

1. **Cover Page**

Global Endowment Management, LP

Disclosure Brochure

Part 2A of Form ADV: Uniform Application for Investment Adviser Registration

February 10, 2012

The information contained herein is provided to clients and prospective clients about the qualifications and business practices of Global Endowment Management, LP. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. If you have any questions about the contents of this Brochure, please contact us at the telephone number listed below.

Global Endowment Management, LP is an SEC Registered Investment Adviser; however, registration does not imply a certain level of skill or training.

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Additional information about Global Endowment Management, LP is also available on the SEC's website at: www.adviserinfo.sec.gov.

2. Material Changes

This is our initial brochure filed with the Securities and Exchange Commission (the “SEC”). This brochure and any brochure supplements will be provided to our advisory clients in accordance with the provisions of the Investment Advisers Act of 1940, as amended (the “Act”) and related rules and regulations.

Our brochure may be requested by contacting Stephanie S. Lynch, Managing Director, Investor Relations, at (704) 333-8282 or slynch@globalendowment.com. We will provide you with a new brochure at any time without charge.

In the future, you will receive a summary of any material changes to our brochure at least annually. We may also provide updated disclosure information about material changes on a more frequent basis. Any summaries of changes will include the date of the last annual update of our brochure.

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4. Advisory Business

Global Endowment Management, LP (“GEM” or the “Company”) is a limited partnership organized under the laws of the State of Delaware. The firm was founded in March 2007 by Thruston B. Morton, III, the Chief Executive Officer and Chief Investment Officer, with Managing Directors Stephanie S. Lynch and Hugh N. Wrigley. Other partners include Michael D. Smith, Managing Director, and J. Porter Durham, Jr., Chief Operating Officer and General Counsel. Our Chief Financial Officer and Chief Compliance Officer is Richard S. Abraham. The firm is 94% partner and employee-owned and is a registered investment adviser with the SEC.

- GEM provides investment management to private investment funds (collectively the “Funds” and each a “Fund”), as well as to separately managed accounts (structured as funds or as individual accounts). Collectively, the Funds and any separate account investors are referred to as “Clients.” GEM invests using an endowment approach or strategy, which means investing in a broad array of securities and assets, using multiple strategies to balance risk and achieve modest, consistent returns over a perpetual time horizon.
- Our Fund Clients have investors which include: family offices, qualified individuals and partnerships, pension and profit sharing plans, trusts and estates, foundations/endowments and other educational and charitable organizations, sovereign wealth funds and corporations and business entities. We are not engaged in financial planning or other personal investment advisory services. Fund Clients invest in an asset pool and may not limit or impose investment restrictions on GEM’s investment authority.
- Our services are offered for a management fee equal to a certain percentage of Assets Under Management (“AUM”) as well as a performance allocation or fee, more typically referred to as “carried interest.” These fees are explained in more detail below.

Investor funds are deposited in a custodial account with a national bank. As of December 31, 2011, GEM had approximately \$3.57 Billion in AUM, all of which is managed on a discretionary basis.

GEM requires a minimum of \$100 million for investors investing in its Funds; however, GEM reserves the right to waive this minimum amount. GEM also manages a liquid markets fund (generally, a “Fund” or specifically, the “LMF Fund”) which is structured to provide greater investment liquidity for investors than the other Funds. This Fund has a minimum investment of \$25 million, which may be waived by GEM. To the extent necessary or desired, cash for short-term needs is managed by GEM through a short-term liquidity fund (the “STL Fund”).

5. Fees and Compensation

We offer our services on a fee basis as described below.

Management Fees

GEM receives from the Funds a management fee according to the following annual rates (the “Management Fee”):

- With respect to the portion of an investor’s aggregate capital account balance which is less than or equal to \$100 million: 0.75% per annum;

- With respect to the portion of an investor's aggregate capital account balance which is greater than \$100 million and less than \$250 million: 0.675% per annum; and
- With respect to the portion of an investor's aggregate capital account balance which is greater than or equal to \$250 million: 0.60% per annum.
- With respect to the LMF Fund, 0.50% per annum on an investor's aggregate capital account balance.
- With respect to the STL Fund, 0.10% per annum on an investor's aggregate capital account balance.

