

Landmark Equity Advisors, LLC

FORM ADV PART 2A

[Firm Brochure, March 30, 2015]

www.landmarkpartners.com



Item 1 - Cover Page

Form ADV Part 2A: Firm Brochure

Landmark Equity Advisors LLC

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March 30, 2015

This Brochure provides information about the qualifications and business practices of **Landmark Equity Advisors LLC** (“LEA,” “us,” “we,” or “our”). If you have any questions about the contents of this Brochure, please contact Antoinette Lazarus, Chief Compliance Officer, at (860) 651-9760 or antoinette.lazarus@landmarkpartners.com. 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.

We are a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information which you may use to determine to hire or retain an investment adviser.

Additional information about us is also available on the SEC’s website at www.adviserinfo.sec.gov.

Unless otherwise indicated, the term “Landmark” or “the Firm” is broadly used within this Brochure to refer to the entire Landmark Partners enterprise and not to a specific legal entity.

Item 2 - Material Changes

The Material Changes section of the Brochure will be updated annually when material changes occur since our last annual update.

Material Changes

The date of our last annual updating Brochure was March 27, 2014.

As of December 31, 2014, Landmark Equity Partners XV, L.P had its final close on \$3.283 billion commitments.

Please contact Antoinette Lazarus, Chief Compliance Officer, at 860-651-9760 to obtain a free copy of our Brochure.

Additional information about Landmark Equity Advisors is also available via the SEC's web site www.adviserinfo.sec.gov.

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Item 4 - Advisory Business

We are a wholly-owned subsidiary of Landmark Partners, LLC (“LP LLC” or “Landmark Partners”) and indirectly owned by Landmark professionals and Religare Global Asset Management, Inc. (“RGAM”), a wholly-owned subsidiary of Religare Enterprises Limited. Both Landmark Partners and RGAM are SEC-registered investment advisers.

Investment Funds

We provide investment management services primarily focusing on private investments through sponsored privately offered pooled investment vehicles (the “Landmark Funds” or the “Funds”). Along with Landmark Realty Advisors LLC (“LRA”) and to a lesser degree, Landmark Advisers, Inc. (“LAI”), (collectively, the “Affiliated Advisers”), our secondary funds of funds have been a leading source of liquidity to owners of interests in private equity, venture, mezzanine, buyout, and real estate limited partnerships since 1989. LRA and LAI are SEC-registered investment advisers.

Our clients consist mainly of privately offered pooled investment vehicles (“funds of funds”) that acquire and hold as investments, interests in other private equity funds (“underlying funds”). Some of the funds of funds are “secondary” funds of funds, acquiring interests in the underlying funds from existing investors, and others are “primary funds,” acquiring interests in the underlying funds directly from the underlying fund. The underlying funds in which our funds of funds invest consist primarily of private equity, venture capital, buyout, and mezzanine funds. We also manage private funds that invest directly in private equity, venture capital and buyout fund portfolio companies, sometimes on a co-investment basis with the underlying funds.

We provide investment advisory services to the Funds on a discretionary basis. The investors in the Funds we advise are pension and profit sharing plans and other institutional investors such as endowments, foundations, insurance companies and banks, as well as high net worth individuals. We, along with our Affiliated Advisers, have formed 29 funds focused on private equity, venture capital, buyout, mezzanine, and real estate partnerships since 1989. These funds have been capitalized at \$14.9 billion as of December 31, 2014.

Currently, we provide investment advisory services to the following Funds:

- Primary Funds

Landmark Primary Partners VIII, L.P., Landmark Primary Partners IX, L.P. and Landmark Opportunity Fund, L.P.



- Secondary Funds

Landmark Secondary Partners VIII, L.P., Landmark Secondary Partners IX, L.P., Landmark Equity Partners X, L.P., Landmark IAM Partnership X, L.P., Landmark Equity Partners XI, L.P., Landmark IAM Partnership XI, L.P., Landmark Equity Partners XII, L.P., Landmark Equity Partners XIII, L.P., Landmark Equity Partners XIII-A, L.P., Landmark Equity Partners XIV, L.P., Landmark Equity Partners XIV Offshore, L.P., Landmark Partners 1907 Fund I, L.P., Landmark – NYC Fund I, L.P., Landmark Equity Partners XV, L.P., Landmark Equity Partners XV Offshore, L.P., LWFB Co-Investment Fund I, L.P., Landmark Partners 1907 Fund II, L.P., Landmark TX ERS Co-Investment Fund I, L.P., NCL Investments, L.P. – PE Series and NCL Investments, L.P. – RA Series.

- Direct Investment Funds

Landmark Growth Capital Partners, L.P., Landmark IAM Growth Capital, L.P., and Landmark Co-Investment Partners IX, L.P.

