

Item 1. Cover Page

# **NCH Capital Inc.**

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**April 30, 2015**

**This Brochure provides information about the qualification and business practices of NCH Capital Inc. (“NCH”). If you have any questions about the contents of this Brochure, please contact us at (212) 641-3200 or [compliance@nchcapital.com](mailto:compliance@nchcapital.com). 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 NCH is also available on the SEC’s website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).**

**Please note that registration with the SEC does not imply a certain level of skill, training or ability with respect to the provision of investment advisory services.**

## **Item 2. Material Changes**

NCH Capital Inc. has updated Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, since March 30, 2015.

NCH's Brochure may be requested by contacting NCH's Compliance Department at [compliance@nchcapital.com](mailto:compliance@nchcapital.com).

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## **Item 4. Advisory Business**

NCH Capital Inc. (“NCH” or the “Adviser”) is an investment management firm with its principal place of business in New York, New York. The Adviser commenced its business in 1993. The owners and co-founders of the Adviser are George Rohr and Moris Tabacinic (the “Principals”).

NCH registered as an investment adviser with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) in November 2011. The Adviser also meets the requirements to be considered a Qualified Professional Asset Manager (“QPAM”) under applicable regulations. Certain NCH Funds may at times constitute plan assets under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

NCH generally provides investment management services directly and through management entities under common control with respect to one or more clients for operational and other purposes (each, a “Relying Adviser” and collectively each is included within the term NCH, except as the context otherwise requires). NCH controls, or is under common control with, each Relying Adviser. Unless specifically noted otherwise, the response to the Form ADV Part 2A combine information about NCH and the Relying Advisers.

The Adviser had approximately \$3.5 billion in regulatory assets under management as of December 31, 2014. These assets are managed on a discretionary basis.

### **Europe**

The Principals began investing in Eastern Europe and Russia in 1991. Encouraged by the potential of the early, undervalued investment opportunities they had identified, in 1993 they formed the Adviser and their first fund. Subsequent funds followed, formed to invest in equity-related securities, debt, private equity, real estate and agribusiness assets throughout this region.

The Adviser provides investment supervisory and management services on a discretionary basis to clients that are pooled investment funds (“Fund(s)” or “NCH Fund(s)”) intended for institutional and other sophisticated investors (“Limited Partners”). These Funds hold investments in companies, operations and properties primarily in Ukraine, Russia, Romania, Latvia, Moldova, and Bulgaria. The Funds also hold investments in Kazakhstan, Serbia, Croatia, Montenegro, Albania, Greece, and the United Kingdom. NCH seeks profitability from these investments based on medium to long-term appreciation of the value of these assets.

**Emerging Markets**

NCH also manages a long-biased hedge fund focused on equities in global emerging markets.

**Latin America**

NCH manages a long-biased Latin America fund, trading in equity and equity-related securities of companies located in or having substantial business operations in Latin America.

In providing its services to the Funds, the Adviser directs and manages the investment and reinvestment of assets, and provides reports to investors. The Adviser manages the assets of each Fund in accordance with the terms of the governing documents applicable to such Fund.

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

### **MANAGEMENT FEES**

#### **A. Europe Funds**

##### **Real Estate and Private Equity/Agribusiness Funds**

Each limited partnership agreement for NCH's real estate and private equity/agribusiness Funds provides for payment to the Adviser of asset-based management fees for investment management services. These fees are generally fixed at an annual rate of 2% of funded and/or total commitments. Such management fees are charged in advance on a quarterly basis via a capital call notice to Limited Partners. One (substantially liquidated) private equity Fund's management fee of 2.5% is charged in advance on a quarterly basis.

##### **Equities Funds**

Each limited partnership agreement for NCH Funds investing primarily in equities in Russia and other countries of Eastern Europe provides for payment to the Adviser of asset-based management fees for investment management services. Such fees range from 1% to 2% of net asset value per annum and are paid quarterly in advance from Fund assets.

These Funds may hold illiquid assets that have been designated by the General Partners, in which case, pursuant to the Funds' respective limited partnership agreements, management fees are generally charged based on cost at the time of designation without adjustment for market value.

#### **B. Latin America and Emerging Markets Funds**

##### **Listed Equities Funds**

With respect to the Latin America and Emerging Markets Funds investing in equity securities, the Adviser will be paid for investment management services at an annual rate ranging from 1.25% to 2% of net asset value. The management fee will be charged on a monthly basis against the capital account of the investor and paid quarterly in advance.

### **EXPENSES**

In addition to the asset-based fees, a Fund may also bear certain expenses incurred by the Adviser in connection with the services provided to the Fund, such as the respective organizational, operating and other expenses of the Funds. The most common expenses include (i) expenses incurred in connection with identifying, evaluating, structuring and negotiating any potential Fund investment (including broken deals) and the acquisition, holding, sale, proposed sale or valuation of any Fund investments` (including brokerage, custody and other types of fees); and (ii) ordinary administrative expenses, fees of

auditors, attorneys, appraisers and if applicable, a Fund's valuation agent or administrator, and other professionals, costs of meetings, and reports to Limited Partners.

