



## **PARK STREET CAPITAL ADVISERS, L.L.C.**

### **Part 2A of Form ADV Brochure**

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**This brochure provides information about the qualifications and business practices of Park Street Capital Advisers, L.L.C. ("Park Street"). If you have any questions about the contents of this brochure, please contact Sascha Rosebush, Park Street's General Counsel and Chief Compliance Officer at (617) 897-9200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.**

**Additional information about Park Street Capital Advisers, L.L.C. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **ITEM 2 – MATERIAL CHANGES**

Park Street Capital Advisers, L.L.C.’s (“Park Street’s”) most recent update to Part 2 of Form ADV was its annual updating amendment made on March 31, 2011. Park Street’s business activities have not changed materially since that annual updating amendment.

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## **ITEM 4 – ADVISORY BUSINESS**

Park Street Capital Advisers, L.L.C., formerly known as TAPE Advisers, L.L.C. (“Park Street”) is an investment adviser registered with the Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Park Street provides advice to private investment funds with investment focuses across a variety of strategies, stages, industries and geography (the “Park Street Funds”). The Park Street Funds use a “fund of funds” investment structure and, as such, the Park Street Funds do not typically make direct investments in publicly-traded securities or in private operating entities.

Park Street was formed in 2001. The principal owner of Park Street is Robert Segel, who is the sole member of Park Street.

Park Street advises private investment funds with investment focuses on private equity or equity-oriented fund investments with select managers in the buyout, venture capital and capital restructuring sectors. Park Street also provides advice to private investment funds with investment focuses on a broad range of natural resource sectors.

Investors and prospective investors in each Park Street Fund should refer to the confidential private placement memorandum, limited partnership agreement, adviser agreement and other governing documents for each Park Street Fund (the “Governing Documents”) for complete information on the investment objectives and investment restrictions with respect to a particular Park Street Fund. There is no assurance that any of the Park Street Funds’ investment objectives will be achieved.

In accordance with common industry practice, one or more of the Park Street Fund general partners may enter into “side letters” or similar agreements with certain investors pursuant to which the general partner grants the investor specific rights, benefits, or privileges that are not made available to investors generally.

Park Street does not participate in any wrap fee programs.

Park Street manages all assets on a discretionary basis in accordance with the terms and conditions of each of the Park Street Fund’s Governing Documents. As of December 31, 2010, the amount of assets Park Street manages on a discretionary basis was \$2,374,982,870.

## **ITEM 5 – FEES AND COMPENSATION**

### *Compensation and Fee Schedules*

An advisory fee is payable to Park Street at the time the management fee is paid by each Park Street Fund to its respective general partner, which is generally the first day of each fiscal quarter, commencing with the fiscal quarter in which the Park Street Fund has its initial closing (or in some cases, when it makes its initial capital call). In certain circumstances, the advisory fees payable to Park Street may be negotiable and/or waived. Specific fee disclosure is not provided in this brochure as all clients are qualified purchasers as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940 (as amended, the “Company Act”). All investors should review the Governing Documents for each Park Street Fund in conjunction with this brochure for complete information on the fees and compensation payable with respect to a particular Park Street Fund.

### *Deduction of Fees*

The general partner of each Park Street Fund is authorized under its Governing Documents to charge and deduct management fees (which includes the advisory fees) directly from the assets of the Park Street Funds, at the times and in the amounts described below and in the Governing Documents.

### *Other Fees and Expenses*

In addition to the fees payable to Park Street, the Park Street Funds may incur certain charges imposed by third parties, including (but not limited to) legal, accounting and audit expenses, investment expenses such as commissions, research fees, liability insurance premiums, custodian or brokerage fees, interest on borrowings, expenses of annual meetings with the Park Street Funds' investors, fees and expenses of the Park Street Funds' advisory boards, and any other reasonable expenses (including travel expenses) related to the purchase, holding, sale, or transmittal of the Park Street Funds' investments.

As funds of funds, each Park Street Fund also generally pays carried interest, management fees, advisory fees and/or other fees and expenses to the managers of the underlying private investment funds in which such Park Street Fund invests that are not affiliated with Park Street (each, a "Portfolio Fund"). Carried interest and any fees and expenses paid to Park Street for investment advisory or management services are separate and distinct from the carried interest, fees and expenses charged by the independent investment advisers or general partners of the Portfolio Funds.

In the event a Park Street Fund receives a distribution of publicly traded securities from one of its Portfolio Funds, that Park Street Fund may incur brokerage or other charges in liquidating that security. For a discussion of these charges, see the Section entitled "Brokerage Practices."