Acquisition Vehicles

In certain instances, LEA may form special purpose vehicles (“Acquisition Vehicles”) to acquire certain assets. The beneficial and legal owners of these special purpose vehicles may be one or more of the Landmark Funds, the seller of the assets, or unaffiliated co-investors. The ownership interest of Landmark Funds with an interest in these special purpose vehicles is reflected in the respective Landmark Fund’s records and audited financial statements.

The Acquisition Vehicles are not listed in Form ADV Part 1, Section 7.B.(1) Private Fund Reporting. However, the gross asset values and regulatory asset under management (“RAUM”) are reflected in the respective Landmark Fund’s gross asset value and Form ADV Part 1, Item 5.F.(2), respectively.

We may from time to time cause a Fund or client to purchase or sell interests in a particular fund from a related adviser, provided that such investments are consistent with the Fund’s or client’s strategy and are made on a basis that does not involve the payment of an additional fee to us or the related adviser.

Separate Accounts/Separately Managed Account

In addition to managing the Funds, we also provide investment advice on a separate account and advisory basis to pension and other institutional clients with respect to specific investments and portfolios of private fund interests. These services are generally tailored to meet the individualized needs of particular clients and provided on a discretionary basis.

From time to time, we also provide one-time advisory services on a non-discretionary basis in connection with the acquisition of portfolios of assets by such clients. Fees for such advisory services are typically negotiated beforehand with the client, based on the nature and size of the portfolio and the difficulty of the undertaking, and are payable upon completion.

As of December 31, 2014, we managed \$7,206,850,231 (which represents: Gross Asset Value + Uncalled Commitments), on a discretionary basis.

See Item 10 for information with respect to LEA's other affiliations. Additional information with respect to RGAM, Landmark Partners, LRA and LAI is available via the SEC's web site www.adviserinfo.sec.gov.

Item 5 - Fees and Compensation

Advisory Fees, Withdrawals and Termination

For our investment advisory services, we may receive advisory fees and incentive fees. Subject to our discretion, advisory fees may be negotiated with prospective investors in a Fund and clients.

Funds and Separately Managed Accounts

The amount of advisory fees varies by Fund. Typically, each Fund has an investment period or a fixed time period, during which the advisory fee is determined by applying a fixed percentage to the amount of the Fund's committed capital. After the end of the investment period or a fixed time period, either the same percentage or a different percentage is applied to a base representing the amount of the Fund's reported value or invested capital, depending on the Fund.

Advisory fees may vary depending on the Fund, and/or Separately Managed Accounts. Details concerning advisory fees are set forth in the Funds' offering documents and limited partner agreements. Advisory fees are described in the investment management agreements that we manage for separately managed accounts.

Our advisory fees are generally payable in advance on a quarterly basis. Advisory fees are billed to each Fund and are paid by the Fund from Fund assets. To obtain cash to pay advisory fees, a Fund may call down committed capital from investors.

Redemptions and Terminations

Generally, withdrawals from the Funds are not permitted; however, investors subject to ERISA and governmental plans may have a limited right to withdraw from a Fund if continued

participation by those investors would violate ERISA or applicable law or the investors' internal policies. Separately managed accounts have negotiated termination provisions.

Upon termination of a Fund or account, any prepaid, unearned advisory fees will be refunded and any earned, unpaid fees will be due and payable.

Qualified Professional Asset Manager ("QPAM")

We negotiate fees individually with certain clients on a project-by-project basis. The fees are generally based on a fixed percentage of the capital commitments made with respect to the client's investments plus a monitoring fee based on the number of investments in the portfolio.

Advisory fees for QPAM clients are paid annually in arrears.

Performance-based Fees

See Item 6 below for information with respect to performance-based fees.

Other Costs and Expenses

Our advisory fees are exclusive of other costs and expenses the Funds and clients may incur, which are borne by and payable out of the assets of the Funds and clients and not by us. These costs include, charges imposed by custodians, administrators, and registrars and transaction and consulting fees, legal and accounting fees, taxes and certain fund organizational and operating expenses, as well as the management fees, organizational, and operating expenses charged by the underlying funds in which the Funds hold investments, all as more particularly described in the organizational and offering documents of the Funds we advise and their underlying funds.

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

The Funds and clients we advise generally provide for performance-based fees or carried interest (also known as incentive fees) distributions to the general partners, so that the members of the general partners (certain of whom are also our members and officers) are entitled to receive a percentage of the cumulative distributions made by the Funds after their limited partners or investors have received distributions equal to their total capital contributions plus a pre-determined preferred return. More detailed information about a particular Fund's performance-based distribution arrangements may be obtained by the investors in the Fund from the private placement memorandum and organizational documents of the Fund or investment management agreements for each separately managed account.

