
FAIRVIEW CAPITAL PARTNERS, INC.

75 ISHAM ROAD, SUITE 200

WEST HARTFORD, CT

860-674-8066

WWW.FAIRVIEWCAPITAL.COM

DATED AS OF MARCH 31, 2012

Fairview Capital Partners Inc. (“Fairview”) is the registered investment advisor providing advisory services to a series of private funds. Fairview has 10 related investment advisors: Fairview Ventures Management, LLC, Fairview Ventures Management II, LLC, Fairview Ventures Management III, LLC, Fairview Ceres Partners, LLC, Fairview Capital EM Partners, LLC, Fairview Capital Partners, LP, Fairview Capital Partners II, LP, Fairview Capital Partners III, LLC, Fairview Special Opportunities Management, LLC and NY Legacy VC Management, LLC (the “Relying Advisors”). The Relying Advisors are all general partner entities that only provide investment advisory services to private funds, fourteen (14) funds in all, all of which are Delaware limited partnerships (the “Funds”).

The Relying Advisors are eligible to be registered with the SEC, however they are not registered. The Funds are “qualified clients” as defined in the Investment Advisers Act rule 205-3 and pursue investment objectives and strategies that are substantially similar. Interests in the Funds are sold exclusively to limited partners that are “accredited investors” as defined in the 1933 Act. The Relying Advisors are subject to the supervision and control of Fairview. The Relying Advisors are all governed by Fairview Capital’s written policies and procedures and Code of Ethics; they share the same Chief Compliance Officer; and they share office space. Therefore, Fairview and the Relying Advisors are together filing a single Form ADV in reliance on the position expressed in the SEC letter, dated January 18, 2012.

This Form ADV, Part 2 (“Brochure”), as required by the Investment Advisers Act of 1940, is a very important document between Investors or Potential Investors (you) and Fairview

and the Relying Advisors (us, we). This Brochure provides information about the qualifications and business practices of the Advisors.

Registration of an investment adviser does not imply any level of skill or training in the investment advisory business or any other business.

The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

If you have any questions about the contents of this Brochure, please contact us at 860-674-8066 or by email at info@fairviewcapital.com. 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.

Additional information about Fairview Capital and its Relying Advisors is available on the SEC's website at www.adviserinfo.sec.gov (click on the link, select "investment adviser firm" and type in our firm name). Results will provide you with Part 1 of our Form ADV as well as this Brochure.

Item 2 – Material Changes

1. This is our initial filing of Form ADV which is required for investment advisors to register under the Investment Advisers Act of 1940 (the “Advisors Act”). In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IARD) www.adviserinfo.sec.gov.
2. We may, at any time, update this Brochure if there is a material change. If we do, we will either send you a copy of the updated Brochure (either by email or in hard copy form) or provide access to a copy via a secure website.
3. If you would like an additional copy of this Brochure, you may download it from the SEC’s public disclosure website (IARD) www.adviserinfo.sec.gov or contact our Chief Compliance Officer, Doug Boains, at 860-674-8066 or dboains@fairviewcapital.com.

Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes	iii
Item 3 -Table of Contents.....	iv
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation.....	3
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 – Disciplinary Information.....	12
Item 10 – Other Financial Industry Activities and Affiliations	13
Item 11 – Code of Ethics.....	14
Item 12 – Brokerage Practices	16
Item 13 – Review of Accounts	18
Item 14 – Client Referrals and Other Compensation	19
Item 15 – Custody.....	20
Item 16 – Investment Discretion	21
Item 17 – Voting Client Securities.....	22
Item 18 – Financial Information	23

Item 4 – Advisory Business

Fairview is a leading fund-of-funds investment advisor founded in 1994 by JoAnn H. Price and Laurence C. Morse, Ph.D., who have significant expertise and more than a decade of experience investing with the country's foremost private equity and venture capital managers. In addition to Ms. Price and Mr. Morse, Fairview is comprised of four officers, Rebecca Connolly, Matthew Schaefer, Edwin Shirley and Kola Olofinboba, who also have significant experience advising private funds regarding their investment activities.

Fairview provides investment advisory services solely to private funds. Fairview Capital has 10 related investment advisors that also provide advisory services only to private funds: Fairview Ventures Management, LLC, Fairview Ventures Management II, LLC, Fairview Ventures Management III, LLC, Fairview Ceres Partners, LLC, Fairview Capital EM Partners, LLC, Fairview Capital Partners, LP, Fairview Capital Partners II, LP, Fairview Capital Partners III, LLC, Fairview Special Opportunities Management, LLC and NY Legacy VC Management, LLC (the "Relying Advisors").

