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This brochure provides information about the qualifications and business practices of NorCap Investment Management, L.P. "Adviser." If you have any questions about the contents of this brochure, please contact us at 972-701-8813. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

The Adviser is an investment adviser registered with the SEC. Such registration does not imply any level of skill or training.

Additional information about the Adviser is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This section discusses only material changes since the last annual update of this brochure. This brochure was previously updated on January 9, 2014 to amend and update item 4 regarding assets managed and to update information regarding Adviser’s Chief Compliance Officer (“CCO”).

There are no material changes since the last brochure, dated January 9, 2014.

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Item 4 – Advisory Business

Adviser has been providing discretionary and non-discretionary portfolio management services since 2004.

The principal direct owner of Adviser is NorCap Advisors, LLC. The owners of NorCap Advisors, LLC are David R. Norcom and Carl Y. Baggett.

Adviser primarily provides investment management advice with respect to Adviser’s private investment funds (as further described in Item 7). Such funds are referred to in this brochure, collectively, as the “Funds,” and each a “Fund” and, sometimes, as “*clients*” or each, a “*client*.” Adviser will typically provide investment management services to each Fund per investment guidelines detailed in each Fund’s private placement memorandum.

Adviser does not participate in wrap fee programs.

As of March 1, 2014, Adviser managed \$126,078,449 in discretionary assets. As of the date of this brochure, Adviser does not manage any *client* assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Adviser's portfolio management fees for the Funds generally range from approximately 0.65% to 1% per annum of assets under management. Management Fees are generally payable either monthly or quarterly in arrears and are deducted from the Funds' assets.

In addition, from time to time, consistent with applicable laws and regulations including Rule 205-3 under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), Adviser (or its affiliate NorCap Management, L.P.) may receive performance-based fees or allocations, calculated separately for each investor in a Fund, equal to a specified percentage (generally 20%) of the increase in an investor's account in excess of the investor's high water mark, as of the close of each measurement period.

Fees may be subject to negotiation based on the circumstances of the investor and other factors, including but not limited to the type and size of the account and the type of advisory and client-related services to be provided to the account. For example, certain Fund investors who have been introduced by solicitors with whom Adviser has a relationship and/or certain investors for whom Adviser acts as subadviser may be subject to different fee terms than those specifically described in this Item 5.

Adviser's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the *client*. Please see Item 12 for further discussion of Adviser's brokerage practices. *Clients* may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds also charge internal management and other fees, which are disclosed in a fund's prospectus.

The charges, commissions, fees and expenses described in the preceding paragraph are exclusive of and in addition to Adviser's fee, and Adviser will not receive any portion of these charges, commissions, fees and expenses.

Adviser does not generally permit or require *clients* to pay fees in advance. However, if a *client* and Adviser agree to a fee arrangement that entitles Adviser to receive fees in advance, then upon termination of the applicable investment advisory contract (or partial redemption of an investment), fees will be rebated to the *client* (or underlying Fund investor if applicable) as appropriate based on the period during which Adviser actually provided advisory services.

Neither Adviser nor any of its supervised persons accepts compensation for the sale of securities or other investment products, such as asset-based sales charges or service fees from the sale of mutual funds.

Each Fund's private placement memorandum contains further information regarding fees and compensation.

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

As discussed in Item 5 above, Adviser (or its affiliate NorCap Management, L.P.) may receive performance-based fees or allocations.

Performance-based compensation arrangements may be viewed as creating an incentive for Adviser to recommend investments which may be riskier or more speculative than those which would be

recommended under a different arrangement. Such arrangements also create an incentive to favor higher paying accounts over other accounts in the allocation of investment opportunities.

However, Adviser has adopted and implemented procedures designed to ensure that all *clients* are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among *clients*.

Adviser's allocation policy applies whenever Adviser determines that two or more *clients* should purchase or sell interest or shares of any security or other investment.

