

Cornwall Capital Management LP

Part 2A of Form ADV

Firm Brochure

570 Lexington Avenue, Suite 1001
New York, NY 10022
1-646-502-8980

Updated: August 25, 2017

This Brochure provides information about the qualifications and business practices of Cornwall Capital Management LP (“Cornwall”, “we”, “us” or “our”). If you have any questions about the contents of this Brochure, please contact us at 646-502-8980. Cornwall’s Chief Compliance Officer, Jon Bergen, can be reached directly at 646.502.8978. 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.

Additional information about Cornwall is also available on the SEC’s website at www.adviserinfo.sec.gov.

In no event should this disclosure Brochure be considered to be an offer of interests in any of the Private Funds or relied on in determining whether to invest in any of the Private Funds. It is also not an offer of, or agreement to provide, advisory services directly to any recipient of this Brochure. Rather, this Brochure is designed solely to provide information about Cornwall for the purpose of compliance with certain obligations under the Investment Advisers Act of 1940 and, as such, responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided to existing and prospective investors in the Private Funds’ offering documents. To the extent that there is any conflict between any discussion in this Brochure and a Fund’s offering documents, the offering documents provided to such investors should govern.

Item 2. Material Changes

This Brochure contains information about Cornwall as of August 25, 2017 and this section of the Brochure discusses certain amendments that were made to this Brochure after the February 17, 2017 version of this Brochure.

The “Advisory Business” section was amended to reflect the organization and investment strategies of one new private fund with respect to which Cornwall has been appointed investment advisor and the liquidation of one private fund. This new fund will employ certain strategies that are currently executed in the Master Fund.

The “Advisory Business” section was also updated to reduce the number of limited liability company special purpose vehicles managed by Cornwall from three to two.

Other amendments may have been made to this Brochure, which are not discussed in this summary, and consequently, we encourage you to read this Brochure in its entirety.

Item 3. Table of Contents

Item 2. Material Changes	2
Item 3. Table of Contents	3
Item 4. Advisory Business.....	3
Item 5. Fees and Compensation.....	4
Item 6. Performance Based Fees and Side-by-Side Management.....	5
Item 7. Types of Clients	6
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9. Disciplinary Information	10
Item 10. Other Financial Industry Activities and Affiliations.....	11
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.	11
Item 12. Brokerage Practices.....	12
Item 13. Review of Accounts	14
Item 14. Client Referrals and Other Compensation	14
Item 15. Custody	14
Item 16. Investment Discretion	15
Item 17. Voting Client Securities	15
Item 18. Financial Information.....	15

Item 4. Advisory Business

Cornwall Capital Management LP (“Cornwall”) was formed in 2010 by James Mai, Principal and Chief Investment Officer, and is owned by Mr. Mai.

Cornwall currently provides discretionary investment management services to eight private pooled investment vehicles (“Private Funds” or individually, a “Fund”), organized in two “master-feeder” structures. One of these structures (the original “Master-Feeder”) includes one onshore Delaware limited partnerships, which invest directly in a Cayman Islands master limited partnership (the “Master Fund”), an offshore Cayman Islands exempted company, which invests in the Master Fund through an offshore Cayman Islands limited partnership, and an offshore Cayman Islands Exempted Limited Partnership that invests directly in the Master Fund.

The other such structure (“Japan Master-Feeder”) includes an onshore Delaware limited partnership and an offshore Cayman Islands exempted limited partnership, which invest directly in a Cayman Islands exempted limited partnership (the “Japan Master Fund”). Cornwall’s investment objective with respect to the Japan Master-Feeder entities is to generate attractive risk-adjusted absolute returns by acquiring substantial ownership interests in Japanese companies that are perceived to be profitable and high-quality, at steep discounts to intrinsic value. The target companies are generally expected to be market leaders in their sectors, generating steady cash flows, with limited debt, large amounts of excess unencumbered cash and other liquid assets, and low valuations. This opportunity seems significantly more interesting now than it has been in the past, due to several factors, including evolving attitudes in Japan toward corporate governance, capital allocation, and institutional investor engagement that are spurred by ongoing structural changes. Discussions with portfolio companies are expected to be conducted in a constructive, rather than confrontational, manner with the help of a team of experienced local advisors and may include advice on capital allocation and balance sheet management, advice on

investor relations, and, in some situations, advice for a management or parent-led buyout.

