

Caspian Private Equity, LLC ("CPE") 745 Fifth Avenue, 28th Floor - New York, New York 10151 - 212-703-0300		
SEC File Number- 801- 69478	CRD Number: 147353	Date of This Brochure - December 7, 2012

Item 1 - Cover Page

Caspian Private Equity, LLC
 745 Fifth Avenue, 28th Floor
 New York, New York 10151
 212-703-0300
 Date of This Brochure- December 7, 2012

This Brochure provides information about the qualifications and business practices of Caspian Private Equity, LLC ("CPE"). If you have any questions about the contents of this Brochure, please contact us at the above telephone number or send an email to contact@caspianPE.com. 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. CPE is a registered investment adviser. Registration of an Investment Adviser does not imply a certain level of skill or training. This Brochure is not to be construed as an offer to sell or a solicitation of an offer to buy any securities or any product of the types described herein. The provision of this material does not constitute investment advice or a recommendation or an offer to buy or to sell any security or an offer of services. Additional information about CPE is available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2 – Material Changes

Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. Also, we will further provide a new Brochure as necessary based on changes or new information, at any time, without charge.

This Brochure contains the following material changes to the Brochure dated March 30, 2012:

- Item 4 Advisory Business, Principal Owners

Currently States:	Changed to Reflect:
The owners of CPE are Natixis Global Asset Management, LP, ("NGAM LP"), Natixis SA ("NSA") and Caspian Management Holdings, LLC ("CMH"). NSA, owning 20% of CPE, is headquartered in Paris, France, NGAM LP, owning 35% of CPE, is an investment management holding company headquartered in Paris, France and Boston, Massachusetts. CMH, owning 45% of CPE, is owned by certain key employees of CPE. NGAM, LP is part of Natixis Global Asset Management, an international asset management group based in Paris, France, that is in turn principally owned by NSA, a French investment banking and financial services firm. NSA is principally owned by BPCE, France's second largest banking group. The group includes two autonomous and complementary retail banking networks consisting of the Caisse d'Epargne regional savings banks and the Banque Populaire regional cooperative banks. NSA and BPCE each own, directly or indirectly, other investment advisers established in various jurisdictions.	Change in ownership: NSA, from 40% to 20%; NGAM LP, from 40% to 35%; CH, replaced by CMH which owns 45% of CPE. All ownership percentages are based on the respective capital account balances of each member of CPE as of the date hereof.
The amount of client assets managed by CPE on a discretionary basis and the amount of client assets managed on a non-discretionary basis, rounded to the nearest \$100,000, as of November 30, 2012: Discretionary: \$400.7 million; Non-Discretionary: \$966.4 million	Increase of assets managed from Discretionary: \$362.6 million; Non-Discretionary: \$891.7 million, as of February 29, 2012 to Discretionary: \$400.7 million; Non-Discretionary: \$966.4 million, as of November 30, 2012.

- Item 5 Fees and Compensation

Currently States:	Changed to Reflect:
Liquid assets, including committed but, not yet called capital contributions may be invested in money market funds.	Liquid assets are no longer being invested in cash enhanced funds managed by Caspian Capital Management, LLC, an affiliate of CPE, and will not be subject to any management fees and performance fees/allocations associated therewith.
<p>B. Performance-Based Fees ("Carried Interest")</p> <p>e. The amount allocated shall be distributed as follows:</p> <ol style="list-style-type: none"> 1st, 100% to each LP until such LP has received cumulative distributions under this allocation equal to its total capital contributions; 2nd, 100% to each LP until such LP has received cumulative distributions (other than those under "i") equal to a preferred return (the "Preferred Return") of 8% p.a., compounded annually, on such investor's returned capital contributions; 3rd, 100% to the GP until such time as the GP has received cumulative distributions under this item "iii" equal to, depending on the fund, 10% or 15% of all distributions pursuant to item "ii" and this item "iii"; and Thereafter, the allocation will be, depending on the fund, 85% or 90% to each investor and 15% or 10%, respectively, to the GP. 	A newly launched fund managed by the Adviser has a different performance fee than the other funds.
<p>Other types of fees or expenses that clients may pay in connection with CPE's services:</p> <p>ii. FOF and DIF (the "Funds"):</p> <p>B. At the Initial Closing Date, each Fund may reimburse the GP for all organizational expenses incurred by the GP or any of its affiliates allocated to the Funds; provided that the GP shall bear any organizational expenses that relate to the organization of the funds over, depending on the fund, \$750,000 or \$350,000, in the aggregate.</p>	A newly launched fund managed by the Adviser has a different organizational expense cap than the other Funds.

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Item 4 – Advisory Business

Overview: CPE was formed on March 7, 2008 in the State of Delaware, as a result of being spun-off from Caspian Capital Management, LLC ("CCM"). The U.S. Securities and Exchange Commission (the "SEC") granted CPE's application for registration as an investment adviser on July 28, 2008.

Principal Owners: The owners of CPE are Natixis Global Asset Management, LP, ("NGAM LP"), Natixis SA ("NSA") and Caspian Management Holdings ("CMH"). NSA, owning 20% of CPE, is headquartered in Paris, France, NGAM LP, owning 35% of CPE, is an investment management holding company headquartered in Paris, France and Boston, Massachusetts. CMH, owning 45% of CPE, is owned by certain key employees of CPE. All ownership percentages are based on the respective capital account balances of each member of CPE as of the date hereof. NGAM, LP is part of Natixis Global Asset Management, an international asset management group based in Paris, France, that is in turn principally owned by NSA, a French investment banking and financial services firm. NSA is principally owned by BPCE, France's second largest banking group. The group includes two autonomous and complementary retail banking networks consisting of the Caisse d'Epargne regional savings banks and the Banque Populaire regional cooperative banks. NSA and BPCE each own, directly or indirectly, other investment advisers established in various jurisdictions.

