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Part 2A of Form ADV (The “Brochure”)

March 31, 2023

This Brochure provides information about the qualifications and business practices of SZOP Multistrat Management LLC (the “Adviser” or “SZOP”). If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or cnourafchan@szopfund.com. The information in this brochure has not been approved or verified by the SEC or by any state securities authority. Registration as an investment adviser reflects only that a firm has registered with the SEC and does not imply a certain level of skill or training.

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

Item 2. Material Changes

There have been no material changes to this Brochure as of the last filing dated May 20, 2022. Our current and future investors are encouraged to read this Brochure, as well as all of the governing documents applicable to their current or prospective investment, in their entirety. To receive an additional current copy of this Brochure free of charge, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or cnourafchan@szopfund.com.

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Item 4. Advisory Business

The Adviser is an investment advisory firm organized as a limited liability company under the laws of the state of Delaware with its principal place of business in New York, New York. The Adviser commenced operations as an investment adviser in 2022. The Adviser is principally owned by Antonio Ruiz-Gimenez and Kerry Propper (the “Managing Members”).

The Adviser provides discretionary investment advisory services to a private fund (the “Client”). For the Client, the Adviser generally has broad and flexible investment authority with respect to its investment portfolio. The Adviser provides investment advisory services to the Client based on its specific investment objectives and strategies. The Adviser does not tailor its advisory services to the individual needs of individual investors in the Client. The Client may have investment restrictions on investing in certain securities or other assets, to the extent such securities are outside of the applicable Client’s existing investment program, as set forth in the Client’s offering documents and agreements (the “Governing Documents”).

The Adviser does not participate in a wrap fee program.

As of December 31, 2022, the Adviser has approximately \$24,632,180 in regulatory assets under management, which was managed on a discretionary basis.

Item 5. Fees and Compensation

The Adviser charges the Client a 1% annual management fee (“Management Fee”). The Management Fee will be payable in advance quarterly and will be charged based on the net asset value. The Management Fee will generally be prorated for any period that is less than a full quarter. The Adviser generally instructs the Client’s administrator to deduct the Management Fee from the Client’s account.

Additionally, at the end of each fiscal quarter, 20% of any net new profit in a limited partner’s capital account will be reallocated to the General Partner’s capital account for that period (the “Incentive Allocation”). Net new profit means any amount by which the value of a partner’s capital account as of the end of any fiscal quarter exceeds its “high water mark.”

The Adviser, in its sole discretion, may waive or modify the Management Fee and the Incentive Allocation for investors that are members, employees or affiliates of the Adviser, relatives of such persons, and for certain large or strategic investors.

The Client will generally bear its own expenses including investment and operational expenses, as set forth in the Governing Documents. The Client will either directly pay for or reimburse the Adviser or its affiliate for such expenses. Operation expenses include but are not limited to administrative fees and expenses of the Fund, including but not limited to initial organizational expenses and other expenses incurred in the offering and sale of limited partnership interests, legal, accounting, insurance, auditing (if any) and tax services and fees, expenses of research and data collection and analysis, costs of communication with Partners and fees of any third-party administrator. Moreover, investment expenses shall include but not be limited to the fees and expenses of the Client relating to its investing activities, including but not limited to all brokerage fees and commissions, interest on margin accounts and other indebtedness, borrowing charges on Securities sold short, custodial fees, bank service fees, charges, fees and expenses relating to any dealing in Digital Assets, costs of any outside appraisers, accountants, attorneys or other experts or consultants, any legal fees and costs arising in connection with any litigation or regulatory investigation instituted against the Client or its affiliate in connection with the Client’s investment activities, withholding and transfer fees,

clearing and settlement charges, and any other expenses related to the purchase, sale or transfer of investments (including travel expenses relating to the Client's investing activities).

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

As described in Item 5 above, the Adviser receives an Incentive Allocation. Given the performance-based fee, the Adviser may be incentivized to tolerate more risk in the Client's portfolio than it otherwise would. The receipt of performance-based compensation creates a potential conflict of interest between the Adviser's interest to generate revenue for itself, and its personnel and affiliates, and the interests of the Client and its investors. Specifically, performance-based fee arrangements create an incentive for the Adviser to make investments that are considered riskier or more speculative than those that would be otherwise recommended under a different fee arrangement.