It is Adviser's general policy, subject to certain exceptions, to allocate purchase or sale opportunities on a *pro rata* basis to all applicable *clients*, measured by reference to each *client's* relative net asset value as of the beginning of the month in which the purchase or sale is executed.

Item 7 – Types of *Clients*

Adviser provides portfolio management services to four Funds: (1) GovPlus Fund AI, L.P., a Delaware limited partnership ("GovPlus AI Fund"), (2) GovPlus Offshore, Ltd., a Cayman Islands exempt company ("GovPlus Offshore Fund"), (3) EquityPlus Fund, L.P., a Delaware limited partnership ("EquityPlus Fund"), and (4) NorCap Diversified Premium Fund, LP., a Delaware limited partnership ("Diversified Premium Fund"). NorCap Management, L.P., a Delaware limited partnership, is the general partner ("General Partner") of GovPlus AI Fund, EquityPlus Fund, and Diversified Premium Fund (collectively, the "Onshore Funds").

In general, each investor in a Fund must be an "accredited investor" as defined in Regulation D under the Securities Act of 1933, as amended, and a "qualified client" within the meaning of Rule 205-3 under the Advisers Act. However, in the case of Diversified Premium Fund, each investor must be an "accredited investor" and a "qualified purchaser" as defined in the Investment Company Act of 1940, as amended. In addition, the minimum initial investment amount for an investor in a Fund is generally \$1,000,000.

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

Adviser offers several principal investment strategies as described below. Any particular *client* account may utilize one or more of the investment strategies described below. Investing in securities involves the risk of loss, including principal, which *clients* should be prepared to bear.

At the current time, the Adviser will focus on one or more of the following strategies:

1. Diversified Premium Fund's investment strategy is designed to identify and exploit inefficiencies in securities and other instruments while minimizing downside exposure and market risk through employing non-correlated, risk-mitigation techniques. Two principal strategies are involved -
 - a. Volatility arbitrage through the identification of mispriced securities including but not limited to stocks, bonds, options, futures and other derivative instruments (including both exchange-traded and over the counter). The techniques expected to be employed include both directional and non-directional long and short positions. Examples of derivatives utilized include, but are not limited to, derivatives on the S&P 500 Index,

Russell 2000 Index, non-U.S. exchanges, U.S. Treasury Bond Index, currencies, commodity and individual stock derivatives.

Volatility arbitrage is quantitative, and the Adviser uses proprietary mathematical models to value securities as well as manage risks. The Adviser also uses a rigorous fundamental analysis of the current macroeconomic environment.

- b. The core investments in the fixed-income portion of the principal strategy include a portfolio of short duration (5 years or less) direct obligations of the U.S. Treasury and obligations issued by U.S. government agencies and instrumentalities, including securities that are supported by the United States.
2. For the GovPlus funds (GovPlus AI Fund and GovPlus Offshore Fund), the investment strategy is designed to achieve consistent monthly incremental returns in excess of the Barclays 1-3 year government bond index. Two principal strategies are involved -
- a. Volatility arbitrage through the identification of mispriced put and call options on the S&P 500 Index.

Volatility arbitrage is quantitative, and the Adviser uses proprietary mathematical models to value securities as well as manage risks. The Adviser also uses a rigorous fundamental analysis of the current macroeconomic environment.

- b. The core investments in the fixed-income portion of the principal strategy includes a portfolio of short duration (5 years or less) direct obligations of the U.S. Treasury and obligations issued by U.S. government agencies and instrumentalities, including securities that are supported by the United States.
3. The EquityPlus Fund's investment strategy is designed to achieve positive, long-term returns in excess of the S&P 500 Index. Two principal strategies are involved -
- a. Volatility arbitrage through the identification of mispriced put and call options on the the S&P 500 Index.

Volatility arbitrage is quantitative, and the Adviser uses proprietary mathematical models to value securities as well as manage risks. The Adviser also uses a rigorous fundamental analysis of the current macroeconomic environment.

