctuations in the financial markets to a greater extent than other investment vehicles that have a greater ability to hedge their exposures to such markets.

The foregoing discussion of certain investment strategies and risk factors does not purport to be a complete explanation of the investment strategies utilized by Everest Capital or risks involved with investing with Everest Capital. Advisory Clients and Fund investors should read all documents and agreements related to opening an Account or investing in a Fund (including a Fund's offering memorandum and other relevant documents).

ITEM 9: DISCIPLINARY INFORMATION

As of the date hereof, there are no material litigation or disciplinary events involving the firm or its management persons.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

In providing services to the Advisory Clients, Everest Capital is assisted by Everest Capital Pte. Limited, a company headquartered in Singapore and Everest Capital S.A., a company headquartered in Geneva, Switzerland. Everest Capital Pte. Limited provides research, investment and trading support (and generally has investment discretion over Advisory Client accounts) and Everest Capital S.A. provides client relations and other services. Everest Capital Pte. Limited is assisted by Everest China Research Ltd., a corporation headquartered in Shanghai, Republic of China. These non-U.S. based entities are locally owned and therefore are not affiliates of Everest Capital. Certain Advisory Clients may not engage Everest Capital Pte. Limited to provide investment advice and/or effect trades on their behalf due to regulatory or other factors. As a result of time zone differences, investment decisions and/or the processing of certain trades are expected from time to time to occur for Advisory Clients that have engaged Everest Capital Pte. Limited in advance of similar actions taken on behalf of Advisory Clients that have only engaged Everest Capital. In addition, due to differences in personnel and the availability of certain opportunities, these investment and trading decisions may be made differently for Advisory Clients that have engaged Everest Capital Pte. Limited when compared to those that have not.

Everest Capital currently serves as the general partner of the Funds that are structured as limited partnerships and a member of its management team serves as a director of the Funds that are structured as corporations (or similar non-U.S. entities). The terms of the Funds typically provide limited voting rights to their investors. The management roles described above allow Everest Capital to oversee and influence or control the Funds. There is a potential conflict of interest between Everest Capital and the investors in the Funds, since Everest Capital might have the authority to cause the Funds to act in the best interest of Everest Capital and not the Funds' investors. This conflict is addressed through, among other things: (i) the terms of the Funds' offering and governing documents, which impose certain constraints upon Everest Capital and grant authority over certain determinations to the Funds' independent administrator, (ii) the adoption of policies and procedures by Everest Capital that pertain to the handling of certain potential conflicts of interest, and (iii) with respect to the Funds structured as corporations (or similar non-U.S. entities) the appointment of two outside directors, who constitute a majority of the board of directors. The Accounts may have alternate structures, which are determined on a case by case basis, and the terms of the accounts may afford less influence or control to Everest Capital.

Each of the Funds for which Everest Capital or its related persons serves as general partner or investment manager has or may in the future enter into agreements, or "side letters," with certain prospective or existing Fund investors whereby such Fund investors may be subject to terms and conditions that are more advantageous than those for investors generally that are set forth in the offering memorandum for a given Fund. For example, such terms and conditions may provide for special rights to make future investments in the Fund, other investment vehicles or managed accounts; special redemption rights, relating to frequency or notice; a waiver, rebate or participation in fees or redemption penalties to be paid by the Fund investor and/or other terms; rights to receive reports from the Fund on a more frequent basis or that include information not provided to other Fund investors (including, without limitation, more detailed information regarding portfolio positions) and such other rights, standards, waivers or modifications as may be negotiated by the Fund and such Fund investors. The modifications are solely at the discretion of the Fund and may, among other things, be based on the size of the Fund investor's investment in the Fund or an affiliated investment entity, an agreement by a Fund investor to maintain

such investment in the Fund for a significant period of time, or other similar commitment by a Fund investor to the Fund. In addition, certain Advisory Clients have similar or substantially the same investment program as other Advisory Clients (including Accounts that are intended to pursue the same strategy as a Fund), and the redemption, information or other rights granted to investors in such Advisory Clients may materially differ. The actions taken by or on behalf of the one of these Advisory Clients as a result of these differing rights may have an adverse impact upon other Advisory Clients, even where they maintain separate pools of assets.

