



Cook & Bynum Capital Management, LLC

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This brochure provides information about the qualifications and business practices of Cook & Bynum Capital Management, LLC (“CBCM”). If you have any questions about the contents of this brochure, please contact us at 205-994-2815. 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.

CBCM is a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), with the U.S. Securities and Exchange Commission (the “SEC”). Registration as an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information from which you determine whether to hire or retain an investment adviser.

Additional information about CBCM also is available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

Since the last annual update of this brochure on March 31, 2023, CBCM has updated this brochure to make certain clarifying revisions to the disclosure regarding fees and compensation, as well as performance-based fees. This brochure also includes disclosure regarding illiquid risk in a CBCM Fund or a Separate Account. CBCM recommends that you read this brochure in its entirety.

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes. CBCM may further provide other ongoing disclosure information about material changes as necessary, at any time, without charge.

Currently, this brochure may be requested by contacting Amanda Pridgen, Chief Compliance Officer, at 205-623-1432 or amanda@cookandbynum.com.

Additional information about CBCM is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with CBCM who are registered, or are required to be registered, as investment adviser representatives of CBCM.

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Advisory Business

Cook & Bynum Capital Management, LLC (“CBCM”) is an SEC registered investment adviser that was founded in August 2001 by Richard P. Cook and J. Dowe Bynum. CBCM has been registered as an investment adviser under the Advisers Act with the SEC since February 2009. CBCM is responsible for the management of Cook & Bynum Capital, LLC, Cook & Bynum Capital QP, LLC, and Cook & Bynum Emerging Markets Ex China, LP (individually, each an “Unregistered Fund” and collectively, the “Unregistered Funds”). For the Unregistered Funds, membership and partnership interests are sold to investors, each of which becomes a member or partner in the relevant Unregistered Fund. CBCM is the managing member or general partner of the Unregistered Funds, with broad authority to manage the affairs of such funds. CBCM also serves as the investment adviser for each of the series (individually, each a “Registered Fund”, and together with the Unregistered Funds, the “CBCM Funds” or individually, each a “CBCM Fund”) of Cook & Bynum Funds Trust, a Delaware statutory trust (the “Trust”). Currently, The Cook & Bynum Fund (the “CB Fund”) is the sole series of Cook & Bynum Funds Trust and therefore is CBCM’s only Registered Fund. In addition, CBCM may provide advisory services under “Investment Management Accounts” pursuant to which CBCM enters into an agreement with the owner of an account that gives CBCM the authority to manage the investments of the account (each, a “Separate Account”). For purposes of this Form ADV Part 2A, the term “Clients” will refer to the accounts of any individual or entity that CBCM has agreed to manage for investment purposes. CBCM’s “Clients” currently consist of Cook & Bynum Capital, LLC, Cook & Bynum Capital QP, LLC, Cook & Bynum Emerging Markets Ex China, LP, Cook & Bynum Funds Trust, and one or more Separate Accounts. Each of the investors in any of an Unregistered Fund or a Registered Fund is referred to as an “Investor.” The term “Clients” does not include “Investors.” Although the Advisers Act uses the term “client” in multiple contexts, this Form ADV Part 2A distinguishes between CBCM’s Clients (the CBCM Funds and any Separate Account) and Investors in any of the Unregistered Funds or the Registered Fund.

As of December 31, 2023, CBCM managed approximately \$353 million on behalf of its Clients, all on a discretionary basis.

Fees and Compensation

CBCM receives management fees from each of the CBCM Funds equal to a percentage of assets under management. It also receives a performance-based fee from Cook & Bynum Emerging Markets Ex China, LP as explained in the Fund's Limited Partnership Agreement and from certain Separate Accounts.