### *Timing of Payments*

Payments of advisory fees, like payments of management fees, are generally made quarterly in advance in accordance with the terms of each of the Park Street Fund's Governing Documents. Park Street's services may be terminated by any of the Park Street Funds at any time by prior written notice to Park Street. Upon termination of any account, a pro rata portion of any prepaid, unearned fees will be calculated by Park Street, and any earned, unpaid fees will be due and payable. Please refer to the Park Street Funds' Governing Documents for more complete information on the timing of management and advisory fee payments.

### *Transaction Based Compensation*

Neither Park Street nor its supervised persons will receive any compensation with respect to the purchase or sale of securities or other investment products by any Park Street Fund.

## **ITEM 6 – PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Related persons of Park Street, each as the general partner of a Park Street Fund, may receive certain allocations calculated and charged based on a share of capital gains on or capital appreciation of the assets of that Park Street Fund. This performance-based allocation, which varies among the Park Street Funds, is commonly referred to as the general partner's "carried interest." The performance-based allocation arrangements comply with Rule 205-3 of the Advisers Act. Any performance-based fees paid to the general partner of each Park Street Funds are separate and distinct from the advisory fees charged by Park Street for advisory services.

Performance-based allocation arrangements received by related persons of Park Street may create an incentive for Park Street to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Please refer to the Governing Documents of each Park Street Fund for more complete information on the “performance-based fee” arrangements of each Park Street Fund. To alleviate potential conflicts, Park Street’s allocation policy is chronological based on the timing of the opportunities to invest in an underlying fund. During the period of transitioning from one Park Street Fund to the next, however, there may be exceptions made to this allocation policy for purposes of balancing exposures and portfolio construction in the Park Street Funds. Within the confines of its investment strategy and the set of available opportunities, Park Street seeks to have each Park Street Fund prudently diversified by industry, region and stage of investment.

## **ITEM 7 – TYPES OF CLIENTS**

Park Street provides advice to pooled investment vehicles, consisting of the Park Street Funds. The limited partners of the Park Street Funds may include corporations, endowments, foundations, trusts, estates, state or municipal government entities, non-U.S. institutions, high net worth individuals, and pension and profit sharing plans. Park Street and its related persons require that each limited partner in each of the Park Street Funds be: (i) an “accredited investor” as defined in Regulation D under the Securities Act of 1933, as amended (the “Securities Act”), and (ii) a “qualified purchaser” as defined in the Company Act. The Park Street Funds are not required to register as investment companies under the Company Act in reliance upon certain exemptions available to the Park Street Funds.

Park Street or its related persons may establish certain Park Street Funds (“Park Street Feeder Funds”) to address certain tax, regulatory or other requirements. Each Park Street Feeder Fund, if formed, would be a limited partner of a Park Street Fund and interests in such Park Street Feeder Fund would be held by the investors who elect to participate in the Park Street Fund through such Park Street Feeder Fund. In addition, Park Street may form other alternative investment vehicles (collectively “AIVs”) formed for the purpose of facilitating certain investments by a Park Street Fund and/or its investors. Prospective investors are requested to refer to the Governing Documents of the applicable Park Street Fund for complete details on any Park Street Feeder Fund established by such Park Street Fund and a Park Street Fund’s ability to make investments through AIVs.

Generally, an investor must invest a minimum of \$500,000 in a Park Street Fund, however, the general partner of the Park Street Fund may waive the minimum investment amount.

## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

Park Street advises each Park Street Fund on structuring a portfolio of investment funds diversified across strategies, stages, industries and geography, allocating investments among buyout, venture capital and special situation funds and also among a broad range of natural resource sectors, with a view toward mitigating diversifiable risk. Park Street’s investment approach is to seek to identify funds sponsored and managed by high caliber private managers.

Park Street's investment process is both systematic and iterative in analyzing: (1) a manager's investment strategy, (2) a manager's ability to implement the strategy, (3) the reputation and cohesiveness of the investment organization, and (4) the terms and structure of a fund offering.

Investment Strategy: Park Street seeks managers with compelling investment strategies based on a long-term opportunity (versus an ephemeral (brief) market imbalance). The strategy will be evaluated for fit with the Park Street Fund's investment objectives and with a view toward understanding the sources of risk and return. Park Street seeks managers whose investment strategies rely on a value-added investment approach and an ability to capitalize on the inefficiencies that characterize these markets.

Ability to Implement the Strategy: Park Street seeks managers who have demonstrated their ability to execute their investment strategy successfully. To this end, Park Street seeks managers that have a verifiable track record of superior performance. Other important factors that Park Street analyzes are: a demonstrated ability to source good deals, a disciplined investment process, and relevant operating experience.

Reputation and Cohesiveness of the Investment Organization: Park Street focuses on firms and management teams with strong industry reputations built through a documented history of operating together. Park Street's analysis includes an evaluation of each organization's financial and professional incentives to understand any potential effects on investment decisions or firm cohesion. Park Street seeks managers of high integrity and favors those that are transparent and frequently accountable to their limited partners.

