

**Item 1. Cover Page**

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

**Sophrosyne Capital, LLC**

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March 15, 2012

This brochure provides information about the qualifications and business practices of Sophrosyne Capital, LLC ("Sophrosyne"). If you have any questions about the contents of this brochure, please contact us at 212-444-2500 or info@sophrosynecapital.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.

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

Although Sophrosyne is registered as an investment adviser with the SEC, such registration does not imply a certain level of skill or training.

## **Item 2.       Material Changes**

This brochure dated March 15, 2012 is the first annual amendment brochure Sophrosyne has published. In the future, we will use this Item to discuss material changes that are made to the brochure as part of our annual update. The only Material Change in this first amendment is the firm's assets under management (AUM) as of December 31, 2011 was approximately \$325 million compared to approximately \$260 million in our previous brochure.

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#### **Item 4. Advisory Business**

Sophrosyne is a Delaware limited liability company that has been in business since 2005. Sophrosyne provides investment advice to investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the “1940 Act”) and whose securities are not registered under the Securities Act of 1933, as amended (the “Securities Act”) (collectively, the “Funds”). Sophrosyne’s principal owner is Benjamin Taylor.

As of the date of this brochure, Sophrosyne serves as the investment manager for a number of Funds, generally categorized according to their respective investment strategies, namely the “Sophrosyne Technology” Funds and the “Sophrosyne Malthusian” Funds (together, the “Hedge Funds”), as well as advising managed accounts. The investment strategies for these categories of Funds are described below in Item 8. Sophrosyne may in the future advise Funds in addition to those discussed herein.

Sophrosyne may also organize and serve as general partner (or in an analogous capacity) to (i) certain other “feeder” vehicles (each such vehicle, a “Feeder Vehicle”) organized to invest exclusively in a Fund and/or (ii) alternative investment vehicles (each, an “Alternative Investment Vehicle”) organized to address, for example, specific tax, legal, business, accounting or regulatory-related matters that may arise in connection with a transaction or transactions. Additionally, Sophrosyne may, from time to time, establish, on a transaction-by-transaction basis, certain investment vehicles through which certain persons may invest alongside one or more Funds in a particular investment opportunity (each such vehicle, a “Co-Investment Vehicle”). Co-Investment Vehicles are typically limited to investments in securities relating to the particular transaction for which they were organized.

Sophrosyne provides investment advice to each Fund in accordance with the confidential private placement memorandum and limited partnership agreement (or analogous organizational document) of such Fund (the “Governing Documents”) or separate investment advisory, investment management or portfolio management agreements (each, an “Advisory Agreement”).

Sophrosyne invests and trades the assets of the Funds principally, but not solely, in debt, equity and equity-related securities of U.S. and non-U.S. issuers, including publicly-traded and privately-placed equity securities, but is authorized to enter into any type of investment transaction that it deems appropriate in accordance with the terms of the applicable Fund’s Governing Documents and/or Advisory Agreement.

Sophrosyne’s advisory services consist of investigating, identifying and evaluating investment opportunities, structuring, negotiating and making investments on behalf of the Funds, managing and monitoring the performance of such investments and disposing of such investments. Sophrosyne may serve as the investment adviser or general partner to the Funds in order to provide such services.

Sophrosyne’s investment advice is generally provided directly to the Funds (subject to the direction and control of the general partner or directors of each such Fund, if applicable), and not individually to the investors in the Funds. Services are provided to the Funds in accordance with the Advisory Agreements

with the Funds and/or Governing Documents of the applicable Funds. Investment restrictions for the Funds, if any, are generally established in the Governing Documents of the applicable Funds.

As of the date of this brochure, Sophrosyne manages two managed accounts for a single client. Sophrosyne works with its managed account client to develop investment guidelines based upon the client's specific investment objectives. Managed account advisory services are governed by a written agreement between Sophrosyne and the managed account client. Sophrosyne manages separate accounts under a broad range of mandates. Managed account clients may amend their investment guidelines as their needs change or impose restrictions on investing in certain securities or types of securities.

Sophrosyne does not participate in any wrap fee programs by providing portfolio management services.

As of December 31, 2011, Sophrosyne had total discretionary assets under management of approximately \$325 million. Sophrosyne manages assets only on a discretionary basis.

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

Sophrosyne typically charges the Hedge Funds an annual management fee with respect to each investor of up to 1.5% of the net asset value of that investor's investment, which amount is payable in monthly installments at the beginning of each calendar month based on the net asset value on the date the fee accrues and becomes payable.

Sophrosyne (or an affiliate) also typically is allocated with respect to each investor in the Hedge Funds that are structured as limited partnerships a performance allocation equal to 20% of net profits (including both realized and unrealized gains and losses) otherwise allocable to that investor and receives a performance fee from each non-U.S. Hedge Fund equal to 20% of each shareholder's net profits (including both realized and unrealized gains and losses). Performance fees and allocations generally are assessed in arrears on an annual basis, and generally are only applied to profits that exceed the cumulative losses previously incurred by or allocated to the respective investors in the Hedge Funds. As described in more detail in this brochure, performance allocations and fees may create an incentive for Sophrosyne to make more risky and speculative investments than it would otherwise make.

Managed accounts pay performance fees on terms that are similar to those of the non-U.S. Hedge Funds.

The precise amount of, and the manner and calculation of, the management fees and performance-based fees/allocations for each Fund are established by Sophrosyne, as modified by negotiations with investors in the applicable Fund, and are set forth in such Fund's investment management agreement, organizational documents and/or other documentation received by each investor prior to investment in such Fund. The management fees, performance-based fees/allocations and other fees and distributions described above are generally subject to waiver or reduction by Sophrosyne in its sole discretion, both voluntarily and on a negotiated basis with selected investors. The fee structures described above may be modified from time to time. Fees may differ from one Fund to another, as well as among investors in the same Fund. Sophrosyne typically deducts management fees, performance allocations, and fees directly from each Hedge Fund in consultation with the relevant Fund's administrator.

