

Item I: Cover Page

## Norbury Partners, LP

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**March 29, 2022**

This brochure provides information about the qualifications and business practices of Norbury Partners, LP. If you have any questions about the contents of this brochure, please contact Abigail Lewis, Norbury Partners, LP's Chief Compliance Officer ("**CCO**") at (574) 551-5099 or [abigail@norburypartners.com](mailto:abigail@norburypartners.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "**SEC**") or by any state securities authority.

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

Any reference to Norbury Partners, LP as a "registered investment adviser" or as being "registered" does not imply a certain level of skill or training.

**Item 2: Material Changes**

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There have been no material changes to this Brochure since Norbury Partners, LP's most recent filing on March 19, 2021.

Norbury Partners, LP encourages all recipients of this brochure to review this document in its entirety. The information set forth in this brochure is qualified in its entirety by the applicable offering and governing documents. In the event of a conflict between the information set forth herein and the applicable offering and governing documents, the information set forth in the applicable offering and governing documents shall control.

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**Item 4: Advisory Business**

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A. Norbury Partners, LP (“**Norbury**” or the “**Investment Manager**” or the “**Firm**”) is a Delaware limited partnership that was formed in May 2020. Norbury is controlled by its principal, Decio Nascimento (the “**Principal**”). Norbury’s principal place of business is in Stamford, CT.

B. Norbury currently provides discretionary investment advisory services to clients that are private funds via a “master feeder” structure. In particular, Norbury provides investment advisory services to Norbury Partners Fund, LP, a Delaware limited partnership (the “**Domestic Fund**”), Norbury Partners Fund, Ltd., a Cayman Islands exempted company (the “**Offshore Fund**” and collectively with the Domestic Fund, the “**Feeder Funds**”) and Norbury Partners International Fund, LP, a Cayman Islands exempted limited partnership (the “**Master Fund**”). Each of the Feeder Funds invest all or substantially all of their assets in and conduct their investment activities through the Master Fund. Unless otherwise specified, the Domestic Fund, the Offshore Fund and the Master Fund are each referred to as a “**Fund**” and collectively, as the “**Funds**”.

C. Norbury does not currently tailor its advisory services to the individual needs of its clients. Norbury’s Fund clients may not impose restrictions on investing in certain securities or types of securities. To the extent Norbury determines to provide discretionary or non-discretionary advisory services to separately managed account clients in the future, such clients will likely be permitted to impose investment restrictions and Norbury will tailor such advisory services to the individual needs of such clients.

D. Norbury does not currently participate in wrap fee programs.

E. As of February 28, 2022, Norbury manages \$115,980,066.31 in regulatory assets under management (“**RAUM**”), all on a discretionary basis.

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**Item 5: Fees and Compensation**

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A. Norbury is entitled to receive asset-based management fees from the Master Fund (in which the Feeder Funds are invested). In addition, an affiliate of Norbury, Norbury Capital GP, LLC, the general partner to the Master Fund and the Domestic Fund (the “**General Partner**”), is entitled to receive performance-based compensation (if any) with respect to the Master Fund (in which the Feeder Funds are invested).

The fees applicable to the Funds are set forth in detail in each Fund’s offering and constituent documents (collectively, the “**Offering Documents**”). A brief summary of such fees, expenses and compensation (all of which is qualified by and subject to the language of the applicable Fund’s Offering Document) is provided below.

*Master Fund:* There are two classes of interests in the Master Fund (which correspond to the classes at the Feeder Fund levels) each of which are subject to a management fee at an annual rate of 1.25% and 1.75% of the net asset value of each capital account attributable to such interests. Management fees may be negotiable in certain instances as determined by Norbury from time to time. The Feeder Funds indirectly pay management fees through their investment in the Master Fund. There is no duplication of the management fee at the Master Fund and Feeder Fund levels.

B. Norbury is entitled to deduct its fees directly from the Funds (i.e., investors may not elect for fees to be deducted). Management fees are deducted on a monthly basis.

C. Each Fund generally will bear such Fund’s expenses. To the extent that Fund expenses are paid by the Investment Manager or an affiliate thereof, the respective Fund(s) will promptly reimburse such party for such expenses. The Funds do not have a pre-determined limit on its ordinary or

extraordinary operating expenses. Each Fund's actual annual operating expenses will be disclosed in each Fund's year-end audited financial statements, which are provided to each Investor in the particular Fund.

Fund expenses include, among others, the following fees and expenses: (i) each Feeder Fund's proportionate share of the Master Fund's expenses and costs, (ii) all expenses incurred in connection with the offering and the admission of investors, (iii) all operating expenses of each Fund such as tax preparation fees (including, without limitation, any such fees related to the preparation of tax returns), governmental fees and taxes (or any other governmental charges levied against the particular Fund), administrator, custodial and prime brokerage fees and expenses, communications with Investors and ongoing legal, accounting, auditing, administration, appraisal, bookkeeping, consulting and other professional fees and expenses, including for litigation, and preparation of each Fund's financial statements and reports, (iv) all Fund costs, expenses and charges incurred in connection with the investment and trading activities of the Funds (e.g., brokerage commissions, mark-ups, margin interest, expenses related to short sales, custodial fees, clearing and settlement charges and other transaction costs to brokers), (v) professional and other advisory and consulting expenses and travel expenses incurred in connection with investment due diligence, monitoring or the assertion of rights or pursuit of remedies (including, without limitation, pursuant to bankruptcy or other legal proceedings, or participation in informal committees of creditors or other security holders of an issuer), (vi) all fees and other expenses incurred in connection with the investigation, prosecution or defense of any claims by or against the Funds, (vii) interest on, and fees and expenses arising out of, all borrowings made by the Funds, (viii) organizational costs and expenses, (ix) expenses of any meetings of the Funds' investors, (x) the costs of any litigation and indemnification relating to the affairs of the Funds, (xi) expenses related to trading and portfolio management systems, third party research, publications, data and data services, including real time and historical pricing and market information (such as FactSet, Bloomberg and Reuters services), (xii) expenses related to risk management, including third-party risk analysis and monitoring services, systems development, and related data services, (xiii) each Fund's expenses associated with forming and maintaining the legal existence of the particular Fund, including directors' fees, administrator's fees, AML officer fees, and registered office fees, (xiv) insurance premiums (such as D&O and E&O) of the Funds, the Investment Manager and/or the General Partner, (xv) expenses related to the provision of technology for the Funds or for the Investment Manager to the extent such expenses relate to investment research, (xvi) costs associated with regulatory filings made by or on behalf of the Funds by the Investment Manager and/or the General Partner, (xvii) costs associated with data privacy requirements or policies on behalf of the Funds and (xviii) all other reasonable expenses related to the management and operation of the Funds and/or the purchase, sale or disposition of the Investor interests, including, in the case of any expenses directly related to the Funds' investments, any portion of any such joint expenses that the Investment Manager, the General Partner, or the Board of Directors of the Offshore Fund determines are properly and ratably allocable to one or more of the Funds. Unless otherwise determined by the Investment Manager and except as provided above or in the Offering Documents, Fund Expenses generally will be shared among all investors in accordance with their respective Interests. Notwithstanding the foregoing, Norbury may voluntarily elect to bear certain Fund expenses in its discretion. Investors in the Funds are subject to a withdrawal fee in certain instances (payable to the Fund). Certain investors may not be subject to this withdrawal fee (as determined by Norbury on a case-by-case basis).

*See Item 12 of this brochure for additional information regarding Norbury's brokerage practices.*

D. The management fees are paid by the Master Fund monthly in advance on the first day of each calendar month. Management fees are generally pro-rated for partial periods (i.e. less than one month). Norbury or the General Partner may reduce, waive or calculate differently the management fee for certain Fund investors, including but not limited to, members, employees and affiliates of Norbury. In the event of a withdrawal by an investor in a Fund other than as of the last day of a calendar month, a pro rata portion of the management fee, based upon the actual number of days remaining in such month, will be repaid by Norbury to such Fund for the benefit of such withdrawing investor to the extent such management fee was taken in advance.

