



## Orion Resource Partners (USA) LP

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### Part 2A of Form ADV: Firm Brochure

November 5, 2015

This Brochure provides information about the qualifications and business practices of Orion Resource Partners (USA) LP ("ORP USA"). If you have any questions about the contents of this Brochure, please contact us at + 1 212 596 3488 and/or [compliance@orionresourcepartners.com](mailto:compliance@orionresourcepartners.com). The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority.

More information about ORP USA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). From time to time in this and other documents, ORP USA may refer to itself as a "registered investment adviser" by virtue of its registration with the SEC. An investment adviser's registration with the SEC does not imply a certain level of skill or training.

This Brochure does not constitute an offer to sell or the solicitation of an offer to purchase any securities of any entities described herein. Any such offer or solicitation will be made solely to qualified investors by means of a confidential offering memorandum, related subscription materials or other governing legal documentation.

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## **Item 2 Material Changes**

This Brochure amendment contains material changes from the information contained in the previously filed Brochure on March 31, 2015. ORP USA is reporting the following material changes.

- Rick Gashler is our new Chief Compliance Officer, replacing Kirsten Wolf. Ms Wolf remains our Head of Risk.
- We are now the sub-adviser and provide investment advice to the investment manager of newly launched commodities hedge funds, as described in Item 4 below and in other portions of this Brochure.
- Our regulatory assets under management (“RAUM”) is US\$1,966,554,027.

All information in this Brochure is current as of the date stated on the cover page. We will amend this Brochure when further material changes arise.

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#### Item 4 Advisory Business

ORP USA is a Delaware limited partnership that was formed and began operations in June 2005. ORP USA's principal owner is Oskar Lewnowski III. ORP USA provides discretionary investment management services to various pooled investment vehicles and separately managed accounts. Investments are in the metal and mining investment sphere. Our RAUM is US\$1,966,554,027. ORP USA employs 29 people with offices in New York and Denver. Orion Resource Partners (Aus) Pty Ltd, a related person of ORP USA, is regulated by the Australian Securities and Investment Commission.

ORP USA has eight relying advisers: RW Jenner Financial LLC; DBS1 LLC; Orion Mine Finance GP I Limited; Orion Mine Finance GP I-A Limited; Orion Mine Finance Management I Limited; Orion Mine Finance Management I-A Limited; Orion Commodities GP Limited; and Orion Commodities Management LP. ORP USA and each of its relying advisers operate as one functional advisory business. Their roles are discussed below, in Item 10 and elsewhere in this Brochure. All are registered with the SEC as investment advisers under the Advisers Act by the single Form ADV in reliance upon the American Bar Association No-Action Letter dated January 18, 2012 and the *Uniao de Bancos de Brasileiros S.A.* no-Action Letter dated July 28, 1992. As used in this Brochure, "ORP USA" refers to Orion Resource Partners (USA) L.P. and "our", "us" or "we" refers to ORP USA and all of its relying advisers. Orion Commodities Management LLC, a related person of ORP USA, is a CFTC registered Commodity Trading Adviser and Commodity Pool Operator.

We provide investment advice in and to the following structures and co-investment vehicles related to these structures:

- "Mine I": this master feeder structure is comprised of two feeder funds, Orion Mine Finance (Bermuda) Fund I LP, a Bermuda exempted limited partnership ("Mine I Bermuda Feeder"), Orion Mine Finance (Delaware) Fund I LP, a Delaware limited partnership ("Mine I Delaware Feeder"), together with the master fund, Orion Mine Finance (Master) Fund I LP, a Bermuda exempted limited partnership ("Mine I Master Fund") (together, "Mine I"). Orion Mine Finance GP I Limited ("GP 1"), a relying adviser, is the general partner of Mine I. Orion Mine Finance Management I Limited ("OMFM 1"), a relying adviser, is the investment manager of this Fund. ORP USA provides investment advice to and is the sub-advisor of OMFM 1. Mine I seeks to achieve superior risk-adjusted returns with a low correlation to other asset classes through an investment strategy designed to (i) seek capital appreciation, (ii) capture current income and (iii) generate income from the provision of commercial services to the mining community.
- "Mine I-A": this master feeder structure is comprised of two feeder funds, Orion Mine Finance (Delaware) Fund I-A LP (the "Mine I-A Delaware Feeder") and Orion Mine Finance (Bermuda) Fund I-A LP (the "Mine I-A Bermuda Feeder") together with the master fund, Orion Mine Finance (Master) Fund I-A LP (the "Mine I-A Master Fund"). Orion Mine Finance GP I-A Limited ("GP 1-A" and together with GP 1, the "General Partners") is the general partner of Mine I-A and a relying adviser. Orion Mine Finance Management I-A Limited ("OMFM 1-A" and together with OMFM 1, the "Investment Managers") is the investment manager of Mine I-A and a relying adviser. ORP USA provides investment advice to and is a sub-advisor to OMFM Manager I-A. Mine I-A will follow Mine I's investment strategy and co-invests with Mine I in all new investments made by Mine I since the initial closing of Mine I-A.

