

March 2015

Pinyon Asset Management L.P.  
Part 2A of Form ADV  
The Brochure

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This brochure provides information about the qualifications and business practices of Pinyon Asset Management L.P. (“Pinyon” or the “Adviser”). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer and Chief Financial Officer (“CCO and CFO”) Anthony Picone at 212-601-5559. 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.

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

Pinyon is registered as an investment adviser with the United States Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

## Item 2: Material Changes

There have been no material changes since Form ADV Part 2A was last filed in November 2014. The Adviser initially filed Part 2 of Form ADV in August 2014. This interim amendment reflects a change in the ownership of Pinyon that is effective as of October 2014.

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## Item 4: Advisory Business

Pinyon is an independent asset management firm formed under the laws of the state of Delaware as a limited partnership in June 2014. Pinyon serves as investment adviser and provides discretionary advisory services to private pooled investment vehicles intended for institutional investors and other sophisticated investors. The founder and principal owner of the firm is Patrick T. Burke.

Currently Pinyon provides investment advisory services to Pinyon Master Fund Ltd (the “Master Fund”), Pinyon Partners LP (the “Domestic Fund”) and Pinyon Offshore Ltd (the “Offshore Fund”) (collectively the “Funds”). The Funds are organized in a “master-feeder” structure with the Domestic Fund and the Offshore Fund (the “Feeder Funds”) fully invested in the Master Fund. The Master Fund and Offshore Fund are both organized as a Cayman Islands exempted company. The Domestic Fund is organized as a Delaware limited partnership.

Pinyon does not provide investment advice to individual investors in the Funds. Rather, Pinyon provides investment advice to the Funds. Pinyon may elect to manage separate accounts for individual or institutional clients in the future.

The Funds are private investment funds that are offered to financially sophisticated individual and institutional investors. In providing such services to the Funds, the Adviser formulates its investment objective, and directs and manages the investment and reinvestment of each Fund's assets. Investment advice is provided directly to each Fund and not individually to the investors in any Fund. The Adviser manages the assets of each Fund in accordance with the terms of the governing documents applicable to each Fund.

Interests in the Funds are not registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and the Funds are not registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"). Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements of private transactions within the United States.

The Funds seek to create a diversified portfolio of investments in corporate event driven situations globally. Pinyon's investment strategy is set forth more fully in each Fund's governing documents.

As of the date of this Brochure, Pinyon has approximately \$185,268,867 in regulatory assets under management.

## **Item 5: Fees and Compensation**

Pinyon typically receives a Management Fee of 1.5% per annum, paid quarterly, in advance, based on the net assets of each Fund (without accrual of the incentive allocation) as of the first day of the quarter. If additional contributions are made to a Fund during the quarter, the Management Fee will be prorated and charged at the time of such contribution. The Management Fee will be prorated for any period that is less than a full fiscal quarter.

Furthermore, any prepaid but unearned Management Fee will be refunded to an investor in the applicable Fund. The Adviser generally determines the amount of the relevant refund on a pro rata basis, based upon the portion of the relevant period during which it provided services.

In addition to the Management Fee, the Funds typically pay an Incentive Allocation of 20% of the net profits subject to a high watermark. The Incentive Allocation is payable as of the end of each Fund's fiscal year or as of an investor's redemption date.

Incentive Allocation arrangements may create an incentive for Pinyon to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation. In addition, calculation of Incentive Allocation earned is, in part, based on unrealized gains that may never materialize.

In addition to the Adviser's fees, investors will bear indirectly the fees and expenses charged to the Funds. Each Fund sets forth its specific fee structure (including how it charges fees) along with the additional operational expenses in its governing documents. Fees and expenses that are typically borne by the Funds generally include, without limitation, fees paid to the Adviser and to the Fund's administrator, independent directors' fees, legal, accounting, auditing (including financial statements) and other professional expenses, insurance (including D&O insurance), administration, administrative fees and expenses, research expenses (including research-related travel) and investment expenses such as commissions, trading and portfolio services and support, interest on margin accounts and other indebtedness, taxes, custodial fees, bank service fees and other expenses related to the purchase, sale or transmittal of the Fund's assets as shall be determined by the applicable Fund in its sole discretion. The brokerage fees and expenses are also discussed in more detail in Item 12 "Brokerage Practices" below. The Funds are organized in a "master-feeder" structure, so the Feeder Funds will bear a pro-rata share of the expenses associated with the Master Fund. Investors should review all fees charged by the Adviser and its affiliates, custodians and brokers and others to fully understand the total amount of fees to be paid. Fees and expenses paid to third parties in connection with the acquisition or disposition of investments are borne by the Funds.

Notwithstanding the general fee structure described above, Pinyon has negotiated different fee structures with certain investors. Such negotiations and agreements are governed by separate agreements commonly referred to as "side letters". The side letter provisions, which are not found in the Funds' organizational or offering documents, entitle certain investors to different terms and conditions related to fees, reporting, liquidity, and notifications, among other terms. The Adviser reserves the right, but does not have the obligation, to negotiate or waive fees as well as other investor terms and conditions.