Services Provided: CPE focuses on US private equity markets and real estate. It offers investment opportunities to accredited investors in fund-of-funds and other pooled investment vehicles.

Descriptions of Strategies Provided: CPE manages a group of US focused private equity funds of funds ("US-PER"), a fund of funds ("FoF") and direct investment funds ("DiF"). The US-PER group of funds of funds invests in private equity and real estate. The FoF and DiF invest in private equity. As each client is a fund, CPE tailors its advisory services to the needs of each respective fund's private placement memorandum, limited partnership agreement, side letters and other applicable documents. Investors in the funds, subject to negotiation of an agreement with CPE, may impose investment restrictions beyond those provided in the other applicable documents.

Wrap Fee Programs: None

The amount of client assets managed by CPE on a discretionary basis and the amount of client assets managed on a non-discretionary basis, rounded to the nearest \$100,000, as of November 30, 2012: Discretionary: \$400.7 million; Non-Discretionary: \$966.4 million

Item 5 – Fees and Compensation

Description of how CPE is compensated for advisory services:

- I. US-PER fees may be negotiated; however they do not vary within the same series of any such structures and CPE may, with the approval of US-PER's general partner, agree at any time or from time to time to reduce or waive advisory fees or establish a different advisory fee rate or calculation with respect to any series or one or more investors of any such structure; with the written consent of the affected investor(s). CPE is paid a fixed management fee, quarterly in advance and an asset based management fee at the end of each fiscal year. US-PER also pays a performance allocation generally payable upon a minimum return being achieved and at the time such return is achieved. Liquid assets, including capital committed to portfolio funds but not yet called, may be invested in money market funds. US-PER, in addition to the fees directly charged to it by CPE, will be indirectly charged by CPE on the portion of such assets it invests in the DiF managed by CPE. If money market funds are utilized as sweep vehicles, the investor will pay a fee in addition to the fees it pays to CPE.
- II. For FoF and DiF, CPE generally charges a management fee quarterly in advance and calculated based on committed assets or invested assets. Performance allocations are generally borne by each investor only if a minimum return is achieved at the time such returns are achieved. CPE may elect at any time or from time to time to reduce or waive advisory fees or establish a different advisory fee rate or calculation with respect to any series or one or more investors of any such structure; with the written consent of the affected investor(s). If money market funds are utilized as sweep vehicles, the investor will pay a fee in addition to the fees it pays to CPE.

Termination: The funds managed by CPE ("CPE Funds") had terms of 10 years and greater at the time of their respective creation. The initial term of each may be terminated earlier in accordance with the terms of the applicable governing agreements.

Fee schedules: CPE has established standards for most of the services it provides; however, as stated above, all fees may be negotiated.

I. US-PER: Fees are negotiated on a case by case basis.

II. FoF and DiF:

- A. Management Fees, payable quarterly in advance: FOF: 0.75% per annum, DiF: depending on the fund, 1.00% or 1.50% per annum
- B. Performance-Based Fees ("Carried Interest")
 - a. Based on the amount/timing of distributions at the sole discretion of Funds' general partner ("GP")
 - b. The GP will distribute available cash, net of reserves that it deems reasonable to investors, following receipt of proceeds related to the investments of the respective fund
 - c. Each distribution will first be allocated among the limited partners ("LPs") pro rata per their respective capital contributions.
 - d. The amount allocated to the GP shall be distributed to it other than has provided by distributions in cash and short term investment income or in kind
 - e. The amount allocated shall be distributed as follows:
 - i. 1st, 100% to each LP until such LP has received cumulative distributions under this allocation equal to its total capital contributions;
 - ii. 2nd, 100% to each LP until such LP has received cumulative distributions (other than those under "i") equal to a preferred return (the "Preferred Return") of 8% p.a., compounded annually, on such investor's returned capital contributions;
 - iii. 3rd, 100% to the GP until such time as the GP has received cumulative distributions under this item "iii" equal to, depending on the fund, 10% or 15% of all distributions pursuant to item "ii" and this item "iii"; and
 - iv. Thereafter, the allocation will be, depending on the fund, 85% or 90% to each investor and 15% or 10%, respectively, to the GP.

Other types of fees or expenses that clients may pay in connection with CPE's services:

I. US-PER: Pursuant to individually conducted negotiations with the client.

II. FOF and DiF (the "Funds"):

1. All expenses attributable to the organization of the Funds and the sale of interests to the LPs of each Fund (the "Organizational Expenses") will be allocated pro rata according to the capital commitments of the partners of each Fund as determined by the GP in its sole discretion
2. At the Initial Closing Date, each Fund may reimburse the GP for all organizational expenses incurred by the GP or any of its affiliates allocated to the Funds; provided that the GP shall bear any organizational expenses that relate to the organization of the funds over, depending on the fund, \$750,000 or \$350,000, in the aggregate.
3. The GP and/or CPE may incur and pay all reasonable expenses on behalf of the Funds in connection with the Funds' business

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which it deems necessary or desirable, and may charge or be reimbursed by the Funds therefor, including, without limitation, due diligence expenses related to potential investment opportunities, accounting, reporting, tax preparation, audit, record keeping and legal expenses, commissions, brokerage fees and similar charges incurred in connection with the purchase and sale of Portfolio Investments (whether or not such purchase or sale is consummated), finder's fees, custodial fees, fees of the administrator and other normal fees and expenses associated with the operation of the Funds (collectively, the "operating expenses"). In all cases, each Fund will bear its own operating expenses and, except as provided with respect to organizational expenses in "II.1" (above), the Funds will pay, or if paid by a GP will reimburse such GP, for all operating expenses and extraordinary, non-recurring and other expenses of the funds, including without limitation costs of litigation and indemnification and taxes.

