

Item 1 – Cover Page

**ADV Part 2A and B: FIRM BROCHURE**

**Central Square Management LLC**

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This brochure provides information about the qualifications and business practices of Central Square Management LLC (“Central Square”). If you have any questions about the contents of this brochure, please contact us at (630) 210-8924 or [brad.bailey@csquarecapital.com](mailto:brad.bailey@csquarecapital.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.

Central Square is a registered investment adviser. Registration of an investment adviser with the SEC does not imply a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

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

## **Item 2 – Material Changes**

There are no material changes from Central Square's last Brochure filing on February 14, 2012.

Pursuant to SEC rules, Central Square is providing this summary of material changes to its Brochure within 90 days of the close of the Firm's fiscal year. The Firm may further provide clients with other ongoing disclosure information about material changes as deemed necessary. Additionally, Central Square will provide clients with a new Brochure as necessary based on material changes, without charge.

Currently, Central Square's Brochure may be requested by contacting Brad Bailey at (630) 210-8924. The Brochure is also available, free of charge, from the SEC's Investment Advisor's Public Disclosure Website ([www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)). The SEC's website also provides information about any persons affiliated with Central Square who are registered as investment adviser representatives of Central Square.

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## **Item 4 – Advisory Business**

### **Firm Description**

Central Square Management LLC, a Delaware limited liability company (“Central Square” or “Investment Manager”), began operations in August 2007. Central Square serves as the investment manager for and provides discretionary investment advisory services to the following investment funds: (i) Central Square Capital LP, a 3(c)(1) partnership (“Fund I”), (ii) Central Square Capital II LP, a 3(c)(7) partnership and a US feeder-fund (the “US Feeder Fund”), (iii) Central Square Capital Offshore Ltd., the offshore fund (the “Offshore Feeder Fund”) and (iv) Central Square Capital Master LP (the “Master Fund”). The US Feeder Fund and the Offshore Feeder Fund invests substantially all of its assets into the Master Fund. Fund I does not invest in the Master Fund, but pursues essentially the same strategy as the Master Fund. The purpose of the Master Fund is to achieve certain administrative efficiencies and the Master Fund has no investors other than the US Feeder Fund, the Offshore Feeder Fund and the General Partner. All of the funds referenced above are collectively referred to herein as the “Funds” and each as a “Fund.”

Central Square acts as investment manager for Fund I and the US Feeder Fund and the Offshore Feeder Fund. This Brochure will generally refer to trading activities on behalf of the Funds, but virtually all of the trading on behalf of the US Feeder Fund and the Offshore Feeder Fund occurs at the Master Fund level.

The Funds’ investment objective is to achieve consistently superior capital appreciation primarily through investments in equity securities and other equity-related instruments. The Funds invest in securities of U.S. and non-U.S. companies regardless of their capitalization. The Funds’ portfolios include companies spanning the market-cap spectrum from micro cap to large cap with varying degrees of market liquidity. The Funds also at times invest in non-U.S. securities and other instruments, including, but not limited to, American Depositary Receipts. The Funds’ investment strategy includes the use of leverage from time to time in pursuit of additional return. The Funds also takes short positions in securities, either as a fundamental short or a hedging short.

In addition to short positions, the Funds also invest in a variety of derivative instruments, including, without limitation, options and currency agreements, which are used to attempt to hedge existing long and short positions, as well as for independent profit opportunities.

Central Square has full discretion in trading on behalf of the Funds. It does not require, nor does it seek, approval from the Funds or the investors in the Funds with respect to its

trading. Central Square does not tailor its advisory services to the individual needs of investors in the Funds and investors in the Funds may not impose restrictions on investing in certain securities or types of securities. Central Square does not participate in wrap fee programs.

As of December 31, 2012, Central Square has regulatory assets under management of approximately \$110,506,000, all of which are managed on a discretionary basis in Central Square's sole discretion.

### **Principal Owners/Ownership Structure**

Central Square Management LLC is a single member limited liability company of which Kelly Cardwell owns 100%.

The Funds are structured as follows. Fund I is owned 8.7% by its general partner, Central Square GP LLC (the "Fund I GP") and the remainder by its investors. The U.S. Master Fund is owned 0.6% by its general partner, Central Square GP II LLC (the "Fund II GP") and the remainder by its respective investors.

