

## **PART 2A OF FORM ADV: INVESTMENT ADVISER BROCHURE**

### **POINTER MANAGEMENT, LLC**

**735 Broad Street, Suite 1108  
Chattanooga, TN 37402  
Tel: 423.266.3544 \* Fax: 423.265.3217**

**March 21, 2017**

**This brochure provides information about the qualifications and business practices of Pointer Management, LLC and Pointer Offshore, LLC (together “Pointer” or the “Investment Adviser”). If you have any questions about the contents of this brochure, please contact us at 423.266.3544. 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, and references in this Brochure to Pointer Management, LLC as a “registered investment adviser” are not intended to imply a certain level of skill or training.**

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

## **ITEM 2 – MATERIAL CHANGES**

On March 21, 2017, Pointer updated its Part 2A of Form ADV: Investment Adviser Brochure, to reflect the changes which have been implemented since the March 28, 2016 annual update amendment to this Brochure. The following material changes to Pointer's business are reflected in the present amendment:

- Update to Item 4.E to reflect the amount of client assets managed by Pointer as of December 31, 2016.
- Update to Item 10 to reflect a change in director for Pointer Offshore Ltd., Pointer Offshore II, Ltd. and Pointer Offshore III, Ltd. Michelle Morgan resigned from her role as a director on 10/11/2016, and she was replaced by Kevin Huys. Her resignation was for personal and business reasons, and not because of a disagreement with Pointer or any of the offshore funds or their directors.
- Made certain clarifying amendments to the Brochure.

### ITEM 3 - TABLE OF CONTENTS

	<u>Page</u>
ITEM 2 – MATERIAL CHANGES .....	2
ITEM 3 – TABLE OF CONTENTS .....	3
ITEM 4 – ADVISORY BUSINESS .....	4
ITEM 5 – FEES AND COMPENSATION.....	6
ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	8
ITEM 7 – TYPES OF CLIENTS .....	9
ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	10
ITEM 9 – DISCIPLINARY INFORMATION .....	15
ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	16
ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING .....	17
ITEM 12 – BROKERAGE PRACTICES .....	19
ITEM 13 – REVIEW OF ACCOUNTS .....	20
ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION.....	21
ITEM 15 – CUSTODY .....	22
ITEM 16 – INVESTMENT DISCRETION.....	23
ITEM 17 – VOTING CLIENT SECURITIES .....	24
ITEM 18 – FINANCIAL INFORMATION .....	25

## **ITEM 4**

### **ADVISORY BUSINESS**

#### **A. General Description of Advisory Firm.**

Founded in 2002, Pointer Management, LLC, a Delaware limited liability company, and its affiliated investment adviser, Pointer Offshore, LLC, a Delaware limited liability company (together “Pointer” or the “Investment Adviser”, provide discretionary investment advisory services to private investment funds that operate as pooled investment vehicles (the “Advisory Clients”).

The Advisory Clients invest through a master-feeder structure with five feeder funds holding interests in Pointer (QP), L.P., a Delaware limited partnership (the “Master Fund”). The feeder funds (“Feeder Funds”) are (1) Pointer, L.P., a Delaware limited partnership (the “Domestic Fund”); (2) Pointer Offshore, Ltd., a Cayman Islands exempted company (the “Offshore Fund”); (3) Pointer Offshore Fund II, Ltd., a Cayman Islands exempted company (the “Offshore Fund II”); (4) Pointer (QP) II, L.P., a Delaware limited partnership (the “U.S. Fund II”); and (5) Pointer Offshore III, Ltd., a Cayman Islands exempted company (the “Offshore Fund III”). The Master Fund and Feeder Funds collectively will be referred to as the “Funds.” In addition to the Feeder Funds, qualified limited partners can invest directly in the Master Fund.

In addition to being the investment manager, Pointer Management, LLC is the General Partner of the Domestic Fund, the U.S. Fund II, and the Master Fund. Pointer is 100% employee-owned, none of whom own 25% or more of the Investment Adviser. Please see the Investment Adviser’s Form ADV Part 1, Schedule A for a description of Pointer’s ownership.