If for any reason an investor wishes to redeem from the Funds, the investor must provide prior written notice in accordance with the terms of governing documents of the relevant Fund.

## **Item 6: Performance Based Fees and Side-by-Side Management**

As described in the Fees and Compensation section of this Brochure, the Funds pay an Incentive Allocation which is based on a share of gains on, income from, or appreciation of the Funds' assets.

Incentive Allocation arrangements may create an incentive for Pinyon to make investments on behalf of the Funds that are riskier or more speculative than would be the case in the absence of such compensation. In addition, calculation of Incentive Allocation earned is, in part, based on unrealized gains that may never materialize.

Pinyon currently only manages the Master Fund with its underlying Feeder Funds. All investments are held by the Master Fund. Therefore, conflicts of interests related to side-by-side management do not currently apply to Pinyon.

## **Item 7: Types of Clients**

Pinyon's clients are the Funds, which are unregistered pooled investment vehicles. The Funds consist of a Delaware limited partnership and two Cayman Islands exempted companies which Pinyon and its related parties control. Although Pinyon is a registered investment adviser, the Funds rely on rules promulgated under the United States federal securities laws that exempt privately offered investment vehicles from registering as investment companies.

Investment in the Funds is limited to investors that meet certain financial sophistication requirements. Investors in the Funds must be (i) "accredited investors" within the meaning of Regulation D under the Securities Act of 1933, as amended; and (ii) "qualified purchasers" within the meaning of the Investment Company Act of 1940, as amended. Prospective investors may be required to meet additional suitability requirements. Investors considering investment in the Funds should consult with their own investment, tax and/or legal consultants prior to investing.

The minimum subscription that will be accepted from a new investor in either of the Feeder Funds is \$2,000,000, with any amount in excess thereof to be subscribed in increments of \$100,000. The general partner or directors of each Fund, in their sole discretion, may waive or reduce these minimums.

Pinyon does not currently manage any separate accounts, but Pinyon may, without notice, elect to manage separate accounts for individual or institutional clients.

### **Co-Investment**

Where appropriate, Pinyon may provide certain investors in a Fund or third parties the opportunity to co-invest through a Co-Invest Fund organized by Pinyon in specific investments that may or may not also be held in the Master Fund, taking into account the Master Fund's investment limitations, the size of the investment opportunity and the demand among potential co-investors.

Pinyon may arrange for the organization of a new limited partnership or other type of entity to serve as a co-investment entity. Pinyon will allocate the available investment among the Master Fund, the Co-Invest Fund and any other third parties as it may in its sole discretion determine.

### **Alternative Investment Vehicles**

Alternative investment vehicles may be used whenever Pinyon determines in good faith that for legal, tax, regulatory or other reasons it is in the best interests of any or all of its investors that all or any portion of a particular investment be made through an investment structure outside of such Fund. Participants in such investments are generally required to make all or a portion of their investments through such alternative investment vehicle, which invests on a parallel basis with or in lieu of the applicable Fund, and are required to make capital contributions directly to each such alternative investment vehicle to the same extent, for the same purposes and on the same terms and conditions as investors are typically required to make capital contributions to such Fund. Each such investor has the same economic interest in all material respects in the investment made through an alternative investment vehicle as such investors would have if such investment had been made solely by the applicable Fund, and the other terms of such alternative

investment vehicle are generally substantially identical in all material respects to those of such Fund, to the extent applicable.

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

Pinyon seeks to create investment appreciation and downside protection through a portfolio of investments in diverse and global event special-situations that are driven by generally unrelated corporate events. Pinyon's event-driven investment strategy focuses generally on global securities in developed markets. Pinyon's investment personnel use fundamental research intended to isolate event risks and minimize or hedge systematic risks. The Master Fund will typically invest in liquid securities including publicly traded equities and derivatives. The Master Fund may, from time to time, use certain credit related instruments.

All investing involves a risk of loss and the investment strategy offered by Pinyon could lose money over short or even long periods of time. An investment in the Funds may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment in the Funds. No guarantee or representation is made that a Fund will achieve its investment objective or that investors will receive a return of their capital. Investors should review in detail the governing documents relating to each Fund prior to making an investment in the Funds.

Risks and potential conflicts of interest include, but are not limited to, the following:

### **Nature of Investments**

Pinyon has broad discretion in making investments for the Funds. Investments will generally consist of equity securities, equity-based derivatives, other equity-related instruments and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that Pinyon will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Funds' activities and the value of its investments. In addition, the value of the Funds' portfolio may fluctuate as the general level of interest rates fluctuates. No guarantee or representation is made that the Funds' investment objectives will be achieved.

### **Equity-Related Instruments in General**

Pinyon may use equity-related instruments in its investment program. Certain options and other equity-related instruments may be subject to various types of risks, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk. In addition, equity-related instruments can involve significant economic leverage and may, in some cases, involve significant risks of loss.