### **Item 5 – Fees and Compensation**

In consideration for the investment management services provided to the Funds, investors pay Central Square a management fee based on each investor's investment in the Fund. Generally, Central Square charges an annual management fee of 1.5%, payable quarterly (pro rated for periods of less than a calendar quarter) in advance at the beginning of each calendar quarter. Management fees, however, do not accrue until the end of each month. In its discretion, Central Square may waive, reduce or calculate differently the management fee with respect to the capital accounts of certain investors, including affiliates of the general partners for Central Square. The specific fees charged by Central Square are described in the relevant confidential offering memorandum and in each investor's written agreement with Central Square.

An investor may withdraw all or part of the balance of its capital account, fee-free, at the end of the calendar quarter, or any subsequent calendar quarter-end, following four full calendar quarters from the initial investment. Any withdrawal prior to this time, or at any month end that is not a calendar quarter-end, is subject to an 8% withdrawal fee. Any applicable management fees and/or performance allocations will be deducted from withdrawal proceeds. Such fees and expenses may be waived by Central Square in its sole discretion.

The investors will bear all costs and expenses related to the Fund's investments and

operations, including, without limitation, brokerage and other transaction costs, clearing and settlement charges, trade break fees, interest and commitment fees on debit balances or borrowings, borrowing charges on securities sold short, costs of any liability insurance obtained on behalf of a respective Fund, custody fees, costs of any litigation or investigation involving Fund activities, indemnification expenses, the management fee, consulting expenses, research expenses, legal and other expenses in connection with conducting due diligence and negotiating the terms of certain investments, the fees and expenses of professionals providing services to the Fund, including legal, audit, accounting, tax and administration, any issue or transfer taxes chargeable in connection with any securities transactions, any entity level taxes, regulatory costs, filing and license fees, the costs of reporting and providing information to investors, and any extraordinary expenses.

In addition, investors in the Funds are responsible for organizational and startup expenses, including legal and accounting fees, document production and printing costs, federal and state filing fees and other related expenses. Such expenses may be amortized by the Funds for financial reporting purposes over a period of up to five years, as determined by each Fund's general partner.

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

Generally at the end of each fiscal year, the general partners of each Fund will receive a performance-based fee of 20%, known as a performance allocation, from each investor's capital account. The performance allocation payable for any fiscal year is an amount equal to 20% of the aggregate net profits (subject to a "high watermark" discussed below) allocated to such investor's account during such fiscal year. If an investor makes a withdrawal from its capital account prior to the end of a fiscal year, Central Square shall be entitled to receive the performance allocation, if applicable at such time. This fee structure is described in detail in each Fund's confidential offering memorandum and in the relevant governing documents entered into with each investor. Central Square may, in its sole discretion, waive or reduce the performance allocation with respect to certain investors, including affiliates of the Funds and Central Square.

Each Fund will maintain a loss recovery account, also known as a "high water mark," with respect to each investor's capital account. For each fiscal year, each investor's account will be increased with the aggregate net losses, if any, allocated to such investor's capital account for such fiscal year. The general partners of each Fund will not be allocated any performance allocation with respect to an investor's capital account until such investor has recovered any net losses debited to its loss recovery account.

Central Square's management fees, carried interest allocations, performances fees and other compensation payable to Central Square and its Funds' general partners are established by Central Square at the time of the establishment of the relevant investment vehicle and are negotiated with participating investors prior to making their investment. Once the relevant Fund has been established and commenced operations, such compensation and expenses are generally not negotiable, although from time to time, Central Square or its related entities may enter into side letter agreements or other arrangements with specific investors in its Funds whereby such investors receive a reduction of fees or compensation otherwise payable.

Once a Fund's fiscal year has ended, any performance-based compensation earned during that year is not subject to reversal. The performance allocation to the general partner will be based, in part, on unrealized investment gains that may never be realized in the event of adverse changes in the value of such investments. The performance-based compensation received by Central Square creates a conflict between Central Square's interest in earning a profit in the short term with the long-term interest of the Funds and their investors. A performance-based allocation arrangement may create an incentive for riskier or more speculative investments by Central Square than might be the case in the absence of such performance-based allocation arrangement because these investments may allow Central Square to collect larger performance-based compensation; however, any such risks would be equally applicable to the general partners' own capital account with respect to each Fund.

## **Item 7 – Types of Clients**

Central Square provides discretionary investment advice to its clients, the Funds. The Firm limits its investors to persons who are "accredited investors" as defined in the Securities Act of 1933. Some fund investors are "qualified purchasers" as defined in the Investment Advisers Act of 1940. Minimum contributions for investment with Central Square Capital LP is \$500,000 and for investment with the U.S. Feeder Fund and Offshore Feeder Fund is \$1,000,000, but commitments in excess or less than the required amounts are also accepted at the sole discretion of the Fund's general partner.