4. Expenses and liabilities incurred in connection with an investment opportunity or potential investment opportunity, including without limitation due diligence and indemnity expenses or expenses related to hedging arrangements, will be allocated among the Funds pro rata according to the amount invested by each in such investment opportunity or, in the case of an unconsummated Portfolio Investment, pro rata according to the amount to be invested by each Fund in such opportunity, as determined by the GP in its sole discretion. In all cases, the GP shall have the power to approve variations in the allocations set forth in "II.3" (above) with respect to the Funds if the GP determines that the allocations set forth in "II.3" would produce an inappropriate result.
- III. All - CPE's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed the prospectus of such funds. Such charges, fees and commissions are exclusive of and in addition to CPE's fees, and CPE shall not receive any portion of these commissions, fees, and costs. Please refer to Item 12 for further information about the factors that CPE considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).
- IV. All advisory fees are billed to clients in arrears.
- V. There is no limitation on the ability of underlying funds of funds managed by CPE to invest in funds affiliated with CPE or its affiliates. CPE or its affiliates may receive fees, including asset based or performance based fees or allocations, related to its management of funds or companies managed or sponsored by CPE or its affiliates. CPE and its affiliates do not intend to offset the fees or allocations received for their management of the funds managed or sponsored by CPE or its affiliates, against the Management Fees and carried interest it receives from the funds it manages, and therefore CPE will receive dual fees from that portion of the assets of the funds it manages that are also invested in funds or companies which it or its affiliates manages or sponsors and in which the funds it manages may directly or indirectly invest.

Whether CPE or any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds: No

Item 6 – Performance-Based Fees and Side-By-Side Management: CPE will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (the "Advisers Act") in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, CPE shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for CPE to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. CPE has procedures designed so that all clients are treated fairly and equally and to prevent this conflict from influencing the allocation of investment opportunities among clients. As stated above, all fees may be negotiated.

Item 7 –Types of Clients: CPE's master fund clients are Delaware Limited Partnerships. The DIF client has established feeder funds to accommodate foreign investors who wish to subscribe using foreign currency (only Euro at this time) and foreign investors who wish to subscribe using US dollars offshore. None of the offering of interests in the master funds and the DIF feeder funds were registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Regulation D thereunder, and none of the CPE Funds are registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"), pursuant to Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act. They may sell their interests on a private placement basis, to investors that are "accredited investors" and "qualified purchasers", as applicable. Accordingly, a prerequisite for investment, in addition to compliance with other requirements, is that each prospective investor represents and warrants as to its status as "accredited investor" and a "qualified purchaser," as applicable. CPE may decline to accept an account application from a person that is a "Covered Person" within the meaning of the Guidance on Enhanced Scrutiny for Transactions that May Involve the Proceeds of Foreign Official Corruption, issued by the Department of the Treasury, et al., January, 2001, i.e., a senior foreign political figure, or an immediate family member or close associate of a senior foreign political figure. CPE will not accept accounts from any prospective investor or client that appears on a list of known or suspected terrorists or terrorist organizations compiled by any U.S. or foreign governmental agency. Should CPE determine that an investor or a prospective investor appears on such a list, it will take any action as shall be necessary or appropriate as a result thereof, including but not limited to notifying the federal authorities.

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

Methods of Analysis:

- I. Procedures for investment decisions, including due diligence, are completed prior to investment (described in relevant offering documents)
- II. Initial Due Diligence Considerations May Include:
 - A. Identification of prospective investments (for non-discretionary clients)
 - B. Assessing an underlying fund manager's personnel, operations, controls, policies and procedures
 - C. Detailed financial and business diligence of a target company
 - D. Reviewing diligence from third party service providers
 - E. Background checks
 - F. Reference calls with industry experts
 - G. Face to face meetings
 - H. Evaluation of third party providers and underlying fund auditors
- III. Ongoing Valuation and Monitoring Considerations May Include:
 - A. Review of audited financial statements and interim financial information of underlying funds
 - B. Professional guidelines - valuation methodologies

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C. Procedures followed to value underlying fund of funds investments and to value direct investments

Risk of Loss: Investing in securities involves risk of loss that clients should be prepared to bear. The risks of an investment in the funds managed by CPE ("CPE Funds") arise from the risks associated with investments in underlying funds and portfolio companies of the Funds, from the risks attendant to the CPE Funds' ability to achieve their investment objectives and from the terms of each of the CPE Funds. An investment in a CPE Fund involves material risks relating to the investment strategies and methods of analysis described above, all as described in the organizational and offering documents of the CPE Funds and the underlying funds and portfolio companies. These material risks include, but are not limited to, those summarized below, which summaries are qualified in their entirety by the organizational and offering documents of the applicable CPE Fund. Investors in CPE Funds organized as feeder funds are subject to the risks of the respective master funds. General risk factors include:

