

# BRAM US LLC

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## Form ADV Part 2A

February 28, 2013

This Form ADV Part 2A (the “Brochure”) provides information about the qualifications and business practices of BRAM US LLC (“BRAM US”). If you have any questions about the contents of this Brochure, please contact us at +55 (11) 2178 6713 or +55 (11) 2178 6659. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about BRAM US is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

In this Brochure, BRAM US refers to itself as a registered investment adviser. This means that BRAM US is registered as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). Advisers Act registration does not and should not be read to imply a certain level of skill or training.

The headings in this Brochure correspond to the Item headings of Form ADV Part 2A.

**Item 2. – Material Changes**

None. This is the first time that BRAM US has been required to provide and file a Form ADV Part 2A.

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#### **Item 4. – Advisory Business**

BRAM US is a Delaware limited liability company that was formed in September 2011. Its principal place of business is 1450, Av Paulista / 6<sup>th</sup> Floor, Sao Paulo-SP, Brazil. BRAM US is a direct wholly-owned subsidiary of Bradesco North America LLC (“Bradesco North America”) and an indirect, wholly-owned subsidiary of Banco Bradesco S.A. (“Banco Bradesco”), which has had New York Stock Exchange (“NYSE”)-listed American Depositary Receipts (“ADRs”) since 2001, is ranked in the top 20 largest banks globally by market capitalization as of December 31, 2012, and is Brazil’s third largest bank. Except for BRAM US’s Chief Compliance Officer (“CCO”), who is based in New York, USA, all of the persons associated with BRAM US are officers and employees of BRAM-Bradesco Asset Management S.A. DTVM (“BRAM Brazil”), Banco Bradesco’s asset management subsidiary. BRAM Brazil was created in 2001 to consolidate the group’s asset management activities. The group has around 40 years of investment expertise in the Brazilian market and is responsible for managing over US\$140 billion, as of December 31, 2012, in long-only fixed income and equity strategies.

To the extent that personnel of BRAM Brazil or any of its affiliates are involved in providing advice to clients of BRAM US, such persons will be persons associated with BRAM US. BRAM Brazil or any such affiliate will keep all records required by the Advisers Act with respect to such clients or advice for the period of time required by the Advisers Act and the rules thereunder. To the extent such records are not kept in English, such records will be translated into English on reasonable advance request of the SEC or its staff. In addition, BRAM US or such affiliate will promptly upon request of the SEC or its staff provide the SEC or its staff with any and all of such books and records. Pursuant to a Participating Affiliate Agreement between BRAM US and BRAM Brazil, BRAM Brazil has appointed a U.S. agent for service of process and has submitted to the jurisdiction of the U.S. courts for actions arising under the U.S. securities laws in connection with investment advisory activities of its personnel for clients of BRAM US.

Currently, BRAM US’s only client is a Delaware limited partnership (the “Fund”). BRAM US acts as general partner of the Fund and, as such, provides investment advice to the Fund. BRAM US tailors its investment advice to the investment objectives of the Fund. See Item 8 below for more information regarding the Fund’s investment objective and investment strategy (the “Infrastructure Strategy”). This Brochure is not an offer to sell or a solicitation of an offer to buy interests in the Fund.

BRAM US may offer other types of advisory services to other clients in the future. Generally, BRAM US’s clients may impose restrictions or limitations on investments.

BRAM US currently has full discretionary authority over the investment activities of its clients. As of January 31, 2013, BRAM US had approximately US\$1 million in discretionary assets under management. Currently, BRAM US does not advise any non-discretionary accounts or funds for which it does not have discretionary authority, but it may do so in the future.

## Item 5. – Fees and Compensation

BRAM US currently offers its discretionary advisory services with respect to the Infrastructure Strategy at a rate of 1.5% per annum (the “Management Fee”) of the balance, as of each valuation date, of each investor’s capital account at the fund applying such strategy. The Management Fee is payable monthly in arrears and deducted from the fund client’s assets. The Management Fee is prorated for any period that is less than a full month. BRAM US may, in its discretion, elect to reduce, waive or calculate differently the Management Fee payable with respect to any client or any investor in a fund client applying the Infrastructure Strategy (including investors employed by BRAM US or any of its affiliates), for any month or other period(s) that BRAM US determines is appropriate. BRAM US currently does not charge its clients or investors in fund clients a performance-based fee. BRAM US may, however, agree to offer advisory services for the Infrastructure Strategy or other strategies to other clients for different fees and on different terms.