#### **B. Description of Advisory Services.**

##### **1. Advisory Services.**

Pointer’s principal activity is providing investment advisory services to the Funds using a fund-of-funds structure. More specifically, Pointer’s investment objective is to achieve capital appreciation through a balanced level of risk primarily by allocation of Funds’ assets to a select number of long/short equity-based portfolio managers (the “Portfolio Managers”). Pointer also invests to a lesser extent in Portfolio Managers focused in credit markets, commodities and private equity investments.

Pointer seeks to achieve balance between risk and return in two primary ways: (i) employment of a select group of Portfolio Managers so as to decrease Pointer’s exposure to any single Portfolio Manager; and (ii) employment of Portfolio Managers who utilize diverse strategies and hedging in their individual funds. Diversification and hedging on the part of Pointer’s individual Portfolio Managers are intended to generate a positive overall return even under adverse market conditions, although there is no assurance that this will be the case, or that the Pointer’s investment objectives will be achieved.

Pointer believes in having a diversified portfolio, but tries to narrow its core group of Portfolio Managers to 20-25 in total.

##### **2. Investment Strategies and Types of Investments.**

Please see Item 8.

#### **C. Availability of Customized Services for Individual Clients.**

Pointer does not tailor its advisory services to the individual needs of investors in the Funds (“Investors”) and does not accept Investor imposed investment restrictions.

Although unlikely, Pointer may in the future enter into agreements, or “side letters,” with Investors whereby such Investors may be subject to terms and conditions that are more advantageous than those applicable to other Investors. As of the date of this Brochure, no such side letters are in place.

D. Wrap Fee Programs.

The Investment Adviser does not participate in wrap fee programs.

E. Assets Under Management.

As of December 31, 2016, Pointer manages approximately a net asset value of \$3,024,119,485 in Advisory Client assets, all on a discretionary basis.

## **ITEM 5**

### **FEES AND COMPENSATION**

#### **A. Advisory Fees and Compensation.**

Pointer generally charges Investors an asset based investment management fee (“Management Fee”) based on the value of the Investor’s net assets under management. Management fees are generally calculated and paid quarterly in advance based on the value of the relevant net assets as of the first day of the quarter. The Management Fee is generally equal to 1% (0.25 % per quarter) of the net assets under management (subject in all cases to the specific fee provisions of the applicable Fund governing documents).

In addition, Investors may also pay Pointer annually a performance-based fee or incentive allocation (“Performance Allocation”). The Performance Allocation is generally equal to 1% of net assets and 2% of net profits, subject to a loss carry-forward provision and a 10% hurdle rate. However, the 2% of net profits component of the Performance Allocation is not applicable to investors in Pointer (QP) II, L.P. Pointer Offshore Fund II, Ltd., and certain investors in Pointer Offshore Fund III, Ltd.

Pointer generally only waives or reduces the Management Fees and Performance Allocations for current and former principals, and employees, and their families.

**It is critical that Investors refer to their respective Fund’s private placement memorandum (or similar materials) and governing documents for a complete understanding of fees they may incur. The information contained herein is a summary only and is qualified in its entirety by such documents.**

#### **B. Payment of Fees.**

Pointer deducts fees from Investor assets invested in the Funds. Investors do not have the ability to choose to be billed directly for fees incurred. Management fees are generally calculated and paid quarterly in advance and performance-based fees and allocations (when applicable) are generally paid annually.

#### **C. Additional Fees and Expenses.**

In addition to fees payable to Pointer, the Funds (and therefore Investors) have, and may in the future, pay a variety of expenses, including but not limited to:

- Costs of administration of the Funds, including legal, accounting, auditing and other professional expenses, and reasonable expenses related to the transmittal of the Funds’ assets and expenses incurred in connection with the offering of Interests.
- A pro rata share of Master Fund expenses (if applicable), including its organizational expenses, investment expenses, custodial fees, bank services fees, interest expense, other indebtedness and other reasonable expenses related to the purchase, sale or transmittal of the Master Fund’s assets.
- The Funds as investors in other entities will indirectly bear their pro rata share of the expenses of those investment entities. Generally, investment entities charge (i) a fixed management fee (typically 1.5% to 2% of net assets on an annual basis) and (ii) an incentive allocation based upon a percentage of any profits of the investment entity (typically 20% of profits on an annual basis).

