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# Karya Capital Management LP

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**This Brochure provides information about the qualifications and business practices of Karya Capital Management LP (“Karya”). If you have any questions about the contents of this Brochure, please contact us at (212) 201-1970. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Karya is an investment adviser registered with the SEC. Registration with the SEC does not imply any level of skill or training.**

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

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## **ITEM 2 – MATERIAL CHANGES**

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This Brochure is part of the annual updating amendment to Form ADV and reflects the following material changes since Karya's last Brochure dated March 28, 2013:

- Karya's settlement with the Chicago Mercantile Exchange Inc. in respect of position limit violations is disclosed in the Disciplinary Information section (Item 9).
- Material changes have been made to be consistent with Karya's updated compliance manual with respect to brokerage practices and aggregation/allocation procedures (Item 12) and certain conflicts of interest related to Client accounts (Item 11).

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#### **ITEM 4 – ADVISORY BUSINESS**

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On October 16, 2012 Karya became a registered investment adviser with the SEC. Karya provides discretionary investment management services regarding securities and other financial instruments to U.S. and non-U.S. institutional clients, including private investment funds managed by Karya (“Funds”) and separately managed accounts (“Separate Account Clients,” and together with the Funds, “Advisory Clients”). Currently, Karya’s only “investment advisory clients” are the Advisory Clients. Karya also advises commodity pools and separately managed accounts that invest exclusively in futures contracts (collectively, “Futures Clients”). However, these Futures Clients are not “investment advisory clients” for purposes of the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Therefore, the Futures Clients are generally not discussed in this Form ADV, Part 2A, except in the context of conflicts of interest that may arise between Karya’s management of the Advisory Clients and the Futures Clients (collectively, “Clients”).

Karya invests directly on behalf of Advisory Clients in fixed income securities and related derivatives based on relative value analyses and a focus on G-7 currency countries. Karya also seeks to maintain exposure to equities, sovereign debt, certain currencies and commodities entirely through the use of futures and option contracts. Karya is responsible for all of the investment and trading activities of its Advisory Clients. Karya provides advisory services to its Advisory Clients based on their respective investment objectives and guidelines. The investment objectives, strategies, fees and risks of each Fund and other material information, are set forth more fully in each Fund’s confidential offering document (“Memorandum”), which is available to current investors and qualified prospective investors with whom Karya has a pre-existing substantive relationship. The investment objectives, strategies and fees related to each Separate Account Client are set forth more fully in an advisory agreement with such Separate Account Client.

Karya, a Delaware limited partnership formed in 2011, is principally owned by Rajiv Sobti. Rajiv Sobti is also the Chief Investment Officer.

Karya had approximately \$497,041,217 of Advisory Clients assets under management on a discretionary basis as of December 31, 2013. Karya, overall, manages approximately \$611,143,985 of assets in the Clients. Karya does not manage assets on a non-discretionary basis.

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#### **ITEM 5 – FEES AND COMPENSATION**

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In connection with Karya’s management of Fund assets, it generally receives a management fee of 2% per annum of assets under management. The management fee is calculated and paid monthly in arrears based on the net asset value of a Fund on the last day of the month. Fees may be reduced or waived in certain circumstances or with respect to certain investors (e.g., principals and employees of Karya). Investors redeeming intra-month will be charged management fees only for the portion of the month that they were invested in a Fund.

An affiliate of Karya, Karya Managing Member LLC (“Karya MM”) receives performance-based compensation of 20% of the increase in net asset value of a Fund investor’s account above a “high water mark” (i.e., the previous highest net asset value at which performance-based compensation was paid). Performance-based compensation generally is charged in arrears at year-end and upon an intra-year redemption by an investor in a Fund. Karya MM’s performance-based compensation is calculated taking into account both realized and unrealized gains. Losses must be recouped before Karya MM will be entitled to performance-based compensation.

Fees for Separate Account Clients, all of which meet the definition of “qualified purchaser” in Section 2(a)(51) of the Investment Company Act of 1940, as amended, are negotiated on a case-by-case basis between Karya and the Separate Account Client.

Fees are generally deducted from Advisory Client assets, not billed separately. The specific manner in which fees are charged by Karya is set forth in each Advisory Client’s written agreement with Karya or, in the case of the Funds, the Memorandum. Fees charged with respect to Karya’s Separate Account Clients may be similar or different to those charged to its Funds. Please see Item 6 for more information.