In connection with providing these investment management services, Cornwall has been appointed as investment adviser, and an affiliate, Cornwall GP, LLC (the “General Partner”), serves as the general partner of the feeder funds, the Master Fund and the Japan Master Fund. Finally, in connection with its provision of investment advisory services to the Master Fund, Cornwall also serves as the non-member manager of one limited liability company special purpose vehicle that are wholly owned by the Master Fund.

Cornwall’s investment objective for the original Master-Feeder is to generate attractive risk-adjusted absolute returns over a long-term horizon, with low market correlation. Cornwall’s investment process identifies market inefficiencies across all asset classes by applying a value-oriented approach to global macro and special situation strategies. Cornwall may trade across all asset classes, market sectors, geographies and security types. Asset classes include, but are not limited to, equities, currencies, commodities, fixed income instruments and derivatives on each of the above. The investment objective of the Japan Master Feeder is discussed above.

In providing advisory services, Cornwall directs and manages the investment and reinvestment of each Fund’s assets according to the investment objectives and guidelines set forth in each Fund’s respective offering documents. Investment advice is provided directly to the Private Funds, which are Cornwall’s clients, and not individually to the investors of the Private Funds.

As of August 1, 2017, Cornwall managed approximately \$576,500,000 on a discretionary basis.

Item 5. Fees and Compensation

Cornwall’s advisory fees that are applicable to the Private Funds are set forth in detail in each Fund’s respective offering documents. In general, Cornwall collects an annual 2% management fee based on the value of the Private Funds’ net assets and the General Partner generally receives an incentive fee or allocation equal to 20% of the net profits in the case of the original Master Feeder annually including unrealized gains and losses, if any, subject to a loss carry forward provision and in the case of the Japan Master Feeder upon realization of the investments. The management fee is paid monthly in advance while incentive fees or allocations are paid or allocated annually, or, where applicable, at the time of a withdrawal, redemption or distribution of capital. Investment management fees and performance-based compensation (if applicable) are deducted from the Private Funds’ accounts by such Fund’s administrator upon receiving proper instructions from Cornwall. In general, if management fee has been paid in full in advance for the period in which an investor has withdrawn or redeemed its investment in such Private Fund, the applicable portion of such management fee paid relating to the portion of the period after such termination, withdrawal, or redemption may be returned or credited to the client or to the withdrawing or redeeming Fund investor, subject to the actual terms of the applicable Governing Document; however, the Governing Documents typically do not permit a termination, withdrawal, or redemption mid-period. Investors in the Japan Master Feeder receive distributions from the Private Fund upon realization of the underlying investments.

Cornwall may in its sole discretion waive or reduce the management and incentive fees or allocations paid to it or the General Partner on a case-by-case basis. Under certain circumstances Cornwall may enter into side agreements with specific investors that may provide for different

fee arrangements, withdrawal rights, access to information about the Private Funds' investments, or other matters relating to an investment in the relevant Fund.

In addition to management and incentive fees, the Private Funds will pay other types of expenses in connection with Cornwall's advisory services, which will vary, but typically will include legal, accounting, tax preparation and tax-related expenses, auditing or other professional fees, investment expenses such as brokerage commissions and other transaction costs, research expenses, investment-related travel expenses, computer software and systems and related technology services, interest on margin accounts and other indebtedness, administration fees, custodial fees, bank service fees and other reasonable expenses related to the purchase, sale or transmittal of assets. Please refer to Item 12 of this Brochure for a discussion of Cornwall's brokerage practices, including the factors that Cornwall considers in selecting or recommending broker-dealers to execute the Private Funds' transactions and determining the reasonableness of the compensation (e.g., commissions) paid to broker-dealers that may be relevant to this discussion of fees.

Investors in the Private Funds will indirectly bear a portion of the fees and expenses charged to or incurred by the Private Funds and, consequently, should review all disclosures regarding the relevant Fund's fees and expenses in the offering documents to understand the costs associated with their investment in a Fund. The annual expenses of the Private Funds will be set forth in each Fund's annual audited financial statements, which will be provided to all investors.