**It is critical that Investors refer to their respective Fund’s private placement memorandum (or similar materials) and governing documents for a complete understanding of fees and expenses they may pay. The information contained herein is a summary only and is qualified in its entirety by such documents.**

D. Prepayment of Fees.

As noted in Item 5.A above, Management Fees are generally charged quarterly in advance based on the value of the relevant net assets as of the first day of the quarter.

Investors may generally withdraw from a Fund by providing written notice to Pointer as specified in the Fund’s governing documents. In general, Pointer refunds the unearned portion of any pre-paid management fee if a withdrawal is made from a Fund before the end of a billing period. Pointer generally determines the amount of the relevant refund on a pro rata basis, based upon the portion of the relevant period during which it provided services. In each case, withdrawals may be subject to certain conditions and restrictions, which are set forth in the Fund’s governing documents, which may include, without limitation:

- The condition that any “lock-up period” applicable to the shares or the interests has expired or relevant withdrawal fee has been paid;
- Restrictions on the timing of the withdrawal payment; and
- Restrictions on the amount that may be withdrawn (i.e. a “gate” provision).

Pointer has the discretion to waive certain of the above-listed withdrawal terms, including the “lock-up period.”

E. Additional Compensation and Conflicts of Interest.

Neither the Investment Adviser nor any of its supervised persons accepts compensation (*e.g.*, brokerage commissions) for the sale of securities or other investment products.

**ITEM 6**  
**PERFORMANCE-BASED FEES AND**  
**SIDE-BY-SIDE MANAGEMENT**

As described in Item 5 above, Pointer has, and may again, receive performance-based compensation from Investors. It should be noted that the possibility that Pointer may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive to make investments that are riskier or more speculative than in the absence of such performance-based fee. Further, since the Performance Allocation is calculated on a basis that includes unrealized appreciation of assets, the Performance Allocation may be greater than if it were based solely on realized gains. Investors are provided with clear disclosure as to how performance-based compensation is charged with respect to the Funds and the risks associated with such performance-based compensation prior to making an investment.



## **ITEM 7**

### **TYPES OF CLIENTS**

As described in Item 4, Pointer's principal activity is providing discretionary investment advisory services to private investment funds that operate as pooled investment vehicles, principally via fund-of-funds vehicles, including using a traditional master/feeder structure.

The Funds offer interests/shares only to certain qualified investors and admission to the Funds is not open to the general public. An investment in a Fund is generally restricted to Investors which qualify as "accredited investors," as that term is defined under rule 501(a) of Regulation D of the Securities Act of 1933. Some Funds further require investors to qualify as "qualified purchasers" as that term is defined under the Investment Company Act of 1940. Generally, investors must invest a minimum of \$5,000,000 for each Fund, subject to reduction at the discretion of Pointer Management, LLC (in the case of the Master Fund, Domestic Fund, U.S. Fund II, Offshore Fund II and Offshore Fund III) or Pointer Offshore, LLC (in the case of the Offshore Fund), though not below applicable Cayman Island minimums.

**ITEM 8**  
**METHODS OF ANALYSIS, INVESTMENT STRATEGIES**  
**AND RISK OF LOSS**

A. Methods of Analysis and Investment Strategies.

Pointer analyzes alternative investment strategies and Portfolio Managers for investment of Funds' assets by a variety of methods, including but not limited to:

- Evaluating the historical returns of a given fund under differing market conditions.
- Evaluating the historical risk-adjusted performance of a given fund and the variability of its returns.
- Estimating the extent to which the performance of a given strategy or manager correlates with other strategies or managers.
- Estimating the risk associated with each strategy and the management approach.
- Analyzing various Portfolio Managers' philosophies, personalities and skills.

These strategies may include, but are not limited to, the investment with Portfolio Managers who manage funds that specialize in the following types of investments:

- Common Stock
- Selling Securities Short
- Non-U.S. Securities
- Bankruptcies, Liquidations and Reorganizations
- Options
- Non-U.S. Currencies, Commodities, Precious Metals and Stock Indices
- Hedging in Related Securities
- Risk Arbitrage
- Opportunistic Trading and Investing
- Strategic Block Investing
- Exotic and Unusual Securities

Finally, it is noted that investing in securities involves risk of loss that Investors and Advisory Clients should be prepared to bear.

