

Item 1 – Cover Page

**DISCLOSURE BROCHURE**  
**FORM ADV PART 2A**

**Nephila Capital Ltd.**

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*March 31, 2011*

This Brochure provides information about the qualifications and business practices of Nephila Capital Ltd. (the “Adviser”). If you have any questions about the contents of this Brochure, please contact us at (441) 296-3626 and/or through our website at [www.nephilacapital.com](http://www.nephilacapital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Nephila Capital Ltd. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

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

## **Item 2 – Material Changes**

On July 28, 2010, the SEC published “Amendments to Form ADV” which amends the disclosure document that we provide to clients and investors as required by SEC rules. This Brochure dated March 31, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Brochure is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item 2 will discuss only specific material changes that are made to the Brochure and provide clients and investors with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients and investors on at least an annual basis. Pursuant to new SEC rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Laura Taylor, Chief Operations Officer, at (441) 296-4684 or [ltaylor@nephilacapital.com](mailto:ltaylor@nephilacapital.com).

Additional information about the Adviser is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Nephila Capital Ltd. who are registered, or are required to be registered, as investment adviser representatives of the Adviser, if any (as of the date of this Brochure, there are no persons required to be so registered).

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#### **Item 4 – Advisory Business**

A. Description of Nephila Capital Ltd. Nephila Capital Ltd. (the “Adviser”), a Bermuda exempted company, is a leading investment manager specializing in catastrophe risk and weather risk investments for sophisticated institutional and high net worth clients. The Adviser was founded by Frank Majors and Greg Hagood in 1997 (under a predecessor name) as part of Willis Ltd, one of the world’s largest reinsurance brokers. The Adviser relocated to Bermuda in 1999 to establish a local presence in the world’s catastrophe reinsurance centre. In June 2008, Man Group Holdings Ltd. (“Man Holdings”), an affiliate of Man Group plc, a leading alternative investment manager, acquired a 25% passive interest in Nephila Holdings Ltd. (“Nephila Holdings”), the Adviser’s sole shareholder. Man Group plc (“Man Group”) is the parent company of the business comprising Man Investments and was incorporated in England and Wales on April 22, 1994 with registered number 02921462. Man Group is listed on the London Stock Exchange and is a constituent of the FTSE 100 Index.

Accompanying this Brochure as Form ADV Part 2B are the Adviser’s Brochure Supplements for the Adviser’s “supervised persons”, as such term is defined in SEC rules (e.g., the Adviser’s principals and employees who formulate investment advice for clients and have direct contact with clients, or who have discretionary authority over client assets).

B. Advisory Services Offered. The Adviser provides investment management services regarding catastrophe risk and weather risk strategies to its clients, which are organized as privately offered pooled investment vehicles open for investment by sophisticated institutional and high net worth investors. The Adviser currently acts as the sponsor and investment manager of offshore private investment funds (each, a “Feeder Fund”) and general partner and investment manager of U.S. private investment funds (each, a “Master Fund”). A Master Fund may invest in portfolio investment directly or indirectly through a wholly-owned Bermuda trading vehicle whose investment manager also will be the Adviser (each a “Bermuda Master Fund”). The Adviser also acts as sponsor and investment manager of stand-alone offshore private investment funds (the “Offshore Funds”). The Feeder Funds, the Master Funds, the Bermuda Master Funds and the Offshore Funds are referred to collectively as the “Funds” and individually, as a “Fund”, and such Funds also are referred to collectively as “Clients” or each, a “Client”.

Each Fund is open for investment only by qualified institutional or high net worth investors that meet the suitability requirements set forth in the applicable Fund’s subscription documents. Generally, the Master Funds are open only to qualified U.S. taxable investors and the Feeder Funds are open only to qualified non-U.S. investors and U.S. tax-exempt investors. Each Feeder Fund will invest its assets into its respective Master Fund, with the Master Fund conducting all trading activity (directly or indirectly through a Bermuda Master Fund as described above) pursuant to the investment strategies described generally below. The Offshore Funds are open only to qualified non-U.S. investors and U.S. tax-exempt investors and will conduct trading activity pursuant to the

investment strategies described generally below. Funds may be organized and offered for private investors generally, or may be customized for single investors or groups of investors as agreed with the Adviser.

The Catastrophe Risk Funds' investment strategies are to purchase or sell various types of securities and financial instruments, the return or performance of which are linked to catastrophic events and other property insurance risk. The Weather Risk Funds' investment strategies are to purchase or sell weather-linked investment instruments, including weather derivatives and other financial instruments, the returns of which are tied primarily to weather risk. The Adviser expects that its advisory services will be limited to advice regarding the foregoing investment strategies and instruments, as generally described.

The foregoing transactions are typically structured as securities in the form of notes, as International Swap and Derivatives Association, Inc. (ISDA)-based over-the-counter swaps or other derivatives contracts, or weather futures and options traded on U.S. or non-U.S. futures exchanges.