Funds generally may terminate Karya’s advisory services at any time without penalty upon thirty days’ prior written notice. Investment management agreements with Separate Account Clients are terminable following a notice period generally of no more than 5 days, as negotiated between Karya and the Separate Account Client. Upon termination of any Advisory Client account, any earned, unpaid fees will be due and payable.

Funds are also responsible for ongoing expenses, including, without limitation, (i) investment related expenses, including, but not limited to, brokerage commissions and other charges and interest expense, (ii) third party legal, bookkeeping, accounting, auditing, record keeping, administration, corporate secretarial, clerical and directors’ expenses, (iii) printing, duplication, telephone and mailing expenses, (iv) the cost of maintaining a Fund’s corporate existence and expenses, filing fees and government fees, (v) expenses related to investor communication and support, (vi) expenses of the continuing offering by the Funds, and (vii) the costs of any corporate liability insurance. Separate Account Clients are also responsible for investment related expenses, including, but not limited to, brokerage commissions and other charges and interest expense.

Item 12 describes the factors that Karya considers in selecting broker-dealers for Advisory Client transactions and determining the reasonableness of their compensation.

Redemptions by investors in a Fund are governed by the terms set forth in each Fund’s Memorandum.

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

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Karya MM receives performance-based compensation of 20% of the increase in net asset value of a Fund investor’s account above a “high water mark” (i.e., the previous highest net asset value

at which performance-based compensation was paid). Performance-based compensation will be in conformity with Rule 205-3 under the Advisers Act. Please see Item 5 for more information.

Clients should be aware that Karya's or Karya MM's receipt of performance-based compensation or Karya's personnel's financial incentives to achieve gains may cause Karya and/or its personnel to have an incentive to choose investments that are riskier or more speculative than what otherwise may be chosen.

Performance-based fee arrangements could under certain circumstances create an incentive for Karya to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Karya may receive performance-based compensation from Separate Account Clients as agreed to between Karya and the relevant Separate Account Client from time to time.

Karya and its related persons have entered into revenue sharing agreements with investor(s) in the Funds pursuant to which Karya and its related persons will share a portion of the management fees and performance-based compensation they receive with respect to the Funds. While the Funds may have the same fee structure, and therefore there is no incentive to favor any one Fund over another as a result of fee structures, the revenue sharing by Karya or its related persons and thus the differing participation in fees by third parties could appear to create an incentive for Karya to choose an Advisory Client over another. In addition, fees for Separate Account Clients vary as negotiated between Karya and each Separate Account Client, and may be higher or lower than fees paid by the Funds, which may create an incentive for Karya to choose an Advisory Client over another.

Karya has procedures designed and implemented to monitor that all Advisory Clients are treated equitably in the allocation of investment opportunities and trades. Please see Item 12 for more information.

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## **ITEM 7 – TYPES OF CLIENTS**

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Karya provides investment management services to U.S. and non-U.S. Funds. Investors in the Funds may include institutional clients and high net worth qualified individual investors. The Funds have a minimum investment requirement of \$1 million for investors as set forth in the Fund's Memorandum, which may be waived or modified at Karya MM's discretion in the case of U.S. Funds or the board of directors' discretion in the case of non-U.S. Funds. Investors are also required to meet certain eligibility standards as set forth in each Fund's Memorandum.

Karya may also from time to time provide investment management services for a limited number of Separate Account Clients, which may include institutional clients and high net worth qualified individual investors and are accepted on a case-case by basis. Separate Account Clients have a minimum investment requirement that may be waived or modified at Karya's discretion.

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## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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Karya utilizes a multi-disciplined investment approach that relies on both fundamental analysis and technical analysis to take advantage of market opportunities and mispricings and to realize gains when Karya's price targets are reached. Karya's main sources of information include industry analysts and economists, specialized research groups, industry databases, financial newspapers and general sources of news and analyses.

Karya primarily invests in fixed income securities and related derivatives based on relative value analyses and a focus on G-7 currency countries. Karya also seeks to maintain exposure to equities, sovereign debt, certain currencies and commodities entirely through the use of futures and option contracts.

Karya may be bound by certain fixed guidelines concerning the percentage of assets that may be invested in any particular investment or counterparty. These guidelines are described in a Fund's Memorandum.

### **Certain Risk Factors**

There can be no assurances that an Advisory Client will achieve its investment objective or that the strategies pursued and methods utilized by Karya will be successful under all or any market conditions. Past performance is no guarantee of future performance.