- I. Sponsor Commitment Certain affiliates of CPE (the "Sponsors") have made seed investor commitments to certain of the CPE Funds and have been admitted as LPs. When additional LPs are admitted at the initial closing or subsequent closings, the Sponsors may redeem or cancel a portion of the seed investor commitment in certain circumstances. In the event that the seed investor commitment to a CPE fund is redeemed or cancelled, amounts paid to the applicable fund by additional LPs shall first be paid to the Sponsor to redeem or cancel the relevant portion of the seed investor commitment and interest due thereon, prior to returning any amounts otherwise due to existing LPs as described in the applicable governing agreements.
- II. Partial or Total Loss of the Funds' Capital The CPE Funds are intended for long-term investors who can accept the risks associated with investing in illiquid securities. There is no assurance that the CPE Funds will achieve their investment or performance objectives, including, without limitation, the location of suitable investment opportunities and the achievement of targeted rates of return, or that they will be able to fully invest their committed capital. The possibility of partial or total loss of capital of the CPE Funds exists, and prospective investors should not subscribe unless they can readily bear the consequences of a complete loss of their investment.
- III. Illiquidity of the Funds' Investments The CPE Funds' investments generally will be long-term and highly illiquid. Their ability to transfer interests in underlying funds or portfolio companies will be restricted under applicable securities laws and by the terms of the instruments governing both the underlying funds and the portfolio companies in which the CPE Funds invest. As a result, the CPE Funds will not have control over when they will have assets to distribute.
- IV. LPs Bear the Cost of All Fees, Expenses and Carried Interest of Underlying Funds LPs of CPE Funds will, directly or indirectly, bear the management fees, carried interest charges and expenses of the underlying funds, as well as any management fees, carried interest charges and expenses attributable to the direct investments.
- V. LPs in the Feeder Funds Bear the Cost of All Master Fund Expenses LPs in feeder funds will, in addition to the expenses of the feeder funds in which they invest, bear indirectly the expenses of the respective master funds into which the feeder funds invest.
- VI. Expedited Transactions CPE may frequently need to undertake investment analyses and decisions on an expedited basis to take advantage of investment opportunities. In such cases, the information available to CPE at the time an investment decision is made may be limited and CPE may not have access to detailed information regarding the investment opportunity. Therefore, no assurance can be given that CPE will have knowledge of all circumstances that may adversely affect an investment.
- VII. Forfeiture Due to Failure to Meet a Fund Capital Call and Failure by Other Investors to Meet Capital Calls of Underlying Funds A failure by an LP to meet a capital call could result in the failure of the respective CPE Fund to meet a capital call of an underlying fund, which could have adverse consequences for the CPE Fund (including without limitation the possibility of forfeiture of the respective CPE Fund's interest in such underlying funds) and thus for the other LPs. There are also risks associated with the failure of LPs of underlying funds to make capital calls when the Funds are investors in underlying funds. A master fund may be one of many investors in underlying funds. Failure by one or more other investors to meet a capital call of an underlying fund could have adverse consequences for the Funds.
- VIII. Use of Leverage by Portfolio Companies and Funds The CPE Funds, the portfolio companies and the underlying funds in which they invest, as applicable, may incur leverage. Leverage used by portfolio companies may have important adverse consequences to such companies and, in turn, to CPE Funds as investors. There are also risks associated with the use of leverage by the CPE Funds themselves. To the extent permitted by applicable law, the GP may assign and/or pledge assets of a CPE Fund, including unfunded capital commitments of the LPs, in order to secure borrowings or other leverage. Failure by any CPE Fund to meet its obligations could have adverse effects, including, but not limited to, the acceleration of repayment obligations. In addition, a CPE Fund may make commitments to underlying funds in excess of its total capital commitments. As a result, in certain circumstances, a CPE Fund may need to retain distributions from portfolio investments, recall distributions or liquidate some or all of its investments prematurely at potentially significant discounts to market value if it does not generate sufficient cash flow from its investments to meet these commitments.
- IX. Exposure to Liabilities Due to Indirect Controlling Interests in Portfolio Companies CPE Funds and their underlying funds, if applicable (alone or together with other investors) may be deemed to have a control position with respect to portfolio companies in which they invest, which could expose them to liabilities not normally associated with minority equity investments, such as risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability. Additionally, liabilities incurred in connection with the disposition of interests in portfolio companies or underlying funds may cause a CPE Fund to recall distributions made to its LPs.
- X. CPE Funds' Performance is Dependent on Unrelated Portfolio Managers and Portfolio Companies With respect to certain of the CPE Funds, the underlying funds will be managed by portfolio managers unrelated to CPE and may make direct investments sourced by these unrelated portfolio managers. CPE expects to rely upon the expertise of such portfolio managers who oversee the underlying funds in connection with their evaluation of proposed investments, and no assurance can be given as to the accuracy or completeness of the information provided by such portfolio managers. Furthermore, the historical performance of portfolio managers is not indicative of their future performance, which can vary considerably. Moreover, while representatives of CPE may serve on the advisory boards of certain underlying funds, the funds generally will not have the opportunity to evaluate the specific investments made by any underlying fund and will not have an active role in the day-to-day management of the underlying funds. As a result, the returns of the CPE Funds will depend largely on the performance of these unrelated portfolio managers and could be substantially adversely affected by the unfavorable performance of these portfolio managers. The performance of an underlying fund may also depend on the services of a limited number of key individuals, the loss of whom could significantly adversely affect the underlying fund's performance. Similarly, although the CPE Funds may seek management rights in portfolio companies in which the CPE Funds invest directly, the CPE Funds will not control these portfolio companies and generally will not have the opportunity to evaluate the specific investments made by any portfolio company. The CPE Funds' ability to independently verify information provided by underlying funds and portfolio companies may be limited.