The primary differences between the Funds are the degree of leverage used, the extent of portfolio diversification, differences in the nature and terms of specific portfolio investments, differences in the Adviser's fees, and the investors' redemption or withdrawal rights. A Fund may be organized into one or more classes of shares or interests, each with its own terms and conditions. For a complete description of a Fund's investment objectives and strategies, as well as a description of the material terms of an investment in a Fund (including the risks of an investment and associated conflicts of interest), please refer to the relevant Fund's Confidential Offering Memorandum (the "Memorandum").

To facilitate its Clients' access to the traditional reinsurance market, the Adviser has caused to be organized Poseidon Re Ltd. ("Poseidon"), a transformer licensed as a Bermuda Class 3 reinsurance company. The Adviser is the manager of Poseidon. The Adviser currently expects that all such reinsurance-related derivative transactions for its Clients generally will be entered into with Poseidon as opposed to with a third party transformer. The sole purpose of using Poseidon is to eliminate the "mark-up" that would otherwise be charged to Clients by a third party transformer on the derivative transaction. It is currently expected that Poseidon will enter into derivative transactions only with the Adviser's Clients, and not with third parties.

C. Tailored Services. An offering to invest in a Fund can be made only by means of such Fund's Memorandum. As the investment manager and sponsor/general partner of each Fund, the Adviser makes decisions on how each Fund should allocate its assets to certain investments; selects brokers, dealers, banks and other counterparties or intermediaries by or through whom portfolio transactions will be executed or carried out; monitors each Fund's investments; and makes all other necessary or appropriate recommendations to carry out its portfolio management duties. Investment mandates for each Fund are clearly outlined as being specific to certain types of risk.

Each of the Adviser's Funds has different risk/return objectives with varying allocations to catastrophe bonds and other over-the-counter insurance-linked instruments.

The Adviser may form and manage additional privately offered pooled investment vehicles in the future and, from time to time, may manage separately managed accounts of other qualified clients on a limited basis, although it is expected that such separate accounts will be organized in the form of single member limited liability entities whose manager is the Adviser (e.g., similar in structure to a privately offered pooled investment vehicle). For purposes of this Brochure, all of the foregoing additional funds and accounts shall also be referred to interchangeably herein as a "Fund" or a "Client".

D. Wrap Fee Programs. The Adviser does not participate in any wrap fee programs. Please refer to Item 5 – Fees and Compensation, below, for more information regarding the Adviser's fees.

E. Client Assets the Adviser Manages. The Adviser's Client assets under management as of December 31, 2010 were approximately U.S. \$3.0 billion. All such assets are managed on a discretionary basis (none being non-discretionary).

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

A. The Adviser's Fees and Compensation. Each of the Funds will be charged an asset-based management fee ("management fees") and a performance-based incentive allocation or fee ("incentive allocations" and collectively with the management fees, the "advisory fees"), as explained below. Advisory fees may be subject to negotiation in the Adviser's sole discretion.

The specific advisory fee rates and method of calculation and payment are set forth in the applicable Fund's Memorandum and other applicable governing documents.

Management Fee: The Adviser generally receives a monthly management fee from each Master Fund and Offshore Fund equal to a percentage of the Master Fund's or Offshore Fund's net assets, as applicable, payable as of the last business day of each calendar month. The annual rates vary from 1% to 2% of net assets.

Incentive Allocation: The Adviser generally is entitled to receive an incentive allocation from each limited partner's capital account in each Master Fund (or each shareholder's series of shares in each Offshore Fund, as applicable) at the end of each calendar year, generally equal to a percentage of "new net profits" experienced with respect to each limited partner's capital account (or shareholder's series of shares in each Offshore Fund, as applicable) for such year. The annual rates vary from 0% to 15% of "net new profits" and may or may not include a "hurdle rate amount".

B. Deductions. Advisory fees are charged as earned according to the general schedule described above, and are automatically deducted from the assets of the Client account.

C. Expenses. The Adviser's advisory fees are exclusive of investment, administrative and operating expenses which shall be incurred by the Client account. Applicable expenses will be described in more detail in the applicable Fund's Memorandum or other applicable governing documents. In general, standard brokerage expenses are 5-10% or less of the premium for over-the-counter transactions. The remaining expenses of a typical Fund are approximately 0.25% of the Fund's net asset value with the administrator's costs accounting for around 60% of this amount. Other expenses include: interest expenses, administrative expenses (e.g., administrative, legal, accounting, auditing and other expenses), registration, regulatory and self-regulatory fees, custodial fees, withholding or other taxes, and extraordinary expenses, if any. The foregoing expenses are exclusive of and in addition to the Adviser's advisory fees and the Adviser will not receive any portion of the foregoing expenses.

Investors should be aware that, through its investment in its respective Master Fund, a Feeder Fund will share all costs and expenses of the Master Fund in proportion to its investment in the Master Fund, including the management fee and incentive allocation which typically are payable at the Master Fund level. Also, a Feeder Fund and its associated Master Fund will indirectly share in its respective portion of the costs and expenses associated with the Bermuda Master Fund, including without limitation, all investment and transactional costs and expenses.