Investing in financial instruments involves the risk of loss of principal that Advisory Clients should be prepared to bear. A brief explanation of the material risks associated with Karya's principal investment strategies and methods of analysis follows. Additional risk factors are set forth in the Memorandum of each Fund.

- **Relative Value Trading Strategies.** The success of relative value strategies is dependent on a Fund's ability to exploit relative mispricings among interrelated instruments. Although relative value positions are considered to have a lower risk profile than directional trades as the former attempt to exploit price differentials not overall price movements, relative value strategies are by no means without risk. Mispricings, even if correctly identified, may not converge within the time frame within which a Fund maintains its positions. A Fund's relative value strategies are subject to the risks of disruptions in historical price relationships, the restricted availability of credit and the obsolescence or inaccuracy of its or third-party valuation models. Market disruptions and/or counterparty defaults may also force the Fund to prematurely to close out one or more positions. Such disruptions have in the past resulted in substantial losses for funds employing relative value strategies. A major component of relative value trading involves spreads between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss may occur. Such positions do, however, entail a substantial risk that the price differential could change unfavorably and, due to the leveraged nature of the Fund's trading, result in increased losses.

- Sovereign Debt Risk. The governmental authority that controls the repayment of the debt may be unwilling or unable to repay the principal and/or interest when due in accordance with the terms of such securities due to: the extent of its foreign reserves; the availability of sufficient foreign exchange on the date a payment is due; the relative size of the debt service burden to the economy as a whole; or the government debtor's policy towards the International Monetary Fund and the political constraints to which a government debtor may be subject. If an issuer of sovereign debt defaults on payments of principal and/or interest, a Fund may have limited legal recourse against the issuer and/or guarantor. In certain cases, remedies must be pursued in the courts of the defaulting party itself, and the Fund's ability to obtain recourse may be limited.
- U.S. Government Securities. U.S. government securities are debt securities issued by the U.S. Treasury or issued by an agency or instrumentality of the U.S. government. Although all obligations of agencies and instrumentalities are not direct obligations of the U.S. Treasury, payment of the interest and principal on these obligations may be backed directly or indirectly by the U.S. government. This support can range from the backing of the full faith and credit of the United States to U.S. Treasury guarantees, or to the backing solely of the issuing instrumentality itself. A Fund is subject to interest rate and market risks. The prices of government securities tend to fall as interest rates rise. Securities that have longer maturities tend to fluctuate more in price in response to changes in market interest rates than do securities with shorter maturities. This risk is usually greater when inverse floaters are held by a Fund.
- Supranational Debt Obligations. A Fund may invest in debt issued by supranational entities. Supranational entities are entities constituted by the national governments of several countries to promote economic development, such as the World Bank, the International Monetary Fund, the European Investment Bank and the Asian Development Bank. Obligations of these entities are supported by appropriated but unpaid commitments of their member countries, and there can be no assurances that these commitments will be undertaken or met in the future.
- Risks Associated With Municipal Securities. A Fund's investment in municipal securities will generally consist of general obligations for which the taxing power of the issuer is the source of repayment and pre-refunded municipal obligations and certain essential purpose obligation bonds. Revenue or essential purpose obligation bonds are not direct obligations of any government, and the payment of such obligations is generally dependent on the collection of anticipated revenues from a particular facility or special excise tax. In the event that special revenues backing such obligations are not received, the Fund will have no recourse against the issuer or any other party for repayment of such obligations. In the case of general obligations, there is the risk that an issuer of such obligations could become insolvent and default on the obligations. In such case, the Fund would be a creditor of the issuer and would likely not receive full payment of principal and interest on the obligations.
- Risks Related to Mortgage-Backed and Asset-Backed Securities. Most mortgage-backed and asset-backed securities are subject to early repayment of principal, which can be expected to accelerate during periods of declining interest rates and decelerate during



periods of rising interest rates. For certain types of asset pools, such as collateralized mortgage obligations, prepayments may be allocated to one tranche of securities ahead of other tranches, in order to reduce the risk of prepayment for the other tranches. Such repayments can usually be reinvested only at the lower yields then prevailing in the market. Therefore, during periods of declining interest rates, these securities are less likely than other fixed income obligations to appreciate in value and less effective at locking in a particular yield. On the other hand, mortgage-backed and asset-backed securities are subject to substantially the same risk of depreciation during periods of rising interest rates as other fixed income securities.

