

## Item 1 – Cover Page



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This Brochure provides information about the qualifications and business practices of Forest Investment Associates L.P. (FIA) and AgVictus Capital Management, LLC (AgVictus). Any questions about the contents of this Brochure should be directed to Christina Purcell, Chief Compliance Officer, at 404-261-9575 or [cpurcell@forestinvest.com](mailto:cpurcell@forestinvest.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Forest Investment Associates L.P. is a registered investment adviser. AgVictus is an affiliate of Forest Investment Associates and operates under FIA's registration as an Investment Adviser under the Investment Advisers Act of 1940. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide potential investors with information with which they determine whether to hire or retain an Adviser.

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

## **Item 2 – Material Changes**

Investment Advisers are required to prepare a disclosure document (“Brochure”) that describes the firm and its business practices. Pursuant to SEC rules, we are required to update our Brochure at least annually and provide you with a summary of any material changes since the previous annual amendment.

We have prepared the updated Brochure, dated March 30, 2018. There have been no material changes since the last annual update on March 30, 2017.

With this summary, we hereby offer to deliver a complete copy of our Investment Adviser Brochure upon your request at any time during the year. You may request our Brochure by contacting Christina Purcell, Chief Compliance Officer, at (404) 261-9575 or [cpurcell@forestinvest.com](mailto:cpurcell@forestinvest.com).

Additional information about Forest Investment Associates is also available via the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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#### **Item 4 – Advisory Business**

**Forest Investment Associates L.P. (FIA)**, formed in 1986, is a Registered Investment Adviser providing investment management services for timberland investors. Operating out of Atlanta, Georgia, U.S. headquarters and multiple U.S. field offices, FIA acquires and manages timberland portfolios for corporate pension plans, state and municipal retirement systems, endowments, foundations and family offices. FIA offers customized separate account and commingled fund investments.

Forest Investment Associates L.P. is majority owned and controlled by Forest Investment Associates, LLC. No individual directly or indirectly owns or controls more than 25% of Forest Investment Associates L.P. FIA's Executive Committee is comprised of the following persons:

Marc A. Walley, President  
Charles L. VanOver, VP – Director of Real Estate Transactions  
Samuel R. Grice, VP – Director of Client Accounting & Finance  
V. Scott Bond, VP – Director of Marketing & Client Relations  
Michael P. Cerchiaro, VP – Director of International Investments and Operations  
Christina D. Purcell, VP – Director of Corporate Finance, Human Resources and Compliance  
Michael L. Clutter, VP – Director of U.S. Investments and Operations  
Matthew A. Whitley – AgVictus, President

FIA's overall management objective is to maximize the value of each client portfolio through capital appreciation from optimal forest productivity and cash flows from timber harvests. Our experienced foresters, analysts and specialists combine financial management skills with the latest forest science and technology to achieve this objective.

In managing timberland portfolios, FIA selects properties specific to the needs of the particular client. FIA seeks to build portfolios that are diversified across various criteria, including:

- Geographic location
- Timber species
- Timber age

Hunting, recreation, mitigation, conservation and other non-timber income sources provide opportunities for adding value, and we work to maximize these sources. FIA's business knowledge and expertise is not limited to forestry, and we proactively identify and implement alternative land uses, timberland sales and other value growth opportunities based on local market dynamics.

FIA has formed the five commingled funds (hereinafter, the “Funds”) listed below. The Funds are exempt from registration under the Investment Company Act of 1940. They are managed in accordance with their own investment objectives, strategies and guidelines and are not tailored to the individual needs of any particular investor in the Funds. Therefore, investors must consider whether the Funds meet their investment objectives and risk tolerance prior to investing. Detailed information about the Funds can be found in each respective Fund’s private placement memorandum.

- FIA Timber Partners, LP
- FIA Timber Partners Special Situation Fund, LP
- FIA Timber Growth Partners, LP
- FIA Timber Partners II, LP
- FIA Timber Growth and Value Partners, LP and FIA Timber Growth and Value Partners A, LP (Parallel Fund)

As of December 31, 2017, FIA had \$4,402,871,493 in discretionary assets under management, and \$457,943,132 in non-discretionary assets.