D. Advance Payment of Fees. Advisory fees generally are paid in arrears; Clients are not required to pay fees in advance.

E. Sales Compensation. Neither the Adviser nor any of its supervised persons will receive compensation for the sale of Fund interests or shares to investors, or for the sale of securities or other investment products. The Adviser may share its management fees with its affiliated marketing agents for the private distribution of Fund interests or shares, as further described in Item 10 - Other Financial Industry Activities and Affiliations – Relationships or Arrangements with Related Persons, below.

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

The Adviser's fees typically include incentive allocations, which are based on a percentage of investment profits. In measuring Clients' assets for the calculation of incentive allocations, the Adviser includes realized and unrealized gains and losses. Incentive allocation arrangements may create an incentive for the Adviser to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. The Adviser has procedures designed and implemented to ensure that all Clients are treated fairly and equitably, and to prevent this conflict from influencing the allocation of investment opportunities among Clients. Please refer to item 5 - Fees and Compensation, above for further information regarding fees.

### **Item 7 – Types of Clients**

The Adviser provides investment advice primarily to Clients that are privately offered pooled investment vehicles open for investment by sophisticated institutional and high net worth investors, as described in this Brochure. Investors will be required to satisfy certain minimum regulatory suitability requirements and make the minimum investment required for the particular Fund. See Item 4 – Advisory Services, above.

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

A. Methods of Analysis and Investment Strategies. The Adviser's strategy is to provide investors (through an investment in a Fund) with returns that are not correlated to traditional financial markets by offering products specializing in insurance-linked securities ("ILS") and, to a lesser extent, instruments linked to weather risk. The Adviser advises its Clients regarding the investment instruments in which the Clients will invest, and on what terms, pursuant to the investment objectives and strategies to be employed by the particular Client. In making this determination, the Adviser examines underwriting information relating to catastrophe events, including statistical databases and modeling software. Investors should be aware that investing in securities involves risk of loss that they should be prepared to bear.

B. Risk of Loss. The purchase of shares or interests in a Fund involves a number of significant risks and other important factors relating to general business conditions and investments in pooled investment vehicles, generally, and relating to the structure and investment objectives of the Fund, in particular. Accordingly, investors should carefully consider the following risks, among others that are disclosed in more detail in the Memorandum:

Reliance on Adviser and its Personnel. The Adviser will have complete discretion in investing its Clients' assets. A Client account's success depends, to a great extent, on the Adviser's ability to select investments and allocate assets. There can be no assurance that the Adviser will be successful. The death, disability or cessation of employment of Partners or other personnel of the Adviser could have a material adverse effect on the investment performance of the Adviser's Clients.

Restricted Liquidity and Limited Transferability of Fund Interests. Investors are not able to redeem or withdraw their shares or interests in a Fund, except periodically upon notice as set forth in the governing documents of the Client, and subject to other limitations or conditions on the ability to receive redemption or withdrawal proceeds. There is no market for Fund shares or interests, and investors are not permitted to assign or transfer their Fund shares or interests, except with the Adviser's prior written consent, which it may withhold.

Recovery Investments. Pursuant to the terms of and as described in more detail in the Client's governing documents, the Adviser may declare one or more portfolio investments of a Client which is illiquid or incapable of ready valuation to be a "recovery investment". Investors may not redeem



or withdraw their shares or interests in a Fund to the extent of such Fund's interest in such recovery investments, and investors will be required to hold such recovery investment shares or interests indefinitely, until the underlying recovery investment is realized or capable of ready valuation.

**Lack of Diversification.** Depending on the investment objectives, strategies and guidelines of the particular Client account, the Adviser may establish fixed guidelines limiting the amount of Client assets that may be subject to the risks in a particular geographic region or peril and limiting the size of certain portfolio positions as a percentage of the Client account's net assets. However, such guidelines may nevertheless allow a Client account to hold a single or few relatively large (in relation to its assets) investments in a single geographic region, with the result that a loss in any such investment position or group of positions could have a material adverse affect on the Client account's investment performance.

**Leverage.** Depending on the investment objectives, strategies and guidelines of the particular Client account, the Adviser may, by use of structured derivatives transactions, cause a Client account to access non-recourse leverage in such a way that the Client account will be able to invest in a total notional amount of risk in excess of the net assets of the Client account. Losses incurred on the Client account's leveraged investments will be increased in magnitude in direct proportion to the degree of leverage used, and may exceed the amount of capital invested.

**Absence of Regulation.** The Funds are privately offered pooled investment vehicles that do not have the regulatory protections afforded to U.S.-registered investment companies or other similar vehicles. The Funds' shares or interests are not registered for sale to the public in the United States or in any jurisdiction.

**Conflicts of Interest.** The Adviser is subject to various conflicts of interest in its relationship with the particular Client account and the Adviser's affiliates. The Adviser manages a number of different Client accounts with similar or different investment objectives, strategies and guidelines, which may compete with other Client accounts and present conflicts in the allocation of investment opportunities.