The third-party administrator of the fund clients calculates the Management Fee on a daily basis, and each fund client’s custodian wires the Management Fee to BRAM US monthly.

Fund clients bears their own start-up, offering and organizational expenses, such as the cost of preparing offering documents, the costs of negotiating initial agreements with service providers and other related legal, accounting and administrative expenses. BRAM US may offer funds or other accounts on different terms.

BRAM US is authorized to incur and pay, in the name and on behalf of the fund clients, all expenses of the fund clients that BRAM US deems necessary or advisable. To the extent that expenses of the fund clients are paid by BRAM US or its affiliates (or their successors, assigns and designees), the fund clients reimburse such party for such expenses. Such expenses borne by the fund clients include legal (including blue sky compliance), accounting, tax preparation, auditing and other professional fees and expenses, insurance premiums, administrative and regulatory expenses (including fees and disbursements related to litigation and to investigations and proceedings of any kind, including by governmental bodies or self-regulatory organizations), communication and investor reporting expenses, printing and mailing expenses, any expenses for services or materials the investors require the fund clients or BRAM US to obtain, and investment expenses such as commissions, interest on borrowings, margin accounts and other indebtedness, custodial, prime brokerage and futures commission merchant fees and expenses, bank service fees, valuation agent and appraisal fees and expenses, and other reasonable expenses related to the purchase, retention, sale or transmittal of client assets as are determined by BRAM US, in its discretion. Each fund client will also bear the fees paid to its administrator, custodian and other service providers.

In addition to third-party broker-dealers, BRAM US may use Bradesco Securities Inc. (“Bradesco Securities”), Bradesco S.A. CTVM (“Bradesco Corretora”) and Ágora S.A. CTVM (“Ágora”) to execute trades for its respective clients. Bradesco Securities is an SEC-registered broker-dealer, and Bradesco Corretora and Ágora are registered broker-dealers (Corretora de Títulos e Valores Mobiliários) with the “Comissão de Valores Mobiliários – (“CVM”)”, the Securities and Exchange Commission of Brazil. See Item 12 for a discussion of BRAM US’s brokerage practices.

## **Item 6. – Performance-Based Fees and Side-by-Side Management**

BRAM US currently does not charge its clients or investors in fund clients a performance-based fee. However, BRAM Brazil does charge performance-based fees to some of its clients. Because BRAM Brazil receives performance-based fees from some of its clients, there may be an incentive to favor clients of BRAM Brazil over clients of BRAM US.

BRAM US and BRAM Brazil have adopted controls that are intended to ensure that no clients are favored or disadvantaged on the basis of fees. BRAM US and its associated persons at BRAM Brazil may find it in their respective clients' interest to trade in the same securities and may, but are not required to, coordinate trades in a manner intended to serve the best interest of the clients of both BRAM US and BRAM Brazil.

BRAM US's and BRAM Brazil's general allocation policy is to allocate investment opportunities fairly and equitably over time and generally to allocate all trades on a *pro rata* basis. In the case of limited investment opportunities, BRAM US and BRAM Brazil will generally allocate the securities they do buy or sell *pro rata* among all of their client accounts for which the trade is appropriate, using daily average prices for the securities purchased and based, for each client, generally on the net asset value of the client, the current position size for the securities purchased and the target position size for the securities purchased, unless the client accounts have differing investment strategies that require a different allocation or BRAM US and BRAM Brazil believe in good faith a different allocation is appropriate.

## **Item 7. – Types of Clients**

BRAM US currently provides investment management services only to the Fund, which is a private investment vehicle that is not registered as an investment company under the Investment Company Act of 1940, as amended ("1940 Act"), and employs the Infrastructure Strategy. The Infrastructure Strategy is described in greater detail in Item 4 and Item 8.

Fund clients applying the Infrastructure Strategy may enter into separate agreements with certain investors, such as those affiliated with BRAM US or those deemed to involve a significant or strategic relationship, to waive certain terms, or allow such investors to invest on different terms than those specifically described in the relevant fund client's offering documents, including, without limitation, with respect to fees or depth of information provided to such investors concerning the client. Under certain circumstances, these agreements could create preferences or priorities for such investors with respect to other investors in the relevant fund client.