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- XI. Investments in Affiliated Portfolio Investments Although the CPE Funds generally shall not invest directly in underlying funds or make direct investments with general partners or sponsors affiliated with CPE without the consent of the Advisory Board, where the Funds invest directly or indirectly in funds or companies managed by or affiliated with CPE or its affiliates, CPE or its affiliates may receive fees, including asset based or performance based fees or allocations, from those funds or companies in addition to the Management Fees and carried interest it receives from the Funds, if consistent with the organizational and offering documents of the CPE Fund.
- XII. Volatile Political, Market and Economic Conditions Investments in many industries have experienced significant volatility over the last several years, resulting in part in a tightening of the credit markets that could severely hamper the ability of companies to obtain financing. The market for the securities of any portfolio company may not be sufficiently liquid to enable the CPE Funds or an underlying fund to sell these securities when they believe it is most advantageous to do so, or without adversely affecting the stock price, potentially closing off one kind of exit strategy. Continued volatility in the financial sector may materially adversely affect the ability of the CPE Funds or their underlying funds to purchase, sell or partially dispose of their investments. In addition, continued volatility in political, market or economic conditions, including an outbreak or escalation of major hostilities, declarations of war, terrorist actions or other substantial national or international calamities or emergencies, could have a material adverse effect upon CPE Funds, underlying funds and their portfolio companies, as well as minority/co-investments made by the CPE Funds.
- XIII. Competitive Investment Environment, Difficulty in Identifying Attractive Investment Opportunities and Negotiating Investment Terms The market for investments in private equity is highly competitive, and successfully sourcing portfolio investments can be problematic given the high level of investor demand some investment opportunities receive. Identifying attractive investment opportunities and the right portfolio managers of underlying funds is difficult and involves a high degree of uncertainty. There is no assurance that the CPE Funds will be able to fully invest its committed capital or that suitable investment opportunities will be identified, and the performance of a master fund may be adversely affected if it is unable to identify an appropriate volume of investment opportunities. This difficulty in identifying and gaining access to attractive investment opportunities also applies to the portfolio managers of the underlying funds, who may be unable to invest fully all of the capital committed to them by a master fund. The CPE Funds, the underlying funds and the portfolio companies may incur significant expenses investigating potential investments which are ultimately not consummated, including expenses relating to due diligence, transportation, legal expenses and the fees of other third-party advisors.
- XIV. Limited Operating History and Competition Associated with Portfolio Companies Investing in portfolio companies will involve a high degree of business and financial risk. These companies may be in an early stage of development; may not have a proven operating history; 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; may rely on the services of a limited number of key individuals, the loss of any of whom could significantly adversely affect a portfolio company's performance; or may otherwise have a weak financial condition. 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.
- XV. Limited Diversification of Investments Although a CPE Fund or a master fund will seek to diversify its investments as described herein, it may not be able to do so and may make a limited number of portfolio investments. Furthermore, its underlying funds may invest in a limited number of portfolio companies. Certain CPE Funds or master funds may also make direct investments in portfolio companies. In addition, the portfolio managers of the underlying funds may have similar investment objectives and may compete for and make overlapping investments in the same portfolio companies, including, without limitation, through leveraged buyouts structured as "club" deals, resulting in the LPs having increased exposure with respect to the same portfolio companies. A consequence of a limited number of investments or of similar investments is that the aggregate returns realized by the LPs may be substantially adversely affected by the unfavorable performance of a small number of these investments. Although CPE seeks to broaden the CPE Funds' investment portfolio, the CPE Funds do not have fixed guidelines for diversification and have no control over the portfolio investments acquired by the managers of portfolio funds. As a result, CPE Funds may invest a substantial portion of their assets in a particular underlying fund or portfolio company, or in a particular sector or industry. Various factors, including prevailing market conditions, may inhibit CPE's efforts to create a broad investment portfolio. As a result, the respective CPE Fund's investments may be concentrated in relatively few companies, industries, sectors and/or regions.
- XVI. Investments in Natural Resource Interests Are Subject to Market Fluctuations Certain of the CPE Funds may invest in underlying funds and portfolio companies that invest in oil and gas, timber or other natural resource interests. Such investments may involve risks in addition to those involved in investing in operating entities, including risks associated with natural resource prices and markets.
- XVII. Private Equity Fund Valuation Risk Valuation of the assets acquired in a portfolio investment may be difficult, as there will generally be no established market for these assets or for securities of privately-held companies. This difficulty is increased when purchasing a portfolio of interests in private equity funds, as the portfolio will lack the benefit of financial statements and periodic company updates. The overall performance of a CPE Fund will be affected by the acquisition price paid by a master fund for its direct or indirect interests in portfolio companies.
- XVIII. Hedging Instruments May Adversely Affect Overall Performance CPE expects to engage in hedging and derivative transactions on behalf of certain feeder funds for currency hedging purposes. These hedging strategies could involve a variety of derivative transactions, including, without limitation, forward foreign currency exchange contracts and currency swaps (collectively, "Hedging Instruments"). The risks posed by these transactions include, but are not limited to, the risk that these complex instruments and techniques will not be successfully evaluated, monitored or priced; risk that counterparties will default on their obligations; liquidity risk and leverage risk. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives. Hedging transactions also involve additional costs and expenses, which may adversely affect the overall performance of the Euro Funds. There can be no assurance that the hedging transactions, if available, will be effective.
- XIX. Cross-Liability Risk In certain instances creditors of a feeder fund may have recourse to the assets of a master fund attributable to the other feeder funds if assets of the master fund, including the right to receive capital commitments, are pledged or used to secure obligations of a feeder fund. In particular, the CPE Funds' prime broker may receive a security interest in all of the assets of a master fund in connection with the Hedging Instruments, including assets in excess of a feeder fund's proportionate interest in such master fund. In this case, the losses attributable to the Hedging Instruments exceed the assets attributable to the applicable feeder fund, the prime broker will have recourse to all assets of the master fund, including assets indirectly attributable to investors who are not

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invested in such feeder fund, to cover such losses, even though such investors will not benefit from any of the income or gains resulting from the Hedging Instruments.

