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**PART 2A OF FORM ADV: FIRM BROCHURE**

**ZIMMER PARTNERS, LP**

**February 15, 2013**

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*This brochure (this “Brochure”) provides information about the qualifications and business practices of Zimmer Partners, LP (“Zimmer” or the “Adviser”). If you have any questions about the contents of this brochure, please contact the Adviser at (212) 371-8688. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “SEC”) or by any state securities authority.*

*Additional information about the Adviser is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

*Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

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**Item 2. Material Changes**

On December 21, 2012, the Adviser became the investment adviser to ZP Master Utility Fund, Ltd., ZP Offshore Utility Fund, Ltd. and ZP Utility Fund, L.P. Prior to that date, Zimmer Lucas Capital, LLC served as investment adviser to such private funds. This Brochure has been revised to reflect that such private funds are clients of the Adviser.

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**A. General Description of Advisory Firm.**

The Adviser is a limited partnership organized in September 2012 under the laws of the state of Delaware. Its general partner is Zimmer Partners GP, LLC, a limited liability company also organized in September 2012 under the laws of the state of Delaware (the “Adviser General Partner”). The Adviser General Partner owns 1% of the interests in Zimmer. Stuart J. Zimmer owns the remaining 99% of the interests of Zimmer. The Adviser General Partner has ultimate responsibility for the management, operations and the investment decisions made by the Adviser.

**B. Description of Advisory Services.**

The Adviser provides investment supervisory and management services on a discretionary basis to clients, which are commingled private investment funds (each, a “Fund” and collectively, the “Funds”) intended for institutional investors and other sophisticated investors. As of the date of this Brochure, the Adviser provides investment supervisory and management services on a discretionary basis to the following Funds: ZP Master Utility Fund, Ltd., a Cayman Islands exempted company, ZP Offshore Utility Fund, Ltd., a Cayman Islands exempted company, and ZP Utility Fund, L.P., a Delaware limited partnership. ZP Utility GP, LLC (the “Affiliate”), an affiliate of the Adviser, serves as the general partner to ZP Utility Fund, L.P. The general investment objectives of the clients are focused, although not exclusively, on electric and gas utilities, integrated utilities, independent power producers and pipelines, master limited partnerships (“MLPs”), exploration and production (“E&P”) companies, issuers in other energy related industries and income-producing securities.

As used herein, the term “client” generally refers to each Fund.

**C. Tailoring of Advisory Services.**

The Adviser’s investment decisions and advice with respect to each Fund are subject to each Fund’s investment objectives and guidelines, as set forth in its offering documents.

**D. Wrap Fee Programs.**

The Adviser does not participate in wrap fee programs.

## **E. Assets Under Management.**

The Adviser managed approximately \$187 million, which is the aggregate Client net asset value as of January 1, 2013, on a discretionary basis. The Adviser does not manage any assets on a non-discretionary basis.

*This Brochure generally includes information about the Adviser and its relationships with its clients and affiliates. While much of this Brochure applies to all such clients and affiliates, certain information included herein applies to specific clients or affiliates only.*

*The descriptions set forth in this Brochure of specific advisory services that the Adviser offers to clients, and investment strategies pursued and investments made by the Adviser on behalf of its clients should not be understood to limit in any way the Adviser's investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Adviser considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

**A. Compensation for Advisory Services.**

The fees applicable to each Fund are set forth in detail in each Fund's offering documents. A brief summary of such fees is provided below.

**Asset-Based Compensation**

The Adviser is generally compensated for its advisory services to each Fund through a management fee of 2.0% per annum of the relevant Fund's assets under management, calculated and payable quarterly in advance (the "Management Fee").

The Management Fee will be prorated in the event the Adviser does not remain the investment manager or management company of a Fund for the entire calendar quarter. Provisions relating to a prorated refund of Management Fees upon an investor's redemption or withdrawal, if any, during a calendar quarter are described in the offering memorandum for the applicable Fund.

The Management Fees are generally non-negotiable, however the Adviser is permitted to charge investors in the Funds a Management Fee that is lower than the rates listed above or waive the Management Fee for particular investors.

**Performance-Based Compensation**

The Adviser or an affiliate is generally entitled to receive an incentive allocation or fee (the "Performance-Based Compensation") at the end of each fiscal year of a Fund of 20% of the realized and unrealized net profits (if any) allocated to a capital account of each investor or a series of shares, as the case may be, in the applicable Fund for the fiscal year, subject to a "high water mark."

