

**Item 1.       Cover Page**

**PART 2A OF FORM ADV  
FIRM BROCHURE**

**Sophos Capital Management, L.P.**

**750 Menlo Avenue, Suite 380  
Menlo Park, CA 94025**

**February 24, 2021**

This brochure provides information about the qualifications and business practices of Sophos Capital Management, L.P. (“SCM”). If you have any questions about the contents of this brochure, please contact us at telephone: (650) 285-4253. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

Any reference to SCM as a “registered investment adviser,” or being “registered” does not imply a certain level of skill or training.

**Item 2. Material Changes**

SCM is updating its brochure as of February 24, 2021 as part of its annual amendment filing. The following is a summary of the material changes to this brochure since its last annual update on March 20, 2020:

- Item 4 has been updated to reflect SCM's Regulatory Assets Under Management as of December 31, 2020.
- Item 4 has been updated to reflect that as of the date of this brochure, SCM is in the process of winding down its operations and liquidating its advisory clients.

**Item 3. Table of Contents**

	<b>Page</b>
<b>Item 1. Cover Page .....</b>	<b>1</b>
<b>Item 2. Material Changes .....</b>	<b>2</b>
<b>Item 3. Table of Contents .....</b>	<b>2</b>
<b>Item 4. Advisory Business.....</b>	<b>3</b>
<b>Item 5. Fees and Compensation .....</b>	<b>3</b>
<b>Item 6. Performance-Based Fees and Side-By-Side Management.....</b>	<b>5</b>
<b>Item 7. Types of Clients.....</b>	<b>5</b>
<b>Item 8. Methods of Analysis, Investment Strategies and Risk of Loss .....</b>	<b>5</b>
<b>Item 9. Disciplinary Information .....</b>	<b>9</b>
<b>Item 10. Other Financial Industry Activities and Affiliations .....</b>	<b>9</b>
<b>Item 11. Code of Ethics, Participation or Interest In Client Transactions and Personal Trading .....</b>	<b>9</b>
<b>Item 12. Brokerage Practices.....</b>	<b>10</b>
<b>Item 13. Review of Accounts .....</b>	<b>13</b>
<b>Item 14. Client Referrals and Other Compensation .....</b>	<b>13</b>
<b>Item 15. Custody .....</b>	<b>13</b>
<b>Item 16. Investment Discretion .....</b>	<b>13</b>
<b>Item 17. Voting Client Securities .....</b>	<b>13</b>
<b>Item 18. Financial Information .....</b>	<b>14</b>
<b>Item 19. Requirements for State-Registered Advisers.....</b>	<b>14</b>
<b>Privacy Policy.....</b>	<b>14</b>

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

SCM is a Delaware limited partnership that has been in business since 2014. It serves as an investment adviser to private funds. SCM's general partner is Sophos Management, LLC ("SM"), a Delaware limited liability company. James L. Carruthers, Jr. is the majority owner, Managing Director and portfolio manager of SCM and the sole owner and Manager of SM. Todd Moodey is a Limited Partner of SCM and SCM's Chief Operating Officer, Chief Financial Officer and Chief Compliance Officer. As of December 31, 2020, SCM manages \$257,967,567 of regulatory assets on a discretionary basis. SCM does not currently manage any assets on a non-discretionary basis. It should be noted that as of the date of this brochure, SCM is in the process of winding down its operations and liquidating its advisory clients.

SCM invests principally, but not solely, in equity and equity-related securities that are traded publicly in U.S. markets on behalf of its clients, but is authorized to enter into any type of investment transaction that it deems appropriate under the terms of the client's partnership or other account agreement.

The investors in the funds that SCM manages have no opportunity to select or evaluate any fund investments or strategies. SCM selects all fund investments and strategies.

SCM does not participate in wrap fee programs.

SCM typically does not tailor its services to the individual needs of individually managed accounts, but manages each such account according to the strategy selected by the client. SCM's discretionary authority is limited, however, as described in Item 16.

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

SCM's compensation is negotiable and varies, but typically, it charges an annual management fee of up to 2.5% of assets under management (or targeted capital), which amount is paid quarterly but charged in calendar monthly installments based on the net market value (or targeted capital) of each client's account on the date the fee becomes payable.