- XX. **Tax Risks** Investment in the Funds involves numerous tax risks. Please see CPE Fund organizational documents and offering memoranda for additional details on such tax risks.
- XXI. **Risks of Derivatives Instruments** Use of derivatives other than for hedging purposes may be considered speculative, and when a feeder fund invests in a derivative instrument it could lose more than the principal amount invested. Investment in derivative instruments may cause a feeder fund to recognize higher amounts of short-term capital gains, generally taxed to shareholders at ordinary income tax rates. Investors should understand the important risk factors concerning the use of derivatives, such as management risk, counterparty credit risk (i.e., the risk that a loss may be sustained by a fund as a result of the failure of the other party to a derivative to comply with the terms of the derivative contract), documentation risk (i.e., the risk that counterparties will differently interpret contractual provisions in an over-the-counter derivatives transaction), liquidity risk, leverage risk (i.e., the risk that adverse changes in the value or level of the underlying asset, rate or index can result in a loss substantially greater than the amount invested in the derivative itself) and valuation risk (i.e., the risk of mispricing or improper valuation of a derivative), and cross-liability risk (see above) before investing in a CPE Fund. Please see the organizational and offering documents of such funds for further details on these risks.
- XXII. **Investments in Convertible Securities** Certain CPE Funds may invest in convertible securities, which are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a CPE Fund is called for redemption, the CPE Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on such CPE Fund's ability to achieve its investment objective.
- XXIII. **Distressed Investments**. Certain CPE Funds will also be authorized to invest in the securities and obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid, if at all, only after lengthy workout or bankruptcy proceedings, during which the issuer might not make any interest or other payments and the amount of any recovery may be affected by the relative seniority of the Fund's investment in the capital structure of the issuer.
- XXIV. **Investments in Mid-Cap Companies**. Investments in mid-cap companies such as those in which a CPE Fund (directly or indirectly) may invest, while often presenting greater opportunities for growth, may also entail larger risks than are customarily associated with investments in large companies. Medium-sized companies may have more limited product lines, markets and financial resources, and may be dependent on a smaller management group. As a result, such companies may be more vulnerable to general economic trends and to specific changes in markets and technology. In addition, future growth may be dependent on additional financing, which may not be available on acceptable terms when required. Further, there is ordinarily a more limited marketplace for the sale of interests in smaller, private companies, which may make realizations of gains more difficult, by requiring sales to other private investors. In addition, the relative illiquidity of private equity investments generally, and the somewhat greater illiquidity of private investments in mid-cap companies, could make it difficult for a CPE Fund to react quickly to negative economic or political developments.

Item 9 – Disciplinary Information: CPE is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of CPE or the integrity of its management. While CPE has no information applicable to this item, the reader is directed to review CPE's Form ADV Part I, available online at www.sec.gov, for disciplinary information related to a CPE affiliate.

Item 10 – Other Financial Industry Activities and Affiliations

- I. CPE may determine, subject to best execution, to utilize affiliated broker-dealers to effect transactions for its clients. In such circumstances, CPE clients will typically pay the fees associated with the transactions in addition to management and performance fees.
- II. CPE may, from time to time, invest its client's assets in funds managed by third-parties, including third-parties who act as co-advisers to one or more funds or other investment products managed by CPE. In certain situations, it may be the case that such third-party managers also have other funds that invest in funds or investment products managed by CPE. Any investments made by CPE in such third-party managed funds, and any third-party managed funds investing funds or investment products managed by CPE, will be made on an independent basis and on terms substantially the same as are applicable to other investors.
- III. CPE may from time to time enter into agreements in accordance with the requirements of Rule 206(4)-3 of the Advisers Act, pursuant to which CPE remits a portion of management fees received to an outside party, including affiliates of CPE, for solicitation activities.
- IV. CPE and its employees are not registered and do not have any applications pending to register as a futures commission merchant, a commodity pool operator, a commodity trading advisor, or an associated person, as applicable with the National Futures Association.
- V. As above stated in Item 4–Advisory Business and separately in CPE's Form ADV Part I, CPE is affiliated to Natixis entities, including other investment advisers established in various jurisdictions. CPE may allocate fund of fund investments to underlying funds that are managed by affiliated Natixis entities. Further, CPE and its affiliates may render investment advisory services to other clients besides the Funds managed by CPE. CPE and its affiliates may be the sponsors and investment managers of other private investment funds. In addition, CPE and its affiliates may be advisers to various clients for whom they also may make private equity investments. Because of different investment objectives or other factors, CPE or its affiliates may give advice and take action, with respect to any of their clients, that may differ from the advice given, or may involve a different timing or nature of action than that taken with respect to a fund managed by CPE. A particular investment may be bought by funds managed by CPE, CPE or its affiliates at a time when one or more of such persons is selling such investment or vice versa. CPE will determine whether and to what extent the funds it manages will take advantage of such opportunities. If both the funds managed by CPE and another client advised by CPE or its affiliates may co-invest in securities of the same issuer, the allocation between such investors may present conflicts. It is also possible that other clients advised by CPE may invest in opportunities declined by the funds managed by CPE. Conflicts of interest between the funds managed by CPE and CPE and its affiliates and other clients will be resolved in good faith by the CPE, however, in certain instances such conflicts may have an adverse impact on the funds managed by CPE and their ability to achieve their investment objective. The respective general partner of each respective fund managed by CPE intends to refer certain conflicts of interest to CPE's advisory board for its consultation and advice.