Pursuant to a Fund's governing agreement, certain of the Funds share in the allocation of NCH operating and overhead expenses, which include, but are not limited to, compensation (excluding compensation to the Principals), benefits, and travel and accommodations of employees of the Adviser or its affiliates, as well as overhead of the Adviser or its affiliates allocable to a Fund, including but not limited to, office rental, office services and equipment, telephone and utilities. Below is a list of those NCH Funds that share in the allocation of such expenses.

- NCH Balkan Fund, L.P.
- NCH Condor Fund, L.P.
- NCH Eagle Fund L.P.
- NCH Russia Fund, L.P.
- New Century Holdings XI, L.P.

The above-mentioned Funds also bear the cost of incentive compensation to employees of the Adviser. The incentive program may include bonuses and commissions paid to traders, profit sharing on investments and compensation based on a share of distributions to the Funds from portfolio companies.

In addition to the Funds listed above, their portfolio companies may directly compensate employees of the Adviser when such employee performs duties for a portfolio company, including serving as a board member or director. There is no reimbursement or offset of management fees by the investment manager for this compensation. In some cases, an employee may be paid partly by a Fund, (and/or portfolio company) and partly by NCH.

All costs and expenses related to the registration of the Adviser as an investment adviser under the Advisers Act, as well as costs and expenses associated with examinations, proceedings or investigations related thereto of the Adviser's compliance with its obligations thereunder, are expenses incurred by the Adviser or its related persons and are not treated as expenses of a Fund.

#### **Property Management Services**

We have entities that provide property management services. The costs associated with such property management services are reimbursed by the portfolio companies using such services. Any profits earned by the property management services are allocated to the Funds whose portfolio companies used such services.

#### **Liquidating Corporations**

Certain Funds managed by the Adviser have been converted into corporations (the "Liquidating Corporations") for the purpose of streamlining the process of disposition of the assets past the life of the funds in question, namely: NCCP II Liquidation Corp., NCH Five Liquidation Corp., and NDP Liquidation Corp. The shareholders of the Liquidating

Corporations do not pay management or performance-based fees as their respective predecessor Funds did. The Liquidating Corporations bear their respective direct expenses, which include, but are not limited to audit fees, tax filings, custody expenses, compensation of personnel who act solely on behalf of the Liquidating Corporations and their portfolio companies, and any other expenses in maintaining the existence of the Liquidating Corporations and effecting their eventual liquidation. These entities do not bear any other overhead expenses of the Adviser or its related persons.



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

### **Performance-Based Fees**

In addition to the asset-based fees described above under “Fees and Compensation”, the General Partner/Manager of each Fund is entitled to incentive fees as stated in the respective Fund’s governing agreement - generally 15% to 25% of gains as computed pursuant to the particular agreement (for the Latin America and Emerging Markets Funds, the incentive fee ranges from 10% to 15% of net appreciation in a given year). For the real estate and agribusiness Funds, these incentive fees are subject to a preferred return first being paid to investors. Certain managers receive profit-sharing incentive compensation based on the success of investments for which they are responsible.

### **Side-by-Side Management**

The Adviser provides investment management services to various Funds with different investment objectives, guidelines and policies, and with different fee structures.

The Adviser may receive both management fees and incentive fees as compensation for its services. Incentive fees may create an incentive for the Adviser or related person to make investments that are riskier or more speculative than would be the case in the absence of a performance-based fee. In these instances, the compensation of the Adviser or related person may be greater than it would have been, as the fee will be based on the Funds’ performance instead of, or in addition to, a percentage of assets under management. The Adviser has mitigated such possible conflict by following an investment allocation policy. All Funds, regardless of fee structure, are allocated investment opportunities on a fair and equitable basis, subject to the fiduciary and contractual duties of the Adviser to such Funds.

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

The Adviser provides investment supervisory and management services on a discretionary basis to the Funds. Investors in such Funds are institutional and other sophisticated investors, such as university endowments, corporate and government pension funds, family offices and high net worth individuals. As a general policy, the Funds are offered privately only to “qualified purchasers” as defined in the Investment Company Act of 1940, as amended (“Investment Company Act”). All investors in the Funds must also be “accredited investors” as defined in the rules promulgated under the Securities Act of 1933, as amended.

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

### **INVESTMENT STRATEGIES**

NCH manages investments across four asset classes: listed equities, real estate, agribusiness and private equity in select countries. These investments are concentrated in Ukraine, Russia, Romania, Latvia, Moldova, and Bulgaria. In addition, certain Funds also invest in Kazakhstan, Serbia, Croatia, Montenegro, Albania, Greece, the United Kingdom and Latin America as well as in emerging markets globally. NCH pursues the following strategies:

#### **A. Europe Funds**

NCH's investment strategy is to target systemic shortages of capital in its markets of investment. This is viewed by NCH as the best way to generate, given the discounts that such shortages often create, attractive returns for its investors.