E. Neither Norbury nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

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As described in Item 5, Norbury's affiliate, the General Partner, is entitled to receive performance-based compensation from the Funds. Performance-based compensation is generally payable (if any) on an annual basis.

The existence of performance-based compensation may create certain conflicts of interest. More specifically, it may create an incentive for the Firm to pursue riskier or more speculative investments than it would be the case if there were no performance-based fees.

While the amount of compensation and method of payment are not generally negotiable, subject to certain conditions and limitations, the General Partner generally may elect to reduce, waive or calculate differently the performance-based compensation with respect to any investor in a Fund, or may assign the performance-based compensation to any person, including an affiliate of Norbury or the General Partner.

Because all assets of the Funds are managed in the Master Fund, Norbury does not expect to presently face any side-by-side conflict of interest issues, such as allocation decisions which may be impacted by performance-based fee differentials. Norbury has developed and implemented procedures that are designed to ensure that all clients are treated fairly and equally, and to prevent conflicts from influencing the allocation of investment opportunities among clients.

The terms of the performance-based compensation may differ in the future among the Funds or other future accounts or funds managed by Norbury. This may result in a conflict of interest when Norbury allocates opportunities among such clients because there will be an incentive to favor allocations to clients that have higher performance-based compensation. To avoid such conflict of interest, Norbury would generally follow documented procedures in allocating opportunities among its clients which would not take into account the performance-based fees to which such clients are subject.

#### **Item 7: Types of Clients**

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Currently, Norbury provides investment advice only to the Funds. Each of the Domestic Fund's and the Offshore Fund's Offering Documents set forth the eligibility criteria and minimum investment requirements for Investors. Generally, investors are required to invest at least \$1,000,000 unless otherwise waived or reduced in the discretion of Norbury or the General Partner (as the case may be).

##### *Domestic Fund*

Each investor generally must be (i) an "accredited investor", as defined in Regulation D under the U.S. Securities Act of 1933 (the "**Securities Act**"), and (ii) either a "qualified purchaser", as defined in

the U.S. Investment Company Act of 1940 (the “**Company Act**”), or a “knowledgeable employee”, as defined under Rule 3c-5 of the Company Act, and must meet other suitability requirements. Interests may not be purchased by non-resident aliens, foreign corporations, foreign partnerships, foreign trusts or foreign estates, all as defined in the Internal Revenue Code. The subscription agreement contains representations and questionnaires relating to these qualifications.

#### *Offshore Fund*

Each investor generally must be either (i) a non-U.S. Person or (ii) a Permitted U.S. Person that qualifies as an “accredited investor,” as defined in Regulation D under the Securities Act, and either a “qualified purchaser,” as defined in the Company Act, or a “knowledgeable employee,” as defined under Rule 3c-5 of the Company Act, and must meet other suitability requirements. The subscription agreement contains representations and questionnaires relating to these qualifications.

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

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#### **A. Methods of Analysis and Investment Strategies Used in Formulating Investment Advice.**

##### ***Investment Objective***

Norbury’s investment objective in managing the Funds is to achieve absolute risk adjusted returns while minimizing downside volatility by utilizing a discretionary global macro absolute return strategy that integrates fundamental macro and sustainability analysis into Norbury’s decision-making process (as further described herein).

##### ***Investment Strategies***

Norbury will employ “Modern Multi-Asset” investing to achieve consistent long-term performance. “Modern Multi-Asset” is a multi-process investment methodology that integrates fundamental macro and sustainability analysis into the decision-making process. Norbury will express its views using primarily: fixed income, equity, currency, and commodity instruments. Norbury will use disciplined risk management and portfolio construction to implement the strategies. The investment process supports Norbury’s view regarding the dynamics that drive value across different asset classes. The methodology is grounded in the concept of “sustainable capitalism,” defined as the ability to maximize long-term performance by accounting for the needs of the present and the ability of future generations to prosper. Norbury believes that companies and countries that subscribe to this principle will be leaders and outperform in the long-term.

While Norbury takes a broad view regarding sustainability, it will maintain a narrow focus on financial materiality. Although traditional financial information remains very valuable, Norbury believes that looking beyond financial statements and seeking out sustainability data can enhance its understanding of related risks and opportunities. Norbury will seek sustainable investing via an alpha-generating and risk-reduction approach. Norbury believes appropriate consideration of sustainability issues can help deliver superior risk-adjusted returns.

The portfolio construction process starts from a top down assessment of macroeconomic themes where systemic variables affect global capital markets. From that point, Norbury identifies macroeconomic indicators, monetary policy trends, and megatrends affecting the capital markets to define the appropriate asset allocation of the portfolio given the current and expected scenarios. Traditional methods of managing risk in a portfolio based on diversifying assets rely on assumptions of the risks, returns, and correlations between asset classes. Sustainability information provides a new perspective on sector allocation, where sectors could become more or less correlated depending on sustainability risks and opportunities.

With the asset allocation defined, Norbury will then decide which specific securities will comprise the Funds' portfolios. On the security selection process, Norbury will look for asymmetric return profiles with an aim to investing with a margin of safety. The first step in the process is to look for assets Norbury believes have an interesting idiosyncratic risk for which its price does not reflect. Norbury will always look to invest in assets where the difference between their value and their price provides a compelling margin of safety. Sustainability analysis is also incorporated into the fundamental analysis of specific assets and related asset pricing analyses. By tracing each sustainability issue to its ultimate value impact and helping to determine the likelihood and magnitude of those impacts, Norbury factors these issues into corporate and sovereign assets valuations.

Norbury seeks to identify investment opportunities across a broad spectrum of asset classes in various geographies and to maintain a diversified portfolio. The majority of the Funds' investments will be in highly liquid instruments and markets. All instruments may be executed, without limitation, in the form of individual private agreements or as standardized contracts that are traded on an exchange. Norbury will analyze various trade structures and how they would fit within the construct of the overall portfolio to ensure an efficient use of capital.

Portfolio construction combines conviction, compelling price with a sufficient margin of safety, and risk management to identify the best way to express ideas and size positions. Each trade idea will be contrasted with the existing portfolio to avoid highly correlated positions. After a new thesis is added to the portfolio, Norbury will seek to ensure that the risk profile is consistent. Norbury will perform detailed and ongoing assessment of asset classes, economic data and industries and research of these investment themes and related securities. Norbury will work as a unit to provide information, trade ideas, asset expertise, and macro experience to construct a robust book of trades.

Excess funds may be invested in money market instruments or other cash equivalents as Norbury deems appropriate. Any income, including interest earned from such investments, is reinvested in accordance with each Fund's investment program.

B. and C. Material Risks and Risks of Particular Types of Securities.

#### ***Reliance on the Investment Manager***

Much of the success of the Funds and the investments of the Funds will be dependent upon the abilities and retention of the principal and research professionals of the Investment Manager. The principal of the Investment Manager will have primary responsibility for all investment decisions made by the Investment Manager with respect to the Funds. If the principal of the Investment Manager ceases to be involved, directly or indirectly, in the Investment Manager and the management of the Funds or its portfolios, the business of the Funds would likely be adversely affected.

While the Investment Manager and its affiliates will devote as much time to the Funds' affairs as they deem necessary and appropriate, they generally will not be precluded under the various Fund Agreements from engaging in outside activities. The Investment Manager and its affiliates generally may engage and hold interests in other business ventures and activities of every kind and description for their own account including, without limitation, other investment entities similar to the Funds and/or other investment advisory entities similar to the Investment Manager.