Fairview also has four (4) other related funds (Fairview Constitution Management, LLC, Fairview Constitution Management II, LLC, Fairview Constitution Management III, LLC and Fairview Constitution Management IV, LLC) which are separately registered with the SEC. Fairview provides administrative and operational services to the Relying Advisors as well as these four other related funds.

Fairview and the Relying Advisors (collectively, the "Advisors") are structured as general partnerships that provide advisory services to limited partnerships that are pooled investment vehicles (the "Funds"). Investors in the Funds include state and municipal pension plans, corporate ERISA plans, endowments and foundations. The Advisors provide investment advice related to the following limited types of investments: corporate finance, venture capital, expansion growth, mezzanine debt and special situations and in next-generation (emerging managers) private equity and venture capital funds. When Fairview considers it appropriate, its officers and employees also serve as directors of the Relying Advisors and of the entities in which the Funds may acquire interests.

The Advisors are all subject to Fairview's supervision and control. They are all governed by Fairview's written policies and procedures and Code of Ethics and they share the same Chief Compliance Officer; and they share office space. The funds are qualified clients as defined in the Advisers Act rule 205-3 and pursue investment objectives and strategies that are substantially similar. Interests in the Funds are sold exclusively to limited partners ("Investors") that are "accredited investors" as defined in the 1933 Act. Each Relying Advisor has committed assets of at least \$54.5 million. As of December 31, 2011, the

Advisors together managed a total of \$1.96 billion of committed assets across the Funds on a discretionary basis.

Item 5 – Fees and Compensation

The specific manner in which management fees are charged to the Funds is established in the Limited Partnership Agreement for each Fund. Each Fund's management fee structure is negotiated between the Advisors and the Investors prior to each Fund's commencement. The management fees are charged on a quarterly basis, payable in advance of each calendar quarter and paid directly out of each Fund's assets or paid directly from the Investor. In the event of an account termination, in accordance with the Funds' Limited Partnership Agreements, the management fee will be refunded on a pro-rata basis.

Because Fairview is an SEC-registered investment advisor, and the Relying Advisors are eligible to be registered with the SEC, and this Brochure is delivered only to "qualified purchasers" as defined in section 2(a)(51)(A) of the Investment Company Act of 1940, the Advisors are not required to provide a fee schedule.

Since the Funds are structured as fund-of-funds, in addition to the Advisors' management fees, the Funds also pay their share of fees and operating expenses charged by the underlying investment funds as well as brokerage commissions, custodian fees, and/or other related costs and expenses incurred by the Funds and the Investors. The Advisors do not receive any portion of the aforementioned fees and charges. Please consult Item 12 for further information about the Funds' use of brokers.

Item 6 – Performance-Based Fees and Side-By-Side Management

Fees are based on a percentage of assets under management or the cost basis of the underlying investments. The Advisors may also charge fees based on a share of capital gains on or capital appreciation of the assets of the Funds (otherwise referred to as performance-based fees).

Item 7 – Types of Clients

The Advisors provide investment advisory services to fourteen (14) Funds, all of which are Delaware limited partnerships. Investors in the Funds are “accredited investors” as defined in the 1933 Act, including state pension plans, corporate ERISA plans, endowments and foundations. Each Fund consists of either a single Investor or multiple Investors.

In general, for the Funds in which there is only one Investor, the minimum investment commitment required of an Investor to participate in the Fund is negotiated by the Investor and the Advisor. For Funds with more than one Investor, the minimum investment commitment required of an Investor to participate in the Funds is \$5 million. However, the Advisor of each multiple investor Fund has discretion to increase or reduce the minimum investment commitment.

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

Methods of Analysis and Investment Strategies

The Funds invest in a diversified portfolio of venture capital, growth equity and private equity limited partnerships after a rigorous due diligence and selection process undertaken by the Advisors. The due diligence process will seek to identify and confirm key attributes of the Underlying GP management team (“Underlying GPs”), including their team cohesiveness, viability and consistency of their investment strategy, their deal flow, prior experience, and ability to deliver successful outcomes. After an investment is made, the Advisors will engage in active portfolio monitoring, including verifying adherence to investment strategy, evaluating portfolio construction, tracking performance and general oversight of the underlying investments (“Portfolio Partnerships”).

