

Item 1 – Cover Page

Scopia Capital Management LP

152 West 57th Street, 33rd Floor

New York, NY 10019

(212) 370-0303

www.scopiacapital.com

March 31, 2015

This Brochure provides information about the qualifications and business practices of Scopia Capital Management LP (hereinafter, the “Adviser”). If you have any questions about the contents of this Brochure, please contact Samantha Nasello, Chief Compliance Officer, at (212) 370-0303. 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.

The Adviser is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for the Adviser is 124403.

Item 2 – Material Changes

The Adviser is updating its Brochure as of March 31, 2015, as part of its annual amendment filing. Below is a summary of certain material changes made since the Adviser last submitted its filing of its Brochure on March 31, 2014.

- Effective January 2015, Scopia Capital Management LP replaced Scopia Capital Management LLC as the Adviser to the Funds (as defined in Item 4 below). This did not result in any change in either control or management personnel.
- In July 2014, the Funds' audit and tax firm, Rothstein Kass, was acquired by KPMG. There have been no material changes as a result of this transaction.
- In August 2014, the Adviser registered as a commodity pool operator with the U.S. Commodity Futures Trading Commission (the "CFTC"). The Adviser relies on exemptions from certain regulatory requirements under CFTC Regulations 4.7 and 4.13(a)(3), respectively, on behalf of certain of the Funds.
- In October 2014, the Adviser discontinued the prime brokerage relationship with Barclays Capital Inc. to improve operational efficiency and to better leverage its existing prime brokerage platforms. The Adviser continues to maintain an ISDA and trading relationship with Barclays.

The Adviser has no other material changes to report. The Adviser will provide investors with a new Brochure as necessary based on changes or new information.

Item 3 – Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes	ii
Item 3 – Table of Contents	iii
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management.....	4
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 – Disciplinary Information	10
Item 10 – Other Financial Industry Activities and Affiliations.....	10
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading.....	11
Item 12 – Brokerage Practices	12
Item 13 – Review of Accounts	15
Item 14 – Client Referrals and Other Compensation	15
Item 15 – Custody.....	15
Item 16 – Investment Discretion.....	16
Item 17 – Voting Client Securities.....	16
Item 18 – Financial Information.....	17

Item 4 – Advisory Business

Scopia Capital Management LP (the “Adviser”), a Delaware limited partnership, is an investment adviser with its principal place of business in New York, New York. The Adviser is majority owned by Matthew Sirovich and Jeremy Mindich, and together with its predecessors, has been providing advisory services since 2001.

The Adviser provides investment advisory services on a discretionary basis to clients that are pooled investment vehicles including (A) market-neutral hedge funds consisting of (i) Scopia PX LLC, a Delaware limited liability company, (ii) Scopia PX International Limited, a Bermuda exempted mutual fund company, (iii) Scopia PX International Master Fund LP, a Bermuda exempted limited partnership that acts as the master fund in a mini-master structure to Scopia PX International Limited, (iv) Scopia Partners LLC, a Delaware limited liability company, (v) Scopia International Limited, a Bermuda exempted mutual fund company, (vi) Scopia International Master Fund LP, a Bermuda exempted limited partnership that acts as the master fund in a mini-master structure with Scopia International Limited, and (vii) Scopia Windmill Fund LP, a Delaware limited partnership (each a “Fund” and, collectively, the “Market-Neutral Hedge Funds”), (B) long-biased hedge funds consisting of (i) Scopia LB LLC, a Delaware limited liability company, (ii) Scopia LB International Limited, a Bermuda exempted mutual fund company and (iii) Scopia LB International Master Fund LP, a Bermuda exempted limited partnership that acts as the master fund in a mini-master structure to Scopia LB International Limited (each a “Fund”, collectively, the “Long-Biased Hedge Funds” and, collectively with the Market-Neutral Hedge Funds, the “Hedge Funds”), and (C) long-only funds consisting of (i) Scopia Long LLC, a Delaware limited liability company, (ii) Scopia Long International Limited, a Bermuda exempted mutual fund company and (iii) Scopia Long International Master Fund LP, a Bermuda exempted limited partnership that acts as the master fund in a mini-master structure with Scopia Long International Limited (the “Long-Only Funds” and together with the Hedge Funds, the “Funds”) all of which are intended for institutional investors and other sophisticated investors, and (iv) a market-neutral separately managed account (the “Separately Managed Account”). The Adviser also provides investment advisory services on a discretionary basis to Scopia Co-Investment Partners 2 LLC (“SCIP2”), a special purpose vehicle established to provide certain qualified investors the opportunity to co-invest in a private company.