- Derivative Transactions Generally. A Fund may engage in derivative transactions both for hedging purposes and as an alternative to direct investments in the underlying securities. The risks associated with derivative transactions are potentially greater than those associated with the direct purchase or sale of the underlying securities because of the additional complexity and potential for leverage. In addition, derivatives may create credit risk (the risk that a counterparty on a derivative transaction will not fulfill its contractual obligations), as well as legal, operations, reputation and other risks beyond those associated with the direct purchase or sale of the underlying securities to which their values are related.
- Special Risks Associated with Futures Trading
  - *Price Volatility.* Futures contracts have a high degree of price variability and are subject to periodic rapid and substantial changes. Price movements for futures contracts which a Fund will trade may be influenced by, among other things, changing supply and demand relationships, government, trade, fiscal and economic events and changes in interest rates. Governments from time to time intervene, directly and through regulation, in certain markets, often with the intent to influence prices directly. Consequently, substantial losses could occur.
  - *Futures Markets are Leveraged and Speculative.* The markets in which a Fund may trade are speculative, highly leveraged and involve a high degree of risk. Volatility increases risk, particularly when trading with leverage. Trading on a leveraged basis even in stable markets involves risk; doing so in volatile markets necessarily involves a substantial risk of sudden, significant losses. Market volatility and leverage mean that a Fund could incur substantial losses, potentially impairing its equity base and ability to achieve its long-term profit objectives even if favorable market conditions subsequently develop.
  - *Illiquidity of Markets.* Futures positions cannot always be liquidated at the desired price. It is difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. A market disruption, such as when governments may take or be subject to political actions which disrupt the markets in their currency or major exports, can also affect the liquidity of the futures markets thereby making it difficult to liquidate a position.

- *No Intrinsic Value of Positions.* Futures trading is a risk transfer economic activity. For every gain there is an equal and offsetting loss rather than an opportunity to participate over time in general economic growth. Unlike most alternative investments, an investment in a Fund does not involve acquiring any asset with intrinsic value. Overall stock and bond prices could rise or fall significantly and the economy as a whole could prosper or falter without regard to whether a Fund trades profitably or unprofitably.
- *Trading on Non-U.S. Exchanges.* A Fund may engage in some of its trading on commodity exchanges outside the United States. Trading on such exchanges is not regulated by any United States governmental agency and may involve certain risks not applicable to trading on United States exchanges. In trading contracts denominated in currencies other than U.S. Dollars, unless a Fund hedges itself against fluctuations in exchange rates, the Fund is subject to the risk of adverse exchange-rate movements between the U.S. Dollar and the functional currencies of such contracts. Investors could incur substantial losses from a Fund's trading on foreign exchanges which losses might not have occurred had the Fund limited its trading to U.S. markets. In addition, some non-U.S. exchanges, in contrast to U.S. exchanges, are "principal markets" in which performance with respect to a contract is the responsibility only of the member with which the trader has entered into a contract and not of the exchange or clearinghouse, if any. In the case of trading on such non-U.S. exchanges, a Fund is subject to the risk of the inability of, or refusal by, the counterparty to perform with respect to such contracts. It is also possible that a Fund will not have the same access to certain trades as do various other participants in non-U.S. markets. Due to the absence of a clearinghouse system on many non-U.S. markets, such markets are significantly more susceptible to disruptions, which may include prolonged suspensions of trading and involuntary settlement of positions at artificial prices, than on U.S. exchanges.
- *Failure or Lack of Segregation of Assets by Brokers.* Brokers are required to segregate all funds received from futures customers from such broker's proprietary assets. If a Fund's clearing Broker fails to do so, the assets of the Fund might not be fully protected in the event of their bankruptcy. Furthermore, in the event of a clearing Broker's bankruptcy, a Fund could be limited to recovering only a pro rata share of all available funds segregated on behalf of the clearing Broker's combined customer accounts, even though certain property specifically traceable to the Fund was held by the clearing Broker. In certain cases, it is possible that none of a Fund's assets held at the bankrupt clearing Broker may be recoverable, even if the clearing Broker has properly segregated the Fund's assets from the clearing Broker's proprietary assets.
- *Daily Price Fluctuation Limits.* U.S. commodity exchanges may limit fluctuations in futures contracts prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." During a single trading day, no trades may be executed at prices beyond the daily limit. Once the price of a particular commodity futures contract has increased or decreased to the limit point, positions in the commodity futures contract can be neither established nor liquidated unless traders are willing to effect trades at or within the limit. Futures prices have occasionally moved

the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent a Fund from promptly liquidating unfavorable positions and subject it to substantial losses which could exceed the margin initially committed to such trades.

