



BRANDYWINE MANAGERS, LLC

**7234 LANCASTER PIKE
SUITE 300A
HOCKESSIN, DE 19707**

This *brochure* provides information about the qualifications and business practices of Brandywine Managers, LLC and its relying advisor, Brandywine Group Advisors, Inc. If you have any questions about the contents of this *brochure*, please contact our Chief Compliance Officer, Kristina D. Sherman at ksherman@brandytrust.com or 302-234-5750 ext. 624. 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*. Additional information about Brandywine Managers, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 SUMMARY OF CHANGES

The changes that we made to this ADV Part II are:

Under Item 4, Section B we added a disclosure that all of the investors in the Funds are clients of Brandywine Trust Company, LLC.

Under Item 4, Section C (Client Assets Under Management) we updated our Assets Under Management from \$7,542,663,192 to \$8,329,907,900.

Under Item 5, Section C, we clarified that the Performance Allocation may be paid by an investor in cash or in-kind depending on the Fund charging the Performance Allocation.

Under Item 6, we referred the reader to Item 16 for further details on our Investment Allocation policy.

Under Item 8, Section A we updated the investment program descriptions for BrandyTrust Global Partners, LP and BrandyTrust Multi-Strategy Partners, LP.

Under Item 10, we eliminated administration and compliance services from the description of services for which each Fund pays a fee to BTC and added a disclosure that BML now pays a fee to BTC for those services.

Under Item 15, we clarified that the qualified custodian sends quarterly account statements to investors in the Funds that do not undergo a Financial Audit.

Under Item 16, we explained the Advisers amended Investment Allocation policy.

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Item 4. Advisory Business

A. General Description of Advisory Firm. Brandywine Managers, LLC ("BML") is an investment adviser with its principal place of business in Hockessin, Delaware. BML commenced operations as an investment adviser on April 28, 1998. Brandywine Group Advisers, Inc. ("BGA") is an investment adviser with its principal place of business in New York, New York. Brandywine Trust Group, LLC is the parent company of both entities. Notwithstanding that they are organized as separate legal entities, BML and BGA conduct a single advisory business subject to a unified compliance program. BML has been registered with the SEC since May 15, 2006 and BGA is listed as a relying adviser on BML's ADV Part I. The term "the Adviser" refers collectively to BML and BGA.

B. Description of Advisory Services.

1. The Adviser is engaged primarily in a fund-of-funds business (and to a limited extent a manager-of-managers business). It provides investment supervisory services to privately offered pooled investment vehicles formed as limited partnerships or limited liability companies for which BML serves as General Partner, Manager or Managing Member. Investment supervisory services includes advice on matters of asset allocation, manager selection, retention, and termination.

Participation in some of the vehicles is limited to the members of the particular family for whom the entity is maintained (a "Family Limited Partnership"). The rest are privately offered to sophisticated investors ("Proprietary Funds"). Collectively, these investment vehicles are referred to in the rest of the document as the "Fund(s)." All of the investors in the Funds are clients of Brandywine Trust Company, LLC ("BTC"), an affiliate.

The Funds invest in a variety of private investment funds and managed accounts which are not registered under the Securities Act of 1933, and which may carry a high risk of loss and provide no current income but offer capital appreciation potential.

2. In addition to the investment supervisory services provided to the Funds, BGA provides investment recommendations to BTC (see Item #10) on an as-needed basis.

C. Client Assets Under Management. As of December 31, 2016, the Adviser had approximately \$8,329,907,900 *client* assets under management. As of that date, the Adviser managed \$8,329,907,900 on a *discretionary basis* and \$0 on a *non-discretionary basis*.

Item 5. Fees and Compensation

A. Asset-Based Compensation.

1. As compensation for its services, BML receives an Advisory fee, which is compensation that is based on the market value of the investment entities of which BML serves as General Partner, Managing Member or other similar capacity. This fee is paid to the Adviser by BTC, a related person, who in its fiduciary capacity, owns or controls substantially all of the limited partner capital contributed to the Funds. The fee is computed and charged quarterly, based on beginning of quarter asset values with a final payment when such values have been finalized each quarter.