B. Material, Significant or Unusual Risks Relating to Investment Strategies and Risks Associated With Particular Types of Securities.

Pointer has broad discretion in selecting Portfolio Managers and in developing a risk profile for the Advisory Client portfolios. There are few limitations on the types of securities or other financial instruments that may be traded and no requirement to diversify. Unlike a registered investment company, which must adopt certain fundamental investment policies and restrictions that cannot be changed without shareholder approval, Pointer will have wide latitude in determining, adjusting, and even changing an Advisory Client's investment strategy, if deemed appropriate by Pointer, without the consent of the Investors.

The following summary identifies the material risks related to Pointer's significant investment strategies and should be carefully evaluated before making an investment with Pointer; however, the following does not intend to identify all possible risks of an investment with Pointer or provide a full description of identified risks.

## Leverage

One or more Portfolio Managers have, and may again, utilize a substantial degree of leverage, particularly with regard to certain arbitrage strategies, which may result in Portfolio Managers controlling substantially more assets than they have equity. Leverage increases returns to the investors if the Portfolio Manager earns a greater return on investments purchased with borrowed funds than the Portfolio Manager's costs of borrowing such funds. However, the use of leverage exposes the Funds to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had the Portfolio Manager not borrowed to make the investments, (ii) margin calls or interim margin requirements may force premature liquidations of investment positions, and (iii) losses on investments where the investment fails to earn a return that equals or exceeds the Portfolio Manager's cost of borrowing such funds. In the event of a sudden, precipitous drop in value of the Portfolio Manager's assets, the Portfolio Manager may not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by the Funds. Further, in an unsettled credit environment, the Portfolio Managers may find it difficult or impossible to obtain leverage. Since leveraging their assets may be an integral part of the investment strategies of certain Portfolio Managers, in such event such Portfolio Managers could find it difficult to implement their strategies. In addition, any leverage obtained, if terminated on short notice by the lender, could result in a Portfolio Manager being forced to unwind positions quickly and at prices below what the Portfolio Manager deems to be fair value for the positions. The Master Fund has secured a line of credit which it utilizes to pay Master Fund operating expenses and fees and to facilitate the timely processing of Master Fund subscriptions or redemptions. The Master Fund does not anticipate using the line of credit to make levered investments. To the extent the line of credit is utilized by the Master Fund to make levered investments, it will result in leverage in the Funds' portfolio, which will give rise to the risks outlined above.

## Short Sales

One or more Portfolio Managers have, and may again, engage in a significant amount of short selling. Short selling, which involves selling securities not currently owned (i.e., selling borrowed securities), necessarily involves certain additional risks. These transactions expose the Portfolio Manager to the risk of loss in an amount greater than the initial investment, and the losses can increase rapidly and without effective limit. There is the risk that the securities borrowed in connection with a short sale must be returned to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and the Money Manager may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short. Neither the Feeder Funds nor the Master Fund, however, plan to employ this strategy for their own accounts, so exposure to short sale liability should be limited to assets allocated to Portfolio Managers engaging in short selling.

## Commodity and Futures Contracts

One or more Portfolio Managers have, and may again, invest in commodity and futures contracts. Commodity futures markets (including financial futures) are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin deposits normally required in commodity futures trading, a high degree of leverage is typical of a commodity futures trading account. As a result, a relatively small price movement in a commodity futures contract may result in substantial losses. Commodity futures trading may also be illiquid. Certain commodity exchanges do not permit trading in particular futures contracts at prices that represent a fluctuation in price during a single day's trading beyond certain set limits. If prices fluctuate during a single day's trading beyond those limits – which conditions have in the past sometimes lasted for several

days in certain contracts – a Portfolio Manager could be prevented from promptly liquidating unfavorable positions and thus be subject to substantial losses.

### Options

One or more Portfolio Managers have, and may again, invest in options. Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. Because option premiums paid or received by the Portfolio Managers will be small in relation to the market value of the investments underlying the options, buying and selling put and call options can result in large amounts of leverage. As a result, the leverage offered by trading in options could cause a Money Manager's asset value to be subject to more frequent and wider fluctuations than would be the case if the Portfolio Manager did not invest in options.

