

PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of CMT Asset Management Limited. If you have any questions about the contents of this brochure, please contact us at (312) 930-9050 or compliance@cmtam.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.

Registration with the SEC does not imply a certain level of skill or training.

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

MATERIAL CHANGES

CMT Asset Management Limited is applying for registration with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser in March 2013. Accordingly, there are no material changes because this brochure is CMT Asset Management Limited’s first Form 2A filing with the SEC.

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ADVISORY BUSINESS

CMT Asset Management Limited is a Cayman Islands exempted company that has its principal place of business in Chicago, Illinois. The Adviser was formed in November 2003. The principal owner of the Adviser is GTO LLC, a Delaware limited liability company of which the ultimate principal owners are Scott A. Casto and Jan-Dirk Lueders. Mr. Casto and Mr. Lueders are also the directors of the Adviser and are referred to in this brochure as the “principals.” The Adviser utilizes the investment personnel, infrastructure, and support provided by affiliates of the Adviser. In this brochure, we refer to the Adviser and its affiliates as “CMT” and to the Adviser’s affiliates as the “CMT Group.”

As of the date of this brochure, we do not manage any client assets and we will not do so until we are approved as a registered investment adviser by the Securities and Exchange Commission (“SEC”). As of December 31, 2012, the CMT Group’s “regulatory assets under management” were \$816,712,809. The foregoing amount represents proprietary, non-client assets held and managed by the CMT Group.

Once our investment adviser registration is approved by the SEC, we will manage private investment funds that are offered to sophisticated investors, which are generally expected to be institutions, high net worth individuals, and family offices. In this brochure, we refer to each of the private investment funds that we will manage as a “Fund,” and we generally refer to them collectively as the “Funds.” We initially plan to offer the following Funds:

- CMT IPOX US Market Neutral Fund Limited
- CMT IPOX US Market Neutral Fund LLC
- CMT IPOX US Market Neutral Master Fund Limited

The foregoing Funds, which we refer to as the “CMT / IPOX Market Neutral Funds,” are designed as “master / feeder” funds. CMT IPOX US Market Neutral Fund Limited, a Cayman Islands exempted company, will be the “offshore feeder;” CMT IPOX US Market Neutral Fund LLC, a Delaware limited liability company, will be the “onshore feeder;” and CMT IPOX US Market Neutral Master Fund Limited, a Cayman Islands exempted company, will be the “master fund.” The offshore feeder and onshore feeder will invest substantially all of their assets in the master fund.

In addition to the CMT / IPOX Market Neutral Funds, we plan to offer Funds that will trade a “dynamic” strategy — a market neutral strategy similar to the CMT / IPOX Market Neutral Funds with an added discretionary directional market exposure component— and an “Asia Pacific” strategy — a combination of the CMT / IPOX Market Neutral Funds and the CMT / IPOX Dynamic Funds that will trade Asia-Pacific equities and derivatives on exchanges in Asia and Australia .

The Funds will trade primarily in exchange-traded/listed equity markets. The Funds are intended to capture market alpha through buying and selling publicly traded stocks of

certain companies during the eight-year period following each such company's IPO or spin-off event. Please see the section titled "Methods of Analysis, Investment Strategies, and Risk of Loss" for additional details.

All discussions of the Funds in this brochure, including but not limited to their investments, the strategies used in managing the Funds, the fees and other costs associated with an investment in the Funds, and conflicts of interest faced by the Adviser and its affiliates in connection with the management of the Funds are qualified in their entirety by reference to each Fund's respective confidential offering memorandum and governing documents.

FEES AND COMPENSATION

Management and Performance Fees: We will generally charge a monthly management fee in arrears equal to an annual rate of 1.5% of the Fund's net asset value. We will also generally receive a performance fee from each Fund equal to 20% of the positive difference between the net asset value of each investor's investment in the Fund and the "high water mark" attributable to such investment as of each December 31st.

Method of Payment of Fees: The management fee will be calculated, accrued, and paid as of the last business day of each calendar month. Performance fees will be paid annually and as of each date that the Fund makes a distribution or capital payout to an investor or the investor withdraws capital or transfers an interest in the Fund.