Expenses, the pro rata portion of any management fee and the performance allocation or fee through the date of termination are generally charged to the applicable Fund. Generally, all prepaid but unearned management fees are refunded to the Fund on termination of the Fund's investment advisory relationship with Sophrosyne. An investor who withdraws from a Fund does not receive a refund of any management fee previously paid.

Each Fund is responsible for its own costs and expenses, including trading costs and expenses (such as brokerage commissions, expenses related to short sales, and clearing and settlement charges), ongoing legal, accounting and bookkeeping fees and expenses, and the fees and expenses charged by any Fund administrator for its accounting, bookkeeping and other services. Sophrosyne generally bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. All or part of these costs and expenses may be paid, however, by securities brokerage firms and futures commission merchants that execute the Funds' securities trades, as discussed in Item 12 below.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 and that invests in a Fund to use the "alternative reporting option" to report Sophrosyne's compensation as "eligible indirect compensation" on the Schedule C of the plan's Form 5500 Annual Return/Report of Employee Benefit Plan.

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

Sophrosyne currently manages only Funds that pay performance-based fees and allocations as described in Item 5. It does not manage Funds that do not pay performance-based fees and allocations (other than Funds comprised solely of Sophrosyne's personnel and their affiliates, which do not pay any management or performance-based fees or allocations). To the extent there are differences in the amount of performance-based fees or allocations that various Funds pay, however, it may create an incentive for Sophrosyne to allocate time, services or functions disproportionately to Funds paying at a higher rate, or allocate investment opportunities disproportionately to such Funds. Please see Item 11 below for a discussion of these potential conflicts and the ways in which Sophrosyne may seek to address them.

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

Sophrosyne provides investment advice and management to the Funds. Investment advice is provided directly to the Funds (subject to the direction and control of the general partner or directors of each such Fund, if applicable) and not individually to investors in such Funds. Interests in the Funds are offered pursuant to applicable exemptions from registration under the Securities Act and the 1940 Act. Investors in the Funds may include, among others, high net worth individuals, banks, thrift institutions, pension and profit sharing plans, trusts, estates, charitable organizations, university endowments, corporations, limited partnerships and limited liability companies or other entities. Investors in the Hedge Funds are generally required to invest a minimum of \$250,000, but Sophrosyne may waive this minimum in its sole discretion.

Sophrosyne has two managed accounts managed for the benefit of a single client. Sophrosyne may enter into additional managed account arrangements in the future. Managed accounts are generally required to invest a minimum of \$25,000,000.

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

### Investment Strategies

**Hedge Funds.** Sophrosyne's Hedge Funds invest in and trade principally, but not solely, in debt, equity and equity-related securities of U.S. and non-U.S. issuers. The Sophrosyne Technology Funds invest primarily in equity and debt securities of companies that are the beneficiaries of technological change and focus on securities of companies in the technology sector that are believed to be undervalued, turnaround situations and in securities of companies with micro- to mid-sized market capitalization. The Sophrosyne Malthusian Funds emphasize securities of companies that deliver or apply technology to the challenges of the emerging global middle class, but may actively invest in other technology sub-sectors and business sectors or industries. The Hedge Funds may also purchase securities on margin, trade publicly traded and over-the-counter options (including covered and uncovered puts and calls), and engage in short selling, hedging and other investment strategies. Sophrosyne generally may invest a Hedge Fund's assets in illiquid securities. Sophrosyne's Hedge Funds may also invest in, among other things, preferred stocks, convertible securities, warrants, rights, swaps and other derivative instruments, bonds and other fixed income securities, non-U.S. securities, non-U.S. currencies, futures, options on futures, other commodity interests and money market instruments.

**Investment Process for All Strategies.** Sophrosyne's investment program focuses on independent fundamental research combined with active risk management. Sophrosyne's research methodology focuses primarily on traditional bottom-up security selection (with an emphasis on a company's market position, current and long term trends, balance sheet strength, cash flow generation and leverage). There can be no guarantee that Sophrosyne will achieve the Funds' investment objectives.

### General Disclosure

The investment strategies summarized above represent Sophrosyne's current intentions, are general in nature and are not exhaustive. Generally, there are no limits on the types of securities in which Sophrosyne may take positions on behalf of the Funds, the types of positions that it may take, the concentration of its investments or the amount of leverage that it may use. Sophrosyne may use any trading or investment techniques, whether or not contemplated by the expected investment strategies described above. Depending on Sophrosyne's assessment of conditions and trends in securities and commodities markets and the economy generally, Sophrosyne may pursue any objectives or use any techniques that it considers appropriate and in the Funds' interests.

### Risk Factors

Investing in securities involves a substantial degree of risk. A Fund may lose all or a substantial portion of its investments, and investors in the Funds must be prepared to bear the risk of a complete loss of their investments.

Below are brief summaries of certain material risks relating to the investment strategies and methods of analysis that Sophrosyne and the Funds use and the types of securities that the Funds purchase. Potential investors in a Fund should, however, review such Fund's offering circular or private offering memorandum carefully and in its entirety, including the risk summaries contained therein, before deciding whether to invest in that Fund.