Terms and Structure: Park Street believes that the business and governance terms should align the interests of a manager and the Park Street Fund as much as possible. Moreover, during its analysis of a potential investment, it considers a manager's attitude and efforts toward this goal. Park Street seeks to identify any potential conflicts, negotiate any open issues and request side letter agreements, as necessary.

Park Street's principal sources of information include private offering memoranda, quarterly and annual reports, personal interviews with the managers, members, general partners, directors and/or officers of such entities, visits to such entities, SEC filings (if available) and general industry knowledge. Park Street also obtains information through reference checks. Park Street performs reference checks by interviewing contacts independent of those provided to Park Street from the manager as well as selections from a manager's reference list.

In addition, on an ongoing basis, Park Street oversees the Park Street Funds' investments through a disciplined process of participation at annual investor meetings and internal written quarterly reviews of the Portfolio Funds. Park Street typically schedules at least one update meeting during the year between annual meetings and will request ad hoc meetings, as needed.

#### *Material Risks*

The task of identifying investment opportunities and managing such investments is difficult. There can be no assurance that Park Street will be able to choose, and the Park Street Funds will be able to make and/or realize any particular investment or that the Park Street Funds will be able to generate returns for their investors. In addition, there can be no assurance that any investor will receive any distribution from a Park Street Fund. Investing in a Park Street Fund involves a risk of loss that

investors should be prepared to bear. Investors in the Park Street Funds should carefully consider, among other factors, the following material risks involved with Park Street's investment strategies. Investors in the Park Street Funds are requested to refer to the Governing Documents of the applicable Park Street Fund for complete information on investment strategies employed by that Park Street Fund and the corresponding risks associated with such investment strategies.

*Nature of Investments.* As noted above, the Park Street Funds primarily invest in private equity or equity oriented fund investments which are not readily marketable or transferable and involve a high degree of risk that should not be undertaken unless an investor can readily bear the consequences of a partial or total loss of its investment. The Park Street Funds' investments will be highly illiquid, and there can be no assurance that a Park Street Fund will be able to realize on such investments in a timely manner, if at all. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in kind to investors.

*Investment Concentration.* The Park Street Funds may invest in a limited number of investments, and the Portfolio Fund managers may, in turn, invest in a limited number of portfolio companies. A consequence of a limited number of investments is that the aggregate returns realized by the Park Street Funds, if any, may be substantially adversely affected by the unfavorable performance of a small number of such investments. The investment determinations made by the managers of the Portfolio Funds may further increase the Park Street Funds' investment concentration, as the managers may fund a series of portfolio companies that have similar business models or that are in a similar line of business where earlier entrants have proved successful. Furthermore, the Park Street Funds generally do not have fixed guidelines for diversification, and investments could potentially be concentrated in relatively few industries or geographic regions.

*Dependence on Managing Directors and Other Professionals.* The success of the Park Street Funds' portfolios will be largely dependent upon the activities of Park Street's managing directors and other investment professionals. The loss of one or more of these individuals could have a significant adverse impact on Park Street's business or the business of the Park Street Funds.

*Reliance on Third-Party Management.* The Park Street Funds will be investing in pooled investment vehicles managed by professional investment managers unrelated to Park Street (i.e., Portfolio Funds). The Park Street Funds do not intend to make direct investments in portfolio companies. The Park Street Funds will not have an active role in the day-to-day management of the Portfolio Funds or their assets. Moreover, the Park Street Funds will not have the opportunity to approve or reject the specific investments to be made by any Portfolio Fund. As a result, the returns of the Park Street Funds will primarily depend on the performance of the unrelated investment managers and could be substantially adversely affected by the unfavorable performance of one or more investment managers.

*Investment Competition.* Investing in promising pooled investment vehicles (i.e., Portfolio Funds) can be difficult given the high level of investor demand certain private investment managers experience. Identifying attractive investment opportunities and the right investment managers is time consuming and involves a high degree of uncertainty. Even if such investment managers are identified, there is no certainty that the Park Street Funds will be permitted to invest in the funds managed by such investment managers. Moreover, the historical performance of investment managers is not a guarantee or prediction of a Portfolio Fund's future performance.



Private investment funds are often limited in size and are highly competitive. There is no guarantee that a Park Street Fund will be able to invest in all of the opportunities it may identify in the future or be able to invest in each such opportunity to the full extent desired, or fully invest their committed capital due to a lack of suitable investment opportunities or otherwise.

Similarly, the performance of the Portfolio Funds may be limited by competition with other funds for suitable investment opportunities. In the past, Portfolio Funds in which certain Park Street Funds invested determined that there were not sufficient investment opportunities available to them to prudently invest all of their committed capital, and either unilaterally reduced the capital commitments of their investors, or offered investors the election to do so.