The management fees charged to Cook & Bynum Capital, LLC, and Cook & Bynum Capital QP, LLC are at an annual rate of 1.50% of assets under management. For Cook & Bynum Capital, LLC, and Cook & Bynum Capital QP, LLC, the management fees are payable quarterly in advance and are calculated as of the first day of each calendar quarter after accounting for all capital contributions and withdrawals for that quarter. Any capital contributions during a calendar quarter will be assessed the management fee pro rata only with respect to that portion of the calendar quarter after the contribution date. Management fees are refundable pro rata to the extent of a withdrawal during a quarter.

The fee charged to the CB Fund is at an annual rate of 1.49% of assets under management. For the Registered Fund, the management fee paid to CBCM is computed and paid monthly in arrears based on the Registered Fund's average daily net asset value. Such average daily net asset value of the CB Fund shall be determined by taking an average of all of the determinations of such net asset value during such month. Further information related to the calculation of management fees and other expenses for the Registered Fund can be found in the CB Fund's prospectus.

There are also certain Separate Accounts for Qualified Clients which pay a negotiated performance-based fee.

The management fees charged to Cook & Bynum Emerging Markets Ex China, LP are charged quarterly in an amount equal to 0.9% per annum on the first \$500 million invested in the Fund and 0.45% per annum above \$500 million. An illustration of the blended Management Fee and how it may decrease over time as assets under management increase is provided below:

<u>Fund Assets</u>	<u>Management Fee</u>
<\$500 million	0.90%
\$600 million	0.83%
\$700 million	0.77%

\$800 million	0.73%
\$900 million	0.70%
\$1,000 million	0.68%
\$1,500 million	0.60%
\$2,000 million	0.56%

Management Fees are payable in arrears and are calculated as of the last day of each calendar quarter after giving effect to all capital contributions and withdrawals for that quarter. Any capital contributions during a calendar quarter will be assessed the Management Fee pro rata only with respect to that portion of the calendar quarter after the contribution date. Management Fees are refundable to the extent of a withdrawal during a quarter. The Management Fee is non-negotiable, however, the general partner, in its sole discretion, may elect to reduce, waive or calculate differently the Management Fee with respect to any limited partner or reallocate any of its Management Fee to any limited partner; provided, however that no such reduction waiver, or calculation shall increase the amount therefore to be borne by any other limited partner.

For purposes of determining the Management Fee, Special Investments, in the Cook & Bynum Emerging Markets Ex China, LP will be assigned such value as the General Partner may reasonably determine until realized (or deemed realized). If a Limited Partner has completely withdrawn from the Fund except for his/her interest in one or more Special Investment Accounts, the Management Fee payable with respect to such Limited Partner's interest in the Special Investment will accrue and be paid from the proceeds realized upon a sale of the Special Investment on a priority basis once such proceeds have been allocated to such Partner's Capital Account and prior to any distribution being made.

In addition, CBCM may be compensated through an incentive allocation that is based on the amount that Cook & Bynum Emerging Markets Ex China, LP exceeds a certain hurdle rate or high-water mark, depending on the class of interests held by an investor. For more details on the calculation of the performance-based fee, please refer to the Fund's Limited Partnership Agreement. Expenses of the Cook & Bynum Emerging Markets Ex China, LP will be paid by the LP and allocated among all limited partners.

CBCM has the right in certain circumstances to waive, in its discretion, all or part of the management fees charged with respect to the Unregistered Funds, and does waive such management fees for certain investors, including investors who may be affiliates or employees of CBCM. The assets attributable to any such investors for whom the management fee is waived are deducted from the total assets of the applicable Unregistered Fund before the management fee is billed to such Unregistered Fund. Accordingly, the reduction or elimination of the

management fee for any such investor will not increase the management fee for any other investor. CBCM has contractually agreed to reduce fees and/or reimburse the expenses for the CB Fund to the extent that total fund operating expenses exceed 1.49%. This agreement is in effect through February 1, 2025, and thereafter is reevaluated on an annual basis. The expense reimbursement arrangement for the CB Fund relates to aggregate expenses of every character incurred by the CB Fund, except for interest, taxes, brokerage commissions, and extraordinary expenses not incurred in the ordinary course of the CB Fund's business. Without this agreement, total and per share expenses of the CB Fund would be higher. To deter market timing, the CB Fund imposes a 2.00% redemption fee on shares redeemed within 60 days of the date of purchase, which can be waived at CBCM's discretion.