The Adviser provides advice to clients based on specific investment objectives and strategies (see Item 8 for a discussion of the Adviser's strategy with respect to the Funds and Separately Managed Account).

The Adviser does not generally tailor its advisory services to the individual needs of investors in the Funds, nor accepts investor-imposed investment restrictions. However, the Adviser has entered into agreements with certain investors granting these investors specific rights including, but not limited to, investment terms that differ from those described in the relevant Fund's offering documents.

As of December 31, 2014, the Adviser managed \$9,805,603,808 of regulatory assets under management on a discretionary basis.

Item 5 – Fees and Compensation

As a general matter, the Adviser or an affiliate is paid an annual asset-based management fee and receives performance compensation (detailed in Item 6 below). The Adviser deducts fees from each Fund's assets.

Asset-based management fees equal to 1.5% per annum of the net assets of the Market-Neutral Hedge Funds and the Long-Biased Hedge Funds; provided, however, that certain investors in Scopia PX International Limited, Scopia International Limited and Scopia LB International Limited are charged a management fee equal to 2.0% in connection with more frequent liquidity. The Long-Only Funds are charged an asset-based management fee at the annual rate of 1.0%. Scopia Windmill Fund LP is charged an asset-based management fee at an annual rate of 1.25% for NAV equal to or less than \$200MM and 1.0% for NAV greater than \$200MM. The foregoing management fees are charged each quarter in advance based on the value of the relevant assets as of the first day of the calendar quarter. For any quarter during which the aggregate value of the net assets of the Hedge Funds and the Long-Only Funds (collectively, the "Sister Funds") is greater than \$1 billion (measured as of the beginning of each quarter), the management fee will be reduced by 0.25% annually (the "Reduced Management Fee") for that particular quarter and only for Eligible Members and their Affiliates. For purposes of the Reduced Management Fee, an "Eligible Member" shall be any member or shareholder (i) with greater than \$100 million invested in the aggregate in the Sister Funds (including any amounts invested by Affiliated Investors) and (ii) who has been invested in the Sister Funds for greater than two years. An "Affiliated Investor" shall be any other investor that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the Eligible Member. In addition, any investor in

the Long-Only Funds shall be subject to the Reduced Management Fee if the investor has agreed to remain invested for a period of at least three years. The Adviser shall have complete authority to determine, in each case, whether an investor is an Eligible Member or an Affiliated Investor thereof and the Adviser's decision in that regard shall be final and binding on the investor. If the Adviser does not manage a Fund or the Separately Managed Account for a full quarter, the asset based management fee charged to such Fund or to the Separately Managed Account will be pro-rated for such period.

To the extent that fees are negotiable, the Separately Managed Account or investors in a Fund may pay more or less than other investors for the same management services, depending, for example, on the relationship to Adviser, nature of advisory services, account composition, the total client assets under management and anticipated future additional assets under management. The Adviser may waive or modify fees for certain accounts or investors. Since January 1, 2011, the management fee has been waived for Early Investors. An "Early Investor" is any investor who invested in the Hedge Funds or the Long-Only Funds in 2001 or 2002 and continues to be invested.

Fund expenses may include, but are not limited to: transaction costs and investment related expenses incurred in connection with the Fund's trading activities, including brokerage, research (excluding research-related travel), clearing, margin interest (if any), and custodial expenses; routine legal, accounting, auditing, tax preparation, administration, and related fees and expenses; fees and expenses related to risk-monitoring systems and applications; regulatory compliance-related monitoring and filing fees and expenses; expenses associated with the continued offering of interests, which include but are not limited to printing and other solicitation expenses (other than finder's fees); operational and overhead expenses of the Fund including but not limited to, photocopying, facsimile, postage, and telephone expenses; extraordinary expenses (e.g., litigation costs and indemnification obligations), if any; and the management fees described above. Fund expenses will be borne on a pro rata basis among all portfolios, unless the expense is only relevant to a particular portfolio, in which case it will be allocated solely thereto.