**AgVictus Capital Management, LLC**, formed in 2012, is a Registered Investment Adviser providing investment management services for farmland investors. Operating out of its Atlanta, Georgia headquarters, AgVictus provides agricultural investment management services. AgVictus offers customized separate account portfolios to corporate pension plans, state and municipal retirement systems, endowments, foundations and family offices.

AgVictus is majority owned and controlled by Forest Investment Associates, LLC. No individual directly or indirectly owns or controls more than 25% of AgVictus. Matthew A. Whitley is the President of AgVictus and also a member of FIA’s Executive Committee, listed above.

AgVictus’ overall management objective is to maximize the value of each client portfolio through capital appreciation from optimized farm improvements and management, as well as cash yield from crop harvests and other sources.

In managing agriculture portfolios, AgVictus selects properties specific to the needs of the particular client. AgVictus seeks to build portfolios that are diversified across various criteria, including:

- Crop type (permanent or row)
- Crop species
- Geographic location

As of December 31, 2017, AgVictus managed \$154,301,427 million in non-discretionary farmland assets.

## **Item 5 – Fees and Compensation**

**Forest Investment Associates L.P.** - Clients pay FIA fees based on various measures of asset value. Fees are subject to negotiation and may vary from client to client to reflect circumstances that apply to specific clients. The fee schedule, with any applicable terms and conditions, is stated in each client's Investment Management Agreement.

### Separate Accounts

Fees are charged in arrears based on the value of the portfolio at the end of the quarter. Procedures for valuing portfolios are discussed in greater detail in Item 12. FIA's fee structure is based on one or more of the following components:

- 1.) Management fee based on a percentage of assets under management (either at market value or cost);
- 2.) Acquisition fee based on a percentage of the purchase price of a property;
- 3.) Incentive performance fee (see Item 6 below); or
- 4.) Disposition fee based on a percentage of the sales proceeds from a property.

FIA's fees include only the cost associated with the investment advisory services offered. Clients are responsible for all expenses incurred associated with management of the property, including but not limited to, timber sale expenses, property taxes, land appraisals, and all other costs associated with forest operations and administration.

Clients may, but are not required to, grant FIA the authority to directly pay its advisory fees from the clients' cash accounts. Clients receive invoices from FIA stating the amount of the fee paid from their cash account.

Clients may terminate management of their portfolio by written notice at any time, subject to any specific terms and conditions stated in the Investment Management Agreement. Any such termination will not affect either party's status, obligations or liabilities.

### Private Funds

Investment advisory fees and other expenses incurred by the Funds are described to investors, in detail, in each Fund's Private Placement Memorandum. Fund fees vary depending on the nature of the services provided and the investment strategy utilized but generally include: (1) a management fee, based on the value of assets in the Funds (at either market value or cost); and (2) an incentive fee equal to a percentage of capital appreciation above a prescribed hurdle rate of return. With respect to incentive fees, any losses are carried forward so that no incentive fee is charged unless the losses have been recouped, subject to certain adjustments (e.g. a high water mark provision). Management fees for Private Funds are payable quarterly in arrears. Incentive fees, if earned, are paid through an annual allocation of profits from each limited partner's capital account into the general partner's capital account at each prescribed measurement point.

Specific procedures and restrictions apply to withdrawals and terminations, as described in each Fund's Private Placement Memorandum.

**AgVictus Capital Management, LLC** – Clients pay AgVictus fees based on various measures of asset value. Fees are subject to negotiation and may vary from client to client to reflect circumstances that apply to specific clients. The fee schedule, with any applicable terms and conditions, is stated in the each client's Investment Management Agreement.

Fees are charged in arrears based on the value of the portfolio at the end of the quarter. Procedures for valuing portfolios are discussed in greater detail in Item 12. AgVictus' fee structure is based on one or more of the following components:

- 1.) Commitment fee based on the difference between a committed amount of client capital and the amount of capital actually placed or day-weighted net capital contributed;
- 2.) Management fee based on a percentage of assets under management (either at market value or cost);
- 3.) Acquisition fee based on a percentage of the purchase price of a property;
- 4.) Incentive performance fee (see Item 6 below); or
- 5.) Disposition fee based on a percentage of the sales proceeds from a property.