Item 7. Types of Clients

As described in Item 4, the Adviser's Client is a pooled investment vehicle. The Client limits its investors to persons who are "accredited investors" as defined in the Securities Act of 1933 and "qualified clients" as defined in the Investment Company Act of 1940.

Determinations of whether the Client may invest in a security will be based on the provisions of the Client's governing document and other factors as the Adviser may consider in its sole discretion, including those that may be specified from time to time in its policies on investment allocation.

The initial minimum commitment of an investor will generally be \$1,000,000. Additional commitment minimums will be at the discretion of the Adviser or its affiliate.

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

The Client will have its own specific methodology, investment strategy and risk factors. Potential investors must review the applicable Governing Documents.

Methods of Analysis and Investment Strategies

In general, the Adviser's strategy (the "Trading Strategy") will be to achieve capital appreciation by deploying a hedge fund strategy. The Adviser's strategy will include investing in a wide range of securities including but not limited to securities of a special purpose acquisition company (each a "SPAC"). The Adviser believes that the Trading Strategy offers the Client investment flexibility as well as the ability to mitigate risk.

Risk Factors

Trading Strategy Risks. The Trading Strategy has a high-risk nature, and there may be loss or depreciation of the value of any investment due to the fluctuation of market values. There is no guarantee that the Trading Strategy's investment objective will be achieved. There can be no assurance that profits will be realized, or losses avoided or limited, as a result of the trading activities conducted by Adviser.

Risks Associated with investing in SPACs. The Client will invest in SPACs. SPACs have become highly prominent and therefore an area of great focus for the SEC. Certain risks are associated with investing in SPACs including but not limited to the uncertainty of whether a SPAC will find a target company to acquire and if a target company is identified, the identity of such target company and its associated risks and liabilities. Further, regulatory updates may affect the Client's investments in SPACs. Because SPACs have

a limited operating history, the value of their securities is particularly dependent on the ability of the entity's management to complete a business combination.

The economic model for a SPAC depends on there being a market for its securities prior to a business transaction. The Adviser will estimate what it believes to be the amount of cash in the trust account that will be available to holders of common stock upon exercise of conversion rights or a liquidation of a SPAC.

The Client will also purchase SPAC warrants or receive warrants as a component of its purchase of units. SPAC warrants generally can only be exercised in limited circumstances, and in the absence of such circumstances, the market for such warrants may be limited, and such warrants may be deprived of value and may even expire worthless.

Moreover, an affiliate of the Adviser, including but not limited to Chardan Capital Markets LLC ("Chardan"), will at times be invested indirectly or directly in the sponsor of a SPAC or will serve as an adviser, placement agent, and/or underwriter to a SPAC that the Client is invested in. Further, such sponsor, and affiliate(s) including a Client, will be unable to trade in such securities during any period of time that they have (or are deemed to have) possession or knowledge of material non-public information ("MNPI") regarding the SPAC. If the SPAC is unable to timely consummate a "de-SPAC" business combination, it would be required to liquidate, and such sponsor and the Adviser's affiliate may lose their direct and indirect investment(s) in the SPAC, in whole or in part. Clients should be aware that these factors and the nature of an investment in a SPAC may adversely impact a Client and its performance.

Risks Related to Investment in SPACs or SPAC Sponsor Equity.

As discussed above, Chardan and other related parties, at times, will either sponsor, underwrite, and/or advise SPACs. Additionally, Chardan and other related parties, including Mr. Proper, at times will gain access to SPAC sponsor equity because of its or their relationship with the sponsor of a particular SPAC. SPAC sponsors typically have broad powers to forfeit, transfer, exchange or otherwise affect the sponsor equity securities. Generally, SPAC sponsor securities are subject to various trading restrictions.

Founder common and ordinary shares of a SPAC, which were purchased or otherwise received by the sponsor and/or directors or other affiliates of the SPAC prior to the SPAC's IPO, have limited voting rights, if any, and are not entitled to a pro rata portion of the trust proceeds if a business combination does not occur. Founder shares and warrants purchased prior to or in connection with the SPAC's IPO will become worthless if there is not a successful business combination.