Investors in the Funds include primarily U.S. and non-U.S. investors, including, among others, high net worth individuals, other funds and institutions. In addition, employees and other persons associated with Central Square and/or its affiliates may make capital contributions to the Funds.

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

### **Investment Objective And Strategy**

The investment objectives of the Funds are to achieve consistently superior capital appreciation primarily through investments in equity securities and other equity-related instruments. The Funds and managed account invest in securities of U.S. and non-U.S. companies, regardless of their capitalization. Each Fund's portfolio includes companies spanning the market cap spectrum from micro cap to large cap with varying degrees of market liquidity. The Funds also invest in non-U.S. securities and other instruments, including, but not limited to, American Depositary Receipts.

The Funds at times also take short positions in securities. Short positions are categorized as either a fundamental short or a hedging short. In addition to short positions, the Funds also invest in a variety of derivative instruments, including, without limitation, options and currency agreements, which will be used to attempt to hedge existing long and short positions, as well as for independent profit opportunities.

In an effort to maximize returns, the Funds also employ, from time to time, leverage as a normal course of its strategy. Central Square believes that leverage will create the opportunity to increase the return profile for the portfolio and increase the probability of realizing the investment objective.

In general, although there are specific investment guidelines inherent in the model and investment philosophy, the Firm's investment strategy has been structured to provide Central Square with flexibility to achieve the Funds' investment objective. It is impossible to predict the degree of profitability, if any, that may be achieved from the investment strategy described herein. Central Square will endeavor to commit each Fund's resources among the various investments and strategies consistent with the philosophy and process articulated herein and in response to changing market conditions and opportunities. The risks of the Fund's business are considerable and an investor could realize substantial losses, rather than gains, from some or all of the investments and strategies described herein.

### **Investment Process**

Central Square conducts in-depth research, reaches out to industry contacts and follows corporate events to seek to identify securities of companies in the consumer, cyclical, financials, health care, technology and energy/materials sectors that Central Square believes to be inefficiently priced relative to their fundamental prospects. Candidate companies may be identified initially through research drawn from a wide range of industry and other sources, as well as through Central Square's fundamental screening. Once identified, Central Square performs additional due diligence, which may include an industry analysis and review



of financial information and other publicly available information about a company. Central Square may leverage its extensive industry contacts in order to seek answers to questions and understand other sources of information in support of its investment thesis. Central Square may also conduct personal visits and interviews with executive management, middle management, line employees, customers, vendors and competitors. The research will often focus on the candidate company's: (i) addressable market size, growth rate and growth drivers, (ii) business strategy and operating tactics, (iii) potential to achieve attractive business economics and high returns on capital, (iv) market and competitive risk analysis, and (v) management strengths, weaknesses and ownership stake. For potential short positions, Central Square will usually focus on declining fundamentals that are expected to manifest themselves in declining stock prices within a reasonable period of time.

Each Fund's portfolio will be comprised of securities that, in Central Square's opinion, present the most attractive risk/reward scenario. The long portion of the portfolio is expected to be comprised of equity securities of companies that exhibit one or more of the following characteristics: (i) undergoing positive change in its business model and/or management teams; (ii) stock trading at low multiplies relative to earnings per share and free cash flow; (iii) improving fundamentals, such as accelerating revenues, earnings per share or cash flow; (iv) stock share price that does not react negatively to negative news; and (v) management teams with proven history of creating shareholder value. The short portion of the portfolio is expected to consist of positions that, in the opinion of Central Square, possess one or more of the above characteristics, but moving in the opposite direction.

The Funds' portfolio average (approximately) 150% gross exposure with an average (approximately) 50% net long. Each Fund's portfolio generally holds at any time 25 to 35 long positions and 25 to 35 short positions; however, the number of positions or the concentration of each Fund's portfolio may significantly vary from such targets from time to time based on Central Square's assessment of fundamentals and market conditions.

Securities are generally eliminated from the portfolio when price targets are met, when developing fundamentals disprove Central Square's original investment thesis, or when a superior investment opportunity is identified. Central Square expects to employ a buy and hold strategy with respect to each Fund's core long positions. Other long positions and the short portion of the portfolio are expected to be more actively traded.

Risk management is an important element of the investment process for Central Square and the Firm has developed certain risk guidelines to seek to reduce the volatility of each Fund's portfolio.

