

# **Lascaux Resource Capital, LLC**

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

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This brochure provides information about the qualifications and business practices of Lascaux Resource Capital, LLC (“Lascaux” or the “Company”). If you have any questions about the contents of this brochure, please contact the Chief Compliance Officer, Patricia Fallon, at (212) 756-1290.

Lascaux is registered as an investment adviser with the United States Securities and Exchange Commission (the “SEC”) under the Investment Advisers Act of 1940 (the “Advisers Act”). Registration as an investment adviser with the SEC does not imply a certain level of skill or training. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Lascaux is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Material Changes

There have been no material changes since the initial filing of Lascaux's Form ADV, dated June 30, 2014.

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## **Advisory Business**

Lascaux Resource Capital, LLC is a Delaware limited liability company, established in 2010, and owned by David Kaplan and Elliot Rothstein (the “Principals”). The Company’s main operations are located in New York, NY.

Lascaux manages the assets of the private equity fund, Lascaux Resource Capital Fund I L.P. and its feeder fund, Lascaux Resource Capital Offshore Fund I LP (collectively the “Fund”). Lascaux Resource Capital Partners LLC (the “General Partner”), which is a related entity of Lascaux, serves as the general partner to the Fund. The interests in the Fund are not registered under the Securities Act of 1933, as amended, and the Fund itself is not registered under the Investment Company Act of 1940, as amended. Accordingly, interests in the Fund are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements in private transactions within the United States. Any such offer or solicitation of interests will be made pursuant to the confidential private placement memoranda for the Fund (the “PPM”), which should be read carefully prior to investing for a description of the merits and risks of such an investment.

The Fund is managed according to the terms set forth in the Fund’s PPM, limited partnership agreement and/or other governing documents applicable to the Fund (the “Governing Documents”). The investment objective of the Fund is to achieve superior risk-adjusted investment returns from investments (“Portfolio Investments”) in companies in the primary business of constructing and operating mineral mining assets globally (“Portfolio Companies”). Lascaux seeks to achieve this goal by targeting smaller mining companies - a growing yet underserved portion of the mining sector - with financing to either refinance existing debt, expand production of existing assets, or to put an asset into production. The strategy is focused on investment sizes below the target market of the traditional project finance banks, and seeks to provide companies a non-dilutive alternative to meet their capital requirements. The strategy aims to have performance dominantly driven on the upside by long mineral commodity exposure, while having downside protection from (1) the underlying real asset value of the Portfolio Company’s assets, as well as (2) owning puts against the mineral commodities the Fund is long.

As of December 31, 2014, Lascaux manages approximately \$269,362,000 of regulatory assets under management on a discretionary basis in the Fund.

## **Fees and Compensation**

### *General*

Lascaux typically receives compensation from fees based on a percentage of assets under management, carried interest allocations and certain other fees or expenses related to transactions, all in accordance with the relevant Governing Documents. In certain circumstances, the fees payable to Lascaux may be negotiable. All investors and

prospective investors should review the Governing Documents of the Fund in conjunction with this brochure for complete information on the fees and compensation payable with respect to the Fund.

### *Management Fee*

Lascaux receives from the Fund an investment management fee that is payable quarterly in advance. During the investment period, the fee is generally equal to 2% per annum of the Fund's aggregate capital commitments. Thereafter, the management fee will generally equal 2% per annum of the Fund's net invested capital, which is generally the difference between (i) aggregate actual capital contributions and (ii) distributions representing a return of capital contributions for fully realized investments, although such net investment capital may be further reduced by write offs. Lascaux may elect to defer or waive all or any portion of any management fees payable by the Fund. The management fee is calculated and paid in accordance with the Fund's Governing Documents.

### *Carried Interest*

A related person of Lascaux, as General Partner of a Fund, will typically receive certain allocations calculated and charged based on a share of cumulative net profits of the Fund. The Fund is generally subject to a 20% carried interest allocation, although investors who participated in the Fund's initial close will pay only 15%. The carried interest allocation is generally subject to a 8% cumulative annual preferred rate of return as well as a "clawback" provision and is calculated and distributed in accordance with the Fund's Governing Documents. The limited partners receive all net profits until the cumulative annual preferred rate of return is distributed. Once the cumulative annual preferred rate of return has been distributed, the net profits are shared 75% with the General Partner and 25% with the Limited Partner until the General Partner has "caught up" to its 20% share of cumulative net profits. Thereafter, the net profit is allocated according to the carried interest allocations.