## **Risks of Event Driven Investing**

The Funds will engage in event driven investing. Event driven investing requires Pinyon to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, losses can result. For example, the adoption of new business strategies, a meaningful change in management or the sale of a division or other significant assets by a company may not be valued as highly by the market as Pinyon had anticipated, resulting in losses. In addition, a company may announce a plan of restructuring which promises to enhance value and fail to implement it, resulting in losses to investors.

## **Special Situations**

The Funds may invest in companies involved in (or that are 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 Funds of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Funds 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 Funds may invest, there is a potential risk of loss by the Funds of its entire investment in such companies.

## **Arbitrage Transaction Risks**

Arbitrage strategies attempt to take advantage of perceived price discrepancies of identical or similar financial instruments, on different markets or in different forms. Examples of arbitrage strategies include event-driven arbitrage, merger arbitrage, capital structure arbitrage, convertible arbitrage, fixed income or interest rate arbitrage, statistical arbitrage, debt spread arbitrage and index arbitrage. Pinyon may employ any one or more of these arbitrage strategies. If the requisite elements of an arbitrage strategy are not properly analyzed, or unexpected events or price movements intervene, losses can occur which can be magnified to the extent the Funds are employing leverage. Moreover, arbitrage strategies often depend upon identifying favorable "spreads", which can also be identified, reduced or eliminated by other market participants.

## **Availability of Investment Strategies**

The success of the Funds' investment activities depends on Pinyon's ability to identify overvalued and undervalued investment opportunities and to exploit price discrepancies in the financial markets, as well as to assess the import of news and events that may affect the financial markets. Identification and exploitation of the investment strategies to be pursued by the Funds involves a high degree of uncertainty. No assurance can be given that Pinyon will be able to locate suitable investment opportunities in which to deploy all of the Funds' assets or to exploit discrepancies in the securities and derivatives markets. A reduction in money market liquidity or

the pricing inefficiency of the markets in which the Funds seek to invest, as well as other market factors, will reduce the scope for the Funds' investment strategies.

The Funds may be adversely affected by unforeseen events involving such matters as changes in interest rates or the credit status of an issuer, forced redemptions of securities or acquisition proposals, break-up of planned mergers, unexpected changes in relative value, short squeezes, inability to short stock or changes in tax treatment.

### **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.

### **Use of Leverage**

The Funds may utilize leverage which could result in the Funds controlling more assets than the Funds have equity. Leverage increases the Funds' returns if the Funds earn a greater return on investments purchased with borrowed funds than the Funds' cost of borrowing such funds. However, the use of leverage exposes the Funds to additional levels of risk, including (i) greater losses from investments than would otherwise have been the case had the Funds 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 Funds' cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the Funds' assets, the Funds might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses.

In an unsettled credit environment, Pinyon may find it difficult or impossible to obtain leverage for the Funds. In such event, the Funds could find it difficult to implement its strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Pinyon being forced to unwind the Funds' positions quickly and at prices below what Pinyon deems to be fair value for such positions.

### **Options**

The purchase or sale of an option (including an over-the-counter option) involves the payment or receipt of a premium by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument will not change price in the manner expected, so that the investor

loses its premium. Selling options involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security rather than only the premium payment received (which could result in a potentially unlimited loss). Over-the-counter options also involve counterparty risk.

### **Short Sales**

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the Funds' 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.

### **Small to Medium Capitalization Companies**

The Funds may, on occasion, invest in the stocks of companies with small- to medium-sized market capitalizations. While Pinyon believes these investments often provide significant potential for appreciation, investments in smaller-capitalization stocks may involve higher risks than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

### **Derivatives**

To the extent that the Funds invest in swaps, derivative or synthetic instruments, repurchase agreements or other over-the-counter transactions or, in certain circumstances, non-U.S. securities, the Funds may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily mark-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. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets (directly or indirectly) of the Funds, and hence the Funds should not be exposed to a credit risk with regard to such parties. However, it may not always be possible to achieve this segregation, and there may be practical or time problems associated with enforcing rights to its assets in the case of an insolvency of any such party.

### **Convertible Securities**

The Funds may invest in convertible securities, securities that may be exchanged or converted into a predetermined number of the issuer's underlying shares or the shares of another company or that are indexed to an unmanaged market index at the option of the holder during a specified time period. Convertible securities may take the form of convertible preferred stock, convertible bonds or debentures, stock purchase warrants, zero-coupon bonds or liquid-yield option notes, stock index notes, mandatories, or a combination of the features of these securities. Prior to

conversion, convertible securities have the same general characteristics as non-convertible debt securities. As with all debt securities, the market value of convertible securities tends to decline as interest rates increase and conversely, increase as interest rates decline. Convertible securities, however, also appreciate when the underlying common stock appreciates, and conversely, depreciate when the underlying common stock depreciates.

### **Concentrated Portfolio; Lack of Diversification**

The Funds expect to have a concentrated portfolio. Accordingly, the Funds' portfolio may consist of a few, relatively large (in relation to its capital) securities positions. A loss in any such position could have a material adverse impact on the Funds.

