

Cooper Investment Partners LLC

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Part 2A of Form ADV: Firm Brochure
June 21, 2013

This Brochure provides information about the qualifications and business practices of Cooper Investment Partners LLC. If you have any questions about the contents of this Brochure, please contact us at 212-275-2803. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about Cooper Investment Partners LLC is also available on the SEC's website at <http://www.adviserinfo.sec.gov/>. An investment adviser's registration with the SEC does not imply a certain level of skill or training.

Item 2. Material Changes

This Brochure is Cooper Investment Partners LLC's initial Form ADV Part 2A submitted with its application for registration with the SEC, therefore, there are no material changes to report. If the Firm makes any material changes to this Brochure, this section will be revised to include a summary of such changes.

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Item 4. Advisory Business

For purposes of this Brochure, the “Adviser” means Cooper Investment Partners LLC. The Adviser provides investment supervisory services to an investment vehicle (the “Fund”) that is exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”) and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”).

The Fund makes investments in private equity and, in certain instances, other equity and debt securities of public and private issuers (including securities convertible into equity and debt securities), derivative instruments and any other financial instruments or assets that the Adviser believes may help achieve the Fund’s investment objective. The Fund is structured as a pledge fund with a single unaffiliated investor. As such, investors in the Fund provide capital on a deal-by-deal basis. In accordance with the Fund’s investment objective, investments are made in companies doing business in a variety of industries, including, without limitation, financial services; healthcare; industrials and energy; and agri-business. The Adviser’s advisory services consist of investigating, identifying and evaluating investment opportunities, structuring, negotiating and making investments on behalf of the Fund, managing and monitoring the performance of such investments and disposing of such investments. The Adviser will serve as the investment adviser to the Fund in order to provide such services.

The Adviser provides investment supervisory services to the Fund in accordance with the Operating Agreement of the Fund. Investment advice is generally provided directly to the Fund and not individually to the investors in the Fund, however, investors in the Fund may choose to make investments directly in a company based on this investment advice provided by the Adviser. Services are provided to the Fund in accordance with the Operating Agreement. Investment restrictions for the Fund, if any, are generally established in the Operating Agreement. Prior to making or disposing of an investment on behalf of the Fund, the Adviser must first obtain the approval of the investors in the Fund.

The principal owner of the Adviser is Stephen Cooper. The Adviser has been in business since 2010. As of June 2013, the Adviser manages approximately \$161 million of client assets, all of which is managed on a non-discretionary basis.

Item 5. Fees and Compensation

As compensation for investment supervisory services rendered to the Fund, the Adviser is paid an annual management fee (“Management Fee”) from the Fund. The Management Fee is paid quarterly in advance during the Investment Period and will be paid annually in advance thereafter. The Management Fee is in an amount to cover the Fund’s and Advisor’s operating expenses up to a fixed amount per year.

To the extent provided in the Operating Agreement, the Adviser or Managing Member shall be paid or reimbursed for operating expenses, including, but not limited to, compensation expense related to

its investment personnel and other personnel for non-fund-related and non-transaction-related services, rent, utilities, office expenses and non-transaction-related travel expenses, legal, accounting, auditing, insurance and other professional services and other routine administrative expenses relating to the services and facilities provided by the Adviser to Fund.

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

A portion of the Fund's net realized investment profit is allocated to the capital account of its Managing Member as "carried interest." The Managing Member of the Fund is a related person of the Adviser.

Item 7. Types of Clients

The Adviser currently provides investment supervisory services to the Fund. Interests in the Fund are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in the Fund are "accredited investors" as defined in the Securities Act and "qualified purchasers" or "knowledgeable employees" as defined in the 1940 Act. The Fund currently has a single outside, unaffiliated investor in the Fund and the Adviser does not plan to offer interests in the Fund to any other outside investors.

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

Methods of Analysis

The Adviser seeks investment opportunities in private equity. Prior to making an investment, the Adviser carries out extensive analysis of a target investment. The Adviser generally focuses its analysis on middle market companies located in the United States and the United Kingdom.