Negotiation of Fees; Waivers: Our fees are generally not negotiable; however, we may waive or rebate all or a portion of our management fee or performance fee with respect to certain investors without entitling other investors to a similar waiver or rebate. CMT employees, officers, shareholders, members, and directors may not be assessed a management fee or a performance fee, although they will share *pro rata* with other investors in the expenses charged to the Funds.

Organizational Costs: As described in the Offering Documents, the Funds may reimburse us for certain costs and expenses incurred to provide administrative and investment-related services to the Funds prior to the Funds' commencement of investment operations. A significant part of these expenses consists of fees paid to professional service providers in the initial formation of the Funds.

Operating Expenses: In addition to management and performance fees, the Funds pay various operating costs and transactional expenses including: accounting, audit, tax preparation and legal fees; fees for independent directors; expenses related to the ongoing offering of shares/interests in the Funds, including printing and mailing costs; regulatory and governmental filing fees; tax, litigation, and extraordinary expenses; electronic data, connectivity, data feed, market data fees, and other technology and risk management-related expenses; index license fees; investment due diligence expenses; interest expense, brokerage commissions, dealer mark-ups, prime brokerage fees, stock borrow fees, and other execution fees and transactional charges; clearing and exchange fees; administrator fees; custodial fees; governmental, registration, license, and membership fees (including

those payable to regulatory or self-regulatory organizations); directors' and officers' insurance premiums; and all other expenses related to the Funds' investment activities. Please also see "Brokerage Practices" below.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As discussed in the previous section, entitled Fees and Compensation, we will generally receive an allocation from each Fund equal to 20% of the positive difference between the net asset value of each investor's investment in the Fund and the "high water mark" attributable to such investment as of each December 31st. These Performance Allocation arrangements may give us an incentive to engage in more speculative investment strategies in an effort to maximize a Fund's profits and receive greater compensation than would be the case if we were only compensated based on a flat percentage of capital.

TYPES OF CLIENTS

We provide investment advisory services to the Funds based on the particular investment objectives and strategies described in the applicable Fund's Offering Documents.

Investors in the Funds generally are required to complete and submit a subscription agreement binding them to the terms of a Fund's Offering Documents. Certain Funds admit only sophisticated U.S. taxable investors that are both "accredited investors," as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, and "qualified purchasers" (or "knowledgeable employees"), as defined in the Investment Company Act of 1940. Other Funds admit only sophisticated non-U.S. investors, or sophisticated U.S. tax-exempt investors that are both "accredited investors" and "qualified purchasers." The minimum initial investment in a Fund will be \$1,000,000, although this minimum may be reduced or waived in our sole discretion. Investors in the Funds will generally be institutions, high net worth individuals, and family offices.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

We advise our clients with respect to all investments permitted, based on the particular investment objectives, policies, and procedures described in the applicable Fund's Offering Documents.

Following is a description of the initial strategies that we expect to use on behalf of the Funds once we are approved as a registered investment adviser by the SEC, including investment instruments in which the Funds may invest, and the risks associated with them.

INVESTMENT STRATEGIES

The Funds we initially intend to offer to investors will be designed to capture an anticipated market outperformance for select IPOs and spin-offs in the first four years of trading, and an anticipated market underperformance of select IPOs and spin-offs in years five through eight of trading. Generally, the portfolio manager of the Funds, Josef Schuster (“Portfolio Manager”), believes that IPOs and spin-offs possess unique return dynamics for approximately eight years following an IPO or spin-off event. The Portfolio Manager believes that companies tend to perform well during the first four years following an IPO or spin-off; the Portfolio Manager deems this the “going public effect.” Conversely, the Portfolio Manager believes that companies tend to underperform in years five through eight following an IPO or spin-off event; the Portfolio Manager deems this the “aging effect.”

More specifically, the Portfolio Manager classifies IPOs and spin-offs as a distinct asset class for a substantial period of time after initial IPO. The Portfolio Manager’s strategy is based on the concept that non-fundamental institutional frictions — such as short-selling constraints, lack of analyst coverage, or the “quiet period” — drive positive short-term IPO returns. However, the strategy is also based on the belief that, while a large number of global companies go public over market cycles, relatively few companies will perform well over the long-term due to a gradual correction of an initial overvaluation. The Portfolio Manager expects to recommend primarily equity securities issued in connection with IPOs and spin-offs of domestic and foreign issues, and financial instruments that provide exposure to the relevant companies. Pursuant to the strategy, the Portfolio Manager will construct a long/short portfolio of companies that have undergone IPOs or spin-offs using a quantitative index calculation procedure proprietary to IPOX Schuster LLC, an entity founded and controlled by the Portfolio Manager. IPOX Schuster LLC develops, owns, and operates a broad range of IPOX Global Indexes that satisfy certain quantitative entrance requirements. IPOX Schuster LLC was granted a patent with respect to its IPO and spin-off portfolio construction technology on April 13, 2010.