AgVictus fees include only the cost associated with the investment advisory services offered. Clients are responsible for all expenses incurred associated with management of the property, including but not limited to: crop sale expenses, property taxes, appraisals, and all other costs associated with farmland operations and administration.

Clients may, but are not required to, grant AgVictus the authority to directly pay its advisory fees from the clients' cash accounts. Clients receive invoices from AgVictus stating the amount of the fee paid from their cash account.

Clients may terminate management of their portfolio by written notice at any time, subject to any specific terms and conditions stated in the Investment Management Agreement. Any such termination will not affect either party's status, obligations or liabilities.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

**Forest Investment Associates L.P.** and **AgVictus Capital Management, LLC** may enter into performance fee arrangements with clients. Such fees are subject to negotiation, as outlined in each client's Investment Management Agreement. FIA and AgVictus will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940. In measuring clients' assets for the calculation of performance-based fees, FIA and AgVictus include realized and unrealized capital gains and losses.

**FIA and AgVictus Capital Management, LLC** have procedures in place designed and implemented to ensure that all clients are treated fairly and equally and to prevent any conflict from influencing the allocation of investment opportunities among clients. Please refer to the Investment Priority Policy for FIA and AgVictus discussed in Item 12.

## **Item 7 – Types of Clients**

**Forest Investment Associates L.P.** provides timberland investment portfolio management services to corporate pension plans, state and municipal retirement systems, endowments, foundations, family offices and commingled fund investors.

The minimum account sizes for each of the advisory services offered appear below. FIA reserves the right to reduce these minimum requirements at its discretion.

Separate Accounts	\$50,000,000
Private Funds (see Private Placement Memoranda)	\$5,000,000

**AgVictus Capital Management, LLC** offers farmland investment portfolio management services to corporate pension plans, state and municipal retirement systems, endowments, foundations and family offices.

The minimum account sizes for farmland management is \$50,000,000. AgVictus reserves the right to modify these minimum requirements at its discretion.

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

**Forest Investment Associates L.P.** – The following list of risk factors describes some of the more significant risks associated with an investment in timberland, but is not intended to be a comprehensive list of all the risks of such an investment. There are additional risks associated with fund investments. Prospective investors and their advisers considering investment in a Fund should refer to the respective Private Placement Memorandum for a more detailed listing of fund-related risks.

### Prices for timber are volatile

A portion of client revenues will likely be dependent on prevailing market prices for timber, which may fluctuate substantially based on changes in supply and demand. Decreases in demand, increases in supply, or both, may reduce timber prices, which in turn may reduce revenues and negatively impact financial results.

Demand risks - The principal factors that affect demand for timber include economic conditions in the industries that use wood products, product substitution and increased efficiency by end-users.



Supply risks - The supply of timber is affected by various factors, including increases in foreign supply caused by the globalization of the timber markets and fluctuations in local or regional supply. Historically, increases in timber prices have caused owners of timberland to increase timber cutting. This increase in supply, in turn, may mitigate any price increases. Additionally, a significant amount of intensive forest management of timberland in a particular region may result in an increase in timber reserves without a corresponding increase in demand.

Certain government agencies, such as the U.S. Forest Service and the U.S. Bureau of Land Management, own large amounts of timberland. If these agencies were to modify their policies and sell more timber than they have in recent years, timber prices could fall. The supply of timber available for harvesting is also affected by, among other things, environmental and other legal and regulatory restrictions on harvesting. Moreover, state laws and federal trade policies impact imports and exports of timber and timber products, which may affect both the demand for exports of U.S. timber and the supply of foreign timber in the U.S. Any significant increase in the supply of, or decrease in the demand for, timber and timber products could negatively impact financial results.

#### Environmental laws and other government regulations may adversely affect properties and operations

The operations and properties will be subject to federal and state laws and regulations governing forestry practices, timber harvesting, the environment and health and safety. Some of these laws and regulations could impose significant costs, penalties and liabilities.