The Management Fee is calculated and paid quarterly in advance based on the net asset value of a Fund as of the beginning of the first day of the quarter, after giving effect to any contributions as of such date. In the event of a Client termination, the Management Fee would be pro-rated based upon the number of days in the quarter the Client was served, and the balance of the fee collected would be refunded. Management Fee expense is charged to the investors in each Fund and deducted from Fund assets. The STL Fund Management Fee is accrued daily, based on the prior business day's ending net asset value. The Management Fee is then paid quarterly in arrears, or sooner in the event of a client termination.

The Funds do not pay Management Fees for limited partner interests in the Funds held by employees of GEM. The General Partner has also waived or reduced the Management Fee for certain other participants in the Funds.

Expenses

Each Fund pays, or reimburses the General Partner or GEM for, the Fund's operating costs and expenses including, but not limited to, legal, tax, audit and brokerage expenses. See the section of this brochure entitled "Brokerage Practices" for additional discussion of brokerage expenses. Unless otherwise determined by the General Partner, a Fund is responsible for reimbursing the General Partner or GEM for all costs and expenses incurred in connection with its formation and the offering of Interests ("Organizational Expenses").

Capital accounts established after a Fund's initial closing are subject to a sharing arrangement for material expenses, in the discretion of the General Partner. Upon establishing such accounts, and in addition to current Fund expenses, the General Partner will determine the amount of Fund expenses, if any, attributable to certain existing Fund investments and unamortized Organizational Expenses that would have been allocated to such accounts if they had been in existence throughout the five-year period after Fund commencement (the "Initial Expense Amount"). These expenses are then specially allocated pro rata to those accounts until the Initial Expense Amount has been completely allocated.

Each underlying fund or account in which a Fund invests will have its own administrative, management, investment, brokerage (as applicable) and other fees and expenses, in addition to incentive fees, if any, which are charged against the Fund's assets.

Other than Management Fees, we neither require nor solicit pre-payment for any type of fees or expenses.

Investors should refer to each Fund's Offering Memorandum, Limited Partnership Agreement or Memorandum and Articles of Association, as applicable, or Subscription Agreements and other offering documents for information regarding the Funds as well as the Management Fees, performance based allocations or fees, and expenses paid by the Funds. GEM reserves the right, but is under no obligation, to negotiate fees and investment minimums.

6. Performance Based Fees

GEM receives a special performance allocation or fee in certain Funds based on the increase in value of the assets of an investor in excess of a benchmark return. This performance allocation or fee, calculated on an annual basis, is 5 percent applied to the net increase in the value of the investor's interest in the Fund in excess of a benchmark return after reaching a previously obtained "high-water mark." If earned, the fee is paid annually or, as appropriate, on redemption, in arrears.

Neither the LMF Fund nor the STL Fund has a special performance allocation or performance fee.

7. Types of Clients

GEM generally provides investment advice to Funds. Investors in these Funds can include:

- Qualified individuals
- Family offices
- Pension and profit-sharing plans
- Trusts and estates, foundations/endowments and other educational and charitable organizations
- Sovereign wealth funds
- Corporations and business entities other than those listed.

Types of Investments

GEM is authorized to enter into any type of investment transaction that it deems appropriate for its Clients, pursuant to the terms of the applicable investment management agreement. These investments currently include, but are not limited to:

- Equity securities, including exchange-listed securities, securities traded over-the-counter, ETF's and foreign issues
- Corporate debt securities
- REIT's
- United States and foreign government securities
- Option contracts on securities

- Limited partnership interests
- Private investment funds
- Futures contracts
- Derivatives

GEM invests principally, but not solely, in funds managed by others, which invest in debt and equity securities that are traded in both U.S. and non-U.S. public markets. GEM and/or the managed funds in which it invests, may also invest in long or short positions in options, bonds, convertible debt, preferred stock, swaps (including, but not limited to, interest rate swaps, variance swaps, volatility swaps, commodity swaps, credit default swaps, asset swaps, total return swaps, equity swaps including baskets and emerging markets swaps, variations on any of the foregoing and any other type of over-the-counter instrument), notes, bills, warrants, futures, rights, derivatives, non-U.S. currencies, restricted securities, fixed-income assets, private placements, real assets and other securities or assets.

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

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although we manage assets in a manner consistent with certain risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.

GEM invests using an endowment approach or strategy, which means investing in a broad array of securities and assets, using multiple strategies to balance risks and achieve modest, consistent returns over a perpetual time horizon. We have two long-term return goals: (i) to outperform a passive mix of stocks and bonds on a risk adjusted basis and (ii) to preserve purchasing power by generating a 5% return after inflation. Employing an endowment-style approach to investing requires that a Fund have a long-term horizon and seek diversified, often contrarian opportunities. Therefore, a Fund can experience significant variability in short-term investment performance in its effort to generate meaningful compound real returns over the long term.