The long portfolio of the Funds will generally be constructed to correlate to certain “IPOX Sub-Indexes” that are based on the IPOX Global Composite Index, a rules-based index that measures the after-market performance of the global IPO and spin-off sector. The IPOX Global Composite Index is a value-weighted all-cap momentum index that measures the performance of IPOs and spin-offs in calendar time. The IPOX Global Composite Index is dynamically reconstituted as IPOs enter the index at their 7th trading day and exit automatically 1,000 trading days, or approximately four years thereafter. Because IPO activity fluctuates over time, the number of securities in the IPOX Global Composite Index changes accordingly. The IPOX Global Composite Index encompasses a broad mix of global IPOs during the past four years, including large, more mature IPO companies, fast growing and successful IPOs as well as IPOs underperforming the

market. In order to be eligible for index membership, companies must meet minimum quantitative entrance requirements and must trade on the major stock exchanges.

The IPOX-Sub Indexes that the Funds will utilize for their long portfolio component are applied capitalization-weighted indexes calculated in real-time by an independent calculation agent. The IPOX Sub-Indexes are reconstituted quarterly in order to reflect changes in the underlying IPOX Global Composite Index.

As explained in the “Advisory Business” section, through use of various IPOX Sub-Indexes as the long component of a Fund’s portfolio, we initially intend to offer the CMT IPOX Market Neutral Funds and thereafter we intend to launch the CMT IPOX Dynamic Funds and the CMT IPOX Asia Pacific Funds. The CMT IPOX Market Neutral Funds and the CMT IPOX Dynamic Funds will utilize the IPOX 30-U.S. Sub-Index as the long component of their portfolios and the CMT IPOX Asia Pacific Funds will utilize the IPOX 30-Asia-Pacific Sub-Index with respect to its long portfolio.

In furtherance of their investment objectives, the Funds may trade, buy, sell, and otherwise acquire, hold, dispose of, deal in, on margin or otherwise (i) publicly-traded equity and equity-related securities, and (ii) such other instruments, rights, and interests as we determine.

RISK OF LOSS

Investing in securities, derivatives, and other financial instruments involves risk of loss that investors in the Funds should be prepared to bear. There can be no assurance that a Fund’s objective will be achieved or that the investment strategies we employ will be successful. Investors must be prepared to lose all or substantially all of their investment.

The following is a summary of some of the material risks associated with the Funds’ strategies. This summary does not attempt to describe all of the risks associated with an investment in the Funds. The Offering Documents for each Fund contain a more complete description of the risks associated with an investment in the Funds.

Special Risks of IPOs. By definition, IPOs have not traded publicly until the time of their offerings. Special risks associated with IPOs may include a limited number of shares available for trading, unseasoned trading, lack of investor knowledge of the company, and limited operating history, all of which contribute to price volatility. Some IPOs are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of the companies involved in new industries may be regarded as developmental stage companies, without revenues or operating income, or the near-term prospects of such. Foreign initial public offerings are subject to foreign political and currency risks. Many IPOs are issued by undercapitalized companies of small or microcap size.

Significant Decline in IPO and/or Spin-Off Activity. In the event IPO and/or spin-off activity significantly declines over a certain period of time, such decline may have a material adverse effect on the Funds’ performance because the IPOX Global Composite

Index is constructed under the assumption that there will be a steady flow of prospective IPO and spin-off entrants into membership of the IPOX Global Composite Index. In the event there is a significant decline in IPO and/or spin-off activity, the Portfolio Manager may have to prolong membership in the IPOX Global Composite Index or one or more of the IPOX Sub-Indexes and this may have a material, adverse impact on a Fund's performance.