The Adviser's philosophy is to approach each investment as co-owners and principals with the management team in order to execute operational and strategic change. The Adviser does so through a collaborative approach with senior management with a focus on corporate strategy, merger and acquisition activity, operational discipline, and financial structuring. The Adviser does not typically seek to run day-to-day operations. In all cases, the Adviser attempts to closely align the interests of management with its own interests.

Competitive Position. Often at the heart of strategic due diligence is a thorough analysis of each competitor's relative cost position, market and segment shares, technology, management, financial capability, and implicit future strategy.

Cost Analysis. The Adviser seeks to break down a business's cost structure into elements, which are driven by common factors, referred to as "cost drivers." Prepared with an understanding of the factors that will drive a business's cost position, actions can be targeted that will reduce costs and improve margins, eliminate unnecessary costs, and build sustainable advantage and value.

Capabilities and Assets. Generally, a business enjoys, or can develop, distinctive capabilities that set it apart from other participants in its industry. The value and potential of these capabilities can be measured. These capabilities may include design and manufacturing expertise, brand franchise, distribution strength, market share, and technology.

Management. The Adviser evaluates members of the management team, works to ensure that economic incentives post-closing are aligned with the business plan, and takes whatever steps to support the management team.

Harvest Analysis. Before making an investment, the Adviser fully explores the alternative options for future liquidity.

Risks

Investing in securities involves a substantial degree of risk. The Fund may lose all or a substantial portion of its investments, and investors in the Fund must be prepared to bear the risk of a complete loss of their investments.

The following list is not a complete list of all risks involved in connection with an investment in the Fund. In general, the risks applicable to the Fund and the activities of the Managing Member and the Adviser include, but are not limited to:

No Assurance of Investment Return

The Adviser cannot provide assurance that it will be able to choose, make and realize investments in any particular company or portfolio of companies. There is no assurance that the Adviser will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the type of companies and transactions described herein. There can be no assurance that expected returns for the Fund will be achieved, or that the Fund will receive a return of its capital.

Illiquidity of Investments

The Fund's investments may consist of securities that are subject to restrictions on sale under U.S. securities laws. Generally, the Fund will not be able to sell these securities publicly in the U.S. without the expense and time required to register the securities under the Securities Act or will be able to sell the securities only under Rule 144 or other rules under the Securities Act that permit only limited sales under specified conditions. When restricted securities are sold to the public, the Fund may be deemed a controlling person, or possibly an "underwriter," with respect thereto for the purpose of the Securities Act and be subject to liability as such under the Securities Act. In addition, practical limitations may inhibit the Fund's ability to liquidate certain of its investments in the portfolio companies since the issuer will be privately held and the Fund may own a relatively large percentage of the issuer's equity securities. Sales may also be limited by market conditions, which may be unfavorable for sales of securities of particular issuers or issuers in particular industries. The limitations on liquidity of the Fund's investments could prevent a successful sale thereof, result in a delay of any sale, or reduce the amount of proceeds that might otherwise be realized.

Financial Market Fluctuations

General fluctuations in the market prices of securities may affect the value of the investments held by the Fund. Instability in the securities markets may also increase the risks inherent in the Fund's investments. There can be no assurance that the market will become more liquid than it is at present and it may well continue to be volatile for the foreseeable future. The Fund may be adversely affected to the extent that they seek to dispose of any of their portfolio investments into an illiquid or volatile market, and the Fund may be unable to dispose of an investment at a price that the Adviser believes reflects the investment's fair value. The duration and ultimate effect of current market conditions and whether such conditions may worsen cannot be predicted.