#### Losses of timber from fire and other causes

Fire, insect infestation, severe weather, disease, natural disasters and other causes beyond FIA's control may reduce the volume and value of timber that can be harvested from the timberland and negatively impact financial results. While FIA will attempt to mitigate these risks by constructing a portfolio diversified by geography, species and timber age and by actively managing the timberland, significant natural disasters and similar events could have a significant negative impact on financial results. If requested by the client and if available on commercially reasonable terms, FIA will maintain, on behalf of the client and at the client's expense, casualty insurance on each portfolio property of the client insuring the portfolio property against loss from one or more of the following perils: fire, lightening, explosion, windstorm and hail, ice, theft and insect infestation.

#### Seasonality of timber harvesting

Inclement weather in winter and fire prevention measures in spring and summer may limit timber harvesting on timberland properties in certain regions of the U.S. Due to less favorable weather that generally prevails in the first and fourth quarters, timber customers may harvest less timber from clients' properties during these quarters. These seasonal limitations may reduce client revenues and cash flow during those periods, and may limit FIA's ability to make cash distributions during these times.

**AgVictus Capital Management, LLC** – The following list of risk factors describes some of the more significant risks associated with an investment in farmland and related agricultural assets, but is not intended to be a comprehensive list of all the risks of such an investment.

#### Economic and Market Risks

There are significant market and economic risks associated with investing in farmland and related assets. A few of these are described below.

*Prices for crops and can be volatile.* A portion of client revenues will be dependent on prevailing market prices for crops, which may fluctuate substantially based on changes in supply, demand and weather; as well as commodity speculation in the marketplace. To mitigate crop price risks, we often hedge the clients' price exposure through the purchase and sale of derivative instruments (futures and options) for which crops they are available.

*Prices for farmland and can go down.* The purchases, interim valuations and eventual sales of farmland and related assets will be dependent on prevailing market prices, which may fluctuate substantially based on timing, as well as changes in supply, demand and commodity prices, among other factors. To mitigate farmland price exposure, we try to diversify by purchase and sale timing, crop mix, geography, and other metrics.

*Demand risks.* Decreases in demand may reduce crop and farmland prices, which in turn may reduce revenues, as well as asset values and negatively impact financial results. The principal factors that affect demand for crops include economic and market conditions in the industries that process, manufacture and consume farm products; as well as global demographic economic trends. Products are also subject to substitution based on consumer tastes and preferences. Demand for arable farmland is largely driven by the investment returns it is capable of producing, diets and caloric intake needs, economic prosperity and other factors. To mitigate against these risks AgVictus diversifies its clients' product variety, geographic concentration, soil types and other metrics to lessen the chances that a reduction in demand for any basket of products or farmland does not detrimentally affect a portfolio's performance.

*Supply risks.* Increases in supply may reduce crop prices, which in turn may reduce revenues and negatively impact financial results. The supply of crops is affected by various factors, including increases in global supply, the availability of new crop varieties capable of growing faster, producing more, or growing on more diverse soils, as well as substitute product development. The supply of farmland has been relatively stable recently. However, cropland conversion from other uses (such as timberland or pastureland) is taking place at an increasing rate.

#### Regulatory Risks.

Environmental laws and other government regulations may adversely affect crops, farmland and agricultural operations. Management will be subject to federal and state laws and regulations governing operational practices, the environment and health and safety. Some of these laws and regulations could impose significant costs, penalties and liabilities.

Governmental laws surrounding water quality and use are a prime example. Based on the clients' desires and risk tolerance, we try to mitigate these risks by diversifying by: crop, geography, soil type, aquifer, operational methodology (lease, crop-share, custom farming and direct farming), and field service providers, among other metrics. It is also our intent to abide by all laws and regulations, follow best management practices and be a good steward.

#### Operational Risks.

Unfavorable outcomes associated with managing clients' agricultural portfolios carries some level of operational risks.