- “Co-Investment Vehicles”: the co-investment vehicles are pooled investment vehicles (the “Co-Investment Vehicles”) that we manage and are formed to facilitate investments by Mine I, Mine I-A and other co-investors. Co-investors include investors of these funds and other third party investors. Generally, Mine I and Mine I-A along with other co-investors (including investors in these funds and a third party co-investor) invest in the Co-Investment Vehicles to make an investment that the adviser determines would be too large for the Funds’ to make on a stand-alone basis.
- “The Commodities Hedge Funds”: this structure is comprised of two feeder funds, a master fund, an alternative trading fund in which certain investments will be made and an intermediate fund which sits between the offshore feeder fund and the alternative trading fund. The two feeder funds are Orion Commodities Delaware Fund LP (“OrComm LP”), a Delaware onshore feeder fund, and Orion Commodities Offshore Fund LP (“OrComm Offshore LP”), the offshore feeder fund. Both will invest their assets in the Orion Commodities Fund LP (“OrComm Master” and together with OrComm LP and OrComm Offshore LP, the “Commodities Fund”), the master fund, which may invest in a variety of commodities related investments including, but not limited to, exchange traded and OTC futures and options, and equities. OrComm Master may invest on a highly leveraged basis. Both feeder funds will also invest assets, directly or indirectly, in Orion Alternative Trading Fund LP (“OrCommAlt”), an alternate trading fund, which will invest in bulk metals and other investments. OrComm Master and OrCommAlt will be owned indirectly by both of the feeder funds on a pro rata basis. The intermediate fund, Orion Alternative Trading Intermediate Fund LP (“OrCommAltInt”) is invested in by OrComm Offshore LP which in turn will invest substantially all of its assets in OrCommAlt. Investments in OrComm Master and OrCommAlt will be made with a view to avoiding conflicts of interest. Orion Commodities GP Limited is the general partner to all of these funds; its directors are John Fallon and Mr Lewnowski, the founder and principal owner of ORP USA. Orion Commodities Management LP, a CFTC registered CTA and CPO (“OrComm IM”), will serve as investment manager and perform certain administrative functions. ORP USA will serve as sub-adviser to OrComm IM. The Commodities Fund generally trades various metals-related investments including, but not limited to, options, futures, forwards, swaps and equities.

Mine I, Mine I-A, the Co-Investment Vehicles and the Commodities Hedge Funds are collectively called the “Funds”.

ORP USA also provides discretionary investment advice to certain institutional investors who open segregated accounts that would be managed and trade alongside the Commodities Hedge Funds (“Segregated Accounts”). In this regard, there may be investments in such Segregated Accounts that are identical, similar or dissimilar to those of the Commodities Hedge Funds.

The Funds are each offered on a private placement basis (in the U.S. pursuant to the Securities Act of 1933, as amended), and are exempt from being an investment companies under the Investment Company Act of 1940, as amended (“1940 Act”) pursuant to Section 3(c)(7) of that act.

ORP USA and its relying advisers provide discretionary advisory services to the Funds and the Segregated Accounts pursuant to investment management, managed account or sub-advisory agreements. ORP USA and its relying advisers have responsibility for management, operations and investment decisions made on behalf of the Funds and the Segregated Accounts.

ORP USA may conduct research, evaluate investment proposals and the investments to be acquired, assists in transactions, manage risk and monitor operations and performance.

We will generally advise on a portfolio of investments in precious and base metals or other minerals projects including, but not limited to, investments in one or more of the following: private and public equity, exchange traded and/or OTC options, futures, forwards, swaps, royalties/ streams, offtakes and debt.

The Funds and Segregated Accounts may also engage in physical metals trading to hedge investments or enhance returns.