- *Failure of Non-Correlation Eliminates Benefits of Diversification.* Historically, the futures and foreign exchange markets generally have been non-correlated to the performance of other asset classes such as stocks and bonds. Non-correlation means that there is no statistically valid relationship between the past performance of futures contracts on the one hand and stocks or bonds on the other hand. Non-correlation should not be confused with negative correlation, where the positive performance of one asset class results in negative performance of the other (and vice versa). Because of this non-correlation, a Fund could be profitable during unfavorable periods for the stock market, or vice-versa. The futures markets are fundamentally different from the securities markets in that for every gain in futures trading, there is an equal and offsetting loss. If a Fund does not perform in a manner non-correlated with the general financial markets or does not perform successfully, any diversification benefits will be lost and the Fund may not generate gains to offset losses from other investments.
- Options Trading. A Fund's trading may include the trading of options contracts. An option gives the purchaser of the option the right but not the obligation to take a position at a specified price (the "striking," "strike" or "exercise" price) in a financial instrument. A "call" option gives the purchaser the right to buy the underlying financial instrument, and the purchaser of a "put" option acquires the right to take a sell position in the underlying financial instrument. Both the purchasing and selling of call and put options entail risks. Although an option buyer's risk is limited to the amount of the original investment for the purchase of the option, an investment in an option may be subject to greater fluctuation than is an investment in the underlying financial instruments. In theory, an uncovered call writer's loss is potentially unlimited, but in practice the loss is limited by the term of existence of the call. The risk for a writer of a put option is that the price of the underlying financial instrument may fall below the exercise price.
- Interest Rate Risk. A Fund may be subject to interest rate risk. Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities in which a Fund invests.
- Currency and Exchange Rate Risks. A Fund may be exposed in the interbank market to risks associated with any government or market action that might suspend or restrict trading or otherwise render illiquid, in whole or in part, its position. As a Fund invests in financial instruments denominated or quoted in currencies other than the U.S. Dollar, changes in currency exchange rates may affect the value of the Fund's investments and the unrealized appreciation or depreciation of such investments. The value of the assets of the Fund as measured in U.S. Dollars would be adversely affected by devaluations in foreign currencies. Further, as income from the Fund's financial instruments may be received or realized in

currencies other than the U.S. Dollar, the Fund may incur higher brokerage commissions in connection with conversions between currencies as brokers are subject to risks during the conversion process. The Fund may trade currencies and financial instruments only in interbank and forward contract markets which Karya believes to be well-established and of recognized standing, and Karya effects such trades only with banks, brokers, dealers, financial institutions and other market participants which Karya believes to be creditworthy. A Fund may seek to protect the value of some portion or all of its portfolio holdings against currency risks by engaging in hedging transactions, if available, cost-effective and practicable. A Fund may enter into forward contracts on currencies as well as purchase put and call options on currencies. There is no certainty that instruments suitable for hedging currency shifts will be available at the time the Fund wishes to use them or that, even if available, the Fund will elect to utilize a hedging strategy as these transactions involve certain special risks.

- Use of Swap Agreements. A Fund may use swap agreements. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary investment transactions. Interest rate swaps, for example, do not typically involve the delivery of financial instruments, other underlying assets or principal. Accordingly, the market risk of loss with respect to an interest rate swap is often limited to the amount of interest payments that a Fund is contractually obligated to make on a net basis. If the other party to an interest rate swap defaults, a Fund's risk of credit loss may be the amount of interest payments that it is contractually entitled to receive on a net basis. However, where swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. If there is a default by the counterparty, a Fund may have contractual remedies pursuant to the agreements related to the transaction. The investment performance of a Fund, however, may be adversely affected by the use of swaps if Karya's forecasts of market values, interest rates or currency exchange rates are inaccurate.
- Equity Index Futures. The price of equity index futures contracts may not correlate perfectly with the movement in the underlying equity index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, investors may close futures contracts through offsetting transactions that would distort the normal relationship between the index and futures markets. Second, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also may cause temporary price distortions. Successful use of equity index futures contracts by Karya also is subject to Karya's ability to correctly predict movements in the direction of the market.