The minimum initial investment by an investor in a fund client, subject to waiver, is currently US\$300,000, which may change from time to time.

BRAM US may also offer investment advisory services to other investment funds (including investment companies registered under the 1940 Act) or separate account clients. The minimum account size for a separate account is generally US\$50 million, subject to waiver.

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

The Infrastructure Strategy's investment objective is to generate capital appreciation. BRAM US pursues this objective by investing in securities directly or indirectly related to the Brazilian infrastructure sector, which, for this purpose, means those companies that are expected to provide conditions for the development of other economic sectors such as, but without limitation, logistics, public concessions, water supply and sewage, primary goods, energy, communications, transportation and basic industries.

The Infrastructure Strategy aims to deliver a well-balanced thematic portfolio comprised of growth and value plays on Brazilian infrastructure-related securities. The Infrastructure Strategy follows a bottom-up (stock picking) fundamental investment approach, using proprietary research and valuations. The bottom-up approach is complemented by top-down views on how the companies may perform in specific macroeconomic conditions.

Under the Infrastructure Strategy, clients will generally invest a minimum of 70% of their respective accounts' net asset value (measured on an ongoing basis) in equity securities directly or indirectly related to the Brazilian infrastructure sector issued by Brazilian companies. The equity securities in which the client invests within that 70% portion may be (1) listed on the São Paulo Stock Exchange – BM&F Bovespa, (2) ADRs listed on the New York Stock Exchange (or other U.S. exchange) or (3) International Depositary Receipts listed on other stock exchanges.

On an ancillary basis, a client may also invest a maximum of 30% of its account's net asset value (measured on an ongoing basis) in (1) cash management instruments issued by well-established Brazilian institutions denominated in U.S. dollars or in any other currency, (2) units or shares of mutual funds and exchange-traded funds and (3) fixed-income bonds.

Fund clients applying the Infrastructure Strategy will receive subscriptions in U.S. dollars and pay redemption proceeds in U.S. dollars, but the clients will generally invest in securities denominated in Brazilian reais, and BRAM US does not generally intend to hedge the clients' currency exposure. However, BRAM US may, at its discretion, hedge the clients' currency exposure from time to time. Each client may purchase and sell U.S. dollars and Brazilian reais in the spot market as necessary to implement such client's investment strategy and pay redemption proceeds and expenses.

### **Risks Related to the Strategies and Practices**

*Investing in securities involves the risk of partial or total loss.* All clients of BRAM US should be prepared to bear such loss.

Certain other specific risks relating to the investments of clients applying the Infrastructure Strategy are disclosed below.

*General Risks of the Business of Infrastructure-Related Companies.* Under the Infrastructure Strategy, clients make investments in listed securities of companies that own and operate infrastructure assets and other assets with similar characteristics. The business of these infrastructure companies involves a number of risks incidental to the ownership and operation of infrastructure assets, including risks associated with the general economic climate, geographic or

market concentration, the ability of the companies to manage the investment, government regulations, environmental risks, the long lead time between inception of a project and its completion and fluctuations in interest rates. Since investments in infrastructure and similar assets, like many other types of long-term investments, have historically experienced significant fluctuations and cycles in values, specific market conditions may result in occasional or permanent reductions in the value of an infrastructure asset that could affect the price of the listed securities of the infrastructure company, and thus the net asset value of the relevant client account.

*Portfolio Concentration.* Under the Infrastructure Strategy, BRAM US expects to invest the clients' assets in a finite number of securities. At various points in time, these investments may be concentrated, either on a quantitative basis or on a qualitative basis (such as a concentration in a particular infrastructure-related industry or a particular market capitalization). The limited number of investments and the extent to which the clients' portfolio investments are concentrated may cause the performance of the client accounts to be more volatile than the performance of a more diversified investment strategy. Thus, an investor's investment in a fund client applying the Infrastructure Strategy may be more prone to rapid increases and decreases in value.

*Short-Term Trading Risks.* A substantial portion of the Infrastructure Strategy's investment objective is based on the ability of BRAM US to take advantage of short-term market trends and the market's volatility. Because market trends in general and changes in market trends during a trading day are difficult to predict, performance may fluctuate substantially from period to period, and it is possible that the substantial and continuing losses may be sustained. In addition, the nature of the investment objective requires BRAM US to make short-term transactions, with the possibility of making several transactions in a single security on a given trading day. As a result, the trading commissions payable by the clients should be expected to be substantially in excess of those normally paid by a fund of comparable size.