Carried interest distributions can create incentives for us to recommend investments which are riskier or more speculative than those which would be recommended under a different fee



arrangement. They can also create an incentive for us to favor higher fee generating investments and clients over lower fee generating investments and clients. In instances in which such conflicts may arise, the limited partnership agreements and investment guidelines of the Funds may prescribe specific factors to be taken into account by us in allocating investment opportunities among the participating Funds.

Generally when making allocation decisions, we consider a variety of factors including, among others, the investment objective of the particular Fund or client account, the sourcing of the investment opportunity, the composition of the portfolios of each of the Funds and other client accounts, and the risks and obligations associated with that portfolio, available capital, risk tolerance, and investment objectives and guidelines of each such Fund and other client account, the aggregate size of the investment, including whether follow-on investments may be required, the investment strategy and restrictions or other obligations or requirements related to the proposed investment, legal, tax, regulatory and other considerations, and the availability of other investment opportunities. In addition, the method of allocating investment opportunities may change over time, particularly as each Fund's investment period comes to an end. Although we seek to allocate investment opportunities in a fair and equitable manner, decisions as to the allocation of investment opportunities which may present conflicts of interest may not always be resolved in the manner that is favorable to the interests of a particular Fund or separate account client.

Item 7 - Types of Clients

Our clients are the Funds. Investors in the Funds may include pension and profit sharing plans and other institutional investors such as endowments, foundations, insurance companies and banks, as well as high net worth individuals.

We impose certain minimum investment or account size that vary by Fund, but generally range from \$5 million - \$10 million per limited partner or account. We and the general partners of the Funds have the right to change or waive such minimums.

Details concerning applicable fees, minimum investment amounts and suitability criteria are set forth in the respective Fund's offering documents and limited partner agreements.

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

We typically make private equity investments through the purchase of interests in established private equity funds.

With respect to secondary private equity fund investments, our strategy is to focus principally on negotiated transactions as opposed to large portfolio auctions where price is the determining



factor. As such, we concentrate on acquiring portfolios of private equity limited partnership interests in the middle market from institutional holders seeking liquidity or exit from the underlying funds. While focused on the middle market, we retain the ability to handle small and large portfolio restructurings. The key elements of our investment process are the following:

Deal Sourcing. We generate proprietary deal flow through an extensive network in the private equity community and through our reputation as a frequent, reliable buyer of interests from investors seeking liquidity. At times we may pay affiliated and unaffiliated third-parties for deal sourcing opportunities.

Due Diligence and Evaluation Procedures. We seek to analyze the private equity, venture capital, buyout and mezzanine fund investments and portfolios of such investments which may be acquired by the Funds and clients based upon the investment strategy and focus of the underlying funds, the relevant experience of the underlying funds' managers, the past performance of related funds, if any, and other information deemed appropriate. As part of our due diligence, we perform detailed reviews of the funds whose interests are being offered. This involves an analysis of the fund's general partner's historical investment record, the success of the underlying fund in achieving its investment return expectations to date; valuations of the currently held portfolio companies; and generating liquidity and cash flow projections. Attention is also given to under-performing investments and strategies for recovery; portfolio company compliance with loan covenants; estimated timetables for future capital calls; and confirmation that there are no impediments to an orderly transfer of partnership interests. If the investment is deemed appropriate to pursue after preliminary due diligence, the investment team prepares a cash flow model, which projects the internal rate of return to limited partners over the life of the investment being acquired.

Upon completion of the due diligence process, our investment committee, which generally consists of five to seven partners who have been closely involved in the review process since the deal was brought to the attention of the investment team, votes to approve or reject the deal.

Negotiations and Closings. Upon reaching agreement on price and terms, the Fund executes a letter of intent and negotiates the definitive purchase agreement with the seller. Meetings to obtain consent to the transfer, to address transfer mechanics, and to complete due diligence are then scheduled with the general partners of the fund whose interest is being acquired. *Sources of Information.* Our principal sources of information regarding the private equity, venture capital, buyout, and mezzanine fund investments may include, but are not limited to private offering memoranda, financial and business reports, interviews with the underlying fund managers, visits to the underlying funds and reference checks on the underlying funds' managers.



Risks of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

Investments in the Funds, including clients' portfolios, involve a high degree of risk and should be regarded as speculative. Investing in the Funds should be considered only by institutions and individuals who can reasonably afford a loss of their entire investment. The risks involved with our investment strategies include, but are not limited to the following:

Nature of Private Equity Investment

Private equity investments require a long-term commitment by investors, extending up to 14 years or more. Capital is contributed on an as needed basis and capital calls may be made over extended periods of time and upon short notice. Accordingly, Fund investors and clients must have and maintain sufficient available capital assets to support their capital commitments. Investors who are unable or unwilling to comply with their capital contribution obligations risk, forfeiture of a portion, and possibly all, of their investment in the Fund. Accordingly, prospective investors should assure themselves that they have sufficient available capital assets to support their capital commitments. .