In addition, although the Funds have no investment restrictions with respect to types of securities, countries or industry sectors, the Funds' portfolio may not be as diversified as other investment vehicles. Accordingly, the Funds' portfolio may be subject to more rapid change in value than would be the case if the Funds were required to maintain a wide diversification.

### **Hedging Transactions**

The Funds may utilize a variety of financial instruments such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts for both risk management and general investment and speculation purposes. With respect to the Funds risk management and hedging transactions, there can be no assurances that a particular hedge is appropriate, or that a certain risk is measured properly. Further, while the Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Funds than if it did not engage in any such hedging transactions. Moreover, the Funds will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties). In addition, the Funds may choose not to enter into hedging transactions with respect to some or all of its positions.

### **Currency Risks**

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

### **Interest Rate Risk**

The Funds' portfolio may be subject to interest rate risk. Generally, the value of debt securities will change inversely with changes in interest rates. As interest rates rise, the market value of debt securities tends to decrease. Conversely, as interest rates fall, the market value of debt

securities tends to increase. This risk will be greater for long-term securities than for short-term securities.

### **High Growth Industry Related Risks**

The Funds may invest in the securities of high growth companies. These securities may be very volatile. In addition, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses, have limited ability to protect their rights to certain patents, copyrights, trademarks and other trade secrets, or be otherwise adversely affected by the extremely competitive markets in which many of their competitors operate.

### **Risk Control Framework**

No risk control system is fail-safe, and no assurance can be given that any risk control framework employed by Pinyon will achieve its objective. Target risk limits developed by the Investment Manager may be based upon historical trading patterns for the securities and financial instruments in which the Funds invest. No assurance can be given that such historical trading patterns will accurately predict future trading patterns.

### **Counterparty Risk**

To the extent that the Funds 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, the Funds take 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. This risk may differ materially from those entailed in exchange-traded transactions that generally are supported by guarantees of clearing organizations, daily mark-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.

### **Brokerage and Custodial Risk**

There are risks involved in dealing with the custodians or prime brokers who settle the Funds' trades. The Funds maintain custody accounts with its prime brokers and primary custodians. Although Pinyon monitors the prime brokers and believes that they are appropriate custodians, there is no guarantee that the prime brokers, or any other custodian that the Funds may use from time to time, will not become bankrupt or insolvent. While both the 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, there is no certainty that, in the event of a failure of a broker-dealer that has custody of the Funds' assets, the Funds would not incur losses due to its assets being unavailable for a period of time, the ultimate receipt of less than full recovery of its assets, or both.

The Funds and/or the prime brokers may appoint sub-custodians in certain non-U.S. jurisdictions to hold the assets of the Funds. The 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 Funds as a result of the bankruptcy or insolvency of any such sub-custodian. The Funds 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 Funds. Under certain circumstances, including certain transactions where the Funds' assets are pledged as collateral for leverage from a non-broker-dealer custodian or a non-broker-dealer affiliate of the prime brokers, or where the Funds' 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 Funds and the Funds 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 Funds 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 Funds may be subject to significantly less favorable laws than many of the protections that would be available under U.S. laws. In addition, there may be practical or time problems associated with enforcing the Funds' rights to its assets in the case of a bankruptcy or insolvency of any such party.

### **Lack of Liquidity of Investments**

While Pinyon expects the majority of the Funds' portfolio to be liquid, the Funds' assets may, at any given time, include securities and other financial instruments or obligations that are thinly-traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to accurately value any such investments.

### **Market Disruptions**

The Funds may incur major losses in the event of disrupted markets and other extraordinary events. Disruptions can occur in any market due to unusually high or low trading volume, political or central bank intervention, natural catastrophes, acts of war or terrorism or other factors. Such events can result in otherwise historically low-risk strategies performing with unprecedented high volatility and risk. Adverse market conditions can lead to a liquidity crisis. The high-risk nature of the Funds' portfolio makes the Funds particularly vulnerable to market disruptions as well as major investor migration trends toward other instruments.

### **Trading Suspensions**

Financial exchanges, their associated clearinghouses and/or electronic trading networks and platforms may from time to time suspend or limit trading. Such a suspension could render it impossible for the Master Fund to liquidate its positions to protect itself against further losses. There is also no assurance that non-exchange markets will remain adequately liquid for the Funds to close out positions. The counterparties in the non-exchange markets have no obligation whatsoever to make markets in any of the securities in which they trade.

### **Limited Withdrawal and Transfer Rights**

An investor generally will be permitted to withdraw all or any part of its capital account only in accordance with the terms described herein. Transfers of an investor's interests will be permitted only with the written consent of the Pinyon GP LLC (See Item 10 Other Financial Industry Activities and Affiliations below). Accordingly, investors should be willing and able to commit their funds for an appreciable period of time.

### **Incentive Allocation**

The allocation at the Master Fund level of a percentage of the Master Fund's net profits to Pinyon GP LLC, an affiliate of Pinyon, from the investors may create an incentive for Pinyon GP LLC to cause the Funds to make investments that are riskier or more speculative than would be the case if this allocation were not made. Since the Incentive Allocation is calculated on a basis that includes unrealized appreciation of assets, such allocation may be greater than if it were based solely on realized gains.