### *Other Fees and Expenses*

In addition to the fees payable to Lascaux, the Fund may incur certain charges related to its investment activities, including (but not limited to), third-party legal, auditing, consulting and accounting fees and expenses (including costs of reports to the Partners, financial statements, and tax returns); expenses of meetings and costs associated with an advisory committee and of investors (excluding travel expenses); all expenses associated with the discovery, diligence, acquisition, holding and disposition of its proposed or actual portfolio investments, including third-party legal, auditing, consulting and accounting fees and expenses, travel, insurance, indemnification and other expenses; all extraordinary expenses (such as litigation); interest on and fees and expenses arising out of all permitted borrowings made by the Fund; a portion of third-party expenses relating to unconsummated transactions; all expenses of liquidating the Fund; and any taxes, fees or other governmental charges levied against the Fund and all expenses incurred in connection with any tax audit, investigation, settlement or review of the Fund. In

addition, the Fund will bear offering and organizational expenses that are not reimbursed by Lascaux, as set forth in the Governing Documents.

#### *Other Compensation*

From time to time, in connection with investments made by the Fund, Lascaux or its affiliates or supervised persons may receive a fee or cash compensation from a Portfolio Company or a proposed Portfolio Company, as well as a director's fee, a monitoring fee, or a consulting fee. In addition, Lascaux or a related party may receive a placement fee, finder's fee, closing fee or investment banking fee in connection with an investment by an investor in the Fund or with an investment in a Portfolio Company. To the extent that Lascaux receives any such compensation, all of such fees will be shared with the Fund through offsets against the management fee. Investors are requested to refer to the Governing Documents of the Fund for complete information on the additional compensation received by Lascaux or its affiliates or supervised persons in connection with the Fund's investments.

### **Performance-Based Fees and Side-by-Side Management**

As described in the **Fees and Compensation** section above, Lascaux and its related person are entitled to be paid performance-based compensation by the Fund in the form of carried interest. Lascaux has designed a compensation structure that aligns the interests of its employees with those of the investors in the Fund. Performance based compensation may create an incentive for Lascaux to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Please refer to the Governing Documents of the Fund for complete information on the performance-based fee arrangements of the Fund.

### **Types of Clients**

#### *Types of Clients and Investment Vehicles*

Lascaux serves as investment manager to the Fund, which operates as a pooled investment vehicle, as described in the **Advisory Business** section above. Investors in the Fund are financially sophisticated individuals and institutional investors. Investors must be "qualified purchasers" pursuant to Section 3(c)(7) of the Investment Company Act of 1940.

The General Partner has established a Feeder Fund ("Feeder Fund") to address certain tax or regulatory requirements. The Feeder Fund is a limited partner of the Fund and interests in such Feeder Fund are held by the investors who elected to participate in the Fund through the Feeder Fund. In November 2013 Lascaux Resource Capital Offshore Fund I LP was formed as the feeder fund to the Fund. In addition, Lascaux intends to form special purpose vehicles (collectively, "SPVs") formed for the purpose of facilitating certain investments by one or more investors, including the Fund; form other investment vehicles to invest in parallel with a the Fund for select investors in order to comply with securities laws or to address tax, legal or regulatory issues (collectively,

“Parallel Funds”); or form one or more investment vehicles for the purpose of managing co-investments (“Co-Investment Funds”). Investors and prospective investors are requested to refer to the Governing Documents of the Fund for complete details on any Feeder Fund, Parallel Fund or Co-Investment Fund established to invest in or alongside the Fund and the Fund’s ability to make investments through SPVs.

#### *Minimum Investment Requirements*

In general, the minimum investment commitment required of an investor to participate in the Fund is \$5,000,000. However, the General Partner of the Fund has discretion to waive the minimum investment commitment.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

#### *Methods of Analysis and Investment Strategies*

Lascaux seeks to provide investors a superior risk-adjusted return on capital by targeting smaller mining companies - a growing yet underserved portion of the mining sector - with financing to either refinance existing debt, expand production of existing assets, or to put an asset into production. The strategy is focused on investment sizes below the target market of the traditional project finance banks, and seeks to provide companies a non-dilutive alternative to meet their capital requirements.