Furthermore, there may be cases where affiliates and related parties of the Adviser, including clients of such persons, may invest in certain SPACs or SPAC sponsor equity, in which a Client invests. The Adviser may face a conflict of interest regarding those investments because the Client's investment in the issuer could also benefit affiliates of the Adviser by providing capital to the applicable issuer in which the other clients have a significant investment. Further, the Adviser may make different decisions with respect to the Client's investments in the securities than decisions that may be made for the other clients of related parties that also hold the same or similar securities.

Changes in Trading Strategy. The Trading Strategy may be modified overtime. The Adviser shall comply at all times with the trading strategy when making investments or taking other actions on behalf of its Client.

Reliance on Key Person. The Clients are dependent on the services of the Adviser, and the operations of Adviser depend in substantial part on the services of the Managing Members. There can be no assurance that the Managing Members will continue to be associated with the Adviser throughout the life of the Adviser. The loss of a Managing Member could have a material adverse effect on the Clients' ability to

realize its investment objectives.

Market Disruptions; Government Intervention. The global financial markets have in recent years gone through pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition — as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action — these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies. The Client may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets, many positions, become illiquid, making it difficult or impossible to close out positions against which the markets are moving.

Cybersecurity. The Adviser, its service providers, its counterparties and other market participants on whom the Adviser relies increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Client or their investors, despite the efforts of the Adviser, its service providers, its counterparties and other market participants on whom the Adviser relies to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, e-mail and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Client or its investors. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Adviser’s, its affiliates’ or any of their service providers’ systems to disclose sensitive information in order to gain access to the Adviser’s data or that of its investors. A successful penetration or circumvention of the security of the Adviser’s systems or the systems of the Adviser’s service providers, counterparties or other market participants on whom the Adviser relies on could result in the loss or theft of an investor’s data or funds, the inability to access electronic systems, disruption of its business, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Client, the Adviser, their service providers, their counterparties and other market participants on whom the Adviser relies on to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, liability to clients or third parties, regulatory intervention or financial loss. Furthermore, the Adviser cannot control the cybersecurity plans and systems put in place by its service providers or any other third parties whose operations may affect the Client.

Operational Risk. The Client is subject to operational risk, including the possibility that errors may be made by the Adviser or its affiliates, the Client’s service providers or any of their respective affiliates in certain transactions, calculations or valuations on behalf of, or otherwise relating to, the Client. Investors in the Client may not be notified of the occurrence of an error or the resolution of any error. Generally, the Adviser, the Client’s service providers and any of their respective affiliates will not be held accountable for such errors, and a Fund may bear losses resulting from such errors.

Lack of Transferability of Interests in a Client. The interests in the Client have not been registered under the Securities Act of 1933 (“Securities Act”), the securities laws of any state or the securities laws of any other jurisdiction and, therefore, cannot be resold unless they are subsequently registered under the Securities Act and other applicable securities laws or an exemption from registration is available. There is no public market for the interests in the Client and one is not expected to develop.

Shared Restricted List. By reason of their responsibilities in connection with other activities of the Adviser and/or its affiliates, the Managing Members or employees of the Adviser, will at times acquire confidential or MNPI or be restricted from initiating transactions in certain securities. The Client will not be free to act upon any such information. Due to these restrictions, a Client may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold. Accordingly, the Adviser and its related parties including ATW Partners LLC (“ATW Partners”), ATW Partners Opportunities Management LLC (“ATW Opportunities”), ATW SPAC Management LLC (“ATW SPAC”), and Chardan and any other future related parties and affiliates share restricted lists.

Risk of Default or Bankruptcy of Third Parties. The Client will engage counterparties. Under certain conditions, the Client could suffer losses if a counterparty to a transaction were to default or if the market for certain securities, other financial instruments and/or other assets were to become illiquid. In addition, the Client could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms and banks with which the Fund does business, or to which securities, other financial instruments and/or other assets have been entrusted for custodial purposes.