Everest Capital recommends to its Advisory Clients that they engage (or, where it has the authority to do so, directly engages) Everest Capital Pte. Limited, which conducts research and trading services (typically with investment discretion) out of its Singapore headquarters for each Advisory Client. The fees payable to Everest Capital Pte. Limited by the Advisory Clients reduce the fees that would otherwise be payable or amounts that would otherwise be allocated by the Advisory Clients to Everest Capital.

<p>ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING</p>

A. Code of Ethics - Everest Capital has adopted a Code of Ethics (the “Code”) that sets out its policies in respect of personal securities transactions of its employees and access persons. Everest Capital and Everest Capital Pte. Limited both operate under the Code and have a single Chief Compliance Officer. The Code obligates Everest Capital and its employees to put the interests of Advisory Clients before its own interests and to act honestly and fairly in all respects in its dealings with Advisory Clients. All of Everest Capital’s personnel are also required to comply with applicable federal securities laws. In regards to personal trading, no employee will purchase or sell a security that Everest Capital is considering buying or selling or is in the process of buying or selling for an Advisory Client. In addition, employees are prohibited from purchasing any initial public offering. In general, it is the responsibility of each employee to ensure that a particular securities transaction being considered for his or her personal account is not subject to a restriction contained in the Code or otherwise prohibited by any applicable laws. Personal securities transactions for employees generally may be effected only in accordance with the following:

An employee must (subject to certain exceptions) obtain the prior written approval (“Peclearance”) of Everest Capital’s chief compliance officer (the “Compliance Officer”) before engaging in any transaction in his or her personal account. The Compliance Officer may approve the transaction if the Compliance Officer concludes that the transaction would comply with the provisions of the Code and is not likely to have any adverse economic impact on Advisory Clients. A request for Peclearance is made by completing a Peclearance request and submitting it to the Compliance Officer in advance of the contemplated transaction. Any approval given will remain in effect typically until the end of the next Miami business day. Employees are required to provide quarterly and/or monthly brokerage statements (or information regarding their transactions if statements are not available) to the Compliance Officer for review. As an alternative to the procedures above, the Compliance Officer may rely upon an electronic Peclearance reconciliation system, which may receive data directly from certain brokers in lieu of account statements or data from the employee.

The Code is available to Advisory Clients and prospective clients upon request by calling the Compliance Officer at (305) 666-1700 or e-mailing him at compliance@evcap.com.

Everest Capital, in the course of its investment management and other activities, may come into possession of confidential or material nonpublic information about issuers, including issuers in which Everest Capital has invested or seeks to invest on behalf of Advisory Clients. Everest Capital is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other

person, regardless of whether such other person is an Advisory Client. Everest Capital maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that Everest Capital is meeting its obligations to Advisory Clients and remains in compliance with applicable law. In certain circumstances, Everest Capital may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but Everest Capital will be prohibited from communicating such information to the Advisory Client or using such information for the Advisory Client's benefit. In such circumstances, Everest Capital will have no responsibility or liability to the Advisory Client for not disclosing such information to the Advisory Client (or the fact that Everest Capital possesses such information), or not using such information for the Advisory Client's benefit, as a result of following Everest Capital's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

In addition to the Code, Everest Capital also has policies and procedures related to, among other things, the receipt of gifts and business entertainment by persons Everest Capital may do business with, political contributions by Everest Capital personnel and actions that may have the effect of manipulating securities markets. These policies and procedures are enforced under the supervision of the Compliance Officer.

B. Participation or Interest in Client Transactions and Personal Trading - Everest Capital or any of its related persons may buy or sell securities to or from the Funds as principal (a "principal transaction"). In the event such transactions would be contemplated by Everest Capital, Everest Capital will only complete such a transaction in accordance with the requirements of Section 206(3) of the Investment Advisers Act ("Advisers Act").

