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### **Form ADV Part 2A Brochure**

**March 31, 2015**

This brochure provides information about the qualifications and business practices of SCS Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (617) 204-6400. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Additional information about SCS Capital Management, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

***Item 2. Material Changes***

This Brochure includes certain material changes as compared to our previously filed Brochure, dated March 31, 2014. This brochure has been updated to include information about a new private investment fund that SCS advises, SCS Private Real Assets I, LLC.

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#### ***Item 4. Advisory Business***

SCS Capital Management LLC (“SCS”) was founded in 2002 as an investment firm that focuses on two primary market segments: high net worth families and institutional investors. SCS is a wholly owned subsidiary of SCS Financial Services LLC (“SCS Financial”). SCS employees own a majority of the shares of SCS Financial. No person owns more than 25% of SCS Financial.

SCS's mission is to provide conflict-free, investment advice to high net worth families and institutions. SCS is an organization that places emphasis on partnering with our clients and delivering superior investment results.

***Wealth Management.*** SCS provides investment advisory and wealth management services to individuals and related entities, including family trusts and foundations, corporations, business entities and private investment funds through its private client business. SCS's financial planning professionals work with clients and their SCS relationship team to develop a wealth management strategy, income and cash flow planning, tax planning, and philanthropic strategy. SCS seeks to provide an integrated wealth management program whereby investment portfolios reflect not only SCS's financial market outlook, but integrate the client's income and spending needs, as well as tax and estate planning objectives. Services provided to these advisory clients include identifying investment objectives and risk tolerance, developing and documenting asset allocation, investment policy and investment strategy, implementing the investment strategy, performing regular administration, monitoring and reporting of financial assets and performing due diligence on traditional, hedge and alternative fund managers. Investment advisory and wealth management services are based on the Investment Advisory Agreement (“IAA”) entered by an advisory client and SCS. The IAA provides SCS with the authority to recommend and retain other investment advisers and invest in SCS funds and in other funds that are not affiliated with SCS for certain portions of a client's assets.

For purposes of this Brochure, “clients” generally refers to the wealth management clients of SCS and not the SCS funds themselves.

***Funds of Hedge Funds.*** SCS also serves as investment adviser to several pooled investment vehicles such as limited liability companies and offshore corporations, including (i) funds of hedge funds that are registered under the Investment Company Act of 1940, as amended (the “1940 Act”) and offered and sold primarily to high net worth individual investors and certain retirement vehicles, in each case that are “accredited investors” as defined in Regulation D under the Securities Act of 1933, as amended (the “Securities Act”), and (ii) several unregistered funds of hedge funds that are offered and sold to high net worth individual investors as well as institutions including endowments, foundations and pension funds, in each case that are both accredited investors and “qualified purchasers” as defined in the 1940 Act. A list of the current SCS funds is set forth in Item 10 in this Brochure. Most of the clients of SCS invest in one or more of the SCS funds.

As of February 28, 2015, SCS's assets under management were approximately \$14,079,504,226, of which approximately \$11,267,715,956 was managed by SCS on a discretionary basis.

## ***Item 5. Fees and Compensation***

### ***Wealth Management Clients***

Asset Based Fees. SCS charges a fee to its clients based on a percentage of assets under management. This fee is intended to compensate SCS for designing the overall wealth management plan for the client, including asset allocation, investment manager selection and monitoring, direct investment management of a portion of the client's assets, as well as to compensate SCS for broader wealth management services which are provided through SCS Financial. SCS's fee schedule is generally as follows:

<u>Assets Under Management</u>	<u>Annual Rate</u>
First \$25 million	0.60%
\$25 million to \$50 million	0.50%
\$50 million to \$100 million	0.45%
\$100 million to \$250 million	0.40%
Greater than \$250 million	0.35%

All family relationships are aggregated to determine the blended fee rate. Fees are payable quarterly in advance on the first day of each calendar quarter based on the market value of assets under management on the last day of the preceding month, unless an alternate arrangement is mutually agreed upon. The fees are debited from the client's custodial account by SCS, as authorized by the client, unless otherwise specified in the IAA. In the event an advisory relationship is terminated prior to the end of a quarter, SCS's compensation would be pro-rated to the date of termination and any unearned portion reimbursed. The client and SCS may each terminate the advisory relationship upon 30 days written notice to the other. SCS charges a minimum annual fee of \$150,000.

SCS, in its discretion, may negotiate asset-based fees but such fees will generally fall within the above range.

Consulting Fees. For certain clients, SCS is contracted to provide business advisory services unrelated to the investment management services provided to the clients. Under these arrangements, the clients pay SCS an agreed upon consulting fee that is billed quarterly in arrears.

External Investment Manager Fees. Fees charged by the external investment managers selected by SCS to manage portions of the client's assets are separate from and in addition to SCS's asset based fees described above. These fees are set out in each investment manager's investment advisory agreement or, in the case of mutual funds or private funds in the prospectus or offering memorandum. SCS seeks to negotiate favorable fee rates for its clients where possible, including discounts from the external investment managers posted advisory fee rates. SCS is responsible for monitoring each relationship and reviewing the fees charged.

Additional Expenses Incurred by Clients. In addition to asset based advisory fees, clients will incur charges for custody services, brokerage, and other transaction costs associated with the buying and selling of securities within their accounts. See Item 12 in this Brochure regarding Brokerage Practices.

### ***Funds of Hedge Funds***

Management and Performance Fees. For SCS fund of hedge fund investors (other than SCS's wealth management clients, as described below), SCS charges a management fee (the "Management Fee") consisting of a percentage of assets under management. The Management Fee for each fund varies with the fund but ranges, on an annual basis, from 0.50% to 1.60% of the market value of each investor's investment in a SCS fund. Depending on the fund, the Management Fee is payable either (i) quarterly in advance as of the first business day of each calendar quarter, after giving effect to any contributions of capital to the fund on that day or (ii) accrued monthly and paid quarterly in arrears. A pro-rated Management Fee generally is assessed on any investment in a fund made as of a date other than the first (or last, as applicable) day of the calendar quarter. In addition, for certain funds, SCS or an affiliate may charge a performance allocation or performance fee (the "Performance Fee"), which is described below under "Performance-Based Fees and Side-by-Side Management."