**C. Specific Risks of Loss.**

There are various material risks that are attendant to the specific investment instruments utilized by the Adviser for its Client accounts of which investors should be aware. Certain of these risks are set out below. For a more complete statement of the risks related to the Funds' investments, please refer to the applicable Memorandum.

**Risk of Loss Due to Catastrophic Events.** Client accounts may invest in instruments, the investment returns of which are related to the occurrence of catastrophic or other events which traditionally are the subject of insurance. Such instruments, including insurance-linked securities, may be

subject to the risk of loss or reduction of principal and/or interest due to the occurrence of catastrophic or other events. Similarly, instruments such as catastrophe options that may be written by the Client account potentially could expose the Client account to liability far in excess of the option premium received, due to the occurrence of catastrophic or other events. Accordingly, such instruments are speculative, and the Client account could lose all or part of the principal or interest, or an amount in excess of any premium collected or specified margin deposit, if any, with respect to such instruments upon the occurrence of a catastrophe or other event.

The Adviser believes that the greatest risk to its Clients' investments is a major hurricane, earthquake or similar catastrophe striking a heavily populated area mainly in the US, Europe or Japan but also in other regions.

Unpredictability of Risk. With respect to insurance-based instruments, prospective investors should be aware that the type, frequency and severity of catastrophic events are difficult to predict. While the economics of such instruments may rely on the occurrence or non-occurrence of certain catastrophic or other events, such events are difficult to predict or model, and thus the expected return on an investment with respect to such instruments is difficult to calculate. Certain insurance-based instruments may include exposure to the risk of loss from certain acts of terrorism, the occurrence and quantification of which may be difficult or impossible to predict. While the Adviser will make assessments regarding the expected investment return on insurance-based instruments, because of the unpredictability of the catastrophic or other events upon which investment return may be based, there can be no assurance that the investment return provided by such instruments will be adequate to compensate Clients for the risk borne thereby.

Derivative Instruments; Counterparty Default Risk. Client accounts will invest in various forms of over-the-counter derivative instruments (such as swaps, over-the-counter equity or other derivatives). Over-the-counter derivative instruments are not traded on an exchange or subject to direct government regulation. Rather, these instruments are traded through an informal network of banks and other dealers, and in light of the unregulated nature of the agreements evidencing the transactions, can apply discretionary margin and credit requirements. Also, some instruments traded in the over-the counter market may have fewer market makers, wider spreads between their quoted bid and asked prices and lower trading volumes, resulting in comparatively greater price volatility and less liquidity than the securities of companies that have larger market capitalizations and/or that are traded on major stock exchanges or the market averages in general.

Derivative instruments also carry the risk of failure to perform by the counterparty to the transaction, or in the case of so-called insurance transformers, the bankruptcy of, or the failure to perform by the transformer including, but not limited to, Poseidon, a Bermuda incorporated insurance company that is managed by the Adviser (see Item 4.B. – Advisory Services Offered, and Item 10 – Other Financial Industry Activities and Affiliations – Relationships or Arrangements with Related Persons). In the event of insolvency of Poseidon or its default on the derivative transaction,

Clients may incur material losses. Poseidon separately identifies on its books, with respect to each reinsurance contract and derivative contract that it enters into, the specific assets that it holds and the obligations that it incurs with respect to each such contract. However, it should be noted that the assets of Poseidon in respect of its various contractual obligations are not legally segregated from one another. Therefore, in the event of the bankruptcy of Poseidon, all the assets of Poseidon would be available to satisfy the claims of all of its creditors, and the assets of Poseidon held in respect of its derivative transactions with the Clients would not be bankruptcy remote from the claims of Poseidon's creditors in respect of its activities that are unrelated to the business of specific Clients.

When selling protection to a counterparty through a reinsurance contract, the counterparty will make payments to Poseidon of a fixed premium amount, either up front or periodically on an installment basis. Any default in the payment of premium by a counterparty, while it would release Poseidon from any further payment obligations on the contract, may result in Poseidon (and, in turn, the Clients) having to write-off from income the amount of such unpaid premium installments.

Lack of Liquidity in Markets and Instruments. The markets for many of the Clients' investments in insurance-based instruments have limited liquidity and depth which could disadvantage Clients, both in the realization of the prices which are quoted and in the execution of orders at desired prices. With respect to insurance-based instruments, the transfer of many of such instruments may be limited by securities laws restrictions and other restrictions that may be set forth in the terms of the security. Many of such securities do not have an established market; therefore, resale of such securities may be difficult or impossible.

Credit Ratings. Credit ratings risk is inherent in certain of the insurance-based instruments that will be part of the Clients' investment portfolios (e.g., catastrophe bonds and other insurance-linked securities offered by special purpose entities). When possible, decisions to invest in these securities will take into account any credit ratings issued by major rating agencies, such as Moody's, or Standard & Poor's. Because not all of the instruments that will comprise a Client's portfolio are expected to be rated, the Adviser will be guided by its internal guidelines for acceptable ratings surrogates. However, the insurance-based instruments in which the Clients invest need not have any particular rating of creditworthiness.