Everest Capital may effect cross transactions between discretionary Advisory Client accounts, except where prohibited under the agreement with the Advisory Client or prohibited under applicable law. Cross transactions enable Everest Capital to effect a trade between two Advisory Clients for the same security at a set price, thereby possibly avoiding an unfavorable price movement that may be created through entrance into the market and saving commission costs for both accounts. Cross transactions include rebalancing transactions that are undertaken so that, after withdrawals or contributions have occurred, the portfolio compositions of similarly managed accounts remain substantially similar. Everest Capital will often decide to use one or more brokers to buy a security for certain Advisory Clients and sell the same security for other Advisory Clients on the same trading day, incurring commissions and fees with respect to each trade, in situations where it might otherwise be able to engage in a cross trade involving the security. Among other reasons, this may be done to eliminate certain administrative steps that would need to be taken prior to a cross transaction, including obtaining client consent in certain instances, which might otherwise delay a trade. Everest Capital has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. Everest Capital has procedures in place with respect to the handling of cross transactions (including those that may be deemed principal transactions due to the level of investment by employees of Everest Capital in a Fund or Account participating in the cross transaction), and Everest Capital personnel (e.g., the Compliance Officer) may be designated by Everest Capital to approve principal transactions on behalf of certain Funds for which it serves as general partner.

Everest Capital may cause one or more Advisory Clients to serve as nominee (or in a similar capacity) and hold an investment on behalf of another Advisory Client that serves as beneficial owner. Everest Capital believes that this practice benefits its Advisory Clients generally by allowing them to access markets and investments that they might not otherwise be able to access or by eliminating certain costs associated with the transfer of legal ownership. Investments may also be held on behalf of one or more Advisory Clients through a special purpose vehicle or other holding company.

Everest Capital and its personnel may have conflicts in allocating their time and services among the Advisory Clients. Everest Capital will devote as much time to each of the Advisory Clients as it deems appropriate to perform its duties in accordance with its investment management agreements. Everest Capital and Everest Capital Pte. Limited may assign investment discretion over various investment portfolios or portions thereof to different investment team members, which may result in certain Advisory Clients participating in a transaction that others do not participate in (or participating differently), even though the investment may be suitable for both clients. An analyst with investment discretion over certain Advisory Clients may transact in an investment opportunity in advance of another analyst with investment discretion over other Advisory Clients.

The conflicts described above will apply to Everest Capital, Everest Capital Pte. Limited and certain other service providers to Advisory Clients.

Everest Capital serves as the general partner of each Fund that has been formed as a limited partnership and in such capacity may be entitled to Incentive Compensation from such limited partnerships. Everest Capital is typically also entitled to Incentive Compensation from other Advisory Clients. Everest Capital or its principals or employees and certain of their family members and their trusts and family partnerships maintain investments in certain Funds. See **Item 6 – Performance Based Fees and Side-by-Side Management** for more details as to potential conflicts.

C. Participation in Securities Recommended to Clients - Everest Capital, its affiliates and its employees may conduct outside business activities. Everest Capital, its affiliates and its employees may make and maintain investments in their own names or through other entities. As a result, Everest Capital and its affiliates may hold substantial positions in securities that are owned by or suitable for Advisory Clients. Everest Capital maintains policies and procedures designed to prevent any such person from profiting (or avoiding losses) by trading a security ahead of an Advisory Client. See sub-Item A above for a description of Everest Capital's personal trading policies and procedures.

ITEM 12: BROKERAGE PRACTICES

Brokerage

Everest Capital considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include net price, the size and type of the transaction and the broker-dealer's financial strength and stability. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, Everest Capital need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not Everest Capital's practice to negotiate "execution only" commission rates, thus an Advisory Client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Compliance Officer and additional research and trading personnel meet periodically to evaluate the broker-dealers used by Everest Capital to execute Advisory Client trades. This evaluation is based upon ratings of broker-dealers provided by Everest Capital's traders and research analysts and the traders and research analysts of Everest Capital Pte. Limited.