#### **Equity Securities**

NCH follows a deep-value approach when identifying equity opportunities in its target markets. NCH focuses on opportunities and industry sectors it believes offer attractive value relative to other opportunities in the host country, and relative to other emerging markets.

NCH seeks to diversify a Fund's investment portfolio among different sectors of the economy. Target sectors for its portfolios that invest in marketable securities may include, but are not limited to, natural resources, telecommunications, power generation, metals and materials, manufacturing, transportation, infrastructure, chemicals, consumer products, agriculture and real estate. In addition, the investments are divided between portfolio investments in larger companies by market capitalization, investments in the marketable securities of medium-sized companies, and in the securities of second and third-tier companies whose shares may trade less actively, but whose assets, capital structures or other attributes make them attractive investment opportunities.

Although the Funds may receive dividend distributions, this is incidental to the objective of the Adviser's investment approach, which is to realize value from appreciation over the holding period.

#### **Real Estate**

NCH follows an opportunistic investment strategy for its real estate-oriented Funds. NCH Funds seek to acquire and develop real estate projects to capitalize on the supply-demand imbalances across various property subsectors. In addition to traditional real estate investment strategies, NCH may also have its Funds invest in distressed property opportunities in its target markets.

### **Agribusiness**

NCH's agribusiness strategy focuses on large-scale farming operations and related activities primarily in the Ukraine and Russia (the "Region"), where the lack of historical investment in the sector, after the Region's economic restructuring and pervasive neglect of farmland, presents an attractive entry point. This strategy also calls for the acquisition of farmland in other countries in our markets.

NCH seeks to invest in a diversified portfolio of undervalued agricultural land and related businesses in Eastern Europe and countries that were part of the former Soviet Union, particularly those where affiliates of NCH have an established presence and prior experience identifying, acquiring, managing, and successfully exiting investments across asset classes. The investment strategy is to purchase and/or lease tracts of prime farmland from a large number of current owners and to consolidate them into large, efficient production units to which modern farming techniques and practices can be applied, enabling the production of agricultural commodities for global consumption at comparatively low cost. The Adviser's strategy is based on the expectation that, during the holding period, these portfolios will generate operating income from the operations of such assets, and ultimately realize capital appreciation.

### **Private Equity**

NCH's strategies with respect to private equity are broadly similar to those in other asset classes: to identify investment opportunities where inefficiencies offer a compelling return profile and to use a deep value approach during the accumulation of the assets.

### **B. Latin America and Emerging Markets Funds**

The investment objective of the Funds is to earn superior long-term returns, in absolute terms. The focus of the Fund's investments will be primarily on equity and equity-related securities of small and mid-sized companies located, or that have substantial business operations, in Latin America and emerging markets globally, for the Latin America and Emerging Markets Funds, respectively.

### **Emerging Markets**

NCH utilizes proprietary financial models to identify companies in global emerging markets whose financial characteristics align with an investment approach of investing in businesses with exceptional financial quality as generally measured by the level and consistency of margins, free cash flow and balance sheet returns and whose business fundamentals are improving at an accelerating pace. The objective is to assemble a widely diversified portfolio of companies across global emerging markets with a very similar financial quality profile that are believed to be early in a favorable earnings cycle and whose valuations are thus deemed to be compelling.

### **Latin America**

NCH intends to achieve its objective by investing the Funds' assets in Latin American securities that NCH believes are trading at substantial discounts to their intrinsic value. NCH targets the securities of fundamentally good businesses at prices that reflect a material discount to NCH's view of intrinsic value. While NCH will evaluate a variety of industries and sectors, it may choose to concentrate the Funds' assets in only a few sectors or industries. The proprietary financial models used by NCH for the Emerging Markets Fund are also used to screen for potential investments in Latin America.

### **RISK FACTORS**

Investments in the asset classes discussed above and in the Funds involve a high degree of risk.

#### **Risks applicable generally to private investment funds**

There are risks applicable generally to investing in private investment funds, which are also applicable to investing in Limited Partner or Member interests ("Interests") in NCH Funds. These risks include lack of opportunity for resale of Interests, restrictions on transfers of Interests, restrictions on withdrawal of capital, lack of control over investment decisions, special risks related to "side-pocket" investments in the funds that permit such investments, risks related to leveraging of investments by the Funds and limited liquidity of certain investments of the Funds. The Funds are not registered as investment companies under the Investment Company Act, and, accordingly, investors are not afforded the protections of the Investment Company Act.