Short Selling. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a Client of buying those securities to cover the short position. There can be no assurance that a Client will be able to maintain the ability to borrow securities sold short. In such cases, such Client can be “bought in” (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short strategies can also be implemented synthetically through various instruments and be used with respect to indices or in the over-the-counter market and with respect to futures and other instruments. In some cases of synthetic short sales, there is no floating supply of an underlying instrument with which to cover or close out a short position and a Client may be entirely dependent on the willingness of over-the-counter market makers to quote prices at which the synthetic short position may be unwound. There can be no assurance that such market makers will be willing to make such quotes. Short strategies can also be implemented on a leveraged basis. Lastly, even though a Client will secure a “good borrow” of the security sold short at the time of execution, the lending institution may recall the lent security at any time, thereby forcing such Client to purchase the security at the then-prevailing market price, which may be higher than the price at which such security was originally sold short by such Client.

Leverage for Investment Purposes. The Adviser may use leverage in its discretion. The use of leverage will allow the Adviser to make additional investments on behalf of a Client, thereby increasing the Client’s exposure to assets, such that its total assets may be greater than its capital. However, leverage will also magnify the volatility of changes in the value of a Client’s portfolio. The effect of the use of leverage by a Client in a market that moves adversely to its investments could result in substantial losses to a Client, which would be greater than if such Client were not levered.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment in the Client managed by the Adviser. This strategy involves a risk of loss to the Client and investor in the Client must be prepared to bear the loss of their entire investment.

Item 9. Disciplinary Information

There is no disciplinary information to disclose.

Item 10. Other Financial Industry Activities and Affiliations

Kerry Propper and Jack Liu, members of the Adviser, are registered representatives of a broker dealer, (“Chardan”), which is also a related person of the Adviser.

There may arise conflicts of interest in allocating Mr. Propper’s and Mr. Liu’s time and activity between the general partners of Client, the Adviser, and Chardan and in effecting transactions for these entities and the Client, including transactions in which Mr. Propper or Mr. Liu may have a greater financial interest than he does through the Client, the general partner, and the Adviser.

Specifically, Mr. Propper serves as the Non-Executive Chairman and remains a substantial owner of Chardan. Clients, at times, will engage in transactions with Chardan, by which Chardan presents investment opportunities in which the Client may invest or act as an executing broker for the Client. As a result, dealings between the Adviser and Chardan, and between each of these entities and each Client, may not reflect terms that would be reached in an “arms-length” negotiation if the entities had different Managing Members. Chardan, at times, will also provide investment banking advice to issuers in a Client’s portfolio and act as an underwriter, placement agent and adviser to SPACs to which the Clients are invested in.

The Adviser has other related persons disclosed in Schedule D, 7.A of Part 1A of its Form ADV including the general partner of the Adviser’s Client, other related registered investment advisers, ATW SPAC, ATW Partners, ATW Opportunities (the relying adviser of ATW Partners) (the “Related Advisers”), and the general partner(s) of the Related Advisers’ clients. The Related Advisers are principally owned by the Managing Members. As a result of this, dealings between the general partners and clients of the Adviser and the Related Advisers, and between each of these entities and the Clients, may not reflect terms that would be reached in an “arms-length” negotiation if the entities had different Managing Members. In addition, there may arise conflicts of interest in allocating the Managing Members’ time and activity between the general partners and the Adviser and the Related Advisers and in effecting transactions for these entities and the Client, including transactions in which the Managing Members may have a greater financial interest.

Moreover, the Related Advisers have varying trading strategies. Related Advisers and the Adviser may compete for the same investments, hold securities of the same companies, which may include having positions in different parts of the capital structure, cross positions, and purchase securities for one client and sell for another, which at times will present a conflict of interest. For example, the Adviser and ATW SPAC are investment advisers that implement proprietary trading strategies focused on trading in public equity securities, including, in certain instances, the common stock, warrants and other publicly-traded equity securities of SPACs and other publicly-traded companies that may engage in mergers or other business combination transactions with companies that are or may become portfolio companies of other Related Advisers. Accordingly, perceived, and actual conflicts of interest exist and arise with respect to the investment strategies of the Client managed by the Adviser versus the investment strategies of the Related Advisers. As such, certain Related Advisers, at times, will invest through a (i) private investment in public equity (“PIPE”), (ii) portfolio company that has committed or is expected to merge with a SPAC, (iii) post-merger company, (iv) other publicly traded entity or (v) otherwise, where the Client beneficially owns the publicly-traded securities. In fact, Chardan, at times, will serve as the underwriter, placement agent, and/or adviser to the SPAC. Thus, Chardan, and therefore Mr. Propper, will stand to financially benefit (including the receipt of SPAC founder shares) from any associated transactions. Please see Item 8 for associated risks with respect to SPAC founder shares.