IPOX Index Construction Risk. The IPOX Global Composite Index, the index from which the IPOX Sub-Indexes utilized by the Funds is derived, is a rules based index. However, because the rules are created and implemented by the Portfolio Manager in his capacity as founder and controlling member of IPOX Schuster LLC, there is a risk that the Portfolio Manager could revise the IPOX Index rules in a way that has a material adverse effect on the Funds' performance. The Portfolio Manager could, among other things, change index entry and exit dates, index entrance minimum market capitalization requirements, index entrance float requirements, certain index concentration caps, and index rebalancing and reweighting policies and procedures. For example, a material decrease in index minimum market capitalization requirements could result in more small-cap companies entering the IPOX Global Composite Index and injecting the unique risks associated with small-cap companies into the Funds' portfolios.

Index Replication Risk. The Funds will be exposed to additional market risk due to a policy of investing the Funds' long portfolio component principally in the securities included in the applicable IPOX Sub-Index. As a result of this policy, securities held in the long component of a Fund's portfolio will generally not be bought or sold in response to market fluctuations, and the securities may be issued by companies concentrated in a particular industry. Therefore, the Funds will generally not sell a stock because the stock's issuer is in financial trouble, unless that stock is removed or anticipated to be removed from the relevant IPOX Sub-Index and/or the IPOX Global Composite Index.

Index Non-Correlation Risk. The long component of a Fund's return may not match the return of the relevant IPOX Sub-Index for a number of reasons. For example, the Funds will incur operating expenses not applicable to the relevant IPOX Sub-Index, and will incur costs in buying and selling securities, especially when rebalancing the Fund's long portfolio holdings to reflect changes in the composition of the relevant IPOX Sub-Index. In addition, the Funds' long portfolio holdings may not exactly replicate the securities included in the relevant IPOX Sub-Index or the ratios between the securities included in the relevant IPOX Sub-Index.

Reliance on Portfolio Manager; No Requirement Regarding Portfolio Manager's Allocation of Time to the Funds. The Portfolio Manager is the sole creator of the IPOX Indexes and the Funds' trading models and the Portfolio Manager currently maintains and improves the IPOX Indexes and trading models as necessary. We rely on the Portfolio Manager's knowledge and insight to continually update and improve the IPOX Indexes and the trading models used to organize and implement the trading strategies used by the Funds. The loss of the services of the Portfolio Manager would likely result in the dissolution of the Funds, perhaps under disadvantageous market conditions.

The Portfolio Manager may manage other funds and accounts and will continue to operate IPOX Schuster LLC and may have financial or other incentives to favor those funds, accounts, and the IPOX Schuster LLC business over the Funds. There are no specific obligations or requirements imposed on the Portfolio Manager concerning the Portfolio Manager's allocation of time, effort, or investment opportunities to the Funds. The Portfolio Manager is not obligated to devote any specific amount of his business time to the affairs of the Adviser nor is the Portfolio Manager required to accord any exclusivity or priority to the Funds in the event of "limited availability" investment opportunities.

Concentration on Equities. The Funds will concentrate their portfolios on equities and equity-related products. The equity markets are speculative and highly issuer-specific. Mismanagement or misconduct by corporate officers can cause the complete loss of an equity investment, and the equity markets may be particularly susceptible to subjective investment factors and market sentiment. The Fund's concentration on equities (despite the long-short character of the Funds' portfolios) will cause the Funds to be less diversified and presumably more vulnerable to the risk of major losses than if the Funds had a more diversified strategy. Many different alternative investment strategies have been successful investing in securities other than common stocks — conventional debt, convertible debt, preferred stock, options, etc. The investment opportunities such strategies attempt to identify are in many cases based on entirely different factors than those which the Portfolio Manager incorporates into the Funds' strategies, and may be profitable during periods in which the prospects for the Funds' strategy being successful are materially diminished by prevailing market conditions and/or other factors. Because the Funds' long and short portfolios are developed independently of each other, not on the basis of the respective relative values of the equities held long and short, it is entirely possible that market movements will cause losses on both portfolios, rather than one serving at least partially to offset the risk of the other.

Declining Equity Markets. Although the Funds' strategy is based on taking both long and short positions, the Funds' profit potential is likely to be generally diminished during market cycles in which there is a sustained decline in equity price levels.

Lack of Liquidity. Despite the generally heavy volume of trading in the equities included in the Funds' portfolios, the market for certain of these equities may from time to time exhibit limited or erratic liquidity. Lack of liquidity can make it economically unfeasible for the Funds to recognize profits or limit losses on open positions.