CBCM does not have a lock-up period for Investors in Cook & Bynum Capital, LLC, and Cook & Bynum Capital QP, LLC, and assets may be redeemed on a daily or monthly basis and can be delivered in cash or securities. Any prepaid management fee associated with redeemed assets will be returned on a prorated basis when such a transaction occurs before the end of the quarter for which fees have already been charged.

Cook & Bynum Emerging Markets Ex China, LP also does not have a lock up period for its investors. Each Limited Partner shall be entitled to withdraw up to one-third of their Capital Account balance on December 31st of each Fiscal Year (excluding amounts allocated to Special Investment Accounts¹), provided that such Limited Partner provides the General Partner prior written notice by June 30th of such Fiscal Year. In any Fiscal Year following a Limited Partner's withdrawal of up to one-third of their Capital Account balance, such Limited Partner may withdraw half of the remainder of their Capital Account balance on December 31st of such Fiscal Year (excluding amounts allocated to Special Investment Accounts) if such Limited Partner provides the Fund prior written notice by June 30th of such Fiscal Year. In any Fiscal Year following a Limited Partner's withdrawal of half of the remainder of their Capital Account balance, such Limited Partner may withdraw the remainder of their Capital Account balance (excluding amounts allocated to Special Investment Accounts) on December 31st of such Fiscal Year if such Limited Partner provides the General Partner prior written notice by June 30th of such Fiscal Year.

The CBCM Funds and the Separate Accounts will bear brokerage fees and other transaction costs. See Item 12 (Brokerage Practices) for more information about how CBCM selects or recommends broker-dealers. To the extent that there are any placement fees for the CBCM Funds, there may be additional costs incurred.

¹ Any assets or securities, along with corresponding hedging positions, acquired by the Fund that the General Partner believes lack a readily assessable market value or should be held until the resolution of a special event or circumstance, including, but not limited to, investments in other private investment funds and project finance opportunities ("Special Investments"), shall be held in separate special situation accounts (each, a "Special Investment Account").

Performance-Based Fees and Side-By-Side Management

CBCM does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets) for Cook & Bynum Capital, LLC, Cook & Bynum Capital QP, LLC, or the CB Fund. It does, however, charge a performance-based fee for Cook & Bynum Emerging Markets Ex China, LP based on the amount that Cook & Bynum Emerging Markets Ex China, LP exceeds a certain hurdle rate or high-water mark, depending on the class of interests held by an investor. For more details on the calculation of the performance-based fee, please refer to the fund's Limited Partnership Agreement. In addition, the Adviser also charges a performance-based fee to certain Separate Accounts for Qualified Clients.

CBCM evaluates investment opportunities that are in the best interests of investors and accountholders (in the case of Separate Accounts) without regard to fee arrangements.

There are conflicts associated with performance-based fees that are not as common under an asset based fee arrangement. The nature of performance-based fees can encourage unnecessary speculation with Partnership assets in order to earn or increase the amount of the fee. The result of riskier investments can have a positive effect in that results could equal higher returns when compared to an asset based fee account. On the other hand, riskier investments historically have a higher chance of losing value. Also, since in a performance-based fee arrangement an adviser is compensated based on capital gains or capital appreciation, these arrangements could give an investment adviser an incentive to time transactions in a Partnership or Separate Account on the basis of fee considerations rather than on what is in the best interest of the Fund or Separate Account.

Types of Clients

As described previously, CBCM provides portfolio management services to unregistered privately-offered funds, a registered investment company, and one or more separately managed investment accounts.

