

Item 1. Cover Page



Cadent Management Services, LLC

d/b/a Cadent Energy Partners

4 High Ridge Park, Suite 303 | Stamford, CT 06905

tel. 203.638.5000 | <http://www.cadentenergy.com>

March 31, 2015

This brochure provides information about the qualifications and business practices of Cadent Management Services, LLC ("Cadent"). If you have any additional questions about the contents of this Brochure, please contact us at 203.638.5000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Cadent Management Services, LLC is a registered investment adviser. Registration as an investment adviser does not imply a certain level of skill or training.

Additional information about Cadent Management Services, LLC is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2. Material Changes

This brochure (“Brochure”) dated March 31, 2015 has been prepared according to the requirements and rules promulgated by the United States Securities and Exchange Commission (“SEC”). There were no material changes since our Brochure dated March 27, 2014.

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Item 4. Advisory Business

Cadent Management Services, LLC (“Cadent”) is a federally registered investment adviser that provides investment management services to pooled investment Funds, as further described below. Cadent is a Delaware limited liability company which has been in business since January, 2004. Cadent’s principal owner and managing member is Cadent Energy Partners, LLC, which is in turn principally owned by Paul G. McDermott and Bruce Rothstein.

The investment advisory services Cadent provides (the “Services”) consist of investment management services for pooled investment funds and the sponsors of such funds. An entity affiliated with Cadent typically serves as the general partner (“General Partner”) for each of the pooled investment funds for whom Cadent provides Services (each, a “Fund” and together the “Funds”). Cadent currently provides Services to two Funds and their respective General Partners, as well as providing management services to the portfolio companies in which each Fund invests. Such management services may include having employees of Cadent serve as officers and/or directors of portfolio companies and in such capacities such employees may be reimbursed for expenses and/or paid expense allowances by the portfolio companies as governed by the relevant agreement with each Fund or portfolio company, as applicable. While Cadent specializes in providing investment and management services related to portfolio investments within the energy industry, Cadent does not hold itself out as specializing in a particular type of management or advisory service. The Services are discretionary in nature and consist of the ongoing and continuous review of the portfolio companies in which Cadent invests on behalf of its Funds.

Though Cadent employs the same investment strategy for each of its Funds, Cadent tailors its Services to the specific needs of each particular Fund by complying with the terms of each Fund’s governing document and such other limitations which a Fund may request. The Funds may communicate to Cadent restrictions on investment securities, asset classes, custodians or any other restriction they would like to impose on their portfolio investments.

As of the date of this brochure, Cadent had \$568,022,217 in discretionary regulatory assets under management related to its two Funds.

Item 5. Fees and Compensation

Cadent charges each of its Funds a management fee for its Services, which is calculated and payable quarterly, in advance. The fee is equal to 2% per annum of the total capital commitments of all limited partners of the relevant Fund during its investment period or until the closing of a successor pooled investment fund. Such fee is subject to reduction for other fees received by Cadent with respect to managing portfolio investments of such Fund, including directors’ fees, transaction fees, investment banking fees, break-up fees, consulting fees and monitoring fees received from the Fund’s portfolio companies (“Other Fees”). After the investment period, the fee is reduced to 2% per annum of the limited partner capital invested in portfolio investments and the remaining limited partner capital commitments

reserved for follow-on investments by the Fund, reduced by any Other Fees received by Cadent related to such investments by the Fund.

Management fees are generally paid by or on behalf of a Fund by requiring the Limited Partners in the Fund to make a capital contribution in respect of such fees. The fees paid by the Fund are deducted from the cash accounts by the General Partner of such Fund and paid to Cadent.

Management fees may also be reduced or offset as permitted by the Funds' governing documents.

In addition to the management fees paid by the Funds and Other Fees related to portfolio investments of the Funds, Cadent is reimbursed for certain out of pocket expenses. These expenses are described in detail in each Fund's governing documents. Investors and prospective investors in the Funds should review governing documents for any particular investment carefully before investing.

Cadent does not typically invest in publicly-traded securities or other securities where brokerage costs apply to the purchases or sales of securities and as a result, brokerage expenses are not typically imposed on Funds' transactions. In the event Cadent decides to invest in securities with respect to which brokerage costs would apply, the Fund will bear any such costs or expenses. Cadent does not have any affiliated brokers or dealers.

