

## TrueBridge Capital Partners, LLC

1350 Environ Way, Chapel Hill, NC 27517

March 2012

This Brochure provides information about the qualifications and business practices of TrueBridge Capital Partners, LLC ("**TrueBridge**"). If you have any questions about the contents of this Brochure, please contact TrueBridge's Chief Compliance Officer ("**CCO**") Stuart Powell at 919-442-5201. You may also visit our website at [www.truebridgecapital.com](http://www.truebridgecapital.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.

TrueBridge is a registered investment adviser. Registration of an Investment Adviser does not imply that TrueBridge or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

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

---

**Item 2: Material changes**

---

There have been no material changes to this Brochure since our initial registration in 2010.

---

**Item 3: Table of contents**

---

Item 2: Material changes .....	2
Item 4: Advisory Business .....	4
Item 5: Fees and Compensation .....	4
Item 6: Performance-Based Fees .....	6
Item 7: Types of Investors and Clients .....	6
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9: Disciplinary Information .....	10
Item 10: Other Financial Industry Activities and Affiliations.....	10
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	11
Item 13: Review of Accounts .....	12
Item 14: Client Referrals and Other Compensation .....	12
Item 15: Custody.....	13
Item 16: Investment Discretion.....	13
Item 17: Voting Client Securities.....	13
Item 18: Financial Information.....	14

---

**Item 4: Advisory Business**

---

TrueBridge Capital Partners, LLC (“**TrueBridge**”, “**we**” or “**the Firm**”), a Delaware limited liability company which commenced operations in September 2007, provides discretionary investment advisory services and management services to CVE–Kauffman Fellows Endowment Fund I, L.P., TrueBridge–Kauffman Fellows Endowment Fund II, L.P., TrueBridge–Kauffman Fellows Endowment Fund II (Cayman), L.P. and TrueBridge–Kauffman Fellows Endowment Fund II (Parallel), L.P. (each an “**Investment Vehicle**” and collectively, the “**Investment Vehicles**”). The Investment Vehicles are managed in accordance with each Investment Vehicle’s investment objectives, strategies, restrictions and guidelines. In addition to managing the Investment Vehicles, TrueBridge also manages six special purpose vehicles; TrueBridge-BVP Special Purpose, LLC, TrueBridge Special Purpose, LP, TrueBridge-BVP VIII Special Purpose, LLC, TrueBridge-BVP VIII-TN Special Purpose, LLC, TrueBridge Special Purpose (F), LLC, and TrueBridge-Redpoint Omega II Special Purpose, LLC (collectively, the “**Special Purpose Vehicles**”). Each Special Purpose Vehicle utilizes an investment strategy similar to the Investment Vehicles. Additionally, TrueBridge manages two feeder funds (Kauffman Fellows Investor Fund I and Kauffman Fellows Investor Fund II) that invest their assets in the Investment Vehicles (collectively, the “**Feeder Funds**”).

The Investment Vehicles were formed to pool investment funds of its investors for the purpose of investing its assets with a number of private equity funds selected by TrueBridge. In industry parlance, the Investment Vehicles are private equity “Fund-of-Funds.” The Investment Vehicles operate as pooled investment vehicles intended to provide diversification, management expertise and other advantages to clients. In addition, TrueBridge may make direct investments with respect to certain Investment Vehicles.

Each Investment Vehicle is managed only in accordance with its own characteristics and is not tailored to any particular private fund investor (each an “**Investor**”). Since TrueBridge does not provide individualized advice to Investors, Investors should consider whether a particular Investment Vehicle meets their investment objectives and risk tolerance prior to investing. Information about each Investment Vehicle can be found in its offering documents, including its confidential private placement memorandum (the “**PPM**”).

As of December 31, 2011 TrueBridge managed client assets, on a discretionary basis, of \$734,491,500.

Edwin Poston and Mel Williams are the owners of the Firm and their ownership percentages as of December 31, 2011, are as follows:

Edwin Poston	50%
Mel Williams	50%

Stuart Powell is TrueBridge’s Chief Compliance Officer (“**CCO**”).