*Non-U.S. Exchanges and Markets.* Clients applying the Infrastructure Strategy will engage in trading on non-U.S. exchanges and markets. Trading on such exchanges and markets may involve certain risks not applicable to trading on U.S. exchanges and is frequently less regulated. For example, certain of those exchanges may not provide the same level of assurances of the integrity (financial and otherwise) of the marketplace and its participants, relative to U.S. exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on those exchanges. Some non-U.S. exchanges, in contrast to U.S. exchanges, are "principals' markets", in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non-U.S. exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention. Investment in non-U.S. markets is also subject to the risk of fluctuations in the exchange rate between the local currency and the U.S. dollar and to the possibility of exchange controls. Foreign brokerage commissions and other fees are also generally higher than in the United States.



*Non-U.S. Investments.* Investments in non-U.S. issuers or securities principally traded outside the United States may involve certain special risks due to economic, political and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments and possible difficulty in obtaining and enforcing judgments against non-U.S. entities. Furthermore, issuers of non-U.S. securities are subject to different, often less comprehensive, accounting reporting and disclosure requirements than domestic issuers. Securities of non-U.S. issuers may offer no or limited voting rights relative to similar securities of U.S. issuers. The securities of some non-U.S. governments and companies and non-U.S. securities markets are less liquid and at times more volatile than comparable U.S. securities and securities markets.

*Brazilian and Emerging Markets.* Investing in emerging market economies may be significantly different from investing in the United States or other developed economies in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Emerging economies may be heavily dependent on international trade and, accordingly, trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade may negatively affect markets. Economic conditions may also adversely affect the markets since emerging economies are subject to high levels of debt or may be subject to higher inflation rates. Risks of nationalization, expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the repatriation of funds or other foreign assets, political changes, government regulation, social instability or diplomatic developments are higher too, which could adversely affect the emerging economies or the value of the clients' investments. Where assets are invested in narrowly-defined markets or sectors of the economy, risk is increased by the inability to diversify investments and by potentially adverse developments within those markets or sectors.

### **Risks Relating to Securities**

*Equity Securities.* Under the Infrastructure Strategy, a substantial portion of the clients' assets will be invested in equity securities, particularly in common stock. Investment in equity securities offers the potential for substantial capital appreciation. However, such investment also involves certain risks, including issuer, industry, market and general economic related risks, and equity securities are more volatile and more risky than some other forms of investment. The clients applying the Infrastructure Strategy may attempt to reduce these risks; however, adverse developments or perceived adverse developments in one or more of these areas could cause a substantial decline in the value of equity securities owned by such clients.

*Brazilian Equity Investments.* Under the Infrastructure Strategy, the clients invest in Brazilian equity securities and this may involve certain risk factors that are not typically associated with investing in the United States or other more established markets, such as (1) currency exchange rate fluctuations and the exchange of foreign currency; (2) relative illiquidity and extreme volatility of the Brazilian securities markets and less governmental supervision and regulation; and (3) certain economic and political risks, including Brazil's historically high inflation rate, large external debt, political and economic instability and

uncertainty, potential exchange control regulations, potential restrictions on foreign investment and repatriation of capital and risks relating to recent developments in Latin America. In addition to the foregoing, investors should note that the Brazilian government has exercised and continues to exercise a significant influence over many aspects of the private sector in Brazil. BRAM US cannot provide assurance that future developments in the Brazilian economy will not impair its clients' operations or ability to achieve their investment objective.

*Brazilian Cash Management Investments.* Clients applying the Infrastructure Strategy, and the investors in such clients, must be fully aware that investment in Brazilian cash management instruments, such as bonds and debt securities (including Brazilian sovereign debt obligations), may involve credit risks. The financial condition of an issuer of a bond or debt security may cause it to default or become unable to pay interest or principal when due. Clients cannot collect interest and principal payments on a security or instrument if the issuer defaults. While BRAM US, when applying the Infrastructure Strategy, attempts to limit credit exposure in a manner consistent with the strategy's investment objective, the value of an investment may change quickly and without warning in response to issuer defaults and changes in the credit ratings of the clients' portfolio securities.