*Client Assets.* We often farm client properties whereby the client owns crops, permanent plantings, equipment, packing facilities and other related assets. There is a risk that any of these assets could be damaged, stolen or need repair/replacement, which could negatively affect financial performance. To mitigate these risks, we purchase property and casualty insurance when economically available and maintain close oversight on the client assets and operations.

*Labor.* A diverse group of third-party contractors work routinely on client properties. We maintain sufficient insurance to protect against labor and other claims at levels equal to or higher than required in each respective client's IMA.

*Third-Parties.* AgVictus works with a diverse group of third-party consultants. With client approval, AgVictus can also create partnerships with other growers, processors and manufacturers. With any relationship there is a chance that there is a 'bad actor', despite AgVictus' best efforts to prevent it; which could negatively impact financial results. To manage operational risks, we perform significant due diligence, have the ability to audit, and maintain close management oversight on all client operations.

#### Natural and Environmental Risks

Fire, insect infestation, severe weather or lack of rainfall, global warming, disease, natural disasters and other causes beyond AgVictus' control may cause damage to client assets as well as reduce the volume and value of crops that can be harvested from the property and negatively impact financial results. While AgVictus attempts to mitigate these risks by constructing a portfolio diversified by geography, crop type, crop variety, and by actively managing the assets, significant natural disasters and similar events could have a significant negative impact on financial results. If requested by the client and if available on commercially reasonable terms, AgVictus will maintain, on behalf of the client and at the client's expense, casualty insurance on each portfolio property of the client insuring the portfolio property against loss from one or more of the following perils: fire, lightening, explosion, windstorm and hail, ice, theft and insect infestation.

## **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 evaluation of Forest Investment Associates and AgVictus or the integrity of Forest Investment Associates and AgVictus management personnel. FIA and AgVictus have no disciplinary events to disclose.

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

**Forest Investment Associates L.P.** – As discussed previously, FIA created five Private Funds, described below. FIA, its officers, directors or related entities serve as General Partner to each of the Funds. To the extent that any of the Funds are an appropriate investment for FIA separate account clients, those clients may be solicited to invest in the Private Funds. Interests in the Funds will only be offered to a limited number of investors who are able to bear the risk of an investment in the Funds and who meet the requirements set forth in each Funds' offering documents.

*FIA Timber Partners, L.P.* is a Delaware limited partnership organized in 2004 to provide qualified institutional and individual investors the opportunity to invest in a diversified portfolio of timberland properties in the U.S. The General Partner of the Fund is FIA Timber Management, LLC. FIA Timber Management, LLC is majority owned and controlled by FIA.

*FIA Timber Partners Special Situation Fund, L.P.* is a Delaware limited partnership organized in 2006 to provide qualified institutional and individual investors the opportunity to invest in a diversified portfolio of timberland properties in the U.S. The General Partner of the Fund is FIA Special Situation Fund Management, LLC. FIA Special Situation Fund Management, LLC is majority owned and controlled by FIA.

*FIA Timber Growth Partners, L.P.* is a Delaware limited partnership organized in 2008 to provide qualified institutional and individual investors the opportunity to invest in a diversified portfolio of timberland properties in the U.S. and internationally. The General Partner of the Fund is FIA Growth Management, LLC. FIA Growth Management, LLC is majority owned and controlled by FIA.

*FIA Timber Partners II, L.P.* is a Delaware limited partnership organized in 2009 to provide qualified institutional and individual investors the opportunity to invest in a diversified portfolio of timberland properties in the U.S. The General Partner of the Fund is FIA Timber Management II, LLC. FIA Timber Management II, LLC is majority owned and controlled by FIA.

*FIA Timber Growth and Value Partners, L.P. and its parallel fund FIA Timber Growth and Value Partners A, L.P.* are Delaware limited partnerships organized in 2014 and 2015 to provide qualified institutional and individual investors the opportunity to invest in a diversified portfolio of timberland properties in the U.S. and internationally. The General Partner of the Fund is FIA Timber Growth and Value Management, LLC. FIA Timber Growth and Value Management, LLC is majority owned and controlled by FIA.