#### **A. Russia and Eastern Europe**

##### **Risks applicable to Target Countries of Investment**

There are significant risks inherent in investing in the securities, assets and operations of enterprises located in NCH's target countries of investment which are not typically associated with investing in securities, assets or operations of enterprises in more developed countries, including, but not limited to, political, economic, social, legal, regulatory, currency, inflation, taxation and custodial risks.

Factors that may make investment inherently risky in some of the target countries of investment for NCH Funds include, but are not limited to, the following:

- (i) unpredictable economic, political and governmental development in the target countries of investment, including shifts in government policy, military conflict and terrorist attack;

- (ii) adverse developments with regard to the application of laws and government regulations to domestic and foreign investors;
- (iii) potential unlawful, selective or arbitrary governmental actions against the Funds' investments, including nationalisation or expropriation of assets;
- (iv) lack of developed local tax, corporate and securities laws and regulations, which may result in an inability to rely on such laws to protect the Fund's investments or in potential consequences which investors would not expect in relation to investments in Western Europe or the United States;
- (v) corporate governance standards are less developed than those in Western Europe or the United States, and there is only limited protection of minority shareholders in Russia, Ukraine and other countries in which the Funds may invest;
- (vi) under-developed banking systems;
- (vii) capital markets which are less liquid than Western markets;
- (viii) weaknesses in local legal systems, which may result in unpredictable court decisions and inconsistent interpretation of laws and regulations;
- (ix) adverse fluctuations in currency exchange rates;
- (x) exchange control regulations;
- (xi) relatively high rates of inflation;
- (xii) undeveloped local bankruptcy laws;
- (xiii) difficulty in enforcing contractual obligations; and
- (xiv) greater price volatility than in more developed financial markets.

Finally, economies in the target countries of investment are vulnerable to market downturns and economic slowdowns elsewhere in the world.

While NCH seeks to manage its clients' funds in a manner that limits exposure to such risks insofar as possible, there can be no assurance that such efforts will be successful. The Funds face systemic political risks in their areas of investment. Although the Eastern European countries in which the Funds invest have made great strides towards establishing improved economic infrastructures and legal system reforms since the collapse of the Soviet Union, the region is still associated with meaningful political and economic risk and changes in local governments can directly influence the investment environment.

### **Risks Applicable to Russia**

Specifically, investments in Russia involve risks not typically associated with investments in other countries that may negatively affect the value of investments in a Fund. Such heightened risks include, among others, expropriation and/or nationalization of assets, restrictions on and government intervention in international trade, confiscatory or punitive taxation, regional conflict, political instability, including authoritarian and/or military involvement in governmental decision making, armed conflict, the imposition of economic sanctions by other nations, the impact on the economy as a result of civil war, and social instability as a result of religious, ethnic and/or socioeconomic unrest.

The securities markets of Russia are often considered to be less correlated to global economic cycles than those markets located in more developed countries. As a result, securities markets in Russia are subject to greater risks associated with market volatility, lower market capitalization, lower trading volume, inflation, greater price fluctuations, uncertainty regarding the existence of trading markets, governmental control and heavy regulation of industry. Additionally, certain investments in Russia may become less liquid in response to market developments or adverse investor perceptions, or become illiquid after purchase by a Fund, particularly during periods of market turmoil. When a Fund holds illiquid investments, its portfolio may be harder to value, especially in changing markets. Moreover, trading on securities markets in Russia may be suspended altogether under certain circumstances.

The government of Russia may restrict or control to varying degrees the ability of foreign investors to invest in companies located or operating in Russia. These restrictions and/or controls may at times limit the operations of foreign companies located or operating in Russia. Moreover, governmental approval or special licenses may be required prior to investments by foreign investors, which may limit the amount of investments by foreign investors in a particular industry and may limit such foreign investment to a certain class of securities of an issuer that may have less advantageous rights than the classes available for purchase by domiciliaries of Russia, and/or may impose additional taxes on foreign investors. Less information may be available about companies in which a Fund invests because many Russian companies are not subject to the accounting, auditing and financial reporting standards or to other regulatory practices required by U.S. companies. These factors, among others, make investing in companies located or operating in Russia significantly riskier than investing in companies located or operating in more developed countries, and any one of them could cause a decline in the value of a Fund's investment.

As a result of recent events involving Ukraine and the Russian Federation, the United States and the European Union have imposed sanctions on certain Russian individuals, companies and banks. The United States and other nations or international organizations may impose additional economic sanctions or take other actions that may adversely affect Russian-related investments, including companies in various sectors of the Russian economy, including, but not limited to, the financial services, energy, metals and mining, engineering, and defense and defense-related materials sectors. These sanctions, any future sanctions or other actions, or even the threat of further sanctions or other actions, may negatively affect the value and liquidity of a Fund's portfolio and may impair a Fund's ability to achieve its investment objective. For example, a Fund may be prohibited from investing in companies subject to such sanctions. In addition, the sanctions may require a Fund to freeze its existing investments in Russian companies, prohibiting a Fund from buying, selling or otherwise transacting in these investments. Russia may undertake countermeasures or retaliatory actions which may further impair the value and liquidity of a Fund's portfolio and potentially disrupt its operations.