For non registered funds, SCS may, in its sole discretion, waive all or a portion of the Management Fee or Performance Fee or, as agreed to by the relevant investor in a fund, charge a Management Fee or Performance Fee that is lower than, or otherwise on different terms than, those described above. SCS may waive fees or charge lower fees with respect to the investment of any investor that is affiliated with or otherwise related to SCS, the funds or their affiliates.

To avoid a conflict of interest, SCS will waive or reimburse wealth management clients of SCS for management and performance fees for those investors in its funds. These investors will, however, bear their pro-rata portion of the applicable fund's expenses, including legal, accounting, and the fees and expenses paid at the Portfolio Fund (as defined below) level.

Other Expenses. The funds of hedge funds managed by SCS bear all of their own investment and operating expenses, which generally include overhead and administrative expenses, including filing fees, legal expenses, tax preparation expenses, administrator's fees and the fees associated with an annual audit. For non registered funds, investment related travel expenses and fees associated with external manager background checks are incurred by the fund. The funds will also bear a pro rata portion of the expenses of each Portfolio Fund in which the fund invests, including the management and incentive fees payable to the external investment managers (as defined below) of such Portfolio Funds.

Additional Information on Fees and Expenses. The above description is a brief summary of certain fees and expenses applicable to the funds. A more complete description of the fees to be paid to SCS and its affiliates in connection with an investment in each fund, as well as the expenses of each fund, is available in the offering memorandum and other governing documents of such fund, which are made available to each eligible prospective investor before an investment in the fund is made.

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

### ***Funds of Hedge Funds Performance Fee***

For certain funds, SCS charges a Performance Fee consisting of a percentage of the fund's net realized and unrealized profits, and the terms of the Performance Fee may vary among funds. The Performance Fee generally is equal to 10% of the net realized and unrealized gains on investments only to the extent that the value of the investments exceeds the prior high value of such investments measured annually (as such "high watermark" is reduced for withdrawals). The Performance Fee for certain funds may also be subject to a "hurdle" rate. The Performance Fee is generally payable annually but will be assessed on withdrawal proceeds at the time of the withdrawal from a fund if such withdrawal occurs prior to the date of the next annual payment. A fund may be required to pay performance-based fees to Portfolio Funds who make a profit for a fund in a particular fiscal year even though the fund may in the aggregate incur a loss for such fiscal year. SCS will comply with the applicable requirements of Rule 205-3 under the 1940 Act in connection with the Performance Fee. A more detailed description of the Performance Fee is included in the applicable fund's offering memorandum. As discussed in Item 5 above, SCS will waive Performance Fees for those investors in its funds that pay an asset based fee to SCS for wealth management services.

### ***Wealth Management Performance Fee***

For certain wealth management clients, SCS charges a performance fee consisting of a percentage of the accounts net realized and unrealized profits. Clients who have agreed to pay performance fees are typically charged lower asset based fees. The performance fee generally is equal to 15% of the net realized and unrealized gains on investments only to the extent that the value of the investments exceeds the "Hurdle". The "Hurdle" is the agreed upon blended benchmark for the client account. The performance fee is calculated annually based upon the anniversary date of the opening of the clients account. In addition, the performance fee will only be charged if the performance over the prior calendar year and the prior three years is positive and has outperformed the agreed upon blended benchmark.

### ***General***

The Performance Fee applicable to certain client accounts and funds may create an incentive for SCS to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, the Performance Fee may create an incentive for SCS to favor client accounts and funds that charge Performance Fees and are likely to be higher fee paying accounts over other client accounts or funds in the allocation of investment opportunities. SCS follows principles for allocating investment opportunities in a manner that it believes will ensure that all clients and funds are treated fairly and equitably, with the goal of preventing these conflicts from influencing the allocation of investment opportunities among clients and funds. Furthermore, because the Performance Fee is calculated on a basis that includes unrealized appreciation of most funds' assets, the Performance Fee may be greater than if it were based solely on realized gains.

### ***Item 7. Types of Clients***

As described under “Advisory Business” above, the types of clients to whom SCS generally provides investment management services include high net worth individuals and related entities, including family trusts and foundations, corporations and business entities, as well as privately offered investments funds, including funds that are registered under the 1940 Act.

SCS generally requires its clients to have a minimum of \$25 million of assets under management and/or be subject to a minimum relationship fee level. Under certain circumstances, the minimum account size and/or relationship fee may be waived. SCS fund of funds have a lower minimum investment, which generally ranges from \$25,000 to \$1,000,000. Under certain circumstances, the minimum investment amount may be waived. In order to be eligible to invest in the funds, prospective investors must be “accredited investors” as defined in Regulation D under the Securities Act, and for certain of the funds, “qualified purchasers” as defined in the 1940 Act.



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

### ***Primary Investment Strategies***

In managing clients' assets, SCS formulates an overall investment strategy which takes into account the client's individual financial landscape and investment objectives, including his or her income, spending and lifestyle needs and particular tax circumstances. To assist in setting the strategy, SCS offers to review a client's tax, estate planning, and insurance programs. Specifically, SCS provides the following investment services to its clients as appropriate in their individual circumstances:

Asset Allocation and Portfolio Design. SCS designs an asset allocation strategy for each client which works in conjunction with the client's overall wealth management plan. The strategy takes into account the client's risk tolerance and return objectives to design a portfolio that combines lower return, lower risk investment classes, such as high quality bonds, with higher return seeking asset classes such as public and private equity investments. Most of the portfolio is typically invested with external investment managers (as defined below) and in SCS funds. Depending on the needs of each client, SCS may also purchase securities directly in the financial markets to implement a portion of a wealth management program. Examples include, but are not limited to, high quality taxable and tax-exempt bonds, cash instruments and exchange traded funds, etc.

Traditional and Alternative Assets Manager Review and Selection. SCS utilizes both commercially available and proprietary databases to track the universe of investment managers in both traditional (*e.g.*, long-only marketable securities) and alternative assets (*e.g.*, venture capital funds, buyout funds, mezzanine stage investment funds, directional and absolute return hedge funds). SCS focuses on investment managers which have demonstrated a high degree of expertise at implementing a particular investment strategy or strategies. SCS recommends unaffiliated third party investment managers (referred to herein as "external investment managers") which specialize in the major asset classes, including cash management, fixed income, large, medium and small capitalization stocks, international securities and alternative investments such as private equity and hedge funds. To identify particular external investment managers to manage portions of its clients' assets either directly or through investments in public or private funds managed by the external investment managers, SCS utilizes a rigorous screening process, evaluating a range of quantitative factors based upon the external investment manager's (i) historical performance, (ii) risk-return profile, (iii) consistency of returns, (iv) downside risk, (v) use of leverage, and (vi) market/peer group correlation. SCS also considers qualitative factors, which may include (i) the experience and integrity of the external investment manager's management team, (ii) the soundness and capacity of the investment strategy employed by the external investment manager, (iii) the external investment manager's risk management strategies, and (iv) the quality of the external investment manager's infrastructure.