Each Fund is invested for total return; generating current income is not an objective. The long-term, total return objective dictates a significant allocation to asset classes expected to generate equity-like returns. The risks inherent in higher-returning asset classes can normally be reduced through diversification, which is a key principal of GEM's asset allocation approach. Typically, however, assets that diversify risk earn lower expected returns, and this 'return penalty' generally limits the amount of these assets that can be held in a portfolio seeking to achieve equity-like returns. There are eight asset categories: Equity, Long/Short Equity, Real Assets, Commodities/Resources, Credit/Special Situations, Absolute Return, Fixed Income and Hedges/Opportunistic. The LMF Fund also invests in these asset categories. The STL Fund invests principally in high quality, short term fixed income instruments which are issued and payable in U.S. dollars.

Over the long term, a Fund's average asset allocation will be consistent with certain pre-determined targets. However, over shorter periods, actual asset allocation can vary significantly from long-term targets. Active ranges allow necessary flexibility for both GEM-driven and market-driven divergence from long-term targets. First, in the course of portfolio management, GEM may shift opportunistically among asset classes to capitalize on disequilibria across markets. The framework for such tactical allocation is value-based, meaning GEM looks across asset classes in an attempt to determine which present the most compelling risk-reward for the portfolio. GEM gathers information from a number of public and private sources, including frequent dialogue with its active managers regarding their view of current opportunities.

GEM rebalances a Fund as needed to keep the asset allocation within active ranges. Rebalancing helps control risk and captures returns originating from excess volatility in the public markets.

For the Funds, GEM manages liquidity across two primary dimensions: (i) it assesses the liquidity required for short-term cash management, variation margin for any derivative instruments, and unfunded commitments to make future investments; and (ii) it targets an overall maximum for private investments. The LMF Fund and the STL Fund maintain liquidity sufficient to meet monthly redemption requests.

Leverage can be used at the Fund level, with a target of zero percent and a maximum of 20%. While we believe leverage must be used judiciously, it is important to recognize that leverage by itself does not necessarily indicate an increase in a Fund's risk/return profile. Modest leverage applied to lower-returning but diversifying assets may actually improve the risk/return profile of a Fund.

GEM employs a combination of quantitative tools and qualitative judgment to assess and manage risk and minimize the probability of permanent capital impairment. The fundamental underpinning of the process is grounded in our fiduciary culture and conservative approach, which comprises frequent monitoring, appropriate position sizing, experience and judgment.

A Fund's medium-term performance (periods of three years or more) is judged primarily against policy portfolio benchmarks which are constructed using the target asset class percentage weightings multiplied by the corresponding index return, and rebalanced monthly. This comparison demonstrates the impact from both tactical asset allocation decisions and manager selection. Long-term performance (greater than five years) is measured against a benchmark constructed by combining the returns of the S&P 500 and the Barclays Aggregate Bond Index, weighting the two components by 70% and 30%, respectively (60% and 40% for the LMF Fund), and rebalancing monthly. Finally, we also measure long term performance against our 5% real return objective.

STL Fund performance is measured against a weighting of the 3-month U.S. Treasury Bill and the BofA Merrill Lynch 1-3 Year U.S. Corporate/Government Bond Index, 65% and 35% respectively.

A Fund's functional currency is the U.S. dollar, although it typically has non-dollar exposure given our focus on finding the most compelling investment opportunities across the globe. GEM manages currency exposure from the perspective of a U.S. dollar investor. We estimate the combined currency exposure of portfolio investments and maintain the flexibility to hedge (or even augment) this exposure at the portfolio level.

The GEM Investment Committee, chaired by the Chief Investment Officer, has three primary responsibilities:

- To review the Funds' Investment Policy Statement against the Company's long-term objectives and to modify it as necessary.
- To allocate and rebalance assets to capture strategic and tactical opportunities.
- To change the roster of external managers, oversee current relationships, manage certain assets directly and oversee related administrative functions.

GEM allocates capital to different managers/strategies using a conviction-weighted approach that takes into account GEM's views on the current opportunity set and our perception of risk, both quantitatively (e.g., as defined by amount of leverage used, volatility and concentration in positions) as well as qualitatively (e.g., through our assessment of back office operations, financing and prime brokerage relationships). Core positions are typically 1.5% of the Fund. We typically cull the bottom 5-10% of the manager roster annually.