Risks Specifically Associated with Insurance-Based Instruments. Ownership of insurance-linked or catastrophe securities involves a degree of risk because of a number of characteristics which may be common to such securities, such as the following:

- Limited Resources of Issuers. The issuers of such securities often are thinly capitalized, special-purpose entities that do not have ready access to additional capital. In the event of unanticipated expenses or liabilities, such entities may not have the resources available to pay such expenses or liabilities or the required interest and/or principal on their issued securities.

- Investments of Issuers. The ability of issuers of insurance-linked or catastrophe securities to provide the expected investment returns on their issued securities is based in part on such entities' investments, which may be subject to credit default risk, interest rate risk and other risks.
- Regulation. Entities that issue insurance-linked or catastrophe securities may be subject to substantial regulation of their insurance and other activities. Such regulation can lead to unanticipated expenses that may result in such an entity being unable to satisfy its obligations, including those related to its issued securities. Conversely, because such entities often are domiciled in non-U.S. jurisdictions, such entities may not be subject to the same degree of regulatory oversight to which investors may be accustomed to seeing issuers and insurance companies subject in the U.S. Similarly, because such entities often are subject only to the laws of non-U.S. jurisdictions, it could be difficult for an investor in such an entity to make a claim or enforce a judgment against the entity or its directors or officers. Because insurance-based instruments have certain features and an investment return that may be based on the occurrence of events which traditionally are the subject of insurance, it is possible that insurance regulatory authorities or courts could determine that the purchase or holding of such securities or the writing of such derivatives constitutes the conduct of the business of insurance or reinsurance, which may have a material adverse impact on Client accounts.
- Subordination. Insurance-linked or catastrophe securities often are subordinated to other obligations of the issuer, such as those obligations to a ceding insurer. Consequently, if such an entity incurs unexpected expenses or liabilities in connection with its activities, the entity may be unable to pay the required interest and/or principal on its issued securities.

**The foregoing is only a brief summary of certain risks relating to the Funds and their investments. Prospective investors are urged to review the applicable Fund's Memorandum and other governing documents for more detailed statement of the material risks, conflicts of interest and terms of investment in the Fund. There can be no guarantee that the Adviser's investment recommendations will be successful or that a Clients' investment objectives will be achieved.**

#### **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 the Adviser or the integrity of the Adviser's management. The Adviser has no information applicable to this Item.

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

A. Broker-Dealer. Neither the Adviser nor any of its management persons is registered, nor has an application pending to register, as a broker-dealer or registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor.

Neither the Adviser nor any of its management persons is registered, nor has an application pending to register, as a futures commission merchant, a commodity pool operator or a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationships or Arrangements with Related Persons. The Adviser and its management persons have no relationships or arrangements that are material to the Adviser's advisory business or to its Clients with related persons, except as described below:

1. Broker-Dealer, Municipal Securities Dealer, or Government Securities Dealer or Broker. The Adviser has engaged Man Investments Inc., an SEC-registered broker-dealer, and Man Investments AG, a non-U.S. broker, to act as marketing agents for the private distribution of shares or interests in the Funds to investors. Man Investments Inc. and Man Investments AG are affiliates of the Adviser's indirect minority owner, Man Holdings. The Adviser shares a portion of its management fees earned with these affiliated marketing agents in consideration of their services.

2. Investment Company or Other Pooled Investment Vehicle. As described more fully in Item 4 – Advisory Business, above, the Adviser is the general partner and investment manager, as applicable, of the Funds, which are privately offered pooled investment vehicles that are typically organized as Delaware limited partnerships or Bermuda exempted companies.

3. Other Investment Adviser or Financial Planner. The Adviser's sole shareholder, Nephila Holdings Ltd., is also the sole member of Nephila Advisors LLC ("Nephila USA"), a recently organized Delaware limited liability company with principal offices in San Francisco, CA. Nephila USA and its Manager, Barney Schauble, provides certain non-discretionary sub-advisory services to the Adviser with respect to the Weather Risk Funds and any other Client account that may pursue the Adviser's weather risk strategy. Nephila USA also may provide the Adviser with certain non-advisory services, including investor relations, business development, accounting and administration, software development, and data storage services. Neither Nephila USA nor Mr. Schauble will be authorized to have investment discretion over any Client account. In consideration of its services, the Adviser will pay Nephila USA certain fees from its own assets. It is expected that Nephila USA will become registered as an investment adviser with the SEC.

In addition, Man Holdings, an indirect minority owner of the Adviser, is affiliated with two SEC-registered investment advisers, Man Investments (USA) LLC and Man Investments (USA) Corp. These investment advisers do not perform any advisory services to the Adviser or any of the Adviser's Clients, and Adviser has no business arrangements with these investment advisers.