Illiquid Nature of Investment in the Funds

Investments in the Funds are highly illiquid. Investors may not redeem their interests and may be unable to transfer or liquidate their investments during the lives of the Funds.

Investment in the Funds requires a long-term commitment, with no certainty of return. In the early life of the Fund, cash flow available to the limited partners is likely to be limited. The Funds' investments will be highly illiquid, and there can be no assurance that a Fund will be able to realize on such investments in a timely manner. Dispositions of such investments may require a lengthy time period or may in some situations result in distributions in kind to the limited partners and investors.

Nature of Underlying Fund Investments

The success of each of the underlying funds (and, as a result, a large measure of a Fund's success) is subject to those risks which are inherent in private equity, venture capital, buyout, and mezzanine investments. These risks are generally related to (i) the ability of each of the underlying funds to select and advise successful investment opportunities; (ii) the quality of the management of each portfolio company in which the underlying funds invest; (iii) the ability of the underlying funds to liquidate their investments; and (iv) general economic conditions. Fund of funds are neither able to control the underlying funds in which they hold investments nor the



portfolio companies in which the underlying funds have invested. Consequently, we are not able to control the amount or timing of distributions our Funds receive from the underlying investments, which may affect investors' returns.

Funds may acquire direct investments in securities of private and public companies. Direct investments may be expected to involve a high degree of risk and uncertainty. There is generally no publicly-available information regarding the privately-owned portfolio companies in which a Fund expects to invest directly.

Failure by Other Investors to Meet Capital Calls of Underlying Funds

Failure by one or more investors in our Funds or an underlying fund to meet a capital call could have adverse consequences for the underlying fund, our Funds or their investors. If multiple investors fail to meet capital calls, defaults could occur which could result in forfeitures causing a lower return, or potentially a loss, on the funds' investments.

General Partner May Retain and Reinvest Proceeds of Investments and Recall Distributions

Certain Funds may elect to use proceeds from the disposition of interests in underlying funds to satisfy, or establish reserves for current or anticipated obligations (including, without limitation, advisory fees and any other Fund expenses as well as obligations relating to additional investments). If a Fund reinvests such amounts, the amount so reinvested will not reduce any limited partner's capital commitment.

A Fund may at any time recall distributions made to its limited partners. Recalls may be made to satisfy expense and indemnity obligations of the Fund itself or to satisfy recall requests received from the underlying funds. A Fund or its underlying funds may require recontributions of distributions for various reasons, including as a result of the use of over-commitment strategies, to satisfy indemnification, reimbursement, contribution and similar obligations or because capital had been returned to its limited partners without having been invested or having been invested for only a short period of time. Amounts recalled generally will not reduce a limited partner's remaining capital commitment.

Underlying Funds May Make Commitments in Excess of Their Capital Commitments.

Certain underlying funds may make commitments to portfolio companies in excess of the total capital committed to such underlying funds. As a result, in certain circumstances, an underlying fund may need to retain distributions from its investments or recall distributions or liquidate certain of its investments prematurely at potentially significant discounts to market value if the underlying fund does not generate sufficient cash flow from its investments to meet these



commitments. Likewise, the Funds may also be exposed to these risks if the Funds do not generate sufficient cash flow to satisfy its recall obligations to their underlying funds.

Past Performance Is Not Necessarily Indicative of Future Results of the Funds

At the time investors invest in our Funds, the Funds typically have no prior operating history upon which an investor can base its prediction of success or failure. The results of earlier investment Funds formed by us or our affiliates are not necessarily indicative of the results that a new Fund will achieve.

Potential Conflicts Relating to the Allocation of Investment Opportunities among Funds and Clients

We will determine, in our sole discretion, the allocation of investment opportunities that we deem appropriate for the Fund and clients. When making allocation decisions, the investment objective of the Fund and clients may not be the dispositive factor; rather, we may, in its sole discretion, consider, among other considerations, the sourcing of the investment opportunity, the composition of the portfolios of the Fund and clients, the composition of the underlying funds' portfolio and the risks and obligations associated with that portfolio, available capital, risk tolerance, and investment objectives and guidelines of the Fund and client, the aggregate size of the investment, including whether follow-on investments may be required, the investment strategy and restrictions or other obligations or requirements related to the proposed investment, legal, tax, regulatory and other considerations, and the availability of other investment opportunities. In addition, the method of allocating investment opportunities may change over time, particularly as the Funds' and clients' investment period comes to an end. Although we intend to allocate investment opportunities in a fair and equitable manner, decisions as to the allocation of investment opportunities present numerous conflicts of interest, which may not be resolved in the manner that is favorable to the Funds' or clients' interests.