---

**Item 5: Fees and Compensation**

---

The Investment Vehicles are generally charged a fee consisting of (1) an annual “management fee” (that is payable quarterly in advance); and (2) up to 5% of the cumulative partnership profits which will be allocated to TrueBridge. TrueBridge will perform the administrative and management services for the Investment Vehicles pursuant to a subcontract with the General Partner and CVE Capital Corp., a wholly-owned subsidiary of the Center for

Venture Education (“**CVE Capital**”), and pursuant to which CVE Capital shall retain a portion of the Management Fee and cumulative partnership profits.

The Investment Vehicles will pay the General Partner (a TrueBridge affiliated entity) of each Investment Vehicle an annual management fee (the “**Management Fee**”), payable quarterly in advance, ranging between .25% and 1.50% of aggregate Commitments. Commencing with the sixth anniversary of the initial closing, and on each anniversary date thereafter, the Management Fee will be reduced by 10% of the Management Fee for the immediately preceding 12-month period. In addition, the Management Fee will be reduced by: (i) 100% of any directors’ fees, financial consulting fees or advisory fees earned by the General Partner or TrueBridge from portfolio funds or their underlying portfolio companies; (ii) 100% of any transaction fees paid by portfolio funds or their underlying portfolio companies to the General Partner or the Investment Adviser; and (iii) 100% of any break-up fees from transactions not completed that are paid to the General Partner or the Investment Adviser.

**Organizational Expenses:**

The Investment Vehicles will reimburse TrueBridge (or the General Partner) for up to \$1,000,000 of the Investment Vehicles’ organizational and startup expenses, including legal, travel, accounting, filing, capital raising and other organizational expenses. Additionally, the General Partner will bear the cost (through an offset against the Management Fee or otherwise) of any placement fees payable to any placement agent in connection with the formation of the Investment Vehicles.

**Other Expenses:**

We will pay all ordinary administrative and overhead expenses, including employees’ salaries, rent, utilities, etc.

In addition to the Management Fee, the Investment Vehicles will pay all other costs and expenses of the Investment Vehicles that are not reimbursed by portfolio funds, including:

- Legal;
- Auditing;
- Consulting;
- Financing;
- Accounting and custodian fees and expenses,
- Expenses associated with the Investment Vehicles’ financial statements, tax returns and Schedule K-1s;
- Out-of pocket expenses incurred in connection with due diligence related to a potential portfolio fund investment or transactions not consummated;
- Expenses for travel to portfolio funds’ annual meetings;
- Expenses of the Advisory Committee (as defined below) and annual meetings of the Limited Partners; insurance; other expenses associated with the acquisition;
- Holding and disposition of its investments, including extraordinary expenses (such as litigation, if any); and
- Any taxes, fees or other governmental charges levied against the Investment Vehicles. Fees for each Investment Vehicle are described in its PPM.

TrueBridge may also manage accounts for individual clients, directly or through a special purpose vehicle, that have different fee structures compared to that of the Investment Vehicles.

---

**Item 6: Performance-Based Fees**

---

5% of the cumulative partnership profits will be allocated to TrueBridge. In measuring partnership profits for the calculation of performance-based fees, TrueBridge includes only realized gains and losses. A cumulative profit allocation arrangement may create an incentive for TrueBridge to make investments that are riskier or more speculative than would be the case in the absence of a cumulative profit allocation.

As noted previously, CVE Capital shall retain a portion of the Management Fee and cumulative partnership profits.

---

**Item 7: Types of Investors and Clients**

---

We deem the Clients to be the Investment Vehicles and the Special Purpose Vehicles. Certain of the Investment Vehicles and the Special Purpose Vehicles rely on an exemption from the definition of “investment company” under Section 3(c)(7) of the Investment Company Act, which requires that its securities are to be held exclusively by “Qualified Purchasers” as defined in the Investment Company Act. TrueBridge offers interests in the fund pursuant to Regulation D under the 1933 Act.

By contrast, the Feeder Funds rely on an exemption from the definition of “investment company” under Section 3(c)(1) of the Investment Company Act, whereby the Investors must meet the requirements for “Accredited Investors” under the 1933 Act and only if TrueBridge were to charge them a performance fee, it would ensure that investors meet the requirements of a “Qualified Client” under Rule 205-3 of the Investment Advisers Act of 1940.