4. Insurance Company or Agent. The Adviser also acts as insurance manager to Poseidon, a Bermuda incorporated insurance company. All of the outstanding shares of Poseidon are held in trust by a third party professional trustee for charitable purposes. From time to time, the Adviser may cause its Client accounts to enter into swap or other over-the-counter derivative transactions with Poseidon in order to access the traditional reinsurance market. Poseidon does not receive any fee or compensation from such transactions, although each Client account may reimburse the Adviser for such account's pro rata portion of Poseidon's third party legal, accounting and administrative expenses. In engaging in any such transactions, the Adviser will endeavor to treat its Client accounts on a fair and equitable basis, and will not knowingly disadvantage any Client account. A further description of these activities is described in the relevant Fund's Memorandum.

The Adviser's sole shareholder, Nephila Holdings, is also the sole shareholder of Nautical Management, Ltd. ("Nautical"), a Bermuda incorporated insurance manager. Nautical acts as insurance manager to Prism Re, Ltd., Aquarius Re, Ltd. and Zodiac Re, Ltd., all of which are Bermuda incorporated reinsurance companies (the "Reinsurance Accounts"). The Reinsurance Accounts assume property catastrophe risk of a similar nature to the Catastrophe Risk Funds, but do not have any business arrangements with any Adviser-managed Client account (although certain Clients may invest in the Reinsurance Accounts, as described in Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, below).

5. Sponsor or Syndicator or Limited Partnerships. Certain of the Funds are organized as limited partnerships, for which the Adviser serves as general partner and investment manager. See 2 – Investment Company or Pooled Investment Vehicle, above.

D. Recommended or Selected Investment Advisers. The Adviser has engaged the services of its U.S.-based affiliate, Nephila USA, to provide non-discretionary investment advice to the Adviser regarding the Adviser's weather risk strategy, in its capacity as a sub-advisor to the Adviser. In return for these services, the Adviser will pay a fee to Nephila USA out of the Adviser's own assets. Although the Adviser generally will rely on the expertise of Nephila USA and its Manager, Barney Schauble, in formulating investment decisions for Client accounts that pursue the Adviser's weather risk strategy, Nephila USA will not have discretionary authority to act as an investment manager for any Client account, and all investment recommendations of Nephila USA are subject to review and approval by the Adviser. Clients will not pay any fees to Nephila USA. See Item 10.C. – Relationships or Arrangements with Related Persons – Other Investment Adviser or Financial Planner, above.

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

A. Description of Code of Ethics. The Adviser has adopted a Code of Ethics pursuant to the SEC's rules under the United States Investment Advisers Act of 1940, as amended (the "Advisers Act"), for

all supervised persons of the Adviser. The Code of Ethics describes the Adviser's 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, 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. In general, under its Code of Ethics and applicable law, the Adviser must make full and fair disclosure to its Clients of all material facts. The Adviser and its personnel also are required to place the interests of its Clients first, and to avoid activities, interests and arrangements that might interfere or appear to interfere with making investment decisions in the best interests of the Adviser's Clients.

All supervised persons of the Adviser must acknowledge the terms of the Code of Ethics annually, or as amended.

The Adviser's current and prospective Clients and investors may request a copy of the Adviser's Code of Ethics by contacting Laura Taylor, Chief Operations Officer, at (441) 296-4684 or [ltaylor@nephilacapital.com](mailto:ltaylor@nephilacapital.com).

**B. Material Financial Interest in Transactions.**

The Adviser manages the investment activities of various Clients and will receive advisory fees for its services to such Clients and the Adviser, its officers, directors, employees and affiliates may invest personally in Client accounts. The Adviser may advise Clients that use investment strategies which may be the same or different from or conflict with those of other Clients. The Adviser may have a conflict of interest in rendering advice to various Clients, because the financial benefit from managing a Client's account may be greater than managing another account, providing an incentive to favor one account over the other. Further, the Adviser may have to allocate limited investment opportunities among Clients which in certain circumstances could work to the detriment of a Client or group of Clients. In such event, the Adviser would not be committed to allocating opportunities among its Clients in any particular proportion. However, in all cases, the Adviser will endeavor to treat all Clients fairly in the allocation of investment opportunities, taking into account each Client's investment objectives, strategies and guidelines. Where it is suitable for more than one Client account to participate in a particular investment, the Adviser will generally allocate the opportunity to each such account on a pro rata basis, or another basis that is fair and non-preferential over time.

When appropriate, the Adviser may cause a Client account to invest a portion of its assets alongside other investors in one or more Reinsurance Accounts, which are managed by Nautical, an affiliate of the Adviser. However, it should be noted that any advisory fees paid by a Client account to Nautical for its management of such Reinsurance Accounts will be rebated to the Client account (i.e., investors in such Client account will not effectively pay two levels of advisory fees to Nautical for any investments in any such Reinsurance Accounts).



From time to time, the Adviser may cause a Client to sell a security or other investment instrument to, or purchase a security or other investment instrument from, another Client account (i.e., a “cross transaction”). Such cross transactions may occur in connection with portfolio rebalancing for Clients, among other reasons. In general, the Adviser may execute cross transactions as long as such transactions are on terms (including price) that are fair for both Clients, are consistent with the investment objectives of each Client, and are otherwise in compliance with applicable law and the Adviser’s policies and procedures.