Mine I has an Investment Committee that meets regularly to consider transactions proposed by portfolio managers. Presentations to the Investment Committee include due diligence and research materials. When a decision is taken, advice is given to the Investment Managers in the above funds to effect the proposed investment. Mine I-A co-invests with Mine I, pro rata based on a fixed ratio of unfunded commitments, in all new portfolio investments (each, a “Co-Investment”) made by Mine I since Mine I-A’s Initial Closing on March 31, 2014.

For those portions of transactions that are not allocated to Mine I or Mine I-A, co-investment vehicles may be formed, which will be managed by us and may be held by existing investors of Mine I or Mine I-A and/or third party investors.

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

We receive certain fees, incentive allocations and other compensation from each Fund or Segregated Account, as well as reimbursement for certain expenses as more fully described in each Fund's offering materials, investment management agreement or Segregated Account agreement.

The Investment Managers for Mine I and Mine I-A receive a quarterly management fee, payable in advance. Mine I fees are equal to an annual rate of 1.5-2% of capital commitments or funded commitments, as applicable. Mine I-A fees are equal to an annual rate of up to 2% of capital commitments or funded commitments, as applicable. Investors in Mine I that invest in Mine I-A do not pay Mine I-A management fees.

Each General Partner of Mine I and Mine I-A receives an incentive allocation equal to 20% of the net profits of such fund after a “preferred” return is realized.

OrComm IM receives a monthly management fee from the Commodities Fund payable in advance equal to 1.75% per annum of the balance of each investor’s capital account. Orion Commodities GP Limited receives an incentive allocation equal to 20% of the net increase in net asset value attributable to each investor subject to a loss recovery account (also known as a “High Water Mark”).

We may receive other fees, including transaction, directors, consulting, investment banking, monitoring, closing, topping, break-up and other similar fees, but not transaction-based compensation, which will be applied to reduce the management fees as disclosed in the offering materials.

The Co-Investment Vehicles will generally not be charged fees on amounts invested by current investors in the Funds but may charge fees to other third party investors and are subject to costs and expenses related to the relevant investment.

We may waive or reduce fees and/or change allocations in our sole discretion, including with respect to affiliates as long as this does not result in unaffiliated investors incurring significant disadvantages.

In the event management fees are charged in advance, investors are typically credited with any management fees paid in advance for any period in which they no longer have capital invested in a Fund. This credit is made at the time an investor redeems (either in whole or in part) from a Fund.

Fees due to the Investment Managers are calculated by the administrator of each Fund. The fees are deducted from the accounts of the Funds by their administrators, upon authorization from the Funds, and paid to the Investment Managers.

ORP USA receives a sub-advisory fee from each Investment Manager at the beginning of every calendar quarter based upon an amount of money for the sub advisory services ORP USA provides to the Investment Manager. These sub advisory fees are used to fund ORP USA's operations. This fee is generally fixed.

ORP USA will receive management fees and incentive fees with respect to Segregated Accounts. Management fees will typically be in the range of 1.5%-2.0% per annum and incentive fees will typically be 20%. ORP USA may negotiate, waive or reduce the fees for Segregated Accounts.

ORP USA and its officers, partners and employees do not accept compensation for the sale of investment products.

The Funds and Segregated Accounts are subject to costs and expenses, in addition to the fees described above. The costs and expenses are described in more detail in the applicable agreement and may include, but are not limited to, audit fees, legal fees, administrative fees, other service provider fees, consulting fees, insurance fees, transactional/trading costs and expenses, broken deal expenses, custody fees, interest charges, external research expenses, indemnification expenses, valuation fees, taxes, travel fees, extraordinary fees and organizational expenses. The Funds also incur brokerage fees.

A related person of ORP USA, Orion Merchant Services LLC ("OMS"), provides physical metals merchant services to the Funds in order to facilitate the execution and management of some of the Funds' investments in physical metals contracts or as an alternative cash management strategy. Mr Lewnowski owns 50% of OMS. OMS receives fees based on the type of metal and category of service provided, which fees would be in line with market and industry standards.

OMFM 1 does not receive a fee or compensation with respect to investments in the Co-Investment Vehicles by the Funds or investors in the Funds. OMFM 1 may receive a fee or compensation similar to the fees paid by the Funds with respect to investments by third party investors.