The Russian government continues to control a large share of economic activity in the country, owning shares in corporations in a range of sectors including banking, energy

production and distribution, automotive, transportation and telecommunications. Additionally, because Russia produces and exports large volumes of oil and gas, the Russian economy is particularly sensitive to the price of oil and gas on the world market, and declines in the price of oil and gas have a significant negative impact on the Russian economy.

The value of the Russian ruble is subject to a high degree of volatility. A Fund's assets may be invested in Russian companies and the income received by a Fund may be principally in rubles. A Fund's exposure to the ruble and changes in value of the ruble versus the U.S. dollar may result in reduced returns to a Fund. Moreover, a Fund may incur costs in connection with conversions between U.S. dollars and the ruble. In addition, current political and economic events in Russia and the effects of the recent global economic crisis on the Russian economy may continue to have significant adverse effects on the ruble and on the value and liquidity of a Fund's investments.

### **Risks applicable to Ukraine**

The current crisis in Russian and Ukraine relations presents a possibility of adverse consequences for Ukraine's developing economy. Continued instability in the relations between the two countries could have a significant negative effect on the performance of a Fund.

The risks of investing in Ukraine may even be greater than those inherent in investing in Russia. While Ukraine is evolving from a similar system with similar challenges, including political and social instability, economic and political risk, legal and regulatory risks and the difficulty of enforcement of legal rights, currency risk, corruption and under-developed economic infrastructures, its national finances are far weaker than Russia's. In the absence of significant, continued foreign aid, Ukraine's economy will remain under great pressure.

### **Risks applicable to Agribusiness**

In agribusiness, NCH faces risks unique to this sector. Such risks are incident to the ownership and operation of agribusiness-related assets and agriculture-related real estate, such as general economic conditions, volatility in commodity and input prices, climate and natural disasters, geographic or market concentration and business conditions. Such investments are illiquid in nature. Many of the risks applicable to Real Estate (see next section) are also applicable to agriculture-related real estate.

### **Risks applicable to Real Estate**

The investments in the real estate-focused Funds are subject to the risks incident to the ownership and operation of real estate, including risks associated with the general economic climate, local real estate conditions, geographic or market concentration, government regulations, and fluctuations in interest rates. Since real estate, like many



other types of long-term investments, historically has experienced significant fluctuations and cycles in value, specific market factors may result in occasional or permanent reductions in the value of real property interests.

The marketability and value of the real property interests will depend on many factors beyond the control of the Fund, including, without limitation: (i) changes in general or local economic conditions; (ii) changes in supply of or demand for competing properties in an area (for example as a result of over-building); (iii) changes in interest rates; (iv) the promulgation and enforcement of governmental regulations relating to land-use and zoning restrictions, environmental protection, rent controls and occupational safety; (v) the unavailability of mortgage funds which may render the sale of a property difficult; (vi) the financial condition of tenants, buyers and sellers of properties; (vii) changes in real estate tax rates and other operating expenses; (viii) energy and supply shortages; and (ix) various uninsured or uninsurable risks;

Since investments in real estate generally (and in our targeted markets in particular) are not liquid, there is no assurance that there will be a ready market for real property or equity interests in projects held by a Fund. Because of the long lead time between the inception of a project and its completion, a well-conceived project may, as a result of changes in real estate market, economic, or other conditions prior to its completion, become an economically unattractive investment. With respect to investments in the form of real property owned by the Funds, the Funds will incur the burdens of ownership of real property, which include the paying of expenses and ad valorem and other real property taxes, maintaining such property and any improvements thereon, and ultimately disposing of such property.

Commercial real estate properties are also subject to specific risks, including the potential inability of tenants to meet their rental obligations (whether due to poor operating results, bankruptcy or other reasons), the potential inability to lease a significant amount of space at a property on economically favorable terms, and delays and expenses incurred in dealing with a tenant that defaults on its obligations.

In some investments, such as mortgage loans, the Funds may be dependent on the ability of third parties to successfully operate the underlying properties. In addition, certain of the mortgage loans may be structured so that all or a substantial portion of the principal will not be paid until maturity, which increases the risk of default at that time. The possibility of partial or total loss of capital will exist.

The Funds invest in undeveloped land and certain development properties. Undeveloped land and development properties may involve more risk than properties on which development has been completed. Undeveloped land and development properties do not generate operating revenue while costs are incurred to develop the properties, and also generate certain expenses including property taxes and insurance. Development activities include the risks that development projects may be abandoned after expending resources, construction costs of a project may exceed original estimates, occupancy and rental rates

at a newly completed property may be less than anticipated and construction and leasing of a property may not be completed on schedule. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could have an adverse effect on the funds and on the amount of proceeds available for distribution to the Limited Partners. To the extent that a fund invests in such assets, it will be subject to the risks normally associated with such assets and development activities.