- A Fund may not achieve its investment objectives. A strategy may not be successful and investors may lose some or all of their investment.
- A Fund may hold stocks that disappoint earnings expectations and decline, and may short stocks that beat earnings expectations and rise.
- Funds are concentrated in securities of technology sector companies, many of which may have micro- to small-sized market capitalizations. Those securities involve substantially higher risks than do investments in securities of non-technology sector and larger companies.
- Sophrosyne may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies.
- Sophrosyne may invest Fund assets in private companies. Privately held technology and technology related companies may be in their development stage of operations, have little or no revenues and may not be profitable. Private companies require considerable additional capital to develop technologies and markets, acquire customers and achieve or maintain a competitive position. This capital may not be available at all, or on acceptable terms. The technologies and markets of such companies may not develop as anticipated, even after substantial expenditures of capital. The marketability and value of a Fund's investments in private companies will depend on many factors beyond Sophrosyne's control. There will be no readily available market for a Fund's private investments. The public market for high technology and other emerging growth companies is extremely volatile. Such volatility may adversely affect the development of portfolio companies, the ability of a Fund to dispose of investments, and the value of investment securities on the date of sale or distribution by a Fund.
- A Fund may be required to make representations about the business and financial affairs of a portfolio company in connection with its disposition and may be required to indemnify the purchasers of such investment. These arrangements may result in contingent liabilities, which might ultimately have to be funded by that Fund.
- Sophrosyne may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. Sophrosyne also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for a Fund when the Fund could make a profit or avoid losses.

- Sophrosyne may sell securities short, which theoretically creates a risk of unlimited losses if the prices of the securities sold short increase.
- Management and stockholders of an issuer may seek to prevent or hinder short sales of the issuer's securities, for example through lawsuits alleging market manipulation. Sophrosyne could be subject to such actions, even if they are baseless, and Funds could incur substantial costs defending them. In addition, governments may impose restrictions (with or without prior notice) on short sales. Any such action could adversely affect the Funds.
- Sophrosyne may engage in hedging, which may reduce profits, increase expenses and cause losses. Price movements in a hedging instrument and the security hedged do not always correlate closely, which may result in losses on both the hedged security and the hedging instrument. Sophrosyne is not obligated to hedge a Fund's portfolio positions, and it frequently may not do so.
- Sophrosyne may use leverage by, among other things, borrowing on margin and entering into swaps and other derivatives contracts, which increases volatility and risk of loss. These instruments can be difficult to value. An incorrect valuation could result in losses.
- Sophrosyne may sell covered and uncovered options on securities. The sale of uncovered options could result in unlimited losses.
- Sophrosyne may cause a Fund to enter into repurchase agreements or reverse repurchase agreements. These instruments can have effects similar to margin trading and leveraging strategies.
- Counterparties such as brokers, dealers, futures commission merchants, custodians and administrators with which Sophrosyne does business on behalf of Funds may default on their obligations. For example, a Fund may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- Sophrosyne may cause Funds to invest in securities issued by non-U.S. companies and government issuers. The risks of these investments include: political risks; economic conditions of the country in which the issuer is located; limitations on foreign investment in any such country; currency exchange risks; withholding taxes; limited information about the issuer; limited liquidity; and limited regulatory oversight.
- Changes in economic conditions can adversely affect investment performance. At times economic conditions in the U.S. and elsewhere have deteriorated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to inflation and other negative consequences to investors such as the Funds.
- Sophrosyne may acquire for a Fund a large position in an issuer's securities but the Fund nevertheless often will have limited ability to influence the issuer's management. In



addition, if Sophrosyne holds a large position in an issuer's securities, it could depress the market for those securities.

- A Fund's investments typically will not be diversified. Therefore, a loss in any one position, industry, sector or region in which a Fund has invested may cause significant losses.
- A Fund may invest in restricted securities that are subject to long holding periods or that are not traded in public markets, or otherwise invest in securities that are, or become, illiquid. These securities may be difficult or impossible to sell at prices comparable to the market prices of similar more liquid securities, and may never become liquid.
- Sophrosyne determines the value of securities and commodities held in Fund accounts, whether or not a public market exists for such instruments. If Sophrosyne's valuation is inaccurate, it might receive more compensation than that to which it is entitled, a new investor in a Fund might receive an interest that is worth more or less than the investor paid and an investor that is withdrawing assets might receive more or less than the amount to which the investor is entitled. As such, inaccurate valuations have the potential to harm new investors, existing investors, withdrawing investors and/or the Funds.
- Subject to certain exceptions, a Fund, and not Sophrosyne, is responsible for any trade errors that Sophrosyne makes in an account, even when the error hurts the Fund.
- Sophrosyne and its affiliates and agents generally are not responsible to a Fund for that Fund's losses unless the conduct meets an exception to the specific limitation of liability provisions in the agreements that govern Sophrosyne's or its affiliates' relationship with that Fund.
- There is not and will not be an active market for Fund interests. It will often be impossible to transfer any such interests.
- A Fund may limit or suspend withdrawals or redemptions of an investor's assets from the Fund.
- A Fund may establish a reserve for contingencies if Sophrosyne considers it appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- Sophrosyne and its affiliates may spend time on activities that compete with a Fund, including investing for other Funds and their own accounts. If Sophrosyne receives better compensation and other benefits from managing certain Funds compared to managing another Fund, it has incentive to allocate more time to those other activities. These factors could influence Sophrosyne not to allocate, or to allocate less of, an investment to a Fund even if such investments would benefit the Fund.