Park Street has in the past created, and may in the future create, additional entities similar to the Park Street Funds to invest in private equity funds such as the Portfolio Funds. In addition, Park Street may invest as a principal in private equity funds, including the Portfolio Funds. The creation of new investment entities, or the activities of existing entities, may create a conflict of interest with the Park Street Funds.

*Portfolio Company Risks.* The Portfolio Funds generally invest in the securities of operating companies (“Portfolio Companies”). These investments involve a high degree of business and financial risk. These companies may be in an early stage of development, may not have viable products or services, may not have a proven operating history or proven management, may be operating at a loss or have significant variations in operating results, may be engaged in a rapidly changing business with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position, and/or may have a weak financial condition. Portfolio Companies may be highly leveraged and subject to restrictive financial and operating covenants. As a result, these companies’ flexibility to respond to changing business and economic conditions and to business opportunities may be limited. In addition, Portfolio Companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing, and other capabilities, and a larger number of qualified managerial and technical personnel.

*General Economic and Market Conditions.* The Portfolio Funds, their investments and the Park Street Funds may be adversely affected by general economic or market conditions. A downturn or contraction in the economy or in the capital markets, or in certain industry or geographic regions thereof, may prevent the Park Street Funds from meeting its investment objectives by restricting the availability of suitable investment opportunities or the opportunity to liquidate any such investments. In addition, such a downturn could result in the diminution or loss of the Park Street Fund’s investments. The recent global economic downturn and its lingering effects may adversely affect the Portfolio Funds, their investments and the Park Street Funds.

*Potential Contingent Liabilities.* In connection with the disposition of an investment, certain Portfolio Funds may be required to indemnify the purchasers of such investments against certain liabilities. Such Portfolio Funds may require the Park Street Fund invested in that Portfolio Fund to agree to contribute its proportionate share of any such indemnity obligations, or other liabilities of the Portfolio Fund that exceed its assets. These arrangements may result in the incurrence of contingent liabilities for which the general partner of such Park Street Fund may establish reserves or escrows. In addition, under the indemnification provisions of the Governing Documents,

investors in that particular Park Street Fund may be required to return amounts previously distributed to them to fund the Park Street Fund's obligations including, indemnity or contribution obligations, to the Portfolio Fund. Furthermore, under the Delaware Revised Uniform Limited Partnership Act, each Park Street Fund investor who receives a distribution in violation of the Act will, under certain circumstances, will be obligated to recontribute such distribution to the Park Street Fund.

*The following are certain material risks involved with Park Street's natural resource investment strategies in addition to those noted above:*

#### *Risks Associated with the Oil and Gas Industry*

*Volatility of Oil and Natural Gas Prices.* The Park Street Funds focusing on natural resource investing (the "Park Street NR Funds") have made investments in funds concentrating on the oil and gas industry. The success of these investments will be substantially dependent upon the market prices for oil and natural gas. Historically, the markets for oil and natural gas have been volatile and such volatility may continue in the future. In particular, volatility has increased markedly over the past several years. Any significant decline in the price of oil or natural gas could adversely affect the Park Street NR Funds' profitability. Numerous factors beyond Park Street's control and the Portfolio Funds' control will affect prices of oil and natural gas.

*Uncertainty of Estimates of Oil and Gas Reserves.* There are numerous uncertainties inherent in estimating quantities of proved oil and natural gas reserves and their values. Estimates of oil and natural gas reserves, by necessity, are projections based on engineering data, and there are uncertainties inherent in the interpretation of such data as well as the projection of future rates of production and the timing of development expenditures. Reserve engineering is a subjective process of estimating underground accumulations of oil and natural gas that are difficult to measure. The accuracy of any reserve estimate is a function of the quality of available data, engineering and geological interpretation and judgment. Estimates of economically recoverable oil and natural gas reserves and of future net cash flows necessarily depend upon a number of variable factors and assumptions, such as historical production from the area compared with production from other producing areas, the assumed effects of regulations by governmental agencies and assumptions concerning future oil and natural gas prices, future operating costs, severance and excise taxes, development costs and workover and remedial costs, all of which may in fact vary considerably from actual results. For these reasons, estimates of the economically recoverable quantities of oil and natural gas attributable to any particular group of properties, classifications of such reserves based on risk of recovery, and estimates of the future net cash flows expected therefrom may vary substantially. Any significant variance in the assumptions could materially affect the estimated quantity and value of the reserves.