### Non-U.S. Securities

One or more Portfolio Managers have, and may again, invest in securities of companies domiciled or operating in one or more non-U.S. countries. Investing in these securities involves considerations and possible risks not typically involved in investing in securities of companies domiciled and operating in the United States, including instability of some non-U.S. governments, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of non-U.S. tax laws (e.g., the imposition of withholding taxes on dividend, interest or other payments) or confiscatory taxation may also affect investment in non-U.S. securities. Higher expenses may result from investment in non-U.S. securities than would from investment in domestic securities because of the costs that must be incurred in connection with conversions between various currencies and non-U.S. brokerage commissions that may be higher than in the United States. Non-U.S. securities markets also may be less liquid, more volatile and less subject to governmental supervision than in the United States. Investments in non-U.S. countries could be affected by other factors not present in the United States, including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations.

### High Yield Securities

One or more Portfolio Managers have, and may again, invest in "high yield" bonds and preferred securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Securities in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions. Because investors generally perceive that there are greater risks associated with the lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. In addition, adverse publicity and investor perceptions about lower-rated securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such lower-rated securities.

### Special Situations and Distressed Securities

One or more Portfolio Managers have, and may again, invest in companies involved in (or the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of business enterprise, there exists the risk that the transaction in which such business enterprise

is involved either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Portfolio Manager may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Portfolio Managers may invest, there is a potential risk of loss by the Portfolio Manager of its entire investment in such companies.

#### Small Cap Stocks

At any given time, the Portfolio Managers may have significant investments in smaller-to medium- sized companies of a less seasoned nature whose securities are traded in the over-the-counter market. These "secondary" securities often involve significantly greater risks than the securities of larger, better-known companies.

### **SUMMARY OF RISKS RELATED TO HEDGE FUND OF FUNDS STRATEGY:**

#### Importance of the Portfolio Managers

Pointer has little control over the activities of the Portfolio Managers. For example, Portfolio Managers may take undesirable tax positions, employ excessive leverage or otherwise manage an investment entity in a manner not anticipated by Pointer. The operations of the Portfolio Managers are heavily dependent on their managers and if any such manager dies, resigns, becomes legally incompetent or insolvent, or if a Portfolio Manager experiences a significant change in staffing, the operations of that Portfolio Manager may be adversely affected.

#### Multiple Portfolio Managers

Because the Portfolio Managers make their trading decisions independently, it is possible that one or more of such Portfolio Managers may, at any time, take investment positions that are opposite to positions taken by other Portfolio Managers. It is also possible that the Portfolio Managers retained by the Partnership may on occasion be competing with each other for similar positions at the same time. Also, a particular Portfolio Manager may take positions for its other clients that are opposite to the positions taken for the Funds.

#### Performance Allocation

In addition to the incentive fees/allocations assessed on the Master Fund by the underlying Portfolio Managers, Pointer has, and may in the future, receive a Performance Allocation from Investors, thus resulting in two levels of such compensation assessed on certain of the Investors. However, no Performance Allocation will be charged to the Feeder Funds by the Master Fund. The Performance Allocation may create an incentive for Pointer to cause the Master Fund to make investments that are riskier or more speculative than would be the case in the absence of an allocation based on the performance of the Master Fund. Since the Performance Allocation is calculated on a basis which includes unrealized appreciation of the Funds' assets, such an allocation may be greater than if it were based solely on realized appreciation.

#### Activities of Portfolio Managers

Pointer will seek to select Portfolio Managers who will invest the Funds' assets with the highest level of integrity. Nevertheless, Pointer will have no control over their day-to-day operations of any of the selected Portfolio Managers. As a result, there can be no assurance that the Portfolio Managers selected by the Master Fund will conform to Pointer's standards.

### Limits on Information

Pointer will select Portfolio Managers based upon certain factors described in the Funds' offering documents and by analyzing information from each Portfolio Manager regarding its historical performance and investment strategy, if available. Pointer will continuously strive to maintain a complete understanding of the underlying Portfolio Managers' management processes. However, the Portfolio Managers may not always provide Pointer with the requested information because it may be considered proprietary information by the particular Portfolio Manager. This lack of access to information may make it more difficult for the Pointer to select, allocate among and evaluate Portfolio Managers.