9. Disciplinary Information

We are required to disclose all legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management. None of GEM's partners or employees have ever been the subject of any legal or disciplinary actions material to our business.

10. Other Financial Industry Activities and Affiliations

GEM is not registered and does not have an application pending for registration as a securities broker-dealer, futures commission merchant, commodity pool operator or commodity trading advisor.

GEM does not have any arrangements with a related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading adviser, futures commission merchant, bank or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages investment vehicles.

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

Code of Ethics

We have adopted a Code of Ethics ("Code"), which addresses, among other matters, the securities-related conduct of our employees and representatives. It is our goal, through the establishment of such procedures and guidelines governing the conduct of our business, to eliminate actual or potential conflicts of interest with our Clients, and to prevent violations of the securities laws and the duties we owe to our Clients.

While it is impossible to define all situations which might pose a risk of securities laws violations or create conflicts, the Code is designed to address those circumstances where these concerns are most likely to arise. By complying with the guidelines below, GEM employees minimize their potential

individual exposure, and the firm's potential exposure, to violations of federal and state securities laws, prevent fraudulent activity and reinforce fiduciary principles.

Failure to comply with the provisions of our Code will result in some form of disciplinary action, including dismissal from GEM. Adherence to the Code is considered a condition of employment with GEM. Employees with concerns about the propriety of any activity are instructed to consult with our Chief Compliance Officer ("CCO"), Richard Abraham or our General Counsel, Porter Durham.

A copy of the Code and any amendments is provided to each GEM partner and employee, whether or not such individual is a Supervised Person under the Adviser's Act. Each person must acknowledge in writing the receipt of these materials. A "Supervised Person" is any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person, who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser. Each employee must certify annually that he or she has complied with the Code of Ethics during that period. Clients and prospective clients may obtain a copy of the GEM Code of Ethics by contacting Stephanie Lynch at slynch@globalendowment.com.

Conflicts of Interest

Officers and employees of GEM have a duty to act in the best interests of our Clients at all times. As part of this duty, officers and employees are prohibited from engaging in any transaction which involves an improper conflict of interest.

A "conflict of interest" exists when a person's private interests interfere in any way with the interests of GEM or its Clients. A conflict situation can arise when an officer or employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, or members of his or her family, receives improper personal benefit as a result of his or her position with GEM.

It is a conflict of interest for a GEM employee to work simultaneously for a competitor, Client, vendor, supplier or other business entity (including, but not limited to, any securities or investment advisory business). Employees are not allowed to work for a competitor or as an employee or independent contractor for any business other than GEM. Unless approved by GEM, no employee may serve as an officer, director or partner of any business other than GEM. GEM's policy is to avoid any direct or indirect business connection with our Clients, suppliers, vendors or competitors, except on our Client's behalf.

Conflicts of interest are prohibited as a matter of GEM policy, unless they have been disclosed, reviewed and approved by GEM. Whenever a conflict of interest arises, the person involved must promptly disclose the circumstances of the conflict to the CCO for resolution.

Pre-Clearance of Personal Trading

Every securities trade undertaken by an employee (and, in some cases, his or her immediate family) must be pre-cleared by the CCO or General Counsel prior to execution in accordance with GEM procedures, unless the trade relates to an exchange-traded or mutual fund, or currencies. A "Gray

List” of securities which are held by the Funds is maintained and trading windows are enforced. No GEM personnel who hold a Gray List security may exit their position in that security until all Funds have exited their positions. A prohibited trading list or “Black List” is also maintained for those securities about which we have, or may have, material, non-public information.

An employee desiring to trade securities personally must submit via a secure, web-based, compliance portal a request form to the CCO and General Counsel. The request includes information relating to the name of the issuer and type of security, the proposed transaction date, the number of shares or the face amount of the security proposed to be purchased or sold, and any other information concerning the proposed transaction and firm trading policies. Such a notice must be submitted to, and approved by, the CCO or General Counsel before execution of the proposed trade. The CCO, or his designate, reviews for action the transactions of all employees on a periodic basis.

Reporting Requirements

Under SEC rules, “access persons” of investment advisers are required to report their personal securities transactions and holdings. The Advisers Act requires that investment advisers have procedures in place, which require access persons to submit periodic reports regarding their personal securities holdings and transactions. GEM has adopted policies that satisfy these requirements.