Cornwall may also charge portfolio companies transaction fees, break-up fees, set-up fees, advisory fees, acquisition fees, financial fees, consulting fees, monitoring fees, commitment fees, and other similar fees for services provided. The receipt of such fees from portfolio companies creates a potential conflict of interest as it may create an incentive for Cornwall to take or not take certain actions or make or not make certain recommendations with respect to such portfolio companies, which may conflict with the best interests of the Private Funds, in order for Cornwall to receive or continue receiving such fees. Additionally, such fees charged to portfolio companies increase their operational expenses, which may ultimately have the effect of reducing the value of a Private Fund's investment in a portfolio company.

Item 6. Performance Based Fees and Side-by-Side Management

As stated in the Fees and Compensation section above, Cornwall and/or the General Partner charge performance based fees which are fees based on a share of capital gains on or capital appreciation of the client's assets. The fact that Cornwall and/or the General Partner are compensated based on the profits of the Private Funds may create an incentive for Cornwall to make investments that are riskier or more speculative in order to increase opportunities to generate profit or take overly defensive positions in order to lock in profits than would be the case in the absence of such compensation. Cornwall's personnel are also typically compensated on a basis that is tied to the performance of the Private Funds. In addition, the performance based fee received by Cornwall and/or the General Partner for the Master Fund is based primarily on realized and unrealized gains and losses (but excluding any gains and losses with respect to segregated assets). As a result, Cornwall and/or the General Partner may receive a performance allocation reflecting unrealized gains at the end of a year that is not subsequently recognized by the Fund. The performance based fee received by Cornwall and/or the General Partner for the Japan Master Feeder is based primarily on realized gains and losses.

Cornwall will value, or has valued, the securities held by the Private Funds (using readily available market quotations and other commonly used and recognized methods) and will be responsible for the determination of asset valuations for all purposes including the determination of the management fee and the performance allocation. Since Cornwall receives a management fee and performance allocation based on the value of the assets that it manages, Cornwall's involvement in the valuation process presents a potential conflict of interest. Cornwall addresses this conflict of interest by (i) using readily available market quotations and other commonly used and recognized valuation methods to value securities, (ii) consulting with the Private Funds' third-party administrator regarding valuations and (iii) ensuring that all the Private Funds are audited by an independent, nationally recognized global audit firm.

Item 7. Types of Clients

Cornwall provides discretionary investment advice to pooled investment vehicles that operate as private investment funds and does not impose any minimum account requirements on such clients. The Private Funds, however, generally impose minimum investment and/or account requirements on their investors and require investors to satisfy certain suitability standards. Details concerning applicable suitability criteria are set forth in the respective Fund's offering memorandum and subscription application materials.

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

Cornwall seeks to identify market inefficiencies across all asset classes by applying a value-oriented approach to global macro and special situation strategies. Cornwall generally pursues those investments that provide isolated, uncorrelated and asymmetric risks and seeks to diversify client investments across multiple dimensions including asset classes, geographies, directional views and analytical models. Investments by the Japan Master-Feeder entities may be concentrated in the Japanese markets. The portfolios will often hold a substantial portion of capital in cash or cash equivalents.

Cornwall's Investment Committee is responsible for making all investment decisions on behalf of the Private Funds. The Investment Committee is composed of Mr. Mai and Ben Hockett, who is a Principal of Cornwall and its Chief Risk Officer and Head Trader. Cornwall believes that market inefficiencies exist due to a number of factors, including the systematic misapplication of option pricing models, conceptual limitations to modern finance orthodoxy and "institutional imperatives" and cognitive biases. In order to find high-expected value investment opportunities, Cornwall will typically look for various signals of market inefficiencies, including, but not limited to (i) under-appreciated fundamental trends, (ii) observable price dislocations, (iii) volatility, and (iv) informational disconnects within or across markets.

Cornwall's research process is fundamentals-driven, logically rigorous, and fact-based, and emphasizes probabilistic scenario analysis to evaluate the attractiveness of an investment opportunity. Most research at Cornwall is generated internally. When appropriate, research providers or external expertise will be used to test or deepen Cornwall's investment analysis. Cornwall will source ideas through a combination of (i) bottom-up analysis, (ii) thesis-driven top-down analysis and (iii) systematic screening for specific security and/or market attributes. Each of these channels will be utilized to identify investment opportunities providing isolated

exposure to specific mispriced event risks. From time to time, Cornwall has used back testing to test certain systematic strategies.