SCM (or an affiliate of SCM serving as the general partner of a private fund, the "General Partner") also typically is allocated from each investor in a private fund a performance allocation equal to 17.5% of alpha-based profits of the account (including both realized and unrealized gains and losses) calculated based on the return or inverse return over a market index, and otherwise allocable to such investor, and receives from each other client a performance fee equal to 17.5% of alpha-based profits of the account (including both realized and unrealized gains and losses) calculated based on the return or inverse return over a market index. Performance allocations and fees typically are assessed in arrears on an annual basis, and are only applied to the portion of profits that exceed the cumulative underperformance (looking back a limited number of months for certain private funds) previously allocated to or incurred by investors. SCM complies with Rule 205-3 under the Investment Advisers Act of 1940, to the extent required by applicable law. Performance allocations and fees may create an incentive for SCM to make more risky and speculative investments than it would otherwise make.

SCM typically deducts management fees and performance allocations and fees directly from client accounts.

Accounts that invest in mutual funds also pay, indirectly, investment advisory fees to the managers of those funds.

SCM believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

The disclosure in this Item 5, together with the disclosure in Item 12, allow a plan that is subject to the Employee Retirement Income Security Act of 1974 and that invests in an investment limited partnership of which SCM (or SM) is general partner, to use the “alternative reporting option” to report SCM’s compensation as “eligible indirect compensation” on the Schedule C of the plan’s Form 5500 Annual Return/Report of Employee Benefit Plan.

Relationships with SCM’s private fund clients are terminable on expiration of the fund’s term, dissolution of the fund or on SCM’s (or SM’s) withdrawal as general partner. Each investor may withdraw from a private fund, on specified prior written notice, as set forth in a private fund’s documentation.

An investor who withdraws from a private fund on a date other than the last day of a quarter or other appropriate period, does not receive a refund of the management fee previously paid; however, certain private funds would refund the prepayment of the management fee if such private fund terminated within that quarter.

In general, the private funds bear all costs and expenses incidental to its organization and ongoing operation, including, without limitation, (a) all trading costs and expenses (such as, for example, brokerage commissions and charges, expenses relating to short sales, clearing and settlement charges, option premiums, custodial and service fees, and charges related to outsourced trading services), (b) all interest and commitment fees on loans and debit balances (on margin or otherwise), (c) all costs and expenses of negotiating and entering into contracts and arrangements and making investments (such as brokerage, legal, accounting, investment banking, appraisal and other professional and consulting fees and expenses arising from particular investments and potential investments) and similar expenses in terminating those contracts and arrangements and disposing of the private funds’ investments, (d) costs and expenses associated with regulatory filings of the private funds, General Partner or its affiliates relating to the private funds (including, but not limited to filings under section 13 of the Securities Exchange Act of 1934, as amended, and Form PF), (e) all costs and expenses associated with registering the private funds’ restricted Securities, (f) all costs and expenses incurred in attempting to protect or enhance the value of the private funds’ investments (including the costs and expenses of instituting and defending lawsuits or engaging in proxy contests or tender offers), (g) all income taxes, withholding taxes, transfer taxes and other governmental charges and duties, (h) all fees and charges of custodians, clearing agencies and banks, (i) all administration, bookkeeping, recordkeeping, middle and back office services, legal, accounting, auditing, tax preparation and all professional and consulting fees and expenses arising in connection with the private funds’ activities (including fees and expenses of counsel for the private funds, the General Partner or one or more of its officers or managers, administrator fees charged for providing middle and back office services (such as order management and trade reconciliation), and all fees, costs and expenses of accounting, bookkeeping and recordkeeping services of the private funds’ administrator or any similar service

provider retained by the General Partner to assist it in performing services for the private funds), (j) all fees, costs and expenses of offering and selling limited partner interests and communicating with existing and prospective limited partners (including, without limitation, legal and accounting fees and expenses, governmental and self-regulatory agency filing fees, (k) all costs and expenses of investing the private funds' assets indirectly, such as through a partnership or other entity (a so-called "master fund"), including the private funds' proportionate share of the costs and expenses of organizing and operating the private funds, (l) all premiums and other costs and expenses of insurance policies as the General Partner considers appropriate, insuring the private funds, the General Partner and their affiliates against liabilities that may arise in connection with the business or management of the private funds, (m) all costs and expenses of proxy voting and class action services, (n) any contingencies for which the General Partner determines reserves are required, and (o) any extraordinary expenses (such as litigation expenses). SCM bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. All or part of these costs and expenses may be paid, however, by securities brokerage firms and futures commission merchants that execute clients' securities trades, as discussed in Item 12 below.

**It is critical that investors refer to the governing documents for a complete understanding of how SCM is compensated and for a complete understanding of the private funds' expenses. The information contained herein is a summary only and is qualified in its entirety by such documents.**

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

SCM currently manages only accounts that pay performance-based compensation as described in Item 5. It does not manage accounts that do not pay performance-based compensation.