The strategy aims to have performance dominantly driven on the upside by long mineral commodity exposure, while having downside protection from (1) the underlying real asset value of the Portfolio Company’s assets, as well as (2) owning puts against the mineral commodities the Fund is long. The Principals believe that this strategy provides investors with an opportunity for portfolio diversification coupled with performance that should be uncorrelated to stock and bonds, as well as providing some measure of inflation protection.

Lascaux’s core investment structure is the pre-paid forward with attached marketing rights (“Pre-Paid Forward Agreement” or “PFA”). With the PFA, the Fund pre-purchases future production at a discount to the prevailing forward price and material deliveries amortize the capital investment. In addition, 100% marketing rights typically associated with the PFA both enhance the yield as well as provide important security features. The Fund generally receives a senior secured or substantially similar interest in the mineral property and assets of the company, and will typically get corporate guarantees and step-in rights as appropriate to permit the removal of management if necessary. Each investment also may carry up-front fees, some cash interest, and some amount of equity warrants, options or other yield enhancements.

Upon closing of each PFA, the Fund will be long the units pre-purchased and will therefore have a long commodity price exposure. To protect against falling commodity price, the Fund will purchase puts on the material to be delivered under the PFA. These puts will always have a strike that is in-the-money (above) as to the implied purchase price of the material, but out-of-the-money (below) as to the forward price of the

material at the time of the closing of each PFA. If the asset under the PFA produces at the required rate and only put strikes are realized, the PFA is designed to target a mid-to-high teens rate of return.

Lascaux expects that most of the Fund's investment opportunities will be sourced through the extensive network of its Principals. Once identified, Lascaux will evaluate the viability of an investment from a deal perspective utilizing the industry expertise of its Principals in the metals and mining space. Lascaux also uses a proprietary calculation and modeling program for the evaluation of each potential transaction prior to entering due diligence. Next, Lascaux conducts independent and proprietary due diligence and extensive research again with the help of its network.

Lascaux will require during due diligence a reserve study, a detailed economic analysis of production and construction costs, mining permits, local land use agreements and many other considerations before making an investment. Each transaction is expected to have a loan to value of approximately 25-35% as per the evaluation of Lascaux.

#### *Certain Material Risks*

Investing in securities generally, and investing in the Fund, involves substantial risk of loss that investors should be prepared to bear. The task of identifying investment opportunities and managing private equity investments is difficult. There can be no assurance that the Fund will be able to make and/or realize any particular investment or that the Fund will be able to generate returns for their investors. The marketability and value of any such investments will depend upon many factors beyond the control of the Fund. In addition, there can be no assurance that any investor will receive any distribution from the Fund.

Investors in the Fund should carefully consider, among other factors, the following material risks involved with Lascaux's investment strategies. Investors in the Fund are requested to refer to the Governing Documents of the Fund for additional information on these risks and other risks. The following discussion of certain risk factors does not purport to be an exhaustive list or a complete explanation of all of the risks involved in private equity investments.

#### **Investment Strategy Risks**

Investing in the Fund is intended for sophisticated investors who can accept a high degree of risk in their portfolio, do not need regular income from the investment, and can accept a potential loss of their entire investment.

#### Absence of Operating History

The Fund and the Company are newly formed entities and have no prior operating history upon which an investor can base its prediction of future success or failure. Although the Principals have had significant experience and success in making investments in the

metals and mining industry, the past performance of these investments is not necessarily indicative of the future results of the Fund's investments. There can be no assurance that the investments to be made by the Fund will be profitable or will perform as well as expected.

#### Reliance on Management

The success of the Fund depends in substantial part upon the skill and expertise of the Principals and others providing investment advice with respect to the Fund. There can be no assurance that these key investment professionals will continue to be associated with the General Partner or the Company throughout the life of the Fund. The loss of key personnel could have a material adverse effect on the Fund.

#### Competitive Environment

The Fund operates in a free market and a competitive sector. There is no guarantee that competitors will not attempt to price their investments below the Fund's and therefore either (a) limit the Fund's ability to invest or (b) lower the Fund's expected target returns.

#### Difficulty Of Locating Suitable Investments

The Fund may be unable to find a sufficient number of attractive opportunities to meet its investment objectives, nor can there be any assurance as to the timing of investments. An investor in the Fund must rely on the ability of the Company and the General Partner to identify, structure, and implement investments consistent with the Fund's objectives and policies. Investors in the Fund will not have the opportunity to evaluate business, financial and other information that will be used by the General Partner in its analysis, selection and monitoring of Portfolio Company investments for the Fund. It is possible that the Fund will not fully invest its capital if sufficiently attractive investments are not identified or, if identified, are not consummated.