From time to time, investors in a Fund may seek to enter into "side letter" agreements, the terms of which differ from the shares/interests generally offered to all investors with respect to, among other things, incentive allocations and management fees. Side letters are negotiated and entered into with investors in a Fund. ORP USA and/or a Fund may establish new classes of shares/interests or enter into "side letter" arrangements without providing prior notice to, or receiving consent from, existing investors. This results in a conflict of interest when ORP USA allocates opportunities among these accounts because ORP USA would have an incentive to favor accounts that have higher incentive allocations. ORP USA recognizes that conflicts arise under such circumstances and will endeavor to treat



all accounts fairly and equitably. The terms of such classes and "side letters" will be determined by ORP USA and/or such Fund in their sole discretion.

Each investment management agreement with a Fund or Segregated Account agreement with a Separate Account states that it is effective for a fixed period of time except that ORP or client may terminate the investment management agreement periodically based on prior notice. Certain investment management agreements also provide that they will be terminated upon dissolution of all of the Fund(s) named in such agreement as clients.

#### **Item 6 Performance-Based Fees and Side-By-Side Management**

As noted previously in Item 5, we may receive incentive allocations and/or asset-based management fees from Funds or Separate Accounts.

The timing of realizations of performance-based fees and different fee schedules may be seen to create an incentive to make riskier investment decisions on behalf of clients paying these fees or to allocate certain investments to clients (Funds or investors in Segregated Accounts) that pay higher performance-based fees. In addition, the management fees and incentive allocations are based directly on the net asset value or net profits of the client (Funds or investors in Segregated Accounts) and the General Partners of Mine I and Mine I-A or the Commodities Funds may, as disclosed in the offering materials, have a say with respect to the valuation of certain investments. To address this conflict of interest, we use our best efforts to allocate positions and investments in accordance with stated investment objectives and restrictions and relevant written policies and procedures. These activities are monitored and our valuation policies and procedures are reviewed periodically. Issues are addressed when and if they arise, and, when necessary, we may consult with the third-party administrator or other valuation consultants.

Although we intend to allocate trading and investment opportunities in a manner which is in the best interests of the Funds and Segregated Accounts, there can be no assurances that a trading or investment opportunity will be allocated evenly or pro rata.

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

ORP USA provides discretionary investment advisory services to the Funds via the Investment Managers and not to underlying investors. The investors in the Funds include institutional investors (including public and private pension plans), foundations and endowments, as well as family offices and ultra-high net-worth individuals.

The investor base for the Segregated Accounts would be the same type of institutional investors that would become holders of the securities of the funds noted above.

The Funds have minimum investment requirements. There are generally minimum investment requirements for the Segregated Accounts. We reserve the right to decrease minimums in our sole discretion.

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

##### **A. General**

As described in Item 4, ORP USA advises private funds that engage in various metals related investments and/or mine financing activities; including purchasing debt and equity instruments in conjunction with private loan transactions, acquiring future metals output through production offtake agreements with debt and equity components, trading and hedging long-dated investments in metals derivatives, investments in royalties, selling or loaning physical metal, investing in ferrous, non-ferrous and precious metals mining companies, bulk commodities mining and/or refining companies, smelting and refining productions processors and metals related trading companies, investing in futures, options, forwards, swaps and other commodity related instruments.

## B. Risks of Strategies

**Investment risk.** There can be no assurances that the Funds or Segregated Accounts advised by ORP USA will achieve their investment objectives. An investment in the Funds involves a high degree of risk and is an illiquid and long-term investment. Investing in the Funds or Segregated Accounts involve a risk of loss, including a loss of an investor's entire investment that a prospective investor should be prepared to bear. Further there can be no assurance that the Funds will identify a sufficient number of attractive opportunities to meet the investment objectives of Funds.

**Reliance on key personnel.** The investment professionals of ORP USA will propose and decide, respectively, which investments will be made by the Funds and Segregated Accounts. Should any of the investment professionals become incapacitated or die and should the replacement (if any) for such person not equal his or her predecessor's performance, the profitability of Fund or Segregated Account investments may suffer.

**Economic and business conditions.** General economic and business conditions may affect the Funds' activities. Interest rates, the prices of securities and participation by other investors in the financial markets may affect the value of investments purchased by the Funds. The ongoing deterioration of the sovereign debt of several Eurozone countries, together with the risk of contagion to other, more stable, countries, has exacerbated the global economic crisis. While overall economic and financial market conditions have begun to slowly improve from the depths of the serious recession begun in the latter half of the last decade, recently there has been concern about the prospects for growth in the U.S. economy and other economies. There can be no assurance that such improvement will continue or that such market conditions will not begin to deteriorate once again. In addition, continued turbulence in the international markets and economies may negatively affect the global economy and financial markets.