Short Sales. An integral component of our long-short strategy is selling "short" equities that the Fund does not own. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Funds' portfolios. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is the risk that the securities borrowed by the Funds in connection with a short sale must be returned to the securities lender on short notice. If a

request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a “short squeeze” can occur, and the Funds may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

Market Risk. The success of the Funds’ investment program may be substantially and adversely affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. None of these conditions is within our control and no assurances can be given that the Portfolio Manager will anticipate these developments. These factors may affect the price, level, volatility, and liquidity of investments held by the Funds. Unexpected price or level changes or volatility or illiquidity could impair the Funds’ profitability or result in losses.

Model Risk. Certain of the strategies we employ are highly dependent on quantitatively based pricing theories and valuation models, which we use to evaluate investment opportunities. These models generally seek to forecast future price changes based upon a limited number of factors and inputs. The forecasts generated by these models may differ substantially from actual future price realizations, resulting in losses. There can be no assurance that the models we use will be effective or effectively utilized. Moreover, there can be no assurance that we will be able to continue to develop, maintain, and update the models. Since the models we use may depend upon inputs from various sources, inaccuracies in such inputs may result in unexpected losses. In addition, new models or modifications to existing models may expose the Funds to losses from a variety of factors, including conceptual failures and implementation failures.

Trading Errors. We trade systematically and trades may be executed in error. Many exchanges have adopted “obvious error” rules that prevent the entry and execution of trades more than a specified amount away from the current best bid and offer on the exchange. However, such rules generally may not be in place on the exchanges where we trade on behalf of the Funds, and may not be enforced even if in effect. Moreover, such rules would likely not prevent the entry and execution of a trade entered close to the market but at an erroneous size. Any systems trading error (including trading system/computer code malfunctions) or human trading error (including a trader entering an incorrect order into a terminal that is then executed), or combinations thereof, that are not due to fraud, gross negligence, reckless or intentional misconduct, bad faith, or criminal wrongdoing will be for the account of the relevant Fund, which will enjoy the profits or suffer the losses from such trading error.

Computer Hardware and Software. We depend on the reliability and functionality of the computer systems that we use, and computer systems are subject to a number of inherent and unpredictable risks. While we devote considerable resources to preventing, identifying, and containing the effects of computer systems errors, we consider these errors to be an intrinsic aspect (and, therefore, a basic element) of our trading and execution strategies. We will be responsible for such errors only as set forth in our

offering documents, and prospective investors in a Fund should assume that such errors will be both for the account of the Fund and, over time, potentially material to its performance (the relevant Fund to receive the profits as well as to absorb the losses resulting from such errors).

Operational Risks. Our strategies are dependent on information systems and technology. Any failure or deterioration of these systems or technology due to human error, data transmission failures, or other causes could materially disrupt our operations. A disaster or a disruption in the infrastructure that supports our business, including a disruption involving electronic communications or other services that we, or that third parties we do business with, use or affecting one of our offices or facilities, may affect our ability to continue to operate our business without interruption. Although we and the CMT Group have back-up facilities for our information systems as well as technology and business continuity programs in place, there can be no assurance that these will be sufficient to mitigate the harm that may result from such a disaster or infrastructure disruption. In addition, insurance and other safeguards might only partially mitigate the effects of such a disaster or disruption. We rely on third-party service providers for certain aspects of our business, including certain financial operations of the Funds. Any interruption or deterioration in the performance of these third parties could impair the quality of the Funds' operations and negatively impact our investment strategies.

Global Market Exposure. Investments on a global basis in both developed and emerging markets involve the following risks, among other risks: (i) currency exchange-rate risk; (ii) the possible imposition of withholding, income, excise and other taxes; (iii) the absence of uniform accounting, auditing and financial reporting standards and practices, less rigorous disclosure requirements and little or potentially biased government supervision and regulation; (iv) the risk of terrorism and acts of war; and (v) economic and political risks, including expropriation, exchange controls and restrictions on foreign investment and repatriation of capital.

Leverage. The Funds will employ leverage in the execution of certain investment strategies, both through margin financing and through leverage typically embedded in their investment in certain derivative instruments. Transactions in options are inherently and substantially leveraged. The use of leverage increases any losses incurred on investments in direct proportion to the degree of leverage employed.