#### ***General Economic and Market Conditions***

The success of the Funds' activities will be affected by general economic and market conditions, such as changes in interest rates, availability of credit and debt-related issues, inflation rates, economic uncertainty, market volatility, changes in laws (including laws relating to taxation of the Funds' investments), trade barriers, unemployment rates, release of economic data, currency exchange controls and national and international political circumstances (including wars, terrorist acts, natural



disasters, security operations, the European debt crisis or the U.S. budget or debt-ceiling negotiations). These factors may affect the level and volatility of securities prices and the liquidity of the Funds' investments. Volatility and/or illiquidity could impair the Funds' profitability or result in losses. The Funds could incur material losses even if the Investment Manager reacts quickly to difficult market or economic conditions, and there can be no assurance that the Funds will not suffer material losses and other adverse effects from broad and rapid changes in economic and market conditions in the future. Investors should realize that markets for the financial instruments in which the Funds seek to invest can correlate strongly with each other at times or in ways that are difficult for the Investment Manager to predict. Even a well-analyzed approach may not protect the Funds from significant losses under certain market conditions. For instance, certain impacts to public health conditions particular to the coronavirus (COVID-19) outbreak that occurred in December of 2019 may have a significant negative impact on the operations and profitability of the Funds' investments. The extent of the impact to the financial performance of the Funds will depend on future developments, including (i) the duration and spread of the outbreak, (ii) the restrictions and advisories, (iii) the effects on the financial markets, and (iv) the effects on the economy overall, all of which are highly uncertain and cannot be predicted. If the financial performance of the Funds is impacted because of these things for an extended period, the Funds' investment results may be materially adversely affected.

### ***Regulatory Developments***

The legal, tax and regulatory environment worldwide for private investment funds (such as the Funds) is evolving, and changes in the regulation of private investment funds, their managers and their trading and investing activities may have a material adverse effect on the ability of the Funds to pursue their investment program and the value of investments held by the Funds. There has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of the Funds to pursue its investment program or conduct business with brokers and other counterparties could have a material adverse effect on the Funds.

### ***Potential for Fraud***

In spite of Norbury's efforts to invest in reputable and trustworthy companies, there is a risk that the Funds may invest in issuers that engage in fraud. Instances of fraud can be particularly difficult to detect and prevent. To the extent that the Funds invest in a company that engages in fraud, the Funds could lose all or a substantial portion of its investment in such company and it could have a material adverse effect on the Funds' financial condition and results of operations.

### ***Terrorist Attacks, War and Natural Disasters***

Terrorist activities, anti-terrorist efforts, armed conflicts involving the United States or its interests abroad, as well as natural disasters may adversely affect the United States, its financial markets and global economies and could prevent Norbury and the Funds from meeting their respective investment objectives and other obligations. The potential for future terrorist attacks, the national and international response to terrorist attacks, acts of war or hostility and/or natural disasters have created many economic and political uncertainties and may continue to do so in the future, which may adversely affect the United States and world financial markets and the Funds for the short or long-term in ways that cannot presently be predicted.

### ***Russian Invasion of Ukraine***

Russia launched a large-scale invasion of Ukraine on February 24, 2022. The extent and duration of the military action, resulting sanctions and future market disruptions, including declines in stock markets and the value of the ruble against the U.S. dollar, are impossible to predict but could be significant. Any such disruptions caused by Russian military action or other actions (including

cyberattacks and espionage) or actual and threatened responses to such activity, including purchasing and financing restrictions, boycotts or changes in consumer or purchaser preferences, sanctions, tariffs, or cyberattacks on the Russian government, Russian companies, or Russian individuals, including politicians, may impact Russia's economy and Russian issuers of securities in which the Fund may invest. Actual and threatened responses to such activity, including purchasing restrictions, sanctions, tariffs, or cyberattacks on the Russian government or Russian companies, may impact Russia's economy and Russian issuers of securities in which the Fund invests. Actual and threatened responses to such military action may also impact the markets for certain Russian commodities, such as oil and natural gas, as well as other sectors of the Russian economy, and may likely have collateral impacts on such sectors globally.

### ***Russia Sanctions***

Governments in the U.S. and many other countries (collectively, the “**Sanctioning Bodies**”) have imposed economic sanctions on certain Russian individuals, including politicians, and Russian corporate and banking entities. These sanctions froze certain Russian assets and prohibited, among other things, trading in certain Russian securities and doing business with specific Russian corporate entities, large financial institutions, officials, and oligarchs. The sanctions also included the removal of some Russian banks from the Society for Worldwide Interbank Financial Telecommunications (“**SWIFT**”), the electronic network that connects banks globally, and imposed restrictive measures to prevent the Russian Central Bank from undermining the impact of the sanctions. The Sanctioning Bodies, or others, could in the future institute broader sanctions on Russia, including further excluding Russia from global payments systems that facilitate cross-border payments, such as SWIFT. These sanctions, or even the threat of further sanctions, may result in the decline of the value and liquidity of Russian securities, a weakening of the ruble or other adverse consequences to the Russian economy. These sanctions could also result in the immediate freeze of Russian securities and/or funds invested in prohibited assets, impairing the ability of the Fund to buy, sell, receive, or deliver those securities and/or assets. Sanctions could also result in Russia taking counter measures or retaliatory actions which may further impair the value and liquidity of Russian securities.

A number of large corporations and U.S. states have also announced plans to divest interests or otherwise curtail business dealings with certain Russian businesses. These sanctions and any additional sanctions or other intergovernmental actions that may be undertaken against Russia in the future may result in the devaluation of the Russian currency, a downgrade in the country's credit rating, and a decline in the value and liquidity of Russian securities.

The sanctions against certain Russian issuers include prohibitions on transacting in or dealing in issuances of debt or equity of such issuers. Compliance with each of these sanctions may impair the ability of the Fund to buy, sell, hold, receive, or deliver the affected securities or other securities of such issuers. If it becomes impracticable or unlawful for the Fund to hold securities subject to, or otherwise affected by, sanctions (each, an “**Affected Security**” and collectively, the “**Affected Securities**”), or if deemed appropriate, the Fund may prohibit in-kind deposits of the affected securities in connection with creation transactions and instead require a cash deposit, which may also increase the Fund's transaction costs. The Fund may also be legally required to freeze assets in a blocked account. Also, if an Affected Security is included in the Fund, the Fund may, where practicable, seek to eliminate its holdings of the Affected Security.

Current or future sanctions may result in Russia taking counter measures or retaliatory actions, which may further impair the value and liquidity of Russian securities. These retaliatory measures may include the immediate freeze of Russian assets held by the Fund. In the event of such a freeze of any Fund assets, including depositary receipts, the Fund may need to liquidate non-restricted assets in order to satisfy any Fund redemption orders. The liquidation of Fund assets during this time may also result in the Fund receiving substantially lower prices for its securities.

The inability of the Fund to trade in Russian securities may adversely affect the Fund's ability to meet its investment objective. It is unknown when, or if, sanctions may be lifted or the Fund's ability to trade in Russian securities will resume.

### ***Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues***

The Investment Manager's business activities as well as the activities of the Funds and the investments could be materially adversely affected by outbreaks of disease, pandemics, epidemics and public health issues in Asia, Europe, North America, the Middle East and/or globally, such as coronavirus disease 2019 (COVID-19) and the ongoing COVID-19 pandemic (caused by the SARS-CoV-2 virus), Severe Acute Respiratory Syndrome (or SARS), diseases caused by other new or novel coronaviruses, flu and diseases caused by other types or subtypes of influenza viruses, Ebola virus disease, and other epidemics, pandemics, outbreaks of disease or public health issues (including the emergence of new viruses).

### ***Investment and Trading Risks Generally***

All investments risk the loss of capital. No guarantee or representation is or will be made that the Funds' program will be successful. The Funds' investment program may involve, without limitation, risks associated with limited diversification, short-selling, equity risks, distressed issuers, interest rates, volatility, tracking risks in hedged positions, security borrowing risks in short sales, credit deterioration or default risks, systems risks and other risks inherent in the Funds' activities. Certain investment techniques of the Funds may, in certain circumstances, substantially increase the impact of adverse market movements to which the Funds may be subject. In addition, the Funds' investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where the Funds invest their assets.