Central Square believes that, in seeking profitable investment opportunities for the Funds, it is important to have maximum flexibility. Therefore, the investment strategies used by the Funds, the types of investments held by the Funds and the industry focus of the Funds may

vary over time as market conditions change. The Funds seek to achieve its investment objective through Central Square's active management of each Fund's portfolio. Accordingly, the Funds' investment strategy may result in a high portfolio turnover rate, and gains and losses may be realized at any time and in any amounts without regard to whether they are short- or long-term. High portfolio turnover involves correspondingly greater brokerage and transactions costs.

### **Types Of Portfolio Investments**

Central Square expects to invest in equity securities and equity-related instruments which represent broad exposure to indices or markets, cash and cash equivalents to enhance cash returns. As market conditions or investment opportunities warrant, the Funds may also invest in common and preferred stocks, convertible securities, warrants, stock purchase rights and other equity related interests. Allocation of the portfolio among various investment types is a function of the market place and Central Square's assessment of investment opportunity at any given time.

### **Risk Factors**

No investment is free of risk. Current and prospective Central Square investors are cautioned that investments in securities involve risk of loss, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear these risks. All investors should be aware of certain risk factors, which include, but are not limited to, the following:

- Investment and Trading Risks: An investment in a Fund involves a high degree of risk, including the risk that the entire amount invested may be lost. No guarantee or representation is made that a Fund's investment program will be successful. Central Square will be investing substantially all of each Fund's assets in securities, some of which may be particularly sensitive to economic, market, industry and other variable conditions. The markets in which each Fund expects to invest have in recent years experienced significant volatility. No assurance can be given as to when or whether adverse events might occur that could cause immediate and significant losses to any Fund.
- Use of Leverage: Central Square may leverage a Fund's portfolio through margin and other debt in order to increase the amount of capital available for investments. Although leverage increases returns to investors if a Fund earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns to investors if a Fund fails to earn as much on such incremental investments as it pays for such funds. In the event that a

Fund leverages its portfolio, fluctuations in the market value of such Fund's portfolio will have a significant effect in relation to the Fund's capital and the risk of loss and the possibility of gain will each be increased. In addition, when a Fund utilizes leverage, the level of interest rates generally, and the rates at which a Fund can borrow in particular, will be an expense of a Fund and therefore affect the operating results of a Fund. Leverage increases the risk of substantial losses (including the risk of a total loss of capital), and leverage can significantly magnify the volatility of a Fund's portfolio. Each Fund may use short-term margin borrowing in purchasing securities positions. Such borrowing, if made, may result in certain additional risks to such Fund.

- High Portfolio Turnover: Given Central Square's trading strategy, it is anticipated that the Fund may sell securities and other investments when deemed appropriate by Central Square, without regard to how long they have been held. As a result, a Fund's portfolio turnover rate may be high. A high portfolio turnover means that a Fund will incur higher brokerage commissions, which will reduce such Fund's investment returns, and may result in short-term gains that will be taxable to investors.
- Short Sales: Central Square may engage in short sales as part of hedging transactions or when it believes securities are overvalued. Short sales are sales of securities a Fund borrows but does not actually own, usually made with the anticipation that the prices of the securities will decrease and a Fund will be able to make a profit by purchasing the securities at a later date at the lower prices. A Fund will incur a potentially unlimited loss on a short sale if the price of the security increases prior to the time it purchases the security to replace the borrowed security. A short sale presents greater risk than purchasing a security outright since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a "long" position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value, creating a greater loss.
- Micro Cap, Small Cap and Mid Cap Issuers: A portion of each Fund's assets may be invested in micro cap, small cap and mid cap issuers. While in Central Square's opinion, the securities of micro, small, and mid cap issuers may offer the potential for greater capital appreciation than investment in securities of larger cap issuers, securities of micro, small, and mid cap issuers also present greater risks. For example, some micro, small and mid cap issuers have limited product lines, markets, or financial resources; some may be dependent for management on one or a few key persons; and some can be more susceptible to losses and risks of bankruptcy. In addition, such issuers may be subject to high volatility in revenues, expenses and

earnings. Their securities may be thinly traded, may be followed by fewer investment analysts and may be subject to wider price swings and, thus, may create a greater chance of loss than when investing in securities of larger cap issuers. The market prices of securities of micro, small and mid cap issuers generally are more sensitive to changes in earnings expectations, corporate developments, and market rumors than are the market prices of large cap issuers. Transaction costs in securities of micro, small, and mid cap issuers may be higher than in those of large cap issuers.

