

FIRM BROCHURE
(Part 2A of Form ADV)

The Molpus Woodlands Group, LLC

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This Brochure provides information about the qualifications and business practices of The Molpus Woodlands Group, LLC ("MWG). If you have any questions about the contents of this Brochure, please contact us at 601-948-8733 or mcooper@molpus.com.

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.

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

Additional information about MWG also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 114575.

Item 2 – Material Changes

There have been no material changes to our firm brochure since the most recent annual amendment filed on March 29, 2012. Our Brochure may be requested by contacting Michael R. Cooper at 601-948-8733 or mcooper@molpus.com.

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

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Item 4 – Advisory Business

MWG, a Timber Investment Management Organization (“TIMO”) and Registered Investment Advisor (registered with the SEC since 2004), and its operating affiliates, specialize in locating, acquiring and managing timberland in the industrial timberland-growing regions of North America, primarily in the United States for pension funds, college endowments, foundations, insurance companies, and high net-worth individual investors. MWG focuses on ensuring long-term optimum cash returns on investments while practicing responsible forest stewardship. MWG has experience in all facets of timber management, manufacturing, and marketing. In addition, MWG is one of the few TIMOs that has most of its core businesses and forestry functions handled or supervised by in-house experts. MWG’s investment advisory services are limited to timber management services and tailors its timberland investments to the objectives and guidelines of its clients.

MWG provides investment advisory services to separate account clients and two investment funds: Molpus Woodlands Fund III, L.P. and Molpus Woodlands Fund III (Cayman), L.P. (the “Funds”). The Funds are not registered as investment companies under the Investment Company Act in reliance on the exemption contained in Section 3(c)(7) thereof. The investment advisory services provided to the Funds are governed by the offering documents of the Funds. The Funds are closed to new investments.

MWG’s history dates to 1905 when two mercantile clerks (one of whom was Richard H. Molpus, the grandfather of Richard H. Molpus, Jr.) formed a partnership to create the Henderson-Molpus Mercantile Store, the predecessor to Molpus Lumber Company (“MLC”). Under the leadership of Richard H. Molpus, the son of the original founder, MLC continued its growth and eventually became the 10th largest independently-owned lumber manufacturer in the United States. In 1911, the company opened a small lumberyard consisting of a dry kiln and planer mill. By the start of World War II, the company had its first sawmill and contracted with the U.S. government to construct ammunition boxes. The company then expanded to create the Molpus Hardwood Company (“MHC”), formed in 1969 to utilize hardwood timber in the area. In 1974, MHC opened a facility in Morton, Mississippi, which became one of the nation’s largest and most technologically-advanced sawmills of its time. In the 1980s, the Molpus companies ended an era of manufacturing with the sale of its lumber-producing assets to large, integrated forest products companies. However, the various Molpus entities continued to operate as Molpus Forest Products, which functioned as a wood dealer operating multiple wood yards where timber was merchandized and sold to manufacturers throughout the world.

In 1996, MWG was established as a TIMO with its executive office in Jackson, Mississippi, and its operational headquarters in Hattiesburg, Mississippi in 1999.

As of December 31, 2012, MWG manages approximately \$1,464,154,000 in timberland assets for its clients, which includes approximately \$425,682,000 in private fund assets. All of the assets managed are considered discretionary accounts.

MWG is a fully independent and privately held TIMO owned by Richard H. Molpus, Jr.

Item 5 – Fees and Compensation

All fees are subject to negotiation and are within market ranges. The specific manner in which fees are charged by MWG is established in a client's written agreement with MWG. MWG will generally bill its fees on a quarterly basis in arrears. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

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

In some cases, MWG has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client and are typically calculated as a percentage of the cash flows earned and/or valuations in excess of a specified "hurdle" rate.

MWG's clients are generally charged both a negotiated asset-based fee and an additional negotiated performance fee. Since both types of fees are charged to each account MWG manages, MWG does not believe any inter-account conflicts are raised by such fees.

Item 7 – Types of Clients

MWG acquires, manages, and sells timberland as an investment vehicle for pooled investment vehicles, pension funds, college endowments, foundations, insurance companies, and high net-worth individual investors. The company focuses on ensuring long-term optimum cash returns on investments while practicing responsible forest stewardship. MWG has account minimums that vary depending on the type of investment.

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

Methods of Analysis

MWG is an independent, privately held firm that focuses solely on timberland. MWG has no activity or focus on any other areas of the timber value chain, like logging or milling. MWG is not affiliated with a larger asset manager and does not manage funds in other asset classes. Most functional areas of forestry management are handled "in-house," including forestry, biometrics, soil analysis, geographic information systems, legal, seedling production and other functional areas. MWG has developed a full scope of internal, proprietary resources (e.g., systems and software to economically assess silviculture inputs) to evaluate opportunities and improve

overall timberland investment performance. MWG has staff available for individualized research projects. Dependent upon the project at hand, if outside resources are needed, then monetary resources are put into obtaining the specific reports as needed.

Investment Strategies

MWG specializes in acquiring and managing high-quality timberland assets, which are managed according to sustainable forestry principles. MWG seeks to match investors' needs for diverse timberland holdings with acquisitions across the United States' timber regions and by adding various species and age classes in strong, diverse timber markets. MWG seeks to acquire properties at an attractive price consistent with MWG's investors' targeted returns profile.