The foregoing is a summary of the material risks involved in Karya's investment strategies. Further discussion of risk factors related to the Funds is presented in each Fund's Memorandum,

which is available to current investors in such Fund and prospective investors with whom Karya or its agents have a pre-existing substantive relationship.

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#### **ITEM 9 – DISCIPLINARY INFORMATION**

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Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of the investment adviser or the integrity of the investment adviser's management. Karya has no disclosures to make in this regard about any of its management persons or employees. With respect to Karya, on October 24, 2013, the Chicago Mercantile Exchange Inc.'s ("CME") Business Conduct Committee found that on (i) February 1, 2013 Karya violated CME Rule 562 (Position Limit Violations) by exceeding by 5% the position limits on an intraday basis with respect to the March 2013 Nikkei futures contracts held by Karya, (ii) on April 8, 2013 Karya violated Rule 562 by exceeding by approximately 1% the position limits with respect to June 2013 Nikkei futures contracts held by Karya and (iii) on April 9, 2013 Karya violated Rule 562 by exceeding by approximately 5% the position limits on an intraday basis with respect to June 2013 Nikkei futures contracts held by Karya. A Notice of Disciplinary Action was issued by the CME on October 24, 2013 in which Karya, without admitting nor denying the violations, accepted the CME's settlement offer. Karya paid in full a combined fine of \$40,000 in connection with all violations and disgorgement of \$166,325 in connection with the February 1, 2013 intraday violation.

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

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Karya is a registered commodity pool operator and commodity trading advisor with the Commodity Futures Trading Commission, and a member of the National Futures Association. In addition, one or more of Karya's Employees are registered as associated persons with the National Futures Association.

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

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Karya has adopted a Code of Ethics (the "Code") which sets forth the ethical and fiduciary principles and related compliance requirements under which Karya operates and the procedures for implementing those principles. The Code includes provisions that govern fiduciary duty, client opportunities, insider trading, personal trading, gifts and entertainment, political contributions, outside business activities and confidentiality.

The principals and employees (collectively, "Employees") of Karya and their related accounts are permitted to maintain personal securities accounts provided that such accounts are disclosed to Karya and that any personal trading is consistent with applicable law and with the Code.

Under the Code, Employees may only invest in certain financial instruments subject to written pre-clearance by the Chief Compliance Officer. Subject to compliance with the Code, Employees may buy, sell or hold, for their own respective personal or proprietary trading

accounts, all other securities and commodities that Karya may also buy, sell or hold for Clients. However, due to the liquid nature and availability of such securities and commodities, Employee trading in such securities should not present material conflicts of interest.

The Code also contains policies and procedures that, among other things:

- prohibit Employees from taking personal advantage of opportunities belonging to Clients,
- prohibit trading on the basis of material nonpublic information, and
- place limitations on personal trading by Employees and impose preclearance and reporting obligations with respect to trading.

Karya's Code is available to any Client or prospective client upon request by contacting Laura Pentimone, Karya's Chief Compliance Officer, at (212) 201-1966.

Karya, consistent with Clients' investment objectives and in accordance with applicable law, may cause accounts it manages to effect, and will recommend to Advisory Clients or prospective clients, the purchase or sale of securities or commodities in which Karya or its related persons, directly or indirectly, have a position or interest. The liquid nature and availability of such securities or commodities does not present any potential material conflict of interest. Please see Item 12.

Karya and its related persons do not engage in principal transactions with Advisory Client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys from or sells any security to any advisory client.

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## **ITEM 12 – BROKERAGE PRACTICES**

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Karya has complete discretion in deciding what brokers and dealers (collectively, the "Brokers") a Client will use and in negotiating rates of brokerage compensation. The exact amount of brokerage and related transaction costs that will be incurred by a Client will depend upon a number of factors, including the nature and frequency of the market opportunities presented, the size of the transactions and the transaction rates in effect from time to time.

### **Best Execution**

In choosing Brokers, Karya is not required to consider any particular criteria. For the most part, Karya will seek the best combination of brokerage expenses and execution quality but, as discussed below, Karya is not required to select the Broker that charges the lowest transaction cost. While trade price is often a significant quantitative factor in best execution, Karya also evaluates qualitative execution factors, such as research capabilities, success of prior research recommendations, ability to execute trades, nature and frequency of sales coverage, depth of services provided, including back office and processing capabilities, financial stability and responsibility, reputation, commission rates, markups and markdowns, responsiveness to the

Firm and the value of research and brokerage products and services provided by such brokers. The determinative factor is not the lowest possible commission cost alone.