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

CPE has implemented policies and procedures to monitor the personal trading activities of its personnel and certain members of their immediate families. CPE maintains a Code of Ethics (the "Code") that governs the conduct of its personnel. The Code describes CPE's high standard of business conduct, its fiduciary duty to its clients and includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All CPE covered persons must acknowledge the terms of the Code annually. Clients and prospective clients may request a copy of the firm's Code of Ethics by calling 212 703 0302 or by sending an email to contact@caspianPE.com.

The Code places restrictions on personal trades by CPE's access persons, requiring that they disclose their personal securities holdings and transactions to CPE on a periodic basis and requires that personnel pre-clear certain types of personal securities transactions. Consistent with its Code, CPE seeks to limit personal investments that may conflict with the interests of CPE's clients. CPE anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which it has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which CPE, its affiliates and/or its clients, directly or indirectly, have a position of interest. Subject to satisfying applicable laws and the Code, officers, directors and employees of CPE and its affiliates may trade in certain securities, in their own accounts, which are recommended to and/or purchased for CPE's clients. The Code has been designed to assure that the personal securities transactions, activities and interests of the employees of CPE will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of CPE's clients. In addition, the Code requires pre-clearance of many transactions. Nonetheless, because the Code, in some circumstances, would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between CPE, its employees and clients.

Given the diverse business activities of its affiliates and the broad scope of such activities, CPE may on occasion find investment opportunities on behalf of its clients where the opposing party in the transaction is an entity related to CPE. In addition, CPE may on occasion determine to effect a purchase and sale transaction between two or more accounts that it manages. These types of transactions are referred to for regulatory purposes as "principal transactions" and "cross transactions," respectively. For principal transactions, CPE will provide the client, an agent of the client or an independent person acting on behalf of a client, written disclosure regarding the material terms of the transaction and receive consent before completion of the transaction. For cross transactions, CPE has established policies and procedures for determining that the securities are being transferred between accounts at a fair price. CPE has established policies and procedures for determining a fair price, which typically involves the polling of independent dealers to obtain current bid levels. In no case will CPE receive any compensation for effecting such transactions. In addition, when a cross transaction involves a client that is a commingled fund and the fund contains proprietary investments by CPE and its personnel or affiliates, CPE will apply the principal transaction procedures described above if any such commingled fund would be viewed by the SEC as a proprietary account of CPE.

In connection with providing investment management and advisory services to its clients, CPE acts independently of other affiliated investment advisers ("Affiliated Firms") and manages the assets of each of its clients in accordance with the investment mandate selected by such clients. Related persons of CPE are engaged in securities transactions. CPE or its related persons may invest in the same securities that CPE recommends to or for, purchases or sells for its clients. CPE and its related persons (to the extent they have independent relationships with the client) may give advice to and take action with their own accounts or with other client accounts that may compete or conflict with the advice CPE may give to, or an investment action CPE may take on behalf of, the client or may involve different timing than with respect to the client. Since the trading activities of the Affiliated Firms are not coordinated, each may trade the same security at or about the same time, on the same or opposite side of the market, thereby possibly affecting the price, amount or other terms of the trade execution, adversely affecting some or all clients. Similarly, one or more clients of CPE's related persons may dilute or otherwise disadvantage the price or investment strategies of another client through their own investment transactions. CPE's management on behalf of its clients may benefit itself or its related persons. For example, clients may, to the extent permitted by applicable law, invest directly or indirectly in the securities of entities in which CPE or a related person, for itself or its clients, has an economic interest, and clients, or CPE or a related person on behalf its client, may engage in investment transactions which could result in other clients being relieved of obligations, or which may cause other clients to divest certain investments. The results of the investment activities of a client of CPE may differ significantly from the results achieved by CPE for other clients or future clients. Moreover, CPE typically will not have the ability to influence the actions of its related persons. CPE from time to time, on behalf of its clients, may purchase securities in public offerings or secondary offerings in which a related person may be a member in the underwriting syndicate. Any such participation is in accordance with firm policy, applicable law and such securities are not purchased directly from such related person.

Where CPE has knowledge that it may be recommending an investment to an advisory client at or about the same time that an affiliate may buy or sell the same investment for its own account or a client it manages, CPE's Investment Committee, will determine, with review by outside counsel, if needed, whether the factors present preclude it from recommending the investment. Possible cures for the potential conflict of interest may include relying on disclosures made (i.e. in a client's PPM or limited partner agreement) and a review of registration information about the affiliate (i.e. whether the affiliate is a registered investment company). There can be no assurance that conflicts of interest will be resolved in favor of a particular client's interests.

Where CPE has knowledge that an accredited person has an ownership in or otherwise may directly benefit from CPE making or recommending a particular investment, such conflict will be fully disclosed and if such person is a member of CPE's Investment Committee or other decision making group regarding the investment, such person will be recused from all discussion and decision making with regard to the matter.