The Performance-Based Compensation is generally non-negotiable, however the Adviser or its affiliate is permitted to charge investors in the Funds Performance-Based Compensation that is lower than the rates listed above.

The Adviser or one of its affiliates generally waives the portion of the Management Fee and Performance-Based Compensation otherwise payable by the Funds which are attributable to any general partner associated with such Fund and to any investors that are members, officers, principals, directors or employees of such general partner, the Adviser, or their respective affiliates.

**B. Payment of Fees.**

Fees and other compensation paid to the Adviser or an affiliate are generally deducted from the assets of the Funds. Management Fees are generally deducted on a quarterly basis and Performance Compensation is generally deducted on an annual basis.

The Performance-Based Compensation received by the Adviser or its affiliates, to the extent subject to the requirements of Section 205 of U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act"), will be paid in compliance with Rule 205-3 under the Advisers Act.

### **C. Additional Expenses and Fees**

Generally, the Funds pay their own expenses including the fees paid to the Adviser and the administrator, directors' fees, if any; administrative expenses; accounting and legal expenses; insurance (including D&O insurance) and organizational expenses; investment expenses such as commissions; research expenses (including research-related travel); interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees and all other reasonable expenses related to the purchase, sale or transmittal of Fund assets. Fund assets are invested in a master-feeder structure. Feeder funds bear a pro rata share of the expenses associated with the related master fund.

### **D. Prepayment of Fees.**

Please see responses to 5A above.

### **E. Compensation for Sale of Securities and Other Investment Products**

Neither the Adviser nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products.

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**Item 6. Performance-Based Fees and Side-by-Side Management**

The Adviser and its affiliates accept performance-based fees from every client. As a result, the Adviser and its affiliates do not face certain conflicts of interest that may arise when an adviser accepts performance-based fees from some clients, but not from other clients.



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**Item 7. Types of Clients**

The Adviser generally provides investment advice to Funds, as described above in Item 4. The Adviser may in the future provide investment advice to separately managed accounts for institutional and other investors.

The offering documents of each Fund set minimum amounts for investment by prospective investors in such Funds. These minimum amounts may be waived by the Adviser or an affiliate.

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## Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

### Methods of Analysis and Investment Strategies

*The descriptions set forth in this Brochure of specific advisory services that the Adviser offers to clients, and investment strategies pursued and investments made by the Adviser on behalf of its clients, should not be understood to limit in any way the Adviser's investment activities. The Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Adviser considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies the Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

The investment objective of the clients is to employ an energy-focused, long/short strategy which seeks to deliver absolute returns in all market conditions with minimal correlation to energy related indices and broader market indices. The clients invest primarily in equity securities of electric and gas utilities, integrated utilities, independent power producers and pipelines, and companies engaged in gathering and processing of energy products, MLPs and debt securities of energy companies. The Adviser seeks to achieve the clients' investment objectives primarily through individual security selection based on fundamental research and analysis.

### Related Risks

*The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients. These risk factors include only those risks the Adviser believes to be material, significant, unusual and relative to certain investment strategies or methods of analysis employed by the Adviser.*

**Market Risks.** The profitability of a significant portion of each client's investment program will depend to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that the Adviser will be able to predict accurately these price movements. With respect to the investment strategies utilized by the clients, there is always some, and occasionally a significant, degree of market risk.

**Utility Industry Related Risks.** The clients' investment portfolios contain securities in the electric and gas utility sectors. The risks associated with the long side of the portfolio of electric utility companies include those involving the construction, operation and licensing of nuclear power plants, including the risk of nuclear accident. The market value of the stock of electric and gas utility companies also may be adversely affected by inadequate rate increases from regulatory agencies. Conversely, the short side of the portfolio is subject to different risks, which might cause the price of these securities to rise, such as higher than expected dividends, unexpectedly positive regulatory changes, merger takeover or acquisition and lower interest rates. Other risks of electric and gas utilities include their sensitivity to changes in interest rates, their continuing requirements for raising additional capital and their obligation to comply with environmental and other governmental mandates.

**Concentration in Energy Sector.** Since the clients' investment portfolios are concentrated in the energy a sector, such investment portfolios may be subject to more rapid change in value than would be the case if the clients were to maintain a wide diversification among securities or industry sectors. Furthermore,

even within the energy sector, the investment portfolios may be relatively concentrated. This lack of diversification may subject the investments of the clients to more rapid change in value than would be the case if the assets of the clients were more widely diversified.