*High Growth Industry Related Risks.* Under the Infrastructure Strategy, clients may hold securities of high growth companies. These securities may be very volatile. In addition, the companies may face undeveloped or limited markets, have limited product lines and no proven profit-making history, operate at a loss or with substantial variations in operating results from period to period, and limited access to capital and/or be in the developmental stages of their business. In addition, some industries may be otherwise adversely affected by the extremely competitive markets in which they operate.

*Small and Medium Capitalization Companies.* Under the Infrastructure Strategy, clients may invest in the stocks of companies with small and medium-sized market capitalizations. Although BRAM US believes these investments often provide significant potential for appreciation, those stocks involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

*Currency Risk.* Under the Infrastructure Strategy, the value of the clients' assets may be affected favorably or unfavorably by the changes in currency rates and exchange control regulations. Some currency exchange costs may be incurred when the clients convert U.S. dollar subscription proceeds into Brazilian reais to make investments, and again when the clients sell Brazilian reais and purchase U.S. dollars to pay redemption proceeds and expenses. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by the forces of supply and demand in the respective markets and the relative merits of investments in different countries, actual or perceived changes in interest rates, and other complex factors, as seen from an international perspective. Currency exchange rates can also be affected unpredictably by intervention by governments or central banks (or the failure to intervene) or by currency controls or political developments. As noted above, BRAM US may or may not, in its discretion, determine to hedge the clients' currency exposure under the Infrastructure Strategy.

*Conflicts of Interest.* BRAM US will devote the time reasonably required to manage its clients' application of the Infrastructure Strategy. BRAM US and its affiliates, including BRAM Brazil, and BRAM US's members, managers, officers or employees (collectively, "related persons") are engaged in other businesses and activities, including exercising investment advisory and management responsibility and, in the case of BRAM US's affiliates, buying, selling or otherwise dealing with securities and other investments for their own accounts, for the accounts of family members, and for the accounts of other clients, including with respect to some of the types of securities and positions that BRAM US will purchase or sell on behalf of clients applying the Infrastructure Strategy. Each of these persons may give advice and take action in the performance of their duties to their other clients that could differ from the timing and nature of action taken with respect to the clients applying the Infrastructure Strategy. BRAM US will have no obligation to purchase or sell for the clients any investment that BRAM US or its affiliates purchase or sell, or recommend for purchase or sale, for its or their own accounts, for the account of any other fund or for the account of any other client. Clients applying the Infrastructure Strategy will have no rights of first refusal, co-investment or other rights in respect of the investments made by related persons for other clients or accounts, or in any fees, profits or other income earned or otherwise derived from them.

If a determination is made that the clients of BRAM US and another client of BRAM US or of BRAM Brazil should purchase or sell the same investments at the same time, BRAM US and BRAM Brazil (as the case may be) will allocate these purchases and sales as they consider equitable to each. No investor in a fund client will, by reason of being a fund investor, have any right to participate in any manner in any profits or income earned or derived by or accruing to BRAM US or its related persons from the conduct of any business (other than the respective fund client's business) or from any transaction in investments effected by BRAM US or any of its related persons for any account other than that of such fund client.

For a more complete discussion of the analysis and investment strategies used in formulating investment advice or managing assets and the investment risks for the fund clients applying the Infrastructure Strategy, investors should review the fund clients' offering documents.

#### **Item 9. – Disciplinary Information**

There are no legal or disciplinary events material to a client's or prospective client's evaluation of BRAM US's business.

From time to time, BRAM US's parent, Banco Bradesco, becomes subject to litigation or other proceedings. For information on such litigations or proceedings, please see the most current filing of Form 20-F by Banco Bradesco available at [www.sec.gov](http://www.sec.gov) (CIK#: 0001160330). We would be pleased to provide access to such filings upon request of a client or prospective client.

#### **Item 10. – Other Financial Industry Activities and Affiliations**

Bradesco Securities is registered with the SEC as a broker-dealer. In Brazil, each of Bradesco Corretora and Ágora is registered with CVM as a broker-dealer (Corretora de Títulos e Valores Mobiliários). Except for BRAM US's CCO, who is also the chief compliance officer of

Bradesco Securities, none of the management persons of BRAM US are affiliated with Bradesco Securities, Bradesco Corretora or Ágora. See Item 12 for a discussion of BRAM US's use of affiliated broker-dealers and its brokerage practices in general.