Counterparty and Credit Risk. There is a risk that prime brokers, counterparties, clearing houses, or exchanges with which we deal may default on their obligations to our Funds. Any default by any of such parties could result in material losses to our Funds.

Regulatory Actions. From time to time, certain of our, the Portfolio Manager's or the Funds' activities may be subject to regulatory inquiries, investigations and/or enforcement proceedings from U.S. and non-U.S. governmental agencies, regulatory bodies, and securities commissions, which can be costly and occupy significant amounts of our and the CMT Group's staff time and resources. Any such inquiry, investigation or enforcement proceeding could include civil or criminal proceedings resulting in a

censure, fine, penalty, and/or other sanction, including asset freezes, the issuance of a cease and desist order or the suspension or expulsion of an individual. Any such inquiry, investigation or enforcement proceeding could have a material adverse effect on the Funds.

DISCIPLINARY INFORMATION

We have no legal or disciplinary events to report that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Management Persons Registration. Neither we, nor any of our directors, officers, or principals are registered, or have an application pending to register, as: (i) a broker-dealer; (ii) a registered representative of a broker-dealer; (iii) a futures commission merchant; (iv) a commodity pool operator; (v) a commodity trading advisor; or (vi) is an associated person of any of (iii), (iv), or (v).

Relationship with Related Persons. We wholly own Capital Markets Trading UK LLP ("CMT UK"), a limited liability partnership incorporated in England and Wales that is licensed by the Financial Services Authority for authorization to act as an Investment Management Firm. CMT UK provides investment advice and management services to certain CMT Group proprietary trading entities. CMT UK wholly owns CMT Advisors GmbH ("CMT GmbH"), a German company that provides investment advice solely to CMT UK. CMT UK does not manage any non-CMT Group assets. For the avoidance of doubt, we do not expect to use the services of CMT UK or CMT GmbH with respect to the Funds and in no event will any additional compensation be payable by investors or the Funds in connection with CMT UK or CMT GmbH.

Proprietary Trading/ Conflicts of Interest. In 1997, the principals founded CMT Group, a proprietary trading firm. The CMT Group is comprised of various entities and is an active market participant in U.S. and non-U.S. markets. CMT Group trades primarily in exchange listed products in the United States, Europe, and Asia. From time to time, certain traders or principals of CMT Group may take a proprietary position in the same products as those traded by the Funds; however, CMT Group will not trade the same investment strategy as the Funds. In order to address the conflicts of interest that arise when CMT Group principals and traders trade in the same or substantially similar investment products as the Funds, we have developed and implemented policies and procedures, including, but not limited to, monitoring procedures that we believe are reasonably designed to deal with such conflicts of interest. Such policies and procedures address, among other matters, the avoidance of traders taking positions on behalf of CMT Group that are opposite, or ahead of, the positions taken on behalf of the Funds.

Because the principals also control CMT Group, the proprietary trading of CMT Group is not physically or functionally separate from the Portfolio Manager's trading on behalf of the Funds. Specifically, the principals will have access to information regarding the

Portfolio Manager's pending transactions, orders, order flow, and trading activities prior to the public disclosure of such information. Although the principals will have access to information of the Funds and CMT Group, policies and procedures have been put in place to ensure that all other CMT Group traders are physically separate from the Portfolio Manager's trading and do not have access to the Fund's orders or positions.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

Code of Ethics: We have adopted a Code of Ethics that is designed to meet the requirements of SEC rule 204A-1. The Code of Ethics is signed annually by all access persons and supervised persons ("CMT Associates") and covers topics such as personal trading, fiduciary responsibility, gifts and entertainment, political contributions, and conflicts of interest. A copy of our Code of Ethics is available to any client or prospective client on request by contacting our CCO at (312) 930-9050 or compliance@cmtam.com.

Generally, conflicts of interest are addressed on a case-by-case basis, typically through disclosure to investors, or a decision to change, cease, or not move forward with the proposed activity or activity, as the case may be. All CMT Associates are required to report conflicts and potential conflicts of interest to the CCO.

Personal Trading: CMT Associates are permitted to maintain personal trading accounts and CMT Associates are permitted to invest in the same securities in which we invest on behalf of the Funds. This presents a potential conflict of interest whereby the CMT Associates could potentially "front run," or trade ahead of, the Funds for their own personal benefit. In order to avoid or mitigate such conflicts while still permitting CMT Associates to invest their personal assets, we have developed specific procedures surrounding CMT Associate personal trading.