Norbury's methods of minimizing such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted.

### ***Turnover***

Each Fund's capital will be invested on the basis of short-term market considerations. The portfolio turnover rate of those investments may be significant, potentially involving substantial brokerage commissions, mark-ups and fees. These commissions and fees will, of course, reduce each Fund's profits.

### ***Reliance on Quantitative Analysis***

Norbury's investment strategies may rely upon quantitative models and systems. Such models and systems may entail the use of sophisticated statistical calculations and complex computer systems, and there is no assurance that Norbury will be successful in carrying out such calculations correctly or that the use of these quantitative models and systems will not expose the Funds to the risk of significant losses. In addition, the analytical techniques used by Norbury cannot provide any assurance that the Funds will not be exposed to the risk of significant trading losses if the underlying patterns that form the basis for the quantitative models and systems employed by Norbury change in ways not anticipated by Norbury. The effectiveness of quantitative models and systems may diminish over time, and attempts to apply existing quantitative models and systems to new or different markets, strategies or securities may prove ineffective.

To the extent that information regarding the Funds' positions or trades becomes or is required to be made publicly available, there is a material risk that other market participants may seek to reverse engineer Norbury's quantitative investment strategies from such public information. The use of

Norbury's investment strategies by other persons, whether as a result of reverse engineering, "frontrunning" or other actions, may have a material adverse effect on the performance of the Funds.

***Reliance on Fundamental Analysis***

Norbury may base its trading decisions, in whole or in part, on fundamental analysis. Fundamental trading systems consider factors, such as inflation, trade balances, inventories and interest rates, which do not have an impact on traditional technical trading systems, in an attempt to identify investment opportunities. To the extent that such factors provide mixed or conflicting signals, the fundamental trading systems may not be able to detect and/or accurately predict price trends. There can be no guarantee that Norbury's fundamental trading systems will enable Norbury to accurately value the securities in which the Funds invest or that any anticipated price trends will materialize with respect to such investments.

***Highly Volatile Markets***

The prices of financial instruments in which the Funds may invest can be volatile. Price movements of the financial instruments in which the Funds' assets may be invested will be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments and national and international political and economic events and policies. The Funds will be subject to the risk of failure of any of the exchanges on which their positions trade or of their clearinghouses. In addition, governments from time to time intervene in certain markets, directly, by regulation and otherwise, particularly in currencies, futures and options. Such intervention is often intended to directly influence prices and may, together with other factors, cause some or all of these markets to move rapidly in the same direction. The effect of such intervention is often heightened by a group of governments acting in concert.

***Unlimited Range of Strategies***

The Funds' investment activities will not be limited to the strategies or types of strategies or investments described herein. Rather, the Funds will have the authority to pursue any investment strategy determined by Norbury to be appropriate from time to time, in its sole discretion, without any notice to the Investors. This unlimited range of potential investments may include substantial investments in strategies not previously pursued by Norbury and with which Norbury has limited experience. New strategies, assets and markets are likely to involve material and as-yet unanticipated risks.

***Equity Risks***

The Funds will invest in equity securities. The market price of securities owned by the Funds may go up or down, sometimes rapidly or unpredictably. A risk of investing in the Funds is that the equity securities in its portfolio will decline in value due to factors affecting equity securities markets generally or the sectors in which the Funds will invest. The values of equity securities may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Other risks of investing globally in equity securities may include changes in currency exchange rates, exchange control regulations, expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, and difficulty in obtaining and enforcing judgments against non-U.S. entities. In addition, securities which Norbury believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame that Norbury

anticipates. As a result, the Funds may lose all or substantially all of its investment in any particular instance.

***Default and Credit Risks***

The Funds may invest in debt obligations of both government and corporate issuers. These financial instruments involve the risk that the obligor either cannot or will not fulfill its obligations under the terms of the financial instrument. The Funds also will assume the credit risk associated with any of its futures commission merchants, brokers, custodians and other counterparties in connection with brokerage arrangements, derivatives and other contractual relationships. In evaluating credit risk, the Funds may be dependent upon information provided by the obligor, which may be materially inaccurate or fraudulent. Any actual default, or any circumstance that increases the possibility of such a default, could have a material adverse effect on the Funds.

***Interest Rate Risks***

In addition to its investment in securities and commodities, the Funds may invest in debt obligations of government issuers (e.g., U.S. treasury bills) as a part of an overall cash management strategy. These and various other assets will subject the Funds to risks associated with movements in interest rates. For example, the Funds will be required to manage both curve risk, which is the risk that the slope of the yield curve will vary from the slope assumed in the Funds' strategy, and credit spread risk, which is the risk that the spreads between yields of differently rated issuers will change in a manner that adversely affects the Funds' portfolios.

***Use of Derivatives***

Norbury uses derivative instruments, including without limitation, option contracts, swap agreements and forward contracts, and derivative techniques, including without limitation, synthetic short sales, for various hedging and/or speculative purposes. The use of such instruments and techniques may result in leveraging the assets of the Funds, thereby exposing the Funds to significant risks.

Among other things, the prices of derivative instruments can be highly volatile. Price movements of derivative instruments are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

Uncertainties remain as to how the markets for these instruments will perform during periods of unusual price volatility or instability, market illiquidity or credit distress. Market movements are difficult to predict and financing sources and related interest rates are subject to rapid change. One or more markets may move against the derivatives positions held by a trader, thereby causing substantial losses. Many of these instruments are not traded on exchanges but rather through an informal network of banks and dealers who have no obligation to make markets in them and can apply essentially discretionary margin and credit requirements (and thus in effect force a trader to close out its positions).

***Credit Default Swaps***

Norbury may enter into credit default swap agreements. The "buyer" in a credit default swap contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract in return for a contingent payment upon the occurrence of a credit event with respect to an underlying

reference obligation. Generally, a credit event means bankruptcy, failure to pay, obligation acceleration or modified structuring. Norbury may either be the buyer or the seller in the transaction. As a seller, Norbury receives a fixed rate of income throughout the term of the contract, which typically is between one month and five years, provided that no credit event occurs. If a credit event occurs, Norbury typically must pay the contingent payment to the buyer, which typically is the “par value” (full notional value) of the reference obligation. The contingent payment may be a cash settlement or by physical delivery of the reference obligation in return for payment of the face amount of the obligation. If Norbury is a buyer and no credit event occurs, Norbury may lose its investment and recover nothing. However, if a credit event occurs, the buyer typically receives full notional value for a reference obligation that may have little or no value.

### **Short Selling**

Norbury expects to engage in short selling. In a short sale, the seller sells a security that it does not own, typically a security borrowed from a broker or dealer. Because the seller remains liable to return the underlying security that it borrowed from the broker or dealer, the seller must purchase the security prior to the date on which delivery to the broker or dealer is required. As a result, the Funds will engage in short sales only where Norbury believes the value of the security will decline between the date of the sale and the date the Funds are required to return the borrowed security. The making of short sales will expose the Funds to the risk of liability for the market value of the security that is sold, which will be an unlimited risk due to the lack of an upper limit on the price to which a security may rise. In addition, there can be no assurance that securities necessary to cover a short position will be available for purchase or that securities will be available to be borrowed by the Funds at reasonable costs. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a “short squeeze” can occur, and the Funds may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

### **Litigation**

The investment activities of the Funds may subject the Funds, the General Partner and the Investment Manager to the risks of becoming involved in litigation with third parties. The expense of defending against claims against the Funds by third parties and the payment of any amounts pursuant to settlements or judgments would be borne by the Funds, reduce distributions and could require Investors to return distributed capital and earnings to the Funds. The General Partner, the Investment Manager and their respective affiliates will generally be indemnified by the Funds in connection with any such litigation, subject to certain conditions.