**AgVictus Capital Management, LLC** – As discussed previously, AgVictus is an affiliate of Forest Investment Associates, L.P. AgVictus entered into an agreement with FIA to provide personnel, office space and operational infrastructure for the benefit of AgVictus clients. Clients of AgVictus interested in timberland investments would be referred to FIA with no obligation. Likewise, FIA clients interested in agricultural investment portfolios would be referred to AgVictus with no obligation. Advisory services for agriculture investments and timberland investments are provided under separate advisory agreements with each respective firm.

## **Item 11 – Code of Ethics**

FIA and AgVictus require all officers, directors, and employees to adhere to the FIA/AgVictus Code of Ethics. The purpose of the Code of Ethics is to ensure that all personnel conducts its business with the highest level of ethical standards and fulfills its fiduciary duties to its clients. FIA and AgVictus have a duty to exercise its authority and responsibility for the benefit of its clients, to place the interests of its clients first, to refrain from having outside interests that conflict with the interests of its clients, to safeguard clients' personal information, and to comply with all federal securities laws as they apply to the business of FIA and AgVictus. FIA, AgVictus and all employees must avoid any circumstances that might adversely affect or appear to affect its duty of loyalty to its clients. A complete copy of the Code of Ethics will be furnished upon request.

The FIA/AgVictus Code of Ethics requires certain employees ("Access Persons") to report their personal security holdings within ten days of being hired and annually thereafter, and also requires them to report securities transactions within thirty days of the end of each calendar quarter. In addition, any Access Person's investment in an Initial Public Offering (IPO) or limited offering must be pre-approved by the Chief Compliance Officer prior to any transaction by the employee. The Chief Compliance Officer or other designated person reviews the personal investment activity of each Access Person to ensure that employee trading activity does not conflict with advice provided to clients.

## **Item 12 – Brokerage Practices**

### **Forest Investment Associates L.P.**

#### *Allocation of Investment Opportunities*

FIA's Investment Committee adheres to the following Investment Priority Policy when allocating investment opportunities among clients who have outstanding committed funds for investment.

#### Clear Best Fit

Periodically, because of size, geographic location, market exposure, age characteristics, species or other diversification factors, a particular timberland property is clearly most appropriate for the portfolio of a particular client. In such a case, the timberland property will be allocated to a particular client if FIA's Investment Committee determines that the property is a clear best fit for the portfolio of that client.

#### Single Property, Multiple Fit

At times, a particular timberland property may meet the portfolio needs of more than one client. At other times, an undivided timberland property, because of size or other factors, may not meet the needs of any particular client, but if divided becomes appropriate for more than one client portfolio. In these circumstances, FIA will seek, where feasible, to physically delineate and apportion the timberland property in a manner that suits the portfolio needs of more than one client. FIA will engage appraisers or other third-party consultants to ensure that the property is equitably divided and the purchase price equitably allocated.

#### Oldest Outstanding Commitment

In some cases, FIA may have an opportunity to acquire a timberland property that meets the needs of more than one client portfolio, but because of size, location, or other factors, is not suitable for division. In this circumstance, FIA will allocate the timberland property to the client whose remaining un-invested funds have been committed for investment for the longest period of time.

#### *Pricing & Valuation*

FIA's pricing and valuation practices are detailed in each client's Investment Management Agreement. Specific valuation procedures for a particular client could vary from FIA standard practice.

Appreciation is determined by periodic third-party appraisals of the clients' timberlands. Between independent third-party appraisals, the market values for all timberland properties are updated quarterly to account for timber growth, timber harvest removals, land sales and inventory adjustments. In addition, interim market changes are reflected in one of two ways:

1. For the majority of FIA client accounts, the independent, third-party appraiser who performed the most recent comprehensive appraisal performs an appraisal update on an annual basis until a new, comprehensive appraisal is required.

Under this approach, the unit values for merchantable timber, pre-merchantable timber and land remain constant in the interim quarters until the annual appraisal update is performed. Comprehensive appraisals are typically required every three years.