2. As compensation for its services to the Proprietary Funds, BML receives a Management Fee of 0.05% per annum from each of the Proprietary Funds. BML retains the right to waive any or all of the Management Fee from each Proprietary Fund. A fund that pays a Management Fee will no longer pay BTC separately for administrative fees.

3. As compensation for its services, BGA receives an Advisory fee paid by BML, which is compensation that is based on the market value of the investment entities of which BML serves

as General Partner, Managing Member or other similar capacity. The fee is computed and charged quarterly, based on beginning of quarter asset values with a final payment when such values have been finalized each quarter.

4. As compensation for its services, BGA receives an Advisory fee paid by BTC, an affiliate. The fee is a fixed rate plus a percentage of the market value of BTC's client assets under management (excluding holdings in pooled investment entities of which BML serves as General Partner, Managing Member or similar capacity). The percentage portion of the fee is computed and charged quarterly, based on beginning of quarter asset values with a final payment when such values have been finalized each quarter.

B. Performance-Based Compensation.

1. **Performance Fee.** As compensation for its services, BML may receive a performance fee, which is compensation that is based on a share of the percentage of the profits of each Fund annually (the "Performance Allocation"). The limited partnership agreement or limited liability company agreement for each Fund sets forth the Performance Allocation for that Fund. The typical Performance Allocation is 10% of profits up to 0.5% of the average quarterly capital per annum. The Performance Allocation is charged by BML in compliance with Rule 205-3 under the Investment Advisers Act of 1940. The terms of the Performance Allocation are negotiable. BML, in its sole discretion, may waive or reduce the Performance Allocation as to any investor in any Fund at any time.

2. **Outperformance Fee.** In a limited number of the Proprietary Funds, investors may additionally pay an outperformance fee, which is compensation that is based on a share of the amount by which the performance of the Fund exceeds a benchmark (the "Outperformance Allocation"). The Outperformance Allocation, when charged, will be credited to the account of a special limited partner in each fund, the beneficial owners of which are certain employees of BGA. The limited partnership agreement for each Fund sets forth the Outperformance Allocation for that Fund. The typical Outperformance Allocation is 5% of the amount by which the profits of the Proprietary Fund exceed, or losses of the Proprietary Fund are smaller in magnitude than, the profits or losses, respectively, that the investor would have experienced had they been invested in the applicable benchmark for the same period. The Outperformance Allocation is charged by the Adviser in compliance with Rule 205-3 under the Investment Advisers Act of 1940. The Adviser, in its sole discretion, may waive or reduce the Outperformance Allocation as to any investor in any Fund at any time.

C. Payment of Fees. The Asset Based Fees are computed and charged quarterly in advance based on beginning of quarter asset values with final payments made when such values have been finalized each quarter. The Performance and Outperformance Allocations may be paid in cash or in-kind. The accountant records the re-allocation of profits from the investors to the Adviser, or special limited partner, on the capital account records of the Funds.

D. Other Fees and Expenses. Except as otherwise explained in Section A above, in addition to paying the Asset-based fees, Performance Allocation and Outperformance Allocation, client assets will bear their pro-rata shares of the operating expenses of both the Funds and the underlying investment funds, including but not limited to: administration fees, custody fees, legal fees and expenses, accounting fees and expenses, audit and tax preparation fees and expenses, organizational expenses, sub-manager asset-based fees and performance allocations, research-related travel expenses, and transactional costs such as brokerage commissions. Fund level fees and expenses for administration, asset custody, accounting, tax preparation and research-related travel may be paid to the Adviser or an affiliate of the Adviser. All other expenses, if incurred, are paid to unaffiliated third parties.

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

The Adviser is paid performance-based compensation by the Funds as described in Item 5.

The Adviser has adopted and implemented policies and procedures that govern the allocation of limited opportunities (such as private placements). These procedures are discussed in further detail in Item 16 below and monitored by the Adviser's Chief Compliance Officer.

Item 7. Types of Clients

The Adviser's *clients* are (1) the Funds formed as limited partnerships or limited liability companies for which it serves as General Partner, Manager or Managing Member and (2) its affiliate, Brandywine Trust Company, LLC.