Risk of Loss

While MWG's integrated and unique cross-functional organizational structure allows it to efficiently identify, monitor and minimize risk associated with timberland investments, there can be no assurances that loss will not occur. In considering the performance of investments in timberland, prospective timberland investors should keep in mind that prior performance of MWG's investments is not indicative of future results, and there can be no assurance that MWG will achieve comparable results in the future. Examples of risks include, but are not limited to the following:

General Economic and Market Conditions. An investment in timberland is subject to the risks inherent in real estate investments generally. These risks include adverse consequences resulting from the availability of capital, changes in tax laws and accounting principles, applicable regulations and reserve requirements, national and international events, energy supplies, the federal government's economic and fiscal policies, interest rates, environmental, health and safety laws, job sharing and telecommuting, competition with other properties, competition with non-real estate alternative investment opportunities in the capital markets, casualty and condemnation risks, acts of terrorism, acts of God, market expectations about future prices, the volatility of such prices, increases in costs of construction materials, government regulations and trade restrictions (including taxation and price controls), and local and international political and economic conditions.

The Cyclical Nature of Timberlands Values. Prices for standing timber have been, and in the future can be expected to be, subject to sharp, cyclical fluctuations. Accordingly, there can be no assurance the market value of timber will in the future be equal to or higher than the value currently prevailing, nor can there be any assurance that the historical long-term profitability of timberlands can be maintained.

Fire, Pest and Weather Damage to Properties. Timber is subject to a number of natural hazards, including damage by fire, insects and diseases or soil infertility. Severe weather conditions and

other natural disasters may also reduce productivity of forest lands and may interfere with the processing and delivery of forest products. Disease and pest control methods are not always successful and can be very expensive.

Leverage and Other Factors Related to Borrowing. To the extent leveraging occurs, it could increase the exposure to larger losses, since leveraged investment vehicles may be required to make fixed payments on specific dates regardless of the lack of liquidity of their respective assets or the receipt of revenues.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of MWG or the integrity of MWG's management. Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

MWG assists clients to acquire timberland properties and manages them for long-term returns while practicing forest stewardship. MWG also assists clients in selling timberlands and is a registered real estate broker in various states. Neither MWG nor any of its management persons are registered, or have a pending application to register, as a broker-dealer or a registered representative of a broker-dealer.

Item 11 – Code of Ethics

MWG has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, reporting requirements for the personal securities transactions of access persons, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at MWG must acknowledge the terms of the Code of Ethics annually, or as amended.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of MWG will not interfere with (i) making decisions in the best

interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

We strive to ensure that all employees act in accordance with MWG's internal policies and applicable regulations governing those rendering registered investment advisory services. Employees not in compliance with firm goals in this regard are subject to sanctions, which include possible termination.

MWG's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Michael R. Cooper at 601-948-8733 or mcooper@molpus.com.

Item 12 – Brokerage Practices

This Item 12 is not applicable to MWG, given the fact that client investments are in timberland.

Item 13 – Review of Accounts

MWG advises clients who invest in investment grade timberland. The periodic reviews consist of extensive due diligence including, but not limited to, on-site examinations, verification cruises, environmental studies, property title research, silvicultural analysis, etc. Annual budgets are prepared and reviewed with each client. Variances of actual performance to the budget may trigger MWG to review a particular client's account. Client timberland holdings are audited on a regular basis. The reviewers may include MWG's President, Executive Vice President, Chief Compliance Officer, Chief Financial Officer, Deputy Chief Financial Officer and Chief Operating Officer. Additionally, reviewers may include silvicultural specialists, biometricians, real estate specialists, among others. Since each property has unique characteristics, the reviewers' instructions are tailored with the client's investment criteria in mind. The number of accounts assigned to each reviewer is determined by their specialty and may vary with each reviewer. Annual audits of client's holdings are performed by independent public accountants.

MWG provides to each of its clients detailed financial statements, including balance sheets, income statements and cash flow statements for the timber properties under management. These written reports are provided monthly, quarterly and/or annually as directed by clients.

Item 14 – Client Referrals and Other Compensation

MWG has an arrangement with one placement agent, whereby for clients that the placement agent refers to MWG for timber management services, a portion of the management and incentive fees may be shared with the placement agent. The compensation paid for client referrals vary by size.

Item 15 – Custody

MWG provides to each of its clients detailed financial statements, including balance sheets, income statements and cash flow statements for the timber properties under management. These written reports are provided monthly, quarterly and/or annually as directed by clients. Since an affiliate of MWG serves as general partner to the Funds, MWG is deemed to have custody of the cash assets of the Funds. MWG requires the Funds to be audited by an independent, PCAOB accountant, and distributes the audited financial statements to all Fund investors.

Item 16 – Investment Discretion

With most clients and in conjunction with certain notices, MWG has the authority to determine which assets (i.e., land and/or timber) are to be sold, for how much and the timing of the sale. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. MWG and its clients agree in writing to applicable investment guidelines and restrictions. It is common for MWG's clients to grant it a limited power of attorney to effectuate said transactions.

Item 17 – Voting *Client* Securities

This Item 17 is not applicable to MWG.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about MWG's financial condition. MWG has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers.

This Item 19 is not applicable to MWG.