The Adviser, its Related Advisers, their respective clients, and other related parties including Chardan will at times have conflicting interests regarding the same or related investment positions and/or may be restricted pursuant to the activities or access to information of each other. That said, the Adviser, the Related

Advisers, and Chardan will share and be required to comply with each other's restricted lists. Thus, the Adviser at times will get restricted if a Related Party or Chardan are in possession of MNPI of a certain issuer.

Accordingly, the Adviser at various times will be subject, in various circumstances, to different restrictions with respect to their ability to sell or otherwise deal in securities held by or anticipated to be held by the Client-- based on contractual commitments by which the Adviser, the Related Advisers, and Chardan are bound, applicable federal securities law restrictions and exemptions, etc. For example, the Adviser at times will be restricted if the Related Advisers and/or Chardan have MNPI relating to a pending merger between a SPAC and a private company.

Further as discussed above and in other instances, the Adviser, Related Advisers, their respective clients, and other related parties including Chardan will at times have conflicting interests regarding the same or related investment positions, or be restricted pursuant to the activities or access to information of each other. For example, without limitation, the Client may be conflicted when presented an opportunity to vote shares of a SPAC, when clients managed by affiliated Advisers may own interests in the private target company or Chardan is the underwriter or adviser to the SPAC.

The Adviser, Managing Members, and Related Advisers will use commercially reasonable best efforts to adhere to procedures designed to ensure that all such clients are treated equitably and in a manner that does not adversely affect any one client to the benefit of another. The Adviser will at all times act in compliance with its fiduciary duty and all applicable laws rules and regulations.

Lastly, the Adviser may use research paid by other clients of Related Advisers and vice versa.

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

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its related persons to put the interests of the Client before their own interests and to act honestly and fairly in all respects in their dealings with the Client. All of the Adviser's personnel are also required to comply with applicable federal securities laws. For additional information about the Code or to request a copy, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or cnourafchan@szopfund.com. See below for further provisions of the Code as they relate to the pre-clearing and reporting of securities transactions by related persons.

The Code contains a securities trading policy, which sets forth standards of conduct that are expected of Supervised Persons, as well as addresses conflicts that may arise from personal trading. The Code covers standards of business conduct, prohibited business practices, personal trading requirements, reporting of personal securities transactions, insider trading, restrictions on accepting and giving significant gifts, and reporting of certain gifts and business entertainment items, among other things.

The Code includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated. Supervised Persons are prohibited from trading, either personally or on behalf of others, in securities while in possession of MNPI regarding these securities or communicating MNPI to others. A restricted list is maintained regarding issuers which the Adviser and its related persons have MNPI. Pre-clearance is required for certain personal securities transactions and Client transactions, including initial public offerings and certain limited offerings. In addition, Supervised Persons are generally required to submit quarterly reports of security transactions for their own accounts or any account in which they have a direct or indirect beneficial interest.

The Adviser's Code requires personnel to report their personal securities transactions and comply with the policies and procedures reasonably designed to prevent the misuse of, or trading upon, MNPI. In the course of its investment management and other activities, the Adviser may come into possession of confidential or MNPI about issuers of securities, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of a Client. The Adviser is prohibited from improperly disclosing or using such information for its own benefit or for the benefit of any other person, including the Clients. The Adviser maintains written policies and procedures reasonably designed to prohibit the communication of such information to persons who do not have a legitimate need to know such information and to otherwise ensure that the Adviser is acting in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or MNPI that, if disclosed, might be material to a decision to buy, sell or hold a security. The Adviser and its personnel are prohibited from communicating such information with respect to the Clients or using such information for the Clients' benefit.