**C. Investments in Same Securities.**

It is the Adviser's policy that, subject to certain exceptions for a limited number of "grandfathered" holdings, no officer, director or employee of the Adviser may buy, sell, hold or otherwise transact in, for any account in which such person has a beneficial interest: (i) any security or investment instrument in which the officer, director or employee of the Adviser causes, or potentially may cause, a Client to trade. or (ii) any security or investment instrument issued by any issuer with which the Adviser does business, or potentially may do business, on behalf of a Client.

The Adviser, its officers, directors, employees and affiliates may invest in the Funds as investors, and such investments may be significant from time to time. Such investments may be the same terms offered to investors generally, or may be on different terms, in the Adviser's discretion. Such personal investments may create an incentive for the Adviser to manage a Client account differently than it would absent such personal investments. However, the Adviser will endeavor to act only in the best interests of its Client accounts in the management of such Client accounts.

**D. Timing of Investments.**

See Item 11.B. – Material Financial Interest in Transactions, above.

**Item 12 – Brokerage Practices**

**A. Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions.**

1. Research and Other Soft Dollar Benefits. As the investment manager to its Client accounts, the Adviser has the complete authority to determine what securities and investment instruments its Clients should buy or sell and what brokers or dealers the Client accounts should use, and on what terms. The majority of the investments made by the Client accounts are transactions in over-the-counter derivatives or other non-exchange traded instruments entered into on a principal-to-principal basis. Such transactions are entered into with dealers, counterparties or issuers as principal opposite the Client account, where no “commissions” or transaction-based fees are charged the Client account. To the extent the Adviser causes a Client account to purchase or sell a security or other investment instrument through a broker on an agency basis, the Adviser has the discretion to consider the value of products, research or services



provided to the Adviser by the broker consistent with the “safe harbor” for fiduciaries' use of “soft dollar” arrangements pursuant to Section 28(e) of the United States Securities Exchange Act of 1934, as amended, to the extent applicable. As of the date of this Brochure, the Adviser does not contemplate entering into any “soft dollar” arrangements with its brokers.

2. Brokerage for Client Referrals. In selecting or recommending broker-dealers, the Adviser does not consider as a factor whether or not the Adviser or its related persons will receive Client or investor referrals from a broker-dealer or third party.

3. Directed Brokerage. The Adviser does not utilize directed brokerage arrangements.

B. Aggregation of Trades. The Adviser has the discretion to bunch Client orders for the same securities or other investment instruments in one order where it is in the best interests of the Client accounts to do so. The Adviser generally will seek to do so where bunching in the particular instance is practicable, administratively efficient, and would reduce transaction costs. The Adviser will seek to allocate such executed transactions among the participating Client accounts on a basis that is fair and equitable to all Client accounts, taking into account any relevant factors, such as account size, or applicable investment objectives, guidelines or restrictions. The Adviser is under no duty to bunch orders, however, and in many instances it may not be practicable to do so, given the nature of the investment instruments that the Adviser trades for its Client accounts.

### **Item 13 – Review of Accounts**

A. Periodic Review. The Portfolio Managers of the Adviser review the performance of its Client accounts weekly. The Adviser then advises the Client accounts as to the amount of assets that should be allocated to various investment instruments pursuant to each Client account's investment objectives and strategies.

B. Triggered Review. The Portfolio Managers of the Adviser will engage in more frequent reviews of Client accounts on an as-needed basis as circumstance warrant, for example, periods of impending major storm activity or other unusual events.

C. Content and Frequency of Reports. Except as otherwise specified in the governing documents of the relevant Client account, each investor in a Fund receives (i) a monthly unaudited statement of the value of its investment in the Fund in which the investor is invested, (ii) a quarterly review of the performance of such Fund, and (iii) an annual audited financial statement of such Fund; and (iv) annual tax-related information regarding the investor's investment in the Fund (if applicable).

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

A. Other Compensation. The Adviser has also entered into a specified fee agreement with a third party whereby in return the Adviser's payment of fees, the third party is expected to contribute to

the Adviser analytical resources in return for receipt of a share of the fees the Adviser earns from certain existing investors in certain Funds. Other than the foregoing, the Adviser does not receive any compensation or other economic benefit for providing investment advice or other advisory services to its Clients from persons who are not the Adviser's Clients or investors in a Fund.

B. Client Referrals. As indicated above, affiliates of one of the Adviser's indirect minority owners act as exclusive marketing agents for the distribution of interests in certain Funds to investors, both inside and outside of the United States. In return, the Adviser shares a portion of its management fees earned with these affiliated marketing agents.

### **Item 15 – Custody**

The Adviser generally will be deemed to have custody of Client funds and securities pursuant to the SEC's rules under the Advisers Act and in such case, will comply with applicable custody-related rules and requirements. In particular, the Adviser expects to deliver to its Fund investors audited financial statements of each Fund within 120 days after the end of the Fund's fiscal year, as an alternative to requiring the Fund's qualified custodians to deliver to the Fund's investors' quarterly account statements showing the investments of the Fund, among other requirements. In any event, investors should review carefully the audited financial statements and other reports they receive from the Adviser or the Funds.