Methods of Analysis, Investment Strategies, and Risk of Loss

The investment objective of Cook & Bynum Capital, LLC, Cook & Bynum Capital QP, LLC, Cook & Bynum Funds Trust, and Separate Accounts is long-term growth of capital, which CBCM seeks to accomplish by investing in global public equities. Select Separate Accounts

may be offered may have a more concentrated strategy such as: a single security, group of securities, single industry, or some other strategy which concentrates in smaller subset of securities than other Separate Accounts or Private Funds. The investment objective of Cook & Bynum Emerging Markets Ex China, LP is to make concentrated, long-term equity investments with the goal of maximizing long-term returns, while only investing in businesses domiciled in or deriving a significant amount of their profits from “Emerging” and “Frontier” markets as defined by MSCI; Cook & Bynum Emerging Markets Ex China, LP will not invest in shares of companies domiciled in the People’s Republic of China.

CBCM’s investment decisions are driven by the application of CBCM’s core investment criteria and are informed by rigorous, immersive research. CBCM travels globally to learn about a company’s customers, appraise its competitors, meet its managers, visit its facilities, and survey its operations in action. These efforts are guided by the belief that first-person observations in the field are critical to appropriately evaluate each investment opportunity.

CBCM’s investment process is built around four core criteria and is designed to challenge assumptions, refine conclusions, and mitigate psychological biases:

- *Circle of Competence*: CBCM must be able to understand the core economics of a business and reliably predict its financial prospects. CBCM’s primary focus is avoiding mistakes that lead to permanent losses of capital, so CBCM believes its ability to recognize the limits of its knowledge is as important as its ability to execute its competencies when evaluating an idea.
- *Business*: CBCM evaluates whether a business has sustainable competitive advantages that produce predictable free cash flows and yield attractive returns on equity over an extended period of time. Without a “moat,” a company’s results are difficult to effectively forecast.
- *People*: CBCM seeks to invest alongside management teams who view shareholders as partners. Trustworthiness and intellectual honesty are required leadership traits for managers of qualifying businesses. Other important markers include energy, consistency, a thoughtful capital allocation framework, and conservative accounting practices.
- *Price*: CBCM invests in a company’s stock only if it is trading at a significant discount to CBCM’s conservative estimate of its intrinsic value.

The CBCM Funds’ and the Separate Accounts’ portfolios are deliberately concentrated in CBCM’s best, most-informed ideas. This concentration means the CBCM Funds’ and the Separate Accounts’ portfolios are markedly different from any benchmarks.

When making portfolio allocation decisions, CBCM compares its most appealing stock ideas

against cash alternatives and will hold cash and cash equivalents in the absence of attractive investment opportunities that satisfy its core investment criteria and meet its minimum required rate of return for putting capital at risk.

CBCM is a long-term investor. However, CBCM will generally sell a security whose price approaches its estimated intrinsic value for the company — either because the price of the security has substantially appreciated or because a material adverse change occurred in the business that meaningfully lowered its estimated intrinsic value. Similarly, CBCM may sell a security if some event or shift in the business or economics of a company materializes that prevents a reliable appraisal of its intrinsic value. Lastly, based on opportunity cost considerations and when and only if the CBCM Funds and the Separate Accounts are fully invested, CBCM will generally sell relatively overpriced securities to buy relatively underpriced securities as these specific opportunities arise.

The purchase of interests in any of the CBCM Funds, or an investment in a Separate Account with CBCM, are speculative investments and are not intended as a complete investment program. Investing in any of the CBCM Funds or a Separate Account involves risk of loss that clients should be prepared to bear. There is no assurance that the CBCM Funds' or the Separate Accounts' investment objectives will be achieved, and investment results may vary substantially from year to year.

