

**SEGUE SPECIAL SITUATIONS GROUP LLC**  
**CODE OF ETHICS**  
**STANDARDS OF CONDUCT AND COMPLIANCE WITH LAWS**

The Chief Compliance Officer (“CCO”), J Bernard Fiedler, or a “Designated Supervisor” of Segue Special Situations Group LLC (the “Adviser”) shall be responsible for supervising the Adviser’s investment advisory business and its investment advisory representatives. The CCO or Designated Supervisor may assign other qualified employees of the Adviser to assist in fulfilling supervisory responsibilities, including compliance with industry rules and regulations. The CCO is responsible for ensuring compliance with the Adviser’s internal procedures and state investment advisory laws governing the Adviser’s investment advisory operations, however, overall responsibility rests with the Principal, J Bernard Fiedler. All investment advisory personnel will be required to read this Code of Ethics.

The CCO shall supervise the activities of the Adviser and its representatives in order to detect and prevent any violations of applicable investment advisory laws and to ensure compliance with the internal procedures. Such review of client accounts to detect and prevent irregularities or abuses is performed at least annually

**PROTECTION OF MATERIAL NONPUBLIC INFORMATION**

The Adviser forbids any Member or employee from trading, either personally or on behalf of others, including private accounts managed by the Adviser, on material nonpublic information or communicating material nonpublic information to others in violation of the law. This conduct is frequently referred to as “insider trading.” This policy applies to every employee and extends to activities within and outside their duties at the Adviser. Any questions regarding this policy should be referred to the CCO.

The term “insider trading” is used to refer to the use of material nonpublic information to trade in securities (whether or not one is an “insider”) or to communicate material nonpublic information to others. While the law concerning insider trading is not static, it is currently understood that the law generally prohibits:

- (a) trading by an insider, while in possession of material nonpublic information;
- (b) trading by a non-insider while in possession of material nonpublic information, where the information either was disclosed to the non-insider in violation of an insider’s duty to keep it confidential or was misappropriated; or
- (c) communicating material nonpublic information to others.

**Procedures Designed to Detect and Prevent Insider Trading**

The CCO or Designated Supervisor shall prevent the violation of any applicable investment advisory and securities laws in addition to the Adviser’s internal procedures and the Adviser’s policies and procedures designed to detect and prevent insider trading. In addition, it is the duty of the CCO or Designated Supervisor to detect any such violations and, if they occur, to take any necessary actions to prevent similar violations. In fulfilling these duties, procedures set forth in the Supervisory Procedures and Compliance Manual, which represents the minimum supervisory activities required, shall be followed. These Procedures discuss not only required and prohibited activities, but procedures designed to prevent or detect any omissions, violations or abuses. Reference is also made to additional restrictions with respect to the ownership and/or trading of securities. The CCO or Designated Supervisor shall implement and maintain the Adviser’s policy and procedures against insider trading in accordance with the following:

- (a) To prevent insider trading, the CCO or Designated Supervisor shall:
  - (i) familiarize all officers, directors and employees of the Adviser with this Code of Ethics and answer questions regarding the Code;
  - (ii) resolve issues of whether information received by an officer, director or employee of the Adviser is material and nonpublic,

- (iii) review the Code of Ethics on an annual basis and update as necessary; and
- (iv) when it has been determined that an officer, director or employee of the Adviser has material nonpublic information;
  - (A) implement measures to prevent dissemination of such information;
  - (B) if necessary, restrict officers, directors and employees from trading the securities.
- (b) To detect insider trading, the Designated Supervisor shall:
  - (i) review the trading activity reports filed by each employee as defined; and
  - (ii) review the trading activity of the accounts managed by the Adviser.
- (c) Promptly, upon learning of a potential violation of the Code of Ethics, the CCO or Designated Supervisor shall prepare a written report to the Adviser's Board of Directors (if applicable) providing full details and recommendations for further action.
- (d) The following procedures have been established to aid the Adviser and all employees in avoiding insider trading, and to aid the Adviser in preventing, detecting, and imposing sanctions against insider trading. Every employee must follow these procedures or risk serious sanctions, including dismissal, substantial personal liability and criminal penalties. Any questions about these procedures should be directed to the CCO or Designated Supervisor.
- (e) Before trading in the securities of a company about which an employee may have potential inside information, the employee, whether trading for him or herself or others (including private accounts managed by the Adviser), should ask himself or herself the following questions:
  - (i) Is the information material? Is this information that an investor would consider important in making his or her investment decisions? Is this information that would substantially affect the market price of the securities if generally disclosed?
  - (ii) Is the information nonpublic? To whom has this information been provided? Has the information been effectively communicated to the market place by being published in The Wall Street Journal or other publications of general circulation?
- (f) If, after consideration of the above, the employee believes that the information is material and nonpublic, or if an Associate has questions as to whether the information is material and nonpublic, he or she should take the following steps:
  - (i) Report the matter immediately to the CCO or Designated Principal.
  - (ii) Do not purchase or sell the securities either on the employee's own behalf or on behalf of others, including private accounts managed by the Adviser.
  - (iii) Do not communicate the information inside or outside the Adviser, other than to the CCO or the Designated Principal.
  - (iv) After the CCO or Designated Principal has reviewed the issue, the employee will be instructed to continue the prohibitions against trading and communication, or he/she will be allowed to trade and communicate the information.
- (g) Information in an employee's possession that is identified as material and nonpublic may not be communicated to anyone, including persons within the Adviser, except as provided above. In addition, care should be taken so that such information is secure. For example, files containing material, nonpublic information should be sealed and access to computer files containing material nonpublic information should be restricted.
- (h) If, after consideration of the items set forth above, doubt remains as to whether information is material or nonpublic, or if there is any unresolved question as to the applicability or interpretation of the foregoing