None of BRAM US or its affiliates are registered, or have applied to be registered, as a futures commission merchant, commodity pool operator, commodity trading advisor or associated person of any of the foregoing. BRAM US, currently operates the Fund in reliance of the commodity pool operator registration exemption in U.S. Commodity Futures Trading Commission ("CFTC") Rule 4.13(a)(3), and Bradesco S.A. Corretora de Títulos e Valores Mobiliários is an approved exempt foreign firm with the National Futures Association under CFTC Rule 30.10.

BRAM US and BRAM Brazil share common premises in Brazil and, except for BRAM US's CCO, all of the persons associated with BRAM US are officers or employees of BRAM Brazil. BRAM Brazil is registered as an investment adviser and distributor with CVM.

Certain of BRAM US's banking affiliates (Bradesco Administradora de Consórcios Ltda. and Bradesco Capitalização S.A.) and insurance company affiliates (Atlântica Companhia de Seguros, Bradesco Auto/RE Companhia de Seguros, Bradesco Saúde S.A., Bradesco Seguros S.A. and Bradesco Vida e Previdência S.A.) and a number of other affiliated companies and investment vehicles are investors in fund clients of BRAM Brazil. Such investments are generally made on terms similar to other investors in such fund clients. But the terms of the investment may differ in case of fund clients dedicated exclusively to affiliated investors as well as to any other investor where different terms may be negotiated. Trades in the same securities by clients with third-party investors and clients with affiliated investors will generally be allocated in accordance with BRAM US's trade allocation policy discussed in Items 6 and 11 of this Brochure.

Personnel of BRAM US, when acting as officers or employees of BRAM Brazil with respect to BRAM Brazil's clients, may have business relationships with other affiliates of BRAM US. In particular, BRAM Brazil may advise clients regarding the participation in a public or private offering of securities where Banco Bradesco BBI S.A. acts as underwriter for the offering. In addition, BRAM Brazil may, with respect to BRAM Brazil's clients, engage Banco Bradesco for custody or back-office services or advise clients that are also private banking clients of Banco Bradesco.

See Item 11 for a discussion of potential principal transactions with Banco Bradesco.

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

BRAM US has adopted a Code of Ethics ("Code") that sets forth the standards of conduct expected of BRAM US's personnel.

The Code requires BRAM US's personnel to report their personal securities holdings and transactions and requires BRAM US's CCO or his or her designee to pre-approve certain investments. BRAM US's personnel are required to submit upon employment and then annually a report of brokerage accounts and holdings along with an annual acknowledgement and

certification stating that the individual will comply with the Code. In addition, personnel are required to submit quarterly transaction reports that detail the individual's securities transactions for the quarter. Access to brokerage account statements may be submitted in lieu of a separate initial or annual holdings and quarterly transaction reports.

All employees having access to client trading or portfolio information and all managers and officers of BRAM US must comply with the Code. The Code states that BRAM US's personnel owe a duty of loyalty to BRAM US and its clients that requires personnel to act in the best interests of BRAM US's clients. In addition, personnel must avoid actions or activities that allow (or appear to allow) them or their family members to profit or benefit from their relationships with BRAM US and its clients. The Code also contains policies involving the safeguarding of proprietary and non-public information by BRAM US personnel along with restrictions on the use of insider information and the use of non-public information regarding a client.

BRAM US will provide a copy of its Code to any client or prospective investor upon request.

Clients applying the Infrastructure Strategy may invest in Banco Bradesco securities. Banco Bradesco issues public securities listed in the Brazilian Stock Exchange and ADRs in the United States. If such clients purchase Banco Bradesco securities, the purchase will be done through a broker-dealer and the trade will be executed on an exchange on market terms.

BRAM US's affiliates may, as principals, enter into securities transactions with clients. Although the BRAM US does not currently expect to engage in this practice frequently (except with respect to trades in repurchase transactions as described in the following sentence), clients may seek certain investment strategies under which the practice may occur. BRAM US may seek to engage for cash management purposes in over-night repurchase transactions and other trades in Brazilian fixed income securities between Banco Bradesco (the parent company) and clients. This type of trading poses a potential conflict of interest, because it may be considered a form of principal trading. BRAM US would have a conflict of interest in connection with any such transaction, and may be motivated to choose to engage in such a transaction rather than seeking a more appropriate third party, as its affiliates may receive economic benefits from being on the other side of such transaction. BRAM US would also have an incentive to value any such asset in a manner favorable to its affiliate, and unfavorable to the client. To mitigate or address such conflict of interest, BRAM US has adopted a policy of placing client interests before those of the firm or its personnel, has implemented the code of ethics described above in this Item, has adopted objective valuation procedures, and trades in accordance with the respective fund client's investment policy. In addition, to the extent required, BRAM US will comply with any applicable disclosure and consent requirements for principal transactions pursuant to Section 206(3) of the Advisers Act.