- Hedging: Each Fund may utilize certain financial instruments and investment techniques for risk management or hedging purposes. There is no assurance that such risk management and hedging strategies will be successful, as such success will depend on, among other factors, Central Square's ability to predict the future correlation, if any, between the performance of the instruments utilized for hedging purposes and the performance of the investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of any Fund's hedging strategies may also be subject to Central Square's ability to correctly readjust and execute hedges in an efficient and timely manner. There is also a risk that such correlation will change over time, rendering the hedge ineffective. No Fund's portfolio is expected to be adequately hedged at all times and at various times Central Square may elect to be more fully hedged and at other times hedged only to a limited extent, if at all. Accordingly, each Fund's assets may not be adequately protected from market volatility and other conditions.
- Risks of Investments in Options: Investing in options can provide greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception of the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (*i.e.*, the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (*i.e.*, sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited because the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price that may, upon exercise of the option, be significantly different from the market value.
- Other Derivative Investments: Derivatives include futures, options, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. The value of a derivative depends largely upon price

movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. There are a number of other risks, however, associated with derivatives trading. For example, because many derivatives are leveraged, and thus provide significantly more market exposure than the money paid or deposited when the transaction is consummated, a relatively small adverse market movement may expose a Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts.

- Highly Volatile Instruments: The prices of derivative instruments, including options, can be highly volatile. Price movements of forward contracts and other derivative contracts in which a Fund's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and financial instrument options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Funds also are subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearinghouses.
- Foreign Securities: The Funds invest in securities of non-U.S. issuers. The Fund's investments in securities and instruments in foreign markets involve substantial risks not typically associated with investing in U.S. securities. Foreign securities investments may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the United States and abroad) or changed circumstances in dealings between nations. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of the Funds' assets denominated in that currency and thereby will have an impact upon each Fund's total return on such assets. The Funds may utilize options and forward contracts to hedge against currency fluctuations but there can be no assurance that such hedging transactions will be effective.

Securities of foreign issuers may be less liquid than comparable securities of U.S. issuers and, as such, their price changes may be more volatile. Furthermore, foreign exchanges and broker-dealers are generally subject to less government and exchange

scrutiny and regulation than their American counterparts. Brokerage commissions, dealer concessions and other transaction costs may be higher on foreign markets than in the U.S. In addition, differences in clearance and settlement procedures on foreign markets may occasion delays in settlements of a Fund's trades effected in such markets.

- Exchange Traded Funds: An ETF is a fund that tracks an index of securities, but can be traded like a stock, including short selling. Because ETFs are traded on stock exchanges, they can be bought and sold at any time during the day (unlike most mutual funds). Unlike mutual funds, ETFs don't necessarily trade at the net asset value of their underlying holdings, meaning an ETF could potentially trade above or below the value of the underlying portfolios. Equity-based ETFs are subject to risks similar to those of investing directly in stocks. Investment returns will fluctuate and are subject to market volatility.
- American Depositary Securities & Receipts: In certain instances, rather than directly holding securities of non-U.S. companies, the Funds may hold these securities through an American Depositary Receipt (an "ADR"). An ADR is issued by a U.S. bank or trust company to evidence its ownership of securities of a non-U.S. company. The currency of an ADR may be U.S. dollars rather than the currency of the non-U.S. company to which it relates. The value of an ADR will not be equal to the value of the underlying non-U.S. securities to which the ADR relates as a result of a number of factors, including the fees and expenses associated with holding an ADR; the currency exchange relating to the conversion of foreign dividends and other foreign cash distributions into U.S. dollars; and tax considerations such as withholding tax and different tax rates between the jurisdictions. In addition, the rights of a Fund, as a holder of an ADR, may be different than the rights of holders of the underlying securities to which the ADR relates, and the market for an ADR may be less liquid than that of the underlying securities. The foreign exchange risk will also affect the value of the ADR and, as a consequence, the performance of the investor holding the ADR.

## **Item 9 – Disciplinary Information**

Like other registered investment advisers, Central Square is required to disclose all material facts regarding any legal or disciplinary events that would materially impact an investor's evaluation of Central Square or the integrity of Central Square's management. No events have occurred at Central Square that are applicable to this Item.

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

Central Square is not actively engaged in a business other than giving investment advice to the Funds. Neither Central Square nor any of its management persons is registered or has an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity-trading adviser, or associated person of the foregoing, and Central Square does not anticipate such affiliations in the future.

Central Square has no arrangements with a related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking 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 partnerships that are material to its advisory services, the Funds or its investors.