Distributions and allocations to the Limited Partners in each Fund are typically subject to some form of carried interest or similar profit allocation for the benefit of the General Partner of such Fund, which is an affiliate of Cadent. For more information on the carried interests payable to Cadent's affiliates, please see Item 6 (Performance-Based Fees and Side-By-Side Management).

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

Limited Partners in the Funds are charged performance-based fees in the form of carried interest payable to the General Partner of the Fund. The carried interest profit allocations do not exceed 20% of aggregate profits otherwise allocable to the Limited Partners and are subject to certain preferred return hurdles for the benefit of the Limited Partner. The manner of calculation and the application of carried interest profit allocations by the Fund are disclosed in the limited partnership agreement of each Fund.

Because Cadent manages investments for Funds in which its affiliates receive performance-based carried interests, Cadent potentially has an incentive to take increased investment risk with respect to the portfolio investments it makes on behalf of the Funds. Cadent has policies and procedures in place designed to address this conflict of interest, including requiring personnel to acknowledge their fiduciary duty to clients and requiring that portfolio companies be reviewed for compliance with each Fund's governing documents.

Funds with investment programs which are similar may be managed in a similar way and may invest in the same portfolio companies. Investment opportunities which satisfy the investment parameters of more than one Fund will be allocated in accordance with Cadent's policies and procedures and in accordance with the applicable provisions of the Fund's limited partnership agreement to ensure allocation of

portfolio investments on a fair and equitable basis. In some situations, certain Cadent employees may also invest in the same companies Cadent invests in on behalf of its Funds and Cadent has policies and procedures in place (as described in Item 11) to address any resulting conflicts. Cadent's policies and procedures for the allocation of investments are monitored by Cadent's Chief Compliance Officer.

Item 7. Types of Clients

Cadent provides discretionary management and advisory services to the Funds directly, subject to the direction and control of the General Partner of each Fund, and not individually to the Limited Partners. Limited Partners in the Funds may include, but are not limited to, high net worth individuals, pension plans (corporate, state and foreign), endowments, insurance companies and pooled investment vehicles (e.g., funds-of-funds). The minimum commitment for a limited partner is outlined in the governing documents for each Fund; however Cadent maintains discretion to accept less than the minimum investment threshold.

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

Cadent specializes in understanding the energy industry and Cadent's Funds primarily invest in existing or newly-formed, small to medium sized private companies which Cadent believes it is positioned to achieve market share increases or capitalize on the changes in energy markets and economic cycles. Cadent identifies investment opportunities for its Funds using a top-down approach, analyzing factors such as macro industry characteristics, opportunistic industry trends, market size and growth, valuations, competition and exit opportunities.

Cadent looks for companies which meet certain criteria prior to recommending such companies for investment by its Funds. Such criteria may include, a competitive edge in their markets, attractive market capitalization, a proven management team, reasonable valuations, low debt levels and strong operating performance. Cadent looks to invest in the energy and energy-related industries and analyzes the cycles which occur in varying segments. Cadent seeks out investment opportunities which will permit Cadent to play a significant role in the management of the portfolio companies invested in by the Funds, such as securing board representation in each such portfolio company. Portfolio investments are typically held for four to seven years, permitting time to build value in the portfolio companies.

Cadent also reviews potential exit strategies for prospective investment opportunities for its Funds. Exits will generally be sales to strategic companies or other private equity funds, for cash or a highly liquid security rather than through initial public offerings.

Risks

Investing in portfolio company securities involves substantial risks, including the potential loss of the Fund's principal, which the Fund and its Limited Partners should be prepared to bear. While a more

complete discussion of risk factors is found in the respective Fund's governing documents, following is a summary of some of the risks:

General Considerations

An investment in the Fund requires a long-term commitment, with no certainty of return. There most likely will be little or no near-term cash flow available to the Partners. The activity of identifying, completing and realizing attractive private equity investments is highly competitive and involves a high degree of uncertainty. There can be no assurance that the Fund will be able to locate, consummate and exit investments that satisfy the Fund's IRR objectives or realize upon their values, or that the Fund will be able to invest fully its committed capital. Many if not all of the Fund's investments will be highly illiquid, and there can be no assurance that the Fund will be able to realize on such investments in a timely manner. The Fund's contemplated exit strategies for its investments can be adversely affected by numerous factors, many of which may be unforeseen or unexpected at the time the investments are made. Consequently, dispositions of the Fund's investments may require a lengthy time period or may result in distributions in kind to the Partners. Additionally, the Fund typically will acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act or in a private placement or other transaction exempt from registration under the Securities Act and that complies with any applicable non-U.S. securities laws. Certain of the Fund's investments may be in businesses with little or no operating history. Certain of the Fund's investments may be in businesses with high levels of debt or may be investments in leveraged buyouts; leveraged buyouts by their nature require companies to undertake a high ratio of fixed charges to available cash flow. Leveraged investments are inherently more sensitive to declines in revenues and to increases in expenses. There can be no assurance that the targeted IRR will be attained.