In addition, there can be no assurance that the reduction or elimination of various forms of fiscal stimulus that have been undertaken by many world governments and inter-governmental institutions will not have an adverse impact on global financial markets or economic or financial conditions. The global economic conditions could negatively impact the Funds' expected returns. Global rates of growth or economic conditions that are weak for a prolonged period of time may pose risks of systematic defaults by borrowers, inflationary or exchange-rate pressures or geopolitical disturbances that could adversely affect the Funds' returns. As a result of these factors, the Funds could incur significant losses or simply fail to meet their objectives.

**Risks inherent in the mining and metals industry.** In addition to the other risks set forth in this Item, there are risks inherent in the mining and metals industry. These include the following: uncertainty about the extent, quality and availability of natural resources reserves; costs, cost management and capital allocation; foreign exchange; inconsistent mining and transportation of metals due to weather

and other seasonal issues; risk that technology employed does not work as expected or is less efficient than expected; the risk of losses of licenses; environmental liability; strikes; political risk; government intervention; fraud and corruption; civil unrest; terrorist activities; and other factors.

**Offtake Investments.** The Funds may enter into “offtake contracts.” Offtake contracts are arrangements whereby the Funds will agree to purchase a fixed amount of forward production at a price formula with certain types of optional delivery and payment schedules. There can be no assurance that mines will be able to produce commodities as expected or that market outlets will exist when the product is delivered to allow the Funds to resell the product at a profit.

**General Risks of Derivative Instruments.** The Commodities Fund and the Segregated Accounts make use of various derivative instruments, such as options, futures and forward contracts. The use of derivative instruments involves a variety of material risks. These risks include the extremely high degree of leverage which can be embedded in such instruments, a risk which can be materially increased by the limited liquidity which often characterizes the derivatives markets. The pricing relationships between derivatives and the underlying instruments on which they are based also may not conform to anticipated or historical correlation patterns, resulting in unanticipated losses. In addition, some of the derivatives traded by the Investment Manager may be over-the-counter contracts between the Commodities Fund and third parties. The risk of counterparty non-performance can be significantly greater in the case of these over-the-counter contracts as opposed to exchange-traded derivative instruments. Furthermore, “bid-ask” spreads may be unusually wide in the over-the-counter markets.

**Leverage.** The Funds are authorized to and may use leverage. Leverage is a speculative investment technique and involves risks to investors. The leverage provided to the Funds will result in interest expense and other costs incurred in connection with such borrowings, which may not be covered by the net interest income, dividends and appreciation of the investments purchased. Although the use of leverage may enhance returns and increase the number of investments that can be made, it involves a heightened degree of risk, is inherently more sensitive to adverse economic factors (such as a significant rise in interest rates, a downturn in the economy, deterioration in the condition of such investments, declines in revenues and increases in expenses) and can exaggerate the financial effect of any increase or decrease in the value of such investments.

**Risk of Commodity and other Market Price Fluctuations.** Historically, commodity prices in the natural resources industries have been volatile. As a result, investor returns can be adversely affected by commodity price movements, notwithstanding the favorable underlying performance of the assets. Volatile commodity prices make it difficult to estimate the value of producing properties for acquisition and divestiture and often cause disruption in the market for resource-producing properties, as buyers and sellers have difficulty reaching agreement on such value. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

**Distressed Securities.** The Funds’ investment programs may include making investments in distressed companies, including, without limitation, investments in enterprises involved in workouts, liquidations, reorganizations, bankruptcies and similar situations. Since there is substantial uncertainty concerning the outcome of transactions involving such companies, there is a high degree of risk of loss by the Funds of their entire investment. In addition, such companies may not have ready access to the traditional capital markets. Such investments may be premised on a turnaround strategy. If turnarounds are not achieved, these companies could experience failures or substantial declines in value, and the Funds may not be able to divest themselves of such unprofitable investments in a timely fashion or at all.