In addition, in the event that an investor makes a complete or partial withdrawal from its capital account, or is required to retire at any time other than at the end of a fiscal year, the Incentive Allocation may be computed and charged to such investor as though the date of such investor's withdrawal of capital or retirement was the last day of a fiscal year. This may result in the investor being charged an Incentive Allocation during the year even though the investor does not have net profits based on the entire year's performance (i.e., due to losses that occur after the withdrawal).

### **Strategic Investor**

The Pinyon GP LLC, Pinyon and the Funds have entered into an arrangement with the Strategic Investor whereby the Strategic Investor has been granted certain rights in the Funds in exchange for procuring the Strategic Investment. Such rights include, among others, (i) the right to receive a portion of the Management Fee and the Incentive Allocation, (ii) certain preferential consent rights, (iii) certain preferential information and reporting rights, (iv) certain preferential withdrawal rights, (v) certain co-investment rights, and (vi) certain other rights that are in addition to, and may be more favorable than, the rights of other investors. Because of the rights described above, the Strategic Investor may take different actions than the other investors. Furthermore, because the Strategic Investor's investment in the Funds will, at least initially, likely constitute a significant portion of the Funds' net asset value, any withdrawal by the Strategic Investor may make it more difficult for the Funds to generate returns (since it will be operating on a smaller asset base). The Strategic Investor's procurement of the Strategic Investment should not be construed as a recommendation or an endorsement to other prospective investors and the Strategic Investor will not be responsible and will not accept any responsibility for the contents of this Brochure. Additionally, the Funds will indemnify the Strategic Investor against certain losses as described in the governing documents.

The Strategic Investor will be required to maintain an investment in the Funds and/or its affiliates for a specified period of time; provided that the Strategic Investor will have certain special withdrawal rights from the Funds and/or its affiliates during this period, including, among other things, the ability to withdraw up to its entire investment from the Funds, upon the occurrence of

certain events. After the initial lock-up period of three years, the Strategic Investor may withdraw its investment in the Funds, in whole or in part, without notice to other investors. In the event that the Strategic Investor was to make a substantial withdrawal from the Funds, such event may have an adverse effect on the Funds or the remaining investors.

### **Unrelated Business Taxable Income for Certain Tax-Exempt Investors**

Pension and profit-sharing plans, Keogh plans, individual retirement accounts and other tax-exempt investors may realize “unrelated business taxable income” as a result of an investment in the Funds since the Funds may employ leverage. Any tax-exempt investor should consult its own tax adviser with respect to the effect of an investment in the Funds on its own tax situation.

### **Limited Operating History**

Each of the Pinyon GP LLC, Pinyon and the Funds is a recently-formed entity and has limited operating history upon which investors can evaluate its likely performance. Accordingly, an investment in the Funds entails a significant degree of risk.

### **Reliance on the Chief Investment Officer (“CIO”)**

The Funds rely heavily on the services of the CIO. The CIO is responsible for all of the major decisions affecting the Funds. Should the CIO determine to discontinue managing the affairs of, or withdraw from, Pinyon or should he die, be incapacitated or, for some other reason, be unable to effectively manage the affairs of Pinyon, the business and results of the operations of the Funds may be adversely affected.

### **Accounting for Uncertainty in Income Taxes**

The Financial Accounting Standards Board has released Accounting Standards Codification Topic 740 (“ASC 740”) (formerly known as “FIN 48”) to provide consistent guidance on the recognition of uncertain tax positions. ASC 740 prescribes, among other things, the minimum recognition threshold that a tax position is required to meet before being recognized in an entity’s financial statements. A prospective investor should be aware that, among other things, ASC 740 could have a material adverse effect on the periodic calculations of the net asset value of the Funds, including reducing the net asset value of the Funds to reflect reserves for income taxes that may be payable in respect of prior periods by the Funds. This could adversely affect certain investors, depending upon the timing of their purchase and withdrawal of their interests.

### **No Separate Counsel; No Responsibility or Independent Verification**

Seward & Kissel LLP represents the Pinyon GP LLC, Pinyon, and the Funds (collectively, the “Parties”). The Funds do not have counsel separate and independent from counsel to the Pinyon GP LLC and Pinyon. Seward & Kissel LLP does not represent investors in the Funds and no independent counsel has been retained to act on behalf of investors. Seward & Kissel LLP is not responsible for any acts or omissions of the Parties (including their compliance with any guidelines, policies, restrictions or applicable laws, or the selection, suitability or advisability of their investment activities) or any administrator, accountant, custodian/prime brokers or other service providers to the Parties.