Energy Industry Concentration

The Fund's investments will be concentrated in the energy industry, and will be subject to numerous risks that affect the energy industry as a whole or specific sectors within that industry. Because of the concentration of the Fund's investments in this industry, an investment in the Fund may be subject to greater risk than an investment in a portfolio of securities representing a broader range of industries.

Nature of Energy Industry Investments

Investments in the energy sector may be subject to a variety of risks, not all of which can be foreseen or quantified. Such risks may include but are not limited to: (i) the risk that the technology employed in an energy project will not be effective or efficient; (ii) uncertainty about the availability or efficacy of energy sales agreements or fuel supply agreements that may be entered into in connection with a project; (iii) risks of equipment failures, fuel interruptions, loss of sale and supply contracts or fuel contracts, decreases or escalations in power contract or fuel contract prices, bankruptcy of key customers or suppliers, tort liability in excess of insurance coverage, inability to obtain desirable amounts of insurance at economic rates, acts of God and other catastrophes; (iv) risks that regulations affecting the energy industry will change in a manner detrimental to the industry; (v) environmental liability risks related to energy properties and projects; (vi) uncertainty about the extent, quality and availability of oil and gas reserves; (vii) the risk of changes in values of companies in the energy sector whose operations are

affected by changes in prices and supplies of energy fuels (prices and supplies of energy fuels can fluctuate significantly over a short period of time due to changes in international politics, energy conservation, the success of exploration projects, the tax and other regulatory policies of various governments and the economic growth of countries that are large consumers of energy, as well as other factors); and (viii) the risk that interest rates may increase, making it difficult or impossible to obtain project financing, or impairing the cash flow of leveraged projects. The occurrence of events related to the foregoing may have a material adverse effect on the Fund and its investments.

Certain of the companies in which the Fund invests may be subject to the risks inherent in acquiring or developing recoverable oil and natural gas reserves, including capital expenditures for the identification and acquisitions of projects, the drilling and completing of wells and the conduct of development and production operations. The presence of unanticipated pressures or irregularities in formations, miscalculations or accidents may cause such activity to be unsuccessful, which may result in losses. Furthermore, successful investment in oil and natural gas properties and other related facilities and properties requires an assessment of (i) recoverable reserves, (ii) operating and capital costs, (iii) future oil and natural gas prices, (iv) potential environmental and other liabilities and (v) other factors. Such assessments are necessarily inexact and their accuracy inherently uncertain.

Fluctuation in Oil and Gas Prices

The revenues and profitability of certain of the portfolio companies in which the Fund invests are likely to be significantly affected by the future prices of and the demand for oil and natural gas, which are inherently uncertain. Oil and gas investments may have significant short falls in projected cash flow if oil and gas prices decline from levels projected at the time the investment is made. Various factors beyond the control of the Fund will affect prices of oil, natural gas and natural gas liquids, including the worldwide supply of oil and natural gas, political instability or armed conflicts in oil and natural gas producing regions (including conflicts that arose out of or after the terrorist attacks of September 11, 2001), the price of foreign imports, the level of consumer demand, the price and availability of alternative fuels, the availability of pipeline capacity and changes in existing government regulation, taxation and price controls. Prices for oil and natural gas have fluctuated greatly during the past, and markets for oil, natural gas and natural gas liquids continue to be volatile.

Regulation of the Energy Industry

The energy industry is affected from time to time in varying degrees by political developments and a wide range of federal, state and local statutes, rules, orders and regulations. For example, oil and gas production, operations and economics are or have been affected by price controls, taxes and other laws relating to the oil and gas industry, by changes in such laws and by changes in administrative regulations. In addition, various federal, state and local laws and regulations relating to the protection of the environment may affect the operations and costs of the companies engaged in the energy industry. These laws and regulations may (i) restrict the types, quantities and concentration of various substances that can be released into the environment, (ii) require reporting of the storage, use or release of certain chemicals and hazardous substances, (iii) require removal or cleanup of contamination under certain circumstances, which may require the expenditure of material amounts over a significant period of time, and (iv) impose substantial civil liabilities or criminal penalties. Moreover, there has been a trend in

recent years toward stricter standards in environmental, health and safety legislation and regulation, which could impact the success of companies in which the Fund invests.