Investors in the Investment Vehicles may include high net worth individuals and a variety of institutional investors (e.g. trusts, employee benefit plans, endowments, foundations, corporations and other types of entities, including private funds of funds and other corporations or businesses) meeting the terms of the exceptions and exemptions under which the Investment Vehicle operates and wishing to invest in accordance with the particular Investment Vehicle’s investment objective.

Although TrueBridge has the authority to accept subscriptions for a lesser amount, the minimum investment in CVE-Kauffman Fellows Endowment Fund I, L.P. is \$10,000,000. The minimum investment in TrueBridge-Kauffman Fellows Endowment Fund II, L.P. is \$5,000,000. There is no required minimum investment amount in the Special Purpose Vehicles.

---

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

---

The objective of the Investment Vehicles is to make investments on a diversified portfolio of select venture capital and growth equity funds. The Investment Vehicles will seek to accomplish this objective by allocating its assets among a diverse group of selected investment funds (“**Portfolio Funds**”) managed by investment advisers (“**Portfolio Managers**”). While the Investment Vehicles will focus its investment strategy on those Portfolio Managers focused in venture capital and growth equity, TrueBridge reserves the right to change such policy at any time without notice.

TrueBridge believes there are three important skills essential to operating a fund of private equity funds, which are:

- (1) Portfolio Construction;
- (2) Portfolio Manager Selection; and
- (3) Business Model and Management of the Operations.

The Investment Vehicles intend to make investments in a portfolio of select venture capital and growth equity funds. The success of venture capital investing, in general, is subject to risks related to:

- (i) The quality of the management of the funds and of the companies in which funds invest;
- (ii) The ability of the management of funds to select successful investment opportunities;
- (iii) General economic conditions; and
- (iv) The ability of funds to liquidate their investments.

### **Portfolio Manager Selection**

The Investment Vehicles' primary investment objective will be to earn the highest possible rates of return for investors by investing in a diversified portfolio of the best-performing venture funds. TrueBridge will accomplish this by leveraging our unique sourcing advantages and employing an ongoing "bottom-up" diligence approach. The Investment Vehicles' secondary investment objective will be to mitigate risk through portfolio diversification.

*Bottom-Up Diligence:* The bottom-up, fundamental component of the investment strategy entails a careful investment selection based on thorough, proactive and continuous due diligence that relies on the Investment Team's and the Kauffman Fellow's domain knowledge and networks as well as proven due diligence methodology that has been thoroughly tested.

Key components of TrueBridge's bottom-up diligence strategy include a thorough review of the following;

- *Strategy:* TrueBridge conducts a thorough review of a prospective investment firm's strategy to confirm that the current and future investment strategy has a strong possibility of yielding above market returns. Further, TrueBridge ensures that the future investment strategy is supported by investment acumen gained while employing a similar strategy that yielded above market returns in the past. All changes in a firm's investment strategy will be noted and thoroughly reviewed with the firm's general partners.
- *Performance:* TrueBridge thoroughly reviews a prospective investment firm's track record to confirm top tier returns. Further, TrueBridge seeks to confirm how this performance was generated, either through a strategy of consistent performance or reliance on several "home runs," to determine the repeatability of top tier performance in future funds.
- *Team:* TrueBridge conducts thorough due diligence with various team members to ensure deep domain expertise, broad networks within relevant investment areas, and sound business judgment. TrueBridge also focuses on the compensation of key investment professionals, where possible, to ensure a strong alignment of interest between investment professionals and limited partners. Finally, TrueBridge assesses the firm's ability to retain its current investment team in response to general market conditions and specific individual compensation.
- *Decision Making Process:* TrueBridge reviews the decision making process of each prospective investment manager to determine the depth, breadth and consistency of that

process. Specific attention is given to key decision makers within a firm and whether a firm routinely supplements its decision making process with outside resources.

- *Fund Terms*: TrueBridge seeks to invest in top performing managers who offer market driven terms to limited partners. When terms appear to be out of market, TrueBridge will try to work with the general partner to find mutually agreeable terms.

- *References*: In addition to quantitatively examining the components of any potential investment as detailed above, TrueBridge normally seeks to perform at least 15-20 on-list reference calls and 15-20 off-list reference calls for every investment considered. For the off-list calls, TrueBridge leverages the networks of our investment professionals and the Kauffman Fellows network. The resulting qualitative data can be very meaningful when understanding the internal dynamics of a given firm and its decision making.