Cornwall seeks investment opportunities that have a high expected value, which will typically be the result of asymmetric payouts, i.e., investments for which potential profits are expected to be a significant multiple of the maximum loss. Cornwall will estimate several factors to determine the sizing for a given exposure, including (i) the probability of a positive outcome, (ii) the magnitude of the potential payout and (iii) the potential for an exposure to become correlated with others in the portfolio.

Cornwall often uses derivative securities to express its views, particularly options. Cornwall purchases both exchange-traded and over-the-counter options. Asset classes for which Cornwall may purchase options will include, but are not limited to, (i) individual equities as well as equity indices, (ii) currencies/foreign exchange, (iii) commodities, commodity futures and other futures, (iv) interest rates and (v) credit.

Cornwall invests opportunistically and does not impose any material limitations on the universe of eligible investments it recommends to clients. For instance, from time to time, Cornwall may recommend the allocation of capital directly to private companies or other private opportunities through private transactions. Cornwall may also seek to identify and develop new strategies and will invest in or increase exposure to a strategy when opportunities exist and reduce exposure to or even eliminate strategies when an investment sector is perceived to be less attractive. Cornwall does not establish fixed guidelines regarding the selection or diversification of the strategies that it employs in managing client accounts and reviews and evaluates its trading strategies and portfolio, as well as new potential strategies and investments, on an ongoing basis.

Where appropriate, Cornwall may provide co-investment opportunities to the investors of the Private Funds and certain other prospective investors. These co-investment opportunities will be offered as interests in a limited partnership or other similar entity formed for each co-investment opportunity (a “Co-Investment Entity”) and will only be offered if there is excess capacity in the co-investment opportunity beyond that which is appropriate for the Private Funds. Cornwall’s determination as to the appropriate amount to allocate to the Private Funds will take into account such factors as the amount of capital that the Private Funds have available for new investments, the Private Funds’ relative exposure to short-term market trends, and the Private Funds’ existing portfolio positions. Cornwall intends, but is not obligated, to offer interests in Co-Investment Entities to investors of the Private Funds before making such opportunities available to other persons. Co-Investment Entities may, on occasion, invest in the co-investment opportunity through the Master Fund. In such cases, the Co-Investment Entity will be allocated only the profits and losses attributable to the investments that they were formed to make.

Listed below is a summary of the material risks involved in connection with our methods of analysis and investment strategies. The discussion of material risks provided below is not meant to be a complete description of the risks that may be applicable to us. All investment activities involve a high degree of risk, including the possible risk of loss of an investor’s entire investment. For a more detailed discussion of the material risks involving an investment in the Funds, please refer to the relevant Fund’s Offering Documents. The information contained herein is a summary only and is qualified in its entirety by the relevant Fund’s governing documents.

- **Market Risks** – The profitability of a significant portion of the investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that Cornwall will be able to predict accurately these price movements. Although Cornwall may attempt to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.
- **Lack of Diversification** – In the normal course of making investments on behalf of clients, Cornwall may, but is not obligated to, diversify its investments. At any given time, a client's portfolio could become significantly concentrated within a particular company, asset or asset class, industry, sector, strategy, currency, country or geographic region, in particular with respect to the investments of the Japan Master-Feeder entities, which anticipate focusing on investments in the Japanese markets, and such concentration of risk may increase the losses suffered by the client or reduce its ability to hedge its exposure and to dispose of depreciating assets. In addition, it is possible that Cornwall may select investments that are concentrated in a limited number or type of financial instruments or assets, for example Japanese equities with respect to the investments by the Japan Master-Feeder entities. This limited diversity could expose clients to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those financial instruments.
- **Long-Term Investments** – Cornwall expects to pursue investment opportunities that seek to maximize asset value or create market opportunities on a long-term basis. In pursuing such long-term strategies, Cornwall may forego value in the short-term or temporary investments in order to be able to avail clients of additional and/or longer-term opportunities in the future. Consequently, clients may not capture maximum available value in the short-term.
- **Counterparty and Broker Credit Risk** – Certain assets will be exposed to the credit risk of the counterparties, whether we engage in exchange-traded or off-exchange transactions, with whom, or through which, we deal, including dealers, brokers and exchanges that have general custody of client assets. Clients may be subject to the risk of loss of its assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions on behalf of the client, or the bankruptcy of an exchange clearing house. In the case of any such bankruptcy, clients might recover only a pro rata share of all property available for distribution to all of the broker's customers.
- **Options** – Cornwall utilizes options, both exchange-traded and over-the-counter, in the management of client accounts. Purchasing options involves the risk that the underlying instrument does not change price in the manner expected, so that the option expires worthless and the premium is lost. Selling options, on the other hand, involves potentially greater risk because the seller's exposure is potentially unlimited. Furthermore, if the actual price movement of the underlying security or other instrument moves unfavorably, the seller may need to contribute additional margin to maintain the position.