Central Square has and will continue to develop relationships with professionals who provide services it does not provide, including: legal, accounting, banking, tax preparation, insurance brokerage, investment management services and other personal services. None of the above relationships, however, creates a material conflict of interest with any of Central Square's clients or investors.

From time to time, Central Square may receive training, information, promotional material, meals, gifts or prize drawings from vendors and others with whom it may do business or to whom it may make referrals. At no time will Central Square accept any benefits, gifts or other arrangements that are conditioned on directing individual client transactions to a specific security, product or provider.

## **Item 11 – Code of Ethics**

### **Code of Ethics**

As fiduciaries, Central Square and its employees have certain legal obligations to put clients' interest ahead of their own. Central Square has adopted a written code of ethics based on principles of openness, honesty, integrity and trust. At least once a year, each Central Square employee is required to acknowledge this code in writing and agree to be bound by it.

Central Square's code of ethics covers standards of business conduct, confidentiality of client information, personal trading requirements, insider trading, reporting of personal securities transactions, restrictions on accepting and giving of significant gifts, social media policies,

political contribution policies, and reporting of certain gifts and business entertainment items, among other things.

In rare cases, Central Square's business may provide Central Square and its employees with access to material nonpublic ("insider") information. The code includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated.

Central Square's Code of Ethics has procedures designated to ensure that principals and employees do not enter into transactions in their personal accounts, which could, as a result of their direction or timing, materially disadvantage the Funds. The Code of Ethics requires supervised persons to submit monthly or quarterly brokerage account statements, as applicable, for review. The CCO will review these account statements on a quarterly basis in order to identify any conflicts of interest.

It is Central Square's policy that it will not affect any principal transactions for client accounts. Central Square will also not cause clients to enter into securities trades with each other.

The Firm will provide a copy of its code of ethics to any existing or prospective investor upon request to its Chief Compliance Officer, Brad Bailey, at (630) 210-8924.

### **Conflicts of Interest**

In addition to the conflict of interest arising from trading by Central Square or its principals or employees for their own accounts as discussed immediately above, and conflicts relating to Central Square's receipt of performance-based compensation, which are discussed in Item 6 above, investors in the Funds are subject to additional conflicts of interest. The offering documents for each Fund details a complete description of what Central Square believes to be the most significant conflicts of interest associated with an investment in a Fund. Some of these conflicts are summarized below; however, this summary does not attempt to describe all of the conflicts of interest associated with an investment in the Funds. Investors should carefully consider the conflicts of interest herein, as well as those outlined in Central Square's offering documents, prior to investing in a Fund.

In addition, Central Square may have a conflict of interest in rendering advice to a client because the financial benefit from managing some other client's account may be greater (e.g., such accounts generate higher fees or allocations due to either higher percentages earned or larger amounts of capital invested by Central Square or its affiliates), which may provide an incentive to favor the other account. Allocation of investment opportunities among the Funds managed by Central Square will be made by the Firm based upon the investment



objectives and investment portfolio of the Funds. Such accounts may pursue a substantially similar investment strategy as the strategy for the Funds. When the purchase and sale of securities is considered to be in the best interest of each of the Funds, the securities to be purchased or sold may be aggregated in order to obtain superior execution and/or lower brokerage expenses. Execution prices for identical securities purchased or sold on behalf of multiple accounts in any one business day may be (but are not required to be) averaged. In such instances, allocation of prices, as well as expenses incurred in the transaction, will be made in a manner that Central Square considers to be equally as favorable to each Fund as to any other party.

Although Central Square exercises due care in making and implementing investment decisions, employees of Central Square may from time to time make errors with respect to trades made on behalf of the Funds or managed account. Central Square will not be liable to any Fund or the investors for any trading losses, liabilities, damages, expenses or costs resulting from trade errors by a Fund except those losses, liabilities, damages, expenses or costs (i) resulting from Central Square's willful misconduct or gross negligence and (ii) that may not be waived or limited under applicable law. Notwithstanding this limitation on liability, Central Square may voluntarily reimburse a Fund for certain other losses suffered as a result of trade errors identified by Central Square.

## **Item 12 – Brokerage Practices**

Central Square is responsible for selecting broker-dealers to execute trades and negotiating any commissions paid on such transactions. Central Square's primary consideration in placing transactions with particular broker-dealers is to obtain execution in the most effective manner possible. Central Square also takes into account a variety of other factors, including the financial strength, integrity and stability of the broker-dealer and the commissions to be paid.