- Sophrosyne may provide some investors in the Funds more frequent or detailed reports, special compensation arrangements, withdrawal, transfer or redemption rights, co investment rights or other rights and privileges that it does not provide to other investors.
- Sophrosyne's performance-based compensation may create an incentive for Sophrosyne to make investments that are riskier or more speculative than it would make if it did not receive such compensation.
- A Fund may not be able to generate cash necessary to satisfy investor withdrawals and redemptions. Substantial withdrawals and redemptions in a short period could force Sophrosyne to seek to liquidate investments rapidly, which could adversely affect Fund performance.
- A Fund may dissolve or expel any investor at any time, even if such actions adversely affect the Fund or certain investors.
- Sophrosyne, an administrator or any government agency may freeze or take other actions regarding assets that any of them believes a Fund may hold in violation of certain anti-money laundering laws or rules. None of Sophrosyne, a Fund or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.
- The Funds, and in particular the Hedge Funds, may have higher portfolio turnover rates. Such high rates of portfolio turnover generally lead to greater brokerage and other transaction costs for such Funds, may act to reduce such Funds' investment gains or create a loss for such Funds, and may cause adverse tax consequences for such Funds and their investors. Each of these factors could adversely affect Fund performance.
- Sophrosyne is not registered with the SEC as a broker-dealer or with the Commodity Futures Trading Commission as a commodity pool operator. The equity interests in the Funds are not registered under the Securities Act of 1933, and the Funds are not registered investment companies under the Investment Company Act of 1940. If a regulatory authority deems that any of these registrations is required, Sophrosyne and the applicable Funds could be subject to legal or other actions that may make the continued management of the Funds impossible, prohibitively expensive and/or difficult. In addition, investors in the Funds do not have certain regulatory protections that they would have if these registrations were in place.
- Federal, state and international governments may increase regulation of investment advisers, private investment funds and derivative or other securities, which may increase the time and resources that Sophrosyne must devote to regulatory compliance, to the detriment of investment activities.
- Sophrosyne's investment activities could cause adverse tax consequences to Funds and investors, including liability for interest and penalties.

- If a Fund were to become subject to the Employee Retirement Income Security Act of 1974 (“ERISA”) and a transaction in which the Fund engages were to constitute (or be alleged to constitute) a prohibited transaction under ERISA, the Fund and its investors could be adversely affected.
- If a Fund becomes insolvent, investors may be required to return with interest any distributions and forfeit any undistributed profits.

The above is only a brief summary of some of the important risks that a Fund or investor may encounter. Before deciding to invest in a Fund, you should consider carefully all of the risk factors and other information in the Fund’s offering circular or private offering memorandum.

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

Not applicable.

#### **Item 10. Other Financial Industry Activities and Affiliation**

Neither Sophrosyne nor any of its management persons is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant (“FCM”), commodity pool operator (“CPO”) or commodity trading advisor (“CTA”). In addition, neither Sophrosyne nor any of its management persons is an associated person of an FCM or a CPO or CTA.

As noted in the Items above, Sophrosyne is the investment adviser to the Funds. Sophrosyne or one of its affiliates is the general partner of those Funds that are organized as limited partnerships. In its capacity as general partner of such Funds, Sophrosyne or an affiliate holds a nominal investment in such Funds and therefore may be viewed as having an incentive to favor such Funds. As discussed in greater detail in Item 11, below, Sophrosyne has adopted controls that are intended to ensure that no clients are favored over others.

Sophrosyne does not have any arrangement in which it is compensated for recommending or selecting other investment advisers for its clients, nor does Sophrosyne have any other business relationship with an investment adviser that would create a material conflict of interest with respect to Sophrosyne’s management of the Funds or managed accounts.

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

##### **Code of Ethics**

Sophrosyne has adopted a Code of Ethics that establishes standards of conduct for Sophrosyne’s personnel. The Code of Ethics includes general requirements that Sophrosyne’s personnel comply with

their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, employee conduct and insider trading. Subject to certain restrictions in the Code of Ethics, personnel of Sophrosyne and their families and households may purchase certain investments for their own accounts, including the same investments as may be purchased or sold for a Fund. Under the Code of Ethics, Sophrosyne personnel are also required to file certain periodic reports with Sophrosyne's Chief Compliance Officer as required by Rule 204A-1 under the Advisers Act. The Code of Ethics helps Sophrosyne detect and prevent potential conflicts of interest and certain regulatory issues.

Sophrosyne's personnel who violate the Code of Ethics may be subject to remedial actions, including, but not limited to, profit disgorgement, fines, censure, demotion, suspension or dismissal. Sophrosyne's personnel are required to certify periodically their compliance with the Code of Ethics.

The Code of Ethics is available to any client or prospective client of Sophrosyne by contacting Sophrosyne's Chief Compliance Officer at (212) 444-2500.

### **Participation or Interest in Client Transactions**

Sophrosyne and certain employees and affiliates of Sophrosyne may invest in the Funds and may invest alongside the Funds as direct or indirect investors in various investments in which one or more Funds invest. Sophrosyne or its affiliates, as applicable, may reduce all or a portion of the management fees and performance fees/allocations related to investments held by such persons. For further details regarding these arrangements, as well as conflicts of interest presented by them, please see "Conflicts of Interest" immediately below.

### **Conflicts of Interest**

Sophrosyne engages in a broad range of activities, including investing for its own account and for the accounts of the Funds, and providing transaction-related, investment advisory, management and other services to Funds and operating companies. Such activities may include buying or selling for client accounts securities in which Sophrosyne or a related person has a material financial interest, investing in the same securities that Sophrosyne or a related person has purchased for client accounts, or buying or selling securities for client accounts at or about the same time that Sophrosyne or such related person buys or sells the same securities for its or their own account.

Sophrosyne's interest and its affiliates' interests may conflict with the interests of the Funds. Certain of these conflicts of interest, as well as a description of how Sophrosyne addresses such conflicts of interest, can be found below.

#### *Resolution of Conflicts*

In the case of all conflicts of interest, Sophrosyne's determination as to which factors are relevant, and the resolution of such conflicts, will be made using Sophrosyne's best judgment, but in its absolute discretion. In resolving conflicts, Sophrosyne may consider various factors, including the interests of the applicable Funds with respect to the immediate issue and/or with respect to their longer term courses of dealing.