**Investors and prospective Investors are provided with investment offering documents that contain a detailed description of the risks related to an investment in the Funds and are advised to carefully review all risk factors set forth in the relevant offering documents.**

**ITEM 9**  
**DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the Investment Adviser's advisory business or the integrity of the Investment Adviser's management.

**ITEM 10**  
**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

A. Broker-Dealer Registration Status.

The Investment Adviser and its management persons are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status.

The Investment Adviser and its management persons are not registered as, and do not have any application to register as, futures commission merchants, commodity pool operators, commodity trading advisors or associated persons of the foregoing entities.

C. Material Relationships with Industry Participants.

As set forth in Item 4.A above, Pointer Management, LLC serves as the investment manager to the Master Fund, the Domestic Fund, U.S. Fund II, Offshore Fund II and Offshore Fund III, and Pointer Offshore, LLC, an affiliated investment adviser, serves as the investment adviser to the Offshore Fund.

In addition, Jeff Tarumianz, a Principal, Cassandra Powell and Kevin Huys are the directors of the Offshore Fund, Offshore Fund II and Offshore Fund III.

D. Material Conflicts of Interest Relating to Other Investment Advisers.

The Investment Adviser does not recommend or select other investment advisers for its clients.



**ITEM 11**  
**CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS  
AND PERSONAL TRADING**

A. Code of Ethics.

Pointer's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). The Code applies to Pointer's "Access Persons." Access Persons include, generally, any partner, officer or director of Pointer and any employee or other supervised person of Pointer who, in relation to the Advisory Clients, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. All Pointer employees are deemed to be Access Persons.

The Code sets forth a standard of business conduct that takes into account Pointer's status as a fiduciary and requires Access Persons to place the interests of Advisory Clients above their own interests and the interests of Pointer. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of Pointer's Chief Compliance Officer (the "Chief Compliance Officer"). All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with Advisers Act Rule 204A-1.

The Code also seeks to ensure the protection of nonpublic information about the activities of the Advisory Clients. Investors or prospective Investors may obtain a copy of the Code by contacting the Chief Compliance Officer, Patrick Bradshaw, at [pbradshaw@pointermc.com](mailto:pbradshaw@pointermc.com).

B. Securities that the Investment Adviser or a Related Person Has a Material Financial Interest.

As explained in Items 4 and 10.C above, the Pointer Management, LLC serves as general partner of the Master Fund, Domestic Fund and U.S. II Fund, and Pointer Offshore, LLC serves as the investment manager of the Offshore Fund.

Pointer and its affiliate have a material financial interest with respect to fees paid by Investors. Management fees are payable without regard to the overall success or income earned by the investors and therefore may create an incentive on the part of Pointer to raise or otherwise increase assets under management to a higher level than would be the case if Pointer were receiving a lower or no management fee. Performance-based fees may create an incentive for Pointer to make investments that are riskier or more speculative than in the absence of such incentive allocations.

Pointer's principals and employees also invest directly in certain of the Funds. It should be noted that investments in the Funds made by such parties generally are not subject to the management or performance-based fees described in Item 5 above.

Pointer addresses these potential conflicts through regular monitoring of the Advisory Client portfolios for consistency with Advisory Client objectives, strategies, and target capacity. Further, Pointer carefully considers the risks involved in any investments and Pointer provides extensive disclosure to Investors regarding the potential risks that come with an investment in the Funds. The Code requires Access Persons to place the interests of Advisory Clients over their own or those of Pointer, and all Access Persons are required to acknowledge their receipt and understanding of the Code.

C. Investing in Securities that the Investment Adviser or a Related Person Recommends to Clients.

Pointer recognizes the potential conflicts when principals and employees of an investment adviser make transactions in their personal securities accounts. Pointer reduces this risk by requiring Access Persons to make periodic disclosures of personal account holdings and transactions, and to pre-clear personal account transactions in initial public offerings, limited offerings, and suitable investments for Advisory Clients.

As noted in Item 11.B, Pointer's Access Persons have purchased interests in certain of the Funds. Pointer believes that when Access Persons invest in a Fund it aligns Access Persons' interests with those of Investors.