Risk of Loss

Investing in the Funds involves the risk of loss that clients should be prepared to bear, including, but not limited to, the following:

- 1) Risks inherent in the Funds’ investment strategy. The success of the Funds’ investments are subject to a variety of risks, including a) the quality of the Underlying GP’s management and their ability to successfully select investment opportunities, b) the quality of the management of the underlying operating companies in which the Funds have invested through their Portfolio Partnership investments, c) general economic conditions and d) the ability of the Investors in the Funds to liquidate their investments.
- 2) Multiple Levels of Expense. The Funds and the Portfolio Partnerships impose performance based allocations or fees, management charges and other expenses. All of such fees and expenses are expected to reduce the actual returns to the Investors and generally will be paid regardless of whether the Funds or the Partnerships produce positive investment returns.
- 3) No Assurance of Access to Portfolio Partnerships. The Funds’ performance will be dependent on our ability to provide access to high-quality investment opportunities. Many of the partnerships in which the Fund will seek to invest are likely to be over-subscribed, with investor demand exceeding the commitments offered. There can be no guarantee that the Funds will be able to access such

partnerships or that the investment amounts offered will be as large as the Funds would desire. In addition, economic conditions may delay or cause the cancellation of offerings in which the Funds intends to participate.

- 4) **Allocation of Investments among the Funds.** Several Funds will have similar investment strategies and will be investing at the same time. The Advisors will allocate investment opportunities among the Funds in accordance with its Investment Allocation policy. In addition, the Advisors have not limited the number of Funds it manages or the amount of assets under management. As available investment amounts in many Portfolio Partnerships are likely to be limited, each Fund's investment in such partnerships and portfolio companies may be significantly impacted by such allocations.
- 5) **No Assurance of Profit or Distributions.** Our task of identifying investment opportunities in Portfolio Partnerships, managing such investments and realizing a significant return for our Investors is difficult. There is no assurance that the Funds' investment objectives will be attained, that the Funds' investments will be profitable or that any distribution will be made to the Investors. Any return on investment to the Funds will depend upon our making successful investments. The marketability and value of any such investments will depend upon many factors beyond the control of the Funds. The expenses of a Fund may exceed its income. The Funds' investors could lose the entire amount of their contributed capital.
- 6) **Economic, Market and Political Risk.** Portfolio Partnerships in which the Funds invest and their underlying portfolio companies will be sensitive to general downward swings in the overall economy or in the industry specific to such Portfolio Partnership and portfolio company. Factors affecting economic conditions, including, for example, access to credit, inflation rates, industry conditions, the performance of public securities markets, competition, technological developments, regulatory developments, domestic and worldwide political, military and diplomatic events and trends, tax laws and innumerable other factors, none of which will be within the control of the Funds, can substantially and adversely affect the business and prospects of the Funds.
- 7) **Lack of Liquidity of the Interests.** Prospective investors should be aware of the long-term nature of this investment. There is not now and will not likely ever be a public market for the Interests. The Interests (or any portion thereof) may not be assigned, transferred, encumbered, pledged, hypothecated or otherwise disposed

of without our prior written consent. Moreover, Investors may not generally withdraw from the Funds. Accordingly, an Investor may not be able to liquidate its investment.

- 8) **Illiquidity of Fund Investments.** A limited market exists for the sale of a Fund's investments and the transferability of such investments is generally restricted. There are no assurances that a Fund will be able to liquidate a particular Portfolio Partnership interest or shares in a Direct Co-Investment at the time and upon the terms it desires. In addition, the reported value of any individual Fund investment or a Fund's portfolio as a whole may not represent the current or long-term value of such investment.
- 9) **Reliance on Unaffiliated Managers.** The Portfolio Partnerships in which the Funds invest are managed by professional investment managers unrelated to the Funds. The returns achieved by the Funds thus will depend in large part on the efforts and performance results obtained by these managers. The Advisors will attempt to evaluate each Portfolio Partnership based on an analysis of its investment portfolio including the performance history of the portfolio partnership or other funds managed by its investment managers and the investment strategies of the Portfolio Partnership. Past performance may not, however, be a reliable indicator of future results, and investment managers, investment management personnel and investment strategies of any Portfolio Partnership in which the Funds invest may change.
- 10) **Additional Risk Related to Performance Allocations.** The Underlying GP will receive allocations and distributions of its Portfolio Partnership Share based on the investment performance of the Portfolio Partnership. In addition, managers of the Portfolio Partnerships also may receive incentive fees or performance allocations. Such arrangements may create an incentive for the Underlying GP or the managers of the Portfolio Partnerships to make investments that are riskier or more speculative than would be the case absent such arrangements.
- 11) **Dependence on Principals.** The performance of the Funds is dependent upon retention of Fairview's principals. In the event that a principal leaves, there can be no assurance that he/she will be replaced with an individual of equivalent caliber, experience and venture firm relationships. The loss of a principal could have a significant adverse impact on the performance of the Funds.