#### Portfolio Company Management Risks

With respect to management at the Portfolio Company level, many Portfolio Companies rely on the services of a limited number of key individuals, the loss of any one of whom could significantly adversely affect the Portfolio Company's performance. Although the General Partner and the Company expect to monitor Portfolio Company management, management of each Portfolio Company will have day-to-day responsibility with respect to the business of such Portfolio Company. There can be no assurance that the management teams will be able to operate Portfolio Companies in accordance with the Fund's investment objectives.

#### Non-Controlling Investments

The Fund will likely hold a non-controlling interest in certain Portfolio Companies and, therefore, may have a limited ability to protect its position in such Portfolio Companies.



### Concentration

In the normal course of making investments on behalf of the Fund, the General Partner will attempt to diversify its investments. The Fund has the ability to concentrate its investments by investing up to the lesser of (i) 20% of its combined Commitments or (ii) \$50 million in a single Portfolio Company and an unlimited amount of its assets in any one issuer, industry, sector, strategy, country or geographic region. Furthermore, to the extent that the capital raised is less than the targeted amount, the Fund may invest in fewer Portfolio Companies and thus be less diversified. In addition, it is possible that the General Partner may select investments that are concentrated in a limited number or types of financial instruments. This limited diversity could expose the Fund to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those financial instruments.

### Leveraged Investments

Although the Fund does not plan to leverage its own capital, nor that of its Portfolio Companies, it may do so if required as an ultimate resource to fund additional investments. The Fund or the Fund's Portfolio Companies, if highly leveraged, may be more sensitive to adverse business or financial developments or economic factors. Moreover, rising interest rates may have a more pronounced effect on the profitability or survival of such companies. If for any of these reasons the Fund or a Portfolio Company is unable to generate sufficient cash flow to meet principal or interest payments on its indebtedness, the value of the Fund's investments generally, or in such Portfolio Company specifically, could be significantly reduced or even eliminated.

### Hedging Risks

The Fund or the Portfolio Companies may enter into hedging transactions primarily to protect the Fund or Portfolio Companies from the effect of fluctuations in commodity prices and currency exchange rates. The Fund or the Portfolio Companies may utilize both exchange-traded and over-the-counter futures, options and derivative contracts as part of their risk management strategy. These instruments are highly volatile and are themselves subject to a high degree of risk. Although derivatives will be used as a part of a risk management strategy and not purely for speculative purposes, the use of these instruments could have a material adverse effect on the business, financial condition and results of operations.

### Derivatives

The Fund may invest in derivative instruments, which may include options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives typically allow an investor to hedge or speculate on the price movements of a particular security, financial benchmark, currency, index or commodity at a fraction of the cost of investing in the underlying asset. There is no

assurance that derivatives that the Fund wishes to acquire will be available at any particular time, on satisfactory terms or at all. The prices of many derivative instruments, including many options and swaps, are highly volatile. In addition, derivative contracts may expose the Fund to the credit risk of the parties with which the Fund deals. Non-performance of such contracts by counterparties, for financial or other reasons, could expose the Fund to losses, whether or not the transaction itself was profitable. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts.

#### Effect of Carried Interest

The existence of the General Partner's carried interest may create an incentive for the Fund to make riskier or more speculative investments on behalf of the Fund than would be the case in the absence of this arrangement.

#### **Portfolio Investment Risks**

The Fund will be primarily investing in companies in the business of constructing and operating mineral mining assets globally.

#### Volatility Of Global Economies

Global market economies are currently subject to greater social, economic, regulatory and political uncertainties and can be extremely volatile. Market economies can be significantly affected by currency devaluations and high rates of interest, inflation and unemployment, any of which could adversely affect the business, financial conditions and results of operations of Portfolio Companies.

#### Mining and Processing

The Portfolio Company business operations are subject to risks and hazards inherent in the mining industry that may result in damage to the Portfolio Company's property, delays in its business and possible legal liability. Any of these can materially and adversely affect, among other things, the development of properties, production quantities and rates, costs and expenditures, and production commencement dates. Such risks could also result in damage to, or destruction of, mineral properties or processing facilities, personal injury or death, loss of key employees, environmental damage, delays in mining, monetary losses and possible legal liability.