The value of the clients' portfolios may be vulnerable to factors affecting the energy industry, such as increasing regulation of the energy sector by both the U.S. and non-U.S. governments, developments in the energy sectors and conservation incentives. Increased energy regulations may, among other things, increase compliance costs and affect business opportunities for the companies in which the clients invest.

**Master Limited Partnerships.** The value of the clients' investments in MLPs will depend largely on the MLPs being treated as partnerships for federal income tax purposes. If an MLP does not meet current law requirements to maintain partnership status, or if it is unable to do so because of tax law changes, it would be taxed as a corporation. In that case, the MLP would be obligated to pay income tax at the entity level and distributions received by the clients would be taxed entirely as dividend income. As a result, there would be a material reduction in such client's after tax return.

Items of income, gains, losses and deductions of each MLP will flow through to a client in its capacity as a partner of the MLP. Historically, a substantial portion of MLP income has been offset by tax deductions. If the amount of MLP income tax deductions that may be claimed by a client is less than anticipated, the investors will incur greater current income taxes. A significant slowdown in acquisition activity by the MLPs in a client's portfolio also could accelerate the investors' obligations to pay income taxes due in part to less accelerated depreciation generated by new acquisitions.

**Increased Costs of Frequent Trading.** The clients' investment strategies may involve frequent trading due to the active nature of such clients' portfolios. As a result, the brokerage and commission expenses of such clients may exceed those of other, less active, investment entities of comparable size.

**Business and Financial Risk of Portfolio Companies.** The companies in which the clients may invest (both public and private) may involve a high degree of business and financial risk. The companies in which the clients plan to invest may be operating at a loss or have significant variations in operating results, may be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, or may otherwise have a weak financial condition. The companies in which the clients may invest may be highly leveraged. Leverage may have important consequences to these companies and the clients as investors. These companies may be subject to restrictive financial and operating covenants. The leverage may impair these companies' ability to finance their future operations and capital needs. As a result, these companies' flexibility to respond to changing business and economic conditions and to business opportunities may be limited. A leveraged company's income and net assets will tend to increase or decrease at a greater rate than if borrowed money were not used.

In addition, portfolio companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing, and other capabilities, and a larger number of qualified managerial and technical personnel.

**Small to Medium Cap Stocks.** At any given time, the clients may have investments in smaller-to-medium sized companies with market capitalizations of less than \$5 billion. These securities often involve greater risks than the securities of larger, better-known companies.

**Short Sales.** The clients' investment programs typically include a significant amount of short selling. Short selling, or the sale of securities not owned by a client, necessarily involves certain additional risks.

Such transactions expose a client 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 such client 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 such client might be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier. There can be no assurance that securities necessary to cover a short position will be available for purchase.

**Leverage.** The clients' investment programs generally utilize leverage which involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for marketable securities investments. Although leverage increases returns to investors if a client earns a greater return on the investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns to investors if such client fails to earn as much on such investments as it pays for such funds. A client faces additional risks in the event that its securities or other assets posted as collateral for borrowings decline in value, or the lender changes the margin requirements. In this event, such client could be subject to a "margin call" or "collateral call" pursuant to which such client must deposit additional assets with the lender or suffer mandatory liquidation of the pledged collateral to compensate for the decrease in value of the collateral.

**Options.** Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks especially when such options are not used as a hedge or are uncovered. Because option premiums paid or received by an investor will be small in relation to the market value of the investments underlying the options, buying and selling put and call options can result in large amounts of leverage. As a result, the leverage offered by trading in options could cause an investor's asset value to be subject to more frequent and wider fluctuations than would be the case if the investor did not invest in options.

**Non-U.S. Securities.** Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the U.S. Government or U.S. companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the U.S., higher transaction costs, less government supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

**Special Situations.** The clients may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction 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 to the clients 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, a client may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the clients may invest, there is a potential risk of loss by the clients of their entire investments in such companies.

**Initial Public Offerings.** The clients' investment portfolios may at times contain securities from initial public offerings. The risks associated with long positions in such companies include poor market conditions or poor reception for the securities in the secondary market. The market value of new securities also may be adversely affected by bear markets, excessive market volatility and rising interest rates. Conversely, short positions in such companies are subject to different risks, which might cause the price of the securities to rise, such as higher than expected earnings reports, unexpected positive contracts, mergers, takeovers or other acquisitions or restructurings (whether unconfirmed or announced), lower interest rates and positive investor sentiment (whether or not supported by underlying fundamentals).