### **Trading Decisions**

Trading decisions made by Norbury will be based on fundamental and other analysis. Any factor that would lessen the prospect of major trends occurring in the future (such as increased governmental control of, or participation in, the financial markets) may reduce the prospect that a particular trading method or strategy will be profitable in the future. In the past, there have been periods without discernible trends and, presumably, such periods will continue to occur in the future. Moreover, any factor that would make it more difficult to execute trades at desired prices in accordance with the signals of the trading method or strategy (such as a significant lessening of liquidity in a particular market) would also be detrimental to profitability. Further, many advisers’ trading methods utilize similar analyses in making trading decisions. Therefore, bunching of buy and sell orders can occur, which makes it more difficult for a position to be taken or liquidated. No assurance can be given that the Funds’ strategies will be successful under all or any market conditions.

***Less Liquid Instruments***

The Funds may invest in securities which may be thinly traded. In addition, the Funds may from time to time hold large positions with respect to a specific type of instrument, which may reduce the Funds' liquidity. The Funds may be unable to timely dispose of certain assets, which would adversely affect the Funds' ability to rebalance its portfolio or to meet withdrawal requests. In addition, such circumstances may force the Funds to dispose of assets at reduced prices, thereby adversely affecting the Funds' performance. If there are other market participants seeking to dispose of similar assets at the same time, the Funds may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if the Funds incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. In conjunction with a market downturn, the Funds' counterparties could incur losses of their own, thereby weakening their financial condition and increasing the Funds' credit risk to them.

The Funds may also invest in securities that are subject to legal or other restrictions on transfer. The Funds may be contractually prohibited from disposing of such investments for a specified period of time. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and the Funds may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale.

***Hedging Transactions***

The Funds may utilize financial instruments, both for investment purposes and for risk management purposes, in order to: (i) protect against possible changes in the market value of the Funds' investment portfolios resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the Funds' unrealized gains in the value of the Funds' investment portfolio; (iii) facilitate the sale of any such investments; (iv) preserve returns, spreads or gains on any investment in the Funds' portfolios; (v) hedge against a directional trade; (vi) protect against any increase in the price of any securities the Funds anticipate purchasing at a later date; or (vii) for any other reason that Norbury deems appropriate.

The success of the Funds' hedging strategies will depend, in part, upon Norbury's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Funds' hedging strategy will also be subject to Norbury's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While the Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Funds than if it had not engaged in such hedging transactions. For a variety of reasons, Norbury may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged.

Such an imperfect correlation may prevent the Funds from achieving the intended hedge or expose the Funds to risk of loss. The Funds will not be required to hedge any particular risk in connection with a particular transaction or its portfolios generally. Moreover, it should be noted that the Funds' portfolios will always be exposed to certain risks that may not be hedged. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of the Funds' portfolio holdings.

***Fixed Income Securities***

The Funds will invest in bonds and other fixed income securities of issuers including, without limitation, debt obligations issued by the US government. Fixed income securities pay fixed, variable or floating rates of interest. The value of fixed income securities in which the Fund invest will change in response to fluctuations in interest rates. In addition, the value of certain fixed income securities can fluctuate in response to perceptions of creditworthiness, political stability or soundness of economic policies. Fixed income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk).

***Trading in OTC Markets***

The Investment Manager may engage in over-the-counter ("**OTC**") derivative transactions, such as currency forward contracts traded in the interbank market; options on currency forward contracts and certain swap agreements.

In general, there is less governmental regulation and supervision of transactions in the OTC markets than of transactions entered into on organized exchanges. Most of the protections afforded to participants on U.S. and certain non-U.S. exchanges, such as daily price fluctuation limits and the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions.

The Funds will be exposed to greater risk of loss through default than if they confined their trading to organized exchanges.

***Cash and Cash Equivalent Investments***

The Funds may invest a portion of their assets in cash or cash equivalent items for investment purposes, pending other investments, as collateral or as provision of margin for derivative instruments. These cash items generally are of high quality at the time of investment and may include a number of money market instruments such as negotiable or non-negotiable securities issued by or short-term deposits with the U.S. and non-U.S. governments and agencies or instrumentalities thereof, bankers' acceptances, high quality commercial paper, repurchase agreements, bank certificates of deposit, and short-term debt securities of U.S. or non-U.S. issuers deemed to be creditworthy by Norbury. While these investments generally involve relatively low risk levels, they may produce lower than expected returns, and could result in losses.

***Leverage and Liquidity Risks***

The Funds generally will have the power to borrow funds (or otherwise incur leverage) and may do so when deemed appropriate by Norbury. The Funds may borrow funds from brokers, banks and other lenders to finance its investing and trading operations, which borrowings may be secured by assets of the Funds. The use of such leverage can, in certain circumstances, maximize the losses to which the Funds, investment portfolios may be subject. Any event that adversely affects the value of an investment would be magnified to the extent that a particular asset or the Funds as a whole is leveraged. The cumulative effect of the use of leverage by the Funds in a market that moves adversely to the Funds' investments could result in a substantial loss to the Funds, which would be greater than if the Funds were not leveraged. Leverage may be achieved through, among other methods, direct borrowing and purchases of securities on margin and the use of options and other derivatives.

The use of margin, derivatives and short-term borrowings may result in substantial interest and financing costs to the Funds and may create other or additional risks. Specifically, the Funds may use



a significant portion of its capital for margin and collateral deposits. If the value of the Funds' securities or derivatives positions falls below the margin or collateral levels required by a prime broker, custodian or other counterparty, additional margin or collateral deposits would be required. If the Funds are unable to satisfy any margin or collateral call by a prime broker, custodian or other counterparty, then such custodian or other counterparty could terminate transactions, liquidate the Funds' position in some or all of the financial instruments that are in the Funds' margin or collateral accounts at the custodian or other counterparty and otherwise cause the Funds to incur significant losses. The failure to satisfy a margin or collateral call, or the occurrence of other material defaults under margin or other financing agreements, may trigger cross-defaults under the Funds' agreements with other brokers, custodians, lenders or counterparties, multiplying the adverse impact to the Funds. In addition, because the use of leverage will allow the Funds to control positions worth significantly more than its investments in those positions, the amount that the Funds may lose in the event of adverse price movements may be high in relation to the amount of its investments.

In the event of a sudden drop in the value of the Funds' assets, the Funds may not be able to liquidate assets quickly enough to satisfy its margin or collateral requirements or other contractual obligations. In that event, the Funds may become subject to claims of financial intermediaries that extended margin loans or other types of credit. Such claims could exceed the value of the assets of the Funds. The banks, dealers and other custodians and counterparties that provide financing to the Funds can apply essentially discretionary margin, haircut, financing and collateral valuation policies. Changes by banks, dealers and other custodians or counterparties in any of the foregoing may result in large margin or collateral calls, loss of financing and forced liquidations of positions at disadvantageous prices. There can be no assurance that the Funds will be able to secure or maintain adequate financing, without which the Funds may not continue to be viable.

The purchase of options, futures, forward contracts, repurchase agreements, reverse repurchase agreements and equity swaps generally involve little or no margin deposit and, therefore, will provide substantial leverage. Accordingly, relatively small price movements in these financial instruments may result in immediate and substantial losses to the Funds. In addition, the Funds will have unlimited discretion to use derivative instruments, which generally provide the economic equivalent of leverage by magnifying the potential gain or loss from an investment.

### **Cryptocurrency Risk**

Cryptocurrency, often referred to as "virtual currency", "digital currency," or "digital assets," operates as a decentralized, peer-to-peer financial exchange and value storage that is used like money. Investors may have exposure to Bitcoin, a cryptocurrency, indirectly through an investment such as the Bitcoin Investment Trust ("**GBTC**"), a privately offered, open-end investment vehicle, other investment vehicles, or directly through investment in pooled investment vehicles managed by the Firm. Investors may also have exposure to cryptocurrencies other than Bitcoin. Cryptocurrency operates without central authority or banks and is not backed by any government. Even indirectly, cryptocurrencies (i.e., Bitcoin) may experience very high volatility and related investment vehicles like GBTC may be affected by such volatility. As a result of holding cryptocurrency, certain of the Funds may also trade at a significant premium to NAV.