- **Derivative Instruments** – Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, and the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk, and operations risk.
- **Non-U.S. Securities** – Foreign securities (such as Japanese securities), foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. Emerging markets, in particular, may have less established political and economic structures. Such countries are also more likely to have less liquidity or available credit, political or economic instability; less strict securities market regulation; less favorable tax or legal provisions; and a greater likelihood of severe inflation.
- **Small to Medium Capitalization Stocks** – At any given time, clients may have significant investments in smaller-to-medium sized companies of a less seasoned nature whose securities are traded in the over-the-counter market. These securities often involve significantly greater risks than the securities of larger, better-known companies.
- **Currency Risks** – Client investments that are denominated in a non-U.S. currency, such as the Japanese Yen, are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.
- **Short Selling Risks** – Cornwall is authorized to enter into the short sale of securities on behalf of our clients. The Cornwall may sell short securities of an issuer in the expectation of covering the short sale with securities purchased in the open market at a price lower than that received from the short sale. If the price of the issuer's securities declines, the clients will then cover its short position with securities purchased in the market, with the profit realized on the short sale being the difference between the prices received from the sale and the cost of the securities purchased to cover the sale. The possible losses to our clients from selling securities short differ from losses that could be incurred from a cash investment in the securities; the former may be unlimited, whereas the latter can only equal the total amount of the cash investment. Short selling activities are also subject to restrictions imposed by United States and other nation's securities laws and the various securities exchanges, which restrictions may adversely affect the investment activities of our clients.
- **Use of Leverage** – Cornwall may use margin in client accounts. Leverage may increase client returns, however, the use of leverage exposes clients to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had leverage not been used, (ii) margin calls or changes in margin requirements may

force premature liquidations of investment positions, (iii) losses on investments where the investment fails to earn a return that equals or exceeds the cost of leverage related to such investments and (iv) fluctuations in interest rates on borrowings may have a negative effect on profitability. In case of a sudden, precipitous drop in the value of a client's assets, Cornwall may not be able to liquidate client assets quickly enough to repay borrowings, which could further magnify losses.

- **Cash Positions** – At any given time and for extended durations of time, clients may have significant portions of their portfolio in cash and short-term, highly liquid investments such as U.S. Treasury securities. When invested in Cash Positions, the portfolio may not participate in market advances to the same extent that it would have had it been fully invested.
- **Reliance on Advisor** – The success of the Funds is heavily dependent on the activities, judgment and availability of the members of Cornwall, including the members and employees. The Funds rely upon the ability of Cornwall to make investment decisions consistent with the Funds' investment objectives and policies. Investors may not have the opportunity to personally evaluate the relevant economic, financial and other information that Cornwall will use when selecting and monitoring investments. Should the managing members of the Cornwall terminate their relationships with the Cornwall, die or become otherwise incapacitated for any period of time, profitability of the Funds' investments may suffer. In addition, should the Cornwall terminate its relationship with the Funds, the profitability of the Funds' investments may suffer.
- **Model Risk:** Investment strategies utilized may rely on models and predictions, which may include technical analysis and/ or market indicators, with regard to the performance of the markets or particular trading instruments. The information generated by these models, may not be accurate because of imperfections in the models, their deterioration over time, or other factors, such as the quality of the data input into the model, which involves the exercise of judgment. Even if the model functions as anticipated, it cannot account for all factors that may influence the prices of the investments, such as event risk. As market dynamics shift over time, a previously highly successful model often becomes outdated or inaccurate. There can be no assurance that the firm will be successful in obtaining and / or maintaining effective models or in identifying when its models are no longer effective (at least before substantial losses are incurred)

The above risks are not intended to serve as an exhaustive list or comprehensive description of all risks that may arise in connection with Cornwall's investment strategy. Investors of the Private Funds can find additional information regarding the risks relating to Cornwall's investment strategy, including with respect to investing in the Japanese markets, in the respective Fund's offering documents.