Oil and Gas Exploration and Development Risks

The Fund may invest in businesses that engage in oil and gas exploration and development, a speculative business involving a high degree of risk. Oil and gas drilling may involve unprofitable efforts, not only from dry holes, but from wells that are productive but do not produce sufficient net revenues to return a profit after drilling, operating and other costs. Acquiring, developing and exploring for oil and natural gas involves many risks. These risks include encountering unexpected formations or pressures, premature declines of reservoirs, blow-outs, equipment failures and other accidents in completing wells and otherwise, cratering, sour gas releases, uncontrollable flows of oil, natural gas or well fluids, adverse weather conditions, pollution, fires, spills and other environmental risks. In addition, in making such investments, the Fund must rely on estimates of oil and gas reserves. The process of estimating oil and gas reserves is complex, requiring significant decisions and assumptions in the evaluation of available geological, geophysical, engineering and economic data for each reservoir. As a result, such estimates are inherently imprecise.

Lack of Liquidity

The Interests have not been registered under the Securities Act or any other applicable securities laws. There is no public market for the Interests and none is expected to develop. In addition, the Interests are not transferable except with the consent of the General Partner, which may be withheld by the General Partner in its sole discretion, and subject to the terms and conditions of the Partnership Agreement of the Fund. Consequently, Limited Partners may not be able to liquidate their investments prior to the end of the Fund's term.

Risk Arising from Provision of Managerial Assistance

The Fund will use its commercially reasonable efforts to structure the investments made by the Fund so that the Fund will qualify as a venture capital operating company, or VCOC, within the meaning of regulations promulgated under ERISA. This requires that the Fund obtain rights to participate substantially in and to influence substantially the conduct of the management of the majority (valued at cost) of the Fund's portfolio companies. The Fund typically will designate directors to serve on the boards of directors of portfolio companies. The designation of board members and other representatives and the exercise of other management rights could expose the assets of the Fund to claims by a portfolio company, its security holders or its creditors, including claims that the Fund is a controlling person and thus is liable for securities laws violations by a portfolio company. These measures also could result in claims against, or liabilities to, the Fund in the event of the bankruptcy or reorganization of a portfolio company; could result in claims against the Fund if the designated directors violate their fiduciary or other duties to a portfolio company or fail to exercise appropriate levels of care under applicable corporate or securities laws, environmental laws or other legal principles; and could expose the Fund to claims that it has interfered in management to the detriment of a portfolio company. While the Manager intends to manage the Fund in a way that will minimize the exposure to these risks, the possibility of successful claims cannot be precluded.

Uncertain Timing and Amounts of Distributions

No assurance can be given as to the timing or amount of any distributions to be made by the Fund. Partners will not begin to receive significant cash distributions, if at all, until the Fund makes a significant number of investments and such investments themselves result in distributions to the Fund or are sold or otherwise liquidated by the Fund. There is no assurance that a portfolio company, once the Fund has invested in it, will operate profitably and that the Fund's interest in such company will have economic value. Moreover, there is a limited market for the sale or disposition of the types of portfolio company investments in which the Fund will invest. There can be no assurance that portfolio companies will generate cash flow available for distribution to the Fund and its Partners, or that the Fund will be able to liquidate its investments on favorable terms.

Potential Conflicts of Interest

Investors should be aware that there may be occasions where Cadent and its affiliates encounter potential conflicts of interest in connection with the Fund's activities. Cadent and its affiliates may engage in activities involving the energy industry, including financial advisory activities and investment activities that are independent from, and may from time to time conflict with, that of the Fund. In the future, there may arise instances where the interests of Cadent and its affiliates conflict with the interest of the Fund and its Partners. The Principals will continue to devote such time and attention to the Fund as is required to discharge their duties relating thereto. Also, as a result of existing investments and activities, the Principals and their affiliates may from time to time acquire confidential information that they will not be able to use for the benefit of the Fund.

Indemnification

The Fund will be required to indemnify the General Partner, the Manager and their affiliates and each of their respective members, officers, directors, employees, stockholders, shareholders or partners, for liabilities incurred in connection with the affairs of the Fund. Such liabilities may be material. For example, in their capacity as directors of portfolio companies the members, managers or affiliates of the General Partner may be subject to derivative or other similar claims brought by shareholders of such companies. The indemnification obligation of the Fund would be payable from the assets of the Fund, including the unpaid Capital Commitments of the Limited Partners.