-
- 12) **Limited Partner Defaults.** Investors generally will not contribute the full amount of their Commitments to a Fund at the time of their admission to the Fund. Instead, they will be required to make incremental contributions pursuant to periodic capital calls. Investors that fail to satisfy capital calls in a timely manner generally will be subject to significant penalties as described in the Partnership Agreement. Nevertheless, Investors may default on capital calls for a variety of reasons including their own insolvency, bankruptcy or subjective determination that default is more attractive than compliance. In addition, under certain circumstances, some Investors may be excused from making capital contributions under the terms of the Limited Partnership Agreement or applicable law. Any failure by Investors to make timely capital contributions in respect of their Commitments may impair the ability of the Funds to pursue its investment program or cause other damage.
- 13) **Penalty for Failure to Make Capital Contributions.** Upon failure to make any installment payment of its Commitment, an Investor will be subject to penalties that may include a reduction in, and possible forfeiture of, such defaulting Investor's interest in the Fund, as well as deferral of distributions on such defaulting Investor's remaining interest, if any, in the Fund.
- 14) **Indemnification Obligations.** One or more of the Portfolio Partnerships may impose an obligation to return all or a portion of distributions received from such partnership to satisfy certain obligations, including obligations to indemnify the investment managers and other agents. In such a scenario, a Fund may require Investors to return all or a portion of distributions received from the Fund to satisfy the Fund's return obligation to such Portfolio Partnership. Similarly, the Funds will indemnify the Advisors, as applicable, for certain claims, losses, damages and expenses arising out of their activities on behalf of the Funds. Investors also may be required to return distributions received from a Fund in order to satisfy this type of obligation.
- 15) **Recourse to the Funds' Assets.** The Funds' assets, including any investments made by the Funds and any funds held by the Funds, are available to satisfy all liabilities and other obligations of the Funds. If a Fund becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Fund's assets generally and will not be limited to any particular assets. In addition, the Funds' assets may be used to indemnify Fairview and the Advisors against claims made

against us. Accordingly, Investors could find their interest in a Fund adversely affected by a Fund liability or obligation.

- 16) **Diverse Limited Partner/Investor Groups.** The Funds' Investors may have conflicting investment, tax and other interests with respect to their investments in the Funds. The conflicting interests of individual Investors may relate to, or arise from, among other things, the nature of investments made by the Fund, the structuring or acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by us, including with respect to the nature or structuring of investments that may be more beneficial for some investors than for others, particularly with respect to investors' individual tax situations. In selecting and structuring appropriate investments, we will consider the investment and tax objectives of the Fund and the Investors as a whole, not the investment, tax or other objectives of any Investor individually.
- 17) **Funds not Registered.** The Funds are not and will not be registered under the U.S. Investment Company Act of 1940, as amended (the "1940 Act"). Accordingly, the protections afforded by the 1940 Act (which, among other things, requires investment companies to have a majority of disinterested directors, and regulates the relationship between the advisor and the investment company, including the type of compensation paid to the advisor) will not be applicable. However, interests in the Funds will be issued solely to "qualified purchasers," as such term is defined under the 1940 Act.
- 18) **Distributions in Kind.** The Funds intend to make distributions in cash. However, it is possible that under certain circumstances (including the liquidation of a Fund), distributions may be made in kind and could consist of securities for which there is no readily available public market or securities of companies unable to meet required interest or redemption payments.
- 19) **Confidential Information.** The Partnership Agreements contain confidentiality provisions intended to protect proprietary and other information relating to the Funds and the Funds' investments. To the extent that such information is publicly disclosed, competitors of the Funds, Portfolio Partnerships and/or competitors of the underlying operating companies (including Direct Co-Investments), and others, may benefit from such information, thereby adversely affecting the Funds, Fairview and the Advisors, the Portfolio Partnerships, the underlying operating companies and the economic interests of the Investors.