An investment in a CBCM Fund or a Separate Account involves significant risks, which should be carefully evaluated before making an investment. These risks include:

- *General Risk:* There is no assurance that the Clients will meet their investment objective; an Investor could lose money by investing in a CBCM Fund.
- *Market Risk:* Prices of equity securities and the value of the CBCM Funds' and the Separate Accounts' investments will fluctuate and may decline significantly over short-term or long-term periods. Foreign and domestic economic growth and market conditions, interest rate levels, political events, terrorism, war, natural disasters, disease/virus epidemics, and other events are among the factors affecting the securities markets in which the CBCM Funds and the Separate Accounts invest. There is risk that these and other factors may adversely affect the CBCM Funds' and the Separate Accounts' performance.
- *Value Investing Risk:* Investing in undervalued securities involves the risk that such securities may never reach their expected market value, either because the market fails to recognize a security's intrinsic worth or the expected value was misjudged. Over time, a value investing style may go in and out of favor, causing the Clients to sometimes underperform other equity funds that use different investing styles.
- *Large Shareholder Risk:* From time to time, certain investors may own or control a

significant percentage of a CBCM Fund's shares or interests. A full or partial redemption by investors who own or control a significant percentage of such CBCM Fund's shares or interests may adversely affect the CBCM Fund's performance if it is forced to sell portfolio securities or invest cash when CBCM would not otherwise choose to do so. Redemptions of a large number of shares or interests may affect the liquidity of the CBCM Fund's portfolio, increase the CBCM Fund's transaction costs, and accelerate the realization of taxable income and/or gains to investors.

- *Non-Diversified Portfolio Risk:* CBCM Funds and Separate Accounts are “non-diversified” and thus invest their assets in a smaller number of companies. As a result, an investment in a CBCM Fund or a Separate Account has the risk that changes in the value of a single security may have a significant effect on its total value.
- *Risk of Current Focus on Both the Breweries Industry and Soft Drink Bottling and Distribution Industry:* From time to time, a relatively high percentage of the assets of the CBCM Funds and Separate Accounts may be invested in a limited number of industries. When the CBCM Fund's and Separate Account's investment focus is limited in this manner, their performance will be affected by the performance of the issuers within those specific industries and could be more volatile than that of an investment company that invests its assets in a more diverse array of sectors. As of the date hereof, the securities of issuers in the Breweries and Soft Drink Bottling and Distribution industries comprise a significant portion of each of the CBCM Fund's and Separate Account's assets. These investments expose the CBCM Funds and Separate Accounts to the risks of the Breweries and Soft Drink Bottling and Distribution industries generally, and of those specific issuers in particular. In this regard, the securities of a single Breweries or Soft Drink Bottling and Distribution issuer, or a group of such issuers, may be adversely affected by numerous factors including, among others, demographic and product trends, competitive pricing, changing consumer preferences, marketing campaigns, environmental factors, government regulation, adverse changes in general economic conditions, nutritional and health related concerns, supply chain disruptions and costs, consumer product liability claims, consumer boycotts, risks of product tampering, and the availability and expense of liability insurance.
- *Illiquid Risk:* This is the risk that the market for a security or other investment cannot accommodate an order to buy or sell the security or other investment in the desired timeframe, possibly preventing the Fund from selling these securities at an advantageous price. Illiquid securities may present a greater risk of loss than other types of securities. Low trading volume, lack of a market maker, market closure, large position size, or legal restrictions may limit or prevent the Fund from selling particular securities at desirable prices.
- *Foreign (Non-U.S.) Securities Risk:* Investments in foreign securities sometimes carry special risks, including foreign political instability, greater volatility, less liquidity,

financial reporting inconsistencies, and adverse economic developments abroad, all of which may reduce the value of foreign securities. Many of these risks can be even greater when investing in countries with developing economies and securities markets, also known as “emerging markets.”