### **Absence of Regulatory Oversight**

While the Funds may be considered similar to an investment company, they do not intend to register as such under the Investment Company Act of 1940, as amended (the “Investment Company Act”), in reliance upon an exemption available to privately offered investment companies, and, accordingly, the provisions of the Investment Company Act (which, among other matters, require investment companies to have disinterested directors, require securities held in custody to at all times be individually segregated from the securities of any other person and marked to clearly identify such securities as the property of such investment company and regulate the relationship between the adviser and the investment company) will not be afforded to the Funds or investors.

### **Business and Regulatory Risks of Hedge Funds**

Legal, tax and regulatory changes could occur during the term of the Funds that may adversely affect the Funds. The regulatory environment for hedge funds is evolving, and changes in the regulation of hedge funds may adversely affect the value of investments held by the Funds and the ability of the Funds to obtain the leverage it might otherwise obtain or to pursue its trading strategies. In addition, securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. Regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivative transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions. The effect of any future regulatory change on the Funds could be substantial and adverse including, for example, increased compliance costs, the prohibition of certain types of trading and/or the inhibition of the Funds’ ability to pursue certain of its investment strategies.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) includes provisions that require increased regulation of derivatives markets. The Dodd-Frank Act has introduced mandatory execution and clearing of certain swaps, as well as new recordkeeping and reporting requirements. This increased regulation may increase the costs of entering into certain transactions.

### **Side Letters**

The Funds have entered into and may in the future enter into agreements (“Side Letters”) with certain prospective or existing investors whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the offering documents. For example, such terms and conditions may provide for special rights to make future investments in the Funds, other investment vehicles or managed accounts; special withdrawal rights, relating to frequency, notice or fees (as applicable); a reduction or rebate in management fees, incentive allocations or withdrawal charges to be paid by the investor and/or other terms; rights to receive reports from the Funds on a more frequent basis or that include information not provided to other investors (including, without limitation, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the Funds and such investors. The modifications are solely at the discretion of the Funds and may, among other things, be based on the size of the investor’s investment in the Funds or affiliated investment entity, an agreement by an investor to

maintain such investment in the Funds for a significant period of time, or other similar commitment by an investor in the Funds.

### **Potential Conflicts of Interest**

Pinyon GP LLC and Pinyon will use its best efforts in connection with the purposes and objectives of the Funds and will devote so much of its time and effort to the affairs of the Funds as may, in its judgment, be necessary to accomplish the purposes of the Funds. Under the terms of the governing documents, Pinyon GP LLC and Pinyon, each of their respective directors, members, partners, shareholders, managers, officers, employees, agents, affiliates and representatives (hereinafter referred to as the “Affiliated Parties”) may conduct any other business, including any business within the securities industry, whether or not such business is in competition with the Funds. Without limiting the generality of the foregoing, any of the Affiliated Parties may act as general partner, investment adviser or investment manager for others and may serve as an officer, director, consultant, partner or stockholder of one or more investment funds, partnerships, securities firms or advisory firms. In this regard, it should be noted that Pinyon serves as investment manager to the Funds. Such other entities or accounts may have investment objectives or may implement investment strategies similar or different to those of the Funds. In addition, the Affiliated Parties may, through other investments, including other investment funds, have interests in the securities in which the Funds invest as well as interests in investments in which the Funds do not invest. The Affiliated Parties may give advice or take action with respect to such other entities or accounts that differs from the advice given with respect to the Funds. To the extent a particular investment is suitable for both the Funds and other clients of the Affiliated Parties, such investments will be allocated between the Funds and the other clients pro rata based on assets under management or in some other manner that the Affiliated Parties determine is fair and equitable under the circumstances to all clients, including the Funds.

As a result of the foregoing, the Affiliated Parties may have conflicts of interest in allocating their time and activity between the Funds and other entities, in allocating investments among the Funds and other entities and in effecting transactions for the Funds and other entities, including ones in which the Affiliated Parties may have a greater financial interest.

The Strategic Investor may conduct any business, including any business within the securities industry, whether or not such business is in competition with the Funds.

In addition, purchase and sale transactions (including swaps) may be effected between the Funds and the other entities or accounts subject to the following guidelines: (i) such transactions shall be effected for cash consideration at the current market price of the particular securities, and (ii) no extraordinary brokerage commissions or fees (i.e., except for customary transfer fees or commissions) or other remuneration shall be paid in connection with any such transaction.

From the standpoint of the Funds, simultaneous identical portfolio transactions for the Funds and the other clients may tend to decrease the prices received, and increase the prices required to be paid, by the Funds for its portfolio sales and purchases. Where less than the maximum desired

number of shares of a particular security to be purchased is available at a favorable price, the shares purchased will be allocated among the Funds and the other clients in an equitable manner as determined by the Affiliated Parties. Further, it may not always be possible or consistent with the investment objectives of the various persons or entities described above and of the Funds for the same investment positions to be taken or liquidated at the same time or at the same price.

It should be noted that the Funds' prime brokers and the administrator act as prime brokers and administrator, respectively, for other funds and thus may have conflicts from time to time.

## **Item 9: Disciplinary Information**

There are no regulatory enforcement proceedings currently pending against Pinyon.