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

A. Methods of Analysis and Investment Strategies. The Proprietary Funds invest primarily in other private investment companies or in separate accounts managed by unrelated third parties. The Adviser's research focuses on the managers of each such private investment company or separate account (each, a "Portfolio Manager"), rather than on individual securities owned within the private investment companies or in the separate accounts. The Adviser's analytical process includes both quantitative and qualitative elements. The Adviser endeavors to analyze each Portfolio Manager's strategy, philosophy and decision making process, proprietary models, research and portfolio management systems, the quality of its investment professionals, and its organizational structure.

The Proprietary Funds generally engage in one of four strategies:

Global – participate in the real growth of the global economy by taking ownership positions in individual public companies, either directly or through Portfolio Managers. The Partnership aims to provide a source of public equity returns that can, over the long term, outperform diversified, easily available public market alternatives, net of fees and taxes.

Multi-Strategy – achieve, by investing with Portfolio Managers who pursue strategies other than long-only equity investing, equity-like returns over the long-term with lower volatility than that of equities and a reduced correlation.

Structured Index – invest in a portfolio of global equities structured to achieve index returns but with minimized taxes and fees.

Private Equity – invest in, on a pooled basis, a variety of buyout, venture and other "private equity" funds that involve a lengthy forward commitment to contribute capital and uncertainty as to the timing of capital calls and distributions.

The Family Limited Partnerships may invest in the Proprietary Funds, may hold legacy investments brought to the Adviser for oversight by the family, and/or may make isolated investments for which the opportunity to invest is unique to the particular family.

Investing in the Funds involves investing in securities, which activity involves the risk of loss of capital. Investors in the Funds should be prepared to bear the risk of a complete loss of the capital that they invest.

B. Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategies. An investment in the Proprietary Funds involves significant risks, including, but not limited to Illiquidity – because of limitation on withdrawal rights and the fact that the Proprietary Fund may invest with Portfolio Managers who do not permit frequent withdrawals and/or may invest in illiquid instruments; Strategy Risks – because all securities, commodities and currency investments involve the risk of loss of capital and there is no guarantee that the strategies of the Portfolio Managers, which include such techniques as short sales, leverage, uncovered option and futures transactions and limited diversification, will be successful; Portfolio Managers – because while the Proprietary Funds seek to select only Portfolio Managers of the highest integrity, neither the Proprietary Fund nor the Adviser will have control or

oversight of the day-to-day operations of any Portfolio Manager. Prospective investors in the Proprietary Funds are referred to the Confidential Private Offering Memorandums for a more detailed discussion of the risks involved in investing in each Proprietary Fund.

An investment in the Family Limited Partnerships involves significant risks, including not only those risks associated with investing in the Proprietary Funds, described above, but also risks unique to the Portfolio Managers of each Family Limited Partnership. Prospective investors in the Family Limited Partnerships are referred to the limited partnership agreements or other governing documents for each such entity for more information of the risks involved in investing in such Family Limited Partnership.

C. Risks Associated With Types of Securities that are Primarily Recommended (Including Significant, or Unusual Risks). Investing in the Funds bears significant risks owing to the nature of such investments. The Funds are unregistered investment companies. As such, there is no market for interests in such entities and investors may be unable to liquidate their investments for a significant period of time. Additionally, there is no established market for interests in the Funds and investors are wholly dependent on the Adviser, its affiliates, and the Portfolio Managers to determine and report a fair value for the interests. Even with the most carefully and accurately determined value, an investor may not be able to realize such value at any particular point in time, owing to restrictions on transfer contained in the governing documents of the Funds.

Item 9. Disciplinary Information

This Item is inapplicable.

Item 10. Other Financial Industry Activities and Affiliations

Brandywine Trust Company, LLC

While the only business of the Adviser is the provision of supervisory services to its *clients*, the principal business of the executive officers of BML is the operation of Brandywine Trust Company, LLC (“BTC”), an affiliate of the Adviser. BTC is a non-deposit trust company doing business under the laws of the State of Delaware, a substantial portion of which consists of the exercise of fiduciary powers similar to those permitted to national banks under the authority of the Comptroller of the Currency. BTC is supervised and examined by the Delaware State Bank Commissioner.