Everest Capital receives research or other products or services other than execution from broker-dealers and/or third parties in connection with certain Advisory Client securities transactions. This is known as a "soft dollar" relationship. Everest Capital will limit the use of "soft dollars" to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters

and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirmations or trade affirmations.

The Compliance Officer and additional personnel periodically review and evaluate its soft dollar practices to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer.

The use of Advisory Client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, Everest Capital will not have to pay for the products and services itself. This creates an incentive for Everest Capital to select or recommend a broker-dealer based on its interest in receiving those products and services, rather than the Advisory Client's interest in receiving most favorable execution.

Everest Capital may cause Advisory Clients 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), resulting in higher transaction costs for Advisory Clients.

Research and brokerage services obtained by the use of commissions arising from an Advisory Client's portfolio transactions may be used by Everest Capital in its other investment activities, including, for the benefit of Advisory Client accounts other than the account generating the commissions used to obtain the research or brokerage services. Everest Capital does not seek to allocate soft dollar benefits to Advisory Client accounts proportionately to the soft dollar credits the accounts generate. During Everest Capital's last fiscal year, as a result of Advisory Client brokerage commissions (or markups or markdowns), Everest Capital and/or its related persons acquired proprietary research on companies, industries and markets prepared by broker-dealers (such as written research reports, investment ideas and market color provided to Everest Capital's analysts and access to the broker-dealer's own "sell-side" analysts and conferences), research prepared by third parties but paid by broker-dealers with soft dollars (such as Bloomberg and Reuters data, access to exchange data, access to consultants on global political issues, access to a risk reporting platform and subscriptions to investment newsletters and data services), and the use of trading-related software (including order management software). To the extent any of the foregoing were "mixed use" items, Everest Capital would make the appropriate good faith determination and allocation as described in the paragraph below. Certain items paid for with soft dollar credits may be obtained from parties from which Everest Capital or the Funds purchase additional services.

In some instances, Everest Capital obtains a product or service that is used, in part, by Everest Capital for Section 28(e) eligible purposes and, in part, for other purposes. In such instances, Everest Capital will make a good faith effort to determine the relative proportion of the product or service used to assist Everest Capital in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service

attributable to assisting Everest Capital in carrying out its investment decision-making responsibilities will be paid through brokerage commissions generated by Advisory Client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by Everest Capital from its own resources. The determination of the appropriate allocation of “mixed use” products and services creates a potential conflict of interest between Everest Capital and Advisory Clients.

Everest Capital has entered into “client commission arrangements” pursuant to which Everest Capital may execute transactions through a broker-dealer and request that the broker-dealer allocate a portion of the commissions or commission credits to another firm that provides research and other products to Everest Capital. Everest Capital excludes from use under these arrangements those products and services that are not eligible under Section 28(e) and applicable regulatory interpretations.

In selecting or recommending broker-dealers, Everest Capital may consider whether Everest Capital or a related person receives client referrals from a broker-dealer or third party. Everest Capital may have an incentive to select or recommend a broker-dealer based on its interests to receive client referrals rather than on the Advisory Client’s interests to receive most favorable execution. In addition, from time to time Everest Capital may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to the Funds or recommend the Funds as an investment to their clients. Everest Capital may place Advisory Client portfolio transactions with firms who have made such recommendations or provided capital introduction opportunities, if Everest Capital determines that it is otherwise consistent with seeking best execution. To address these conflicts of interest, Everest Capital will execute Advisory Client trades through broker-dealers that refer clients to Everest Capital only if it is determined by the Compliance Officer that Advisory Client trades with such broker-dealers are otherwise consistent with seeking best execution.