Item 9. Disciplinary Information

Cornwall and its management persons have not been involved in any legal or disciplinary events that would be material to a client's or prospective client's evaluation of Cornwall's advisory business or the integrity of Cornwall's management.

Item 10. Other Financial Industry Activities and Affiliations

On January 1, 2013, Cornwall became a registered commodity trading adviser and a registered commodity pool operator. Mr. Mai; Ben Hockett; Ian Haft; Jean Christophe de Swaan; and Jon Bergen are currently listed as principals of Cornwall with the National Futures Association (“NFA”) and Mr. de Swaan is registered as an associated person of Cornwall.

In 2003, prior to the formation of Cornwall, Mr. Mai founded Cornwall Capital, Inc., a family office that administers and manages the Mai family’s liquid assets. Employees of Cornwall previously provided administrative, trust and estate planning, tax planning, and advisory services to Cornwall Capital, Inc. While such employees are no longer formally responsible for the provision of these services to Cornwall Capital, Inc., on occasion, Cornwall may place trade orders with broker-dealers on Cornwall Capital, Inc.’s behalf, generally for the purpose of liquidating holdings that had been originally recommended by Cornwall.

Cornwall GP, LLC, an affiliate of Cornwall serves as the General Partner of five of the feeder funds, and in that capacity, receives performance-based fees from such funds. Neither Cornwall nor any of its management persons have affiliations with broker-dealers, municipal securities dealers, government securities dealers, financial planners, futures commission merchants, banking or thrift institutions, accountants or accounting firms, lawyers or law firms, insurance agencies or companies, pension consultants, real estate brokers or dealers, or other sponsors or syndicators of limited partnerships.

Employees of Cornwall may become a Director on the Boards of portfolio companies, oftentimes as a result of the size of the aggregate investment of the Private Funds in the portfolio companies’ securities. In serving in the capacity of a Director, conflicts of interests may arise as employees of Cornwall may be required to vote or make decisions that are in the best interests of the Portfolio Company, but which may not be in the best interests of the Private Funds. For their participation on the Board, employees may receive director fees in the form of cash and/or equity-based compensation. Cornwall, in its sole discretion, may offset expenses of the Private Funds in an amount equal to the value of any compensation received by an employee of Cornwall from such activity.

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

Cornwall has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 that is predicated on the principal that Cornwall owes a fiduciary duty to its clients. Accordingly, employees of Cornwall must disclose or avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of clients.

The Code of Ethics also sets forth the standards of conduct expected of Cornwall’s personnel and requires an annual acknowledgement and certification stating that each employee has abided by, and will continue to abide by Cornwall’s Compliance Manual, which includes the Code of Ethics. Cornwall’s personnel are required to promptly report any suspected violations of the Code of Ethics to the Chief Compliance Officer. A copy of Cornwall’s Code of Ethics shall be

provided to any existing or prospective client or investor upon request.

In order to minimize potential conflicts of interest, access people must seek pre-approval from the Trading Compliance Committee which includes the Chief Compliance Officer before purchasing Initial Public Offerings and Private Placements and before purchasing any publicly-traded securities that meet the definition of a Reportable Security under Rule 204A-1. Cornwall also maintains a restricted list of companies about which a determination has been made by Cornwall that it is prudent to restrict all trading activity in and a watch list consisting of equity securities that are held by the Private Funds. Employees wishing to liquidate positions in their personal accounts that are also positions held by the Private Funds must, in general, receive pre-approval from the Trading Compliance Committee. Proposed employee transactions involving such securities, however, are generally not permitted as the Trading Compliance Committee does not grant pre-clearance where it would appear that an employee's trading could disadvantage Cornwall's clients. Cornwall's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household.