SCS typically enters into discretionary agreements with clients whereby SCS is granted limited power of attorney to select, engage and replace, if necessary, external investment managers and make investments in pooled investment funds on the clients' behalf to implement the wealth management program. In either case, SCS then monitors the selected managers and funds on an ongoing basis to ensure that they continue to adhere to SCS's high standards of quality, risk

control and tax efficiency. In limited circumstances, SCS will serve in a non-discretionary capacity.

**Portfolio Implementation.** SCS works to reduce the administrative burdens on its clients that come with implementing the various components of the client's overall investment plan. SCS clients have the option of executing a Limited Power of Attorney that authorizes SCS to engage external investment managers on behalf of the client. In all cases, SCS assists the client to complete necessary paperwork and oversee and monitor the implementation and investment processes of the various investment managers selected.

**Portfolio and Performance Monitoring.** SCS provides its clients with a consolidated report on a quarterly basis which provides the total portfolio returns. The estimated performance will be compared to relevant benchmark indices. The report will also include SCS's commentary on the relevant markets.

### ***Funds of Hedge Funds***

The SCS funds of hedge funds programs are designed to preserve and grow capital by producing absolute returns with reduced volatility and low correlation relative to the equity markets. SCS seeks to achieve strong relative performance through an intensive manager selection process while risk is managed through thoughtful portfolio construction and diversification across strategies, geographies and sectors. The program's objective generally is to produce equity like returns while retaining significant downside protection. SCS seeks to achieve the investment objective of each fund by investing such fund's assets among a group of top tier hedge funds ("Portfolio Funds") managed by both new and established external investment managers. SCS may also invest a portion of certain funds directly in securities and other instruments. SCS invests with top tier external investment managers and does not seek to over diversify the fund portfolios. SCS pays careful attention to security level diversification within the portfolio while other fund of hedge funds over diversify by investing with a larger number of managers, many of whom may be considered second-tier and/or hold the same or similar positions. The funds' portfolios are typically composed of a mix of uncorrelated sources of alpha by combining Portfolio Funds managed by emerging external investment managers alongside Portfolio Funds managed by established external investment managers who have significant experience managing portfolios at previous firms.

In addition to traditional hedge fund strategy classifications such as long/short equity and event driven, SCS broadly classifies external investment managers into three categories; Growth, Uncorrelated, and Defensive. Growth managers have the general profile of a manager who has long net exposure to markets. Uncorrelated managers focus purely on security selection for their returns and do not exhibit a directional bias. Finally, SCS seeks to allocate portions of the portfolio to Defensive managers whose portfolios are constructed to produce outsized returns in down markets in order to protect the portfolio. SCS will select external investment managers on the basis of various criteria, which may include, among other things, the external investment manager's investment performance during various time periods and market cycles, the fund's infrastructure, and the external investment manager's reputation, experience, training and investment philosophy. In addition, SCS favors external investment managers that have a

substantial personal investment in the Portfolio Funds that they manage. The identity and number of Portfolio Funds that a SCS fund invests in will vary over time.

### ***Summary of Certain Material Risks***

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

The following is a brief summary of certain material risks associated with the investment strategy and methods of analysis for each fund and SCS's investment allocations. Since the assets of the funds and SCS's clients are invested in Portfolio Funds managed by external investment managers and securities selected by such external investment managers, certain of the risks discussed below are applicable to both SCS funds and external investment managers. In addition, not all of these risks will be equally relevant to each SCS fund or each external investment manager. A more detailed description of the risks associated with each SCS fund's investment strategies as well as other risks associated with an investment in each SCS fund is included in the relevant SCS fund's offering memorandum in effect from time to time. *Please see the private placement memorandum of each SCS fund for more information regarding certain material risks applicable to such SCS fund.*

### **Risks Associated with Asset Allocation and Fund of Funds Strategies**

*Selection and Monitoring of Managers and Funds.* There is a risk that SCS, in its selection process, will not identify appropriate external investment managers or Portfolio Funds for client portfolios, existing weaknesses in an external investment manager's compliance or operational controls or existing material regulatory, financial or other operational issues. Further, there is a risk that an external investment manager or Portfolio Fund does not meet SCS's expectations over time, develops significant weaknesses in its compliance or operational controls that could materially adversely affect a client's investment or could develop material regulatory, financial or other operational issues.

*Multiple Managers.* The overall success of SCS's strategies depends on, among other things, (i) the ability to develop a successful asset allocation strategy, (ii) the ability to select external investment managers and Portfolio Funds and to allocate the assets amongst them, and (iii) the ability of the external investment managers to be successful in their strategies. The past performance of such strategies is not necessarily indicative of their future profitability. No assurance can be given that the strategy or strategies utilized will be successful under all or any future market conditions.

Because SCS may allocate client assets to multiple Portfolio Funds or accounts of external investment managers who make their trading decisions independently, it is possible that one or more of such external investment managers may, at any time, take positions which may be opposite of positions taken by other external investment managers. It is also possible that external investment managers may on occasion take substantial positions in the same security or group of securities at the same time. The possible lack of diversification caused by these factors may subject a fund's portfolio to more rapid change in value than would be the case if the fund's portfolio were more widely diversified. In addition, a particular external investment manager may take positions for a fund which may be opposite to positions taken for its other clients.

*Dependence on External Investment Managers.* Each SCS fund will be highly dependent upon the expertise and abilities of the external investment manager of the Portfolio Funds in which it invests. Such external investment manager will have investment discretion over such funds' assets and, therefore, there is a risk that an event having a negative impact on one of the external investment managers, such as a significant change in personnel or corporate structure or resources, may adversely affect funds' results. External investment managers selected by SCS may not have extensive track records. SCS may take certain precautions to limit the amount of assets it allocates to newly established or inexperienced external investment managers.