*Compliance with Governmental Regulations.* The Park Street NR Funds expect to invest in Portfolio Funds with investments in companies with oil and natural gas operations that are subject to extensive federal, state and local laws and regulations relating to the exploration for, and the development, production, transportation and distribution of, oil and natural gas, as well as safety matters, which may be changed from time to time in response to economic or political conditions. Matters subject to regulation by federal, state and local authorities include permits for drilling operations and road and pipeline construction; reports concerning operations, the space of wells, unitization and pooling of properties; taxation; and alterations to development plans. From time to

time, regulatory agencies have imposed price controls and limitations on production by restricting the rate of flow of oil and natural gas wells below actual production capacity in order to conserve supplies of oil and natural gas. Significant expenditures by the Portfolio Funds may be required in order to comply with governmental laws and regulations and may have a material adverse effect on the returns to that Park Street NR Fund.

*Compliance with Environmental Regulations.* The Park Street NR Funds expect to invest in Portfolio Funds with investments in companies with oil and natural gas operations that are subject to numerous state and federal environmental laws, rules and regulations, including, without limitation, laws concerning the containment and disposal of hazardous materials, oilfield waste and other waste materials, the discharge of materials into surface water bodies, the use of underground storage tanks and the use of underground injection wells. Laws protecting the environment have generally become more stringent than in the past and are expected to continue to do so. Environmental laws and regulations typically impose “strict liability,” which means that in some situations a company could be exposed to liability for clean-up costs and other damages as a result of conduct that was lawful at the time it occurred or conduct of, or conditions caused by, others. Clean-up, penalty and licensing costs and other damages arising as a result of environmental laws, and costs associated with changes in environmental laws and regulations, could be substantial and could have a material adverse effect on a Park Street NR Fund’s profitability.

#### *Risks Associated with the Timber Industry*

*Cyclical Nature of the Forest Industry.* The success of a Park Street NR Fund’s investments in Portfolio Funds concentrating on the timber industry will be affected by the cyclical nature of the forest products industry. Prices and demand for logs have been, and in the future can be expected to be, subject to cyclical fluctuations. The demand for logs is primarily affected by the level of new residential construction activity, and, to a lesser extent, repair and remodeling activity and other industrial uses, which are subject to fluctuations due to changes in economic conditions, interest rates, population growth, weather conditions and other factors. Decreases in the level of residential construction activity will be reflected in reduced demand for logs, which may result in lower revenues, profits and cash flows.

*Ability to Harvest Timber Will be Subject to Limitations.* The revenues, net income and cash flow of timber companies will be dependent to a significant extent on their ability to harvest timber at adequate levels. There can be no assurance that a timber company in which a Portfolio Fund invests will achieve harvest levels necessary to maintain or increase revenues, net income or cash flows. Weather conditions, timber growth cycles, access limitations and regulatory requirements associated with the protection of wildlife and water resources or any shortage of contract loggers may restrict harvesting, as may other factors, including damage by fire, insect infestation, disease, prolonged drought and natural disasters. Timber companies harvesting timber in national forests will also be affected by amendments to the National Forest Management Plan, which could, in turn, have a material adverse effect on the a Park Street NR Fund’s profitability.

*Federal and State Environmental and Endangered Species Regulation.* Timber companies are often subject to regulation under various environmental laws, including the Endangered Species Act, as well as similar state laws and regulations. The Endangered Species Act and state legislation protect species threatened with possible extinction. A number of species indigenous to many timberlands have been and in the future may be protected under these laws, including the northern spotted owl,

the bald eagle, the northern goshawk and the bull trout. The status of any given species on a state or the Federal Endangered Species List is subject to change and such status changes are difficult to predict. Protection of endangered and threatened species may include restrictions or prohibitions on timber harvesting, road building and other silvicultural activities on private, federal and state land containing the affected species which could, in turn, have a material adverse effect on the Park Street NR Fund's returns.

### *Risks Associated with the Minerals and Metal Industries*

*General.* Investments in the minerals and metals industries are subject to a variety of operational and financial risks and uncertainties, including those related to technology, the performance of third parties, government regulations and acts of God.

*Risk of Minerals and Metals Price Fluctuations.* Historically, commodity prices in the minerals and metals industries have been volatile. As a result, returns ultimately received by investors in the Park Street NR Funds can be adversely affected by short-term commodity price movements notwithstanding the favorable underlying performance of the assets. Volatile commodity prices make it difficult to estimate the value of producing properties for acquisition and divestiture, and often cause disruption in the market for resource properties, as buyers and sellers have difficulty reaching agreement on such value. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

*Mining and Drilling Risks.* The revenues and operating results of the Park Street NR Funds' investments in minerals and metals will be dependent upon the success of the exploration, development and extraction activities of the Portfolio Funds or the companies in which they invest. These activities involve numerous risks, including the risk that no commercially productive natural resource deposits will be encountered. Among other things, the Park Street NR Funds' economic success will depend upon the Portfolio Funds' or their companies' ability to develop undeveloped natural resource reserves. Development of these reserves will require significant capital expenditures, and there can be no assurances regarding the development results. The timing and cost of digging, completing and operating mines and wells is often uncertain, and drilling operations may be curtailed, delayed or canceled as a result of a variety of factors, including unexpected conditions, pressure or irregularities in formations, equipment failures or accidents, adverse weather conditions, compliance with governmental requirements and shortages or delays in the availability and the delivery of equipment.