If BRAM US or BRAM Brazil decides to purchase or sell the same securities for more than one fund or discretionary managed account client, BRAM US and BRAM Brazil may aggregate or "bunch" orders in a block trade or trades in order to obtain best execution. Under this procedure, transactions will be averaged as to price and transaction costs and will be allocated among the clients, in proportion to the purchase and sale order placed for each client on

any given day. If BRAM US and BRAM Brazil cannot obtain execution of all the combined orders at prices or for transaction costs that BRAM US or BRAM Brazil believes are desirable, BRAM US and BRAM Brazil will generally allocate the securities they do buy or sell *pro rata* among the client accounts, using daily average prices for the securities purchased and based, for each client, on net asset value of the client, current position size for the securities purchased and target position size for the securities purchased, unless the clients have differing investment strategies that require a different allocation or BRAM US and BRAM Brazil believe in good faith a different allocation is appropriate.

Clients applying the Infrastructure Strategy are currently not expected to engage in cross-trades with other fund or discretionary managed account clients for which BRAM US or an affiliate serves as general partner, investment adviser or other similar role.

BRAM US's CCO is required to report issues that arise under the Code to the Board of Managers of Bradesco North America at least annually.

## **Item 12. – Brokerage Practices**

BRAM US makes investment decisions and arranges for the placement of buy and sell orders and the execution of portfolio transactions for its clients. In arranging for the execution of portfolio transactions on behalf of clients, BRAM US seeks to obtain best execution at favorable prices on behalf of the clients. BRAM US has discretion to execute trades, select broker-dealers and negotiate commissions.

In selecting broker-dealers, BRAM US seeks those broker-dealers who can provide best execution of transactions under the circumstances. The principal factors determining this selection may include, but are not limited to: (1) efficient service; (2) integrity (broker and controlling group); (3) experience; and (4) brokerage fee structure. "Best execution" is not synonymous with lowest brokerage commission. Consequently, in a particular transaction, a client may pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction. When dealing with its affiliated brokers, including Bradesco Securities, Bradesco Corretora and Ágora, BRAM US takes into consideration the factors described above, and any arrangements between BRAM US on behalf of a client and BRAM US's affiliated brokers are intended to be on terms consistent with trades on an arms-length basis.

BRAM US does not intend to generate "soft dollars" with respect to its clients' trades. Generally, all research used for BRAM US's investment decisions is prepared in-house. BRAM US may, from time to time, receive research from broker-dealers free of charge and outside of any formal arrangement, but the receipt of such research has generally no impact on the selection of broker-dealers for BRAM US's client transactions.

However, if BRAM US does decide to generate "soft dollars" with respect to client trades, it intends to comply with the safe harbor of Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended.

BRAM US and BRAM Brazil may, but are not required to, aggregate trades where aggregation will provide the best price. See also Item 11.

As not all BRAM Brazil personnel are persons associated with BRAM US, no assurance can be given that any particular trading activities will be coordinated between BRAM US and BRAM Brazil in a way as to allow for the aggregation of trades, even if such aggregation would be in the clients' best interest.

### **Item 13. – Review of Accounts**

The following summarizes the process typically followed by BRAM US in reviewing its clients' accounts. Certain aspects of the process may vary from time to time or for certain accounts depending on the circumstances.

BRAM US reviews and monitors its clients' accounts on an ongoing basis.

BRAM US's compliance team is responsible for monitoring the compliance of all of the clients' trades with the clients' portfolio guidelines, regulatory requirements, industry and company specific investment policies as well as the fiduciary responsibilities of the portfolio managers responsible for the clients.

BRAM US's risk management team is in charge of (1) the daily monitoring of the clients' portfolio characteristics vis-à-vis risk guideline (2) calculating and monitoring risk measures, such as portfolio value at risk (VAR), tracking error, alpha, beta, R2 and volatility and (3) running portfolio stress tests. The team informs, warns or indicates the causes of exceeding limits to the portfolio management team.