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

The Adviser receives discretionary authority from the Client at the outset of an advisory relationship to select the identity and amount of securities and other investment instruments to be bought or sold, pursuant to the terms of the governing documents of the Client. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives, strategies and guidelines for the particular Client account. When selecting securities and determining amounts, the Adviser observes the investment policies, limitations and restrictions of the Clients for which it advises. Any material investment guidelines and restrictions will be disclosed to the Fund's investors in the Fund's Memorandum or otherwise in writing.

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

Clients and investors may obtain a copy of the Adviser's complete proxy voting policies and procedures upon request. It should be noted that, given the nature of the Adviser's investment activities on behalf of its Clients, it is not anticipated the Client accounts will hold voting securities. Nonetheless, the Adviser has adopted proxy voting policies and procedures as required by SEC rules, which are summarized below.

Clients generally will give the Adviser the authority to vote proxies; Clients or investors generally will not be able to direct that the Adviser vote a particular way. As an investment manager, the

Adviser's duty to its Clients is to maximize the value of the investments it manages, and the Adviser will vote proxies in a manner that it in good faith determines is consistent with this duty.

Each proxy proposal is reviewed on a case-by-case basis by a member of the Adviser's portfolio management team. The relevant portfolio manager has responsibility for reviewing proxy materials and deciding how to vote on each issue or initiative for the securities he or she trades. Any employee who has a direct or indirect pecuniary interest in any issue presented for voting, or any relationship with the issuer must inform the Adviser's Chief Compliance Officer and recuse him or herself from decisions on how proxies with respect to that issuer are voted.

A record of all proxy decisions will be retained by the Adviser and available for inspection by Clients and investors. For information regarding the Adviser's proxy voting record or for a copy of the Adviser's proxy voting policies and procedures, please contact Laura Taylor, Chief Operations Officer, at (441) 296-4684 or [ltaylor@nephilacapital.com](mailto:ltaylor@nephilacapital.com).

#### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Adviser's financial condition. The Adviser 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. Pursuant to SEC rules, no balance sheet or other financial information of the Adviser is required to be included in this Brochure.

#### **Miscellaneous – Privacy Policy**

In accordance with SEC rules, the Adviser has adopted policies and procedures relating to the collection, use and protection of nonpublic personal information of the Adviser's clients and investors (each referred to as a "customer"). The Adviser's Privacy Policy is set out below.

Privacy Policy. The Adviser (referred to as "we") considers customer privacy to be fundamental to our relationship with our customers. In the course of operating and acting as trading advisor to the private investment fund in which you have invested (the "Fund") or acting as trading advisor over your individual account (the "Account"), we collect personal information about you ("nonpublic personal information"). We collect this information to know who you are and to meet our obligations under the laws and regulations that govern us.

Throughout our history we have been, and we remain, committed to maintaining the confidentiality, integrity and security of our customers' personal information. It is our policy to respect the privacy of our current and former customers and to protect the personal information entrusted to us. This Privacy Policy describes the standards we follow for handling your personal information, with the dual goals of meeting your financial needs while respecting your privacy.

Information We Collect. We collect nonpublic personal information about you from three sources:

- Information on subscription agreements or other forms. This category may include your name, address, tax identification number, age, marital status, number of dependents, assets, debts, income, employment history, beneficiary information and personal bank account information;
- Information from your transactions with us, such as your investment history in the Fund and/or the Account and your account balance; and
- Information obtained from others, such as consumer credit reporting agencies.

Information We Disclose. We may disclose any of the nonpublic personal information we collect with unaffiliated third parties only if necessary to operate and act as trading advisor to the Fund or to act as trading advisor over your Account or to complete a transaction for the Fund or the Account. For example, we may disclose nonpublic personal information about you to the unaffiliated third parties and in the circumstances described below, as permitted by applicable laws and regulations:

- Companies with whom we have contracted to provide Fund- or Account-related services;
- Our lawyers, accountants, auditors, regulators, advisors, and quality-control consultants;
- If we suspect fraud;
- To protect the security of our records, Web site and telephone customer service center; and
- Information you have authorized us to disclose.

Protecting Your Information. We limit access to the information we have about you to our employees who need to know such information in order for us to operate and act as trading advisor to the Fund or to act as trading advisor over the Account. In addition, we maintain appropriate physical, electronic and procedural safeguards to protect your information.

Former Customers. We treat information concerning our former customers the same way we treat information about our current customers.

Keeping You Informed. We will send you a copy of this Privacy Policy annually. We will also send you all changes to this Privacy Policy as they occur. For information regarding the Adviser's Privacy Policy, please contact Laura Taylor, Chief Operations Officer, at (441) 296-4684 or [ltaylor@nephilacapital.com](mailto:ltaylor@nephilacapital.com).

