

Part 2A of Form ADV: *Firm Brochure*

GL CAPITAL PARTNERS, L.L.C.

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This brochure provides information about the qualifications and business practices of York Street Capital Partners (hereinafter “York Street” or “firm” or “we”). If you have any questions about the contents of this brochure, please contact us at (908) 658-4700 or at skibiel@yorkstreetcapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about York Street is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for York Street is 160985. Registration with the Securities and Exchange Commission does not imply any level of skill or training.

Item 2 Material Changes

We have no material changes to report since the filing of our last Form ADV Part 2.

Item 3. Table of Contents

Item	Section	Page Number
1	Cover Page	1
2	Material Changes	2
3.	Table of Contents	3
4.	Advisory Business	4
5.	Fees and Compensation	5
6.	Performance-Based Fees and Side-by-Side Management	8
7.	Types of Clients	9
8.	Methods of Analysis, Investment Strategies and Risk of Loss	9
9.	Disciplinary Information	11
10.	Other Financial Industry Activities and Affiliations	11
11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	11
12.	Brokerage Practices	12
13.	Review of Accounts	14
14.	Client Referrals and Other Compensation	14
15.	Custody	15
16.	Investment Discretion	15
17.	Voting Client Securities	15
18.	Financial Information	15

Item 4. Advisory Business

GL Capital Partners L.L.C. dba York Street Capital Partners (“York Street”) is an SEC-registered investment adviser with its place of business in Bedminster, New Jersey. Our firm has been in business since 2002. The firm’s registration with the SEC does not imply any particular level of skill or training by our firm or employees or that the SEC has endorsed our respective qualifications to provide investment advisory services. Robert Golding and Christopher Layden are the firm’s current equity owners and Managing Members.

Private Fund Management

York Street provides investment management services to private funds (hereinafter, “Funds”) which make mezzanine debt investments and equity co-investments for acquisitions, buyouts, growth capital, refinancings and recapitalizations in leading middle-market companies. Unlike other types of private funds, such as hedge funds, Funds we manage receive unfunded capital commitments from investors during one or more initial fundraising stages, after which the funds are generally closed to new investors. The fund manager will then call on investors to make capital infusions (each a “drawdown”), based on their commitments, to support the fund’s investments once those investments have been identified and fully vetted through an extensive due diligence and negotiation process. Investments made for the Funds are generally, but not exclusively, in private, illiquid securities.

We believe that our active involvement has been instrumental in protecting and enhancing the value of its investments in portfolio companies while deepening sponsor and management relationships. York Street actively manages its investments through frequent contact with sponsors and management teams, board involvement (typically through observation rights) and by providing advice concerning financing options and strategic direction.

We believe that the cornerstone of successfully investing in mezzanine securities is a “bottoms up” credit-based approach combined with prudent structuring of each investment. The Firm focuses on companies that enjoy favorable industry dynamics and possess market leading attributes. These companies generally have strong business fundamentals, including experienced management teams, significant relative market shares, defensible market positions, strong financial and operational track records, substantial free cash flow (for liquidity and debt servicing), proven sustainability and a “reason to exist”. The Firm constructs its mezzanine investments with appropriate capital structures and protective covenants in order to reduce downside risk.

For each Fund, York Street performs in-depth due diligence regarding investments, structures and prices of prospective portfolio companies and strives to identify one or several exit options prior to an initial investment.

Fund investments may include subordinated notes, second-lien notes, unitranche notes, preferred stock, common stock and warrants.

Current York Street Funds:

- York Street Mezzanine Partners, L.P., vintage year: 2002
- York Street Mezzanine Partners II, L.P., vintage year: 2006

We either source investment opportunities directly or utilize unaffiliated third parties, including private equity sponsors.

The Funds are not required to register under the Securities Act of 1933 or the Investment Company Act of 1940 in reliance upon certain exemptions available to issuers whose securities are not publicly offered.

We manage the Funds on a discretionary basis in accordance with the terms and conditions of each Fund's offering and organizational documents.

ASSETS: As of December 31, 2012, York Street had \$212,886,977 in discretionary Fund assets under management. York Street does not manage any assets on a non-discretionary basis.