Cryptocurrency is also not legal tender. Federal, state or foreign governments may restrict the use and exchange of cryptocurrency, and regulation in the U.S. is still developing. The SEC has issued a public report stating U.S. federal securities laws require treating some digital assets as securities. Cryptocurrency exchanges may stop operating or permanently shut down due to fraud, technical glitches, hackers or malware. Due to its relatively recent launch, Bitcoin has a limited trading history, making it difficult for investors to evaluate investments in this cryptocurrency. It is also possible that a cryptocurrency other than Bitcoin, including cryptocurrencies in which an investor has limited or no exposure to, could become materially popular and have a negative impact on the demand for and price of Bitcoin. It is possible that another entity could manipulate the blockchain in a manner that is

detrimental to the Bitcoin network. Bitcoin transactions are irreversible such that an improper transfer can only be undone by the receiver of the Bitcoin agreeing to return the Bitcoin to the original sender. Digital assets are highly dependent on their developers and there is no guarantee that development will continue or that developers will not abandon a project with little or no notice. Third parties may assert intellectual property claims relating to the holding and transfer of digital assets, including cryptocurrencies, and their source code. Any threatened action that reduces confidence in a network's long-term ability to hold and transfer cryptocurrency may affect investments in cryptocurrencies.

### ***Cryptocurrency Tax Risk***

Many significant aspects of the U.S. federal income tax treatment of investments in Bitcoin are uncertain and an investment in Bitcoin may produce income that is not treated as qualifying income for purposes of the income test applicable to regulated investment companies. GBTC is treated as a grantor trust for U.S. federal income tax purposes, and an investment by the Firm's Clients in GBTC will generally be treated as a direct investment in Bitcoin for tax purposes and "flow-through" to the underlying investors. The taxation of the private fund Clients and their investors will depend on a number of factors, including the nature of any investments a private fund Client makes, the jurisdiction in which the income from such investments may be subject to tax, the jurisdiction in which the investor is subject to tax, and the applicable laws in any relevant jurisdiction. The offering documents for the private fund Clients contain further details on the tax implications of investing in a private fund Client.

### ***Special Purpose Acquisition Companies***

Special purpose acquisition companies, commonly referred to as "SPACs", are publicly traded companies formed for the purpose of raising capital through initial public offerings to fund the acquisition, through a merger, capital stock exchange, asset acquisition or other similar business combination, of one or more undervalued operating businesses. Following the acquisition of a target company, a SPAC typically would exercise control over the management of such target company in an effort to increase the value of such target company. Capital raised through the initial public offering of securities of a SPAC is typically placed into a trust until the target company is acquired or a predetermined period of time elapses. Investors in a SPAC would receive a return on their investment in the event that a target company is acquired and such target company's value increased. In the event that a SPAC is unable to locate and acquire target companies by the deadline, the SPAC would be forced to liquidate its assets, which may result in losses due to the expenses and liabilities of the SPAC. Investors in a SPAC are subject to the risk that, among other things, (i) such SPAC may not be able to locate or acquire target companies by the deadline, (ii) assets in the trust may be subject to third party claims against such SPAC, which may reduce the per share liquidation price received by the investors in the SPAC, (iii) such SPAC may be exempt from the rules promulgated by the SEC to protect investors in "blank check" companies, such as Rule 419 promulgated under the Securities Act, so that investors in such SPAC may not be afforded the benefits or protections of those rules, (iv) such SPAC may only be able to complete one business combination, which may cause it to be solely dependent on a single business, (v) the value of any target company may decrease following its acquisition by such SPAC, (vi) the value of the funds invested and held in the trust decline, (vii) the inability to redeem due to the failure to hold the securities in the SPAC on the record date or the failure to vote against the acquisition and (viii) if the SPAC is unable to consummate a business combination, public stockholders will be forced to wait until the deadline before liquidating distributions are made. In addition, interests in most SPACs are relatively illiquid and have a concentrated shareholder base that tends to be comprised of institutional investors, including hedge funds (at least at inception). The Funds may invest in a SPAC that, at the time of investment, has not selected or approached any prospective target businesses with respect to a business combination. In addition, the Funds may invest capital in vehicles acting as the sponsors of SPACs in exchange for interest in the SPAC that will only have value to the extent that a transaction is consummated by the SPAC and the Funds continue to hold interests in the SPAC thereafter. There may be limited basis for the Funds to evaluate the possible merits or risks of such SPAC's investment in any particular target

business or the track record of its management team. To the extent that a SPAC completes a business combination, it may be affected by numerous risks inherent in the business operations of the acquired company or companies. For these and additional reasons, investments in SPACs are speculative and involve a high degree of risk.

### **Counterparty Risks**

The Funds expect to establish relationships to obtain financing, engage in derivative transactions and obtain prime brokerage and other services and enter into various transactions with third parties, all of which will permit the Funds to trade in any variety of markets or asset classes over time; however, there can be no assurance that the Funds will be able to maintain such relationships or establish such relationships in the future. An inability to establish or maintain such relationships would limit the Funds' trading activities and could create losses, preclude the Funds from engaging in certain transactions, derivative intermediation financing and prime brokerage services and prevent the Funds from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative and prime brokerage services provided by any such relationships or a significant change in terms relating to financing rates or leverage by such counterparties could have a significant and/or negative impact on the Funds' business, including requiring the liquidation of positions on unfavorable terms, due to the Funds' reliance on such counterparties.

Some of the markets in which the Funds may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Funds to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement or where the Funds have concentrated its transactions with a single counterparty or small group of counterparties.

Furthermore, there is a risk that any of the Funds' counterparties could become insolvent and/or the subject of insolvency proceedings. If one or more of the Funds' counterparties were to become insolvent or the subject of insolvency proceedings, there exists the risk that the recovery of the Funds' securities and other assets from the Funds' prime brokers or broker-dealers will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer.

The Funds may use counterparties located in jurisdictions outside the United States. Such counterparties are subject to the laws and regulations in non-U.S. jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Funds' assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on the Funds and their assets.

The Funds are not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, Norbury's internal process for evaluating the creditworthiness of its counterparties may prove insufficient. The ability of the Funds to transact business with any one or more counterparties, the lack of complete and "foolproof" evaluation of the financial capabilities of the Funds' counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Funds.

***The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in any or all of the strategies. Prospective investors should***

***read this entire Form ADV and all accompanying materials provided by Norbury and consult with their own advisers before deciding whether to invest in the strategies. In addition, as portfolio company investments mature and the strategies develop and change over time, an investment may be subject to additional and different risk factors. Norbury will promptly amend this brochure if and when any information regarding its investment risks and strategies becomes materially inaccurate.***

#### **Item 9: Disciplinary Information**

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Norbury is required to disclose all material facts regarding any legal or disciplinary events that would be material to a prospective investor or current Investor's evaluation of our business or the integrity of Norbury. Norbury has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of Norbury have been subject to such action.

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

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A. Neither Norbury nor the General Partner are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

B. Neither Norbury nor the General Partner are registered or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. The General Partner of the Master Fund and the Domestic Fund, a related person of Norbury, serves as the Master Fund's and the Domestic Fund's general partner. This relationship creates an incentive for Norbury to make investment allocations that are riskier or more speculative than would be the case if the General Partner did not receive incentive compensation from the Master Fund for serving as the general partner to such Master Fund.

Norbury and any affiliate may furnish investment management and advisory service to others. Norbury and affiliates may make recommendations to and take actions on behalf of others (including but not limited to the Funds), which may be the same as or different from recommendations made to other future clients. In addition, Norbury or any affiliate may make recommendations to trade, purchase or sell for a client regarding any investment opportunity which Norbury or an affiliate may recommend purchase or sell for its own account or for the account of any other client (or recommend to any other client); and Norbury or its affiliates may not give clients the same advice as may be given to any other client. Norbury or any affiliate may also act as investment adviser, manager or custodian to other clients. Norbury and affiliates may from time to time have positions in or transact in investment opportunities recommended to other clients. Such transactions may differ from or be inconsistent with the advice given, or the timing or nature of Norbury's advice given with respect to a client. Norbury always acts in the best interest of its clients and in accordance with a client's investment objectives and has a robust compliance program in place to generally deal with conflicts of interest that come up from time to time on an objective basis.