Development activities are also subject to risks relating to the inability to obtain, or delays in obtaining, all necessary zoning, land-use, building, occupancy, and other required governmental permits and authorizations. Furthermore, in both emerging and industrialized markets, increased real estate development may lead to periods of oversupply and result in vacancies, lower rentals and lower sales prices for real estate projects. Newly developed real estate projects may be disproportionately affected by fluctuations in demand and supply, as they have no existing tenancies and need to be leased up in their entirety. Contingencies in development activities beyond the control of the Fund could occur.

### **B. Latin America and Emerging Markets**

#### **Risks applicable to Investments in Latin America and Emerging Markets**

The Latin America and Emerging Markets Funds' investments will be comprised of securities of companies organized or conducting business in Latin America and emerging markets, respectively.

Factors that may make investment inherently risky in Latin America and emerging markets for the Funds include, but are not limited to, the following:

- (i) general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls and national and international political circumstances;
- (ii) volatility of securities prices and the liquidity of assets impairing profitability or resulting in losses;
- (iii) volatility of foreign exchange rates;
- (iv) less stringent and less uniform accounting, auditing and financial reporting standards, practices and disclosure requirements than those applicable to companies in developed countries;
- (v) delays in obtaining, or refusal to grant, any required governmental registration;
- (vi) some of the laws that govern private and foreign investment, securities transactions and other contractual relationships may be new and largely untested and it may be difficult to obtain and enforce contractual obligations; and
- (vii) changes in tax laws and their interpretation by tax authorities may adversely affect the favorable tax regime the Funds intend to benefit from.

As a result of these factors, as well as other risks inherent in any investment, there can be no assurance that the Funds will meet their investment objectives or will otherwise be able to carry out its investment program successfully.

**For a more detailed summary of certain key aspects of the investment strategy the Adviser employs on behalf of each Fund, a description of the types of investments in which the Fund invests, and a discussion of risk management procedures, please see the Confidential Private Placement Memorandum for each Fund.**

### **INDEMNIFICATION**

The terms of each NCH Fund's governing agreements generally limit NCH's liability and the liability of certain related persons (such as the Manager, members of advisory committees, affiliates, constituent members, employees and managers, each of the foregoing an "Indemnified Party"). The terms generally provide that a Fund shall indemnify the Indemnified Parties from any loss or damage incurred by them or the Partnership for any act or omission taken in good faith by the Indemnified Parties.

This indemnification does not apply generally to any act or omission with respect to which a court of competent jurisdiction has issued a final, non-appealable decision, judgment or order that such Indemnified Party was grossly negligent, engaged in willful misconduct or, in case of any criminal act or violation, that such Indemnified Party shall have had reasonable cause to believe that the conduct was unlawful.

## **Item 9. Disciplinary Information**

Neither NCH nor any management person of NCH has a record of any material disciplinary event.

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

Libra Bank is a private commercial bank in Romania, which is majority-owned by subsidiaries of NCH Balkan Fund L.P. (“NCH Balkan Fund”), an NCH Fund. Libra Bank focuses on lending to small and medium enterprises (SMEs). Libra Bank acts as custodian of Romanian securities for various Funds. A substantial ownership interest in NCH Balkan Fund is held by affiliates of the Principal.

NCH Brasil Gestora De Recursos LTDA (“NCH Brasil”), a Relying Adviser, is registered as an investment adviser (administrador de carteira de valores mobiliários) with the regulatory authority of Brazil (Comissão de Valores Mobiliários – CVM). NCH Brasil serves as co-investment manager to the NCH Emerging Markets and Latin America focused funds and also manages funds which only accept Brazilian investors.

Cornerstone Capital Corp. (“Cornerstone”) is a registered investment adviser founded by George Rohr and owned by George Rohr, European Real Estate Corp., Darren N.V., The Sulam Trust, and Dynasty Invest Ltd.

Rosemount Capital Limited (“Rosemount”) is a registered investment adviser founded by Moris Tabacinic and owned by Moris Tabacinic and the ERK Family Trust.

Cornerstone and Rosemount were both formed to serve as General Partners to NCH XI. NCH XI, managed by the Adviser, is a Fund formed to invest in Russia, other countries that were part of the former Soviet Union, and other countries in Eastern Europe.

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

### **Code of Ethics**

NCH has adopted a Code of Ethics that sets forth a standard of business conduct and compliance with federal securities laws by all of its employees, pursuant to Rule 204A-1 under the Advisers Act. The Code of Ethics contains policies and procedures intended to ensure that personal securities trading by certain NCH employees is conducted in a manner as to avoid actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility. The Code of Ethics also serves to remind all NCH employees of the firm's and their obligations as fiduciaries. Each employee is required to acknowledge the Code of Ethics at the inception of his or her employment and annually thereof.