IMPORTANT ADDITIONAL CONSIDERATIONS: The information provided herein merely summarizes the detailed information provided in each Fund's offering and organizational documents. Both Funds are closed and are not admitting new investors. Current Fund investors and prospective investors in any new Fund launched by York Street should be aware of the substantial risks associated with investment as well as the terms applicable to such investment. This and other detailed information is provided in the appropriate Fund offering and organizational documents.

Consulting Services

In addition to managing its own fund clients, York Street may provide consulting services to other investment managers and/or fund managers originating potential transactions and/or regarding the advisability of investing in certain potential companies.

Item 5. Fees and Compensation

Private Fund Management

For our services to the Funds, we charge a management fee as described below. In addition, each Fund's General Partner, an affiliate of York Street through common ownership and control, will receive Carried Interest, a form of performance-based compensation, as described below.

Management Fees and Carried Interest:

Management fees are currently charged to the Funds based on funded commitments remaining invested in portfolio companies (acquisition cost basis minus permanent write-downs).

Management fees currently range from 0.75% to 0.85% and are charged quarterly in advance. Carried Interest, currently ranging from 10% to 15%, is allocated upon the realization of an investment or portfolio company interest or dividend, subject to return hurdles. Limited Partners should refer to the appropriate Fund organizational or offering documents for detailed information regarding fees and fee offsets. It is also important to note that any new Fund launched by York Street may have similar or materially different terms than those summarized above.

Consulting Services:

For these services, York Street will negotiate a fee arrangement that may take the form of (i) a periodic fixed amount with the potential for discretionary or pre-determined bonuses, (ii) a one-time fee ranging from 0.50% to 0.75% of assets invested by the client payable upon the closing of a transaction, or (iii) other mutually agreed arrangement. Depending on the specific arrangement, York Street may also receive a fee that is contingent on future potential proceeds.

Other Fees, Expenses and Off-Sets:

Additional transaction fees may be charged by York Street or our affiliates to compensate us or our affiliates for facilitating successful transactions involving acquisitions, add-ons, or other purchases for or sales of portfolio companies and securities. Please see Item 12 of this Brochure for additional information.

The full amount of monitoring, break-up and transaction fees paid to York Street or its affiliates are distributed back to the Funds.

Investors must understand the proposed method of compensation and its risks prior to investing in any of the Funds. Prospective investors in any new Fund launched by York Street should refer to the appropriate Fund offering and organizational documents for information regarding the fees charged by York Street and/or the General Partner, as applicable.

GENERAL INFORMATION:

Investments in Funds: The General Partner for each Fund is affiliated with York Street through common ownership and control as well as shared executive officers. The General Partner of each Fund will generally participate in the Fund's investments by investing assets directly in the Fund.

Co-Investments: York Street or a Fund's General Partner have and may in the future, make co-investment opportunities available to the Limited Partners, their affiliates, York Street employees (separately or through the General Partner), and certain third-parties, as appropriate and in the best interest of the Funds. Allocation of such opportunities creates a conflict of interest as they are, by nature, limited and participation is not possible for all or even most investors in the

Funds. As such, York Street will have the discretion to determine which investors will be given the opportunity to co-invest and which will not.

York's policy is to treat all investors fairly. Investors should note, however, that York Street's allocation of co-investment opportunities will typically be driven by prior arrangements. For example, York Street will generally give priority to Limited Partners that had negotiated side letters requiring that York Street provide co-investment opportunities at the time of their original capital commitment to the applicable Fund. In addition, co-investment opportunities may be allocated to third party investors that are part of a consortium for the particular deal as a way for York Street to complete a transaction. Finally, although investors are not typically a source of investment opportunities, when applicable, York Street will generally give priority with respect to co-investment opportunities to any investor that brought an opportunity to York Street's attention.

Employees of York Street and its subsidiaries may also be offered additional opportunities, on a case-by-case basis, to co-invest in portfolio companies with the Funds.