We may permit other investment vehicles (including other Funds managed by Landmark) to co-invest with the Funds or clients. In that case, allocations will be made in our sole discretion and may result in the investments being made on different terms or in different investments. In addition, these types of co-investments may result in conflicts regarding decisions relating to that investment, including with respect to timing of disposition or strategic objectives.

Potential Conflict Relating to Carried Interest

The existence of the carried interest may create an incentive for us to make riskier or more speculative investments than would be the case in the absence of this arrangement.



Material Non-Public Information

As a result of the extensive operations of Landmark and its affiliates, we may come into possession of confidential or material, non-public information. Therefore, we may have access to material, non-public information that may be relevant to an investment decision to be made by the Funds or clients. Consequently, the Funds or clients may be restricted from buying or selling an investment, which if such information had not been known to Landmark, may have otherwise been undertaken. To the extent any limited partner and client are aware of any such confidential or material, non-public information, such limited partner and client may be restricted with respect to their own investment or other activities and/or be subject to certain laws, regulations or rules with respect to such confidential or material, non-public information.

Currency Fluctuations

The Fund may invest a portion of its capital outside the United States in non-U.S. Dollar denominated securities. Because such investments may involve non-U.S. Dollar currencies and because the Fund may hold funds in bank deposits in such currencies during the completion of their investment program, the Fund may be adversely affected by changes in currency rates (including as a result of the devaluation of the U.S. Dollar or a foreign currency or a failure of the common European currency) and in exchange control regulations. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of the Fund), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Fund and/or the limited partners with respect to the Fund's income, and possible non-U.S. tax return filing requirements for the Fund and/or the limited partners.

In addition, the Fund's commitments to underlying funds may increase as a result of adverse changes in currency rates. While the limited partners will not be required to increase their commitments to the Fund in order for the Fund to meet such obligations, the Fund may need to recall distributions or liquidate certain of its investments prematurely at discounts to market value if the Fund does not generate sufficient cash flow from its investments to offset the amount of the devaluation. Conversely, fluctuations in currency rates may also result in the Fund's capital being less than fully invested in an underlying fund. Although the Fund may choose to seek to protect the economic value of its investments (and those of any underlying investment) through currency hedging, the financial instruments available to hedge the currencies of certain markets in which the Fund may invest may be less effective or economical than financial instruments used to hedge the currencies of other jurisdictions.



Risks Associated with Hedging Activities

The Funds may choose, but is not required, to seek to protect the economic value of its investments (and investments in underlying funds) through currency hedging, security hedging or other hedging strategies, including swaps, short sales, forward contracts or options. While such transactions themselves may reduce certain risks, such transaction themselves may entail certain other risks. The risks posed by these transactions include, but are not limited to, interest rate risk, market risk, the risk that these complex instruments and techniques will not be successfully evaluated, monitored or priced, the risk that counterparties will default on their obligations, liquidity risk and leverage risk (please see “Risks Relating to the Use of Leverage by the Underlying Funds”). Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives. In addition, it may not be possible to enter into a hedging transaction, if at all, at a price sufficient to protect the Fund from the anticipated decline in the value of the portfolio position. Moreover, for a variety of reasons, the Fund, the underlying funds and the portfolio companies may not be able to establish a perfect correlation between the hedging instrument and the investment being hedged. This imperfect correlation may prevent the Fund from achieving the intended hedge or expose it to risk of loss. The successful use of these hedging strategies depends upon the availability of a liquid market and appropriate hedging instruments, and there can be no assurance that the Fund will be able to close out a position when deemed advisable by us. Hedging transactions also involve additional costs and expenses, which may adversely affect the overall performance of the Fund, the underlying funds or the portfolio companies. There can be no assurance that the Fund, the underlying funds or the portfolio companies will engage in hedging transactions at any given time or from time to time, or that these transactions, if available, will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect.

Risks Relating to the Use of Leverage by the Underlying Funds

The underlying funds may use leverage for a variety of purposes, including, but not limited to, acquiring, directly or indirectly, new investments, leveraging existing investments to permit distributions or additional investments, facilitating hedging activities and bridging funding for investments in advance of capital calls. Leverage generally magnifies opportunities for gain and risk of loss from a particular investment. The leverage used by the underlying funds may take the form of indebtedness for borrowed money as well as financial leverage in the form of short sales, forward contracts, options, derivatives, and other similar transactions, which may expose the Fund to greater risks than if the underlying funds did not use leverage. This leverage could accelerate and magnify declines in the value of an underlying fund’s investments in a down market. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which state is difficult to accurately forecast. Gains made with borrowed funds generally would cause the underlying funds’ value to increase faster than without borrowed



funds. However, losses incurred with borrowed funds would cause the underlying funds' value to decrease faster and more significantly than without the use of borrowed funds. Money borrowed for the purpose of leveraging investments will also be subject to interest costs as well as financing, transaction and other fees and costs that may not be recovered by returns on the underlying funds' investments or other investment positions taken by the underlying funds. In addition, the use of leverage by an underlying fund may also result in tax-exempt limited partners of the Fund incurring a tax on unrelated business taxable income ("UBTI"). Please see "*Legal and Tax Matters: Tax-Exempt Investors*" for more information.