The trading team will execute the trades requested by the portfolio management team and will send the trade confirmation to BRAM US's middle office team, which will forward it to the clients' custodian. The custodian will match the trades between BRAM US and the broker dealer counterparty and will process the settlement.

Each investor in fund clients applying the Infrastructure Strategy will receive annual audited financial statements of each fund client, generally within 120 days after the end of each fiscal year, as well as tax information, including (as appropriate) a Schedule K-1 (IRS Form 1065) or a substitute therefor. In addition, each fund client's administrator will provide monthly statements.

BRAM US, its affiliates and their respective directors, officers, members, managers, directors, shareholders, principals and employees, may offer other clients additional or different information than that offered to the investors in fund clients applying the Infrastructure Strategy. Similarly, the fund clients may offer certain investors additional or different information and reporting than that offered to other investors. Such information may provide the recipient greater insights into the fund client's activities than is included in standard reports to investors, thereby potentially enhancing the recipient's ability to make investment decisions with respect to the fund client.



#### **Item 14. – Client Referrals and Other Compensation**

Not applicable.

For the retention of Bradesco Securities as placement agent of the interests of fund clients applying the Infrastructure Strategy, see Item 10 above.

#### **Item 15. – Custody**

BRAM US is deemed to have custody of the Fund's assets within the meaning of the Advisers Act and the rules thereunder because it serves as general partner of the Fund. Citibank, N.A. is the qualified custodian for the Fund's assets. The Fund has arranged for investors in the Fund to receive audited financial statements for the Fund within 120 days after the end of each fiscal year in accordance with the Advisers Act custody rule.

#### **Item 16. – Investment Discretion**

BRAM US has full discretionary authority over the investment activities of clients applying the Infrastructure Strategy. The limitations on investments, if any, are set forth in the offering documents of a fund client or investment management agreement of a managed account client.

#### **Item 17. – Voting Client Securities**

As a general matter, BRAM US does not routinely vote proxies relating to the securities held by the clients applying the Infrastructure Strategy, although BRAM US may do so in situations where BRAM US believes it to be in the interest of the clients. With respect to shares of a company, BRAM US generally will vote proxies when the matter relates to (1) an election of representatives of minority partners to the board of directors, if applicable, (2) approval of option plans to remunerate managers of the company if they include call options "within the price" (strike price of the option is less than the underlying share price on the summons date of the meeting), (3) acquisitions, mergers, incorporations, split-ups, spin-offs, changes of control, corporate restructurings, changes to or conversions of shares and other changes to the corporate statutes that may, in the manager's understanding, generate a relevant impact on the value of the asset held by the client, or (4) other situations that imply differentiated treatment. With respect to fixed-income securities and mixed assets, BRAM US generally will vote proxies with respect to changes to the terms or payment conditions, guarantees, anticipated expiration, anticipated redemption, buybacks or remuneration originally agreed upon for the operation. With respect to shares of investment funds, BRAM US generally will vote proxies relating to (1) changes in the investment policy that imply an alteration to the classification of the fund, (2) a change of administrator or manager (in situations where the successor administrator or manager is not an affiliate of the current administrator or manager), (3) higher fees or the creation of new fees, (4) changes to redemption conditions that adversely affect the fund, (5) any merger, spin-off or incorporation that results in any of (1) through (4) above, (6) liquidation of the investment fund or (7) an extraordinary general shareholders' meeting called to close the fund due to redemption requests that are incompatible with the liquidity of the assets of the investment fund.



If BRAM US determines that it will vote a proxy in accordance with the above, senior management of BRAM US will hold a committee meeting and will take into account the subject matter of the proxy, any conflicts of interest and any costs related to exercising the right to vote when determining how the proxy should be voted. The voting instruction will be sent to BRAM US's legal department by the chairperson of the committee meeting. If BRAM US votes a proxy relating to Banco Bradesco, BRAM US will follow the policy and procedures described above when voting.

Please contact Isabela Behar, BRAM US's Chief Compliance Officer, at + 1 (212) 688 9855 for information regarding how BRAM US voted proxies relating to securities held by the Fund.

Under no circumstances may investors direct how the fund clients applying the Infrastructure Strategy are to vote a proxy.

#### **Item 18. – Financial Information**

BRAM US is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.