Permanent Write-Offs: As disclosed above, following the investment period, management fees collected by us are calculated based on funded capital commitments that remain invested in portfolio companies less permanent write-offs in certain funds, defined as significant and/or permanent declines in value. In accordance with the appropriate Fund's offering and organizational documents, these assets are typically valued at cost minus permanent write-offs, as appropriate. Investments are reviewed periodically by our Deal Teams and/or Senior Management for significant impairment. As a result of this fee calculation methodology, a conflict of interest is created whereby York Street has incentive to not write-off valuations of portfolio companies as may otherwise be dictated by available market data and prudent fair valuation techniques. To address this conflict, we have adopted detailed Valuation Policies and Procedures. In addition, portfolio company valuations are reviewed on at least an annual basis by an independent certified public accountant that is both registered with and subject to regular inspection by the Public Companies Accounting Oversight Board (PCAOB) and a copy of the audited financials are sent to each investor within 120 days of each Fund's fiscal year end.

Clawbacks: In accordance with the terms of each Fund's Partnership Agreement and/or offering documents, distributions made by the Funds to its General Partner will be subject to clawback if the aggregate distributions exceed the agreed Carried Interest or the Limited Partners do not receive the agreed hurdle rate (if any).

Lock-Up: Except as set forth in the applicable Fund's offering and organizational documents, an investor in any one of the Funds generally may not rescind any part of its capital commitment or otherwise withdraw from any of the Funds. Private Fund investing is for those who can afford to have capital locked up for long periods of time and who are able to bear the risk of significant losses.

Investors in each Fund should refer to the appropriate Fund's partnership agreement and offering documents for complete information regarding lock-ups and penalties or other consequences for failure to observe capital calls made by the Fund.

Side Letters: York Street or each Fund's General Partner, as appropriate, has and/or may in the future, waive or modify certain terms of investment for certain large or strategic investors, in side letters or otherwise, in its sole discretion, including but not necessarily limited to, co-investment opportunities, increased Fund and portfolio company transparency and more frequent or varied formats or modes of portfolio reporting. .

General: Prospective investors should refer to the appropriate offering and organizational documents for additional important information, terms, conditions and risks involved with investing in the Fund(s).

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

As we disclosed in Item 5 of this Brochure, each Fund's General Partner, an affiliate of York Street through common ownership and control, will receive Carried Interest, a form of performance-based profits interest. Such a performance-based profits interest is calculated based on a share of aggregate realized profits on assets of the Fund (subject to achieving a preferred return on invested capital, if applicable, as set forth in the applicable Fund's offering documents).

Investors in the Funds, and prospective investors in any new Fund launched by York Street, should note that performance-based profits interest, in some contexts, can create an incentive for an adviser such as York Street to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. However, the long term nature of mezzanine fund investing mitigates such risk because Carried Interest is calculated based on realized, not unrealized gains, leading York Street to focus on fundamentals when making investments and add-on investments for the Funds. In addition, the General Partner also puts its own funds at risk.

At this time, we do not offer management services to clients who do not pay performance-based compensation, and therefore, we do not have an incentive to favor performance-based fee accounts over non-performance-based fee accounts. However, in theory, we could have incentive to favor a Fund paying higher aggregate performance-based compensation than one paying less or a Fund in which officers and employees of the firm and General Partner may have more of their personal assets invested. Since we endeavor at all times to put the interest of the Funds first as part of our fiduciary duty as a registered investment adviser, we take the following steps to address these conflicts:

1. We disclose to investors and prospective investors the existence of material conflicts of interest, including the potential for our firm and its employees to earn more compensation;
2. Pursuant to the terms of each Fund's offering and organization documents, we will have substantially (though not necessarily entirely) completed the investment phase of one Fund before the launch of a new subsequent Fund with similar investment goals and objectives; and
3. We educate our employees regarding the responsibilities of a fiduciary, including the equitable treatment of all clients, regardless of the fee arrangement.

Performance-based compensation will only be charged in accordance with the provisions of Rule 205-3 of the Investment Advisers Act of 1940 and/or applicable state regulations.

Item 7. Types of Clients

We provide investment management services to several mezzanine funds as disclosed at Item 4 of this Brochure. We also provide consulting services to other investment managers and fund managers.

There was no minimum required aggregate capital commitment for the Funds during their respective fundraising periods.

Prospective investors in any new Fund launched by York Street should refer to the appropriate Fund offering documents for information regarding that Fund's minimum required capital commitment and any additional qualifications required for investment.