Item 12. Brokerage Practices

As noted previously, Cornwall has full discretionary authority to manage client assets including authority to make decisions with respect to which investments are bought and sold, the amount and price of those securities/investments, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid.

In selecting an appropriate broker-dealer to effect a client trade, Cornwall seeks to obtain best execution, taking into consideration, among other things, the price of a security offered by the broker-dealer, as well as a broker-dealer's full range and quality of services including, among other things, reliability, execution capability including speed of execution, ability to provide liquidity, anonymity, geographic location, commission rates, responsiveness to Cornwall, frequency of errors, brokerage and research services provided to Cornwall (e.g., research ideas and analysis), special execution and block positioning capabilities, and quality of clearance, settlement and custodial services. Although Cornwall generally seeks reasonably competitive commission rates, it does not seek formal competitive bidding and does not necessarily direct transactions to broker-dealers that charge the lowest commission rates. The commission rates paid to any broker-dealer for execution of transactions will be determined through negotiations with the broker-dealer, taking into account industry norms for the size and type of transaction, and the nature of brokerage and research services provided.

Cornwall does not enter into any formal third-party soft dollar arrangements without the express approval of the Chief Compliance Officer. Furthermore, Cornwall does not intend to use soft dollars to pay for third-party research or other third-party products, but does pay commissions in order to compensate many of its executing and prime brokers who may provide access to their proprietary research. As a result, Cornwall may pay a broker-dealer a commission in excess of that which another broker-dealer might have charged for effecting the same transaction, in recognition of the value of the brokerage and research services provided by the broker-dealer and used by Cornwall in the management of client accounts. In such circumstances, Cornwall endeavors to do so in accordance with the criteria of Section 28(e) of the Securities Exchange Act of 1934.

Cornwall believes that in certain circumstances it may be important to its investment decision-making processes to have access to independent research. Research services furnished by brokers and dealers with whom Cornwall effects securities transactions may not be used to service all client accounts and not all such services may be used in connection with or for the benefit of the accounts which paid commissions to the broker-dealers providing such services. Cornwall's receipt of proprietary research benefits Cornwall because it does not have to produce or pay for such research, which creates a conflict of interest as Cornwall may have an incentive to favor the broker-dealers who provide such research when allocating client brokerage.

Generally, research services provided by brokers may include information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis, access to conferences and analysis of corporate responsibility issues. Such research services may be received in the form of written reports, telephone contacts and personal meetings with security analysts.

Subject to best execution, Cornwall may effect transactions with certain brokers primarily in consideration for providing research services. Cornwall may allocate brokerage to such firms, provided that the value of any research and brokerage services is reasonable in relation to the amount of commissions paid. Cornwall maintains policies and procedures to review the quality of broker/dealer executions, including periodic reviews by Cornwall's trading and investment professionals. Periodically, Cornwall may consider the amount and nature of research and brokerage services provided by broker-dealers, as well as the extent to which such services are relied upon, and may attempt to allocate a portion of the brokerage business of its clients on the basis of such considerations. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker-dealer may be less than the suggested allocation, but can exceed the suggested level, because total brokerage is allocated on the basis of all of the considerations described above. In no case will Cornwall make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer, nor will it commit to pay cash if any informal targets are not met.

It is the policy of Cornwall to allocate investment opportunities fairly and equitably over a period of time. To the extent applicable Cornwall will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client. Account performance is never a factor in trade allocations. Cornwall, however, will not purchase, sell or exchange any security or financial instrument for a client if Cornwall believes in good faith at the time the investment decision is made that such transaction or investment would not be suitable, practical and/or in the best interests of the client. In making allocation decisions, Cornwall generally considers the following factors, among others: the investment objectives and restrictions of clients; each client's account size, diversification, and cash availability; and any other relevant factors.

From time to time Cornwall may participate in capital introduction programs arranged by broker-dealers, including firms that serve as a prime broker to a Fund. Cornwall may place portfolio transactions for the Private Funds with firms who have made such recommendations or provided capital introduction opportunities, if Cornwall determines that it is otherwise consistent with

seeking best execution. In no event will Cornwall select a broker-dealer as a means of remuneration for recommending Cornwall or any Fund managed by Cornwall (or an affiliate) or affording Cornwall with the opportunity to participate in capital introduction programs.