Certain procedures for resolving specific conflicts of interest are set forth below. When conflicts arise, the following factors may mitigate, but will not eliminate, conflicts of interest:

- A Fund will not make an investment unless Sophrosyne believes that such investment is an appropriate investment considered solely from the viewpoint of such Fund; and
- Certain conflicts of interest will generally be resolved by set procedures, restrictions or other provisions contained in the relevant offering and/or organizational documents for the Funds.

### *Conflicts*

The material conflicts of interest that a Fund may encounter include those discussed below, although the discussion below does not necessarily describe all of the conflicts that a Fund may face. Other conflicts may be disclosed throughout this brochure, and this brochure (along with the relevant Funds' offering circulars or private offering memorandums) should be read in its entirety for other conflicts.

### *Allocation of Investment Opportunities*

In connection with its investment activities, Sophrosyne may encounter situations in which it must determine how to allocate investment opportunities among the Funds and other persons, which may include, but are not limited to, the following:

- The Funds, as well as vehicles organized as parallel investment entities and formed to invest side-by-side with one or more of the Funds (either in all transactions entered into by such Fund(s) or in a limited subset of such investments) and/or to facilitate investments by certain foreign or tax-exempt persons or business associates and other "friends and family" of Sophrosyne or its personnel;
- Any Alternative Investment Vehicles formed to address, for example, specific tax, legal, business, accounting or regulatory-related matters that may arise in connection with a transaction or transactions;
- Any Co-Investment Vehicles formed to invest side-by-side with one or more Funds in particular transactions entered into by such Fund(s) (the investors in such Co-investment Vehicles may include individuals and entities that are also investors in one or more Funds ("Current Investors") and/or individuals and entities that are not investors in any Funds ("Third Parties")); and
- Current Investors, Third Parties and/or persons affiliated with Sophrosyne or its personnel, that wish to make direct investments (i.e., not through an investment vehicle) side-by-side with one or more Funds in particular transactions entered into by such Fund(s).

In recognition of its fiduciary duties, it is Sophrosyne's policy to treat the Funds fairly and equitably in the allocation of investment opportunities and transactions more generally. Sophrosyne has adopted written policies and procedures relating to the allocation of investment opportunities.

A Fund may be subject to investment allocation requirements (collectively, "Investment Allocation Requirements") set forth in the instrument under which the Fund was established (such as a Fund's limited partnership agreement or private placement memorandum), or in side letters. *To the extent a Fund's Investment Allocation Requirements do not include specific allocation procedures and/or allow Sophrosyne discretion in making allocation decisions among the Funds, Sophrosyne will follow the process set forth below.* Please refer to a relevant Fund's private placement memorandum and offering circular as well as that Fund's Governing Documents for a description of relevant Investment Allocation Requirements for that Fund, if any.

Sophrosyne must first determine which Funds will participate in an investment opportunity. Sophrosyne assesses whether an investment opportunity is appropriate for a particular Fund, based on the Fund's investment objectives, strategies and structure. A Fund's investment objectives, strategies and structure typically are reflected in the Fund's offering memoranda and organizational documents. Prior to allocating an investment to a Fund, Sophrosyne determines whether additional factors may restrict or limit the allocation of the investment to that Fund. Possible restrictions may include, but are not limited to:

- Legal Obligation: Sophrosyne may be required to allocate an investment to one or more Funds pursuant to a Fund's offering documents and/or operating agreement.
- Related Investments: Sophrosyne may (but is not required to) allocate an investment related to an investment previously made by a Fund(s) to such Fund(s) to the exclusion of, or resulting in a limited allocation to, other Funds.
- Legal, Regulatory and Other Exclusions: Sophrosyne may determine that certain Funds or investors in such Funds should be excluded from an allocation due to specific legal, regulatory, tax and contractual restrictions placed on the participation of such persons in certain types of investments.

Once the Funds that will participate in a particular investment have been identified, Sophrosyne, in its discretion, decides how to allocate such investment among the identified Funds. In allocating such investment among the identified Funds, Sophrosyne may consider some or all of a wide range of factors, which may include, but are not necessarily limited to, the following:

- Each Fund's investment objectives and investment focus;
- Each Fund's liquidity and reserves;
- Each Fund's diversification;
- Amount of capital available for investment by each Fund as well as each Fund's projected future capacity for investment;
- Stage of development of the prospective portfolio company or other investment;
- Composition of each Fund's portfolio;

- The suitability as a follow-on investment for a current portfolio company of a Fund;
- The availability of other suitable investments for each Fund;
- Risk considerations;
- Cash flow and margin considerations;
- Asset class restrictions or guidelines;
- Industry and other allocation targets;
- Minimum and maximum investment size requirements;
- Tax implications;
- Legal, contractual or regulatory constraints; and
- Any other relevant limitations imposed by or conditions set forth in the applicable offering and organizational documents of each Fund.

Sophrosyne will seek to allocate investments among the Funds in a fair and equitable manner. Further, Sophrosyne will not allocate investments based, in whole or in part, on (i) the relative fee structure or amount of fees paid by any Fund, (ii) the profitability of any Fund or (iii) any person's interest in offering or participating in co-investment opportunities outside of any Fund.

Sophrosyne's exercise of its discretion in allocating investment opportunities among the persons and in the manner discussed above or in accordance with the Investment Allocation Requirements may not, and often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to other such persons. While Sophrosyne will determine how to allocate investment opportunities using its best judgment, considering such factors as it deems relevant, but in its sole discretion, there can be no assurance that a Fund's actual allocation of an investment opportunity, if any, or the terms on which that allocation is made, will be as favorable as they would be if the conflicts of interest to which Sophrosyne may be subject, discussed herein, did not exist.

The appropriate allocation among Funds, Current Investors and Third Parties of expenses and fees generated in the course of evaluating and making investments that are not consummated, such as out-of-pocket fees associated with due diligence, attorney fees and the fees of other professionals, will be determined by Sophrosyne and its affiliates in their good faith discretion.