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

York Street senior professionals' frequent interaction with private equity sponsors, bankers, lenders, and other capital providers help us to identify investment opportunities for the Funds. Due to our reputation as a value-added partner to our portfolio companies, private equity sponsors and/or target industry entrepreneurs often proactively approach York Street as a resource for financing.

As adviser to mezzanine funds, our firm primarily, though not exclusively, invests in subordinated debt securities issued by private companies. These debt investments are often accompanied by small equity positions. As such, traditional securities analysis is not possible when formulating investment recommendations. Instead, we undertake a rigorous approach to our investment selection and approval process. The firm performs comprehensive due diligence and analyses throughout the entire investment process culminating in a detailed investment committee memorandum.

Our initial analysis includes a review of the confidential information memorandum, management presentation, industry research, a financial model and the initial transaction structure that the

private equity sponsor or company is proposing. If York Street decides to pursue the transaction, it performs significant research and analyses prior to making a final decision. The steps involved are tailored to address the unique characteristics of each transaction, but generally include: (i) performing industry and business research including the completion of a thorough financial analysis; (ii) conducting a detailed review of historical financial results and the integrity of management's projections; (iii) conducting site visits and management reviews; (iv) reviewing third party reports including industry, accounting and legal reports; (v) reviewing customer and supplier surveys; (vi) analyzing comparable transactions to determine appropriate valuation and credit metrics; (vii) creating an internal financial model assessing various capital structures, credit statistics and investment returns under multiple sensitivities; and (viii) writing a comprehensive investment memorandum.

Our due diligence investigation is comprehensive and, depending on the particular portfolio company, include: (a) detailed financial and operational analyses; (b) extensive face-to-face management meetings; (c) primary industry, served market, technology and competitive research; (d) customer calls and reference checks; and (e) additional company and sector specific analyses. The due diligence process is designed to verify our investment thesis by thoroughly understanding the company's strategy, market position, operations and management expertise. In addition, the due diligence process includes the identification of both acquisition candidates and potential strategic buyers. Prior to any investment, we will identify one or several exit options.

Our due diligence process ensures that each deal team benefits from the experience of our senior management and from additional York Street colleagues. In addition, York Street has access to industry professionals and consultants with specific expertise who work in tandem with York Street to advise on certain Fund investments from time to time.

Risks of Long-Term Investing through Private Funds: One of the primary risks of a long-term investment strategy is that, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell. This risk is particularly pronounced when investing for the long-term in privately-issued securities due to the absence of an immediate and liquid market for these investments. Any sale of such securities will typically take some time to complete. The company, its competitors or its industry may behave in ways which were not, and in some cases could not have been predicted, leading to significant losses and/or a lack of any attractive exit option.

In addition, as we do not control the management of portfolio companies, the management of these companies may act in ways which are contrary to our advice and plans for their growth or profitability.

Risks in General: Securities investments are not guaranteed and you may lose money on your investments. Investors or prospective investors should carefully review the detailed explanation

of the many risks associated with investment as provided in the appropriate Fund's offering memorandum.

Item 9. Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Neither our firm nor our management personnel have reportable disciplinary events to disclose.

Item 10. Other Financial Industry Activities and Affiliations

Each of the Funds has a separate General Partner and each is related to York Street through common ownership and control. Each General Partner typically shares many of the same executive officers with each other and with York Street. The General Partnership structure is as follows:

1. York Street Capital Partners, LLC, a Delaware limited liability company, serves as General Partner to York Street Mezzanine Partners, L.P.
2. York Street Capital Partners II, LLC, a Delaware limited liability company, serves as General Partner to York Street Mezzanine Partners II, L.P.

Each General Partner will be entitled to any Carried Interest, as applicable pursuant to the terms and conditions set forth in the appropriate Fund offering documents. Any such allocation will ultimately inure to the benefit of the owners and executive officers of York Street.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our Code of Ethics includes policies and procedures for the review of quarterly personal securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code provides for oversight, enforcement and recordkeeping. A copy of our Code of Ethics is available to our advisory clients and prospective clients, including investors and prospective investors in one or more of the Funds, upon request to the Chief Compliance Officer, at the firm's principal office address.