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

SCM provides investment advice to investment funds and other accounts. Investors in the funds are required to invest a minimum of \$5,000,000 or \$10,000,000, depending on the private fund, but SCM may waive this minimum. SCM generally requires a minimum of \$50,000,000 to open an individually managed account or fund-of-one, but may waive this minimum. SCM's separate account clients/fund-of-ones may include high-net-worth individuals, institutions, trusts, endowments and pension plans.

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

##### Investment Strategy

SCM's strategy invests in, holds, sells, trades and otherwise deals in securities consisting principally, but not solely, of equity and equity-related securities that are traded publicly in U.S. markets and non-U.S. markets. The private funds invest principally by selling equity and equity-related securities short. The strategy also invests in money market instruments and may hold cash and cash equivalents. When deemed appropriate by SCM, the strategy may also make long investments in securities and invest, long or short, in preferred stocks, convertible securities, warrants, options, bonds and other fixed income securities, private securities, futures and derivatives. The strategy may also engage in hedging and other investment strategies. There can be no assurance that the strategy's investment objective will be met.

The investment strategies summarized above represent SCM's current intentions, are general in nature and are not exhaustive. There are no limits on the types of securities in which SCM may take positions on behalf of its clients, the types of positions that it may take, the concentration of its investments or the amount of leverage that it may use. SCM may use any trading or investment techniques, whether or not contemplated by the expected investment strategies described above. In addition, there are limitations in describing any investment strategy due to its complexity, confidentiality and indefinite nature. Depending on conditions and trends in securities and commodities markets and the economy generally, SCM may pursue any objectives or use any techniques that it considers appropriate and in clients' interest.

### Risk Factors

Investing in securities involves risk of loss that clients should be prepared to bear. Below are some of the risks that investors should consider before investing in any account that SCM manages. Any or all of such risks could materially and adversely affect investment performance, the value of any account or any security held in an account, and could cause investors to lose substantial amounts of money. Below is only a brief summary of some of the risks that a client or an investor may encounter. Potential investors in a fund should review such fund's offering circular or private offering memorandum carefully and in its entirety, and consult with their professional advisers before deciding whether to invest.

- Client accounts may not achieve their investment objectives. A strategy may not be successful and investors may lose some or all of their investment.
- SCM sells securities short, resulting in a theoretically unlimited risk of loss if the prices of the securities sold short increase.
- Investor sentiment on the market, an industry or an individual stock, fixed income or other security is not predictable and can adversely affect an account's investments.
- An account may hold stocks that disappoint earnings expectations and decline, and may short stocks that beat earnings expectations and rise.
- SCM may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. SCM also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for a client when the client could make a profit or avoid losses.
- SCM may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies.
- SCM may engage in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, resulting in losses on both the hedged security and the hedging instrument. SCM is not obligated to hedge a client's portfolio positions, and it frequently may not do so.
- An account may have higher portfolio turnover and transaction costs than a similar account managed by another investment adviser. These costs reduce investments and potential profit or increase loss.

- Management and stockholders of an issuer may sue short sellers to prevent short sales of the issuer's securities. SCM could be subject to such actions, even if they are baseless, and clients could incur substantial costs defending them.
- SCM may use leverage by borrowing on margin, selling securities short and trading futures, other commodity interests and derivatives, which increases volatility and risk of loss. These instruments can be difficult to value. An incorrect valuation could result in losses.
- SCM may sell covered and uncovered options on securities. The sale of uncovered options could result in unlimited losses.
- Counterparties such as brokers, dealers, futures commission merchants, custodians and administrators with which SCM does business on behalf of clients may default on their obligations. For example, a client may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- SCM may cause a client to enter into repurchase agreements or reverse repurchase agreements. These instruments can have effects similar to margin trading and leveraging strategies.
- SCM may cause clients to invest in securities of non-U.S., private and government issuers. The risks of these investments include political risks; economic conditions of the country in which the issuer is located; limitations on foreign investment in any such country; currency exchange risks; withholding taxes; limited information about the issuer; limited liquidity; and limited regulatory oversight.
- Changes in economic conditions can adversely affect investment performance. At times, economic conditions in the U.S. and elsewhere have deteriorated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to inflation and other negative consequences to investors.
- SCM may acquire for a client a large position in an issuer's securities but the client nevertheless is unlikely to have any control over the issuer's management. In addition, if SCM holds a large position in an issuer's securities, it could depress the market for those securities.
- Some of an account's positions may be or become illiquid, in which case SCM may not be able to sell such positions.
- An account may invest in restricted securities that are subject to long holding periods or that are not traded in public markets. These securities are difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded.
- An account's investments may not be diversified. Therefore, a loss in any one position, industry or sector in which a fund has invested may cause significant losses.
- SCM determines the value of securities and commodities held in client accounts, whether or not a public market exists for such instruments. If SCM's valuation is inaccurate, it might