*Due diligence considerations.* SCS will conduct due diligence which SCS believes is adequate to select Portfolio Funds and external investment managers. However, due diligence is not foolproof and may not uncover problems associated with a particular Portfolio Fund or its external investment manager. For example, one or more of the external investment managers may engage in improper conduct, including unauthorized changes in investment strategy, which may be harmful and may result in losses to the fund or client account. SCS may rely upon representations made by external investment managers, accountants, attorneys, prime brokers, and/or other investment professionals. If any such representations are misleading, incomplete or false, this may result in the selection of an external investment manager that might have otherwise been eliminated from consideration had fully accurate and complete information been made available to SCS.

While the Portfolio Funds may be subject to certain investment restrictions, there can be no assurance that the Portfolio Funds' external investment manager will comply with such restrictions. Moreover, the SCS funds will rely upon the valuations provided by the prime brokers or administrators of the Portfolio Funds and it cannot verify the accuracy of such valuations throughout a given Portfolio Fund fiscal year. SCS funds receive verification of underlying Portfolio Funds annually as part of the SCS funds audit process. If an external investment manager deviates from an investment restriction, or the prime broker or administrator provides incorrect valuations, the Portfolio Fund and the applicable SCS fund could be adversely affected.

### Certain Investment Risks

*General.* Investments selected directly by SCS and/or the Portfolio Funds or external investment managers selected by SCS may decline in value for any number of reasons, including changes in the overall market for equity and/or debt securities, and factors pertaining to particular portfolio securities, such as management, the market for the issuer's products or services, sources of supply, technological changes within the issuer's industry, the availability of additional capital and labor, general economic conditions, political conditions and other similar conditions.

*Hedge Funds and Other Alternative Assets.* Investments in alternative assets, such as hedge funds and other private investment funds often are: (i) highly speculative and invest in complex instruments and structures including derivatives and structured products; (ii) illiquid with limited withdrawal or redemption rights; (iii) leveraged; (iv) subject to significant volatility; (v) subject to long holding periods; (vi) less transparent than public investments; (vii) subject to significant restrictions on transfers; (viii) affected by complex tax considerations; and (ix) in the case of

private equity funds, affected by capital call default risk. In addition to the above, investors in these strategies will be subject to fees and expenses which will reduce profits or increase losses.

*Risks Specific to Strategies of SCS Funds.* The funds of hedge funds pursue their own investment strategies, such as long/short equity, relative value and event driven strategies. Please refer to the private placement memorandum of each fund for a discussion of the principal risks specific to that fund's investment strategies. Each fund may engage, directly or indirectly, in the trading of derivative instruments. Please see each fund's private placement memorandum for a discussion of the principal risks related to the fund's investment in derivatives.

*Fixed Income Securities.* Fixed-income securities, including investment grade securities, are subject to certain common risks, including (i) if interest rates go up, the value of fixed-income securities in a fund's portfolio generally will decline; (ii) the issuer or guarantor of a fixed-income security may default on its payment obligations, become insolvent or have its credit rating downgraded; (iii) the value of a fixed-income security may decline as a result of the issuer's falling credit rating; (iv) during periods of declining interest rates, the issuer of a security may exercise its option to prepay principal earlier than scheduled, forcing a fund to reinvest in lower yielding securities; (v) during periods of rising interest rates, the average life of certain types of securities may be extended because of slower than expected principal payments, which may lock in a below market interest rate, increase the security's duration and reduce the value of the security; and (vi) SCS's or the external investment manager's judgment about the attractiveness, relative value or potential appreciation of a particular sector, security or investment strategy may prove to be incorrect.

***Item 9. Disciplinary Information***

None.

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

### ***SCS Funds***

SCS provides advice to clients regarding investments in private investment funds and registered funds that may invest in both traditional and alternative asset classes. These include private investment funds or funds of private investment funds that invest in equity securities, venture capital funds, buyout funds, mezzanine stage investment funds, directional and absolute return hedge funds, among other strategies. SCS may use a combination of private investment funds sponsored by unaffiliated external investment managers, and/or private investment funds of funds and registered investment funds of funds managed by SCS to manage some or all of a client's assets. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in the SCS Funds that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of the SCS Funds. Below is a list of each of the investment funds managed by SCS.

#### **SCS Capital Partners Fund, LLC and SCS Opportunities Fund, Ltd.**

SCS Capital Partners Fund, LLC and SCS Opportunities Fund, Ltd., which invests substantially all of its assets in the SCS Capital Partners Fund, LLC, seek attractive, absolute and relative returns with volatility that is lower than that of the equity market and returns that demonstrate a low correlation to both the equity and fixed income markets. The inception dates for SCS Capital Partners Fund, LLC and SCS Opportunities Fund, Ltd. were November 1, 2005 and January 1, 2006, respectively. SCS Capital Partners Fund, LLC pursues its objective by allocating its assets among a diversified group of Portfolio Funds managed by external investment managers with differing styles and strategies. SCS selects external investment managers on the basis of various criteria, including, among other things, the external investment manager's investment performance during various time periods and market cycles, the Portfolio Fund's infrastructure, and the external investment managers' reputation, experience, training and investment philosophy. In addition, SCS favors external investment managers that have a substantial personal investment in the investment program. The minimum investment for SCS Capital Partners Fund, LLC and SCS Opportunities Fund, Ltd. is \$250,000. Subsequent capital contributions are generally required to be at least \$100,000. SCS has reserved the right, in its sole discretion, to accept reduced initial and subsequent capital contributions. Investors in SCS Capital Partners Fund, LLC and SCS Opportunities Fund, Ltd. may pay SCS an investment management fee between 0.80% and 1.50% annually. Investors in SCS Capital Partners Fund, LLC and SCS Opportunities Fund, Ltd. may also pay SCS a performance allocation of 10% above a high water mark as described in the SCS Capital Partners Fund, LLC or SCS Opportunities Fund, Ltd.'s Private Placement Memorandum. To avoid a financial conflict of interest, SCS waives investment management and performance fees for those investors in SCS Capital Partners Fund, LLC or SCS Opportunities Fund, Ltd. that pay a wealth management fee to SCS. All investors will, however, bear their pro rata portion of legal, accounting, and other non-investment management expenses of SCS Capital Partners Fund, LLC and SCS Opportunities Fund, Ltd.