## **Risk Factors to Consider**

### Management of the Operations

There can be no assurance that we will be successful in achieving the Investment Vehicles' investment objective or the strategies set forth herein. Past results of the principals of TrueBridge, the Portfolio Managers or the Portfolio Funds are not necessarily indicative of the future performance of the Investment Vehicles. There can be no assurance that the Investment Vehicles' objective will be achieved or that Investors will not lose money.

### Risk of Loss Factors

Investing in securities involves risk of loss that Clients should be prepared to bear. Investors should consider the risks before investing in the Investment Vehicles. Prospective investors are urged to consult their professional advisers before deciding to invest in the Investment Vehicles.

### Risks Inherent in Venture Capital Investment

The Investment Vehicles intend to make investments in a portfolio of select venture capital and growth equity funds. The success of venture capital investing, in general, is subject to risks related to:

- (i) The quality of the management of the funds and of the companies in which funds invest,
- (ii) The ability of the management of funds to select successful investment opportunities,
- (iii) General economic conditions, and
- (iv) The ability of funds to liquidate their investments.

There can be no assurance that investments made by the underlying venture capital funds in which the Investment Vehicles invest will result in rates of return to the Investment Vehicles that are equal to or better than the average rate of return on investments in other underlying venture capital funds. The Investment Vehicles will not participate in the management and control of the underlying venture capital funds in which it invests, and the success or failure of the Investment Vehicles will rely on the success or failure of the investment decisions made by the management of the respective underlying venture capital funds in which they invest.



No Assurance of Profit or Distributions

There is no assurance that the investments of the Investment Vehicles will be profitable or that any distribution will be made to investors. Any return on investment to investors will depend upon successful investments being made by the Investment Vehicles. The marketability and value of any such investment will depend upon many factors beyond the control of the Investment Vehicles. The expenses of the Investment Vehicles may exceed its income, and investors are at risk of losing the entire amount of their contributed capital.

Illiquidity of Investment Vehicle Investments

The Investment Vehicles' investment portfolio will primarily consist of investments in venture capital funds. The investments in such funds are highly illiquid because the market for the sale of such investments is limited, and the transferability of such investments is also generally restricted. There are no assurances that the Investment Vehicles will be able to liquidate a particular venture capital fund interest at the time and upon the terms it desires.

Economic and Market Risk

Companies in which the underlying venture capital funds invest may be sensitive to general downward swings in the overall economy or in their specific industries or geographies. Factors affecting economic conditions, including, for example, inflation rates, currency devaluation, exchange rate fluctuations, industry conditions, competition, technological developments, domestic and worldwide political, military and diplomatic events and trends and innumerable other factors, none of which will be in the control of the Investment Vehicles, can substantially and adversely affect the business and prospects of the Investment Vehicles. A major recession or adverse developments in the securities market might have an impact on some or all of the Investment Vehicles' investments. In addition, factors specific to a portfolio company may have an adverse effect on the underlying venture capital fund's investment in such company. TrueBridge or the General Partner may rely upon our own or a venture capital fund manager's projections concerning the venture capital fund's future performance in making investment decisions. Such projections are inherently subject to uncertainty and to certain factors beyond the control of the underlying fund, TrueBridge and the General Partner.

Lack of Operating History

The Investment Vehicles have recently commenced operations and, accordingly, have no operating history or investments upon which potential investors may evaluate their likely performance. However, TrueBridge's Principals have substantial experience, separately, managing investments in the type of opportunities that the Investment Vehicles will pursue.

Agreement with CVE Capital

TrueBridge and the Principals have entered into an agreement (the "CVE Agreement") with CVE Capital Corp. ("CVE Capital"), a wholly-owned subsidiary of the Center for Venture Education. The CVE Agreement provides, among other things, that CVE Capital's consent will be required with respect to the closing of the Investment Vehicles if certain Commitment levels are not achieved, amendments to the management fee arrangements, and changes with respect to the personnel of TrueBridge. In addition, the CVE Agreement provides CVE with certain rights to remove the general partner of the General Partner or to terminate the services of TrueBridge upon the occurrence of certain events with respect to the Manager or Principals. There can be no assurances made as to the circumstances under

which CVE may be entitled to exercise any of its rights under the CVE Agreement, and, if so, the manner in which such rights may be exercised.