Item 13. Review of Accounts

Cornwall performs various daily, weekly, monthly, and other periodic reviews of the Private Funds. Such reviews are conducted by Cornwall's Chief Investment Officer working together with Cornwall's investment professionals and Chief Compliance Officer. In addition, Cornwall's research team meets daily to discuss and evaluate the Private Funds' portfolios.

Cornwall may provide preliminary performance estimates, portfolio exposure data and assets under management information to the investors of its private fund clients on a monthly basis. Additionally, investors in the Private Funds receive monthly capital statements from their respective Fund's Administrator. As required, Cornwall may provide other information and reports directly to the investors of the Private Funds if required by a side letter agreement.

The Private Funds also issue investors tax reports (if applicable) and distribute audited financial statements within 120 days of the end of each Fund's fiscal year.

Item 14. Client Referrals and Other Compensation

There are no sales charges payable to Cornwall in connection with the offerings of interests and shares in the Private Funds. Other than research and capital introduction opportunities, Cornwall does not receive any other economic benefits for providing investment advice or other advisory services to clients. Please see Item 12 of this Brochure for a discussion regarding research and capital introduction opportunities provided by broker-dealers to Cornwall and their associated conflicts of interest.

Cornwall has entered, and may again in the future enter, into agreements with placement agents in connection with the solicitation of investors for the Private Funds and such agreements may provide for payment to the relevant placement agent of a portion of the subscription amount by investors or ongoing payments to the relevant placement agent based upon a percentage of the Management Fee or Incentive Compensation attributable to the investments introduced by such placement agent. Unless otherwise expressly disclosed to an investor, any fees paid to placement agents that are paid by a Fund will offset the Management Fee and Incentive Fee Compensation otherwise payable to Cornwall. If a subscriber is introduced to the Private Funds through a placement agent, the arrangement, if any, with such placement agent will be disclosed to, and acknowledged by, the subscriber.

Item 15. Custody

All client assets are held in the custody of unaffiliated broker/dealers or banks with the exception of any privately offered un-certificated securities; however, Cornwall is deemed to have custody of certain client assets since an affiliate serves as the general partner for certain of the Private Funds. Investors in a Fund will not receive account statements from their respective Fund's custodian regarding underlying portfolio positions. Instead the Private Funds are subject to

annual audits and audited financial statements prepared in accordance with generally accepted accounting principles in the United States of America are distributed to each investor within 120 days of the respective Fund's fiscal year end.

Item 16. Investment Discretion

As noted previously, Cornwall has full discretionary authority to manage clients' assets including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Any limits, if any, on Cornwall's discretionary authority are set forth in the Private Funds' offering documents. Prior to assuming discretion in managing a client's assets, Cornwall enters into an investment management agreement or other agreement that sets forth the scope of Cornwall's discretionary authority.

Item 17. Voting Client Securities

Cornwall has adopted proxy voting policies and procedures which are designed to maximize the value of investments for clients and to address conflicts of interest. All proxies that Cornwall receives will be treated in accordance with its policies and procedures. If a material conflict of interest is not identified, a member of Cornwall's Investment Committee will vote the proxy in a manner believed to maximize the value of the Fund's assets. If a material conflict of interest is identified, Cornwall's Chief Compliance Officer will convene a meeting of the Investment Committee and/or other Employees and propose a course of action. After evaluating relevant information, each meeting attendee will make a recommendation regarding the proxy vote and the Chief Compliance Officer will vote the proxy according to the recommendation of a majority of the attendees. A copy of Cornwall's written proxy voting policies and procedures, as well as a record of how Cornwall has voted in the past, will be maintained and available for review upon written request. Neither clients nor the investors of Private Funds have the ability to direct how Cornwall votes in a particular solicitation.

From time to time, Cornwall may receive notices or initiate claims regarding class action lawsuits involving securities that are or were held by the Private Funds. Cornwall reserves the right to serve as the lead plaintiff in class action matters. Cornwall may refrain from submitting proofs of claim where it believes that either the recovery amounts are likely to be negligible or it cannot be assured of confidential treatment of the data submitted in connection with the proof of claim.

Item 18. Financial Information

Cornwall does not have any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients and has not been the subject of a bankruptcy petition at any time during the past 10 years.