Allocation and Aggregation

In allocating securities among Advisory Clients, it is Everest Capital’s policy that all Advisory Clients should be treated fairly and that, to the extent possible, all Advisory Clients should receive equivalent treatment. Because of the differences in the Advisory Client investment objectives and strategies, risk tolerance, tax status and other criteria, there may however, be differences among Advisory Clients in invested positions and securities held. The following factors, among others, may be taken into account by Everest Capital in allocating securities among Advisory Clients:

- Advisory Client’s investment objectives and strategies;
- Advisory Client’s risk profile;
- Advisory Client’s tax status;
- any restrictions placed on a Advisory Client’s portfolio by the Advisory Client or by virtue of federal or state law (such as the Employee Retirement Income Security Act of 1974, as amended);
- size of Advisory Client account;
- nature of the security to be allocated;
- supply or demand for a security at a given price level;
- timing of cash flows and account liquidity;

- geographical concentration and exposure limits;
- industry concentration and exposure limits;
- individual analysts having capacity with respect to the capital allocated to them to manage;
- ability to invest in initial public offerings;
- availability and quality of stock borrow; and
- any other information determined to be relevant to the fair allocation of securities. Allocations will be determined at the time of placing the orders.

From time to time, it may be appropriate for Everest Capital to aggregate Advisory Client orders for the purchase or sale of securities. Everest Capital will generally follow guidelines set forth below in aggregating Advisory Client orders for securities, including any orders placed for the Funds:

- no Advisory Client will be favored over any other Advisory Client;
- each Advisory Client that participates in an aggregate order will participate at the average share price at which the order is completed and transaction costs will also be shared pro rata based on each Advisory Client's participation in the transaction;
- if the aggregated order is filled in its entirety, it will be allocated among the Advisory Clients for which the order was placed (subject to the last bullet point below);
- if the aggregated order is partially filled, it will be allocated among the Advisory Clients for which the order was placed pro rata based upon the quantities requested (subject to the last bullet point below); and
- orders that are received at different times during a trading day may be aggregated among multiple Advisory Clients (including where an order received earlier in the day has been partially or completely filled).

Notwithstanding the foregoing, an aggregated order may be allocated on a basis different from that specified in the allocation policy, if the reason for the different allocation is explained in writing and approved by the Compliance Officer.

ITEM 13: REVIEW OF ACCOUNTS

Senior members of the Everest Capital investment analysis and risk management teams (at the Senior Managing Director level) review, typically each business day, the holdings and exposures of all Advisory Client accounts. All accounts are monitored and investments may be adjusted in light of market or trading activity, significant corporate, economic or political developments and other factors that may affect the outlook of an investment. In addition, accounts are reviewed periodically from the standpoint of compliance with specific investment objectives or restrictions of the Advisory Client and as particular circumstances may dictate. In addition, certain risk measures are monitored manually and electronically (on a real time basis) under the supervision of Everest Capital's head of risk management. Significant market events affecting the prices of one or more securities in Advisory Client accounts may trigger

additional or more frequent reviews. Unless set out in the offering documents of a Fund or agreements governing the management of an Account, Everest Capital’s risk restrictions and limits are reevaluated from time to time and may be changed without notice to investors.

Funds distribute to each investor a report as to the performance of such investor’s account on a monthly basis. In addition, the Funds also distribute a monthly commentary on each month’s performance. Investors in the Funds are provided with a copy of the annual audit of the Fund in which they invest, conducted by a certified public accountant. Certain Advisory Clients and Fund investors receive additional information regarding their investments as a result of arrangements with Everest Capital or the applicable Fund.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

As discussed in **Item 12 – Brokerage Practices** Everest Capital receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for Everest Capital to select or recommend broker-dealers based on Everest Capital’s interest in receiving the research or other products or services and, may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by Everest Capital on behalf of its Advisory Clients. Please see Item 12 – Brokerage Practices for further information on Everest Capital’s “soft-dollar” practices, including Everest Capital’s procedures for addressing conflicts of interest that arise from such practices.

As described in **Item 10 – Other Financial Industry Activities and Affiliations**, certain other entities provide research, trading, client relations and other services to Everest Capital’s Advisory Clients. Everest Capital Pte. Limited and Everest Capital S.A. (as well as third-party solicitors that have been engaged by the Funds to solicit investors) may be compensated for these services by the Advisory Clients, but amounts payable to these entities offset amounts otherwise payable (or allocable) to Everest Capital.