BTC is the qualified custodian for the Funds and is also engaged and compensated by each Fund to perform accounting services. Additionally, BML pays BTC a fee for Administrative Services BTC provides to the Funds.

The substantial majority of the investors in the Funds are clients of BTC. In the exercise of its fiduciary powers, BTC subscribes to, maintains and withdraws capital from interests in the Funds. The Adviser does not pay BTC for investing in or referring customers to the Funds. If an investor in a Fund incurs a Performance Allocation Fee, BTC may grant credit against its fiduciary fees to the investor to the extent of the Performance Fee described in Item 5 B(1).

Pleasantville Tax Services, Inc.

Substantially all of the Funds managed by the Adviser are customers of Pleasantville Tax Services, Inc. ("PTS"). PTS is an affiliate of the Adviser. Each Fund engages PTS to perform tax accounting and return preparation services. PTS is paid a fee by each Fund for its services.

Material Relationships or Arrangements with Industry Participants. Some of the Proprietary Funds have or may in the future enter into agreements, or "side letters," with certain prospective or existing limited partners or shareholders whereby such limited partners or shareholders may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum for the Proprietary Fund. For example, such terms and conditions may provide for a waiver or rebate in fees to be paid by the limited partner or shareholder and/or other terms; and such other rights as may be negotiated by the Proprietary Fund and such limited partners or shareholders. The modifications are solely at the discretion of the Proprietary Fund.

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

A. Code of Conduct. The Adviser recognizes that it is a fiduciary and therefore must serve the interests of its *clients*. The Adviser further recognizes that it must adhere to the highest standard of care and diligence in conducting its business activities as is required by law, and must be particularly sensitive to situations in which the interests of its Advisory *clients* may be directly or indirectly in conflict with those of the Adviser. Compliance obligations are a priority of the Adviser and, as such, the Adviser has adopted written policies and procedures in accordance with those standards.

B. Code of Ethics. The Adviser and its personnel may effect transactions for their own accounts in the same securities purchased and sold for the accounts of the Adviser's *clients* including the Funds. The Adviser has adopted a code of ethics (the "Code") to ensure that trading by the Adviser's personnel is conducted in a manner that does not adversely affect the Adviser's *clients* and in a manner consistent with the fiduciary duty owed by the Adviser to its *clients*. The Code covers a range of topics that include: general ethical principals, restrictions on personal securities transactions (discussed further below), reporting personal securities trading, exceptions to reporting securities trading, reporting ethical violations, and distribution of the Code to the Adviser's personnel.

The Code is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940. An existing or prospective *client* may obtain a copy of the Code by sending a request to the Chief Compliance Officer, Kristina D. Sherman at 7234 Lancaster Pike, Hockessin, DE 19707 or by calling her at 1-302-234-5750 ext. 624.

C. Restrictions on Personal Securities Transactions. The Code requires Access Persons to provide certain reports, including initial and annual reports listing all securities (or furnish brokerage statements) for which the Access Person had any direct or indirect beneficial ownership as well as a list of any broker, dealer or bank account in which the securities are held. Access Persons must also pre-clear securities transactions that are defined within the Code, with the Chief Compliance Officer. Access Persons must also ensure that the Chief Compliance Officer receives broker confirmations for trades no later than ten (10) days after the end of the calendar month in which the transaction to which the report relates was effected. The only exceptions to the trade confirmation requirement is for open-ended mutual funds (those that can only be transacted at each end of day NAV) and purchases or sales effected in any account over which the Access Person has no direct influence or control or in any account which is managed on a discretionary basis by a person other than the Access Person and with respect to which such Access Person does not in fact have or seek to exercise influence or control. No account shall be treated as qualifying for the foregoing exception without the prior written approval of the Chief Compliance Officer.

Confirmations are cross referenced against the pre-clearance log to ensure that approval had been granted.