Additionally, turnarounds may not be achieved within the contemplated investment horizons. Such companies' securities or instruments may be considered speculative, and the ability of such companies to pay their debts on schedule could be adversely affected by interest rate movements, changes in the general economic climate or the economic factors affecting a particular industry, or specific developments within such companies. Investments in companies operating in workout or bankruptcy modes also present additional legal risks, including fraudulent conveyance, voidable preference and equitable subordination risks.

**Emerging Markets.** The Funds may make investments in, and engage in transactions with parties located in, countries with political and economic systems that are less developed and less stable than those of countries with more established, mature market economies, especially those of Western Europe, the United States and Japan. These activities involve certain risks not typically associated with investing in countries with more established, mature market economies, including risks relating to (i) nationalization or expropriation of assets or confiscatory taxation, (ii) social, economic and political uncertainty, and revolution, (iii) price fluctuations and market volatility, limited liquidity and small capitalization of securities markets, (iv) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which the Funds' non-U.S. investments are likely to be denominated, and costs associated with conversion of investment principal and income from one currency into another, (v) high rates of inflation, (vi) controls on, and changes in controls on, foreign investment and limitations on repatriation of invested capital and on the ability to exchange local currencies for U.S. dollars, (vii) governmental involvement in and control over the economies and (viii) governmental decisions to discontinue support of economic reform programs generally and to impose centrally planned economies.

**Regulatory and Environmental Considerations.** Mining is subject to potential risks and liabilities associated with environmental pollution and disposal of waste that can be generated as a result of mineral exploration and production. Companies in which ORP USA's clients invest may be subject to environmental liability which can result from mining activities conducted by a portfolio company or by others prior to a portfolio company's acquisition of a property or mining rights. Environmental laws and regulations may require the acquisition of permits or other authorizations for certain activities. Additionally, environmental legislation is developing in a manner which is likely to require stricter standards and enforcement and increased fines and penalties for non-compliance.

To the extent that any of the Funds' investee companies are subject to environmental liabilities, the payment of such liabilities would have a negative effect on investment returns.

#### **Item 9 Disciplinary Information**

ORP USA and its management persons have not been involved in any material legal or disciplinary events, such as court actions or regulatory or self-regulatory proceedings.

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

The material conflicts of interest to which ORP USA is subject are the following:

Officers, directors and employees of ORP USA hold multiple roles in ORP's related persons. Individuals of the firm that perform multiple roles are Mr Lewnowski, Douglas Silver, Ray Jenner, Limor Nissan and Mr Gashler. To address such conflicts, we supervise the roles involved, prepare records of meetings and

decisions taken, identify and address conflicts for board of directors meetings and Investment Committee meetings, require recusal from meetings and decisions when warranted and maintain pre-clearance requirements and account and position reporting requirements under the ORP USA Code of Ethics (Item 11).

Mr Lewnowski, the owner of ORP USA, is also an owner of other ORP USA's related persons and general partners of the funds. Mr Lewnowski is, directly or indirectly, an investor in Mine I and Mine I-A, and the amount of these investments are not in the view of ORP USA material to each fund. He also contributed indirectly seed capital to the Commodities Hedge Funds. In the beginning of this fund's operations, this may constitute a conflict of interest that will be monitored and resolved by policies and procedures of ORP USA. We believe that Mr. Lewnowski's investments in the Funds generally aligns his interests with those of our investors, however we monitor and address any such conflicts under our allocation policies and Code of Ethics. Mr. Lewnowski will comply with ORP USA's Code of Ethics (Item 11 below) with respect to his personal account investment activity.

Certain officers, partners or employees of ORP USA may serve as a director of a company in which a Fund may, directly or indirectly, be invested (or in which ORP USA, on behalf of the Funds, may be researching or proposing an investment). Because these personnel have a conflict of interest in discharging their obligations in such capacities and acting in the interest of the Funds, such investment may, in certain instances, require that these individuals not take part in any investment decisions relative to that investment.

A related person of ORP USA, OMS, provides physical metals merchant services to the Funds to facilitate the execution and management of some of the Funds' investments in physical metals contracts and receives compensation for such services from the Funds. Fees are based on the type of metal and category of service provided, and are in line with market and industry standards.

Mr Gashler, our CCO, is a lawyer with ORP USA. His primary role is as CCO and he will recuse himself from legal issues when compliance issues arise for ORP USA.