Karya maintains a list of approved brokers (the “Approved Broker List”) that are used to execute trades on behalf of Clients. Karya’s Best Execution Committee periodically reviews the execution quality of the brokers on the Approved Broker List and, based upon such review, may add or delete brokers at any time. All trades for Clients will be executed through a broker on such list. Prior to executing a trade through a broker that is not on the Approved Broker List, the trader must obtain approval from the Chief Compliance Officer. If a trader would like to add a broker to the Approved Broker List, he or she must contact the Chief Compliance Officer, who will undertake such due diligence as he or she deems appropriate on the broker prior to adding the broker to the list.

### **Soft Dollars**

Karya does not receive any “soft dollar” services or products provided by the Brokers or paid for by the Brokers (either by direct payment or reimbursement or by commissions, mark-ups or credits or by any other means) and provided by others.

### **Aggregation and Allocation of Orders**

From time to time, it may be appropriate for more than one of Karya’s Clients to trade in the same securities or commodities at the same time. Karya may aggregate sale and purchase orders of securities or commodities held by a Client with similar orders being made simultaneously for other accounts or entities, if, in Karya’s reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to a Client based on an evaluation that a Client is benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. Allocations to Client accounts are made on a trade-by-trade basis pursuant to a pre-determined pro-rata allocation methodology based on the amount of assets in each Client’s account. Exceptions to the pre-determined allocation methodology may be made based on the following factors, among others: investment objectives and restrictions; risk-management requirements; adherence to any limits as defined in the Client’s investment guidelines; capital availability in each Client account for trades of the type under consideration; liquidity/availability of securities or commodities (typically there is sufficient liquidity and depth in the market); and eligibility to participate in the transaction. Transaction costs are borne in proportion to the amount of securities or commodities purchased or sold.

If an order for securities is only partially filled on the date of placement, that portion of the order that has been filled will be allocated to all participating accounts in the same manner that the entire order would have been allocated. Exceptions may be made to allocation of partially filled orders for transactions in securities in a situation in which pro rata allocation would result in de minimis positions that would not be meaningful, such as an odd lot.

Although Karya’s goal is to be fundamentally fair on an overall basis with respect to all Clients, there can be no assurance that on a trade-by-trade basis that one Client will not be treated differently from another. If Karya did not manage multiple Client accounts each Client individually may be

able to receive or sell a greater percentage of all securities or commodities purchased or sold. Consequently, when multiple Clients participate in limited opportunity trades, each participating account reduces the opportunity available to other participating accounts.

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### **ITEM 13 – REVIEW OF ACCOUNTS**

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Client accounts are generally reviewed on a daily basis by the Chief Investment Officer of Karya to ensure that investment objectives are adhered to and portfolios are rebalanced as necessary.

Investors in the Funds generally are provided with written unaudited monthly statements of their account from the administrator to the Fund and annually receive audited financial statements.

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

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Karya may pay brokers, finders or other third parties fees or similar compensation in connection with the referral of investors to the Funds. Investors in the Funds do not pay higher advisory fees based on these relationships.

Karya does not receive any economic benefit for providing advice to its Clients from anyone other than its Clients.

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### **ITEM 15 – CUSTODY**

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Karya does not have actual custody of any Advisory Client assets under Rule 206(4)-2 of the Advisers Act. Nonetheless, Karya is deemed to have custody of the assets of the Funds. In accordance with Rule 206(4)-2 of the Advisers Act, Karya maintains the assets of the Funds with qualified custodians and audited financial statements are furnished annually to all investors in the Funds. Investors are urged to carefully review all account statements and contact Karya if they have any questions.

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### **ITEM 16 – INVESTMENT DISCRETION**

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Consistent with an Advisory Client's investment objectives, Karya has authority, without obtaining specific Client consent, to determine the types and amounts of securities to be bought and sold. Limitations on Karya's authority are imposed by the investment strategies and objectives of its Advisory Clients. See Item 4.

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### **ITEM 17 – VOTING CLIENT SECURITIES**

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Karya does not assume proxy voting authority on behalf of Advisory Clients.



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## **ITEM 18 – FINANCIAL INFORMATION**

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Karya has no financial condition that impairs its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy proceeding.