Item 12 – Brokerage Practices

- I. Soft Dollar Arrangements, Brokerage for Client Referrals, Directed Brokerage: CPE does not engage in such arrangements.
- II. Best Execution: The CPE Funds, by their nature, rarely, if ever, directly trade public securities with the exception of investing their cash in money market or enhanced cash value funds. A CPE Fund holding a private security that goes public would have the opportunity to sell such newly public security and CPE has adopted applicable procedures. Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with CPE's obligation of best execution. In such circumstances, if applicable, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. CPE will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Order exceptions will be explained on the order. CPE may determine, subject to best execution, to utilize affiliated broker-dealers to effect transactions for its clients. In such circumstances, CPE clients will typically pay the fees associated with the transactions in addition to

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management and performance fees.

- III. Trading Allocation: CPE has procedures designed so that all clients are treated fairly and equally and to prevent conflicts from influencing the allocation of investment opportunities among clients.

Item 13 – Review of Accounts

- I. Ongoing Monitoring - Underlying funds are monitored through a review of monthly reports from underlying fund managers regarding any significant changes to the management structure of the underlying funds, and/or other developments; evaluation of the K-1 Schedules for any possible tax considerations; assessment of SSAE 16 reports and shareholder letters if available.
- II. End of reporting period monitoring – The Portfolio Management Team, and Accounting and Reporting:
- Considers and reviews each respective fund's monthly capital account statements, monthly correspondence, related newsletters, quarterly financial statements and audited annual financials to get detailed explanations and to obtain comfort on the underlying investment valuation process.
 - Provides a written monthly or quarterly commentary to investors, as applicable.
 - Provides a written quarterly or semi-annual portfolio management report consisting of portfolio summaries, quarterly cash flows, individual fund summary reports, quarterly valuation comparisons, underlying portfolio exposure and best and worst performing companies.
 - If the audited financial statements for an investment are not available as of year-end, the team follows up with the underlying fund to obtain detailed explanations about the audit status and analyzes their unaudited financial statements along with quarterly or monthly financial reports with the objective of obtaining comfort on the underlying investment valuation process.
- III. General – The following members of CPE are responsible for overseeing the review of accounts:
- The Members of the Investment Team
 - Chief Executive Officer
 - President
 - Director of Investments – Fund of Funds
 - Director of Investments – Direct Investments
 - Vice President – Investments
 - The Members of Accounting and Reporting – Two Managers of Accounting and Reporting

Item 14 – Client Referrals and Other Compensation: CPE may from time to time enter into agreements in accordance with the requirements of Rule 206(4)-3 of the Advisers Act, pursuant to which CPE remits a portion of the management fees received from clients to an outside party, which may include affiliates of CPE, for solicitation activities.

Item 15 – Custody: CPE is deemed to have custody of funds it manages by virtue of its powers granted to it by the formation documents of each CPE Fund. Pursuant to Rule 206(4)-2 under the Advisers Act, CPE delivers audited financial statements to the investors.

Item 16 – Investment Discretion: The governing documents of each CPE Fund define the discretionary authority of CPE. CPE exercises investment discretion in a manner consistent with each fund's stated investment objectives and, when selecting securities and determining amounts, CPE observes the investment policies, limitations and restrictions applicable to each respective CPE Fund.

Item 17 – Voting Client Securities

- As CPE provides investment advisory services and invests assets in securities issued by public and private issuers and has the authority to vote proxies relating to such securities on behalf of its clients, CPE may, from time to time, determine that it is in the best interests of its clients to depart from specific policies described herein. Decisions regarding proxies will be determined on a case-by-case basis.
- The general policy is to vote proposals, amendments, consents or resolutions relating to client securities, including interests in private investment funds, if any, in a manner that serves the best interests of CPE's clients, as determined by CPE in its discretion, and taking into account relevant factors, including, but not limited to: a) the impact on the value of the securities; b) the anticipated costs and benefits associated with the proposal; c) the effect on liquidity; and d) customary industry and business practices.
- For matters that CPE sees as raising conflict of interest concerns, such concerns will be referred to CPE's investment committee, which will determine, with review by outside counsel, if needed, how the proxy should be voted.
- Routine matters are typically proposed by management of a company and meet the following criteria: (a) they do not measurably change the structure, management, control or operation of the company; (b) they do not measurably change the terms of, or fees or expenses associated with, an investment in the company; and (c) they are consistent with customary industry standards and practices, as well as the laws of the country and state of incorporation applicable to the company.
- Examples of routine matters: a) general matters - CPE will generally vote for proposals, i.e. to set the time and location of annual meeting, b) board members - CPE will generally vote for management proposals, i.e. to elect or re-elect board members, c) capital structures - CPE will generally vote for proposals, i.e. to change capitalization, including increasing authorized common shares, d) appointment of auditors - CPE will generally vote for the approval of auditors unless CPE has serious concerns about the accountants presented, including their independence, or the audit procedures used.
- Proxies for non-routine matters proxies may involve one or more of the following: (a) a measurable change in the structure, management, control or operation of the company; (b) a measurable change in the terms of, or fees or expenses associated with, an investment in the company; or (c) a change that is inconsistent with industry standards and/or the laws of the state of incorporation applicable to the company. CPE's Director of Compliance will maintain, or have available, written or electronic copies of each proxy statement received and of each executed proxy. Clients may request a copy of the proxy voting policies and procedures as well as their respective proxies were voted by requesting by phone: 212 703-0302 or email: contact@caspiantpe.com.

Item 18 – Financial Information: Not applicable.