In exercising its discretion to allocate investment opportunities and fees and expenses, Sophrosyne may be faced with a variety of potential conflicts of interest. For example, in allocating an investment opportunity among Funds with differing fee, expense and compensation structures, Sophrosyne may have an incentive to allocate investment opportunities to the Funds from which Sophrosyne or its related persons may derive, directly or indirectly, a higher fee, compensation or other benefit.

In addition, Sophrosyne's personnel and their affiliates invest in Funds and therefore participate indirectly in those Funds' investments. Their interests will vary Fund by Fund, which creates conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Fund.

#### *Conflicts Related to Purchases and Sales*

Conflicts may arise when several Funds make investments together, or in a transaction where another Fund has already made an investment. Investment opportunities may be appropriate for Funds at the

same, different or overlapping levels of a portfolio company's capital structure. Conflicts may arise in determining the terms of investments, particularly where different Funds may invest in different types of securities in a single portfolio company. Questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring may raise conflicts of interest, particularly in Funds that have invested in different securities within the same portfolio company. If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the Funds may or may not provide such additional capital, and if provided each Fund will supply such additional capital in such amounts, if any, as Sophrosyne determines. Investments by more than one Fund in a company may also raise the risk of using assets of some Funds to support positions taken by other Funds. Sophrosyne's employees and related persons and its affiliates have made or may make capital investments in or alongside certain Funds, and therefore may have additional conflicting interests in connection with these investments. There can be no assurance that a Fund's return in a particular transaction would be equal to and not less than another Fund participating in the same transaction or that it would have been as favorable as it would have been had such conflict not existed.

A Fund may invest in opportunities that other Funds have declined, and likewise, a Fund may decline to invest in opportunities in which other Funds have invested.

#### *Cross-Transactions*

In certain cases, Sophrosyne may cause a Fund to purchase investments from another Fund, or it may cause a Fund to sell investments to another Fund. Such transactions create conflicts of interest because, by not offering such buy and sell transactions to the open market, a Fund may not receive the best price otherwise possible, or Sophrosyne might have an incentive to improve the performance of one Fund by selling underperforming assets to another Fund to, for example, earn additional fees. Additionally, in connection with such transactions, Sophrosyne, its affiliates and/or their professionals (i) may have significant investments, or intentions to invest, in the Fund that is selling and/or purchasing such an investment or (ii) otherwise have a direct or indirect interest in the investment (such as through certain other participations in the investment). Sophrosyne and its affiliates may receive management or other fees in connection with their management of the relevant Funds involved in such a transaction, and may also be entitled to share in the investment profits of the relevant Funds through performance-based fees or allocations. To address these conflicts of interest, in connection with effecting such transactions, Sophrosyne will follow the Investment Allocation Requirements (discussed in "Allocation of Investment Opportunities" above) of the relevant Funds. To the extent such matters are not addressed in the Investment Allocation Requirements, Sophrosyne's Chief Compliance Officer, in consultation with Sophrosyne's portfolio managers, will be responsible for confirming that Sophrosyne (i) considers its respective duties to each Fund, (ii) determines whether the purchase or sale and price or other terms are comparable to what could be obtained through an arm's length transaction with a third party, (iii) obtains any required approvals of the transaction's terms and conditions and (iv) complies with applicable regulatory requirements.



### *Principal Transactions*

Section 206 under the Advisers Act regulates principal transactions among an investment adviser and its affiliates, on the one hand, and the clients thereof, on the other hand. Very generally, if an investment adviser or an affiliate thereof proposes to purchase a security from, or sell a security to, a client (what is commonly referred to as a “principal transaction”), the adviser must make certain disclosures to the client of the terms of the proposed transaction and obtain the client’s consent to the transaction. While Sophrosyne does not expect to engage in principal transactions, Sophrosyne has established certain policies and procedures to comply with the requirements of the Advisers Act as they relate to principal transactions, including that disclosures required by Section 206 of the Advisers Act be made to the applicable Fund(s) regarding any proposed principal transactions and that any required prior consent to the transaction be received. In addition, the offering documents, limited partnership agreements or other organizational documents and related documents relating to the Funds may contain additional restrictions on the ability of the Funds or Sophrosyne to engage in principal transactions.

### *Management of the Funds*

Sophrosyne’s personnel typically are responsible for managing several Funds (including Funds that may be formed in the future). Conflicts of interest may arise in allocating time, services or functions of these officers and employees.

### *Follow-on Investments*

Follow-on investments in portfolio companies may present conflicts of interest, including the terms of the new financing as well as the allocation of the investment opportunities in the case of follow-on acquisitions by one Fund in a portfolio company in which another Fund has previously invested. In addition, a Fund may participate in releveraging and recapitalization transactions involving portfolio companies in which another Fund has already invested or will invest. Conflicts of interest may arise, including determinations of whether existing investors are being cashed out at a price that is higher or lower than market value and whether new investors are paying too high or too low a price for the company or purchasing securities with terms that are more or less favorable than the prevailing market terms.

### *Other Conflicts Relating to Sophrosyne and its Affiliates*

Sophrosyne, its personnel and their affiliates may buy or sell securities or other instruments that Sophrosyne also has recommended to a Fund, and may buy securities in transactions that Sophrosyne considered, but rejected, as Fund investments. Any such transactions are subject to the policies and procedures set forth in Sophrosyne’s Code of Ethics. The investment policies, fee arrangements and other circumstances of these investments may vary from those of the Funds. If Sophrosyne, its personnel, or their affiliates have made large capital investments in or alongside the Funds, they may have conflicting interests with respect to these investments.