receive more compensation than that to which it is entitled, a new investor in a fund might receive an interest that is worth less than the investor paid and an investor that is withdrawing assets might receive more than the amount to which the investor is entitled, to the detriment of other investors.

- The client and not SCM is responsible for any trade errors that SCM makes in an account, even when the error hurts the client, unless it was a result of gross negligence, fraud or willful misconduct of SCM.
- SCM and its affiliates and agents generally are not responsible to any client or investor for losses incurred in an account unless the conduct resulting in such loss constituted gross negligent, fraud or willful misconduct to the client or investor.
- There is not and will not be an active market for fund interests. It may be impossible to transfer any such interests, even in an emergency.
- A fund may not be able to generate cash necessary to satisfy investor withdrawals and redemptions. Substantial withdrawals and redemptions in a short period could force SCM to liquidate investments too rapidly, and may so reduce the size of a fund that it cannot generate returns or reduce losses.
- A fund may limit or suspend withdrawals or redemptions of an investor's assets from the fund.
- A fund may establish a reserve for contingencies if SCM considers it appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- If the assets that SCM and its affiliates manage grow too large, it may adversely affect performance, because it is more difficult for SCM to find attractive investments as the amount of assets that it must invest increases.
- A fund may dissolve or expel any investor at any time, even if such actions adversely affect one or more investors.
- SCM, an administrator or any government agency may freeze assets that any of them believes a client holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist, and may transfer such assets to a government agency. None of SCM, a fund or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.
- The funds do not intend to make distributions, but intend instead to reinvest substantially all income and gain. Therefore, an investor may have taxable income from a fund without a cash distribution to pay the related taxes.
- Federal, state and international governments may increase regulation of investment advisers, private investment funds and derivative securities, which may increase the time and resources that SCM must devote to regulatory compliance, to the detriment of investment activities.
- The tax and regulatory environment for hedge funds is evolving, and changes in the regulation or tax treatment of hedge funds and their investments may adversely affect the value of

investments held by a fund. The effect of any future tax or regulatory change on an account could be substantial and adverse.

- SCM is not registered with the SEC as a broker-dealer or with the Commodity Futures Trading Commission as a commodity pool operator or commodity trading adviser. The equity interests in the funds are not registered under the Securities Act of 1933, and the funds are not registered investment companies under the Investment Company Act of 1940. SCM believes that none of these registrations is required because exemptions are available under applicable law. If a regulatory authority deems that any of these registrations is required, SCM and any fund could be subject to expensive legal action and potential termination. In addition, investors in the funds do not have certain regulatory protection that they would have if these registrations were in place.
- SCM's activities could cause adverse tax consequences to clients and investors, including liability for interest and penalties.
- SCM's activities may cause an account that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.
- If a limited partnership client becomes insolvent, investors may be required to return with interest any distributions and forfeit any undistributed profits.
- SCM provides certain investors or clients more frequent or detailed reports in advance of, or in connection with meetings. SCM has the flexibility to provide certain investors or clients special compensation arrangements and withdrawal or redemption rights that it does not provide to other investors or clients.

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

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

This Item is not applicable, because SCM has no reportable disciplinary information.

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

SCM acts as the Commodity Pool Operator ("CPO") of its private investment fund clients, but is exempt from registration as a CPO with the U.S. Commodity Futures Trading Commission.

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

SCM has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, which establishes standards of conduct for SCM's supervised persons. The Code of Ethics includes general requirements that SCM's supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and

confidentiality of client information. It requires supervised persons to comply with the personal trading restrictions described below and periodically to report their personal securities transactions and holdings to SCM's Chief Compliance Officer, and requires the Chief Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the Chief Compliance Officer. Each supervised person of SCM receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received those materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during the preceding year. Clients and prospective clients may obtain a copy of SCM's Code of Ethics by contacting Todd Moodey at (650) 285-4253.