**Counterparty and Settlement Risk.** To the extent a client invests in swaps, "synthetic" or derivative instruments, repurchase agreements, forward contracts, certain types of options or other customized financial instruments, or, in certain circumstances, non-U.S. securities, such client takes the risk of non-performance by the other party to the contract. This risk may include credit risk of the counterparty and the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions, which generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. In addition, a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, whether or not a counterparty of a client, may cause a series of defaults by the other institutions, some of which may be counterparties of such client. Such a circumstance also may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which such client interacts on a daily basis. Misconduct by counterparties could also cause significant losses to a client.

In addition, with respect to synthetic securities, a client will usually have a contractual relationship only with the counterparty of such synthetic securities, and not the reference obligor on the debt security or other obligation upon which the synthetic security is based (the "Reference Obligation"). A client generally will have no right to directly enforce compliance by the reference obligor with the terms of the Reference Obligation or any rights of off-set against the reference obligor, nor have any voting rights with respect to the Reference Obligation. A client will not benefit directly from the collateral supporting the Reference Obligation or have the benefit of the remedies that would normally be available to a holder of such Reference Obligation. In addition, in the event of insolvency of the counterparty, a client will be treated as a general creditor of such counterparty, and will not have any claim with respect to the credit risk of the counterparty as well as that of the reference obligor. As a result, concentrations of synthetic securities in any one counterparty subject the notes to an additional degree of risk with respect to defaults by such counterparty as well as by the reference obligor.

**Custody and Prime Brokerage Risk.** There are risks involved in dealing with the custodians or prime brokers who settle client trades. The clients maintain custody accounts with prime brokers. Although the Adviser monitors the prime brokers and believes that they are appropriate custodians, there is no guarantee that any of the prime brokers, or any other custodian that the clients may use from time to time, will not become bankrupt or insolvent. While both the U.S. Bankruptcy Code and the 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 client assets, the clients would incur losses due to their assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

The clients and/or any of the prime brokers may appoint sub-custodians in certain non-U.S. jurisdictions to hold the assets of the clients. Such prime brokers may not be responsible for cash or assets which are held by sub-custodians in certain non-U.S. jurisdictions, nor for any losses suffered by the clients as a result of the bankruptcy or insolvency of any such sub-custodian. The clients may therefore have a

potential exposure on the default of any sub-custodian and, as a result, many of the protections that would normally be provided to a fund by a custodian may not be available to the clients. Further, the investment strategy of the clients may require the Adviser to actively trade the clients' portfolios, and if as a result of the insolvency of a custodian or prime broker, the Adviser is not able to actively trade the clients' portfolios for some period of time, the clients could be significantly adversely affected. Under certain circumstances, including certain transactions where the clients' assets are pledged as collateral for leverage from a non-broker-dealer custodian or a non-broker-dealer affiliate of one of the prime brokers, or where the clients' assets are held at a non-U.S. custodian, the securities and other assets deposited with the custodian or broker may not be clearly identified as being assets of the clients and hence the clients could be exposed to a credit risk with regard to such parties. Custody services in certain non-U.S. jurisdictions remain undeveloped and, accordingly, there is a transaction and custody risk of dealing in certain non-U.S. jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy, insolvency, or mismanagement in certain non-U.S. jurisdictions, the ability of the clients to recover assets held by a sub-custodian in the event of the sub-custodian's bankruptcy or insolvency could be in doubt, as the clients may be subject to significantly less favorable laws than many of the protections that would be available under U.S. laws.

Please refer to each Fund's offering memorandum for a more detailed description of the risks associated with the Adviser's methods of analysis and investment strategies and techniques.

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**Item 9. Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Adviser's advisory business or the integrity of the Adviser's management.

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**Item 10. Other Financial Industry Activities and Affiliations****A. Broker-Dealer Registration Status.**

The Adviser and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as broker-dealers or registered representatives of broker-dealers.

**B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registration Status.**

The Adviser and its management persons are not registered as, and do not have any application to register as, futures commission merchants, commodity pool operators, commodity trading advisors, or associated persons of the foregoing entities.

**C. Material Relationships or Arrangements with Industry Participants**

Other than its relationship with the Affiliate, as described in Item 4.B., the Adviser and its management persons do not have material relationships or arrangements with industry participants.