### *Diverse Membership*

The investors in the Funds include U.S. taxable and tax-exempt individuals and entities, as well as various non-U.S. investors. Such investors may have conflicting investment, tax and other interests with respect to their investments in a Fund. The conflicting interests among the investors may relate to or arise from, among other things, the nature of investments made by a Fund, the structuring of the acquisition of investments and the timing of the disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions that Sophrosyne makes, including with respect to the nature or structuring of investments, that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for a Fund, Sophrosyne and its affiliates will consider the investment and tax objectives of the applicable Fund and the investors as a whole, not the investment, tax or other objectives of any investor individually.

### *Business with Portfolio Companies and Investors*

Sophrosyne has service providers who may be investors in Funds, who provide services to businesses that compete with Sophrosyne or who otherwise have a relationship with Sophrosyne or its personnel. Sophrosyne may have a conflict of interest with the Funds in recommending the retention or continuation of a service provider to the Funds if such recommendation, for example, is motivated by a belief that the service provider will continue to invest in Funds or will provide Sophrosyne information about markets and industries in which Sophrosyne operates or is interested or will provide other services that benefit Sophrosyne or its personnel. There is a possibility that Sophrosyne, because of such belief or for other reasons, may favor such retention or continuation even if a better price and/or quality of service could be obtained from another person. Sophrosyne and its affiliates may from time to time utilize the services of investors in the Funds and their affiliates on an arm's length basis, as they deem appropriate.

## **Item 12. Brokerage Practices**

**Trade Execution.** Sophrosyne has complete discretion in selecting the broker or futures commission merchant that it uses for each Fund's transactions and the commission rates that the Funds pay such brokers and futures commission merchants. In selecting a broker or futures commission merchant for any transaction or series of transactions, Sophrosyne may consider a number of factors, including, for example:

- net price, clearance and settlement;
- efficiency of execution and error resolution;
- the availability of stocks to borrow for short trades;
- custody, recordkeeping and similar services;
- referral of prospective investors;
- special execution capabilities;
- block trading and block positioning capabilities;
- willingness to execute related or unrelated difficult transactions in the future;

- order of call;
- reputation, financial strength and stability; and
- offering to Sophrosyne on-line access to computerized data regarding clients' accounts.

### ***Soft Dollar Arrangements.***

Sophrosyne may also purchase from a broker or futures commission merchant or allow a broker or futures commission merchant to pay for the following (each a "soft dollar relationship"):

- market data, from vendors such as Bloomberg, NYSE and Nasdaq;
- proprietary research products and services from brokers or third party consultants, which may be written, oral or electronic; and
- an order management system.

Research products may also include, among other things, permitted computer databases and quotation software, in each case, to access research or which provide research directly, other software, databases and certain other technical and telecommunication services utilized in the investment management process. Research services (which may be in written or oral form or electronic) may include, among other things, research concerning market, economic and financial data, statistical information, data on pricing and availability of securities, financial publications (to the extent appropriate), electronic market quotations and news, performance measurement and pricing services, permitted risk management analysis and performance studies, analyses concerning specific securities, companies or sectors, and market, economic and financial studies and forecasts. If Sophrosyne generates "soft dollars" with respect to trades made on behalf of a client, Sophrosyne will do so within the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Sophrosyne may receive soft dollar credits based on principal, as well as agency, securities transactions with brokers and futures commission merchants or direct a broker or futures commission merchant that executes transactions to share some of its commissions with a broker or futures commission merchant that provides soft dollar benefits to Sophrosyne.

During Sophrosyne's last fiscal year, it acquired, among others, the following types of products and services with Fund brokerage commissions or markups:

- research services;
- economic and market information; and
- portfolio strategy advice.

Sophrosyne may pay to a broker or futures commission merchant commissions and mark-ups that exceed those that another broker or futures commission merchant might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker or futures commission merchant provides. Sophrosyne determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or Sophrosyne's overall fiduciary duty

to the Funds. An account may, however, pay higher commissions and mark-ups than are otherwise available or may pay more commissions or mark-ups based on account trading activity. The research and other benefits resulting from Sophrosyne's brokerage relationships may benefit Sophrosyne's operations as a whole and the Funds, including Funds that do not generate the soft dollars that pay for such research and other benefits. Sophrosyne does not allocate soft dollar benefits to Funds proportionately to the soft dollar credits that the accounts generate.

Sophrosyne has retained Goldman Sachs & Co. to serve as the prime broker and custodian to the Funds, pursuant to a prime brokerage agreement entered into between the applicable Fund and each such firm. The Prime Brokers have custody of most of the Funds' assets and provide Sophrosyne with other services. These services may include, but are not limited to: technology services, capital introduction services, portfolio reporting and access to electronic communications networks. Although many prime brokers provide similar services to investment advisers in exchange for brokerage, custody and clearance fees and other charges, if Sophrosyne did not receive these services from the Prime Brokers, Sophrosyne may be required to pay for all or some portion of them. Sophrosyne is not required to direct a particular number of trades to the Prime Brokers or to continue to use any Prime Broker as a Fund's custodian, but it has an incentive to do so based on the Prime Broker's prior and continued services.

Sophrosyne's relationships with brokers and futures commission merchants that provide soft dollar services influence Sophrosyne's judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not. Sophrosyne has an incentive to select or recommend a broker or futures commission merchant based on Sophrosyne's interest in receiving soft dollar services rather than the Funds' interest in receiving the most favorable execution. These conflicts of interest are particularly influential to the extent that Sophrosyne uses soft dollars to pay expenses it would otherwise be required to pay itself.

Sophrosyne addresses these conflicts of interest by regularly evaluating the trade execution services it receives from the brokers and futures commission merchants it uses to execute trades for the Funds, including comparing those services to the services available from other brokers and futures commission merchants to determine if Sophrosyne is achieving best execution in the Funds' transactions. Matters that are evaluated may include, among others, the quality of execution services, the desirability of continuing with various soft dollar services and the desirability of adding or removing brokers and increasing or decreasing targets for each broker (based on Sophrosyne's assessment of the value that each broker adds to the Funds) and the appropriate level of commission rates.