D. Principal Trades. There may be times when the Adviser, acting as principal for its own account, will sell a security to, or purchase a security from a *client*. Those situations will be limited to situations when an error has occurred and the Adviser believes the transaction is needed to make the *client* whole. In the event that the Advisory *client* is a Family Limited Partnership, the Adviser will not proceed with the transaction without first disclosing the transaction to the designated family for whom the partnership was formed and obtaining the consent of the family's authorized representative(s). The Chief Compliance Officer will maintain a report of all principal trades as well as the back-up documentation explaining the reasons for the transaction.

Item 12. Brokerage Practices

Because of the fund-of-funds nature of Adviser's *clients*, Adviser has not historically been involved with the direct management of portfolios of securities except (1) in the event of dissolution and in-kind distribution of an underlying fund in which Adviser has invested Fund assets or (2) through the hiring of a third party sub-advisor to manage portfolios of marketable securities. In the latter case, the third party sub-advisor handles any trading and as part of that process selects the brokers. To the extent that the Adviser does engage in the direct supervision of a portfolio of marketable securities and does not employ a third party sub-advisor, then the Adviser would use its best efforts and judgment to dispose of the portfolio in a manner that would best serve the needs of the investors of the particular Fund. Such manner may include, but is not limited to liquidation of all positions, distribution of all positions to the investors, retention of a successor portfolio manager to supervise the positions, or a combination of some or all of the foregoing or other methods.

Item 13. Review of Accounts

A. Frequency and Nature of Review. The Investment Committee ("IC") of BGA meets at least once a quarter to consider matters of asset allocation, manager selection, retention and termination within the Proprietary Funds. BGA provides final recommendations to BML for review and execution. The Management Committee of BML reviews the holdings in each Fund (including the Family Limited Partnerships) at least once a quarter and considers the recommendations of BGA when making decisions for the Proprietary Funds. The Management Committee of BML also seeks advice from BGA on matters of asset allocation, manager selection, retention and termination within the Family Limited Partnerships on an as-needed basis. BTC seeks advice from BGA on manager selection, retention and termination on an as-needed basis.

Significant market events or changes in the investment objectives or guidelines of a particular *client* may trigger Management Committee reviews of *client* accounts on other than a periodic basis.

B. Content and Frequency of Regular Account Reports. A *client's* investors receive reports from the *client* pursuant to the terms of each *client's* offering memoranda or as otherwise described in the governing documents of the Funds. Quarterly statements are sent by the Adviser's qualified custodian to the *clients'* investors as explained in Item 15.

Item 14. Client Referrals and Other Compensation

The Adviser does not pay a referral fee to anyone for client referrals. Wicopesset Management Corp. ("WMC") is an Adviser to BGA and receives a fee from BGA for its services. WMC has referred one existing customer to BTC to whom both BTC and WMC provide services. BTC pays a portion of the fee it collects from the customer to WMC as compensation for services provided to the customer. The customer may, from time to time, invest in the Proprietary Funds. The principals of WMC are customers of BTC, investors in the Proprietary Funds and have a Family Limited Partnership managed by the Adviser.

Item 15. Custody

BTC acts as the qualified custodian for the Adviser. BTC sends quarterly account statements to investors in the Funds of the Adviser (except for those Funds where the Adviser distributes Audited Financial Statements to the limited partners). BTC may act as sole Trustee of investors in the Funds. In those situations, BTC ensures that a grantor, beneficiary, or other family member receives the quarterly account statements on behalf of the investor.

Item 16. Investment Discretion

The Adviser provides investment Advisory services on a *discretionary basis* to the Funds. The limited partnership or limited liability agreement of each fund names BML as the General Partner, Manager, or Managing Member and sets forth the scope of the Adviser's discretion.

Unless otherwise instructed or directed by a discretionary *client*, the Adviser has the authority to determine (i) the securities to be purchased and sold for the *client* account (subject to restrictions on its activities set forth in the applicable limited partnership or limited liability agreement) and (ii) the amount of securities to be purchased or sold for the *client* account.

The Adviser provides investment advice to BTC but does not execute transactions on either a discretionary or non-discretionary basis.