procedures, or as to the propriety of any action, it must be discussed with the Chief Compliance Officer before trading or communicating the information to anyone.

Penalties for trading on or communicating material, nonpublic information are severe, both for individuals involved in such unlawful conduct and their employers. A person can be subject to some or all of the penalties below even if he/she does not personally benefit from the violation. Penalties include: (i) civil injunctions; (ii) treble damages; (iii) disgorgement of profits; (iv) jail sentences;

- (e) fines for the person who committed the violation of up to three times the profit gained or loss avoided, whether or not the person actually benefited; and
- (f) fines for the employer or other controlling person of up to the greater of \$1,000,000 or three times the amount of the profit gained or loss avoided.

Upon discovery of a violation of the Insider Trading policy, the Adviser may impose such sanctions as deemed appropriate.

In addition, any violation of the Adviser's policy with respect to Insider Trading can be expected to result in serious sanctions by the Adviser including dismissal of the employee or employees involved.

## **PERSONAL SECURITIES TRADING**

### **Insider Trading**

The Advisor requires that any employee trading a security in which the employee has a direct or indirect beneficial interest may not purchase or sell such security without first obtaining the written approval of the CCO or Designated Principal on a form provided by the CCO or Designated Principal that includes: the title of the security; number of shares or principal amount of the security to be bought or sold; nature of the transaction (i.e., purchase, sale or any other type of acquisition or disposition); anticipated trade date; name of the broker/dealer or bank with or through which the transaction will be effected; and confirmation that the trade will not violate any policy or procedure of the Adviser.

Requests for such approval shall be responded to promptly, and if approved, the employee shall be able to effect the transaction within 10 days of approval. If the transaction is not effected within a period of 10 days, the employee will be required to resubmit the request.

Upon learning that a transaction has resulted in the employee acquiring direct or indirect beneficial ownership of a security, the following information is required to be reported to the CCO or Designated Principal: The

- (a) date of the transaction and title and number of shares or aggregate principal amount of the security involved;
- (b) nature of the transaction (i.e., purchase, sale or any other type of acquisition or disposition);
- (c) price at which the transaction was effected; and
- (d) name of the broker/dealer or bank with or through which the transaction was effected.

This reporting requirement may be satisfied by producing copies of confirmation as stated above. Confirmations will be verified against the requests for pre-approval of trades.

If, in the opinion of the CCO or Designated Principal, trading in a certain security by an employee would appear to be contrary to the best interests of the clients of the Adviser, the trade will not be approved.

Contacts with public companies must be reported to the CCO or Designated Supervisor in writing, in a sealed envelope marked "CONFIDENTIAL." This includes all relationships that an employee may have with a public company, as well as all conversations, meetings correspondence, etc., with the officers or directors of the

public company. If it appears that an employee might have access to material non-public information (as defined in this Code of Ethics), that security will be placed on a Watch List.

Daily trading in each security on the Watch List, along with of all employee and employee-related accounts, will be monitored. If suspicious activity is identified, the CCO or Designated Principal will investigate the circumstances surrounding the transaction, and if there is any reason to suspect that material non-public information has become known to an employee, the security in question will be placed on the Restricted List. The restriction will apply to ALL accounts and only unsolicited trades in the restricted security will be allowed.

All accounts of employees who may appear to have access to material non-public information will be included on the Watch List. These individuals may not trade or solicit trades of a security on this List while it appears they are in possession of material non-public information. They also may not disclose such information, except to the CCO or Designated Principal.

If a trade in a security on the Watch List is effected in a personal or related account, the trade will be reversed and the employee entering the trade will be responsible for any losses.

Unless exempted, no employee shall purchase or sell, directly or indirectly, (i) any security in which he/she has, or by reason of such transaction acquires, a direct or indirect beneficial interest, (ii) any security which to his/her knowledge at the time of such purchase or sale, is being purchased or sold by the Adviser for and on behalf of its clients.

If an employee violates this policy, the Adviser may impose such sanctions as it deems appropriate, including termination of the employee.

## **Privacy Policy**

All information shared with us by our clients will be safeguarded according to strict standards of security and confidentiality.

The Adviser collects client information only as required to service client accounts and is not shared with any other entity or external organization unless requested by the client, or required by a state, federal or regulatory organization.

Clients are required to open their investment account directly with the executing broker/dealer who will gather the information necessary to service their account.

The Adviser will provide clients with a Privacy Policy notice initially at or before the time the client relationship is established, and annually thereafter. Clients will be requested to keep their information complete, up to date, and accurate.