**Referrals.** Sophrosyne may direct a certain amount of brokerage to a broker or futures commission merchant in return for the broker's or futures commission merchant's referral of prospective investors in the Funds. Directing brokerage in exchange for investor referrals creates a conflict of interest in that Sophrosyne has an incentive to refer the Funds' brokerage business to brokers and futures commission merchants to which it might not otherwise direct transactions. During its last fiscal year, Sophrosyne did not direct any Fund's transactions to a particular broker or futures commission merchant in return for investor referrals.

**No Directed Brokerage.** Sophrosyne does not permit its Funds or investors to direct Sophrosyne to use specific brokers.

**Trade Aggregation.** Sophrosyne may aggregate securities sale and purchase orders for a Fund with similar orders being made contemporaneously for other Funds that Sophrosyne manages or with accounts of its affiliates. In such event, Sophrosyne may charge or credit a Fund the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the Fund than it would be if Sophrosyne were not executing similar transactions concurrently for other Funds.

#### **Item 13. Review of Accounts**

Benjamin Taylor, Sophrosyne's managing member, manages and reviews the Sophrosyne Technology Funds. Benjamin Taylor and Taj Bayless manage and review the Malthusian Funds. Asset allocation, cash management, market prospects and individual issue prospects are considered. Such reviews are conducted in "real time" throughout the day. Particular attention is given to changes in company earnings, industry outlook, market outlook and price levels.

Investors in the Funds typically receive written reports including, among other things, a copy of audited financial statements of the relevant Fund, as well as, with respect to the Hedge Funds, monthly unaudited performance reports. Sophrosyne may from time to time, in its sole discretion, provide additional information relating to a Fund to one or more investors in such Fund as it deems appropriate.

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

Sophrosyne may elect to pay cash or a portion of the management fees it receives with respect to investors in its Funds that were referred to Sophrosyne by a third party.

Sophrosyne may compensate third parties for client referrals (each such third-party, a "Solicitor"). Before making payments for any referral, Sophrosyne requires each Solicitor to enter into a written referral agreement. Sophrosyne may pay the Solicitor a portion of its own fee received from clients introduced by that Solicitor for the length of the term of the client's account with Sophrosyne. Typically, this fee is a percentage of assets under management and a percentage of any other fees earned by Sophrosyne, calculated by an agreed upon formula. Sophrosyne may also pay certain expenses incurred by the Solicitor for services performed on behalf of Sophrosyne.

#### **Item 15. Custody**

The Funds that Sophrosyne advises generally maintain custody arrangements through independent qualified custodians. However, Sophrosyne may in some circumstances be deemed to have "custody" (as defined in Rule 206(4)-2 under the Advisers Act) of client securities and funds because its affiliate serves as the general partner of such Funds.

Investors in the Funds will not receive statements from the custodian but may elect to receive quarterly statements from Sophrosyne or from the applicable Fund's third-party administrator. The Funds are

subject to an annual audit and the audited financial statements prepared by a PCAOB accounting firm are distributed to investors within 120 days of each Fund's year-end as required by Rule 206(4)-2(b)(4).

Depending upon the terms of the applicable agreement with a managed account, Sophrosyne may have custody of the assets held in such managed account. Managed account clients generally are responsible for opening their own accounts directly with a qualified custodian. Managed account clients will receive account statements from the qualified custodian for their accounts and should carefully review those statements. Sophrosyne generally does not provide statements to managed account clients, except if specifically requested or in certain limited circumstances. Managed account clients who receive account statements from Sophrosyne should compare those statements with the account statements received from the qualified custodian.

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

Sophrosyne has discretionary authority to manage each Fund organized as a limited partnership pursuant to a grant of authority in that Fund's limited partnership agreement. Sophrosyne has discretionary authority manage each other Fund pursuant to a limited power of attorney in each such Fund's investment management agreement.

In the case of each non-U.S. Hedge Fund, such discretion is limited by the requirement that the applicable non-U.S. Hedge Fund's board of directors advise Sophrosyne of the Fund's investment objectives, any changes or modifications to those objectives and any specific investment restrictions relating to the Fund. A Fund's board must promptly notify Sophrosyne in writing if the board considers any investments recommended or made for the Fund to violate such objectives or restrictions. A Fund's board may at any time direct Sophrosyne to sell any securities or take such other lawful actions as the Fund's board may specify to cause the Fund to comply with its investment objectives. In addition, a Fund's board may notify Sophrosyne at any time not to invest in specific securities or specific categories of securities.

Sophrosyne also accepts discretionary authority to manage the assets of managed accounts. Managed account clients may place limitations on this authority, including by imposing concentration limits and restrictions on the securities of particular issuers or industries. Sophrosyne assumes discretionary authority over managed accounts through the advisory agreement that Sophrosyne executes with each managed account client.

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

Sophrosyne's Chief Compliance Officer determines the method and resources used to vote proxies. Notwithstanding the possibility that a material conflict of interest over proxy voting may arise between Sophrosyne and a Fund, Sophrosyne believes that it places the Funds' interests ahead of Sophrosyne's own interests by following the Chief Compliance Officer's recommendations.

An investor in a Fund can obtain a copy of Sophrosyne's proxy voting policy and a record of votes cast

by Sophrosyne on behalf of the relevant Fund by contacting Sophrosyne's Chief Compliance Officer at 156 East 36<sup>th</sup> Street, at 2 Sniffen Court, New York, NY 10016

**Item 18. Financial Information**

Not Applicable.

**Item 19. Requirements For State-Registered Advisers**

Not Applicable.