D. Neither Norbury nor the General Partner recommend or select other investment advisers for the Funds.

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

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***Code of Ethics***

Norbury has adopted a Code of Ethics pursuant to Rule 204A-1 of the Advisers Act (the “**Code**”) that establishes certain standards of conduct and rules for its employees and/or access persons (as applicable). A summary of the Code is provided below. All access persons of Norbury must acknowledge annually that they understand and agree to the terms of the Code.

The Code incorporates the following general principles that all employees are expected to uphold at all times:

- Employees must place the interest of clients first;
- Employees must conduct all personal securities transactions in a manner consistent with the Code and seek to avoid both actual conflicts of interest and the appearance thereof, and;
- Employees may not take inappropriate advantage of their own positions with Norbury for their own personal benefit.

***Personal Trading***

The Code provides that access persons are only permitted to purchase or sell individual publicly-traded securities for their own accounts or accounts that the access person controls or which the access person may be deemed to have beneficial ownership (such as an account of a spouse or minor child) with preapproval from the CCO. Norbury believes that this mitigates the most likely conflict of interest that may arise from personal trading activity.

Access persons are permitted to buy and sell private securities (such as investments in hedge fund, private equity funds and private companies) with prior approval. Access persons are also permitted to invest in mutual funds, ETFs and U.S. and non-U.S. government issued obligations without prior approval. In addition, Norbury may permit access persons to maintain accounts that are managed on a discretionary basis by a third party if the access person has no direct or indirect influence or control over the investments for the account.

Exceptions to the personal trading policy are handled on a case-by-case basis. For example, an exception may be granted for legacy positions that were held by an access person (or a covered family member) prior to that access person joining Norbury or to sell an investment that was originally made when the company was private and subsequently became publicly traded. In such a case, the access person would be required to obtain prior approval to sell such positions and may be subject to other restrictions as deemed appropriate by Norbury under the circumstances.

***Gifts and Entertainment, Political Activities and Outside Activities***

The Code provides that gifts and entertainment must be reasonable in light of industry practices and should never be given or received if the purpose is to influence the recipient. Norbury requires access persons to report or receive approval for the receipt or giving of gifts and entertainment under certain circumstances.

The Code also generally requires access persons to obtain prior approval before the access person, a spouse or certain other immediate family members makes a political contribution or engages in certain campaign-related fundraising activities. This policy is intended to prevent scenarios whereby an access person may make a contribution or engage in an activity for the selection of Norbury as an investment adviser for a governmental equity.

Finally, the Code provides that, without prior approval, access persons are generally not permitted to engage in certain types of outside business activities. This policy is intended to prevent material conflicts of interest that could arise from an access person's personal activities.

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

Norbury, its principals and employees do not purchase or sell any securities for their own accounts to or from the Funds. Furthermore, Norbury currently only provides investment advisory services to the Funds and executes all trades in the Master Fund. If in the future Norbury advises additional private funds or separately managed accounts, Norbury may deem it appropriate to effect rebalancing or internal cross transactions, subject to the Funds' investment guidelines and restrictions. In such cases, Norbury may determine that it would be in the best interests of the Fund(s) and one or more other accounts to transfer a security from one account to another (each such transfer, a "**Cross Trade**") for a variety of reasons, including tax purposes, liquidity purposes, to rebalance the portfolios of the accounts, or to reduce transaction costs that may arise in an open market transaction. If Norbury decides to engage in a Cross Trade, Norbury will determine that the trade is in the best interests of both of the accounts involved and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those accounts.

Norbury generally intends to execute Cross Trades, if at all, with the assistance of a broker-dealer that executes and books the transaction at the close of the market on the day of the transaction. Alternatively, a cross transaction between two fund clients may occur as an "internal cross", where Norbury instructs the custodian for the accounts to book the transaction at the price determined in accordance with Norbury's Valuation Policy. If Norbury effects an internal cross, Norbury will not receive any fee in connection with the completion of the transaction.

### ***Additional Considerations***

From time to time, various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities, partners and personnel in connection with client transactions. Norbury has established written policies and procedures, which contain procedures to monitor and resolve conflicts and will endeavor to resolve conflicts in a manner it deems equitable to the extent possible under the prevailing facts and circumstances.

## **Item 12: Brokerage Practices**

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A. Norbury has complete discretion in deciding 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.

Portfolio transactions for the Master Fund will be allocated to brokers and dealers on the basis of numerous factors and not necessarily lowest pricing. Brokers and dealers may provide other services that are beneficial to the Investment Manager and/or certain accounts, but not beneficial to all accounts. Subject to best execution, in selecting brokers and dealers (including prime brokers) to execute transactions, provide financing and securities on loan, hold cash and short balances and provide other services, Norbury may consider, among other factors that are deemed appropriate to consider under the circumstances, the following: the ability of the brokers and dealers to effect the transaction; the brokers' or dealers' facilities, reliability and financial responsibility; and the provision by the brokers of capital introduction, talent introduction, marketing assistance, consulting with respect to technology, operations and equipment, commitment of capital, access to company management and access to deal flow.

Accordingly, the prices and commission rates (or dealer markups and markdowns arising in connection with riskless principal transactions) charged to the Master Fund by brokers or dealers in the foregoing circumstances may be higher than those charged by other brokers or dealers that may not offer such services. Norbury need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost or spread. Generally, neither the Investment Manager nor the Master Fund separately compensates any broker or dealer for any of these other services. Norbury maintains policies and procedures to review the quality of executions, including periodic reviews by its investment professionals.

### ***Soft Dollar Usage***

Norbury does not currently have any soft dollar arrangements with broker-dealers; however, in the future, Norbury may pay a broker-dealer commissions (or markups or markdowns with respect to certain types of riskless principal transactions) for effecting Master Fund transactions in excess of that which another broker-dealer might have charged for effecting the transaction in recognition of the value of the brokerage and research services provided by the broker-dealer. If Norbury decides to obtain research or other services with “soft dollars”, Norbury will adhere to the following guidelines.

Norbury will effect such transactions, and receive such brokerage and research services, only to the extent that they fall within the safe harbor provided by Section 28(e) of the Exchange Act and subject to prevailing guidance provided by the SEC regarding Section 28(e). The Investment Manager believes it is important to its investment decision-making processes to have access to independent research.

Also, consistent with Section 28I, research products or services obtained with “soft dollars” generated by the Master Fund may be used by Norbury to service one or more other accounts, including accounts that may not have paid for the soft dollar benefits. Norbury will not seek to allocate soft dollar benefits to accounts in proportion to the soft dollar credits the accounts generate. Where a product or service obtained with soft dollars provides both research and non-research assistance to Norbury (i.e., a “mixed use” item), the Investment Manager will make a good faith allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of Norbury’s allocation of the costs of such benefits and services between those that primarily benefit the Investment Manager and those that primarily benefit the accounts.

When Norbury uses brokerage commissions (or markups or markdowns) generated by any accounts to obtain research or other products or services, Norbury receives a benefit because it does not have to produce or pay for such products or services. While Norbury is obligated to seek best execution for each account, the fact that Norbury can obtain or receive such products or services may create an incentive for it to select or recommend a particular broker-dealer based on Norbury’s interests, to the exclusion of another broker-dealer that offers business terms that are also favorable to one or more accounts.