- b. High-income/dividend paying securities, such as master limited partnerships, preferred stocks or other stocks with stable dividends, exchange traded funds, equity options on individual securities and/or Indexes including but not limited to the S&P 500 Index. EquityPlus Fund may utilize fixed-income securities and/or other instruments as a defensive measure.

Risk Factors

Prospective investors should give careful consideration to the following factors in evaluating the merits and suitability of an investment in a Fund:

- *Investment Risks Generally.* The prices of the securities and other instruments in which a Fund invests may be volatile. Market movements are difficult to predict and are influenced by, among

other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. Markets may move significantly and such moves may be detrimental to the Fund. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets and related investments to move rapidly..

In addition, there may be periods where Adviser is unable to fully implement a Fund's investment strategy. For example, although it is intended that the Funds' portfolios will be constructed as described above (and as described further in each Fund's private placement memorandum), there can be no assurance that the Funds' portfolios will maintain this structure at all times (e.g., during periods of market instability). During any such periods, Adviser's ability to seek the Funds' investment objectives may be impaired.

- *Prediction of Market Movements.* The profitability of a significant portion of the Adviser's investment program depends to a great extent upon correctly assessing the future course of the price movements and volatility of the securities markets, bond markets, and other investments. There can be no assurance that the Adviser will be able to accurately predict these price movements. With respect to the investment strategy utilized by the Adviser, there is always some, and occasionally a significant, degree of market risk.

- *U.S. Bond Markets.* Many of the Adviser's investments will be dependent in some manner on the U.S. bond markets, including treasury instruments. Deterioration of U.S. bond markets and other economic fundamentals could negatively impact the performance of the Funds. Such changes in fundamentals could involve fluctuations as a result of general and local economic conditions, overbuilding and increase competition and an increase in interest rates.

- *Income Securities.* The Adviser expects to invest in fixed-income and adjustable rate securities. Income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Market risk relates to the changes in the risk or perceived risk of an issuer, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities.

- *Equity Securities.* The values of equity securities held by the Funds are subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. The value of an interest increases and decreases, reflecting fluctuations in the value of securities held by the Funds.

- *Risk in Writing Options.* Writing options can provide a greater potential for loss than an equivalent investment in the underlying asset. Where an option is written or granted (i.e., sold) uncovered (as will usually be the case when a Fund writes options), the seller may be liable for a risk of loss which is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value. 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 as to the future price behavior of the underlying asset, or any combination thereof. The Adviser's options strategy depends on these factors combining to allow the options to expire unexercised. A significant risk related to the Adviser's enhancement strategy is that

the value of a financial instrument on which an option is written could move significantly causing the options written by a Fund to be “in-the-money” at expiration date. Although Adviser intends to mitigate this risk by changing the strike prices of the option contracts, thereby reducing the probability of that instrument exceeding those respective strike prices, there can be no assurance that Adviser will be successful in this strategy.

- *Short Selling.* The Adviser will engage in short selling, both as part of its general investment strategy and for hedging purposes. Short selling involves selling securities that are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the Funds to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss upon such repurchase. The Funds’ obligations under its securities loans are marked to market daily and collateralized by the Funds’ assets held at the broker, including its cash balance and its long securities positions. Because securities loans must be marked to market daily, there may be periods when the securities loan must be settled prematurely, and a substantial loss would occur.

Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short selling exposes the Funds to unlimited risk with respect to that security due to the lack of an upper limit on the price to which an instrument can rise.

- *Non-U.S. Investments.* The Adviser may invest in the securities of non-U.S. issuers (whether traded in the U.S. or overseas securities markets). Investment 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 standards and disclosure requirements than domestic issuers. The securities of some foreign governments and companies and foreign securities markets are less liquid and at times more volatile than comparable U.S. securities and securities markets. The foregoing risks associated with non-U.S. investments are even greater in emerging markets.