## **ITEM 12**

### **BROKERAGE PRACTICES**

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

1. Research and Other Soft Dollar Benefits.

Pointer's investment advisory services are primarily focused on a fund of funds strategy. As a result, Advisory Clients do not engage in direct trading activity and the Investment Adviser does not select or recommend broker-dealers for Advisory Client transactions. Pointer does not utilize "soft dollars."

2. Brokerage for Client Referrals.

Neither the Investment Adviser nor any related person receives client referrals from any broker-dealer or third party.

3. Directed Brokerage.

The Investment Adviser does not recommend, request or require that a client direct the Investment Adviser to execute transactions through a specified broker-dealer.

B. Order Aggregation.

As of the date of this Brochure, Pointer serves as investment adviser to only the Advisory Clients. All securities transactions are made by the Master Fund. If in the future Pointer serves as investment adviser to additional accounts, it will amend its Form ADV as appropriate to reflect whether and under what conditions it aggregates the purchase or sale of securities for client accounts.

## **ITEM 13**

### **REVIEW OF ACCOUNTS**

A. Frequency and Nature of Review of Client Accounts or Financial Plans.

The Advisory Client portfolios are under continuous review by the investment team. Such reviews include a review of existing investments, potential investments, investment policy, the suitability of the investments used to meet policy objectives, cash availability, and investment objectives. The investment team considers, among other things, investment performance, the portfolio's sensitivity to market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.

B. Factors Prompting Review of Client Accounts Other than a Periodic Review.

While the Advisory Client portfolios are under continuous review, a review of the portfolios may be triggered by any unusual activity or special circumstances.

C. Content and Frequency of Account Reports to Clients.

The Investment Adviser generally provides annual audited financial statements to investors in the Funds within 180 days of the applicable Fund's fiscal year end. In addition, investors receive the following:

- monthly account balance estimates provided to Investors by 3<sup>rd</sup> party Administrator;
- monthly performance estimates;
- quarterly investor letters;
- quarterly capital statements provided to Investors by the 3<sup>rd</sup> party Administrator; and
- K-1s (Investors in the Domestic Fund, U.S. Fund II and Master Fund only).

**ITEM 14**  
**CLIENT REFERRALS AND OTHER COMPENSATION**

A. Economic Benefits for Providing Services to Clients.

The Investment Adviser does not receive economic benefits from non-clients for providing investment advice and other advisory services.

B. Compensation to Non-Supervised Persons for Client Referrals.

Neither the Investment Adviser nor any related person directly or indirectly compensates any person who is not a supervised person, including placement agents, for client referrals.

## **ITEM 15**

### **CUSTODY**

The Investment Adviser is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account. Account statements related to the clients are sent by qualified custodians to the Investment Adviser.

The Investment Adviser is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception," which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 180 days (applicable to fund-of-funds) of the end of its fiscal year.

**ITEM 16**  
**INVESTMENT DISCRETION**

The Investment Adviser serves as the management company with discretionary trading authority to each Fund.

The Investment Adviser's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines, as set forth in its offering documents.

The Investment Adviser or an affiliate of the Investment Adviser entered into an investment management agreement, or similar agreement, with each Fund, pursuant to which the Investment Adviser or an affiliate of the Investment Adviser was granted discretionary trading authority.

## **ITEM 17**

### **VOTING CLIENT SECURITIES**

In compliance with Advisers Act Rule 206(4)-6, the Investment Adviser has adopted proxy voting policies and procedures. To the extent that Pointer has discretion to vote the proxies of its Advisory Clients, Pointer will vote any such proxies in the best interests of such Advisory Clients and Investors and in accordance with the procedures outlined below (as applicable). Investors do not have the authority to direct Pointer's vote in particular situations.

Prior to voting any proxies, Pointer will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, Pointer will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not. If no material conflict is identified pursuant to its set procedures, Pointer will, following discussion with Pointer's investment personnel, make a decision on how to vote the proxy in question. Pointer also has the flexibility to abstain from a particular proxy vote when it is determined to be in the best interest of investors. In certain instances, Pointer may utilize and empower a third party vendor to vote certain proxies of the Advisory Clients in certain situations (including situations where a material conflict of interest is identified).

Investors may obtain a copy of the Investment Adviser's proxy voting policies and its proxy voting record upon request.



**ITEM 18**  
**FINANCIAL INFORMATION**

The Investment Adviser is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.