Effect of Fees and Expenses on Returns

Each of the underlying funds in which a Fund or client invests generally (i) pays (or requires its limited partners to pay) its respective general partner and investment advisor or manager certain fees; and (ii) bears certain costs and expenses. Those fees, expenses and costs are in addition to those of the Fund described in "Principal Terms of the Fund" and client's investment management agreement. Such fees and expenses are expected to (and may materially) reduce the actual returns to limited partners and clients. Fees and expenses of the Funds and clients and the underlying funds in which the Fund or client invests will generally be paid regardless of whether the Fund, client or the Underlying Funds produce positive investment returns.

Risks Relating to Non-U.S. Investments

Certain Funds and clients invest in portfolio investments, and directly and indirectly in companies, that are organized or headquartered or have substantial sales or operations outside of the United States, its territories, and possessions. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of the Fund), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Funds and/or the limited partners with respect to the Funds' income, and possible non-U.S. tax return filing requirements for the Funds and/or its limited partners. The foregoing factors may increase transaction costs and adversely affect the value of the Fund's investments.

Additional risks of non-U.S. investments include, but are not limited to: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed regulatory institutions; and (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction. Moreover, non-U.S. portfolio investments and companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. portfolio investments and companies.



The risks of loss described herein should not be considered to be an exhaustive list of all the risks which investors in the Funds or clients should consider. Investors should refer to the respective Fund's private placement memorandum and organization documents for additional information on risk factors and risk of loss.

Commodity Futures Trading Commission Matters

The Funds (including for this purpose any alternative investment entities or parallel investment entities) may trade in instruments regulated by the U.S. Commodity Futures Trading Commission (the "CFTC"), and in such event each Fund's General Partner and/or its affiliates intend to qualify for an applicable exemption from registration with the CFTC as a commodity pool operator ("CPO") with respect to each Fund (and/or such entities) pursuant to an exemption under CFTC Regulation 4.13(a)(3), which requires filing a notice of exemption with National Futures Association. This Regulation also generally requires that (i) the limited partner interests are exempt from registration under the Securities Act and are not publicly marketed in the United States and (ii) at the time of the relevant investment, with respect to each Fund's positions in CFTC-regulated instruments: (A) aggregate initial margin and related amounts required to establish such positions will not exceed five percent of the liquidation value of each Fund's portfolio, after taking into account unrealized profits and unrealized losses on any such positions; or (B) the aggregate net notional value of such positions, determined at the time the most recent position was established, does not exceed 100 percent of the liquidation value of each Fund's portfolio, after taking into account unrealized profits and unrealized losses on any such positions. Therefore, unlike a registered CPO, each of the Fund's General Partner and/or such affiliates would not be required to deliver a CFTC-compliant disclosure document and a certified annual report to investors. Nonetheless, each Fund's General Partner does intend to provide investors with annual audited financial statements and the reports described in the respective Fund's Partnership Agreement.

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 your evaluation of the investment adviser or the integrity of the investment adviser's management.

We do not have any disciplinary information to disclose.

Item 10 - Other Financial Industry Activities and Affiliations

Certain of our principal executive officers, including certain of our investment committee members and Chief Compliance Officer, spend a significant amount of their time engaged in the private equity and real estate-related activities of Affiliated Advisers. In connection with



performing services for these Affiliated Advisers, our officers and employees will receive compensation.

Our Affiliated Advisers share our office space as well as our compliance personnel, including the Chief Compliance Officer, and, to the extent applicable, compliance policies and procedures addressing common regulatory requirements and issues. We have material business relationships with the Affiliated Advisers within the Landmark group of companies.

With the exception of Landmark Partners LLC, the Affiliated Advisers create limited partnerships and may act as investment adviser to such limited partnerships. We, or any of the Affiliated Advisers, may make investments in these investment partnerships. In addition, certain of our investment professionals and Affiliated Advisers may be members of the general partner of the limited partnerships.