At least annually, Norbury will consider the amount and nature of research and research services provided by broker-dealers, as well as the extent to which such services are relied upon and attempts to allocate a portion of the brokerage business of its accounts on the basis of that consideration. 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 (and often does) exceed the suggested level, because total brokerage is allocated on the basis of all of the considerations described above. In no case will Norbury 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. A broker-dealer is not excluded from receiving business because it has not been identified as providing research products or services.

**Trade Errors**

Trade errors involving transactions in any account directly or indirectly held by the Master Fund or any derivatives contract or other similar agreement of the Master Fund and/or any trading vehicle (each, a “**Trade Error**”) may occur. Trade Errors include the placement of orders (either purchases or sales) in excess of, or less than, the amount of securities the account intended to trade; the sale of a security when it should have been purchased; the purchase of a security when it should have been sold; the purchase or sale of the wrong security; and the purchase or sale of a security for the wrong account and the post-settlement discovery of such purchase or sale. Trades implemented as a result of faulty data, systems, coding, modeling or analysis, trades that are properly executed but result in losses, errors committed by other persons (including brokers and custodians), or that are otherwise caused by human error other than those specifically described above, are not considered Trade Errors. The loss of an investment opportunity is not considered a Trade Error. Such errors may result in losses or gains. Norbury will use reasonable efforts to detect such errors prior to settlement and promptly correct them. To the extent that an error is caused by a counterparty, such as a broker-dealer, Norbury will use reasonable efforts to recover any losses associated with such error from the counterparty.

Pursuant to the exculpation and indemnification provided by the Master Fund to Norbury and its affiliates and personnel, the Investment Manager and its affiliates and personnel will generally not be liable to the Master Fund for any act or omission, absent bad faith, gross negligence, willful misconduct or actual fraud of such person, and the Master Fund will generally be required to indemnify such persons against any losses they may incur by reason of any act or omission related to the Master Fund, absent bad faith, gross negligence, willful misconduct or actual fraud of such person. As a result of these provisions, the Master Fund (and not the Investment Manager) will benefit from any gains resulting from Trade Errors and other errors and will be responsible for any losses (including additional trading costs) resulting from Trade Errors and other errors, absent bad faith, gross negligence, willful misconduct or actual fraud of the relevant person. Norbury will not offset any such gains and losses resulting from Trade Errors and other errors unless the underlying transactions constitute a single transaction or closely related series of transactions. Norbury will reimburse the Master Fund for losses for which the Investment Manager is responsible under the exculpation provisions. Given the potentially large volume of transactions executed by Norbury on behalf of the Master Fund, Investors should assume that Trade Errors and other errors will occur and that, to the extent permitted by applicable law and under the Fund' respective offering documents, the Master Fund will be responsible for any resulting losses, even if such losses result from the negligence (but not gross negligence) of Norbury's personnel.

**Trade Aggregation and Allocation Policies and Procedures**

Although Norbury intends that all trades will be done in the Master Fund, Norbury may advise other private funds or separately managed accounts in the future. If so, it will be the policy of Norbury to allocate investment opportunities to the Master Fund and to any other accounts on a fair and equitable basis, to the extent practical and in accordance with the Master Fund's or other accounts' applicable investment strategies, over a period of time. Investment opportunities will generally be allocated among those accounts for which participation in the respective opportunity is considered appropriate, taking into account, among other considerations: whether the risk-return profile of the proposed investment is consistent with an account's objectives, the potential for the proposed investment to create an imbalance in an account's portfolio, the liquidity requirements of an account, potentially adverse tax consequences, regulatory restrictions that would or could limit an account's ability to participate in a proposed investment, and the need to re-size risk in an account's portfolio.

Norbury will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to, the Master Fund or other accounts solely because the Investment Manager purchases or sells the same security for, enters into a transaction on behalf of,



or provides an opportunity to, another account or the Master Fund if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practicable or desirable for the Master Fund or the other account.

In particular, when the Master Fund is ramping up its investment or trading strategies, it may receive larger allocations of certain securities than the other accounts in order to obtain its desired risk and portfolio size. Conversely, when other accounts ramp up their investment and trading strategies, the Master Fund may receive reduced or no allocations of certain securities.

### ***Brokerage for Client Referrals and Directed Brokerage***

Norbury does not compensate brokers for client referrals nor does Norbury consider this fact in selecting brokers.

Norbury does not recommend, request, require or permit a client to direct it to execute transactions through a specific broker.

### **Item 13: Review of Accounts**

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Norbury performs daily reviews of the Funds' portfolio, as well as various other periodic formal and informal reviews.

Investors in the Funds generally receive monthly commentary letters and quarterly account statements. Norbury may, in its discretion, provide certain investors with additional information on a more frequent basis upon request. In addition, Norbury issues investors tax reports, as well as audited financial statements concerning their respective Funds within 120 days of the end of each Fund's fiscal year.

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

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A. Norbury currently does not receive any economic benefit from any person who is not a client for providing investment advice or other advisory services to our clients.

B. Norbury has entered into and may enter into agreements or arrangements with third party placement agents, solicitors or marketing agents who solicit and refer investors in one or more of the Funds to us. For their placement agent and other services, such persons receive or may receive various types of fees and compensation from us or our affiliates including, without limitation, (i) a percentage of the management fee and/or performance-based compensation payable or allocable to us or our affiliates, and/or (ii) a flat fee or retainer payment. Except as otherwise disclosed to or agreed by an investor, investors generally will not be charged any higher or additional fee as a result of such agreements or arrangements (except as otherwise set forth in the applicable offering or governing and account documents of a Fund). Investors will generally not be subject to any incremental fees in connection with the referral unless incremental fees are payable by the investor directly to the placement agent under the terms of the separate agreement between the investor and the placement agent (to which Norbury is not a party).

The referral arrangements described above involve potential conflicts of interest because the placement agent may have an incentive to favor sales of interests in a Fund over sales of other investment products for which the agent will receive no or lower fees. Prospective and existing investors should consider this potential conflict of interest when evaluating any recommendation or referral by an agent regarding an investment in a Fund.

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**Item 15: Custody**

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Norbury will comply with the requirements of the Rule 206(4)-2 of the Advisers Act ("**Custody Rule**") with regards to Norbury's custody of the Fund's assets.

In accordance with the Custody Rule, a qualified custodian maintains all Fund assets. Likewise, in order to comply with the custody rule: (i) the Funds are audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, (ii) the Funds' audited financial statements are prepared in accordance with U.S. generally accepted accounting principles, and (iii) Norbury delivers such annual audited financial statements to investors within 120 days after the end of the Funds' fiscal year.

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**Item 16: Investment Discretion**

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Norbury has full discretionary authority to manage the Funds, 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 the commissions paid. Norbury's authority is limited by its own internal policies and procedures and each Fund's investment guidelines. These terms are set out in the Offering Documents of each Fund.

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**Item 17: Voting Client Securities**

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***Proxy Voting Policies and Procedures***

Norbury has established proxy voting policies and procedures designed to ensure that proxies, to the extent Norbury has been delegated authority to vote such proxies on behalf of the Funds and elects to vote, are voted in the best interest of the Funds. When voting proxies, Norbury must identify and address material conflicts that may arise between Norbury's interests and those of the Funds. Specifically, Norbury monitors the potential for conflicts of interest that might arise from personal relationships that Norbury or its employees may have with parties involved in the vote, significant Investor relationships with those parties, and other special circumstances.

Norbury will vote proxies as it deems necessary or appropriate, on a case by case basis. Prior to voting, the CCO will determine whether the conflict is material to the vote and will either resolve the conflict or refer the proxy vote to an outside service for its independent consideration.

Investors or clients may also contact Norbury via e-mail or telephone to request a copy of its proxy voting policy.

***Class Action Participation Procedures***

To the extent that Norbury has discretion to participate in class action lawsuits filed against companies or issuers in which the Funds are invested, Norbury may participate in such class action lawsuits if it believes that such participation is in the best interest of the Funds on a case-by-case basis.

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**Item 18: Financial Information**

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Norbury has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to investors and has not been the subject of a bankruptcy proceeding.