#### Lack of Liquidity of the Interests

Prospective investors should be aware of the long-term nature of this investment. There is not now nor will there be a public market for the Interests. The Interests may not be assigned, transferred or encumbered without the permission of the General Partner. Accordingly, an investor may not be able to liquidate its investment. The Interests will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or under the various "Blue Sky" or securities laws of the state or jurisdiction of residence of any investor.

#### Consequences of Default

If an Investor fails to pay in full any requested capital contributions, the General Partner may take certain actions which may result in a sale of such Investor's Interest or a forfeiture of all or a portion of such Investor's Interest. Additionally, the General Partner may pursue any available legal remedies, with the expenses of collection of the unpaid amount, including attorneys' fees, to be paid by such defaulting Investor. A defaulting Investor will be responsible for interest charges and default charges imposed by an underlying fund that arise from or relate to such Investor's failure to pay requested capital contributions. The General Partner will be granted additional powers to deal with defaulting Investors as described in the Investment Vehicles' Limited Partnership Agreements.

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

---

The Firm has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

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

---

#### **Kauffman Fellows Program**

Founded in 1994, the Kauffman Fellows Program is an educational program designed to educate, develop and network emerging leaders in venture capital and high-growth start-ups. In July 2002, the Program spun out from the Kauffman Foundation and created the Center for Venture Education (the "**Center**"), a nonprofit, post-graduate educational institute. It has expanded its program nationally and internationally to fulfill its mission of enhancing the human investment in the venture capital process globally. The Center operates as a wholly independent 501(c)(3) non-profit entity which houses the Kauffman Fellows Program.

#### **CVE Capital Corp.**

CVE Capital Corp. ("**CVE Capital**") is a wholly-owned subsidiary of the Center for Venture Education. TrueBridge will perform the administrative and management services for the Investment Vehicles pursuant to a subcontract with the General Partner and CVE Capital, and pursuant to which CVE Capital shall retain a portion of the Management Fee and cumulative partnership profits.

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

---

**Code of Ethics Pursuant to Rule 204A-I of the Advisers Act**

Pursuant to Rule 204A-I of the Advisers Act, TrueBridge has adopted a Code of Ethics and an Employee Investment Policy that establishes various procedures with respect to investment transactions in accounts in which employees of TrueBridge or related persons have a beneficial interest or accounts over which an employee has investment discretion.

TrueBridge's Code of Ethics was adopted to avoid possible conflicts of interest, avoid the inappropriate use of material, nonpublic information and ensure the propriety of our employees' and principals' trading activity.

The foundation of the Code of Ethics is based on the underlying principles that:

- Employees must at all times place the interests of the client first;
- Employees must make sure that all personal securities transactions are conducted consistent with the Code of Ethics; and
- Employees should not take inappropriate advantage of their position.

Employees (and any beneficiary accounts) must obtain written authorization from the CCO prior to making personal investment in other private investment vehicles. The spirit of the Code of Ethics is to discourage frequent trading in personal employee accounts. Employees may not participate in any initial public offerings or engage in any outside business activities or private placements before obtaining authorization from the CCO.

TrueBridge's Code of Ethics and Employee Investment Policy is available upon request.

**Participation or Interest in Client Transactions**

TrueBridge serves as the investment adviser to the Investment Vehicles. Employees, affiliates of the employees, and relatives of the employees may make investments in the Investment Vehicles. In general, TrueBridge will not receive any compensation from such investments from employees.

TrueBridge and TrueBridge employees have a financial interest in the Investment Vehicles through an incentive allocation or a direct investment interest in the Investment Vehicles. Each Portfolio Manager is responsible for making portfolio transactions and the allocation of investments for any Portfolio Fund it manages. Neither TrueBridge nor the Investment Vehicles have any discretion or control over the Portfolio Managers' decisions.