Security Trade Allocations. As explained in Item 4 above, all of the investors in the Funds are clients of BTC. Because the Proprietary Funds are open to all BTC clients who meet eligibility requirements, absent rare and unusual circumstances, new investment opportunities (including co-investments in existing funds) will be allocated solely to the Proprietary Funds and not to FLPs. This ensures that all eligible investors have equal access to the investment opportunities vetted by the Adviser.

Offers of additional capacity in existing investments that are owned by both the Proprietary Funds and FLPs will be allocated between the existing owners in a manner that the Adviser determines is fair and equitable under the circumstances and may include the following factors, among others, (i) *client* investment objectives and strategies; (ii) *client* risk profiles; (iii) tax status and restrictions placed on a *client's* portfolio by the *client* or by applicable law; (iv) size of the *client* account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) liquidity and cash flow considerations.

Notwithstanding the foregoing, to the extent that the Adviser serves as the investment adviser or the investment manager to multiple proprietary private equity entities with commitment periods that have not closed, the Adviser will generally allocate investments to fill each prior fund as close to its capacity (or over capacity) as deemed appropriate by the Adviser prior to filling any subsequent fund; however, as disclosed in the CPOMs for the Proprietary Funds, there is no assurance that any prior or subsequent fund will be fully committed.

The Adviser may effect cross transactions between discretionary *client* accounts. Cross transactions enable the Adviser to effect a trade between two *clients* for the same security at a set price. Such transactions are beneficial because they (1) possibly avoid an unfavorable price movement that may be created through entrance into the market, (2) save commission costs for both accounts, or (3) in the private security context, ensure that capacity with strong managers is retained by the firm. The Adviser has a potentially conflicting division of loyalties and responsibilities regarding both parties to cross transactions. Cross transactions between *client* accounts are not permitted if they would constitute principal trades (see Item 11, subpart D) or trades for which the Adviser or its affiliates are compensated as a broker unless the Fund's investors have consented based upon written disclosure to the Fund's investors of the capacity in which the Adviser or its affiliates will act.

If it appears that a trade error has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, the Adviser's error correction procedure is to ensure that *clients* are treated fairly and, following error correction, are in the same position they would have been if the error had not occurred. The Adviser has discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy.

Item 17. Voting *Client* Securities

The Adviser recognizes that proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised.

The Adviser is engaged in the fund-of-funds business (and to a limited extent the manager-of-managers business). Where a funds-of-funds strategy is employed, the pooled investment vehicles do not hold exchange-traded securities but rather hold limited partnership or limited liability company interests in unregistered investment companies. From time to time, those entities may solicit consents for changes to the terms of the governing documents of the company. Those decisions are tracked by the Adviser.

Where a manager-of-managers strategy is employed, the managed accounts may hold exchange traded securities. For those accounts, the Adviser delegates proxy voting responsibility to the sub-adviser whose investment strategy has precipitated the proxy receipt and who is in the best position to understand the relationship of any matter for which proxies are sought to the sub-adviser's own investment strategy. The sub-adviser may use its own proxy voting policies and procedures to vote proxies of a managed account if the Managing Director reviews and approves the use of those policies and procedures. To this end, each Sub-Advisory Agreement states that, unless the Adviser gives written instructions to the contrary the sub-adviser will vote all proxies solicited by or in respect of the issuers of portfolio securities held within the managed account and, in doing so, will use its best good faith judgment to vote such proxies in a manner which best serves the interests of the Fund.

Should the Adviser become responsible for voting proxies of marketable securities that are not managed by a third party manager, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to *client* securities, such proxies are voted in the best interests of its *clients*.

The *clients'* investors may contact the Chief Compliance Officer, Kristina D. Sherman via telephone at 1-302-234-5750 ext 624 in order to obtain information on how the Adviser voted the Funds' proxies, and to request a copy of the Adviser's proxy voting policies and procedures. The Chief Compliance Officer will prepare a written response to the investor that lists, with respect to each voted proxy that the investor has inquired about: (1) the name of the underlying investment, (2) the proposal voted upon and (3) the vote that was cast.

Item 18. Financial Information

There are no Financial Conditions that are likely to impair the Adviser's ability to meet contractual commitments to *clients*.