The Code of Ethics requires pre-clearance before an employee is permitted to invest in any initial public offerings, private placements, limited offerings and other pooled investment vehicles, as well as to trade certain securities in the target countries of investment. The Code of Ethics also requires employees to report periodically certain personal securities transactions and holdings. Finally, employees are also required to disclose periodically certain outside activities in order for NCH to monitor any actual or potential conflicts of interest.

NCH also monitors the giving and receiving of business gifts and entertainment above certain designated values. Furthermore, NCH has formulated and implemented a policy requiring compliance with the U.S. Foreign Corrupt Practices Act ("FCPA").

To avoid any potential conflicts of interest involving the misuse of material, non-public information whether in personal trading or for the benefit of its Funds, NCH has adopted a policy concerning the proper handling of Material Non-Public Information.

NCH actively monitors for actual and potential conflicts of interest in the course of its business. It pursues a policy of carefully ensuring proper allocation of expenses and actively monitors any business between itself, its affiliates/employees and any of its portfolio companies to ensure that any such business is conducted on arms-length terms.

Any trades where NCH Funds conduct transactions with each other are reviewed and approved by NCH's Compliance Department prior to execution.

Generally, NCH, its affiliates, principals and employees, do not engage in Principal Transactions (transactions where an investment adviser, acting for its own account or the account of an affiliate, buys a security from or sells a security to a Fund it manages). The Adviser and its related persons comply with Section 206(3) of the Advisers Act, requiring

prior consent of investors before the Adviser or its related persons engage in Principal Transactions.

### **Potential Conflict of Interest**

The Adviser may recommend to a Fund or portfolio company to obtain or respond to a tender for a bid from a related person (including a portfolio company of another Fund) to perform services or acquire products. In such circumstances, there may be a conflict of interest between the Adviser and a Fund in determining whether to engage in or to continue such arrangements, including the possibility that the Adviser may favor the engagement or continued engagement of such related person. To address this potential conflict of interest, the Adviser has adopted policies and procedures regarding the identification and management of such conflicts. For example, NCH Development Co-Investors LP, in which an affiliate of the Adviser hold a majority interest, owns a portfolio company developing a real estate project; that portfolio company has contracted a construction company owned by NCH New Europe Property Fund II LP to act as a general contractor for the construction of the project under a contract providing for a guaranteed price, exposing the construction company to potential losses in the event that costs exceed revenues from such contract. To mitigate such potential conflicts, the Adviser is relying on the independence of the management of the portfolio construction company in negotiating competitive prices and other arm's length terms.

### **Availability of the Code of Ethics**

If requested and as required by law, NCH will provide a copy of the Code of Ethics to an investor or prospective investor. NCH's Compliance team may be contacted at 212-641-3200 or at [compliance@nchcapital.com](mailto:compliance@nchcapital.com) to obtain a copy.

## **Item 12. Brokerage Practices**

In the aggregate, the majority of direct investment transactions for the Funds are completed without the services of brokers. Brokers are used in connection with the purchase or sale of marketable securities across its Funds. NCH evaluates various factors such as price optimization, service quality and overall performance in order to obtain the best execution for portfolio transactions.

When NCH determines that it would be appropriate for more than one Fund to participate in an investment opportunity, NCH will seek to allocate orders for all participating Funds in a reasonable and equitable manner.

NCH and its investment professionals may benefit from research services provided by business contacts with a variety of brokers. NCH does not pay for access to this research. That research or industry information is provided based on working relationships developed over time.

### **SOFT DOLLAR CONSIDERATION IN CONNECTION WITH LATIN AMERICA AND/OR GLOBAL EMERGING MARKETS FUNDS**

From time to time, NCH may pay a broker-dealer commission (or markup or markdown) for effecting certain Fund transactions in excess of that which another broker-dealer might have charged for effecting the transaction in recognition of the value of the brokerage and research services provided by the broker-dealer. NCH will effect such transactions, and receive such brokerage and research services, only to the extent that they fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act") and subject to prevailing guidance provided by the SEC regarding Section 28(e). NCH believes it is important to its investment decision-making processes to have access to independent research.

Also, consistent with Section 28(e), research products or services obtained with "soft dollars" generated by a Fund may be used by NCH to service one or more other Funds, including Funds that may not have paid for the soft dollar benefits. NCH does not seek to allocate soft dollar benefits to Funds in proportion to the soft dollar credits a Fund generates. Where a product or service obtained with soft dollars provides research and non-research assistance to NCH (*i.e.*, a "mixed use" item), NCH will make a good faith allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of NCH's allocation of the costs of such benefits and services between those that primarily benefit NCH and those that primarily benefit a Fund.