#### Mineral Reserve and Resource Estimates

The Portfolio Company's reported mineral reserves and resources are only estimates. No assurance can be given that the estimated mineral reserves and resources will be recovered, or that they will be recovered at the rates estimated or that they can be mined or processed profitably. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative.

### No Assurance of Titles or Boundaries

Title to the Portfolio's Company's properties may be challenged or impugned, and title insurance is generally not available. The Portfolio's Company's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Portfolio Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

### Governmental and Environmental Regulation

The Portfolio Company projects are subject to extensive foreign laws and regulations, which include laws and regulations governing, among other things: exploration; development; production; exports; taxes; labor standards; mining royalties; price controls; waste disposal; protection and remediation of the environment; reclamation; historic and cultural resource preservation; mine safety and occupational health; handling; storage and transportation of hazardous substances; and other matters. The costs of discovering, evaluating, planning, designing, developing, constructing, operating and closing the Portfolio Companies' mines and other facilities in compliance with such laws and regulations are significant. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the Company would not proceed with the development of, or continue to operate, a mine.

### Political and Economic Risks

Some countries in which the Fund intends to invest are engaged in programs to reform their political and economic systems toward more open market-oriented systems. However, there can be no certainty that these reforms will ultimately be successful, or that once implemented the changes will remain in place. The ultimate extent and timing of these reforms will likely proceed at a different pace in each country and will be influenced by both internal and external political and economic factors, the trade patterns and credit policies of trading partners, and other world developments. During much of the twentieth century, the target countries exhibited significant political and economic instability, high rates of inflation and interest, currency devaluation and periodic adverse government policies toward private business. Some of the target countries have, over the past few years, demonstrated improved economic and political stability, as well as promotion of business formation and development, but there can be no certainty that such trend will continue.

### Quality of Information

Financial information at the enterprise level is often not as reliable as can be expected in other more developed regions. While there is a trend toward improved reporting of accurate financial results and increased enforcement of statutes concerning financial and tax reporting, and while steps will be taken to validate and, if necessary, reconstruct

financial information on which investment decisions are made, there can be no assurance that the financial information can be made as reliable as in other regions.

#### Restrictions on the Movement of Capital may hinder the Ability of Companies to Make Payments

The governments may impose temporary restrictions on the conversion of local currency into foreign currencies and on the remittance to foreign investors of proceeds from investments. Government restrictions on capital outflow may hinder or prevent companies from converting the proceeds of their operations received in local currency into U.S. dollars and remitting those proceeds abroad. Investors could be adversely affected by delays in obtaining any required governmental approval for conversion of local currency payments and remittances abroad. In addition, the government may institute a more restrictive exchange control policy in the future. While the structure of the Fund's investments attempt to protect investors from these risks, we cannot guarantee what the impact of these measures will be, or any other future measures that might be adopted by the governments, on our Portfolio Companies' business, financial conditions and result of operations.

### **Disciplinary Information**

Lascaux and its Principals have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's evaluation of the Company or its personnel.

### **Other Financial Industry Activities and Affiliations**

#### *Registered Broker-Dealers*

None of Lascaux or its management persons are registered as a broker-dealer or a registered representative of a broker-dealer. In addition, Lascaux and its management persons are not affiliated with any broker-dealer.

#### *Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisors*

The General Partner is registered as a commodity pool operator. None of Lascaux or its management persons are registered, or have an application pending to register, as a futures commission merchant or a commodity trading advisor.

#### *Relationships with Related Persons*

As noted in the **Advisory Business** section above, the General Partner of the Fund is a related entity of Lascaux. Additionally, the Fund itself may be considered a related entity of Lascaux.

### *Selection or Recommendation of Other Advisers*

Lascaux does not recommend or select other investment advisers for the Fund and does not have other business relationships with other advisers that create a material conflict of interest.

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

Pursuant to Rule 204A-1 under the Advisers Act, Lascaux has adopted a written Code of Ethics (the “Code”) that requires the Company to put the interests of its Fund before its own interests and to use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, trading, and engaging in other professional activities. The Code requires that Lascaux and its employees comply with the spirit and the letter of the federal securities laws, and rules that govern capital markets, at all times. Investors and prospective investors may obtain a copy of the Code by contacting Lascaux at the address or telephone number listed on the first page of this brochure.