#### **SCS Special Situations Fund, LLC and SCS Special Situations Fund, Ltd.**

SCS Special Situations Fund, LLC ("SCS SS LLC") and SCS Special Situations Fund, Ltd. ("SCS SS Ltd."), which invests substantially all of its assets in SCS SS, LLC (together, the "SCS

SS Funds”), are focused fund-of-hedge funds that employ a global approach to source, analyze and co-invest across distressed and event-driven hedge funds. The inception dates for SCS SS LLC and the SCS SS Ltd. were November 1, 2009 and November 1, 2010, respectively. The SCS SS Funds’ investment objective is to seek attractive absolute and relative returns with volatility that is lower than that of the equity market and returns that demonstrate a low correlation to both the equity and fixed income markets. Through intensive underlying external investment manager and Portfolio Fund selection and a focus on smaller underlying external investment managers with specific investment specialties, the SCS SS Funds attempt to produce a diversified portfolio of independent special situations strategies. In addition to the core allocation of direct hedge fund investments, the SCS SS Funds opportunistically allocate capital to co-investment and secondary trades. The minimum initial investment in the SCS SS Funds is \$250,000. Subsequent investments generally will be at least \$100,000. SCS has reserved the right, in its sole discretion, to accept reduced initial and subsequent capital contributions. Investors in the SCS SS Funds may pay SCS an investment management fee of up to 1.60% annually. Investors in the SCS SS Funds may also pay SCS a performance allocation of 10% above a high water mark, and subject to a “hurdle” as described in the SCS SS Funds’ private placement memorandum. To avoid a financial conflict of interest, SCS will waive investment management and performance fees for those investors in the SCS SS Funds that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of the SCS SS Funds.

#### SCS Institutional Investment Fund SPC - Fund I Segregated Portfolio

SCS Institutional Investment Fund SPC Fund I Segregated Portfolio (“SCS SPC Fund I”) is a Segregated Portfolio Company consisting of one or more segregated portfolios to provide custom investment programs for institutional investors. The inception date for SCS SPC Fund I was March 1, 2013. Each investment program may have different investment objectives and different terms, including with respect to fees and redemptions. Generally, the segregated portfolios are allocated among a group of hedge funds and separately managed accounts with differing styles and strategies. The minimum investment in the SCS Institutional Investment Fund SPC is \$100,000. The minimum for each Segregated Portfolio is \$25,000,000. Investors in the SCS Institutional Investment Fund SPC may pay SCS an investment management fee of 0.50% annually. The first segregated portfolio, SCS Institutional Fund I Segregated Portfolio, was launched on March 1, 2013.

#### SCS Hedged Opportunities Fund, LLC and SCS Hedged Opportunities (TE) Fund, LLC

Each of SCS Hedged Opportunities Fund, LLC and SCS Hedged Opportunities (TE) Fund, LLC (the “Registered Funds”) invests substantially all of its assets in a “master fund,” SCS Hedged Opportunities Master Fund, LLC. SCS Hedged Opportunities (TE) Fund, LLC makes this investment indirectly through an intermediate fund, SCS Hedged Opportunities Fund, LDC which in turn invests substantially all of its assets in the master fund. The SCS Hedged Opportunities Fund, LLC was launched on September 1, 2010 and the SCS Hedged Opportunities (TE) Fund, LLC was launched on October 1, 2010. The investment objective of the Registered Funds is to seek attractive, long-term capital appreciation with volatility that is lower than that of the equity market and returns that demonstrate a low correlation to both the equity and fixed income markets. The Registered Funds pursue their objective by allocating assets among a diversified group of Portfolio Funds managed by underlying external investment



managers with differing styles and strategies. SCS will select external investment managers on the basis of various criteria, including among other things, the underlying external investment manager's investment performance during various time periods and market cycles, the Portfolio Fund's infrastructure, and the underlying external investment manager's reputation, experience, training and investment philosophy. In addition, SCS favors underlying external investment managers that have a substantial personal investment in the investment program. The minimum investment in the Registered Funds is \$25,000. Subsequent investment will generally be required to be at least \$10,000. Investors in the Registered Funds pay SCS an investment advisory fee of 0.50% annually, subject to an expense limitation agreement between SCS and the Registered Funds, as set forth in the Private Placement Memorandum for each Registered Fund. All investors in the Registered Fund also pay their pro-rata share of accounting, administrative, legal, and other fund expenses.

#### SCS Insurance Global Series I

SCS Insurance Global Series I ("SCS Global Series I") is an insurance dedicated fund within the SALI Multi-Series Fund, L.P. ("SALI Fund"), which is a Delaware limited partnership which was launched November 1, 2010. SALI Fund Management, LLC is the investment manager of SALI Fund. SALI Fund Management, LLC has entered into a sub-advisor agreement with SCS to manage the assets of SCS Global Series I. The investment objective of SCS Global Series I is to seek attractive absolute and relative returns with volatility that is lower than that of the equity market and returns that demonstrate a low to moderate correlation to both the equity and fixed income markets.

#### SCS US Equity Fund, LLC and SCS International Equity Fund, LLC

The SCS US Equity Fund, LLC and SCS International Equity Fund, LLC are private investment funds managed by SCS. The inception dates for SCS US Equity Fund, LLC and SCS International Equity Fund, LLC were October 17, 2005 and May 1, 2007, respectively. The investment objective of the SCS US Equity Fund, LLC and SCS International Equity Fund, LLC is to seek long-term capital appreciation from investments in equity or equity-like securities. Both funds pursue this objective by allocating their assets primarily among external investment managers that invest directly or indirectly in publicly traded equity securities in the global equity market, with the SCS International Equity Fund, LLC placing an emphasis on external investment managers investing in non-U.S equity markets. Investors in the SCS US Equity Fund, LLC and the SCS International Equity Fund, LLC may pay SCS an investment management fee of 0.40% annually. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in the SCS US Equity Fund, LLC and the SCS International Equity Fund, LLC that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of the SCS US Equity Fund, LLC and the SCS International Equity Fund, LLC.

#### SCS Core Fixed Income Plus Fund, LLC

SCS Core Fixed Income Plus Fund, LLC was launched on February 1, 2012. The investment objective of the SCS Core Fixed Income Plus Fund, LLC is to seek income along with the preservation of capital through investment in fixed income and other securities. The SCS Core Fixed Income Plus Fund, LLC intends to pursue this objective by allocating its assets primarily to publicly traded and privately placed fixed income securities, either directly through the

purchase of such fixed income securities or indirectly through the hiring of one or more underlying fixed income external investment managers who invest directly or indirectly in such fixed income securities and other similar instruments. The minimum subscription is \$100,000, subject to the sole discretion of SCS to accept lesser amounts. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in the SCS Core Fixed Income Plus Fund, LLC that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of the SCS Core Fixed Income Plus Fund, LLC.