Participation or Interest in Client Transactions

To the extent that the Adviser or its related persons invest in the same securities that the Adviser or a related person recommends to a Client, such practices present a conflict where, the Adviser or its related person is in a position to trade in a manner that could adversely affect the Clients. In addition to affecting the Adviser's or its related person's objectivity, these practices by the Adviser or its related persons may also harm the Clients by adversely affecting the price at which the Client trades are executed. The Adviser has adopted the Code in an effort to minimize such conflicts. The Adviser requires its related persons to pre-clear certain transactions in their personal accounts with the Adviser's Chief Compliance Officer or her delegate, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on the Client. In addition, the Code prohibits the Adviser or its related persons from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the Chief Compliance Officer. All related persons to the Adviser are also required to provide broker confirmations of each transaction in which they engage and a quarterly certification of such transactions. Trading in employee accounts will be reviewed by the Chief Compliance Officer or his/her delegate and compared with transactions for the Client accounts and reviewed against the restricted securities list.

To the extent the Adviser buys or sells securities for a Client, at or about the same time that the Adviser or a related person buys or sells the same securities for its own account the Adviser and the related person, if applicable, will do so in accordance with the procedures described above in order to minimize the conflicts stemming from situations where the contemporaneous trading would result in an economic benefit for the Adviser or its related person to the detriment of the client.

The Adviser will be presented with investment opportunities that will be suitable for the Client and one or more of the Related Advisers' clients. In determining which investment vehicles should participate in such investment opportunities, the Adviser and its affiliates are subject to conflicts of interest among the investors. The Adviser attempts to resolve these conflicts of interest in light of its obligations to investors and attempts to allocate investment opportunities among investors in a fair and equitable manner as described under Item 7 and in accordance with the Adviser's policies on investment allocation.

Lastly, the Adviser has implemented policies and procedures to guard against any conflicts and risks that may be enhanced by having access persons associated with multiple regulated entities at one time, including but not limited to conflicts of interest, misappropriation, proprietary or private information, and any other form of market manipulation.

Item 12. Brokerage Practices

The Adviser does not expect to engage in “soft dollar” activity. In the event that the Adviser chooses to utilize soft dollars in the future, and the Adviser determines that soft dollar arrangements are in the best interest of the Client, the Adviser will implement the requisite policies and procedures prior to undertaking such activity which includes ensuring that the activity falls within the safe harbor created by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended.

The Adviser does not receive Client referrals for recommending broker-dealers to the Client.

As described in Item 10 above, Mr. Propper serves as the Non-Executive Chairman and remains a substantial owner of Chardan. The Client may engage in transactions with Chardan, by which Chardan presents investment opportunities in which the Client may invest and at times will act as executing broker for the Client. As a result of this, dealings between the general partner of the Client, the Adviser, and Chardan, and between each of these entities and the Client, may not reflect terms that would be reached in an “arms-length” negotiation if the entities had different Managing Members. In addition, there may arise conflicts of interest in allocating Mr. Propper’s time and activity between the general partner, the Adviser, and Chardan and in effecting transactions for these entities and the Client, including transactions in which Mr. Propper may have a greater financial interest than he does through the Client, the general partner and the Adviser.

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions. Such factors include net price, reputation, financial strength and stability, expertise, operational and regulatory controls, availability and quality of service and the competitiveness of compensation rates in comparison with other brokers. Brokers are selected based on the ability of the broker to provide best execution, as well as the characteristics of the security to be traded and the willingness and ability of a firm to provide proprietary research or third-party research services deemed valuable to the investment process.

It is the Adviser’s practice to aggregate purchase and sale orders of investments held by a Client’s account with similar orders being made simultaneously for another Client or account of the Adviser or a client account of a Related Adviser, if, in the Adviser’s reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to such Client based on an evaluation that the Client will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale in a manner consistent with its investment allocation policy and procedures. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice. If an aggregated order is only partially filled, the Adviser’s procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable.

Item 13. Review of Accounts

The Managing Members, and other investment professional, will regularly review and monitor the Client’s portfolio to determine whether positions should be maintained in view of current market conditions. The Adviser’s review may consider specific securities held, adherence to investment guidelines and the Client’s performance.