- *Derivatives.* Derivative instruments, or “derivatives,” include futures, options, swaps, 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. Derivatives allow an investor to speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. 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. However, there are a number of other risks associated with writing derivative instruments. For example, because many derivatives provide significantly more market exposure than the premium received when the transaction is entered into, an adverse market movement can expose the Funds to the possibility of a loss exceeding the original premium received. Derivatives may also expose the Funds to liquidity risk, as there may not be a liquid market within which to close or cover outstanding derivatives contracts and/or the cost of closing or covering an outstanding contract can exceed the original premium received.

- *Securities Lending.* The Adviser may lend securities from a Fund’s portfolio to financial institutions needing to borrow securities to complete certain transactions. Securities loans are usually

facilitated by an intermediary, known as the lending agent. The Fund would continue to be entitled to payments in amounts equal to the interest, dividends or other distributions payable on the loaned securities, which affords the Fund an opportunity to earn interest on the amount of the loan and on the loaned securities' collateral.

Securities lending arrangements are subject to certain risks. A securities lender may receive cash payments in lieu of dividends, which (subject to any negotiated gross up payment) may be taxed at a higher rate than qualified dividends. During the term of the loan, the Securities Investor Protection Corporation, or "SIPC," may not protect the Fund with respect to the loaned securities. Therefore, the collateral pledged may constitute the only source of satisfaction of the financial institution's obligations, in the event a financial institution fails to return the securities to the Fund. The Fund is also subject to a risk of loss if the borrower with which it has engaged in a portfolio loan transaction breaches its agreement or if its lending agent becomes insolvent.

- *Counterparty Risk in Futures Contracts and Options on Futures.* In entering into futures contracts and options on futures contracts, there is a credit risk that a counterparty will not be able to meet its obligations to the Funds. The counterparty for futures contracts and options on futures contracts traded in the United States and on most foreign futures exchanges is the clearinghouse associated with such exchange. In general, clearinghouses are backed by the corporate members of the clearinghouse who are required to share any financial burden resulting from the non-performance by one of its members and, as such, should significantly reduce this credit risk.

Futures contracts gains and losses are marked-to-market daily for purposes of determining margin requirements. Option positions generally are not, although short option positions will require additional margin if the market moves against the position. Due to these differences in margin treatment between futures and options, there may be periods in which positions on both sides must be closed down prematurely due to short-term cash flow needs. Were this to occur during an adverse move in the spread or straddle relationships, a substantial loss could occur.

Most United States futures exchanges limit fluctuations in certain commodity interest contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." During a single trading day, no trades may be executed at prices beyond the daily limits. Once the price of a particular contract has increased or decreased by an amount equal to the daily limit, positions in the contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Contract prices have occasionally moved to the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent a Fund from promptly liquidating unfavorable positions and subject the Fund to substantial losses, which could exceed the margin initially committed to such trades.

Each exchange on which futures are traded and the Commodity Futures Trading Commission ("CFTC") (for U.S. based-exchanges) typically have the right to suspend or limit trading in the contracts that each such exchange lists. Such a suspension or limitation could render it impossible for Adviser to liquidate a Fund's positions and thereby expose the Fund to losses. In addition, there is no guarantee that exchange and other secondary markets will always remain liquid enough for the Adviser to close out existing futures positions. It is also possible that an exchange or the CFTC could order the immediate liquidation and settlement of a particular contract, or order that trading in a particular contract be conducted for liquidation only.

- *Margin and Leverage.* Although the Funds will not borrow for investment purposes, the low margin deposits normally required in futures contract trading (typically between 2% and 25% of the value of the contract purchased or sold) and/or portfolio margin permit an extremely high degree of economic

leverage. Accordingly, a relatively small price movement in a contract may result in immediate and substantial losses to the Funds. Like other leveraged investments, any trade may result in losses in excess of the amount invested.

- *Insolvency or Failure of the Custodian/broker.* Institutions, such as a Funds' custodian/broker or various banks, may hold certain of the Funds' assets in "street name." Bankruptcy or fraud at one of these institutions could impair the operational capabilities or the capital position of the Funds.