Fund expenses for Scopia Windmill Fund LP may also include commercial travel in connection with investigating existing or potential investment opportunities for the Fund.

Regarding the allocation of expenses by the Adviser, expenses that are applicable to all portfolios managed by the Adviser generally are allocated pro rata based on beginning of month gross capital (i.e., capital prior to the allocation of performance allocations). The Adviser reserves the right to reasonably allocate expenses applicable to its portfolios based on other methodologies if the Adviser makes a good faith determination that such other methodologies more fairly reflect the proportionate benefits of such expenses among such portfolios. Expenses that are not permitted to be charged to a separately managed account managed by the Adviser are paid for by the Adviser, and not allocated to the client. Expenses that are attributed to individual funds managed by the Adviser are charged individually. Expenses for products or services that benefit both the funds managed by the Adviser and the Adviser itself are reasonably allocated between them based on the Adviser's good faith determination of the relative benefits and/or usage of such products or services.

Disclosure regarding fees, investment strategy and other information applicable to a Fund are set forth in each Fund's offering and other governing documents.

The Separately Managed Account may be subject to different fees and expenses, which are set forth in its investment management agreement.

Investors in SCIP2 are not charged asset-based management fees. Each capital contribution was charged an Initial Expense Assessment equal to 1% of such capital contribution. Expenses relating to the investment may be charged against the capital contributions in the sole discretion of the Adviser in a manner determined to be reasonable.

Item 6 – Performance-Based Fees and Side-By-Side Management

The Adviser or its affiliate receives performance allocations or performance fees generally based upon net profits allocable to the Separately Managed Account or, with respect to the Funds, each investor. The performance allocation or performance fee is generally equal to 20% of the net profits, subject to a hurdle rate and high water mark provision, allocable to each investor in the Hedge Funds. With respect to the Long-Only Funds, an affiliate of the Adviser receives a performance allocation out of net profits equal to 15% of the amount an investor's investment outperforms the MSCI World Mid Cap Index (Local). For Scopia Windmill Fund LP, an affiliate of the Adviser receives a performance allocation out of net profits equal to 20% of the amount an investor's basic capital account outperforms the aggregate amount of 1% per annum plus one-third of the average 1-month LIBOR rate.

The performance allocation payable to an affiliate of the Adviser by SCIP2 is generally equal to 10% of the cash flow allocable to each investor subject to a hurdle rate and high water mark provision.

The performance-based fee of the Separately Managed Account is individually negotiated and is generally payable annually.

Performance-based compensation may create an incentive for the Adviser to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. The Adviser recognizes that it has a fiduciary to its clients, and as such must act in the best interests of the Funds and the Separately Managed Account. Although it is the Adviser's basic policy that no client will receive preferential treatment over another, there may be an incentive for the Adviser to favor certain clients over others based on the rate of the performance-based compensation paid by such client. The Adviser addresses this potential conflict by observing its trade allocation policies and procedures. The Adviser regularly assesses the allocation of its resources, including investment personnel, among the Funds and the Separately Managed Account to ensure adherence to its fiduciary duties.

The client, prior to entering into the contract should refer to the offering and other governing documents applicable to each particular entity for additional information regarding risk factors.

Item 7 – Types of Clients

The Adviser provides investment advisory services on a discretionary basis to clients that are pooled investment vehicles including the Hedge Funds, the Long-Only Funds and SCIP2 which are intended for institutional investors and other sophisticated investors. The Adviser also provides investment advisory services to the Separately Managed Account.

Generally investors are required to invest a minimum of \$1,000,000 in a given Fund and \$100,000 in SCIP2.

The minimum investment in the Separately Managed Account is individually negotiated with the client.

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

Investment Strategy

The goal of the Hedge Funds and the Separately Managed Account is to identify investments primarily in publicly-traded equities (on both U.S. and non-U.S. exchanges) including initial public offerings, but may also include options, derivatives and bonds that the Adviser believes will increase in value (or at least maintain their value) even in a falling market, and conversely to identify and sell short stocks that the Adviser believes will drop in value (or at least under-perform) regardless of the market's overall direction. There is no guarantee that any Fund will be able to achieve its investment objective, but the Adviser believes that a hedged portfolio is the optimal long-term investment strategy given the inherent unpredictability of the market. The long portfolio focuses on dynamic companies protected by low valuations relative to free cash flow, strong cash positions or valuable intellectual property and sensible business models. The short portfolio selects companies that the Adviser determines are not only overvalued, but also fundamentally flawed because of the poor prospects of their products or services.