**D. Selection of Other Investment Advisers.**

The Adviser does not recommend or select other investment advisers for the clients.



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**Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading****A. Code of Ethics.**

The Adviser has adopted a Code of Ethics that has been designed to comply with the requirements of Rule 204A-1 of the Advisers Act. Among other things, the Code of Ethics prohibits employees from engaging in personal securities transactions for most securities. The Adviser's employees' personal investment transactions are pre-cleared when necessary and monitored by the Adviser's compliance personnel. The Code of Ethics also contains policies and procedures designed to prevent the misuse of material, non-public information. All personnel of the Adviser are required to certify their compliance with the Code of Ethics on a periodic basis. Clients or prospective clients may obtain a copy of the Code of Ethics by contacting the Adviser at the address or telephone number listed on the first page of the Brochure.

**B. Securities in Which You or a Related Person Has a Material Financial Interest.**

The Adviser or the Affiliate as a general partner in one or more U.S. Funds in which the Adviser solicits client investments and also acts as investment adviser to one or more offshore Funds (for non-U.S. investors and U.S. tax-exempt investors) in which the Adviser solicits investments. The Adviser, its employees, affiliates or their related persons may also invest directly in any of the Funds and may decide to invest only in certain Funds and not in others. Investors generally will not be provided with notice of principals' or employees' investments in, or withdrawals from, a Fund. These practices create a conflict of interest because the Adviser or related person has an incentive to recommend securities to Funds based on its own financial interests, rather than solely the interests of a Fund.

On occasion, the Adviser may, on behalf of the clients, engage in cross trades. If the Adviser determines that it is advisable to engage in such a cross trade, the Adviser will (i) provide and document the rationale for the cross trade, and will ensure that the trade is in the respective best interest of the clients involved; (ii) ensure that the transaction is consistent with the duty to obtain best execution; and (iii) rely on the Adviser's valuation procedures to determine the appropriate price at which to effect the transaction. The Adviser will receive no transaction-based compensation in connection with cross trades (other than incentive allocations and management fees received in the ordinary course of business). To the extent a cross trade may be viewed as a principal transaction due to the ownership interest in a Fund by the Adviser or its personnel, the Adviser will either not effect such transactions or comply with the requirements of Section 206(3) of the Advisers Act, including that any such transactions will be considered on behalf of investors in such a client and approved or disapproved by (i) an advisory board comprised of representatives of such investors or (ii) a committee consisting of one or more persons selected by the Adviser (or its affiliate), and any valuation approved by such a committee will be determined by an independent third party that has appropriate experience in providing such valuations.

### **C. Investing in Securities That You or a Related Person Recommends to Clients.**

The Code places restrictions on personal trades by employees, including that they disclose their personal securities holdings and transactions to the Adviser on a periodic basis, and requires that employees pre-clear certain types of personal securities transactions. Generally, and subject to certain exceptions, the Adviser's employees may not engage in personal securities trading and may only dispose of securities held in their respective personal trading accounts. Any such disposition of securities must be pre-cleared. Employees may purchase and sell mutual funds and certain broad-based exchange-traded funds ("ETFs"). Some clients may invest in the same or similar mutual funds and ETFs. The Adviser's personal account trading policies and procedures also extend to employees' spouses, minor children, any individuals residing in the same household and over whose purchases, sales or other trading activities the employee exercises control or investment decision, persons to whom the employee provides financial support and either whose financial affairs the employee controls or for whom the employee provides discretionary advisory services, any trust or other arrangement which names the employee as a beneficiary, and any partnership, corporation, or other entity in which the employee is a director, officer or general partner or in which the employee has a 25% or greater beneficial interest or in which the employee owns a controlling interest or exercises effective control.

### **D. Conflicts of Interest Created by Contemporaneous Trading.**

Although the Adviser will attempt to allocate investment opportunities in a manner which is in the best interests of all the entities involved and in general will allocate investment opportunities believed to be appropriate for the clients among the clients on a pro rata basis in proportion to the relative assets available for investment in the opportunities, there can be no assurance that an investment opportunity which comes to the attention of the Adviser will not be allocated to one client and not another client, with such other client being unable to participate in such investment opportunity or participating only on a limited basis. In addition, it is noted that there may be circumstances under which the Adviser will consider participation by certain clients in investment opportunities in which the Adviser does not intend to invest, or intends to invest only on a limited basis, on behalf of other clients. The Adviser will evaluate for the clients a variety of factors which may be relevant in determining whether a particular situation or strategy is appropriate and feasible for a particular client at a particular time, including the nature of the investment opportunity taken in the context of the other investment or regulatory limitations on a client and the transaction costs involved. Because these considerations may differ for each client in the context of any particular investment opportunity, investment activities of the clients may differ considerably from time to time.