When selecting a broker-dealer, Central Square may also consider the quality, comprehensiveness and frequency of available research and other products and services considered to be of value. Central Square is authorized to pay higher prices for the purchase of securities from, or accept lower prices for the sale of securities to, brokerage firms that provide it with research and trading-related products and services or to pay higher commissions to such firms if Central Square determines such prices or commissions are reasonable in relation to the overall services provided. Accordingly, a Fund may, at times, be deemed to be paying for research and other products and services with "soft" or commission dollars.

The use of brokerage commissions to obtain research products and/or services creates a conflict of interest between Central Square and the Funds. This may result in a Fund paying

higher brokerage commissions than might be paid if transactions were effected through brokers that do not provide such products and/or services. To the extent that Central Square is able to acquire these products and services without expending its own resources or at reduced prices, Central Square's use of "soft-dollars" would tend to increase its profitability. In addition, the availability of these non-monetary benefits may influence Central Square to select one broker rather than another to perform services for the Funds. Central Square intends that its use of soft dollars will be compliant with the safe harbor provided in Section 28(e) of the Securities Exchange Act of 1934, as amended.

Goldman, Sachs & Co. serves as the prime broker for the Funds (the "Prime Broker") and clears and settles Fund securities transactions that are effected through other brokerage firms. Settlement functions normally include, among other matters, arranging for (i) the receipt and delivery of securities purchased, sold, borrowed and loaned, (ii) the making and receiving of payments, (iii) custody of securities fully paid for or not fully paid for and, therefore, compliance with margin and maintenance requirements, (iv) custody of dividends and exchanges, distributions and rights accruing to each Fund's account, and (v) tendering securities in connection with cash tender offers, exchange offers, mergers or other corporate reorganizations. In addition, Goldman Sachs & Co. may also provide Central Square with capital introduction services aimed to assist Central Square in raising capital for the Fund, as do other Central Square executing brokers. No Fund is committed to continue its relationship with Goldman Sachs & Co. for any minimum period and a Fund may, in its sole discretion, switch prime brokers or select multiple brokers to act as prime broker to the Funds. Goldman Sachs & Co. will generally maintain custody of the Funds' securities, although in certain instances other brokers that execute transactions for Central Square will maintain custody of such Fund's assets.

### **Item 13 – Review of Accounts**

Brad Bailey, Chief Financial Officer and Chief Compliance Officer, reviews records of trades placed for the Funds on a regular basis with a view towards identifying trade errors or transactions not in accordance with the Funds' investment objectives and risk parameters. The Funds' accounts are also reviewed on a regular basis by a third party administrator to ensure that Central Square's records are in agreement with those of its custodian.

Each Central Square investor receives a monthly statement showing its capital account balance. Each investor also receives the Firm's performance/attribution/assets under management information update. In addition, each investor receives an annual report containing audited financial statements within 120 days of calendar year end. All reports are electronically delivered to investors.

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

Central Square does not use third-party marketers to assist in its fundraising efforts. Central Square may, from time to time, in the future enter into solicitation agreements pursuant to which it compensates one or more third parties for client referrals that will result in the provision of investment advisory services by Central Square. Any cash solicitation agreements will comply with Rule 206(4)-3 of the Advisers Act.

#### **Item 15 – Custody**

While Central Square places all Fund assets in custody with unaffiliated broker-dealers or banks and does not maintain physical custody over any investors' funds or securities, it is considered to have custody over these assets because of its ability to deduct fees from investor accounts and its ability to purchase and sell securities for its Funds. Goldman Sachs & Co. and JP Morgan Chase serve as custodians for the Funds and send account statements to the Funds each month. Central Square also uses a third party administrator to approve all cash custody transactions and movements.

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

Central Square and its General Partners have discretionary authority based on management agreements with each of its Funds, and the relevant governing documents of each Fund, to buy and sell securities or other investments on behalf of the Funds and to determine the amount of such investments to be bought and sold. The terms upon which Central Square serves as an investment manager of a Fund are established at the time each Fund is established and are generally set out in the partnership agreement or other governing document entered into by Central Square with respect to the relevant Fund and disclosed in the offering documents for such Fund, as applicable. These terms potentially restrict Central Square's advice concerning investments in certain securities or types of securities, diversification, geographies, industries and leverage. Central Square's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. No investors to date have limited Central Square's discretion to provide investment advice, nor have any investors limited Central Square's ability to invest in specific company sectors or otherwise.

To become an investor in a Central Square Fund, an investor must execute a subscription agreement and a partnership agreement with such Fund, as applicable. Central Square is not required to contact an investor prior to transacting any business once an investor executes these documents.