- *Reliance on Adviser.* Adviser will make substantially all of the trading and investment decisions of the Funds. Investors in the Funds will have no right or power to take part in the trading and investment decisions of the Funds.

- *Reliance on Key Personnel.* The Funds' investment performance will be substantially dependent on the services of David R. Norcom and Carl Y. Baggett and any consultants retained by the Funds. In the event of the death, disability or departure of Messrs. Norcom or Baggett or any consultants, the business of the Funds may be adversely affected.

- *Competition in the Market.* The markets in which the Funds intends to invest are extremely competitive. In pursuing its investing methods and strategies, the Adviser competes with larger investment advisory and private investment firms, as well as institutional investors and, in certain circumstances, market-makers, banks and broker-dealers. In relative terms, the Funds have little capital and may have difficulty in competing in markets in which its competitors have substantially greater financial resources, larger research staffs, and more investment professionals than the Adviser has or expects to have in the future. In any given transaction, investment and trading activity by other firms will tend to narrow the spread between the price at which an investment may be purchased by the Funds and the price it expects to receive upon consummation of the transaction. In addition, competition in the writing of options may decrease the premiums that can be generated on option sales.

- *Side Letters and Other Agreements with Investors.* The Funds may enter into separate agreements with certain investors, such as those affiliated with the General Partner, the Adviser, or those deemed to involve a significant or strategic relationship, waive certain terms, or allow such investors to invest on different terms than those specifically described in the Funds' private placement memoranda, including terms related to fees, liquidity or depth of information provided to such investors concerning the Funds. Under certain circumstances, these agreements could create preferences or priorities for such investors. In addition, the Adviser may, through a separate fund or otherwise, specifically allocate capacity with respect to some of the Funds' investments to *clients* or investors who desire increased exposure to such investments.

The Funds 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 Funds' activities than is included in standard reports to investors, thereby enhancing the recipient's ability to make investment decisions with respect to the Funds.

- *Lack of Liquidity or Ability to Transfer Interest.* There are restrictions on withdrawals from the Funds (which may be settled in securities rather than cash) and on transfers of Fund interests. The prior written consent of the directors of GovPlus Offshore Fund, in the case of GovPlus Offshore Fund, or the General Partner, in the case of the Onshore Funds, will be required for a transfer of any investor's interest in a Fund. Because of the restrictions on withdrawals and transfers, an investment in a Fund is a relatively illiquid investment and involves a high degree of risk. A subscription for interests of a Fund

should be considered only by persons financially able to maintain their investment and who can accept a loss of all of their investment.

- *Effect of Substantial Withdrawals.* Substantial withdrawals by Fund investors within a short period of time could require Adviser to liquidate a Fund's investments more rapidly than would otherwise be desirable, possibly reducing the value of the Fund's assets and/or disrupting the Fund's investment or hedging strategies. Reduction in a Fund's size could make it more difficult to generate a positive return or to recoup losses due to, among other things, reductions in Adviser's ability to take advantage of particular investment opportunities or strategies.

- *Distributions In-Kind.* While the investments made by the Funds are readily liquidated, a Fund may not be able to sell such investments at prices that reflect Adviser's assessment of their value or the amount paid for such investments by a Fund. The Funds are authorized to make distributions in kind in lieu of or in addition to cash.

- *No Distributions.* The Funds do not intend to make any distributions to investors, but intend to reinvest substantially all of the Funds' income and gain. Cash that might otherwise be available for distribution is also reduced by the payment of Fund obligations and expenses (including management fees and expense reimbursements), and establishment of appropriate reserves.

- *Past Performance Not Necessarily Indicative of Future Results.* The Funds have limited operating history. The past investment performance of the General Partner, Adviser or their principals may not be construed as an indication of the future results of an investment in a Fund.

- *Future Regulatory Change is Impossible to Predict.* The securities and derivatives markets are subject to comprehensive statutes, regulations and margin requirements. In addition, the SEC, the CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading. The regulation of securities and derivatives both inside and outside the United States is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Funds is impossible to predict, but could be substantial and adverse.