#### SCS High Income Strategies Fund, LLC

SCS High Income Strategies Fund, LLC was launched on December 20, 2013. The Fund's investment objective is to seek high cash yield and attractive total returns over the economic cycle by investing its assets primarily in private debt funds managed by third-party managers. The underlying funds focus on investing in mainly fixed income and credit instruments, which may include mezzanine/private placement investments, private debt investments in middle market companies, secondary purchases of assets or portfolios consisting of syndicated loans, special situations, rescue financings and related investments. The minimum subscription is \$100,000, subject to the sole discretion of SCS to accept lesser amounts. Investors in the SCS High Income Strategies Fund, LLC may pay SCS an investment management fee of 0.75% annually. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in the SCS High Income Strategies Fund, LLC that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of the SCS High Income Strategies Fund, LLC.

#### SCS Diversified Inflation Hedges Fund, LLC

SCS Diversified Inflation Hedges Fund, LLC was launched on July 1, 2011. The investment objectives of SCS Diversified Inflation Hedges Fund, LLC is to seek long term capital appreciation and to achieve returns that over the long-term help to offset the rise in the general level of prices of goods. SCS Diversified Inflation Hedges Fund, LLC pursues this objective by hiring external investment managers that invest in securities and other instruments the performance of which is directly or indirectly influenced by hard assets (such as precious metals, commodities, real estate, timberland, and farmland), natural resources, inflation protected fixed income obligations, currencies, and related derivatives. The minimum subscription is \$100,000, subject to the sole discretion of SCS to accept lesser amounts. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in the SCS Diversified Inflation Hedges Fund, LLC that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of the SCS Diversified Inflation Hedges Fund, LLC. SCS is liquidating the DIH strategy throughout 2015 and is recommending clients to redeploy capital across other investment strategies.

#### SCS Private Investment Fund I, LLC and SCS Private Investment Fund II, LLC,

SCS Private Investment Fund I, LLC ("SCS PI Fund I") was launched on May 1, 2008 and SCS Private Investment Fund II, LLC ("SCS PI Fund II") was launched on March 1, 2012. The primary objectives of SCS PI Fund I and SCS PI Fund II are to achieve long-term capital appreciation by building a portfolio of private equity, venture capital, and related investments,

depending on the market environment and opportunities. To accomplish this long term objective, SCS PI Fund I and SCS PI Fund II invest in both established funds of private investment funds and through one or more direct private investment funds. The minimum capital commitment by each investor is \$1,000,000 for SCS PI Fund I, and for SCS PI Fund II, subject to reduction at the discretion of SCS. Both SCS PI Fund I and SCS PI Fund II are currently closed to new investors. SCS PI Fund I only includes private wealth management clients of SCS and these investors do not pay any investment management fees. Investors in the SCS PI Fund II may pay SCS an investment management fee of 0.75% annually. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in the SCS PI Fund II that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of the SCS PI Fund I or SCS PI Fund II.

#### SCS Private Equity Fund III, LLC

SCS Private Equity Fund III, LLC (“SCS PE III”) was launched February 7, 2014. The Fund pursues its investment objective primarily by investing its assets in private equity funds managed by third-party managers. The underlying funds focus on investing in several private equity categories, which may include venture capital, growth equity, buyouts (ranging from lower middle market to large market funds and including sector-focused funds), special situations (including distressed debt and secondaries), real estate, and related investments. The minimum capital commitment by each investor is \$1,000,000 for SCS PE III, subject to reduction at the discretion of SCS. Investors in SCS PE III may pay SCS an investment management fee of 0.75% annually. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in SCS PE III that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of SCS PE III.

#### SCS Private Real Assets I, LLC

SCS Private Real Assets I, LLC (“SCS PRA I”) was launched in March 2015. SCS PRA I will pursue its investment objective primarily by investing its assets in private real assets funds managed by third-party managers. These funds are expected to focus on investing primarily in private real estate as well as private energy, infrastructure, and potentially timber and agriculture. The minimum capital commitment by (i) investors who are wealth management clients of SCS is \$250,000 and (ii) other investors is \$1,000,000, subject to reduction at the discretion of SCS. Investors in SCS PRA I may pay SCS an investment management fee of 0.75% annually. To avoid a financial conflict of interest, SCS will waive investment management fees for those investors in SCS PRA I that pay a wealth management fee to SCS. These investors will, however, bear their pro-rata portion of legal, accounting, and other non-investment management expenses of SCS PRA I.

#### SCS Institutional Global Series I, LLC

SCS Institutional Global Series I, LLC is a customized separate account of hedge funds for a large institutional investor which was launched July 1, 2008. SCS Institutional Global Series I, LLC’s investment objective is to seek attractive absolute and relative returns with volatility that is lower than that of the equity market and returns that demonstrate a low to moderate correlation to both the equity and fixed income markets. The risk and return profile of SCS Institutional

Global Series I, LLC is customized to the investor's preferences as indicated on the portfolio investment policy. The fund is currently in the process of being redeemed.

***Certain Other Affiliations***

SCS Financial Partners, LLC ("SCS Partners") is an affiliate of SCS and a majority-owned subsidiary of SCS Financial. SCS Partners acts as the distribution business for SCS funds. SCS Partners markets SCS funds to multiple financial intermediary channels including: registered investment advisers, investment consultants, bank broker dealers and wirehouses.

Certain employees of SCS that participate in its marketing activities with respect to the Registered Funds are also registered representatives of ALPS Distributors, Inc. which provides certain marketing services to the Registered Funds.

SCS may engage in certain transactions with its affiliates and/or with one or more owners of SCS Financial and their affiliates, including with respect to transactions for clients and funds managed by SCS. For example, an SCS fund may invest in another fund that is managed by an affiliate of one of the owners of SCS Financial. Any such transactions will be on commercially reasonable terms, in compliance with applicable laws, and subject to our standard investment and operational due diligence procedures.