Significant market events affecting the prices of one or more securities in Client accounts may trigger reviews of Client accounts on other than a periodic basis.

Unless otherwise agreed to by the Client and its custodian, the Client will receive periodic reports describing investments in its account, summarizing that period's activities and comparing the market value of the securities in its account for that period with the account's performance for prior periods.

Item 14. Client Referrals and Other Compensation

The Adviser has no client referrals or other compensation to disclose.

Item 15. Custody

The Adviser complies with the requirements of the Rule 206(4)-2 of the Advisers Act ("Custody Rule") with regards to custody of assets of the Client. The Custody Rule imposes certain obligations on registered investment advisers that have custody or possession of any funds or securities in which any client has any beneficial interest. An investment adviser is deemed to have custody or possession of client funds or securities if the investment adviser directly or indirectly holds client funds or securities or has the authority to obtain possession of them (regardless of whether the exercise of that authority or ability would be lawful). An investment adviser is deemed to have custody if it or its affiliate serves as a general partner to a limited partnership client of the Adviser. The Adviser is required to maintain the funds and securities (except for securities that meet the privately offered securities exemption in the Custody Rule) over which it has custody with a "qualified custodian." Qualified custodians include banks, broker-dealers, FCM and certain foreign financial institutions.

Rule 206(4)-2 generally imposes on advisers with custody of client's funds or securities certain requirements concerning reports to such clients (including underlying investors in certain circumstances) and surprise examinations relating to such clients' funds or securities. Clients that receive account statements directly from a custodian should carefully review these account statements. However, the Adviser need not comply with such requirements with respect to pooled investment vehicles if the pooled investment vehicle: (i) is audited at least annually by an independent public accountant, and (ii) distributes its audited financial statements prepared in accordance with generally accepted accounting principles to the Client, or, in certain circumstances, all limited partners, members or other beneficial owners, within 120 days (180 days in the case of a fund of fund adviser) of its fiscal year end. At this time, the Adviser relies upon this exception for the Client and is therefore not subject to the Rule 206(4)-2 reporting and examination requirements.

Annually, upon completion of the Client's year-end audit, the Adviser will distribute audited financial statements to the investors in the Funds within 120 days of the end of each fiscal year, in compliance with the Custody Rule.

Item 16. Investment Discretion

The Adviser provides investment advisory services on a discretionary basis to the Client. Please see Item 4 for a description of any limitations the Client may place on the Adviser's discretionary authority. The Adviser has entered into an investment management agreement the Clients, which set forth the scope of the Adviser's discretion, prior to assuming full discretion in managing the Client's assets.

Item 17. Voting Client Securities

The Adviser has adopted policies and procedures to address how the Adviser will vote when provided proxies to do so by entities in which the Adviser has invested on behalf of the Client (the "Proxy Policy"). The Proxy Policy seeks to ensure that the Adviser votes proxies or similar corporate actions in the best interests of the Client, taking into account such factors as it deems relevant in its sole discretion.

The Proxy Policy is designed to (i) identify any material conflicts of interest connected with a particular proxy vote and (ii) ensure that any vote where such conflicts are identified is not improperly influenced by the conflict. The Adviser understands the importance of proxy voting. The Adviser will vote all proxies in the best interests of the Client and the investors of the Client (as applicable) and in accordance with the procedures outlined in its Proxy Policy (as applicable), unless otherwise mandated by investment management agreements or applicable law.

If the Adviser cannot determine or is indifferent as to the issue of the proxy vote, and not voting is consistent with the best interests of the Client's investors, then it will not be required to vote as applicable.

If a material conflict of interest between the Adviser and the Client exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the securities voting policies and procedures is in the best interests of the Client or take some other appropriate action.

For additional information about the Adviser's proxy voting policies and procedures and information about how the Adviser voted the Client's securities, please contact the Chief Compliance Officer, Chaya Nourafchan at 646-975-5542 or cnourafchan@szopfund.com.

Item 18. Financial Information

The Adviser is not required to include a balance sheet because it does not require or solicit the payment of fees six months or more in advance. In addition, the Adviser also has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to the Client nor has it been the subject of a bankruptcy proceeding.