Legal and Regulatory Risks

Legal, tax and regulatory changes could occur during the term of the Fund that may adversely affect the Fund. The regulatory environment for private investment funds is evolving, and changes in the regulation of private investment funds may adversely affect the value of investments held by the Fund and the ability of the Fund to obtain the leverage they might otherwise obtain or to pursue their trading strategies. New laws or revised regulations imposed by the SEC, other governmental regulatory authorities, self-regulatory organizations or industry bodies that supervise the financial markets that could adversely affect the Fund may be adopted in the future. The Fund may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by these regulatory authorities or self-regulatory organizations.

Lack of Sufficient Investment Opportunities

The business of identifying and structuring private equity, public securities' and other financial transactions is highly competitive and involves a high degree of uncertainty. It is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified.

Item 9. Disciplinary Information

Item 9 is not applicable.

Item 10. Other Financial Industry Activities and Affiliations

The Adviser does not have any relationships or arrangements to disclose at this time.

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

Code of Ethics and Personal Trading

The Adviser has adopted a written Code of Ethics that is applicable to all of its officers and employees, as well as officers and employees of its affiliates and certain independent contractors (collectively, “Adviser Personnel”). The Code of Ethics, which is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), establishes guidelines for professional conduct and personal trading procedures, including certain reporting obligations and pre-clearance of any proposed purchase of any initial public offering or limited offering. Adviser Personnel and their families and households may purchase investments for their own accounts subject to the terms of the Code of Ethics. Under the Code of Ethics, Adviser Personnel are also required to file certain periodic reports as required by Rule 204A-1 under the Advisers Act. The Code of Ethics helps the Adviser detect and prevent potential conflicts of interest.

Adviser Personnel who violate the Code of Ethics may be subject to remedial actions, including, but not limited to, a letter of censure or suspension or termination of the employment of the violator. Adviser Personnel are required to annually acknowledge compliance with the Code of Ethics.

Clients and prospective clients may contact the Adviser to request a copy of its Code of Ethics.

Participation or Interest in Client Transactions

Certain Adviser Personnel are allowed to invest in the Fund, however, the Adviser does not permit transactions in investments that the Adviser has made for the Fund or is considering making on behalf of the Fund.

Item 12. Brokerage Practices

The Adviser does not utilize the services of broker-dealers when conducting transactions on behalf of the Fund. Therefore, Item 12 is not applicable.

Item 13. Review of Accounts

Oversight and Monitoring

The portfolio investments of the Fund are continuously reviewed by a member of the investment team. The team generally includes Managing Directors and other investment professionals of the Adviser. The Adviser closely monitors the portfolio companies of the Fund and generally maintains an ongoing oversight position in such portfolio companies.

Reporting

Investors in the Fund will typically receive, among other things, a copy of audited financial statements of the Fund within 120 days after the fiscal year end. In addition, investors in each Fund will typically receive unaudited quarterly summary financial information regarding the Fund following the end of each financial quarter. Investors in the Fund also receive regular reporting updates through quarterly letters, investor meetings and other materials that the Adviser may provide throughout the year.

Item 14. Client Referrals and Other Compensation

Item 14 is not applicable.

Item 15. Custody

The Adviser maintains custody of investment made by the Fund. Capital that has been contributed by investors in the Fund, but not yet invested are held in an account with Merrill Lynch in the Fund's name.

Item 16. Investment Discretion

Investment advice is provided directly to the Fund and not individually to the investors in the Fund. Services are provided to the Fund in accordance with the Fund's Operating Agreement. Investment restrictions for the Fund, if any, are generally established in Operating Agreement of the Fund.

Item 17. Voting Client Securities

The Managing Member intends to vote proxies or similar corporate actions in the best interests of the Fund, taking into account such factors as it deems relevant in its sole discretion. The proxy voting policy is designed to ensure that if a material conflict of interest is identified in connection with a particular proxy vote, that the vote is not improperly influenced by the conflict. A detailed summary of the Adviser's proxy voting policies and procedures are available to limited partners and prospective limited partners

Item 18. Financial Information

Item 18 is not applicable.

Item 19. Requirements for State-Registered Advisers

Item 19 is not applicable.