When NCH uses brokerage commissions (or markups or markdowns) generated by a Fund to obtain research or other products or services, NCH receives a benefit because it



does not have to produce or pay for such products or services. NCH may have an incentive to select or recommend a broker-dealer based on NCH's interest in receiving research or other products or services, rather than on a Fund's interest in receiving most favorable execution.

On an annual basis, NCH will consider the amount and nature of research and research services provided by broker-dealers, as well as the extent to which such services are relied upon, and attempts to allocate a portion of the brokerage business of a Fund on the basis of that consideration. Broker-dealers may suggest a level of business they would like to receive in return for the various products and services they will provide. Actual brokerage business received by any broker-dealer may be less than the suggested allocation, but can exceed the suggested level, because total brokerage will be allocated on the basis of all of the considerations described above. In no case will NCH make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer, nor will it commit to pay cash if any informal targets are not met. A broker-dealer is not excluded from receiving business because it has not been identified as providing research products or services.

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

The Principals (for Europe Funds) and Portfolio Managers (for Latin America and Emerging Market Funds) are the final decision-makers with respect to investment strategy and portfolio approach, composition and execution for the Funds. With active, regular communication from senior investment professionals in its regional offices, the Principals closely monitor the Funds' assets and conduct regular portfolio reviews, as deemed appropriate. These senior investment professionals are further supported by a complement of financial, legal, trading, research, property management and operations staff at the local level that provide input from portfolio company management, operating facilities, real estate and development projects, investment firms, etc. This information assists the Principals with oversight of the Funds, including reviewing portfolio assets, analyzing new investment opportunities and evaluating exit options.

At the Fund level, the NCH accounting department in New York maintains the books and records for the Funds and prepares certain reports for investors. Investor Capital Account Statements for Funds investing in equities are distributed to investors on a monthly basis, while Investor Capital Account Statements and unaudited financial statements for real estate and agribusiness Funds are distributed to investors on a quarterly basis. Monthly Investor Capital Account Statements for New Century Holdings XI, LP, NCH LatAm Fund LLC, NCH EM Navigator Master Ltd and NCH Emerging Markets Navigator Fund LLC are prepared and distributed by an external fund administrator. Books and records of each Fund are kept in accordance with its governing agreement, with oversight by NCH's Chief Financial Officer and Controller in New York. Reports to investors also include quarterly/semi-annual management reporting that describes the macro-investment environment, updates on the portfolio and significant portfolio or firm developments that may materially impact investors. In addition, on an annual basis, the Adviser on behalf of its active Funds engages independent auditors to perform an audit and issue audited financial statements of such Funds.

NCH assists Limited Partners or Members with any questions pertaining to their investment. Any such interchange may take place in person or by phone or email.

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

From time to time, NCH may engage third party placement agents to solicit investors to invest in new fund offerings. Any placement fees charged by the outside firm are the responsibility of NCH and the Principals, not of the investors in the Fund.

## **Item 15. Custody**

NCH client funds, assets or securities are maintained by qualified third party custodians, i.e., a licensed broker-dealer, bank or foreign institution customarily carrying out custody duties. NCH's policy is to distribute audited financial statements of the Funds in accordance with Rule 206(4) – 2(b)(4) promulgated under the Advisers Act.

NCH currently engages Libra Bank, a private commercial bank in Romania that is majority owned by a Fund, as custodian for certain assets in Romania. In engaging Libra Bank, NCH will follow Rule 206(4)-2 ("Custody Rule"), promulgated under the Advisers Act, regarding use of related party custodians.

Liquidating Corporations are also subject to the Custody Rule and stockholders of the Liquidating Corporations will receive an annual audited statement. The Liquidating Corporations will also be subject to a final audit upon their liquidation.

## **Item 16. Investment Discretion**

NCH manages Funds' investment portfolios on a discretionary basis according to the terms and conditions of the relevant NCH Fund governing agreement.

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

NCH follows the proxy rules of Rule 206(4)-6 under the Advisers Act. It has appointed a proxy voting Program Administrator in order to ensure that voting of securities on behalf of the Accounts is conducted in accordance with these policies and procedures.

The Program Administrator presents each significant position upon which NCH will vote to the portfolio manager, general partner or person who is responsible for dealing in the security that is the subject of the proxy or voting matter. The Principals, Portfolio Manager, general partner or responsible person has the responsibility to determine that the vote will be in the best interests of the majority of the accounts without regard to the personal interests of NCH or any individual investor. The Principal, Portfolio Manager, general partner or the responsible person may also decide that not voting may be in the best interest of the accounts.

Ultimately, the Program Administrator ensures that such voting takes place on a timely basis and documents the voting process accordingly.

## **Item 18. Financial Information**

NCH is not required to provide a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonable likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy proceeding.

## **Item 19. Requirements for State-Registered Advisers**

Not Applicable