In 2010, the Firm entered into a strategic partnership with Religare Global Asset Management Inc., a U.S. affiliate of Religare Enterprises Limited (collectively, “Religare”), a global financial services group. Pursuant to the Sale and Purchase Agreement with Religare, Landmark agreed to sell approximately 55% of the equity interest in the management company to Religare. The agreement entitles Religare to a portion of the carried interest from future funds. Day-to-day operations of the Firm remain exclusively with Landmark and investment decisions remain the sole responsibility of the Landmark Investment Committee. In addition to the foregoing, future Landmark Funds and/or Landmark may engage Religare or an affiliate thereof to provide certain placement agent services with respect to the sale of interests in new Landmark funds to certain identified investors. Religare or such affiliate may be entitled to a fee with respect to the sale of interests to such investors.

Landmark investment professionals are responsible for our day to day operations and control the investment committees through which all investment decisions are made with respect to our Funds and client accounts.

We are affiliated with Landmark Partners (Europe) Limited, located in the United Kingdom and which is authorized and regulated by the Financial Conduct Authority (formerly known as Financial Services Authority).

Mr. Timothy L. Haviland has direct ownership in LAI. LAI is the investment adviser and investment manager for six predecessor Funds sponsored by Landmark Partners.

From time-to-time, Landmark may engage consultants to provide advice with respect to potential acquisitions of private equity limited partnership interests and other related consultancy services. Due to this relationship, these consultants may invest in one or more of the interests identified.

Item 11 - Code of Ethics

We have adopted a Code of Ethics designed to address and prevent potential conflicts of interest as required under Rule 204A-1 of the Investment Advisers Act. The Code of Ethics describes our standard of business conduct and fiduciary duty to our clients and prospective clients. The Code of Ethics includes, among other items, provisions relating to the confidentiality of client information, prohibition on insider trading, prohibition of spreading rumors, restrictions on the acceptance of extravagant gifts and entertainment, the reporting of certain gifts and business entertainment, and personal securities trading procedures. All of our supervised/accessed persons must acknowledge compliance with the terms of the Code of Ethics annually.

The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of our employees will not materially interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics certain classes of securities and transactions have been designated as exempt securities or transactions based upon a determination that these would not materially interfere with the best interest of clients. In addition, the Code of Ethics requires pre-clearance of certain transactions. Employee trading is monitored by the Chief Compliance Officer to reasonably detect and prevent conflicts of interest between our clients and us.

Among others, the Code of Ethics requires supervised/accessed persons to:

- Submit to the Chief Compliance Officer an initial and an annual report listing their securities holdings and a quarterly report of transactions;
- Obtain approval from the Chief Compliance Officer prior to investing in IPOs and Private Placements (limited offerings);
- Certify that they have read and understand the Code of Ethics and to report any violations of the Code of Ethics to the Chief Compliance Officer;
- Not trade either in their personal accounts or on behalf of clients on the basis of material non-public information; and,
- Not inappropriately use their position for a personal benefit.

Employees who violate the Code of Ethics and our Compliance policies are subject to disciplinary action including, but not limited to, written warnings, and termination of employment.

We will provide a copy of our Code of Ethics to any investor or prospective investor in a Fund or separately managed account, upon request made to Antoinette Lazarus, Chief Compliance Officer.

Item 12 - Brokerage Practices

The Funds and clients' primarily invest in private equity funds. From time-to-time, a Fund may receive portfolio company securities as part of an underlying fund's or a client's general distribution. In addition, we may buy or sell publicly-traded securities for the Funds and clients. In these instances, we generally utilize the services of a limited number of brokers who are familiar with our requirements and procedures to execute all such transactions. The use of a limited number of brokers allows for uniformity, consistency and economy of scale. We are not contractually bound to utilize a particular broker and the broker's retention is subject to our evaluation of the broker's services.

With respect to transacting in publicly-traded securities, we seek to effect transactions at a price, commission and transaction cost (e.g., mark-ups or mark-down) that provides the most favorable total cost or proceeds reasonably attainable under the circumstances. We may consider various factors when selecting broker-dealers including, but not limited to, the experience of the broker-dealer in liquidating distributions from private equity funds, the nature of the portfolio transaction, the size of the transaction, the broker's trading expertise, reliability, responsiveness, reputation, execution, clearance, settlement, willingness to commit capital, access to a particular trading market, and security conditions (e.g., liquidity, volatility, etc.).

We have discretion to determine without obtaining prior consent from the Funds or clients the broker-dealer to execute transactions and the commission rates or commission equivalents charged for effecting the transactions.

Research and Other Soft Dollar Benefits

We do not obtain proprietary and third-party research services or products with clients' commissions or "soft dollars."

Brokerage for Client Referrals

Broker-dealers and their employees may refer potential investors, clients, or possible investments to us. It is our policy not to direct transactions and commissions to these broker-dealers as compensation for such referrals. However, we may effect transactions through these broker-dealers provided they are able to provide best execution.