### *Risks Associated with the Farmland Investments*

*Compliance with Governmental and Environmental Regulations.* The Park Street NR Funds expect to invest in Portfolio Funds with a focus on farmland properties that are subject to extensive federal, state and local laws. Government has considerable discretion in implementing regulations and policies that could impact the investments and its decisions may be influenced by political considerations. Any of these decisions could adversely affect these properties and/or the farmland operations. Significant expenditures by the Portfolio Funds may be required in order to comply with these and regulations and may have a adverse effect on the returns to that Park Street NR Fund.

In addition, under various United States federal, state and local laws, ordinances and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or

toxic substances on or in such property. Such enactments often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefor could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate such substances, may adversely affect the owner's ability to sell the real estate or to borrow using such property as collateral. Moreover, remediated property may, because of the property's history of contamination, adversely affect the owner's ability to sell the property. There can be no assurance that environmental laws relating to real estate transactions will not be amended in the future in ways that could adversely affect the Park Street NR Fund's investment in a Portfolio Fund.

*Land Risk.* Park Street expects that the Park Street NR Funds' land ownership indirectly through its Portfolio Funds will comprise a portion of the overall portfolio and intends for a portion of the returns to be generated through the capital appreciation of the land assets. There can be no assurance that Portfolio Fund manager will be able to achieve the expected profit on the sale of acquired and/or developed land, which may adversely impact the capital appreciation portion of returns available to investors in those Portfolio Funds, including the Park Street NR Fund.

*Rental Income Risk.* Income generated by a Portfolio Fund's land leases are subject to risks inherent in real estate, including but not limited to, lease renewal risks, tenant defaults, changes in tax laws, lending regulations and reserve requirements.

*Crop Yield and Price Risk.* The ability of a Portfolio Fund to generate income through the production of crops is subject to crop yield and price risk. Crop yields may not meet expectations across different regions due to uncontrollable factors, including adverse weather. A lower crop yield will result in the Portfolio Fund having a reduced crop to sell and, as a result returns to the Park Street NR Funds may be negatively impacted. In addition, adverse movements in crop prices may result in reduced profit received on the sale of harvested crops, effecting income returns and potential land appreciation which could have an adverse effect on the Park Street NR Fund's returns.

The foregoing are some of the material risks associated with investment in the Park Street Funds. For further information regarding the risks of investment in a particular Park Street Fund, investors are requested to refer to the Governing Documents of the applicable Park Street Fund.

## **ITEM 9 – DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your continued evaluation of Park Street or the integrity of Park Street's management. Park Street and its management have not been the subject of any material legal proceeding or disciplinary events required to be disclosed in response to this item.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### *Registered Broker-Dealers*

Neither Park Street nor its management is registered as a broker-dealer or a registered representative of a broker-dealer. In addition, Park Street and its management are not affiliated with any broker-dealer, bank or other financial services firm.

### *Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisors*

Neither Park Street nor any of its management is registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor, or an associated person of any of the foregoing, or have such an application pending to register.

### *Relationships with Related Persons*

As discussed in the section titled “Participation or Interest in Client Transactions; Personal Trading,” Park Street and its related persons are, directly or indirectly, the general partner, limited partners and/or managing members/general partners of the general partner of each of the Park Street Funds. Park Street and its related persons may spend substantial amounts of their business time on one or more of the Park Street Funds as required pursuant to the terms of each Park Street Fund’s Governing Documents.

Employees of Park Street and its affiliates may also spend time serving as advisory board members of a Portfolio Fund. In connection with that service, those employees may be asked to provide advice with potential conflicts of interest or other matters pertaining to that Portfolio Fund, which could include being asked to vote on issues that take into account the needs of all investors in that Portfolio Fund. Employees of Park Street may also from time to time be given access to confidential information relating to companies in which the Portfolio Funds invest. As a result, the Park Street Funds may, under certain circumstances, be prohibited for a period of time from engaging in transactions with respect to the debt or securities of such Portfolio Fund’s portfolio company during a time at which it may desire to engage in such transactions, which prohibition may have an adverse effect on the Park Street Funds.

### *Selection or Recommendation of Other Advisers*

Park Street does not recommend or select other investment advisers for its clients and receive compensation from such advisers or have other business relationships with such advisers in a manner that would create a material conflict of interest.