GEM requires that a record of all personal securities transactions made by any employee be kept available for inspection, and that these records be maintained on a quarterly basis. To comply with this policy, every employee (and under certain circumstances, members of his or her immediate family) must provide to the CCO, or arrange for the CCO to receive from any broker, dealer, or bank that executes any personal securities transaction, copies of statements for each brokerage account in which such employee or such immediate family member has a beneficial interest. Newly hired employees are required to present initial statements of holdings and all employees are required to present an annual statement of holdings.

Additionally, every employee must file a quarterly certificate with the CCO within 15 calendar days after the end of each calendar quarter. The quarterly certification form requires every employee to represent that he/she, and each member of his/her immediate family has provided duplicate confirmations and monthly statements for each brokerage account required in the preceding paragraph to the CCO, or arranged for each broker to provide such information. Completed forms should be sent to the Compliance staff. All employees must file quarterly certification forms even if they had no reportable transactions during the quarter. All quarterly certification forms and periodic brokerage statements are maintained in accordance with the Books and Records Policy of GEM. Clients may obtain a copy of this policy upon request to Stephanie S. Lynch, Managing Director, at slynch@globalendowment.com. These actions, and the maintenance of the above described records, are facilitated using a secure, web-based compliance portal.

12. Brokerage Practices

GEM’s direct trading activities are relatively limited because GEM allocates the majority of its managed capital to fund managers. GEM evaluates each counterparty or broker for a particular trade or group of trades it plans, and makes an appropriate and effective choice for that trade. To ensure proper execution and operational compliance, GEM’s Brokerage Committee and operations group

monitor the selection, execution quality and volume of business of the counterparties and brokers that GEM uses.

We currently participate to a limited extent in a commission sharing arrangement (“CSA”) under which we may effect transactions through a broker and request that the broker allocate a portion of the commissions or commission credits to a firm that aggregates these amounts and, with our oversight and approval, pays providers of qualified research and brokerage. The CSA, as well as the research provided in connection with such arrangements, is intended to comply with the Section 28(e) soft dollar provisions as interpreted by the SEC. We believe that participating in a commission arrangement of this type enables us to efficiently consolidate payments for qualified research and brokerage services through one or more channels which would, in any case, be paid for by our Clients. Using these accumulated client commissions or credits from transactions executed through multiple brokers, we can then obtain qualified research and brokerage services provided by firms and vendors of our choice in support of our Client work.

13. Review of Accounts

GEM’s Chief Investment Officer, Director of Risk Analysis, Director of Investment Operations, and Managing Director of Portfolio Strategies review all investment portfolios managed by GEM on an ongoing basis. These reviews focus on the consistency of portfolio investments with objectives and risk tolerances. Asset allocation, cash management, market prospects and fund manager actions are considered as well. Checks are made weekly to ensure compliance with investment parameters. Changes in general economic and market conditions, analyst reports, corporate news and interest rate movements are also considered. Adjustments are then made as necessary or appropriate. GEM’s Risk and Valuation Committees also regularly evaluate investment valuations and risk parameters as an additional check.

Fund investors and separate account holders are invited to the meetings, and receive the reports, listed below. The reports are written, and are posted to each investor’s secure, web-based portal account.

Performance flash	Monthly	5 th business day after each month end	Flash performance estimate
Performance estimate	Monthly	15 th business day after each month end	Estimated performance from Fund Administrator
Estimated capital account balance	Monthly	15 th business day after each month end	Estimated Capital Account Statements generated by Fund Administrator
Portfolio report	Monthly	15 th business day after each month end	Summary of portfolio positioning and performance
Quarterly investor letter	Quarterly	20 th business day after each quarter end	Investor letter including market summary, asset allocation, manager commentary and portfolio

Quarterly portfolio detail report	Quarterly	20 th business day after each quarter end	Detailed analysis and review of portfolio positioning and performance
Quarterly investor call	Quarterly	Post distribution of quarterly detail report and quarterly investment letter	Summary commentary on markets, performance and asset allocation; Q&A
Final Capital Account Statements	Quarterly	Last day of each quarter (one quarter lag)	Final Capital Account Statements generated by Fund Administrator
Investor meeting	Annually	Fall	Investor conference hosted by GEM
Investor meeting	Annually	At investor's discretion	GEM team visit

LMF Fund and STL Fund investor reports may vary in timing and content.

Fund investors and separate account holders receive monthly and/or quarterly account statements, which provide information concerning the value of their investments. Fund investors and separate account holders also receive an annual K-1, if applicable, and a copy of the annual audit for each Fund in which they are invested. In addition, based on the specific needs and requests by certain clients, GEM may in its discretion agree to provide more frequent reports and/or certain other reports than those described above.