Terrorist Attacks or Similar Hostilities May Adversely Impact the Results of Operations of Portfolio Companies

The impact that future terrorist attacks or regional hostilities (particularly in the Middle East) may have on the energy industry in general, and on our portfolio companies, in particular, is not known at this time. Uncertainty surrounding military strikes or a sustained military campaign may affect the operations of our portfolio companies in unpredictable ways, including disruptions of fuel supplies and markets, particularly oil, and the possibility that infrastructure facilities, including pipelines, production facilities, processing plants and refineries, could be direct targets of, or indirect casualties of, an act of terror or war. Moreover, our portfolio companies may be required to incur significant costs in the future to safeguard certain of their assets.

Item 9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Cadent or the integrity of Cadent's management. There are no material legal or disciplinary events to disclose related to Cadent's business or its management.

Item 10. Other Financial Industry Activities and Affiliations

Cadent is not affiliated with any particular broker-dealer, nor does Cadent have personnel who are registered representatives of a broker-dealer. Neither Cadent nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor.

Cadent does not recommend or select other investment advisers for its Funds. It does not receive compensation from any advisers or third parties.

Cadent is wholly owned by Cadent Energy Partners, LLC. Cadent Energy Partners, LLC is under common control with the general partner of each Fund. Cadent serves as the investment manager to each of these general partners and Funds (collectively, "Cadent Affiliates"). As discussed in Items 6 and 11, certain employees of Cadent may engage in transactions with or alongside the other Cadent Affiliates which may give rise to conflicts of interest. Cadent has policies and procedures to address such conflicts.

Cadent has teamed with a number of experienced executives ("Operating Partners") with expertise and contacts that enhance its ability to identify industry trends, find portfolio companies, provide strategic guidance and alliances. The Operating Partners work to support portfolio company growth and may act as board representatives and/or interim management. Operating Partners may be compensated by the portfolio company and/or Cadent.

Please see Items 6 and 11 for a discussion of the potential conflicts which may arise with these Cadent Affiliates and the policies and procedures Cadent has adopted to address these conflicts.

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

Pursuant to Rule 204A-1 of the Advisers Act, Cadent has adopted a written Code of Ethics (the "Code") predicated on the principal that the Advisor owes a fiduciary duty to the Funds and its Investors. The Code is designed to address and avoid potential conflicts of interest and is applicable to all persons with access to Cadent's confidential information, as well as each other individual designated in writing by a compliance officer as being subject to all or a portion of the compliance procedures or policies adopted by the Advisor (collectively the "Supervised Persons"). Cadent requires its Supervised Persons to act in the Funds' best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

The Advisor generally prohibits the purchase or sale of securities that are held by the Funds; requires pre-clearance before purchasing an IPO, limited offering (i.e., private placement) or a public security in the energy industry; requires periodic reporting of access persons' personal securities transactions and all holdings; and requires prompt internal reporting of Code violations. Cadent endeavors to maintain current and accurate records of all personal securities accounts of its access persons in an effort to monitor all such activity. A copy of Cadent's Code is available upon request.

Cadent or a company related to Cadent serves as the investment adviser and general partner, respectively, to the Funds. Cadent, its employees, and/or the General Partner of the Funds will have an investment in the Funds. Therefore, Cadent may be considered to participate indirectly in transactions effected for those clients. The foregoing relationships, fees, and any other actual or potential conflicts of interest arising therefrom are disclosed in the respective Funds' governing documents.

Item 12. Brokerage Practices

Cadent focuses on making investments in private securities, thus it does not engage in traditional brokerage transactions, utilize any soft dollar relationships with any broker, nor permit investors to stipulate the direction of brokerage. Also, as a private equity fund manager, Cadent does not aggregate the purchase or sale of securities across the Funds. However, the Funds may co-invest together, with third parties through joint ventures, Investors or other entities ("Co-Investors"). Such investments may involve risks not present in investments where a Co-Investor is not involved, including the possibility that a Co-Investor may at any time have economic or business interests or goals which are inconsistent with those of the Funds, or may be in a position to take action contrary to the Fund's investment objectives. In addition, there may be a limited amount of interests available for investing. Thus the Funds may receive a limited offering due to the Co-Investors investing with the Funds. Also Co-Investors may receive terms that are more advantageous than those received by the Funds.