2. For the remaining FIA client accounts, merchantable timber unit values are indexed to publicly reported timber prices and adjusted each quarter based on the movements of those publicly reported prices. Pre-merchantable timber unit values are also adjusted quarterly based on an internal valuation system that ties pre-merchantable timber unit values to current quarter merchantable timber unit values. Alternatively, pre-merchantable timber unit values may be held at the most recent independent appraised values. Under this approach, land unit values are generally held constant at the most recent independent appraised value until the next independent appraisal is performed.

### **AgVictus Capital Management, LLC**

#### *Allocation of Investment Opportunities*

AgVictus adheres to the following Investment Priority Policy when allocating investment opportunities among clients who have outstanding committed funds for investment.

#### Clear Best Fit

Periodically, because of size, geographic location, market exposure, age characteristics, species or other diversification factors, a particular property is clearly most appropriate for the portfolio of a particular client. In such a case, the property will be allocated to a particular client if AgVictus determines that the property is a clear best fit for the portfolio of that client.

#### Single Property, Multiple Fit

At times, a particular property may meet the portfolio needs of more than one client. At other times, an undivided property, because of size or other factors, may not meet the needs of any particular client, but if divided becomes appropriate for more than one client portfolio. In these circumstances, AgVictus will seek, where feasible, to physically delineate and apportion the property in a manner that suits the portfolio needs of more than one client. AgVictus will engage appraisers or other third-party consultants to ensure that the property is equitably divided and the purchase price equitably allocated.

#### Oldest Outstanding Commitment

In some cases, AgVictus may have an opportunity to acquire a property that meets the needs of more than one client portfolio, but because of size, location, or other factors, is not suitable for division. In this circumstance, AgVictus will allocate the property to the client whose remaining un-invested funds have been committed for investment for the longest period of time.

### *Pricing & Valuation*

AgVictus's pricing and valuation practices are detailed in each client's Investment Management Agreement. Specific valuation procedures for a particular client could vary from AgVictus standard practice.

Appreciation is determined by periodic third-party appraisals of the clients' farmland, equipment and related assets. Between independent third-party appraisals, the market values for all farmland properties are updated quarterly to account for asset purchases and sales, crop harvest removals, and crop inventory adjustments.

### **Item 13 – Review of Accounts**

**Forest Investment Associates L.P.** – Each account is reviewed no less than quarterly by at least two members of FIA's Investment Committee. The Investment Committee is comprised of:

L. Michael Kelly, Chairman of the Investment Committee  
Marc A. Walley, President  
Charles L. VanOver, VP – Director of Real Estate Transactions  
Samuel R. Grice, VP – Director of Client Accounting & Finance  
V. Scott Bond, VP – Director of Marketing & Client Relations  
Michael P. Cerchiaro, VP – Director of International Investments and Operations  
Andrew L. Boutwell – Assistant Director of Real Estate Transactions  
Michael L. Clutter, VP – Director of U.S. Investments and Operations  
Michael F. Hart – Senior Portfolio Manager

Clients receive quarterly reports and financial statements prepared by FIA showing the latest timber inventory and value, cash/checking account balances, income and expenses for the period and internal rate of return.

Investors in Private Funds receive a quarterly report of their respective capital account that shows the beginning and ending value of their investment in the Fund, any deposits or withdrawals for the period and the performance of their account. Investors also receive an annual audit report prepared by the independent certified public accountant within 120 of the Fund's fiscal year end.

**AgVictus Capital Management, LLC** – Each investment portfolio is reviewed no less than quarterly by Matthew A. Whitley, President of AgVictus.

Clients receive quarterly reports and financial statements prepared by AgVictus showing the latest crop inventory values, partnership values, cash/checking account balances and other asset balances in addition to liabilities, income and expenses for the period and an internal rate of return calculation.



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

**Forest Investment Associates L.P.** has an agreement with a third-party who receives a solicitation fee as a result of FIA's relationship with a particular client. The arrangement is subject to the terms and conditions of the written agreement between FIA and the third party. The third party receives a portion of the management fee paid by the client. The client does not pay a higher management fee as a result of the solicitation arrangement. The details of the solicitation arrangement are described to the client as necessary, and acknowledged and accepted by the client in a signed Solicitors Disclosure Document.