Under SCM's Code of Ethics, SCM and its partners and employees may personally invest in securities of the same classes as SCM purchases for clients and may own securities of issuers whose securities that SCM subsequently purchases for clients. This practice creates a conflict of interest in that any of such persons can use his or her knowledge about actual or proposed securities transactions and recommendations for a client account to profit personally by the market effect of such transactions and recommendations. To address this conflict, SCM and its partners and employees typically must obtain pre-approval before engaging in most securities transactions. SCM and its partners and employees may also buy or sell specific securities for their own accounts based on personal investment considerations aside from company or industry fundamentals, which SCM does not believe appropriate to buy or sell for clients.

Because SCM manages more than one account, there may be conflicts of interest over its time devoted to managing any one account and allocating investment opportunities among all accounts that it manages. For example, SCM selects investments for each client based solely on investment considerations for that client. Different clients may have differing investment strategies and expected levels of trading. SCM may buy or sell a security for one type of client but not for another, or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. SCM attempts to resolve all such conflicts in a manner that is generally fair to all of its clients. SCM may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client so long as it is SCM's policy, to the extent practicable, to allocate investment opportunities to its clients fairly and equitably over time. SCM is not obligated to acquire for any account any security that SCM or its partners or employees may acquire for its or their own accounts or for any other client, if in SCM's absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

## **Item 12. Brokerage Practices**

SCM has complete discretion in selecting the broker or futures commission merchant that it uses for client transactions and the commission rates that clients pay such brokers and futures commission merchants. In selecting a broker or futures commission merchant for any transaction or series of transactions, SCM may consider a number of factors, including, for example:

- special execution capabilities;
- willingness to execute related or unrelated difficult transactions in the future; willingness to commit capital; knowledge of buyers and sellers;
- block trading and block positioning capabilities;

- efficiency of execution and error resolution;
- order of call;
- offering to SCM on-line access to computerized data regarding clients' accounts;
- computer trading systems;
- clearance, settlement and reputation;
- financial strength and stability;
- quotation services; and
- the availability of stocks to borrow for short trades.

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

SCM may allocate the costs of certain computer equipment and software used for both research and brokerage (on the one hand) and non-research and non-brokerage (on the other hand) between their research/brokerage uses and non-research/brokerage uses, and use soft dollars to pay only for the portion that SCM allocates to research uses.

A client's obligations to those custodians and their affiliates will be secured by way of a first priority perfected security interest over all of the client's assets held in custody by them and their affiliates may transfer to themselves all rights, title and interest in and to those assets as collateral and may deal with, lend, dispose of, pledge or otherwise use all such collateral for their own purposes. If any such transfer occurs, the client will rank as such custodian's (or affiliate's) unsecured creditor. If such custodian or affiliate becomes insolvent, the client may not be able to recover such equivalent securities in full. In addition, the client's cash held by a custodian may not be segregated from such custodian's own cash and, if not so segregated, may be used by such custodian or affiliate in the course of its business and the client will therefore rank as an unsecured creditor in relation thereto.

If any of the client's investments are registered in the name of a custodian or affiliate due to the nature of the law or market practice of a particular jurisdiction, such investments will not be segregated from the custodian's or affiliate's own investments and if such custodian or affiliate becomes insolvent, the client may not be able to recover such equivalent investments in full.

SCM may select a broker to act as a "trading broker" for a client. In such cases, SCM or the trading broker may select the executing broker, and the trading broker would then place or manage the order. The trading broker is compensated (through commissions or otherwise) for this trading service in addition to the commissions paid to the executing brokers. As with all soft dollar arrangements, using a trading broker in this manner causes the client to pay brokerage commissions, mark-ups and other transactions fees that are higher than might otherwise be paid if brokers were selected solely based on lowest execution cost. In addition, using a trading broker (rather than an employee of SCM) to provide those services may allow SCM to reduce its own personnel expenses. Further, when SCM uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, it receives a benefit because it does not have to produce or pay for the research, products or service, and these benefits provide an incentive for SCM to select a broker based on its interest in receiving such products or services, rather than on the clients' interest in receiving best execution.

Section 28(e) of the Securities Exchange Act of 1934 provides a “safe harbor” to investment advisers who use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decision-making responsibilities. Conduct outside of the safe harbor of section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. SCM intends that any use of commission dollars will fall within the section 28(e) safe harbor. In the past year, research and related services furnished by brokers included, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; and discussions with research personnel, and access to industry conferences hosted by brokers.