- *Currency Risk:* CBCM Funds and Separate Accounts are subject to currency risk because fluctuations in the exchange rates between the U.S. Dollar and foreign currencies may negatively affect the value of a CBCM Fund’s or a Separate Account’s investments denominated in foreign securities.
- *Smaller Capitalization Risk:* Smaller capitalization companies may have a narrower geographic and product/service focus and be less well known to the investment community, resulting in more volatile share prices and a lack of market liquidity.
- *Interest Rate Risk:* CBCM Funds’ and Separate Accounts’ debt investments are subject to interest rate risk, which is the risk that the value of a security will vary as interest rates fluctuate.
- *Credit Risk:* CBCM Funds’ debt investments are subject to credit risk. The value of a debt instrument is likely to fall if an issuer or borrower defaults on its obligation to pay principal or interest or if the instrument’s credit rating is downgraded by a credit rating agency, which may cause the CBCM Funds and the Separate Accounts to lose money.
- *High Yield or “Junk” Security Risk:* Investments in debt securities that are rated below investment grade by one or more nationally recognized statistical rating organizations (“NRSRO”) (“high yield securities” also known as “junk securities”) may be subject to greater risk of loss of principal and interest than investments in higher rated debt securities. High yield securities are also generally considered to be subject to greater market risk than higher-rated securities.
- *Special Situations Risk:* Investments in companies involved in special situations, such as reorganizations or restructurings, may involve greater risks when compared to the CBCM Funds’ and the Separate Accounts’ other strategies due to a variety of factors. Failure to anticipate changes in the circumstances affecting these types of investments may result in permanent losses of capital, such that the CBCM Funds and the Separate Accounts may be unable to recoup some or all of their investments.
- *Risks of Investing in Managed Funds:* The investment decisions of CBCM may cause the Clients to underperform other investments or benchmark indices. The CBCM Funds may also underperform other funds with similar investment strategies. As with any investment, there can be no guarantee that the CBCM Funds or the Separate Accounts will achieve their investment goals.
- *Regulatory Change Risk:* CBCM has, with respect to each CBCM Fund, filed a notice with the National Futures Association claiming an exclusion from the definition of the term “commodity pool operator” under the Commodity Exchange Act, as amended (the “CEA”) or an exemption from registration as a commodity pool operator, and therefore

CBCM is not subject to registration or regulation as a commodity pool operator under the CEA. By claiming this exclusion or exemption with respect to each CBCM Fund, CBCM is exempt from the registration, disclosure, recordkeeping, and reporting requirements of the CFTC with respect to each CBCM Fund. If, in the future, CBCM determines that it is not eligible for the exclusion or exemption, or other exemptive relief from Commodity Futures Trading Commission (“CFTC”) regulation, with respect to any CBCM Fund, CBCM will be required to be registered as a commodity pool operator and comply with CFTC regulations regarding disclosure, recordkeeping, and reporting with respect to such CBCM Fund or Funds. Compliance with such requirements would likely increase the costs associated with an investment in the CBCM Funds.

- *Cyber Security Risk:* As the use of technology becomes more prevalent in the course of business, the Clients may be more susceptible to operational, financial, and information security risks resulting from cyber-attacks and/or technological malfunctions. Successful cyber-attacks and/or technological malfunctions affecting the Clients or their service providers could result in, among other things, financial losses to the CBCM Funds and their shareholders or the Separate Accounts and their accountholders; the inability to process transactions with shareholders, accountholders, or other parties; and the release of private shareholder or accountholder information or confidential Client information. While measures have been developed which are designed to reduce the risks associated with cyber security, there are inherent limitations in such measures and there is no guarantee those measures will be effective, particularly since Clients do not directly control the cyber security measures of their service providers, financial intermediaries, and companies in which they invest or with which they do business.
- *Market Risk:* Market risk, the risk that prices of securities will fluctuate because of the interplay of market forces, may affect a single issuer, industry, or sector of the economy or may affect the market as a whole. The CBCM Funds and the Separate Accounts may experience a substantial or complete loss on an individual stock over a short or long-term period. Additionally, prices of equity securities generally fluctuate more than those of other securities, such as debt securities. Domestic and foreign economic growth and market conditions, interest rate levels, political events, terrorism, war, natural disasters, disease/virus epidemics and other events are among the factors affecting the securities markets in which the CBCM Funds and the Separate Accounts invest. There is risk that these and other factors may adversely affect the CBCM Funds’ and the Separate Accounts’ performance. These events could reduce consumer demand or economic output, result in market closure, travel restrictions or quarantines, and generally have a significant impact on the economy. These events could also impair the information technology and other operational systems upon which the CBCM Funds’ and the Separate Accounts’ service providers, including the Adviser, rely, and could otherwise disrupt the ability of employees of the CBCM Funds’ and the Separate Accounts’ service