The Long-Biased Hedge Funds are generally managed in parallel with the investment strategy of the Market-Neutral Hedge Funds but have greater long exposure and lesser short exposure, and will be limited to what the Adviser considers to be the more liquid of such positions based on market capitalization, public float and/or average daily trading volume, taking into account other considerations such as sector concentration.

The investment strategy of the Long-Only Funds mirror the long portfolio approach of the Market-Neutral Hedge Funds, however, will be limited to what the Adviser considers to be the more liquid of such positions based on market capitalization, public float and/or average daily trading volume, taking into account other considerations such as sector concentration.

In the case of Scopia Windmill Fund LP, the Adviser may invest in positions that the Hedge Funds do not invest in due to concentrations, market capitalization, trading volume or liquidity, including private investments.

SCIP2 is a special purpose vehicle established to provide certain qualified investors the opportunity to co-invest in a private company.

The limited liability company agreement, offering or other governing documents applicable to each client describes its investment objectives and the strategies employed to achieve its investment objectives.

Risk Factors

Risk of Loss

Investments in the Funds, Separately Managed Account and SCIP2 involve significant risks and are suitable only for those persons who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment. There can be no assurance that the Funds, Separately Managed Account, or SCIP2 will achieve their investment objectives. An investment in the Funds, Separately Managed Account, or SCIP2 carries with it the inherent risks associated with investments in global securities and private investments, as well as the use of leverage and short sales.

The Funds and the Separately Managed Account

Investors in the Funds and the Separately Managed Account should carefully consider, among other factors, the following material risks involved with the Adviser's investment strategies.

Use of Leverage

The Adviser may utilize leverage on behalf of certain clients that results in such client controlling substantially more assets than it has equity. Leverage increases the client's returns if the client earn a greater return on investments purchased with borrowed funds than the client's cost of borrowing such funds. However, the use of leverage exposes these clients to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had such clients not borrowed to make the investments, (ii) margin calls or interim margin requirements which may force premature liquidations of investment positions and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the clients' cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the clients' assets, the clients may not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses

To the extent that options, futures, options on futures, swaps, and other synthetic or derivative financial instruments are utilized, it should be noted that such

instruments inherently contain much greater leverage than a non-margined purchase of the underlying security, commodity or instruments. This is due to the fact that generally only a small portion (and in some cases none) of the value of the underlying security, commodity or instrument is required to be paid in order to make such investments. In addition, many of these products are subject to variation or other interim margin requirements, which may force premature liquidation of investment positions.

Margin Borrowing

The use of margin borrowing can substantially improve or impair the return on invested capital. Borrowings will usually be effected through the relevant client's prime brokers and will typically be secured by the relevant client's securities and other assets. During extreme adverse market conditions, losses of as much as 100% of invested capital of the clients could be sustained. Under certain circumstances, the relevant client's prime broker may unilaterally demand an increase in the collateral that secures such client's obligations and if such client were unable to provide additional collateral, the prime broker could liquidate assets held in the account to satisfy the client's obligations to the prime broker. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the relevant client's borrowings, which will fluctuate, may have a significant effect on such client's return.

Short Sales

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on each client's portfolio. 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 can be no assurance that securities necessary to cover a short position will be available for purchase. There is also the risk that the securities borrowed by the clients 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 clients 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. The client's inability to continue to borrow securities previously sold short may also force the clients to unwind other elements of an investment position, possibly at a loss. From

time to time regulatory or legislative action taken by regulators around the world may restrict the ability of the client to enter into short sales.

Derivative Instruments

Generally, derivatives can be characterized as financial instruments whose performance is derived, at least in part, from the performance of an underlying asset or assets. Types of derivatives include options, futures contracts, options on futures, forward contracts, swaps and credit-linked notes. Derivative instruments may be used for a variety of reasons, including to enhance returns, lever the assets of the relevant client, hedge certain market risks, or provide a substitute for purchasing or selling particular securities. Derivatives can be volatile and involve various degrees of risk, depending upon the characteristics of the particular derivative and the portfolio as a whole. The use of derivative instruments may result in losses greater than if they had not been used, may require the relevant client to sell or purchase portfolio securities at inopportune times or for prices other than current market values, may limit the amount of appreciation the relevant client can realize on an investment, or may cause such client to hold a security that it might otherwise sell.