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

SCS and its officers and employees attempt to avoid or minimize conflicts of interest that may arise as a result of the management of clients' portfolios and the SCS funds. From time to time SCS may recommend or cause an SCS wealth management client to invest in a private investment fund in which SCS, or a person associated with SCS, may have an investment, or act as general partner, manager, or investment adviser or investment sub adviser, including the SCS funds. In order to ensure that SCS wealth management clients do not pay SCS or its affiliates multiple levels of fees, SCS waives or reimburses the Management Fee and, if applicable, Performance Fee payable by the SCS fund to SCS for any SCS wealth management client that pays an account level investment advisory fee to SCS.

SCS has adopted a Code of Ethics, a copy of which is available upon request to any client or prospective client, which sets forth standards of business conduct for its supervised persons which reflect the fiduciary obligations of SCS to its clients. Pursuant to the Code, all of SCS's officers and employees are restricted from trading individual publicly traded equities and options on equities. Employees owning equities that were acquired prior to being subject to the Code of Ethics must pre-clear any sale of these shares and may not acquire additional shares. All officers and employees are required to pre-clear any securities to be purchased in a private placement (which would include interests in private investment funds), and pre-clear the sales of any securities acquired in a private placement.

Officers and employees are required to submit personal holdings reports at the time they become an officer or employee and annually thereafter. SCS may become aware of client positions in individual securities through its supervision of external investment managers engaged by the client and external investment managers that manage Portfolio Funds in which the SCS funds invest. SCS's policy is that no individual may in any way use information acquired by him or her in the conduct of his or her employment by SCS when this may occur at the expense of a client or is in any way contrary to a client's interests. Accordingly, each such person whose functions or duties relate to providing investment advice to clients is required to avoid knowingly purchasing or selling securities in such a way as to compete in the marketplace with clients, or otherwise to adversely affect their transactions, use knowledge of client security transactions effected by external investment managers for clients to profit by the market effect of such transactions, or give to others information of proposed or current purchases, sales or holdings by any client (to the extent privy to such information from external investment managers) because of a possibility of such others taking action detrimental or potentially detrimental to such client, or improperly using such knowledge for their own use or benefit. SCS's compliance officer reviews transactions of advisory-level associated persons on a periodic basis.

## ***Item 12. Brokerage Practices***

### ***Selection of Brokers***

Although SCS typically has the discretion to select or recommend broker-dealers for client transactions, it does so only in limited circumstances, as most assets of each client's accounts are usually invested with external investment managers or in Portfolio Funds (through the SCS funds). In limited circumstances, clients may direct SCS to use one or more particular broker-dealers in managing their accounts.

When SCS does select broker-dealers, SCS's decisions as to which broker-dealer to use to execute client transactions is generally made on a transaction-by-transaction basis. However, as discussed below, in certain circumstances transactions for multiple accounts may be aggregated. In selecting a particular broker-dealer to effect a securities transaction for a client account or a fund, SCS's primary objective is to obtain "best execution." Price, giving effect to brokerage commissions (if any) and other transaction costs, is an important factor, but the selection may also take into account other factors, including the execution, clearance and settlement capabilities of the broker-dealer, the broker-dealer's willingness to commit capital, the broker-dealer's reliability and financial stability, the size of the particular transaction and its complexity in terms of execution and settlement, the market for the security, and the value of any research products and services and brokerage services provided by the broker-dealer. SCS need not, however, solicit competitive bids and does not have an obligation to seek the lowest available commission cost. When SCS engages external investment managers to implement clients' wealth management programs under discretionary authority, it generally will allow the external investment manager to direct brokerage according to each external investment manager's broker selection policy. In limited instances, however, SCS may direct external investment managers to use particular broker-dealers to effect securities transactions for SCS client accounts. In this case, external investment managers under the direction by SCS to use a specific broker-dealer may aggregate all transactions effected under this direction. As described below, such direction may benefit both the client and SCS.

### ***The Role of Products and Services in Brokerage Allocation***

SCS has arrangements with certain broker-dealers pursuant to which SCS may receive products or services from those broker-dealers when client securities transactions are executed through those broker-dealers. These arrangements with brokers generally fall within the parameters of Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") which provides a safe harbor for the receipt of "research" products and services from the broker-dealer. Most of the products and services provided by brokers to SCS would be characterized as "research". During the last fiscal year the types of products and services acquired through these arrangements include: data, research and software. SCS generally uses such products and services for the benefit of all of SCS's accounts, sometimes including accounts other than those that pay commissions to the broker-dealer providing the products or services.

Unless otherwise directed by a client, SCS may also allocate a specific amount of brokerage to individual broker-dealers based on brokerage or research services rendered. The procedure for such an allocation may entail SCS's determining that obtaining a particular research or brokerage service or product will enhance execution quality or efficiency or assist SCS in providing investment management services. To the extent consistent with SCS's duties to its clients and

only if SCS determines that the commission is reasonable in relation to the value of the brokerage and research services received, SCS may direct brokerage to brokers that provide such services or products in amounts sufficient to obtain the particular services or products. Provided that SCS determines in good faith that the commission charged is reasonable in relation to the value of brokerage and research services provided by the broker, SCS may cause a client account to pay a broker an amount of commission greater than the amount another broker-dealer may charge. Generally, brokerage firms do not charge SCS a separate fee for proprietary research and other services. The continued provision of such services to SCS is not conditioned on SCS directing any particular level of transactions to these brokerage firms.

SCS's use of client brokerage commissions to obtain research or other products or services, benefits SCS because SCS does not have to produce or pay for the research, products or services it receives in such arrangements. This may create an incentive for SCS to select or recommend a broker-dealer based on SCS's interest in receiving the research or other products or services, rather than on the interests of its clients in receiving the most favorable execution. Brokerage and research services received by SCS could benefit client accounts other than the account generating the soft dollar credits. SCS's receipt of research services will not reduce a client's fees, including any Management Fee or Performance Fee.

SCS reviews transaction results from time to time to determine the quality of execution and services provided by the various broker-dealers through whom SCS executes client transactions, to evaluate the reasonableness of the compensation paid to such broker-dealers in light of all the factors described above.