**A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.**

The Adviser is authorized to determine the broker or dealer to be used for each securities transaction for the Funds. The Adviser 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. In determining best execution, an investment manager may take into account the full range and quality of a broker's services that benefit an account under management such as brokerage, research and other services. In selecting the counterparties to execute a particular transaction, the Adviser uses its best judgment in evaluating the terms of the transaction, and gives consideration to various relevant factors, which generally include financial stability, credit-worthiness, and general reputation of the broker, actual executed price of the security and the broker's commission rates, research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice and market analysis), custodial and other services provided by such brokers and/or dealers that are expected to enhance the Adviser's general portfolio management capabilities, size and type of the transaction, difficulty of execution and the ability to handle difficult trades, operational efficiency and facilities of the brokers and/or dealers involved including back office efficiency, ability to handle a block order for securities and distribution capabilities, clearing broker's responsiveness to the Adviser and the Adviser's ability to negotiate standard agreement terms that adequately protect the Funds. Therefore, the Adviser may not necessarily negotiate "execution only" commission rates and may "pay up" for research and other services provided by the broker through the commission rate ("soft dollars"). However, since commission rates are generally negotiable, selecting brokers on the basis of considerations which are not limited to applicable commission rates may result in higher transaction costs than would be otherwise obtainable.

The Compliance Committee periodically monitors the Adviser's trading to ensure that the Adviser has obtained best execution in accordance with its policies and procedures, and at least annually, selected employees of the Adviser will meet to evaluate systematically the execution performance of its brokers. The review of brokers will consist of various factors, including, as applicable, the factors set forth below, and any other factors that the reviewers think necessary for the Adviser to make a reasonable decision about its best execution determinations: (i) names of brokers reviewed, (ii) average commission rate charged by each broker, (iii) services provided by the broker other than execution, *i.e.*, research or other services used in the management of Funds, (iv) whether the execution and other services provided by the broker were satisfactory, taking into account such factors as the speed of execution, the certainty of execution, and the ability to handle large orders or orders requiring special handling, (v) reason for using that broker (*i.e.*, research, execution only, etc.), (vi) unusual trends, such as higher than usual commission rates or a large volume of business directed to an unknown broker, and (vii) potential conflicts of interest.

Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended, is a "safe harbor" that permits an investment manager to use Commissions to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. The Adviser will limit the use of Commissions to obtain research and brokerage services to services which constitute research and brokerage within the meaning of 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 brokers 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 investment manager 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 confirms or trade affirmations.

In some instances, the Adviser may receive a product or service that may be used only partially for functions within Section 28(e) (*e.g.* an order management system, trade analytical software or proxy services). In such instances, the Adviser will make a good faith effort to determine the relative proportion of the product or service used to assist the Adviser in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e).

The Chief Compliance Officer, in consultation with the Compliance Committee and legal counsel, as necessary, will determine whether a service may be paid with soft dollars. The Chief Compliance Officer, along with other members of the Compliance Committee, will consult with the head trader regarding the capabilities of relevant brokers.

The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, the Adviser will not have to pay for the products and services itself. This creates an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services.

Research and brokerage services obtained by the use of commissions arising from the Funds' portfolio transactions may be used by the Adviser in its other investment activities and thus, the relevant Fund may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided. The Adviser does not allocate soft dollar benefits to Funds proportionately to the soft dollar credits the accounts generate.

Although the Adviser will make a good faith determination that the amount of commission rates paid is reasonable in light of the products or services provided by a broker, commissions are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. The receipt of such products or services and the determination of the appropriate allocation in the case of "mixed use" products or services creates a potential conflict of interest between the Adviser and its Funds and investors.

The Adviser may place transactions with a broker or dealer that (i) provides the Adviser (or an affiliate) with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to the Funds, if otherwise consistent with seeking best execution; provided the Adviser is not selecting the broker-dealer in recognition of the opportunity to participate in such capital introduction events or the referral of investors.

The Adviser has complete discretion in deciding what brokers and dealers the Funds will use and in negotiating the rates of compensation the Funds will pay and does not permit clients to direct brokerage.