providers to perform essential tasks on behalf of the CBCM Funds and the Separate Accounts. Governmental and quasi-governmental authorities and regulators throughout the world have in the past responded to major economic disruptions with a variety of significant fiscal and monetary policy changes, including but not limited to, direct capital infusions into companies, new monetary programs, and dramatically lower interest rates. An unexpected or quick reversal of these policies, or the ineffectiveness of these policies, could increase volatility in securities markets, which could adversely affect the CBCM Funds' and the Separate Accounts' investments. Accordingly, you should consider your own investment goals, time horizon, and risk tolerance before investing in a CBCM Fund or a Separate Account. An investment in a CBCM Fund or a Separate Account may not be appropriate for all investors or accountholders and is not intended to be a complete investment program. An investment in the CBCM Funds is not a deposit in the bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. You may lose money by investing in a CBCM Fund or a Separate Account.

More detailed information related to the risks of investing in CBCM Funds can be found in the private placement materials for the Unregistered Funds and the CB Fund's prospectus.

Disciplinary Information

CBCM is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of CBCM's advisory business or the integrity of CBCM's management. There have been no legal or disciplinary events that require disclosure under this item.

Other Financial Industry Activities and Affiliations

In addition to serving as investment adviser, CBCM is the managing member or general partner of the Unregistered Funds. Individuals, institutions, endowments, etc. may be solicited to become Investors in CBCM's Clients. CBCM serves as the investment manager to these Clients and receives a management fee from each of the Clients and a performance-based fee from

Cook & Bynum Emerging Markets, LP and certain Separate Accounts.

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

To avoid any potential conflicts of interest involving personal trades, CBCM has adopted a Code of Ethics, which requires, among other things, that all employees:

- At all times act with integrity, competence, diligence, respect, and in an ethical manner with Clients, Investors, prospective investors, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of Clients, and the interests of CBCM above the employee's own personal interests;
- Adhere to the fundamental standard that an employee should not take inappropriate advantage of such employee's position;
- Avoid any actual or potential 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;
- Maintain and improve an employee's professional competence and strive to maintain and improve the competence of other investment professionals; and
- Comply with applicable provisions of the federal securities laws.

CBCM's Code of Ethics also requires employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide CBCM with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

CBCM's Code of Ethics is applicable for all CBCM Funds and the Separate Accounts and will be provided to any Investor or prospective investor upon request.

Brokerage Practices

Decisions to buy and sell securities for the Clients are made by CBCM. In placing purchase and sale orders for portfolio securities for the Clients, it is the policy of CBCM to seek the best execution of orders at the most favorable price. In selecting brokers to effect portfolio

transactions, the determination of what is expected to result in the best execution at the most favorable price involves a number of largely subjective considerations. Among these are CBCM's evaluation of the broker's efficiency in executing and clearing transactions, the rate of commission or the size of the broker-dealer's spread, the size and difficulty of the order, the nature of the market for the security, and operational capabilities of the broker-dealer. CBCM will not take into account the sale/distribution of CBCM Fund shares or membership or partnership interests when selecting brokers to execute portfolio transactions.