Non-U.S. Securities

Investing in securities of non-U.S. governments and companies that 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 United States Government or United States 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 United States, higher transaction costs, foreign government restrictions, 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.

SCIP2

Investors in SCIP2 should carefully consider, among other factors, the following material risks involved with the Adviser's investment strategies.

Nature of Investments

Investments are expected to generally consist of securities issued by privately-held companies and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that the Adviser will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on the investments.

Lack of Investment Diversification

SCIP2 is invested in the securities of a single issuer. As a result, SCIP2 is subject to more rapid changes in value than would be the case if the Adviser were required to maintain diversification among issuers, industries, geographic areas, capitalizations or types of securities.

Illiquidity of Company Interests

There is no market for interests in SCIP2 and none is expected to develop.

Investors in the Funds, the Separately Managed Account and SCIP2 are requested to refer to the offering and other governing documents of the applicable client for complete information on investment strategies employed and the corresponding risks associated with such investment strategies.

Item 9 – Disciplinary Information

This Item is not applicable.

Item 10 – Other Financial Industry Activities and Affiliations

The Adviser is registered as a commodity pool operator with the U.S. Commodity Futures Trading Commission (the “CFTC”). The Adviser relies on exemptions from certain regulatory requirements under CFTC Regulations 4.7 and 4.13(a)(3), respectively, on behalf of certain of the Funds. The principal executive officers and certain investor relations personnel are registered with the CFTC as Principals or Associated Persons of the Adviser.

The principal executive officers of the Adviser are also the managing members of Scopia Capital GP LLC (the “Affiliate”). The Affiliate is the managing member of certain funds including Scopia PX LLC, Scopia Partners LLC, Scopia LB LLC, Scopia Long LLC, and SCIP2 and the general partner of Scopia PX International Master Fund

LP, Scopia International Master Fund LP, Scopia LB International Master Fund LP, Scopia Long International Master Fund and Scopia Windmill Fund LP.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

The Adviser has adopted a Code of Ethics (the "Code") that obligates all principals, officers or employees (collectively "Covered Persons") to put the interests of the Adviser's clients before their own personal interests and to act honestly and fairly in all respects in their dealings with clients.

In addition, the Adviser requires its Covered Persons to pre-clear all transactions in their personal accounts with the Chief Compliance Officer, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of the Adviser's clients. The Adviser and its personnel are restricted in the number of personal transactions they may effect and may not initiate transactions for their own accounts in the same securities purchased and sold for the Funds and the Separately Managed Account. All of Adviser's Covered Persons are required to direct their brokers or custodians to submit monthly and quarterly brokerage statements to the Adviser. Trading in employee accounts are reviewed by the Chief Compliance Officer or her designee and compared with transactions for the Funds and Separately Managed Account.

Covered Persons periodically make investments in private companies and pooled investment vehicles for their personal accounts where it has been determined that such investments are not applicable to or appropriate for the Funds and Separately Managed Account. The principals have set up certain private investment vehicles to facilitate these private investments, and investments through such vehicles are subject to the Code's personal trading policy.

The Adviser requires all Covered Persons to disclose any outside employment to the Adviser who will identify any potential conflicts. In the event that a resolution to the conflict cannot be reached, the employee may be asked to terminate either their outside employment or their position with the Adviser.

Principals and employees of the Adviser, through their position with the Adviser, may come into possession of confidential or material non-public information about issuers. While the Adviser does not believe that it has any particular access to non-public information, all employees participate in annual training and are instructed that such information may not be used in a personal or professional capacity. The

Adviser also maintains policies and procedures on Insider Trading that are designed ensure that the Adviser satisfies its obligations to clients and remains in compliance with applicable law, and requires all employees to certify, at least annually, their acceptance and agreement with such policies and procedures.

The Adviser, or an affiliate of the Adviser, generally receives an asset-based management fee or performance allocations or performance fees for their services. The Adviser and its principals, employees, and affiliates, and their respective family members, may invest directly in the Funds and SCIP2, which investments generally are not subject to management fees or performance allocations. The Adviser recognizes the potential conflicts of interest that arise when its related persons invest in the Funds.