20) Other Changes. Changes in legal, fiscal and regulatory regimes may occur during the life of the Funds, which may have an adverse effect on the Funds. The Funds may not be permitted to, or be able to, make adjustments in its structure or investment program in order to adapt to such changes. Changes in economic conditions may occur during the life of the Funds that may have an adverse effect on its Portfolio Partnerships, such as rising interest rates, downturns in the economy or deteriorations in the condition of an industry sector in which an underlying Portfolio Partnership or portfolio company operates. If the Advisors determine not to hedge against the occurrence of any such changes in economic environment, the Funds may be more exposed to adverse consequences than other pooled investment vehicles or investment opportunities. Due to the illiquidity of the Funds' interests in Portfolio Partnerships, the Funds will have limited ability to adapt to any such changes in economic environment or mitigate any corresponding losses.

Item 9 – Disciplinary Information

We are obligated to disclose all material facts regarding any legal or disciplinary events that would be material to you when evaluating our advisory business or the integrity of our management for the purpose of initiating an Investor relationship, or continuing an Investor relationship with us.

We do not have any legal or other disciplinary event to report to you. This statement applies to Fairview and all of its employees and the Advisors.

Item 10 – Other Financial Industry Activities and Affiliations

The Advisors are solely engaged in providing investment advice to Investors and we do not sell products or services other than investment advice to Investors. We also do not have any arrangements to receive additional compensation from non-clients nor do we directly or indirectly compensate any person for investor referrals.

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

Code of Ethics

As required by regulation (and because it's good business), Fairview has adopted a Code of Ethics ("the Code") that governs the potential conflicts of interest we have when providing advisory services to the Funds. The Code is designed to ensure we meet our fiduciary obligation to you, our Investors (or Prospective Investors), and to drive home a culture of compliance within our firm. Each Fairview employee and the Advisors are required to comply with the Code.

The Code describes Fairview's high standards of business conduct and its fiduciary obligation to the Investors. It includes provisions relating to the prohibition on insider trading, personal securities trading procedures, trading restrictions, reporting requirements of holdings and transactions, record keeping, restrictions and reporting on gifts and business entertainment, among other items. The Code emphasizes Fairview's philosophy of honesty, integrity and professionalism, setting forth standards of conduct expected of the firm's personnel, promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and promoting compliance with applicable government laws, rules and regulations.

Access persons are required to report their trading activities. Under the Code certain securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of our clients. In addition, Code includes an Insider Trading Policy applicable to all employees, which prohibits the use of material inside information in connection with personal transactions. The Code and its trading policies are overseen by the Chief Compliance Officer, who is responsible for the review of such transactions to reasonably prevent insider trading and conflicts of interest between Fairview, its employees and the Relying Advisors and the Funds and Investors. Fairview's Chief Compliance Officer is also the Chief Compliance Officer for each of the Relying Advisors.

All Fairview employees must comply with and acknowledge compliance with the terms of the Code annually, and as amended. Investors or prospective Investors may request a free copy of the firm's Code of Ethics by contacting Douglas Boains, Chief Compliance Officer, at 860-674-8066 or dboains@fairviewcapital.com.

Participation or Interest in Client Transactions

The Advisors anticipate that, in appropriate circumstances, consistent with Investors' investment objectives, we will cause accounts over which we have management authority to effect, and will recommend to the Funds and Investors the purchase or sale of securities in which Fairview or the Relying Advisors, directly or indirectly, have a position of interest.

Principal and Agency Cross Transactions

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys a security from, or sells a security to, a client. In an agency cross transaction, an adviser or affiliate acts as broker for both sides of the transaction in which a client of the adviser is on one side and another person is on the other side. It is Fairview's policy that no Advisor may engage in any principal or agency cross securities transactions for the Funds. We will also not cross trade between the Funds. Such transactions may also be restricted or prohibited by the Limited Partnership Agreements of the Funds.