See Item 14 below for additional information with respect to payment for investor referrals.

Directed Brokerage

We do not accept instructions to effect Fund or client transactions with certain broker-dealers.

Aggregation and Allocation

We will generally aggregate the purchase or sale of publicly-traded securities and allocate the purchase or sale of such shares on a pro rata basis among the Funds and clients in the transaction.

Deal Sourcing

We may cause a Fund or client to purchase or sell interests in a particular Fund or client from a related adviser, provided that such investments are consistent with the Fund's or client's strategy and are made on a basis that does not involve the payment of an additional fee to us or the related adviser.

We may enter into agreement with finders to assist in identifying investments for the Funds or clients. For these investments (deals) the Funds or clients may pay a fee.

See Item 14 below for additional information with respect to payment for investor referrals.

Item 13 - Review of Accounts

Account Reviews

Client accounts are reviewed on a quarterly basis by a controller and a partner.

Client Reports

We provide the Funds' financial reports to the respective Fund's limited partners quarterly. These written reports may include unaudited capital account balances, portfolio holdings, transactions and performance information.

Investors in the Funds receive their respective Fund's audited annual report within 180 days and tax reports as soon as possible after the end of the Fund's fiscal year.

We provide written reports to separate accounts and other clients and investors as may be agreed upon.

Item 14 - Client Referrals and Other Compensation

Investor Referrals

We may enter into agreements with placement agents to assist in identifying investors for the Funds. In the event a Fund pays the fee to a placement agent, our advisory fee will be reduced by that amount.

Referred investors to the Funds should be aware of potential inherent conflicts of interest between us and them with respect to placement agent arrangements. Placement agents may refer potential investors to the Funds because they will be paid a fee and not because the Funds provide appropriate investment strategies or are suitable for the investor. In turn, we earn management and incentive fees from these investors which may be higher than what they might pay another investment manager or collective investment vehicle. Potential investors should consider these potential conflicts in making their investment decisions.

Other Compensation

We have not entered into any arrangement under which we receive any economic benefit, including sales awards or prizes, from a person who is not a client for providing advisory services to clients.

We may engage an affiliate to provide certain placement services with respect to the sale of interests in our Funds to certain identified investors. Such affiliate may be entitled to a fee with respect to the sale of interests to such investors.

Item 15 - Custody

We are considered to have custody of clients' assets. The Funds' and clients' assets are maintained at qualified custodians as required or in accordance with SEC Staff guidance. We review statements received from the Funds' and clients' qualified custodians against our records to verify that the assets held by these custodians are accurately reflected.

Client assets are primarily limited partnership interests in Underlying Funds, member interests in private limited liability companies or interests in private companies. Partnerships and limited liability companies' interests do not lend themselves to custody by qualified custodians and are typically not transferrable without the consent of the fund's general partner. Client assets in the form of cash, or securities are held by a qualified custodian. The custodians are either banks or regulated brokerage firms, which provide statements to the Funds.

It is our policy to have the Funds audited annually by a recognized independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board. We distribute copies of the audited financial statements to the respective Fund's investors, usually no later than 180 days, or as required, after the end of the Fund's fiscal year end.

In addition, in connection with the final liquidation of a Fund, we will obtain a final audit and distribute audited financial statements to the Fund investors in the liquidated Fund promptly after completion of the audit.

Fund investors should compare the audited financial statements against statements prepared by us and should contact our Chief Compliance Officer in the event there are material discrepancies between these statements.

Item 16 - Investment Discretion

As an investment adviser, we are granted the discretionary authority pursuant to the investment management and limited partnership agreements with the Funds and clients to determine the respective Fund's and client's private equity investments. In addition, we are granted authority with respect to the liquidation of any investment, pursuant to the investment management and limited partnership agreements with the Funds and clients.

Item 17 - Voting Client Securities

As an investment adviser primarily investing in private funds, there generally would be few instances where proxies are required to be voted. In these instances, we have implemented policies and procedures regarding the voting of proxies as required under Rule 206(4)-6 of the Investment Advisers Act.

This Rule generally requires us to (i) adopt policies and procedures reasonably designed to ensure that proxies with respect to securities in clients' accounts where we exercise voting discretion are voted in the best interest of clients; (ii) to disclose how information may be obtained on how we vote proxies; and (iii) to maintain records relating to our proxy voting.

We will provide, at no cost, a copy of the proxy voting policies and will provide clients with information regarding how proxies were voted by contacting Antoinette Lazarus, Chief Compliance Officer.

Item 18 - Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition.



We do not have any financial commitments that impair our ability to meet contractual and fiduciary commitments to clients. In addition, we have not been the subject of a bankruptcy proceeding.