In addition, clients may have different investment objectives or may implement different investment strategies, and clients may have fees or fee structures different from each other. The Adviser may give advice or take action with respect to a client that differs from the advice given with respect to a different client. The Adviser addresses such potential conflicts through its allocation policies which can be found in the Adviser's Compliance Manual. Further, the Code sets forth a fiduciary standard that requires Covered Persons to act in the best interests of the clients and place the interests of the clients ahead of their own and those of the Adviser. Covered Persons are required to acknowledge receipt of the Code and agree to abide by its terms.

The Adviser's principals and employees have a duty to advance clients' interests. Adviser's principals and employees, however, potentially are in a position to take investment opportunities for themselves before such opportunities are executed on behalf of clients. The Adviser addresses this potential conflict of interest by maintaining the personal trading policy discussed above.

Investors or prospective investors may obtain a copy of the Adviser's Code by contacting the Chief Compliance Officer, Samantha Nasello, by email at snasello@scopiacapital.com or by telephone at (212) 370-0303.

Item 12 – Brokerage Practices

Except for the general investment guidelines set forth in each client's respective offering and other governing documents, there are no limitations on the Adviser's discretionary authority. The Adviser is authorized to determine the broker or dealer to be used for each securities transaction for a client account. In selecting

brokers or dealers to execute transactions, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the commission rate. The Adviser does not maintain, nor intend to maintain, any "soft dollar" arrangements. Except for services that would be a client expense, the Adviser limits the use of "soft dollars" to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended.

In selecting brokers and negotiating commission rates, the Adviser takes into account registration status with the Financial Industry Regulatory Authority, Inc., the financial stability and reputation of brokerage firms, the size and type of the transaction, the difficulty of execution, the ability to handle a block order and the research, brokerage or other services provided by such brokers. The Adviser may place transactions with a broker or dealer that (i) provides the Adviser with access to research-based events or conferences sponsored by the broker-dealer or company management or (ii) provides the Adviser with the opportunity to participate in capital introduction events or refer clients to the Adviser, if otherwise consistent with seeking best execution; provided the Adviser is not selecting the broker-dealer solely in recognition of the opportunity to participate in such events or the referral of investors. The Adviser has designated a Best Execution Committee to oversee the best execution review. The Best Execution Committee meets quarterly to evaluate systematically the execution performance of its brokers and make recommendations for the following quarter. The Adviser does not engage in client directed brokerage.

When appropriate, the Adviser may, but is not required to, aggregate client orders to achieve more efficient execution or to provide for equitable treatment among client accounts. The Adviser has established guidelines for aggregating client orders for securities, including any orders placed for private securities. Generally, no investment advisory client will be systematically advantaged or disadvantaged over any other investment advisory client. Each client that participates in an aggregated order will participate at the average share price for all 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. The Adviser has established trade allocation policies that no clients shall receive preferential treatment over any other client. Aggregated trades executed in all Funds and the Separately Managed Account are generally allocated among clients pro rata determined by the relative

size of each participating client account as of the end of the previous week, appropriate leverage and in accordance with applicable investment guidelines. Brokerage commission rates are not reduced as a result of such aggregation. In some instances, average pricing may result in higher or lower execution prices than otherwise obtainable by a single client.

The Adviser may effect "cross transactions" between clients if client accounts are not in balance for a given security and the Adviser believes it is in the best interest of each selling fund to reduce its position and each purchasing fund to increase its position in a given security. The Adviser endeavors to ensure that all parties to the transaction receive at least as favorable a price as would be received if the transaction were executed on the market and no commission will ever be received by the Adviser or its affiliate for executing a cross transaction. Cross transactions will not be conducted with an account subject to the Employee Retirement Income Security Act of 1974, as amended. In addition, such trades are not generally permitted if they would constitute principal trades.

The Adviser will use best efforts to assure that orders are entered correctly. To the extent that an error occurs, the Adviser has established trade error policies. Trade errors are reported to the Chief Compliance Officer who will investigate the matter and determine an appropriate resolution which may include reimbursing clients for trade errors that were detrimental to the clients.