Lascaux’s Code requires Supervised Persons to: (i) pre-clear certain personal securities transactions; (ii) report personal securities transactions on at least a quarterly basis; and (iii) provide Lascaux with a detailed summary of certain holdings, both initially upon commencement of employment and at least annually thereafter, over which such Supervised Persons have control and beneficial interest. Lascaux’s reporting requirements and restrictions on personal securities trading apply to Supervised Persons, as well as Supervised Persons’ immediate family members living in the same household.

Lascaux requires written pre-clearance for all transactions involving any mining-related companies, and Lascaux may not grant preclearance, particularly if the transaction appears to pose a conflict of interest or otherwise appears improper.

Lascaux serves as the manager and investment adviser to the Fund and employees of the Company may have a material investment in the Fund. Therefore, Lascaux is generally considered to participate in transactions effected for the Fund. The Company does not believe any material conflicts of interest are presented by this arrangement as the interests of its employees are aligned with the interest of investors in the Funds.

In addition, from time-to-time it may be beneficial to the Fund to share an investment opportunity with Supervised Persons or other investors as mentioned in the **Brokerage Practices** section below. The Chief Compliance Officer (the “CCO”) reviews all instances in which a Fund’s investment opportunity is to be offered to Supervised Persons or third parties for actual and apparent conflicts of interest and will ensure that Lascaux has documented that it is acting in good faith in accordance with all applicable representations to investors.

## **Brokerage Practices**

### *Best Execution*

Lascaux focuses on making investments in Portfolio Companies through PFAs which are negotiated, and the quality of transaction-related services varies greatly. However, Lascaux will seek best execution with respect to all types of Fund transactions, including equities, options, futures, foreign currency exchange, and any other types of transactions that may be made on behalf of the Fund. As part of the normal trading function, the Principals will consider the execution quality of each trade. Any unexpected deviations in price, commission rate, market impact, execution speed, or other aspects of execution quality will be promptly reported to CCO.

In selecting broker-dealers to effect securities transactions, Lascaux seeks to obtain best execution by considering factors including, but not limited to, execution quality, price, the level of service offered, reliability, conflicts of interest, and such other factors as Lascaux considers relevant. The applicability of specific criteria will vary depending upon the nature of the transaction, the market in which it is executed, and the extent to which it is possible to select from among multiple brokers or dealers. Lascaux's primary consideration in selecting broker-dealers will be to obtain the most favorable net result for the Fund under the circumstances, which may not involve the lowest possible commission cost.

### *Research and Soft Dollar Benefits*

Section 28(e) of the Securities Exchange Act of 1934 provides a safe harbor that allows an investment adviser to pay more than the lowest available transaction cost in order to obtain brokerage and research services (commonly referred to as a "soft dollar" arrangement).

Lascaux will not enter into formal soft dollar arrangements, but may receive products or services from other counterparties, including capital introduction services, that to the best of the Company's knowledge are generally made available to all institutional clients doing business with these counterparties. These products and services are made available to Lascaux on an unsolicited basis and without regard to transaction costs paid by the Fund or the volume of business the Company directs to these counterparties. Lascaux does not cause the Fund to pay higher commissions than those charged by other brokers in return for research, and Lascaux uses this research for the benefit of the Fund.

### *Brokerage for Investor Referrals*

Lascaux does not consider, in selecting or recommending broker-dealers, whether it or a related person receives client referrals from a broker-dealer or third party.

### *Directed Brokerage*

Lascaux has discretionary authority to select the brokers or dealers in connection with securities transactions of the Fund, and investors are not permitted to direct Lascaux to use a particular broker or dealer to execute portfolio transactions on behalf of the Fund.

### *Allocation Procedures*

From time-to-time it may be beneficial to the Fund to share an investment opportunity with Supervised Persons or other investors. For example, an investment opportunity may require a capital commitment that is larger than optimal for the Fund. The inclusion of Supervised Persons or unaffiliated investors in a private offering can create actual or apparent conflicts of interest associated with the allocation of investment capacity and diligence costs. The CCO reviews all instances in which a Fund's investment opportunity is to be offered to Supervised Persons or third parties for actual and apparent conflicts of interest and will ensure that Lascaux has documented that it is acting in good faith in accordance with all applicable representations to investors.