## **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTERESTS IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### *Code of Ethics*

Park Street has adopted a Code of Ethics, as required by and in compliance with Rule 204A-1 of the Advisers Act expressing Park Street’s commitment to ethical conduct. Park Street’s Code of Ethics describes its fiduciary duties and responsibilities to its clients, and sets forth Park Street’s (i) policies on receipt of gifts by employees and campaign contributions and (ii) practice of monitoring the personal securities transactions of supervised persons with access to client investment recommendations. Under Park Street’s Code of Ethics, all supervised personnel have a duty to act

only in the best interests of the Park Street Funds and all potential conflicts and violations of the Code of Ethics must be promptly reported to Park Street's Chief Compliance Officer ("CCO"). All supervised personnel must acknowledge the terms of the Code of Ethics annually, or as amended. It is the expressed policy of Park Street that no person employed by Park Street shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, Park Street requires that anyone associated with its advisory practices with access to advisory recommendations provide annual securities holdings reports and quarterly transaction reports to the firm's CCO. Park Street requires such "access persons" to also receive approval from the CCO prior to investing in any initial public offerings or private placements.

In an effort to prevent inappropriate securities transactions by Park Street's personnel, the CCO will coordinate the maintenance of and make available a list of restricted securities. The restricted securities list will be updated periodically and will include publicly-traded securities known to be held by a Portfolio Fund of a Park Street Fund. Access persons are strictly prohibited from trading on their own behalf in restricted securities without obtaining the prior written approval of the CCO.

Park Street requires that all individuals act in accordance with all applicable federal and state regulations governing investment advisory practices. Park Street's Code of Ethics also includes the firm's policy prohibiting the use of material non-public information. Any individual not in observance of the above may be subject to discipline or termination.

Park Street will provide a complete copy of its Code of Ethics to any investor or perspective investor upon request.

#### *Participation or Interest in Client Transactions; Personal Trading*

As general partners, limited partners, members, directors or officers of the general partners of each of the Park Street Funds, Park Street and its related persons have indirect beneficial interests in the Portfolio Funds in which the Park Street Funds invest and will share in any profits and losses generated by the Park Street Funds' Portfolio Fund investments. To mitigate the potential conflict of interest, before Park Street makes a recommendation that a Park Street Fund make an investment or divestment of an interest in a Portfolio Fund, all related persons that have direct ownership of such Portfolio Fund at the time of such recommendation are required to disclose such interest to Park Street. A related person shall not be so restricted if such person's only interest in a Portfolio Fund is indirectly through one of the general partner entities, the Park Street Funds or otherwise. All related persons are subject to Park Street's Code of Ethics.

In certain situations, related persons of Park Street could purchase interests in Portfolio Funds held by one or more Park Street Funds. Because of the potential conflict of interest, all such purchases would be subject to compliance with Park Street's Code of Ethics as described above. In addition, Park Street and/or certain members or employees of Park Street or its affiliates may, directly or through one or more entities, sell securities in which they have a direct or indirect ownership interest to certain Park Street Funds in connection with certain "warehousing" transactions, provided that the sale is consistent with Park Street's fiduciary obligations to the Park Street Funds. Such transactions present a potential conflict of interest and as such will be fully disclosed in writing, and the written consent of the appropriate Park Street Fund (which, in certain

circumstances, may be provided by the Park Street Fund's Advisory Committee) will be obtained prior to the consummation of any such transactions in accordance with Section 206(3) of the Advisers Act and all other applicable state and federal securities laws. Moreover, from time to time, Park Street could cause a Park Street Fund to engage in "cross trades" via the purchase of a portfolio investment from or sale of a portfolio investment to another Park Street Fund, provided that the sale or purchase is consistent with Park Street's fiduciary obligations to each Park Street Fund and in compliance with SEC rules.

## **ITEM 12 – BROKERAGE PRACTICES**

As a general matter, Park Street does not engage in brokerage transactions as the Park Street Funds primarily invest in private equity limited partnership interests that are not publicly-traded. Although Park Street typically does not utilize broker-dealers to effect portfolio investments, from time to time, a Portfolio Fund will distribute to its limited partners, including a Park Street Fund, publicly-traded securities. The general partner of such Park Street Fund will typically liquidate these securities as soon as possible so that the proceeds can be distributed to that particular Park Street Fund's limited partners.

Park Street has discretionary authority to select brokers to make such sales on behalf of the Park Street Funds. In selecting a broker, Park Street seeks to obtain best execution by considering factors including, but not limited to, execution quality, price, the level of service offered, reliability, experience in liquidating distributions from private equity funds and other such factors as the Investment Committee deems relevant and beneficial to the Park Street Funds and will often consider the broker involved in the in-kind distribution on behalf of the Portfolio Fund due to its familiarity with the distribution, the uniformity, consistency and economies of scale that the use of the broker may create. Broker-dealers utilized by Park Street are reviewed on an annual basis.