Investors should refer to the relevant Fund's private placement memorandum for a more detailed discussion of applicable risks.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor or a potential investor's evaluation of Adviser or the integrity of Adviser's management. Adviser has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Adviser, nor any of its management persons, is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker dealer.

Adviser is not registered as a commodity trading advisor ("CTA") in reliance on CFTC Rule 4.14(a)(8), which permits Adviser to provide commodity trading advice to the Funds without registering as a CTA.

As described earlier, an affiliate of Adviser, NorCap Management, L.P., serves as General Partner of the Onshore Funds, and, in this capacity, is entitled to receive a performance allocation.

Adviser does not recommend or select other investment advisers for its *clients*.

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

As part of an overall internal compliance program, Adviser has adopted a Code of Ethics that imposes standards of business conduct, including requirements to put *client* interests first and not to take inappropriate advantage of employment-related information, seeks to minimize potential conflicts of interests between employees and investment advisory *clients* and helps to ensure compliance with applicable laws and regulations.

The Code of Ethics also imposes restrictions on employee personal securities transactions and accounts. Such restrictions include prohibitions on trading in securities while in possession of material, nonpublic information and reporting of personal securities accounts, transactions and/or holdings to the CCO as required by Rule 204A-1 under the Advisers Act.

The Code of Ethics also generally requires Adviser's partners, officers and employees to obtain pre-approval of certain securities transactions from the CCO. Existing and prospective Adviser *clients* may obtain copies of the Code of Ethics by mailing a written request for such document to Brenda Lander at the physical address detailed on the first page of this document or by e-mail to blander@norcapfunds.com.

Subject to the provisions of the Code of Ethics, which provide that all personal securities transactions must be conducted in such a manner as to avoid any actual, apparent or potential conflict of interest or any abuse of an employee's position of trust and responsibility, Adviser's officers and employees may from time to time have acquired or sold, or may subsequently acquire or sell, for their personal accounts securities which may also be purchased or sold for the accounts of Adviser's *clients*.

Adviser, its affiliates and partners, officers and employees may engage in transactions or cause or advise a particular *client* to engage in transactions which may differ from or be identical to the transactions engaged in by Adviser for other accounts. Adviser shall not have any obligation to engage in any transaction for a *client*'s account or to recommend any transaction to a *client* in which any of Adviser's affiliates may engage either for their own accounts or the account of any other *client*, except as otherwise required by applicable law.

Adviser does not engage in agency cross transactions or principal transactions.

Item 12 – Brokerage Practices

Adviser generally has the authority to make all determinations regarding securities to be purchased or sold, the amount of such securities to be purchased or sold, the use of broker-dealers and commissions paid.

In placing orders, Adviser seeks to obtain best execution taking into account factors such as (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) the operational efficiency with which transactions are effected, taking into account the size of order and difficulty of execution; (iii) the financial strength, integrity and stability of the broker; (iv) the firm's risk in positioning a block of securities; (v) the quality, comprehensiveness and

frequency of available research services considered to be of value; and (vi) the competitiveness of commission rates in comparison with other brokers satisfying Adviser's other selection criteria.

While Adviser generally seeks the best price in placing its orders, an account may not necessarily be paying the lowest price available.

Adviser does not currently generate "soft dollars" with respect to any *client* account. If Adviser were to use "soft dollars," it would do so only within the safe harbor afforded by Section 28(e) of the Securities Exchange Act of 1934, as amended.

In selecting or recommending broker-dealers, Adviser does not consider whether Adviser or an affiliate receives investor referrals from such broker-dealer.

Adviser does not accept directed brokerage arrangements.