SCM may pay to a broker or futures commission merchant commissions and mark-ups that exceed those that another broker or futures commission merchant might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker or futures commission merchant provides. SCM determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or SCM’s overall fiduciary duty to its clients. An account may, however, pay higher commissions and mark-ups than are otherwise available or may pay more commissions or mark-ups based on account trading activity. The research and other benefits resulting from SCM’s brokerage relationships benefit SCM’s operations as a whole and all accounts that it manages, including those that do not generate the soft dollars that pay for such research and other benefits and accounts of clients that direct SCM to use a broker or futures commission merchant that does not provide SCM with soft dollar services. SCM does not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits that the accounts generate.

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

SCM addresses these conflicts of interest by periodically evaluating the trade execution services that SCM receives from the brokers and futures commission merchants that it uses to execute trades for clients. Such evaluation includes comparing those services to the services available from other brokers and futures commission merchants. SCM considers, among other things, alternative market makers and market centers, the quality of execution services, the value of continuing with various soft dollar services and adding or removing brokers or futures commission merchants, increasing or decreasing targets for each broker or futures commission merchant and the appropriate level of commission rates.

SCM may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts that SCM manages.

In such event, SCM may charge or credit a client the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if SCM were not executing similar transactions concurrently for other

accounts. SCM may also cause a client to buy or sell securities directly from or to another client, if such a cross-transaction is in the interests of both clients.

SCM may direct a certain amount of brokerage to a broker or futures commission merchant in return for the broker's or futures commission merchant's referral of prospective clients or investors. Directing brokerage in exchange for client or investor referrals creates a conflict of interest in that SCM has an incentive to refer its clients' brokerage business to brokers and futures commission merchants to which it might not otherwise direct transactions.

SCM addresses the potential conflicts of interest in connection with its brokerage practices through its best execution review process. SCM's best execution review process includes an analysis of overall performance of brokers in light of the amount of business directed to such brokers.

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

SCM's Portfolio Manager and Chief Operating Officer review all accounts daily. Those reviews take into account such matters as asset allocation, cash management, the prospects of individual securities, changes in issuer earnings, industry outlook, market outlook and price levels. Each account or investor receives a monthly account statement and a monthly letter describing portfolio characteristics for the previous month.

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

Although there are no current engagements in place, SCM may engage solicitors to whom it would pay cash or a portion of the advisory fees paid by clients referred to it by those solicitors. In such cases, this practice would be disclosed in writing to the client and SCM would comply with the other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, to the extent required by applicable law.

### **Item 15. Custody**

SCM obtains annual audited financial statements for each private investment fund, and provides the audited statement to each investor.

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

SCM has discretionary authority to manage investment accounts on behalf of clients pursuant to a grant of authority in each fund's limited partnership agreement or a limited power of attorney in each client's account agreement.

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

SCM votes all proxies on behalf of each account over which SCM has proxy voting authority based on SCM's determination of such account's best interests. In determining whether a proposal serves an account's best interests, SCM considers a number of factors, including:

- the proposal's economic effect on shareholder value;
- the threat that the proposal poses to existing rights of shareholders;
- the dilution of existing shares that would result from the proposal;
- the effect of the proposal on management or director accountability to shareholders; and

- if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

SCM abstains from voting proxies when SCM believes that it is appropriate to do so.

If a material conflict of interest over proxy voting arises between SCM and a client, SCM will vote all proxies in accordance with the policy described above. If SCM determines that this policy does not adequately address the conflict of interest, SCM will notify the client of the conflict and request that the client consent to SCM's intended response to the proxy solicitation. If the client consents to SCM's intended response or fails to respond to the notice within a reasonable time specified in the notice, SCM will vote the proxy as described in the notice. If the client objects in writing to SCM's intended response, SCM will vote the proxy as the client directs.

A client can obtain a copy of SCM's proxy voting policy and a record of votes cast by SCM on behalf of that client by contacting Todd Moodey at (650) 285-4253.

#### **Item 18. Financial Information**

This Item is not applicable, because SCM is not required to report financial information.

#### **Item 19. Requirements for State-Registered Advisers**

This Item is not applicable.

### **Privacy Policy**

SCM and the investment limited partnerships for which its affiliate serves as general partner:

- collect non-public personal information about their clients and investors from the following sources:
  - information received from clients or investors on applications or other forms, and
  - information about clients' or investors' transactions with SCM, its affiliates or others;
- do not disclose any non-public personal information about their clients or investors or former clients or investors to anyone, except as permitted by law;
- restrict access to non-public personal information about their clients and investors to their employees who need to know that information to provide services to clients; and
- maintain physical, electronic and procedural safeguards that comply with federal standards to guard clients' and investors' personal information.