### ***Directed Brokerage***

Clients may instruct SCS to use one or more particular broker-dealers in managing their accounts. Clients may benefit from such direction to use a broker that also serves as custodian of the client's assets because the custodian may waive certain of the costs associated with maintaining the portfolio if a sufficient number of securities transactions in the portfolio are effected by that custodian or one of its affiliates. SCS, in its discretion, or its clients also may direct brokerage for the purpose of executing a commission recapture program that can significantly reduce the brokerage commissions paid on individual security transactions. Clients may specify whether a particular broker/dealer is to be used even though SCS and the external investment managers may be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. Clients who may be willing to direct the use of a particular broker-dealer for transactions should understand that such direction will prevent SCS and external investment managers from effectively negotiating brokerage compensation on their behalf, that best execution may not be achieved, and a disparity in commission charges may exist between the commissions charged to other clients. In this case, SCS also would not be able to aggregate orders with other clients. In directing brokerage business to brokers, those clients may lose possible advantages that other clients may have and they should consider whether the commission expenses, execution, clearance, and settlement capabilities, and (if applicable) any amount of the commissions that may be attributable to custodian fees, are comparable to those that SCS and the external investment managers could otherwise attain for its clients.

### ***Aggregation of Client Orders***

SCS may place orders of securities for two or more clients with broker-dealers if SCS reasonably believes an aggregated trade will achieve best execution. These "bunched" or block trades may result in lower commissions and better purchase or sale prices than if SCS placed multiple single orders. By aggregating trades, SCS may also avoid holding cash and securities involved in an aggregated trade longer than necessary and avoid paying additional compensation that may result from single orders. In some cases, SCS' clients have directed SCS to effect transactions through a particular broker-dealer, which may limit opportunities for batching transactions in the same securities for multiple accounts.

SCS is a fiduciary that owes each of its clients a duty of loyalty. This duty requires that each client be treated fairly and that proprietary trading by SCS or its personnel not be favored over client accounts. It is SCS' policy to aggregate (or bunch) orders of two or more clients to achieve better trade execution, provided the aggregation of such orders is in the best interest of each participating client, is fair and equitable to all clients participating in the bunched trade, and favors no client over another client.



### ***Item 13. Review of Accounts***

#### ***Nature of Review of Accounts***

SCS's personnel (individually or as part of a group) monitor and review the performance of client accounts and the SCS funds on a regular basis. In addition SCS evaluates each client's individual wealth management plan periodically. This evaluation involves a review of the client's full financial landscape by such client's relationship team member and a senior investment professional to determine whether modifications in the overall wealth management plan are warranted. Within the context of seeking to implement the client's wealth management plan, SCS evaluates the composition and performance of the client's investment portfolio, including client assets allocated to external investment managers and invested in public or private investment funds. In addition to statements provided by custodians, SCS provides clients with a quarterly written statement summarizing their account.

The administrator of each SCS fund generally provides investors in such fund or their designee with monthly statements (quarterly statements in the case of SCS Private Investment Fund I LLC, SCS Private Investment Fund II, LLC, SCS Private Equity Fund III, LLC, SCS High Income Strategies Fund, LLC, and SCS Private Real Assets I, LLC) setting forth estimated fund performance and annual audited financial statements.

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

SCS may enter into strategic third party marketing agreements with selected firms in order to distribute SCS products. These relationships will follow SCS's due diligence to ensure that the distribution agreement supports the strategic direction of SCS. SCS has entered into an agreement with a third party firm under which SCS pays to such firm a portion of the Management Fees and Performance Fees received by SCS from certain funds relating to investors referred to SCS by such firm. This third party firm may be subject to a conflict of interest as a result of the compensation payable for such investments.

SCS may have other business and non-business relationships with other industry participants including consultants, investment advisers, fund managers and broker-dealers. For example, the managers of investment funds or accounts in which SCS places its clients may themselves be clients of SCS. Similarly, individuals who are employees or principals of companies with which SCS engages in investment advisory, brokerage or other services arrangements may be, or become, clients of SCS. Although these relationships may present a conflict of interest, or the appearance of a conflict of interest, SCS does not have any express or implied quid pro quo relationship with any such industry participant.

### ***Item 15. Custody***

With respect to accounts over which SCS has or is deemed to have custody of client assets, SCS directs the client's qualified custodian to send an account statement at least quarterly to such client indicating all amounts disbursed from the account (including the amount of any fees paid to SCS), all transactions occurring in the account during the period covered by the statement (amount of funds and each security), and a summary of the account positions and portfolio value at the end of the period. Clients will receive account statements directly from broker dealers or other qualified custodians and clients should carefully review such statements. In addition, SCS will include in each account statement sent directly to clients a legend urging each client to compare the statements it receives from SCS with those delivered by the qualified custodian. A client may designate an independent representative to receive account statements on its behalf. The independent representative may not (a) control, be controlled by or be under common control with SCS; or (b) have, or have had within the past two years, a material business relationship with SCS.

With respect to SCS funds over which SCS and/or one of its affiliates is deemed to have custody, SCS requires that each such fund be subject to an audit by an independent accountant and distribute financial statements, audited in accordance with U.S. generally accepted accounting principles, to investors on an annual basis.

***Item 16. Investment Discretion***

SCS typically enters into discretionary agreements with clients whereby SCS is granted authority to purchase and sell securities and other instruments for the client's account in accordance with investment guidelines and also provides SCS with a limited power of attorney to select, engage and replace, if necessary, external investment managers and make investments in pooled investment funds on the clients' behalf to implement the wealth management program. In limited circumstances, SCS will serve in a non-discretionary capacity.

SCS exercises discretion over each SCS fund based on the fund's applicable investment objectives, policies and strategies disclosed in its private placement memorandum and set forth in its other governing documents.

***Item 17. Voting Client Securities***

Unless otherwise specifically directed by a client in writing, SCS will vote proxies it receives in line with the client's best interests. SCS will generally be hiring third party managers to invest the client's assets and therefore will not typically be in receipt of proxy or offering materials. However, in some cases, such as prior to the selection of a third party manager, or in the case of investment funds, SCS may be responsible for voting client proxies. SCS utilizes a third party proxy voting service to electronically vote client proxies based on voting criteria provided by SCS. If SCS determines that there is a potential conflict of interest, SCS' Chief Compliance Officer shall resolve any conflict in a manner that is in the collective best interest of SCS' clients. Clients may obtain a copy of SCS' proxy voting policies and procedures as well as information regarding how SCS voted their securities by requesting this information in writing from their client representative at SCS Capital Management, LLC, One Winthrop Square, Boston, MA 02110.

***Item 18. Financial Information***

Not applicable.