Mr. Burke was previously a Senior Managing Director of Sandell Asset Management Corp. ("SAM"). On October 10, 2007 SAM and certain employees, including Burke, settled an enforcement matter with the SEC. Without admitting or denying the allegations contained in the SEC order, Mr. Burke agreed to accept relief based on SEC charges of aiding and abetting under Section 10(a) of the Exchange Act and Exchange Act Rule 10a-1 and paid a civil fine of \$50,000.

## **Item 10: Other Financial Industry Activities and Affiliations**

Except as set forth below, the Adviser and its employees do not have any relationships or arrangements with other financial services companies that pose material conflicts of interest.

Pinyon GP LLC is an affiliate of the Adviser that serves as the General Partner to the Onshore Fund. Pinyon GP LLC also receives the Incentive Allocation from the Funds, if any.

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

Pinyon has developed and implemented a Code of Ethics (the "Code") which sets forth standards of conduct that are expected of Pinyon principals and employees and addresses conflicts that arise from personal trading. The Code requires that Pinyon and its employees comply with their regulatory requirements, meet the fiduciary obligations to the Funds and adhere to sound business ethics and principles. Each of Pinyon's employees must acknowledge their receipt of the Code, their understanding of the provisions contained in the Code, and their agreement to abide by the principles, policies and procedures set forth in the Code.

Pinyon's Code addresses, among other things:

- Identification and handling of material non-public information;
- Prevention of insider trading; and
- Reporting and pre-clearance of:
  - personal securities transactions and holdings;
  - political contributions; and

- outside business activities

Pinyon has adopted employee personal trade reporting and monitoring procedures. Pinyon's Code and personal trading policies prohibit Pinyon's employees from buying or selling securities for their own account which are also recommended to the Funds. These restrictions, however, do not apply to certain security types in which the Funds may also invest, including money market funds, index-based securities (ETFs, iShares, SPDRs), and U.S. Treasuries, among others.

In addition, Pinyon's Code requires, among other things, that employees:

- Act within an ethical manner with the public, investors, prospective clients and investors;
- Place the interests of the Funds above their own personal interests;
- Not take inappropriate advantage of their position;
- Attempt to avoid actual or potential material conflicts of interest;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities; and
- Comply with applicable provisions of the federal securities laws.

Employees are required to disclose all outside business activities. In the event an outside business activity presents a material conflict of interest with the Funds, Pinyon reserves the right to restrict these outside business activities.

A copy of Pinyon's Code of Ethics is available upon request by contacting Pinyon's CCO and CFO, Anthony Picone; 212-601-5559; [anthony@pinyonmgmt.com](mailto:anthony@pinyonmgmt.com).

## **Item 12: Brokerage Practices**

The Adviser will have full investment discretion with respect to the initiation of all portfolio securities transactions for the Funds as well as full authority to select broker-dealers to execute such transactions. Goldman Sachs & Co. ("Goldman") and Morgan Stanley ("Morgan") (collectively, the "Prime Brokers") have been retained to act as prime brokers for the Funds. The Prime Brokers will have certain administrative responsibilities, including the issuance of account statements and information with respect to securities transactions effected through other broker-dealers. The Prime Brokers will be allocated a portion of the Funds' securities transactions, subject to principles of best execution. The Adviser intends to utilize a number of broker-dealers, in addition to the Prime Brokers, to effect transactions for the Funds. Broker-dealers will be selected based upon the amount of commission, quality of execution, expertise in particular markets, the reputation, experience and financial stability of the broker dealer involved and the quality of service, familiarity both with investment practices generally and the techniques employed by the Funds, research and analytic services and clearing and settlement capabilities, and other factors subject at all times to principles of best execution. The Adviser may in its discretion change its selection of prime brokers for the Funds.

The Adviser limits its use of soft-dollar arrangements to those that are within the safe harbor afforded by Section 28(e) of the Securities Exchange Act of 1934. The research

products/services received by the Adviser include, among others, information services on the economy, industries, groups of securities and individual companies, databases, performance measurement reports, attendance at research conferences, certain types of periodicals and other services.

A broker may suggest, or may have an expectation that, the Adviser will execute a particular level of transactions through such broker in order for the Adviser to continue to receive such services. In the event the Adviser were to receive some services that may be used for both research and other, non-research purposes (“mixed-use products/services”) the Adviser will assume that the non-research portion of the mixed-use products/services are for its own benefit rather than the benefit of Clients and therefore will make a good faith effort to determine the relative proportion of such mixed-use products/services related to both research and non-research purposes, and will pay the cost of the non-research purpose with its own funds.

Pinyon may also direct some brokerage business to brokers who refer prospective investors to Pinyon. Because such referrals, if any, are likely to benefit Pinyon but will provide an insignificant (if any) benefit to Fund investors, Pinyon will have a conflict of interest with the Funds when allocating brokerage business to a broker who has referred investors to Pinyon. Pinyon believes that the risk of this conflict is mitigated by its internal best execution procedures, including its quarterly brokerage execution meetings. To prevent brokerage commissions from being used to pay investor referral fees, Pinyon will not allocate brokerage business to a referring broker unless Pinyon determines in good faith that the commissions payable to such broker are reasonable in relation to those available from non-referring brokers offering services of substantially equal value to Pinyon.