## **Review of Accounts**

### *Review of Client Accounts*

Lascaux will continuously monitor portfolio investments on behalf of the Fund. Investments are reviewed in the context of the Fund's stated investment objectives and guidelines as set forth in the Governing Documents of the Fund. The Principals are responsible for monitoring the risks associated with Lascaux's investing strategies, as well as counterparty risk and risks associated with the use of leverage used as a short term financing tool or for potential margin requirements. The Principals meet regularly to, among other things, review the Fund's investment opportunities and existing investments and discuss perceived risks associated with Lascaux's investing activities.

### *Reports to Investors*

Investors will receive an annual audited report and summary update of portfolio investments including valuations of such investments, unaudited quarterly financial statements, and annual tax information necessary for completion of their income tax returns.

In addition, Lascaux provides an annual group presentation to all investors; a copy of the written presentation is made available to investors who cannot attend the annual meeting in person.

## **Client Referrals and Other Compensation**

### *Economic Benefits Received from Third Parties*

In connection with investments made by the Fund, Lascaux or its related persons may receive director's fees, consulting fees, commitment fees, monitoring fees, investment banking, transaction or break-up fees or other remuneration from or with respect to portfolio investments in which the Fund may invest or propose to invest. The potential for Lascaux and its related persons to receive such economic benefits creates a conflict of interest as Lascaux and its related persons may have an economic incentive to invest in investments that provide such benefits. To alleviate potential conflicts, all such benefits received by Lascaux or its related persons in connection with its advisory services to the Fund reduce the management fees payable by the Fund.

Investors are requested to refer to the Governing Documents of the Fund for complete information on any offset provisions and any additional compensation (including any offsets) received by Lascaux or its affiliates in connection with the Fund's investments.

### *Third Party Compensation for Investor Referrals*

Lascaux compensates an unaffiliated placement agent for referring prospective investors to the Fund. This generally consists of a percentage of the amount of capital raised by the placement agent. Any such fee will ultimately be payable by Lascaux and/or its related persons through an offset to the management fee payable by the Fund to Lascaux.

## **Custody**

Lascaux will not have physical custody of any Fund assets (other than certain privately offered securities to the extent permitted by the Advisers Act). Likewise, certain Fund assets are held in custody by unaffiliated, long-standing broker-dealers or banks, all of whom are qualified custodians. Nevertheless, Lascaux will generally be deemed to have custody of the assets of the Fund as a result of its position as an affiliate of the General Partner of the Fund.

In accordance with the requirements of the Advisers Act, the Fund is subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and the Fund's audited financial statements, prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), are sent to all Fund investors within 120 days of the Fund's fiscal year end.

## **Investment Discretion**

Subject to the investment objectives, policies and restrictions of the Fund as set forth in the Governing Documents of the Fund and to the management services agreements among the General Partner, the Fund, and the Company, Lascaux has discretionary authority to determine the type, amount and price of securities and investments to be



bought and sold on behalf of the Fund without obtaining specific consent from the Fund's investors.

## **Voting Client Securities**

Lascaux acknowledges that, in its capacity as investment adviser to the Fund, Lascaux is responsible for voting any proxies that might be solicited by issuers of securities held by the Fund. As the Fund primarily makes investments which typically do not issue proxies, Lascaux anticipates that the solicitation of proxy votes will be a rare occurrence.

However, in the instance that Lascaux should receive a proxy (or exercise equivalent rights), Lascaux will vote each proxy in accordance with its fiduciary duty to the Fund. Lascaux will generally seek to vote proxies in a way that maximizes the value of the Fund's assets. The CCO coordinates Lascaux's proxy voting process.

With respect to class actions, Lascaux will review any documentation received regarding a class action and will consult with Outside Counsel to determine whether the Fund will (a) participate in a recovery achieved through a class actions, or (b) opt out of the class action and separately pursue their own remedy. The CCO oversees the completion of Proof of Claim forms and any associated documentation, the submission of such documents to the claim administrator, and the receipt of any recovered monies.

Employees must notify the CCO if they are aware of any material conflict of interest associated with the Fund's participation in class actions. The Principals will evaluate any such conflicts and determine an appropriate course of action for Lascaux.

A copy of Lascaux's proxy voting policies and procedures, as well as information about how Lascaux voted with respect to the Fund's investments, is available upon request by contacting Lascaux's Chief Compliance Officer at the telephone number or address found on the initial page of this brochure.

## **Financial Information**

Lascaux has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage its Fund's assets.