Our Code of Ethics strictly prohibits a CMT Associate from knowingly trading the same product *and* strategy as is traded by any of our Funds. For example, if a Fund trades in shares of Facebook Inc., a CMT Associate would also be permitted to trade in shares of Facebook Inc. for the CMT Associate's personal account. However, the CMT Associate would not be permitted to trade in Facebook Inc. shares in order to knowingly trade the same strategy as any of the Funds — including as part of any attempt to replicate the long and / or short portfolio of any Fund. Accordingly, the CMT Associate would not be permitted to trade Facebook Inc. shares as part of an effort to replicate any IPOX Sub-Index utilized by a Fund. To mitigate the conflicts associated with CMT Associates trading in the same securities as the Funds for their personal accounts, we regularly monitor and analyze the personal trading activity of CMT Associates. Any personal trading that appears abusive or in violation of the Code of Ethics will result in further inquiry by the CCO and/or sanctions, up to and including disgorgement of profits, a warning, or dismissal. We also periodically inform and/or provide compliance training to CMT Associates with respect to the Code of Ethics policies and procedures.

Proprietary Trading. As described above, as part of its proprietary trading operation, the CMT Group is also expected to trade in the same products as the Funds. However, the CMT Group will not trade the same investment strategy as any of the Funds. The conflicts of interest associated with the CMT Group's proprietary trading will be addressed as set forth in "Other Financial Industry Activities and Affiliations."

BROKERAGE PRACTICES

Broker-Dealers: We have sole authority for selecting the broker-dealers used in each transaction for the Funds and for negotiating the fees to be paid to each broker-dealer in connection with such transactions. We recognize our duty to obtain "best execution." Consistent with such duty, in determining best execution, we may take into account the full range and quality of a broker-dealer's services, including research and other services that benefit the Funds. Therefore, we may not necessarily negotiate "execution only" commission rates. In effecting transactions, we will place orders in accordance with our best execution policies, which may take into account a number of factors, including but not limited to:

- The broker's financial responsibility and reputation;
- The broker's commission rates and other transactional charges;
- The broker's stability, reputation, reliability, and responsiveness to us;
- The broker's ability to execute trades, willingness to execute difficult transactions, special execution capabilities, and efficiency of execution;
- The range and quality of services made available to us;
- The broker's willingness to commit capital for trades;
- The broker's ability to source or provide liquidity;
- The broker's ability to provide access to multiple markets and venues (including foreign markets);
- The broker's risk-margin requirements; and
- Adequacy of the broker's trading infrastructure and technology.

We reserve the right in our sole discretion to change or add broker-dealers without prior notice to investors in the Funds.

Soft Dollars. We may receive from a Fund's broker-dealers products and services in addition to brokerage services. "Soft dollars" will be used within the safe harbor created by Section 28(e) of the Securities Act of 1934. Services that we may receive from such broker-dealers may include research, general market commentary, economic information, trading advice, industry and company commentary, technical data, recommendations, general reports, quotations, and other market data or information, and the arrangement of meetings with the management of issuers. We benefit from these arrangements because we do not have to produce or pay for the research, products, or services received. We may have an incentive to select or recommend a broker-dealer based on our interest in receiving soft dollar benefits rather than on our Funds' interest in receiving favorable execution. The services received from broker-dealers and paid for by a Fund may be used by the CMT Group, and certain of such services may not be used to benefit our

Funds. We follow procedures that we believe are reasonably designed to ensure that we use soft dollars in a manner that is consistent with seeking best execution, and that we identify which services are within or outside the safe harbor.

Capital Introductions / Investor Referrals. We may place transactions with a broker-dealer that (i) provides us with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to the Funds advised by us. Because such referrals, if any, could benefit us through our receipt of additional compensation from new investments, but would be unlikely to provide significant benefit to our investors, we would have a conflict of interest with the Funds when allocating brokerage business to a broker who has referred investors to the Funds. To prevent Fund brokerage commissions from being used to pay investor referral fees, we will not allocate Fund brokerage business to a referring broker unless we determine in good faith that the commissions payable to such broker are consistent with seeking best execution.