14. Client Referrals and Other Compensation

GEM does not receive any economic benefit from non-clients in connection with giving advice to Clients. GEM has no arrangements with any individual or entity to solicit Clients.

15. Custody

GEM uses a qualified custodian (the "Custodian") to maintain physical custody of certificated securities and Client funds. GEM does not maintain direct custody or possession of any of its Clients' funds or securities. GEM ensures that information on all trades executed on behalf of the Funds and separately managed accounts is delivered to the appropriate administrators and custodian(s). Daily holdings reconciliations are conducted among the Custodian, the administrator for the Funds and separately managed accounts (the "Fund Administrator"), and GEM. The Fund Administrator issues certain performance and capital account information directly to Fund investors. We encourage careful review and comparison of these reports and the related information and reports provided directly by GEM. Any discrepancies should be communicated to Richard Abraham, our Chief Financial Officer, at rabraham@globalendowment.com.

16. Investment Discretion

GEM maintains and adheres to the investment parameters and compliance requirements for the Funds and separately managed accounts as provided in the Investment Policy Statement for the Funds or by separate agreement for the separately managed accounts.

For the Funds, GEM has complete investment and operations authority and discretion.

For separately managed accounts, GEM may obtain special authorization to act from a Client. For example, the Client may specify asset classes which should not be part of the portfolio or may choose special liquidity terms, among others.

Investment discretion is defined in the specific investment advisory contract with each Client and the Confidential Offering Memorandum for each Fund.

17. Voting Client Securities

In lieu of managing the proxy process internally, GEM has retained a proxy service (the “Proxy Service Provider”) to manage the annual proxy process and to vote in accordance with its own internal research and best corporate practices.

As part of its engagement, the Proxy Service Provider:

- Researches and makes voting determinations for securities held in GEM’s portfolios;
- Votes and submits proxies in a timely manner;
- Handles other administrative functions of proxy voting;
- Maintains records of proxy statements received in connection with proxy votes and provides copies of such proxy statements upon request;
- Maintains records of votes cast; and
- Provides recommendations with respect to proxy voting matters in general.

GEM has determined that, except as set forth below, proxies will be voted in accordance with the voting recommendations contained in the applicable Proxy Service Provider Voting Guidelines in effect at the time of voting. GEM will periodically review the Proxy Service Provider Voting Guidelines, including any significant changes or updates thereto. In connection with such reviews, GEM may determine that it is not in the best interest of its Clients to vote proxies in accordance with the Proxy Service Provider Voting Guidelines on certain matters. In such event, GEM will follow established procedures in connection with voting any such proxies contrary to the Proxy Service Provider Voting Guidelines.

In the event the Proxy Service Provider Voting Guidelines do not address how a proxy should be voted, GEM will vote the proxy in accordance with the Proxy Service Provider recommendations. If the Proxy Service Provider refrains from making any such recommendations, GEM will vote the proxy consistent with the general principles of these policies and procedures and in its Clients’ best interests.

GEM has reviewed the Proxy Service Provider code of ethics and conflicts of interest policy (as amended or updated from time to time, the “Proxy Service Provider Conflict Policy”), which addresses conflicts of interest that could arise in connection with advisory services provided by the

Proxy Service Provider or its affiliates. GEM believes that the Proxy Service Provider Conflict Policy contains policies and procedures that are reasonably designed to mitigate any such potential conflicts of interest.

GEM will maintain records relating to the implementation of voting policies and procedures, including:

- A copy of the current voting policies and procedures, which will be made available to Clients upon request;
- Proxy statements received regarding Client securities, which will be satisfied by relying on the Proxy Service Provider;
- A record of each vote cast, which the Proxy Service Provider maintains on GEM's behalf;
- Any other document created by GEM that was material in making a decision to vote proxies on behalf of its Clients or that memorializes the basis for that decision; and
- Each written Client request for proxy voting records and GEM's written response with respect thereto.

Such books and records will be maintained in accordance with the Books and Records Policy of GEM. Clients may obtain a copy of the Proxy Service Provider's voting policies and procedures upon request to Stephanie S. Lynch, Managing Director at slynch@globalendowment.com.

18. Financial Information

GEM is required to provide you with certain financial information and disclosures about our financial condition. We do not require the prepayment of fees six months or more in advance. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our Clients and we have not been the subject of a bankruptcy proceeding.