The Funds make cash payments to third-party solicitors for client referrals, provided that each such solicitor has entered into a written agreement with the relevant Fund. As noted above, the fees paid by the Funds will offset amounts otherwise payable or allocable to Everest Capital. Where applicable, cash payments for client solicitations will be structured to comply fully with the requirements of Rule 206(4)-3 under the Advisers Act and related SEC staff interpretations.

ITEM 15: CUSTODY

This Item is not applicable.

ITEM 16: INVESTMENT DISCRETION

Everest Capital provides investment advisory services on a discretionary basis to Advisory Clients. Please see **Item 4 – Advisory Business** for a description of certain limitations Advisory Clients may place on Everest Capital’s discretionary authority.

Prior to assuming full discretion in managing an Advisory Client’s assets, Everest Capital enters into an investment management agreement or other agreement that sets forth the scope of its discretion.

Everest Capital has the authority to determine (i) the securities to be purchased and sold for the Advisory Client account (subject to restrictions on its activities set forth in the applicable investment management

agreement or limited partnership agreement and any written investment guidelines) and (ii) the amount of securities to be purchased or sold for the Advisory Client account.

If it appears that a trade error has occurred, Everest Capital will review the relevant facts and circumstances to determine an appropriate course of action. Everest Capital has discretion to resolve a particular error in any appropriate manner, as determined by Everest Capital, that is consistent with the above stated policy. Trade errors that result other than by breach of the standard of care set out in the applicable agreements that govern the relationship between Everest Capital and each Advisory Client account are borne by the relevant Advisory Client account and not by Everest Capital (unless otherwise provided in the agreement that governs the relationship between Everest Capital and the applicable Advisory Client). Due to differences between the agreements that govern Everest Capital's obligations to different Advisory Clients or otherwise, in connection with a trade error, Everest Capital may assume the loss incurred by certain Advisory Clients but not others. Everest Capital makes the decision as to whether its personnel have satisfied the applicable standard of care in the context of an error, and this decision determines whether the Advisory Client or Everest Capital is to bear the loss resulting from the error. Everest Capital will have a conflict of interest between its economic interest and the economic interest of each affected Advisory Client in making such a determination.

Advisory Clients of Everest Capital may from time to time have the right to participate in class action settlements arising in connection with their securities holdings. Everest Capital may determine, in its sole discretion, whether to assert an Advisory Client's potential right to participate in a class action securities settlement. Everest Capital may consider the potential size of the settlement award, the administrative burden of pursuing a claim and any additional factors it deems appropriate in making such a determination. Everest Capital has also caused Advisory Clients to engage a third party to monitor and pursue class action claims on their behalf. Any fees (which may be determined as a portion of amounts recovered through the settlement) for such services will be borne by the applicable Advisory Client and not by Everest Capital.

ITEM 17: VOTING CLIENT SECURITIES

To the extent Everest Capital has been delegated proxy voting authority on behalf of its Advisory Clients, it has adopted proxy voting policies and procedures (the "Procedures") that are designed to ensure that it votes proxies with respect to Advisory Client securities in the best interests of its Advisory Clients. The Procedures also require that Everest Capital identify and address conflicts of interest between Everest Capital and its Advisory Clients. If a material conflict of interest exists, Everest Capital will determine whether voting in accordance with the guidelines set forth in the Procedures is in the best interest of its Advisory Client or take some other appropriate action. Everest Capital generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated). Generally, Everest Capital will vote against proposals that make it more difficult to replace members of a board of directors. For all other proposals, Everest Capital will determine whether a proposal is in the best interests of its Advisory Clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and Everest Capital's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

With respect to the Funds managed by Everest Capital, investors in the Funds will not be able to direct Everest Capital on how to cast a proxy vote.

Advisory Clients may obtain a copy of Everest Capital's Procedures and, to the extent required by law, information about how Everest Capital voted an Advisory Client's proxies by calling the Compliance Officer by telephone at (305) 666-1700 or e-mailing him at compliance@evcap.com.

Currently, Everest Capital has been delegated authority to vote all Advisory Client securities.

ITEM 18: FINANCIAL INFORMATION

This Item is not applicable.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

This Item is not applicable.