Aggregation of Trades. Where appropriate, we may, but we are not required to, aggregate orders to achieve more efficient execution or to provide for equitable treatment among Funds. Funds participating in aggregated trades will be allocated securities based on the average price achieved for such trades. To the extent a particular investment is suitable for more than one Fund, it generally will be allocated between the Funds *pro rata* based on assets under management or in some other manner that we determine is fair and equitable under the circumstances. By not aggregating orders, there may exist a higher cost to investors (i.e. different pricing on an order) than would otherwise exist if two Funds were to execute orders together. Should two separate Funds execute the opposite orders at the same time (one buys, one sells), efficiencies may be lost. We believe these instances are minimal.

Technology and Trade Errors. We believe that any trading system/computer code and human (e.g., a trader enters an incorrect order into a terminal that is then executed) trading errors (or a combination thereof), not caused by fraud, gross negligence, reckless or intentional misconduct, bad faith, or criminal wrongdoing (each a “Trading Error”), are a known cost of doing business. Therefore, any such Trading Error will be borne by the account of the relevant Fund, which will enjoy the profits or suffer the losses from any such Trading Error.

REVIEW OF ACCOUNTS

Our principals ultimately oversee risk management for the Funds. CMT Group operations accounting staff independently examines each brokerage statement and calculates profit and loss for each client account and each Fund on a daily basis.

In the event the CMT Group operations staff discovers any abnormality or any risk limit breach, they will report it to the principals immediately. When risk limits are exceeded, or when market activity is unusual, the principals and the CCO may also conduct ad hoc reviews of trading accounts.

We or the Funds' administrator provides each investor in each Fund with periodic reports in accordance with the terms of the relevant Offering Documents. These written reports generally include a monthly report summarizing Fund performance and, to the extent the information is reasonably available, the net asset value of an investor's shares and/or capital account; detailed annual audited financial statements; and necessary tax information, if applicable.

CLIENT REFERRALS AND OTHER COMPENSATION

We do not receive any economic benefit for providing investment advice or advisory services other than from the Funds.

We do not currently maintain any agreements with third parties to act as solicitors for investors in the Funds, but we may do so in the future. We may pay a solicitor a monthly fee or a portion of the advisory fees or revenues that we earn for managing an investor account referred to us by a solicitor. The costs of any such referral fees will be paid entirely by us and, therefore, will not result in any additional charges to the investor.

CUSTODY

Under the SEC's rule governing custody of client assets, we are deemed to have custody of the securities and other assets of the Funds even though we do not physically hold the securities and other assets and the securities and other assets are not registered in our name. We are exempt from certain of the provisions of the SEC's custody rule because the Funds will be audited in accordance with U.S. generally accepted accounting principles on an annual basis by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. Audited financial statements will be distributed to each investor in the Funds within 120 days of the end of each Fund's fiscal year.

INVESTMENT DISCRETION

We have full discretionary authority to manage client accounts. Among other things, this means that we are authorized to make purchase and sale decisions for the Funds, subject to the Fund's investment objectives and guidelines set forth in the Offering Documents. Investors generally do not have the ability to impose limitations on our discretionary authority. Prospective investors are provided with Offering Documents prior to their investment and are encouraged to carefully review those materials to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors must also execute a subscription agreement, which constitutes a legal, valid, and binding obligation of the investor, enforceable in accordance with its terms.

VOTING CLIENT SECURITIES

We have adopted written Proxy Voting Policies and Procedures intended to satisfy the requirements of Rule 206(4)-6 under the Investment Advisers Act of 1940. Following is a summary of the key provisions:

- When we vote proxies on behalf of a Fund, we generally will do so in the best interest of maximizing value to our Fund.
- We follow procedures designed to identify (and, to the extent necessary, address) conflicts that could arise between our own interests and those of the Funds.
- We may choose not to vote if doing so would be costly or impractical or we otherwise deem it unnecessary or unwarranted for any other reason.
- We may utilize a third party service provider to assist in implementing our proxy voting procedures or may assign the right to vote proxies to a third party.
- Investors may obtain information about how we voted proxies for securities in their accounts or obtain a copy of our written Proxy Voting Policies and Procedures by contacting the CCO at the address or telephone number listed on the first page of this brochure.

FINANCIAL INFORMATION

We are not aware of any financial condition that could impair our ability to meet our contractual commitment to the Funds.

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.