Item 13. Review of Accounts

Cadent reviews the Funds' holdings on an ongoing basis, both informally and formally through meetings of Cadent's investment committee, which is comprised of a subset of Cadent's senior management and Executive Advisor(s). Cadent's investment committee works in conjunction with members of Cadent's team of investment professionals to identify potential investments, and continue to monitor such investments once approved by the investment committee. Investment models and capital markets are monitored on a continuous basis. Cadent personnel prepare written quarterly reports and members of the investment committee review such reports. The quarterly reports contain a detailed list of holdings, performance review, and general market information.

Item 14. Client Referrals and Other Compensation

This Item requires an investment adviser to provide information relating to its arrangements with third-parties through which it receives compensation from a third-party for providing investment management services to its clients or through which it provides compensation to third-parties for client referrals. Cadent does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to its Funds.

Certain employees of Cadent may receive directors' fees for serving on the boards of the portfolio companies in which Cadent's Funds have invested. These fees are typically offset against the management fees paid to Cadent by its Funds, except that such fees received by Cadent's Executive Advisors and certain other unaffiliated persons appointed by Cadent to sit as independent directors on a portfolio company board, may not be so reduced. Serving on boards of portfolio companies in which Cadent invests Fund assets (and the receipt of compensation as a board member) may give rise to conflicts to the extent that a Cadent representative serving as a director for such a company has a fiduciary duty to the company that potentially may conflict with the interests of Cadent or its Funds. Cadent addresses this potential conflict by requiring that all Cadent representatives obtain prior approval from Cadent before accepting a position on the board of a company in which a Cadent Fund invests, and by seeking to ensure that such personnel serve consistently with the obligations applicable in each circumstance.

Cadent may also receive Other Fees in the form of consulting fees from the portfolio companies in which its Funds invest. Such fees are generally paid in connection with management consulting services provided by Cadent and its personnel. These fees are typically offset against management fees paid to Cadent by its Funds.

Item 15. Custody

Certain Cadent Affiliates have custody of certain Fund assets. An independent public accountant annually audits the Fund's financial statements. Each Fund and their Limited Partners receive annual audited financial statements from the Fund's auditor, within 120 days of the end of the Fund's fiscal year. Cash and certain other assets are custodied with a qualified custodian, in accordance with the requirements of Rule 206(4)-2 of the Advisers Act. For those Fund assets held by a qualified custodian, the qualified custodian sends statements to the relevant Fund at least quarterly in accordance with Rule 206(4)-2. Cadent also prepares and sends quarterly financial statements to the Limited Partners in each of the Funds.

Item 16. Investment Discretion

In accordance with the terms and conditions of the governing documents, and subject to the direction and control of the General Partner of each Fund, the Advisor generally has discretionary authority to determine, without obtaining specific consent from the Funds or its limited partners, the securities and the amounts to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds.

Item 17. Voting Client Securities

The Funds seek opportunities to acquire majority and minority control positions in portfolio companies. As such, Cadent actively seeks to influence the management of such portfolio companies and exercises voting rights in such companies on behalf of the Funds. Investors in the Funds cannot direct Cadent's vote with respect to any particular situation. The voting securities held by the Funds generally entail large or controlling interests of private companies. Unlike the limited voting rights attributable to publically traded securities, the Funds generally have broad voting authority on a wide range of matters affecting these private companies. Cadent and its personnel vote such interests, on behalf of the Funds, in the economic interests of the applicable Fund.

Cadent does not typically handle public security proxies. In the event that a Fund delegates authority to Cadent to vote any proxies that may arise in connection with a public security, Cadent will vote such proxies in a manner consistent with its proxy voting guidelines and Cadent's fiduciary obligations. Generally, Cadent will cast proxy votes in favor of proposals that maintain or strengthen the interests of shareholders and management or that increase shareholder value. Cadent considers other factors as set forth in Cadent's policies and procedures. Cadent may depart from its guidelines in order to avoid voting decisions believed to be contrary to the best interests of Cadent's Funds.

Clients may discuss proxies and/or receive a copy of Cadent's voting policies and guidelines by calling Cadent at 203.638.5000.

Item 18. Financial Information

This Item requires investment advisers to provide certain financial information or disclosures about their financial condition. Cadent does not require prepayment of fees six months or more in advance. Therefore it is not required to include a balance sheet with this Brochure. Cadent has no financial hardships or other conditions that might impair its ability to meet its contractual obligations to its Funds. Cadent has not been the subject of a bankruptcy proceeding.