The Segregated Accounts will operate side by side with the Commodities Hedge Funds and the investments in these may be identical, similar or dissimilar, or placed at the same or a different time. To address the conflicts arising from this, cross trading will only be permitted where it is in the best interest of each party involved and the price satisfies relevant best execution requirements. Also, an allocation policy and an investment objectives policy and procedures for both will be employed to ensure that the Commodities Funds and the investors in Segregated Accounts will not be disadvantaged. All such activities will be subject to monitoring.

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

As a fiduciary, ORP USA owes a duty to all of its clients to act in their best interests. Accordingly, ORP USA has adopted a code of ethics, pursuant to and in compliance with Advisers Act Rule 204A-1. Under the ORP Code of Ethics, ORP USA's officers, partners and employees are "supervised persons" and must comply with the U.S. federal securities laws at all times and act in accordance with standards articulated in the Code of Ethics.

The ORP Code of Ethics contains policies and procedures that are designed to address the material conflicts of interest associated with the personal trading activities of its access persons. These include a personal account transaction policy to mitigate the conflicts of interest presented by personal trading activities. Transactions in certain investment are prohibited, while others require a pre-clearance. Additional policies and procedures to help ensure compliance with Rule 204A-1 are in place. These include: the prevention of misuse of material non-public information or confidential client or investor information; the delivery of the ORP Code of Ethics and a written acknowledgment of its receipt (initial and annual); CCO analysis of Code activity; initial, quarterly and annual reporting requirements; and a requirement to report promptly any suspected violations of the ORP Code of Ethics to ORP USA's CCO. All ORP USA supervised persons are expected to discuss any perceived risks or concerns with the CCO. We maintain a restricted list of securities in which the Funds, the Segregated Accounts and our employees are restricted from trading absent pre-clearance from our CCO.

A copy of the ORP Code of Ethics will be available to our clients upon written request.

ORP USA will devote as much of its time to the activities of the Funds and Segregated Accounts as it deems necessary and appropriate. ORP USA is not restricted from forming additional investment funds, from entering into other investment advisory relationships or from engaging in other business activities, even though such activities may be in competition with the Funds and Segregated Accounts and may involve substantial time and resources. These activities and the provision of discretionary investment management services to the Funds could be viewed as creating a conflict of interest in that the time and effort of the members and partners of ORP USA and its related persons and relying advisers will not be devoted exclusively to the business of one Fund or Segregated Accounts, but will be allocated between the businesses of all of its clients.

We will not trade for our own account.

From time to time, a Fund or a Segregated Account may purchase or sell securities that may differ from those purchased or sold for another Fund or Segregated Account, even though the investment objectives may be the same or similar. A Fund or a Segregated Account, for example, may make an investment at the same time that another Fund or a Segregated Account is disposing of the same or a similar investment. Likewise, a Fund or a Segregated Account may make an investment in a position which is already held by another Fund or a Segregated Account that is subordinated or senior to or otherwise adverse to a position held by another Fund or a Segregated Account (e.g., a Fund may own debt of a portfolio company while another Fund owns equity in the same portfolio company). It is possible that the activities or strategies used would conflict with the activities and strategies employed in managing the assets of another Fund or a Segregated Account and affect the prices and availability of the securities and instruments in which such Fund or a Segregated Account. A situation may arise where certain assets held by a Fund or a Segregated Account may be transferred to another Fund or a Segregated Account, including for the purpose of rebalancing the portfolios of such accounts. For example, cross trades may occur involving the Commodities Funds or between the Commodities Funds and a Segregated Account. This would be done, for example, to address an allocation issue or rebalance cash or various portfolio positions. Cross trades will be executed only when required, when consistent with best execution and so long as no fund or investor is disfavored.

## **Item 12 Brokerage Practices**

As noted in Item 4, the majority of the Investments of the Funds are in non-securities.

However, from time to time, the Funds or a Segregated Account may buy or sell securities, futures, options or other investments, which orders are placed by ORP USA. In determining which broker or counterparty to select, ORP USA consider various factors, including but not limited to, price, the ability of the brokers and counterparties to effect such transaction and the relative creditworthiness of the brokers or counterparties. ORP USA and/or the Investment Committee seek to use brokers or counterparties whose commissions or costs it considers to be fair and reasonable, but it may not be the case that the lowest possible commissions or fees or spreads are paid.