As disclosed at Item 5 of this brochure, certain executive officers and/or other employees of York Street have invested and may invest a portion of their personal net worth in one or more of the Funds. Employees of York Street and its affiliates may also be offered the opportunity on a case-by-case basis to co-invest in portfolio companies with the Funds.

It is the expressed policy of our firm that no person employed by us may usurp an investment opportunity which may be appropriate for one or more of the Funds without first presenting the opportunity to Senior Management, particularly when there is limited availability for participation in the opportunity.

As these situations represent a conflict of interest, we have established the following restrictions in order to ensure its fiduciary responsibilities:

1. No officer or employee of our firm may prefer his or her own interest to that of an advisory client.
2. We maintain a list of all securities holdings for our firm and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by the Chief Compliance Officer;
3. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices; and
4. Any individual not in observance of the above may be subject to disciplinary action up to and including termination.

The Investment Advisers Act of 1940 makes it unlawful for any investment adviser, directly or indirectly, acting as principal for its own account, to knowingly sell any security to, or purchase any security from, a client without disclosing to the client in writing the capacity in which the adviser is acting and obtaining the client's consent to the transaction. This rule may apply to certain transactions involving accounts in which investment advisers have interests, such as private fund investments by the firm's owners, principals, or employees. The SEC has indicated that when an investment adviser and/or its controlling persons own more than 25% of a fund's outstanding securities, it would be effectively treated as a principal transaction if such an account were to engage in a trade with another client account or fund. Such levels of participation in any one of the Funds by our owners, principals or employees is highly unlikely and limited by the terms of each Fund's partnership agreements and/or offering documents.

Without obtaining the consent of the Limited Partners or a Limited Partners Advisory Committee, if any, neither York Street nor any General Partner or other affiliated person shall engage in a principal trade with any of the Funds, that is a purchase from or sell of securities to a Fund from a proprietary or person account other than through side-by-side investments as provided for in the respective Limited Partnership Agreement.

Item 12. Brokerage Practices

York Street, directly or in conjunction with each Fund's General Partner or other affiliates, is responsible for all parts of the investment cycle including deal sourcing and origination, investment decision-making, deal negotiation and transaction structuring, portfolio management (the act of overseeing the investments that we have made) and exit strategies. York Street will

typically make direct investments on behalf of the Funds in privately-held companies. Rarely will the Fund acquire securities of publicly traded companies.

Each direct investment is carefully structured through negotiations by members of the applicable Fund's General Partner, and York Street's Senior Management and/or Deal Team, as well as various professionals engaged by the firm to facilitate a particular deal, as appropriate. These professionals may include attorneys, accountants, consultants and due diligence professionals, among others. York Street may utilize the expertise of these professionals in evaluating each deal, including negotiating the most favorable pricing and other terms for the transaction under the circumstances. Transactions in securities that are made by York Street for the Funds, therefore, are generally discreetly negotiated deals which may or may not involve the participation of an investment bank or broker dealer (hereinafter collectively "Brokers").

The initial factor considered by York Street in determining whether or not to enter into a transaction on behalf of a Fund through a Broker will depend, in part, on whether we are seeking to acquire securities or exit a position. If a Broker is involved in a Fund transaction involving an acquisition or other new investment, it is typically because the selling company or a private equity sponsor has engaged such firm to assist them in negotiating and structuring the terms of a particular deal on its behalf. In this way, the selling company hopes to obtain the best possible terms for its sale.

Of course each Fund's ultimate goal when investing is to sell or "exit" its investments in portfolio companies for a return in excess of the price paid. When selling a portfolio company, in order to obtain the best possible selling price, and depending on the particular circumstances of the proposed deal, York Street may engage a Broker to assist in the sale if York Street determines that such third party has a broader reach than our firm alone and that engaging the third party will be in the best interests of the Funds.

If, consistent with our goal of seeking best execution, York Street determines that it will engage a Broker to assist with the structuring of a particular transaction, such Broker will be selected on the basis of the following, as applicable:

- expertise in the particular market;
- market reach and financial stability;
- history of similar transactions;
- the fees and other cost associated with its services;
- its reputation;
- our past experience with the firm, including any past deal flow or ideas provided by the firm, if any;
- our anticipation of future deal flow, if any; and
- willingness and ability to commit capital to complete the deal, if necessary; and
- responsiveness and professionalism of staff.