Adviser does periodically aggregate *client* trades. *Clients* participating in aggregated orders will generally receive the same average price. In certain instances, Adviser may need to execute multiple trades in the same security through different broker-dealers because a particular broker-dealer may not be able or willing to trade in the quantity or price that Adviser seeks. In such cases, the aggregation of such orders is not practically possible as most trade orders are executed or filled when they are placed and, as a result, each trade order placed with a different broker-dealer is considered a separate order and different accounts will not participate in an average price.

Item 13 – Review of Accounts

Adviser's *client* accounts are reviewed regularly, and, in any event, at least daily, by the principal portfolio manager responsible for the account. Adviser will make appropriate adjustments to the investments held in a *client* account as promptly as practicable after identifying the need for a change in such account. The CCO will review records relating to the trading in each *client* account on an ongoing basis and, in conjunction with the applicable portfolio manager(s) for the account, will monitor the suitability of such trades in light of any applicable policies, investment objectives, investment or other restrictions and previous disclosures made to *clients*.

Investors in the Funds generally receive annual and either monthly or quarterly statements regarding their accounts in the Funds that include details pertaining to the activity, yield and current market value of such accounts during the applicable reporting period as set forth in the Funds' private placement memoranda.

Adviser may provide reports to a Fund investor on other than a monthly or quarterly and annual basis and may vary the content of those written reports in consultation with that investor.

Item 14 – *Client* Referrals and Other Compensation

From time to time, Adviser may have referral or solicitation arrangements with non-affiliated persons or entities to which Adviser pays fees for the referral of business.

Any such arrangements are pursuant to written arrangements consistent with Rule 206(4)-3 of the Advisers Act. Adviser and/or the solicitation agent will make appropriate disclosures of such arrangements to the *client* and the *client* does not bear the cost of such referral or solicitation fees, nor is the advisory fee higher than the advisory fee to other *clients* because of such payments.

Item 15 – Custody

Adviser is deemed to have custody of the assets of each Fund. Adviser maintains each Fund's accounts with a "qualified custodian" in accordance with Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). To comply with the requirements of the Custody Rule, each Fund is audited each year by an independent public accountant and these audited financial statements are provided to Fund investors within 120 days of fiscal year end.

Item 16 – Investment Discretion

Adviser has discretionary authority to trade on behalf of each of the Funds. Such authority is set forth in the investment management agreement between Adviser and each Fund. In all cases, Adviser exercises such discretion in a manner consistent with the stated investment objectives in the investment management agreement and the Fund's private placement memoranda.

Item 17 – Voting *Client* Securities

Proxies are an asset of a *client* account, which should be treated by the Adviser with the same care, diligence and loyalty as any asset belonging to a *client*. Accordingly, proxy voting must be conducted with the same degree of prudence and loyalty accorded any fiduciary or other obligation of the Adviser.

Adviser has the authority to vote all proxies on behalf of the Funds. Any proxy statements received will be reviewed by the CCO or her designee. It is the Adviser's policy to review each proxy statement on an individual basis and to vote with the goal to best serve the financial interests of its *clients*.

If the Adviser exercises voting authority with respect to its *clients*, it must make and retain the following: (a) a copy of each proxy statement that the Adviser receives regarding *client* securities, but may rely on obtaining a copy of a proxy statement from the SEC's Electronic Data Gathering Analysis, and Retrieval (EDGAR) system; (b) a record of each vote cast by the Adviser on behalf of a *client*; (c) a copy of any document created by the Adviser that was material to making a decision how to vote proxies on behalf of a *client* or that memorializes the basis for that decision; and (d) a copy of each written *client* (or investor) request, if any, for information on how the Adviser voted proxies on behalf of the *client*, and a copy of any written response by the Adviser to such a request.

The records required to be made and described above must be maintained and preserved in an easily accessible place, in accordance with Rule 204-2 of the Advisers Act.

Adviser's proxy voting policies and procedures and information on how Adviser voted proxies on behalf of a *client* will be provided upon request by such *client* (or by an investor in a Fund).

Item 18 – Financial Information

Adviser has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to *clients* and has not been the subject of a bankruptcy proceeding.