Item 12 – Brokerage Practices

Because of the nature of our investing, the Advisors rarely use brokers. However, when use of a broker is necessary, Fairview’s policy is to always seek best execution for the Funds’ securities transactions. Brokers are selected according to various characteristics that support our clients’ interest in receiving the most favorable execution. Many criteria are considered, including, but not limited to, the following:

- The integrity, ethics and trustworthiness of the broker regarding any relations and agreements with us, Fairview and our Investors
- The speed and quality of trading execution to minimize market price impact and maximize value for our Investors
- The broker’s capability to provide services at the lowest possible cost
- Sufficient, competent broker personnel and support staff
- The efficient clearance and settlement of trades
- Commitment to technology and a quality trading system
- The broker’s overall ability to provide best execution for our Investors
- Timely acknowledgement and correction of trade errors

Research or Other Soft Dollar Benefits

Fairview’s policy is not to accept research or other products or services (“soft dollar benefits”) other than execution services from brokers in connection with client securities transactions.

Brokerage for Client Referrals

Our employees and affiliates are prohibited from selecting brokers to execute transactions for the Funds for reasons unrelated to the best interests of the Fund. Accordingly, our policy is to not accept client referrals from a broker or third party upon selecting them as a broker.

Directed Brokerage

The Advisors have full discretion over broker selection. The Advisors are prohibited from selecting brokers to execute transactions for the Funds for reasons unrelated to the best interests of the Fund. The Funds and Investors are not permitted to direct securities transactions to a specific broker. This policy allows us to achieve most favorable execution of the Funds' transactions.

Item 13 – Review of Accounts

The Advisors each manage one Fund. The Funds' accounts are reviewed on a quarterly basis by the fund accountant and reports are sent to Investors on a quarterly basis. Fairview's Chief Financial Officer who oversees the financial department also reviews the Funds' accounts. Lastly, one or more members of the Fairview's investment committee will review the Funds' accounts on an ongoing basis to ensure the investment guidelines and objectives of the Funds are being met. The Funds' accounts are audited by an independent accounting firm on an annual basis and annual GAAP compliant audited financial statements are sent to each Fund's Investors within 180 days after the close of the fiscal year.

Item 14 – Client Referrals and Other Compensation

The Advisors do not have any arrangements for client referrals and therefore we have not provided compensation to any person regarding client referrals.

Item 15 – Custody

The Funds' assets and securities are held with a qualified custodian. Fairview delivers quarterly financial statements on behalf of the Funds to all Investors. In addition to the quarterly statements, annual GAAP compliant audited financial statements are also issued to Investors. Audited statements are prepared by an independent public accountant registered with and subject to regular inspection by the PCAOB. Audited financial statements are distributed to Investors within 180 days of the end of the Funds' fiscal year.

Item 16 – Investment Discretion

The Advisors have unlimited authority to determine, without obtaining specific consent from the Funds or the Investors, the securities to be bought and sold, and the amount of securities to be bought and sold. Such investment discretion is provided for in each Fund's Limited Partnership Agreement. In all cases, investment discretion is executed in accordance with the investment guidelines set forth in each Fund's Limited Partnership Agreement.

Item 17 – Voting Client Securities

In accordance with Fairview’s proxy voting policy, when exercising voting authority over the Funds’ securities, the Advisors vote all proxies in a prudent manner considering the prevailing circumstances at the time, the performance, activities and events related to each investment. Each Advisor reviews each proposal on a case-by-case basis and votes with a view toward maximizing overall value and in a manner consistent with its fiduciary duties to act in the best interest of its Investors. In some instances, the Advisor may determine that it is in the Fund’s best interest to abstain from voting, and will do so accordingly.

Prior to exercising voting authority, the Advisors review the relevant facts and determine whether or not a conflict of interest exists. If a conflict of interest does exist, the Advisors take appropriate steps to ensure that their voting decisions are in the best interests of the Funds’ Investors.

Investors may obtain a copy of Fairview’s complete proxy voting policies and procedures upon request by contacting Douglas Boains, Chief Compliance Officer, at 860-674-8066 or dboains@fairviewcapital.com.

Investors may also obtain information regarding how an Advisor voted on any proxies on behalf of its Fund.

Item 18 – Financial Information

The Advisors do not require or solicit prepayment of more than \$1,200 in fees from its Investors six months or more in advance, therefore no financial information is being provided.

None of the Advisors have any financial commitments or conditions that are reasonably likely to impair their ability to meet contractual and fiduciary commitments to their Investors, nor have they been the subject of a bankruptcy proceeding.