In selecting a broker or counterparty for securities transactions, ORP USA seeks to obtain best execution, taking into consideration such factors as generation of investment opportunities, price, the ability of the brokers to effect the transactions, the capital position of the broker or counterparty, the ability to effect trades in an timely, orderly and satisfactory manner, consistent quality of service, facilities, market coverage, reliability and financial responsibility and the provision of or payment for the cost of brokerage and research products or services that it believes are of benefit.

We do not intend to engage in any activity that involves soft commissions.

As noted above, OrCommAlt invest in bulk metals and other investments, which will be handled by OMS. OMS receives fees based on the type of metal and category of service provided.

The Commodities Funds and/or the Segregated Accounts may invest in exchange-traded securities and OTC securities of companies in the mining and minerals industry. At the same time, the Funds may be engaging in investment activities with respect to the offtake and rights of such companies. All investments are pre-screened in order to avoid duplicate investing and the conflicts of interest that could arise from such investments.

## **Item 13 Review of Accounts**

Investments are monitored on a continuous basis. There are weekly meetings by conference call to discuss investments, potential investment opportunities and other related matters, as well as addressing the conflicts that arise from such activities. ORP USA also reviews the valuations of the Funds' investments on at least a quarterly basis. The Funds' administrators are responsible for the final determination of valuations and the calculation of fees owed to the Investment Managers and, ultimately, ORP USA.

The private equity Funds' investors are provided with quarterly financial information and audited Fund financial statements on an annual basis. In addition, investors receive quarterly letters containing summaries of Fund holdings and transactions in conjunction with their quarterly account statements. Investors in the Commodities Fund receive monthly statements as well as annual audited financial statements.

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

ORP USA does not currently use the services of an independent, third-party marketing firm to solicit investors for the Fund., however, ORP USA may, in the future, retain third-party placement agents for referring investors to the Funds, for a fee at the point of investment and, possibly, a fee based upon a per cent of the investment or fees.

#### **Item 15 Custody**

The assets of the Funds and the Segregated Accounts are held by qualified custodians. These custodians provide a quarterly statements of activity. ORP USA does not hold or have authority over the assets of the Funds or the Segregated Accounts only to effect purchases and sales of investments.

As noted above, certain relying advisers are the General Partners of the limited partnerships comprising the Funds. While under Advisers Act Rule 206(4)-2, ORP USA itself does not have custody of client assets, because the General Partners are related persons of ORP USA and, under Rule 206(4)-2 are deemed to have legal ownership of or access to client Funds or securities due to their legal capacity with respect to the Funds involved, ORP USA is deemed to have custody under this rule. ORP USA cannot take the position that it is operationally independent of these related persons. As such, certain provisions of Rule 206(4)-2 apply to ORP USA, and ORP USA will comply fully with all relevant requirements. A PCAOB independent public accountant audits the Funds annually and audited financial statements are timely distributed to the investors of these Funds.

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

ORP USA advises the Investment Managers that have the discretionary authority to determine the investments and the amounts thereof to be bought or sold by the Funds. Such authority is subject to the limitations set forth in the applicable investment management agreement and limited partnership agreement.

ORP USA exercises discretion over the portfolios of the Segregated Accounts. It does this in accordance with the investment objectives and restrictions set forth in the relevant investment management agreement with the investors in these accounts.

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

ORP USA has adopted policies and procedures regarding its exercise of proxy votes in connection with the Funds' investments and, if it arises, the Segregated Accounts. ORP USA's policy is to exercise votes in the best interests of the Funds and the investors in the Segregated Accounts, taking into consideration all relevant factors, including without limitation, acting in a manner that ORP USA believes will maximize the economic benefits. ORP USA has adopted policies and procedures to address the conflicts of interest associated with proxy voting that, in certain circumstances may include the engagement of outside counsel for recommendations and/or abstaining from voting. ORP USA maintains records in connection with each proxy vote. The Funds or an investor in the Funds or the Segregated Accounts may obtain a copy of ORP USA's proxy voting policies and procedures and information about how ORP USA voted upon written request to ORP USA.



**Item 18 Financial Information**

No management fees are payable to ORP USA more than six months in advance. As such, under relevant SEC rules ORP USA is not required to include its balance sheet for the most recent fiscal year or disclose information about its financial position. ORP USA is not aware of any financial conditions that are reasonably likely to impair its ability to meet its contractual obligations to the Funds. ORP USA has never been the subject of a bankruptcy petition.

**Item 19 Requirements for State-Registered Advisers**

ORP USA is not registered with any state securities authority.