If at any time the Adviser enters into an arrangement with a third-party nonaffiliated entity that requests information other than that necessary to maintain and service the client's account, (such as mailing lists, promotional offers, or telemarketing lists) the client will be given the opportunity to opt out of sharing confidential, personal information over and above that necessary to maintain and service the account. Opt out choices will include: Limiting the personal information disclosed to nonaffiliated third parties; and Removing the client's name from the mailing list, promotional offer list and/or telemarketing list.

## **“Access Persons” Subject to Reporting Requirements/Initial and Annual Holdings Reports/Quarterly Transaction Reports/Reportable Securities**

All employees, without exception, are required to provide the Adviser with a copy of all confirmations of all trades, whether or not the trades may result in the employee acquiring direct or indirect beneficial ownership of a security, and a copy of their monthly statement from their broker/dealer or custodian must be sent to the Adviser.

## **Initial Public Offerings and Private Placements**

No employee of the Advisor may participate in an initial public offering (IPO) or private placement without prior approval of the CCO or Designated Principal. The CCO or Designated Principal will review the circumstances of the IPO and determine whether or not the employee is misappropriating an investment opportunity that should first be offered to eligible clients, or whether the employee is receiving a personal benefit for directing client business or brokerage in return for participation in the IPO.

## **Reporting Violations**

Any employee who becomes aware of a violation of this Code of Ethics must promptly report the violation to the CCO, or in the absence of the CCO, to the Designated Principal with a copy to the CCO. Reports of violations of the Code of Ethics will be held in strictest confidence in order to protect the employee reporting the violation from retaliation. Anyone found to have violated the Code of Ethics will be subject to disciplinary action as deemed appropriate relative to the violation.

## **Educating Employees About the Code of Ethics**

The CCO and the Designated Principal are responsible for ensuring that the Code of Ethics is enforced. All employees will receive a copy of the Code of Ethics and will be required to acknowledge that the Code of Ethics has been read. In addition, confirmations and monthly statements containing securities trading activity, or another personal trading report that may be utilized in lieu of confirmations and statements, will be reviewed on a continuous basis to determine whether any employee has violated the required procedures concerning personal trading restrictions requiring pre-clearance, or whether the employee is trading for his/her own account in the same securities that are being bought or sold for clients; and if so, whether the clients are receiving a more favorable trading execution than the employee.

Any substantial disparities between trades in the same securities between the employee and client will be investigated to ensure that the client is receiving the most favorable execution.

## **Recordkeeping**

The following records pertaining to the Code of Ethics will be maintained by the Adviser:

- (a) Copy of the Code of Ethics along with acknowledgement of receipt by employees.
- (b) Personal securities transactions, including those requiring pre-approval such as IPOs, limited offerings, and transactions that might result in the employee acquiring beneficial ownership in a security. Since confirmations and statements from broker/dealers are received in hard-copy form, the Adviser will review the hard copies as received and file them in the personnel file of the employee after review. It is not anticipated that confirmations and statements will be stored electronically unless the broker/dealer is able to transmit an electronic copy to the Adviser.
- (c) Actions taken as a result of violations will be recorded. However, if the violation was brought to the attention of the Advisor by an employee, the name of the employee will not be included in the report.

All records required for books and records under Rule 204-2 will be retained for a period of at least five years in an easily accessible place, the first two years of which will be in an appropriate office of the Adviser. These records will include those of any employee who had terminated within the past five years.

## **Compliance**

Upon request, a copy of the Code of Ethics will be furnished to clients.

**Amendments to Rule 17j-1**

Reports as required under Rule 17j-1 will be kept current on a continuous basis as confirmations and statements are received from the broker/dealer executing the trades, or minimally as of the dates indicated as follows:

- (a) Initial and Annual holdings reports as of a date no more than 45 days prior to the employee becoming subject to the report requirement.
- (b) Quarterly reports no later than 30 days after the close of the quarter, except for transactions effected pursuant to an automatic investment plan.
- (c) All employees will be subject to recordkeeping requirements under Rule 17j-1.

**ACKNOWLEDGEMENT OF RECEIPT OF CODE OF ETHICS**

I \_\_\_\_\_ acknowledge that I have received a copy  
(Printed Name of Employee)

of the Code of Ethics, and agree to review the Code and refer to it regarding questions concerning rules and regulations of the industry. If I have any questions, they will be directed to the Chief Compliance Officer of the Designated Principal.

**Signed** \_\_\_\_\_

**Dated:** \_\_\_\_\_

## **CODE OF ETHICS**

Segue Special Situations Group LLC (Segue) has developed a Code of Ethics designed to detect and prevent violations of applicable investment advisory laws by its employees and investment advisory representatives, and to ensure compliance with the internal policies and procedures of Segue such as: protection of material non-public client information; supervision of personal securities trading activity of employees and investment adviser representatives; and identification of, and prevention of using, insider information. All employees and investment adviser representatives of Segue receive a copy of the Code of Ethics and must acknowledge reading and understanding it. A copy of the Code of Ethics is available to clients upon request.

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