## **B. Aggregation of Orders**

If the Adviser determines to buy or sell the same security, including interests in a private investment vehicle, on behalf of more than one clients, it may, but shall be under no obligation to, aggregate, to the extent permitted by applicable law and regulations, client orders to achieve more efficient execution or to provide for fair treatment among the clients. The Adviser will generally follow the guidelines set forth below in aggregating client orders for securities, including any orders placed for private investment vehicles:

- (1) No client will be favored over any other client.
- (2) Each client that participates in an aggregated order will participate at the average share price for all of the Adviser's transactions in that security on a given business day and transaction costs will be shared pro rata based on each client's participation in the transaction.

## **C. Trade Error Policy**

In the event that the Adviser experiences an error with respect to trades made on behalf of the Funds, the Investment Adviser will correct such error in accordance with its policies and procedures. The Funds will be responsible for any losses resulting from trading errors and similar human errors, absent gross negligence or willful malfeasance.

**A. Frequency and Nature of Review of Client Accounts or Financial Plans**

The Adviser performs various daily, weekly, monthly, quarterly and periodic reviews of each client's portfolio. At the overall portfolio composition level for all clients, reviews are conducted by the portfolio manager, Stuart Zimmer, who is also the sole member of the Adviser General Partner.

**B. Factors Prompting Review of Client Accounts Other than a Periodic Review.**

A review of a client account may be triggered by any unusual activity or special circumstances.

**C. Content and Frequency of Account Reports to Clients.**

The Adviser generally provides annual audited financial statements to its clients within 120 days of the applicable client's fiscal year end.

Investors in the Funds generally receive the following regular reports: (i) after the end of each fiscal year of the Funds, annual audited financial statements (including a balance sheet, income statement and statement of changes in net assets) for the recently completed fiscal year; and (ii) monthly regular net asset value statements of the investors' Fund's shares or capital accounts. Other periodic reports may be provided to investors in a particular Fund. For example, investors in domestic-based Funds receive annual tax information necessary for the completion of U.S. federal, state and local income tax returns. In addition, the Adviser, as a service, generally provides weekly and/or monthly performance updates regarding the portfolios.

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**Item 14. Client Referrals and Other Compensation****A. Economic Benefits for Providing Services to the Clients**

The Adviser does not receive economic benefits from non-clients for providing investment advice and other advisory services.

**B. Compensation to Non-Supervised Persons for Client Referrals.**

Neither the Adviser nor any related person directly or indirectly compensates any person for client referrals. However, the Adviser or its affiliates may in the future enter into arrangements with third party placement agents or distributors to solicit investors in the Funds and such arrangements will generally provide for the compensation of such persons for their services at the Adviser's expense.

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**Item 15. Custody**

The Adviser is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account. Account statements related to the clients are sent by qualified custodians to the Adviser.

The Adviser is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.



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**Item 16. Investment Discretion**

The Adviser serves as the investment manager with discretionary trading authority to each client. The Adviser's investment decisions and advice with respect to the clients is subject to each client's investment objectives and guidelines, as set forth in its offering documents. The Adviser or an affiliate of the Adviser has entered into an investment management agreement, or similar agreement, with each client or its general partner, as applicable, pursuant to which the Adviser or an affiliate of the Adviser has been granted discretionary trading authority.

**Proxy Voting Policies and Procedures**

The Adviser has adopted written proxy voting guidelines in accordance with Rule 206(4)-6 of the Advisers Act. In voting proxies, it is the general policy of the Adviser to consider and vote each proposal with the objective of maximizing long-term investment returns for each client. The Adviser's proxy policy addresses a broad range of issues, including, among others, board size and composition, executive compensation, anti-takeover proposals, capital structure proposals and auditor selection and is meant to provide general voting parameters on issues that arise most frequently.

The Adviser may, however, vote in a manner that is contrary to the general guidelines if it believes that it would be in a client's best interest to do so.

Conflicts of interest may arise between the interests of the clients on the one hand and the Adviser or its affiliates on the other hand. If the Adviser determines that it may have, or is perceived to have, a conflict of interest when voting proxies, the Adviser will vote in accordance with its proxy voting guidelines. The proxy policy may be revised in the Adviser's discretion. Clients may obtain a copy of the Adviser's proxy policy and its voting record upon request. Clients may also obtain information from the Adviser about how the Adviser voted any proxies on behalf of the clients.

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**Item 18. Financial Information**

The Adviser is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.