FIA also may directly or indirectly compensate employees for obtaining new business relationships. Compensation arrangements are subject to the terms and conditions of a written agreement between FIA and the employee. This agreement does not affect the fee paid by the client to FIA for advisory services.

FIA does not receive any compensation other than investment advisory fees in connection with the advisory services offered to clients.

**AgVictus Capital Management, LLC** may directly or indirectly compensate employees for obtaining new business relationships. Compensation arrangements are subject to the terms and conditions of a written agreement between AgVictus and the employee. This agreement does not affect the fee paid by the client to AgVictus for advisory services.

AgVictus does not receive any compensation other than fees stated and agreed upon in each client's investment advisory agreement.

## **Item 15 – Custody**

**Forest Investment Associates L.P.** – Clients receive bank statements from the financial institution(s) at which cash accounts are located on a monthly basis. FIA urges clients to carefully review such statements and compare such official custodial records to the account statements provided by FIA on a quarterly basis. FIA statements may vary from custodial statements due to outstanding checks or deposits.

Because FIA has custody of client funds, FIA engages the services of an independent certified public accountant to perform an audit of FIA's operations. The auditor conducts:

- (1) a financial audit of the FIA entities (including the Private Funds);
- (2) an internal controls audit of FIA's operations;
- (3) a custody audit of FIA's advisory activities.

FIA's annual audited financial statements are available to clients upon request.

Each of the Funds engages an independent certified public accountant to prepare audited financial statements each year. Each Fund investor is provided with a copy of the audited financial statements.

In many cases, separate account clients choose to engage their own certified independent public accountant to conduct an audit of their timber portfolios and bank accounts onsite at FIA's office. FIA will comply with such requests upon reasonable notice and availability of office space and any other resources necessary to accommodate the request.

**AgVictus Capital Management, LLC** – Clients receive bank statements from the financial institution(s) at which cash accounts are located on a monthly basis. AgVictus urges clients to carefully review such statements and compare such official custodial records to the account statements provided by AgVictus on a quarterly basis. AgVictus statements may vary from custodial statements due to outstanding checks or deposits.

Because AgVictus has custody of client funds, AgVictus engages the services of an independent certified public accountant to perform an audit of AgVictus' operations. The auditor conducts a financial audit of AgVictus (included in FIA financial audit);

Audited financial statements are available to clients upon request.

In many cases, clients choose to engage their own certified independent public accountant to conduct an audit of their agriculture portfolios and bank accounts onsite at AgVictus' office. AgVictus will comply with such requests upon reasonable notice and availability of office space and any other resources necessary to accommodate the request.

## **Item 16 – Investment Discretion**

**Forest Investment Associates L.P** – Clients generally grant FIA discretion over their accounts by providing authorization in the Investment Management Agreement. This authorization gives FIA the authority to purchase, sell or otherwise obtain and dispose of timber and timberland on behalf of the client. Discretionary authority is limited only by any specific guidelines, instructions or mandates provided by the client in writing, and to which FIA agrees. FIA is further granted the authority to use client funds to pay expenses associated with managing each of the properties owned by the client.

**AgVictus Capital Management, LLC** – Clients generally grant AgVictus discretion over their accounts by providing authorization in the Investment Management Agreement. This authorization gives AgVictus the authority to purchase, sell or otherwise obtain and dispose of crops, farmland and related on behalf of the client, as well as form partnerships on behalf of the client. Discretionary authority is limited only by any specific guidelines, instructions or mandates provided by the client in writing, and to which AgVictus agrees. AgVictus is

further granted the authority to use client funds to pay expenses associated with managing each of the properties owned by the client.

### **Item 17 – Voting Client Securities**

This Item does not apply to the advisory services offered by FIA or AgVictus.

### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide certain financial information or disclosures about the financial condition of Forest Investment Associates and AgVictus. Forest Investment Associates and AgVictus have no financial commitments that impair the ability to meet contractual and fiduciary commitments to clients, and have not been the subject of a bankruptcy proceeding.