The Adviser from time to time may participate in certain “capital introduction” programs organized or sponsored by certain prime or executing brokers to the Funds of such prime or executing brokers, which programs may include the prime or executing brokers or their affiliates introducing the Adviser to potential investors with which the prime or executing broker or its affiliate have a pre-existing relationship. Currently, neither the Adviser nor the Funds compensate prime or executing brokers or their affiliates for organizing such programs or making such introductions or for any investments ultimately made by such prospective investors (although either may do so in the future). While such programs and introductions provided by a prime or executing broker or its affiliates may provide an incentive or influence the Adviser in deciding whether to use such prime or executing broker in connection with brokerage, financing, trade execution and other activities of the Funds, the Adviser will not commit to allocate a particular amount of brokerage to a prime or executing broker in any such situation.

As discussed under Item 6 “Performance Based Fees and Side-by-Side Management” above Pinyon currently only manages the Master Fund with its underlying Feeder Funds. All trades are executed at the Master Fund level. Therefore, issues related to cross trades, trade allocation and trade aggregation do not apply at this time.

It is Pinyon’s policy to correct trading errors as soon as practicable. The Funds’ governing documents shall govern the treatment of trade errors committed by Pinyon. Absent any specific trade error policies and procedures in the Fund’s governing documents, it shall be Pinyon’s

policy to reimburse the Funds for any trade errors that are committed by Pinyon as a result of gross negligence.

### **Item 13: Review of Accounts**

Portfolio holdings of client accounts are generally monitored on a continuous basis by the CCO and CFO and investment personnel in light of investment objective, trading activity, significant corporate developments and other activities which may dictate a change in portfolio positions.

Within 120 days following the end of each fiscal year, each investor in a Fund will be provided with audited financial information with respect to the performance of such Fund, as well as information regarding the status of the investor's capital account and certain tax reporting information. Each investor will also receive regular communications not less frequently than monthly.

Each Fund may offer certain investors additional information and reporting that other investors may not receive. Further, certain Fund investors may be entitled to receive information with respect to their investments and accounts more frequently than as discussed above.

The Adviser and certain of the Funds' service providers often use email addresses provided by investors for communication purposes. Among other things, these communications may include required disclosures. Any investor, who wishes to receive communications by mail, rather than by email, should notify the Adviser in writing.

### **Item 14: Client Referrals and Other Compensation**

The General Partner of the Onshore Fund may, but typically does not, engage non-affiliated marketing consultants and agents. As part of these agreements, and in accordance with applicable regulation, the consultants and/or agents may be paid a fee related to the amount of capital raised for each Fund. The Funds are not responsible for the payment of such fees.

### **Item 15: Custody**

To the extent possible, all Fund assets are held in custody by unaffiliated broker/dealers or banks. Pinyon is deemed to have custody of the Funds' assets because of Pinyon's affiliation to the General Partner of the Onshore Fund and the General Partner's authority over the Onshore Fund's assets. Fund investors will not receive statements from the custodian(s). Instead, the Funds are subject to an annual audit by independent certified public accountants and the audited financial statements are distributed to each investor. The audited financial statements are prepared in accordance with generally accepted accounting principles ("GAAP").

### **Item 16: Investment Discretion**

The Funds' governing documents authorize Pinyon to use a broad range of investment vehicles and strategies with very few, if any, limitations. For a complete explanation of Pinyon's trading and portfolio management authority please request a copy of the Funds' governing documents.

## **Item 17: Voting Client Securities**

The Adviser has a written policy in place regarding the voting of proxies that is designed to ensure that the Adviser fulfills its fiduciary obligation to the investors in the Funds. In general, the Adviser's policy is to vote client proxies in the interest of maximizing shareholder value and to address all potential conflicts of interests with respect to proxies in the best interests of the Funds. The Adviser may be unable to determine which vote would be in the best interest of the Funds or may deem it to be in a Fund's best interests to abstain from voting certain proxies. In such instances, the Adviser may abstain from voting such proxies.

For a copy of the Adviser's proxy voting policy and information on how the proxies were voted please contact our CCO and CFO, Anthony Picone; 212-601-5559; [anthony@pinyonmngmt.com](mailto:anthony@pinyonmngmt.com).

### ***Class Actions***

The Adviser may or may not participate in class actions on behalf of Funds. In the event that the Adviser participates in class actions on behalf of a Fund, the Adviser, as a fiduciary, always seeks to act in the Fund's best interests with good faith, loyalty, and due care. The CEO will determine whether a Fund will (a) participate in a recovery achieved through a class action, or (b) opt out of the class action and separately pursue their own remedy.

The Adviser generally does not serve as the lead plaintiff in class actions because the costs of such participation typically exceed any extra benefits that accrue to lead plaintiffs.

## **Item 18: Financial Information**

Pinyon has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.