**Privacy Policy**

TrueBridge is committed to maintaining the confidentiality, integrity and security of our Investors' personal information. It is TrueBridge's policy to collect only information necessary or relevant to our management business and use only legitimate means to collect such information. TrueBridge does not disclose any nonpublic, personal information about our Investors to anyone except for servicing and processing transactions and as required by law. TrueBridge restricts access to nonpublic, personal information about our Investors to those employees with a legitimate business need for the information. TrueBridge maintains security practices, physical, electronic and procedural safeguards to guard each Investor's

nonpublic, personal information. Upon request, TrueBridge will provide a copy of our written privacy policies and procedures.

## **Item 12 - Brokerage Practices**

---

Being an adviser to private equity funds, we do not make investments in securities listed on national exchanges. While we primarily make investments directly with private issuers, there may be situations where we place a trade(s) through a broker, particularly if there has been a liquidity event in a portfolio holding. In such circumstances, we will seek “best execution” in light of the circumstances involved in transactions. In selecting a broker for any transaction, we may consider a number of factors, including, for example, broker’s reputation, net price or spread, reputation, financial strength and stability, market access, efficiency of execution and error resolution, and the size of the transaction. We will not be obligated to obtain the lowest commission or best net price for a Client on any particular transaction.

We will monitor transaction results as orders are executed to evaluate the quality of execution provided by the various brokers and dealers that we use in order to determine that commission rates are competitive and otherwise to evaluate the reasonableness of the commission rates paid to those brokers and dealers in light of all the factors described above.

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

---

All Funds managed by TrueBridge are reviewed on at least a monthly basis by Edwin Poston and Mel Williams, to assure conformity with the investment objectives and guidelines. In addition, all accounts are reviewed in light of emerging trends and developments.

Each client will receive quarterly statements detailing their account information including the account’s beginning and ending equity, and the account’s performance for that period. Additionally, each client will receive the Fund’s audited financial statements within 180 days of such Fund’s fiscal year end.

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

---

From time to time, TrueBridge may pay third parties a fee or compensation for the referral of a client to TrueBridge. The third party is required to provide prospective clients with a current copy of TrueBridge’s Part 2 of Form ADV. Typically the solicitor employee of the broker-dealer referring the investor will receive a percentage of the subscription amount of that referred Investor.

Any marketing fee or commission in connection with any Investor referral activities, including ongoing payments, will be borne solely by TrueBridge and not by the Investment Vehicles or the referred Investor.

**Item 15: Custody**

---

The amended and revised Rule 206(4)-2 of the Advisers Act sets forth extensive requirements regarding possession or custody of client funds or securities. The Rule requires advisers that have custody of client securities or funds to implement a set of controls designed to protect those client assets from being lost, misused, misappropriated or subject to the advisers' financial reverses.

Advisers with custody of client funds and securities must maintain them with "Qualified Custodians." "Qualified Custodians" under the amended rule include banks and savings associations and registered broker-dealers.

The rule requires that registered investment advisers with custody of clients' funds or securities have a reasonable belief that a Qualified Custodian holding the assets provides periodic account statements to those clients.

However, advisers to fund-of-funds need not comply with these quarterly reporting requirements of the Rule, if the pooled investment vehicle: (i) is audited at least annually; and (ii) distributes our audited financial statements prepared in accordance with generally accepted accounting principles to all limited partners (or members or other beneficial owners) within 180 days of the end of the fiscal year of the pooled investment vehicle.

Custody services are provided to the funds managed by the Firm by Comerica Bank.

**Item 16: Investment Discretion**

---

TrueBridge has discretionary authority to manage accounts on behalf of all our Investment Vehicles.

The investment guidelines governing the Firm's management of the Funds are specified under the limited partnership agreement, where investment limits are intended to minimize investment risk and maximize return.

**Item 17: Voting Client Securities**

---

We do not anticipate owning on behalf of any Investor or Investment Vehicles any equity securities granting us, or our clients, the right to vote proxies. However, TrueBridge has established a Proxy Voting Policy in the event that it is required to vote a proxy for certain investments or if we are required to vote on a corporate action regarding a Portfolio Manager or Portfolio Fund. Certain special purpose vehicles managed by TrueBridge may have separate voting requirements.

Upon request, we will provide an Investor with a copy of our proxy voting policies and procedures and information on how the proxies were voted.

**Item 18: Financial Information**

---

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Firm's financial condition. TrueBridge has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.