A third-party administrator to the Funds calculates advisory fees. To avoid any incentive to over-value such accounts to increase fees payable by clients, or conceal poor performance, the Adviser maintains a policy regarding valuation of securities and uses independent third party services to price the securities in the accounts of the Funds it manages, when applicable. In addition, performance results for the Funds and SCIP2 are audited at least annually by an independent auditor.

The Adviser has designated an Investment Allocation Committee to oversee the allocation of investment opportunities. The Investment Allocation Committee meets monthly to evaluate systematically the factors to be considered when allocating securities among the Funds and Separately Managed Account to ensure investment opportunities are allocated in a fair and reasonable manner and that the Adviser's practices are in conformity with applicable laws and regulations.

Notwithstanding any of the foregoing, the Adviser, to the extent within its control, will not favor itself in any way to a client's detriment and will act in a manner that it believes over the long term is fair and equitable to all its clients.

Item 13 – Review of Accounts

Reviews:

Positions held by the Funds and Separately Managed Account are continuously monitored by the principals and employees of the Adviser. Each Fund and Separately Managed Account is reviewed in the context of its stated objectives and guidelines including, without limitation, a review of portfolio positions, the extent to which the Funds and Separately Managed Account holds securities of an individual issuer or in a specific market or country, trading procedures, and overall best execution. Funds and Separately Managed Account performance is generally reviewed on a daily basis.

Reports:

Investors in the Funds and SCIP2 receive an annual report containing audited financial information, as well as annual tax information needed to prepare income tax returns. Investors in the Funds receive a monthly report containing net asset value, exposures and risk analytics. Investors in SCIP2 receive a quarterly report containing net asset value. During the year, investors receive monthly and quarterly performance and market commentary letters. Additional reports are available upon request.

Item 14 – Client Referrals and Other Compensation

The Adviser may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. The Adviser is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by the Adviser and all applicable Federal and/or State laws will be observed.

Item 15 – Custody

An affiliate of the Adviser is deemed to have custody of the Funds' and SCIP2's assets. The Adviser's general policy is to ensure that client funds and securities are maintained with "qualified custodians." Pursuant to Rule 206(4)-2 of the Investment Advisers Act of 1940, the Adviser maintains compliance by ensuring that:

- Each Fund and SCIP2 is audited on an annual basis by an independent accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board in accordance with its rules.
- It distributes audited financial statements prepared in accordance with generally accepted accounting principles to all members, limited partners or other beneficial owners within 120 days of the end of its fiscal year of the applicable Funds.

Item 16 – Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to clients and is authorized to determine, on behalf of its clients, how much and which securities are to be bought or sold, broker or dealers to be used and commission rates to be paid. In exercising discretion, the Adviser follows the general investment guidelines set forth in each client's respective offering and other governing documents. Prior to assuming full discretion in managing a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion.

Prospective investors are provided with offering and other governing documents prior to their investment and are encouraged to carefully review such documents and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors should also consult with their legal, tax, or other advisors prior to making any investment. Prospective investors must also execute certain governing documents such as a subscription agreement and in some cases an operating agreement, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool.

Item 17 – Voting Client Securities

The Adviser has adopted Proxy Voting Policies and Procedures (the "Procedures") that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of its clients. The Procedures also require that the Adviser identify and address conflicts of interest between the Adviser and its clients. If a material conflict of interest exists, the Adviser will determine whether voting in accordance with the guidelines set

forth in the Procedures is in the best interests of the client or take some other appropriate action.

In voting proxies, the Adviser generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated), selection of auditors and increases in or reclassification in common stock. Generally, the Adviser will vote against proposals that make it more difficult to replace members of a board of directors. For all other proposals, the Adviser will determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and Adviser's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

It is the Adviser's general policy not to vote proxies for securities which: (i) are not held in a client's account at the time such proxy is received by the Adviser; or (ii) are not held in a client's account at the time such proxy vote is required or (iii) are held as a "net" short position by a client's account. The Adviser has entered into an agreement with ProxyEdge, an independent third party, to facilitate the electronic voting of proxies and to provide one central source for the documentation and maintenance of the Adviser's proxy voting records.

Investors may contact the Chief Compliance Officer in order to obtain a copy of the Adviser's Proxy Voting Policies and Procedures as well as information about how the Adviser voted a client's proxies by contacting Samantha Nasello by email at snasello@scopiacapital.com or by telephone at (212) 370-0303.

Item 18 – Financial Information

This Item is not applicable.