Trade Aggregation:

Due to the nature of mezzanine fund investing, York Street does not typically aggregate trades for more than one fund. However, if York Street has determined that an underlying investment is to be made on behalf of two or more of the Funds, York Street will typically enter into a single transaction, aggregating the investments for each Fund as well as any co-investor that was allocated a percentage of the transaction. Each participant will participate in the trade at the same price. Transaction costs will typically be borne by the portfolio company or private equity sponsor whose securities are being acquired or which has received financing, as appropriate.

York Street does not have any formal or informal soft-dollar arrangements nor do we receive any soft-dollar benefits from any broker, dealer or other counterparty.

Item 13. Review of Accounts

York Street monitors the portfolio companies of each Fund on an ongoing basis. As part of the terms of investment, York Street typically also arranges for the Funds' to have one or more representatives exercising observation rights on the Board of Directors of many portfolio companies.

Our Investment Committee will approve all portfolio investments and dispositions and will be actively involved in analyzing each investment and reviewing those investments on an on-going basis.

Investment Committee and Deal Teams typically meet once per week to review ongoing monitoring activities and to evaluate potential new platform investments and add-on acquisitions. Our Investment Committee is comprised of the following individuals:

- Robert Golding, Managing Member
- Christopher Layden, Managing Member

The Funds are audited annually by an independent, certified public accountant that is both registered with and subject to regular inspection by the Public Companies Accounting Oversight Board (PCAOB) and a copy of the audited financials are sent to each investor on a timely basis.

In addition to annual audited financials, investors will receive (i) unaudited financial statements for the first three quarters of each fiscal year, (ii) annual tax information reasonably necessary for each Partner's U.S. federal, state and local income tax returns, and (iii) descriptive investment information for each portfolio company annually.

Item 14. Client Referrals and Other Compensation

While it currently does not, our firm has in the past and may in the future, utilize placement agents for referring prospective investors to our Funds. Although common, such referral

arrangements do create a potential conflict of interest because, in theory, the referrer may be motivated, at least partially, by financial gain and not because the York Street Funds are the most suitable to the prospective investor's needs. To address this potential conflict of interest, all referred investors are carefully screened to ensure that the particular Fund is suitable to the prospective investor's investment needs, objectives and risk tolerance before any subscription is accepted.

Item 15. Custody

Because we act as investment adviser to the Funds and are affiliated with each Fund's General Partner through common ownership and control, we are deemed to have custody of client assets under current applicable regulatory interpretations. As an adviser with custody, we seek to have each of the Funds audited on an annual basis by an independent public accountant that is both registered with and subject to regular inspection by the Public Company Accounting Oversight Board (PCAOB). We seek to send, directly or through a third party, the audited financials to each Fund investor within 120 days of the applicable Fund's fiscal year end.

Item 16. Investment Discretion

As investment adviser to the Funds, York Street is granted the discretionary authority in the relevant organizational documents and/or advisory agreements to determine which securities and the amounts of securities that are to be bought or sold on behalf of the Funds.

Item 17. Voting Client Securities

Because the Funds transact primarily in privately issued securities, York Street rarely is required to vote proxies. Under certain limited circumstances, however, York Street may be required to vote proxies solicited by portfolio companies. Under these circumstances, York Street will vote proxies in the best interest of the Funds, typically with the goal of maximizing value for the Funds and the investors in the Funds. To that end, York Street endeavors to vote proxies in the manner that it determines in good faith will be the most likely to cause the Funds' investments to increase the most or decline the least in value. Consideration is given to both the short and long-term implications of the proposal to be voted on when considering the optimal vote. York Street's complete proxy voting policy and procedures has been memorialized and is available for investors to review.

Item 18. Financial Information

Under no circumstances will we earn fees in excess of \$1,200 more than six months in advance of services rendered, therefore, we are not required to include a financial statement with this brochure.

York Street has not been the subject of a bankruptcy petition at any time during the past ten years.