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

By virtue of the investment management agreements and relevant governing documents of each Fund, Central Square has the authority to vote client securities held by the Funds. Central Square has adopted a proxy voting policy pursuant to SEC Rule 206(4)-6 to describe how Central Square votes its clients' proxies. Central Square votes proxies consistent with the best interests of its investors and in accordance with the Fund's stated objectives, primarily maximizing portfolio values.

Pursuant to its policy, Central Square will generally vote in accordance with management's recommendations unless Central Square determines that voting in such a manner is in conflict with the best interests of its investors. In these cases, Central Square will evaluate and vote the proxies on a case-by-case basis. If it is determined that the conflict of interest is not material, Central Square may vote proxies notwithstanding the existence of the conflict. If it is determined that the conflict of interest is material, Central Square will resolve the conflict in one of several possible ways, such as engaging a third party to recommend a vote with respect to the proxy. In general, investors cannot request that Central Square vote in a particular way on any specific proposal.

Investors may obtain a copy of Central Square's complete proxy voting policy upon request, free of charge, from Central Square's Chief Compliance Officer, Brad Bailey, at (630) 210-8924. Investors may also obtain information from Central Square, free of charge, about how Central Square voted any previous proxies on behalf of the Funds.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item 18 to provide certain financial information or disclosures about their financial condition. Central Square has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to investors, and has not been the subject of a bankruptcy proceeding.

## **BROCHURE SUPPLEMENT**

This brochure supplement provides information about Central Square Management LLC (“Central Square”) that supplements the Central Square brochure. You should have received a copy of that brochure. Please contact Brad Bailey, Chief Compliance Officer, at (630) 210-8924 if you did not receive Central Square’s Brochure or if you have any questions about the contents of this supplement.

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

**Kelly Cardwell, CFA**

Year of Birth: 1974

Portfolio Manager

1813 North Mill Street, Suite F

Naperville, IL 60563

(630) 210-8923

**Item 2 – Educational Background and Business Experience**

Mr. Cardwell holds a Bachelor's degree in Finance from Bradley University, where he graduated *Summa Cum Laude* and was named the University's first Outstanding Finance Graduate. He is also a member of the CFA Institute.

Prior to founding Central Square, Mr. Cardwell served as both an Analyst and Portfolio Manager at Fidelity Investments for ten years. Mr. Cardwell departed Fidelity in March 2007 to launch Central Square.

**Item 3 – Disciplinary Information**

Mr. Cardwell has never been the object of any legal or disciplinary event, proceeding or action.

**Item 4 – Other Business Activities**

Mr. Cardwell is not actively engaged in any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

**Item 5 – Additional Compensation**

Mr. Cardwell does not receive an economic benefit for providing advisory services, other than his share of the general partnership and management company.

**Item 6 – Supervision**

Mr. Cardwell does not provide financial advice directly to clients. He is supervised by Central Square's Chief Compliance Officer, Brad Bailey, (630) 210-8924.

**Bradley H. Bailey**

Year of Birth: 1967

Chief Financial Officer and Chief Compliance Officer

1813 North Mill Street, Suite F

Naperville, IL 60563

(630) 210-8924

**Item 2 – Educational Background and Business Experience**

Mr. Bailey graduated from the University of Arkansas with a Bachelor of Science in Business Administration, with a major in Accounting. Mr. Bailey received a Master of Science in Financial Markets from the Illinois Institute of Technology.

Mr. Bailey began his career in 1990 with Coulson Oil Company, Inc. in Little Rock, Arkansas, where he was appointed Controller of Retail Subsidiaries in 1997. In 2000, Mr. Bailey moved to the Chicago area to serve as Controller, and later Treasurer/Secretary, of Samaritan Asset Management Services, Inc., an investment manager of private investment funds. In 2004 Mr. Bailey joined CMT Asset Management Limited and served as its Chief Financial Officer, until he joined Central Square in 2011.

**Item 3 – Disciplinary Information**

Mr. Bailey has never been the object of any legal or disciplinary event, proceeding or action.

**Item 4 – Other Business Activities**

Mr. Bailey is not actively engaged in any outside business activities or occupation for compensation that could potentially create a conflict of interest with clients.

**Item 5 – Additional Compensation**

Mr. Bailey does not receive an economic benefit for providing advisory services, other than the regular salary and bonus paid by Central Square and his share of the performance allocation.

**Item 6 – Supervision**

Mr. Bailey does not provide financial advice directly to clients. He is supervised by Central Square's Portfolio Manager, Kelly Cardwell, (630) 210-8923.