"Soft dollars" refers to the practice of directing portfolio trades to brokers to pay for products or services other than execution provided by those brokers. Any such soft dollar arrangements will be consistent with Section 28(e) of the Securities Exchange Act of 1934, as amended (the "1934 Act"). Section 28(e) provides a safe harbor from breaches of fiduciary duty under Section 206 of the Advisers Act for investment advisers that, through their discretionary authority, execute transactions for client accounts through broker-dealers at higher commission rates than otherwise are obtainable in return for investment research services and transaction execution. If CBCM determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and research services provided by such broker, then CBCM Funds may pay commissions to such broker in an amount greater than the amount another broker might charge. In this case, CBCM would receive a benefit because CBCM does not have to pay for the research. Accordingly, CBCM may have an incentive to select or recommend a broker-dealer based on CBCM's interest in receiving the research, rather than basing the decision solely on which broker-dealer offers the most favorable execution/pricing.

Review of Accounts

The chief compliance officer of CBCM monitors Client accounts. Additionally, the chief compliance officer of the Trust continually monitors the Trust.

Investors in the Unregistered Funds receive: (1) an annual audited financial statement (including a balance sheet, profit and loss statement, and statement of cash flows); (2) an annual statement showing the Investor's share of the respective Fund's items of income, gain, loss, deduction, and credit relevant for income tax purposes and the associated changes in such Investor's capital account; and (3) quarterly statements stating the previous quarter's unaudited results and the associated capital account balance. Investors may receive, upon request, more frequent return and capital account information.

Investors in the CB Fund receive annual and semi-annual reports within 60 days after the end of the CB Fund's fiscal year and fiscal mid-year, respectively, in addition to quarterly account statements and annual tax documents.

The accountholders of the Separate Accounts receive account-related reports directly from the

third-party custodian of such Separate Account, and CBCM meets with the accountholder from time to time to review such accountholder's Separate Account and provide such information as the accountholder reasonably requests.

Client Referrals and Other Compensation

CBCM does not compensate anyone who is not a supervised person for client referrals; therefore, CBCM has no information applicable to this item.

Custody

Clients receive at least quarterly statements from the broker-dealer, bank, or other qualified custodian that holds and maintains such Client's assets. The statements provided to Investors by the CBCM Funds' administrators may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

CBCM has discretionary authority from the CBCM Funds and the Separate Accounts to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives of each CBCM Fund or Separate Account.

When selecting securities and determining amounts, CBCM observes the investment policies, limitations, and restrictions of the Clients for which it provides advice. For Registered Funds, CBCM's authority to trade securities may be limited by certain federal securities and tax laws that require diversification of investments and/or favor the holding of investments once made.

Voting Client Securities

The CBCM Funds have delegated and the Separate Accounts generally delegate all proxy voting to CBCM. As such, CBCM has adopted Proxy Voting Policies and Procedures (the "Procedures") that are designed to ensure that CBCM votes proxy proposals, amendments, consents, and/or resolutions (collectively, "Proxies") in a manner that serves the best interests of its Clients as determined by CBCM in its discretion. The Procedures also require that CBCM identify and address conflicts of interest between CBCM and its Clients. If a material conflict of interest exists,

CBCM will determine whether voting in accordance with the guidelines set forth in the Procedures is in the best interests of the Client or take some other appropriate action. CBCM generally votes in favor of routine corporate housekeeping proposals, except: (1) CBCM will oppose proposals that diminish the rights of shareholders or diminish management or board accountability to shareholders; and (2) CBCM will oppose compensation plans that are excessive relative to comparable companies' compensation packages or appear unreasonable in light of a company's performance.

CBCM's Proxy Voting Policy is included as an exhibit to the CB Fund's Statement of Additional Information, which is available, upon request and without charge, by calling a CBCM representative toll free at 1-877-839-COBY and/or visiting www.sec.gov.

Financial Information

CBCM is required to provide certain financial information or disclosures about CBCM's financial condition in this item. CBCM has no financial condition that impairs its ability to meet contractual commitments to Clients, and CBCM has not been subject to a bankruptcy proceeding.