In selecting the broker-dealer for a Park Street Fund, neither Park Street nor any related person receives client referrals from such a broker-dealer. In addition, Park Street does not receive research or other products or services other than execution from a broker-dealer or such third party in connection with the Park Street Fund's securities transactions. In the event that securities were to be sold on behalf of more than one client, the transaction would be executed on a pro rata basis.

## **ITEM 13 – REVIEW OF ACCOUNTS**

### *Review of Client Accounts*

Park Street provides ongoing supervision and review of the Park Street Funds' Portfolio Funds. Park Street periodically reviews each Park Street Fund's investments. This review is conducted by the managers of Park Street, and encompasses an evaluation of investment performance of the Portfolio Fund, including an evaluation of the financial statements, valuation and other information furnished in the reports that each Portfolio Fund manager provides to its limited partners.

### *Reports to Clients*

The general partner of each Park Street Fund distributes quarterly and annually written reports to their respective limited partners. Annual reports generally contain an individual capital account statement as of the end of such fiscal year, a listing of investments held by the Park Street Fund and the audited financial statements of the Park Street Fund by a PCAOB registered accounting firm.



The quarterly reports generally contain unaudited financial statements of the Park Street Fund for the fiscal quarter. The general partners of the Park Street Funds are reliant on the reporting practices of the managers of the Portfolio Funds as to the timing and content of such reports.

Investors are requested to refer to the Governing Documents of each Park Street Fund for further information on the reports provided by a particular Park Street Fund to its investors.

#### **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

Park Street and related persons of Park Street may enter into cash compensation arrangements with unaffiliated placement agents or third parties for introducing investors to a Park Street Fund and any such investor would be provided with disclosure of such arrangement. Any sales charge associated therewith will ultimately be payable by Park Street or its related persons, either directly or through an offset of the management fee payable by the relevant Park Street Fund to its general partner. An investor will not be charged any additional amount or bear any additional charges as a result of an introduction through a placement agent or other unaffiliated third party.

#### **ITEM 15 – CUSTODY**

Park Street will not have physical custody of any client assets, however, Park Street may be deemed to have custody of the assets of the Park Street Funds as a result of its authority over the Park Street Funds as defined by SEC rules.

Where required, cash and securities are maintained at a financial institution meeting the definition of qualified custodian under the Advisers Act. In addition, it is Park Street’s policy to cause each Park Street Fund with assets over which Park Street is deemed to have “custody” to be audited annually by an independent public accountant who is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and absent unforeseeable circumstances, to distribute audited financial statements, prepared in accordance with U.S. generally accepted accounting principles (“GAAP”), to investors no later than 180 days after the end of each fiscal year. In addition, upon the final liquidation of any such Park Street Fund, Park Street will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Park Street Fund to all investors promptly after completion of the audit. The foregoing audit policy exempts Park Street from certain other custody requirements. Park Street urges investors to review all financial statements carefully.

#### **ITEM 16 – INVESTMENT DISCRETION**

Subject to the investment objectives, policies and restrictions of each Park Street Fund as set forth in its Governing Documents, pursuant to an investment management agreement with each Park Street Fund, Park Street has discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each Park Street Fund, including the selection of, and commissions paid to, broker-dealers.

#### **ITEM 17 – VOTING CLIENT SECURITIES**

Park Street or its related persons has, or will accept authority to vote securities held by a Park Street Fund and therefore has policies and procedures (the “Voting Policies and Procedures”) that reflect

Park Street's commitment to vote all client securities for which it exercises voting authority in a manner consistent with the best interest of the client.

Prior to exercising its voting authority, Park Street, in consultation with the CCO and outside counsel, as appropriate, reviews the relevant facts and determines whether or not a material conflict of interest may arise due to business, personal or family relationships of Park Street, its owners, its employees or its related persons, with persons having an interest in the outcome of the vote. If a material conflict exists, Park Street will take steps to ensure that its voting decision is based on the best interests of the Park Street Fund and is not a product of the conflict. Park Street may, at its discretion, (A) seek the advice of the applicable advisory board in voting such security (if any); (B) disclose the conflict of interest to the Park Street Fund's investors and defer to their voting recommendation; (C) defer to the voting recommendation of an independent third party provider of proxy voting services; and/or (D) take such other action in good faith (in consultation with Park Street's outside counsel) which would serve the best interest of the client. Depending on the particular circumstances involved, the appropriate resolution of one conflict of interest may differ from the resolution of another conflict of interest, even though the general facts underlying both conflicts may be similar (or identical).

Park Street will promptly deliver to each Park Street Fund and/or investor upon written request a complete copy of its proxy voting policies and procedures and/or information on how it voted proxies for the applicable Park Street Fund(s) by contacting Park Street.

#### **ITEM 18 – FINANCIAL INFORMATION**

Park Street does not require or solicit prepayment of fees from its clients six months or more in advance. Park Street is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to the Park Street Funds.