

# **Form ADV Part 2A: Firm Brochure**

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**Bay Point Advisors, LLC**  
**3050 Peachtree Road, Suite 2**  
**Atlanta, Georgia 30305**  
<http://www.bay-pointadvisors.com/>

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This brochure provides information about the qualifications and business practices of Bay Point Advisors, LLC (“BPA” or the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (404) 963-6031. 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.

The Adviser is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.

Additional information about the Bay Point Advisors, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

The following are material changes to the Bay Point Advisors, LLC (“BPA” or the “Adviser”) ADV Part 2A Brochure since its initial filing of with the U.S. Securities and Exchange Commission (“SEC”) on February 16, 2019:

- BPA received confirmation of registration with the SEC on March 19, 2019;
- The Adviser updated its regulatory assets under management; and
- BPA disclosed a potential conflict of interest with a business partner, Clifton Property Trust, that provides the Adviser with consultants that participate in the investment selection process for the private hedge funds that it manages.

### **Item 3 –Table of Contents**

Item 2 – Material Changes .....	2
Item 3 –Table of Contents .....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-by-Side Management .....	7
Item 7 – Types of Clients .....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	8
Item 9 – Disciplinary Information .....	10
Item 10 – Other Financial Industry Activities and Affiliations .....	11
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	11
Item 12 – Brokerage Practices .....	11
Item 13 – Review of Accounts .....	12
Item 14 – Client Referrals and Other Compensation .....	13
Item 15 – Custody .....	13
Item 16 – Investment Discretion .....	14
Item 17 – Voting Client Securities .....	14
Item 18 – Financial Information .....	14

## **Item 4 – Advisory Business**

Bay Point Advisors, LLC (“BPA” or the “Adviser”, “General Partner”, “we”, “us” or “our”) is a limited liability company organized under the laws of Delaware. BPA, is a registered investment adviser with the Securities and Exchange Commissions (“SEC”) and is therefore subject to the Investment Advisers Act of 1940, as amended (“Advisers Act”). BPA has current business activities that primarily consist of providing investment advisory services to private funds (“Funds”). Certain of BPA’s Funds operate under available exemptions available under the Investment Company Act of 1940, as amended (“ICA”). BPA also serves as investment adviser to a private investment fund structured as a Cayman Islands exempted company incorporated pursuant to the Companies Law (as amended) of the Cayman Islands. In addition, BPA facilitates loan participation interests with investors in exchange for service fees that are negotiated under a participation agreement (or “Side Letter”).

BPA is owned by these entities: Bay Point Venture Corp., a company incorporated under Delaware laws; Andros Holdings, LLC, a limited liability company organized under Georgia laws; and GEJ Investment Corp., a company incorporated under Georgia laws. The indirect owners and principal officers of the Adviser as well as the General Partner to BPA’s Funds include: James Kauffmann, Managing Member; Charles Andros, Managing Member; and Gregory Jacobs, Managing Member.

BPA, more specifically, serves as Adviser and General Partner these private funds:

- Bay Point Capital Partners I, LP (“Fund I”);
- Bay Point Capital Partners II, LP (“Fund II” or “Master Fund”); and
- BPCP II Offshore, Ltd. (“Offshore Fund” or “Feeder Fund”).

Consequently, the Funds themselves are the clients of the Adviser and the investment advice is based on the investment objectives of the Funds and not the Limited Partners in the Funds (or “Limited Partners”) who are not clients of the Adviser. Limited Partners must meet the criteria attendant to being deemed a “qualified client” as defined under the Advisers Act for investment in Fund I whereas Limited Partners in the Master Fund and Offshore Fund must meet more rigorous requirements as “qualified purchasers” as defined under the ICA. Each General Partner is an affiliate of and under common control with the Adviser. Furthermore, each General Partner is subject to the Advisers Act pursuant to the Adviser’s registration in accordance with SEC guidance. The General Partners, too, operate as a single advisory business together with the Adviser.

The strategic objective of the Funds is to generate consistent, low volatility returns and generate current income primarily by making or purchasing loans and by otherwise identifying securities and other investments that the Adviser believes can be purchased at a discount to their long-term intrinsic value. The Funds typically invest, either directly or indirectly, in privately negotiated investments in a variety of secured or unsecured loan types (as described in further detail within Section 8: Methods of Analysis, Investment Strategies and Risk of Loss.)

The Adviser’s specific advisory services with respect to each Fund are detailed in the applicable private placement memoranda (or similar offering documents), investment management agreements, Limited Partner Agreements, other operating agreements (together “Governing Documents”).

BPA presently provides investment advice only to the Funds and, as such, does not tailor its advisory services or investment objectives or strategies to the requests or needs of individual Limited Partners in the Funds, nor does it generally accept underlying investment restrictions from Limited Partners in the Funds, although certain Limited Partners may be excused from a particular investment due to legal, regulatory or other agreed upon circumstances in BPA's sole discretion. As noted, BPA facilitates loan participation interests through Participation Agreements which, at times, may cause a conflict of interest in connection to the management of the Funds and by extension to the Funds' Limited Partners in the Funds. BPA has adopted controls to mitigate the conflicts in keeping with its fiduciary standard as a registered investment adviser.

Bay Point Capital Partners II, LP ("Fund II" or "Master Fund") has entered into master-participation agreement (i.e., contract between these parties to facilitate joint purchases) with Bay Point Capital Partners, LP ("Fund I"). Both Fund I and Fund II maintain the same investment objective (as outlined above) and substantially the same investment strategy. The only material difference between the Fund I and Fund II is that Fund I operates pursuant to an exemption from registration under the ICA provided by Section 3(c)(1), which requires that Fund I interests not at any time be owned by more than 100 beneficial owners, whereas Fund II (and the Offshore Fund) operates pursuant to an exemption from registration under the ICA provided by Section 3(c)(7), which requires that all investors be "qualified purchasers" (as defined in Section 2(a)(51) of the ICA). BPCP II Offshore, Ltd. ("Offshore Fund") is a specialty investment company that seeks to achieve its investment objective of providing investors with consistent above-average risk-adjusted returns with low volatility. The Offshore Fund seeks to achieve its objective by purchasing revolving loan and non-voting equity in Bay Point Capital Partners ("BPCP") II Holding LLC, a Delaware limited liability company taxed as a corporation for U.S. federal income taxes. BPCP II Holding LLC invests all of its capital in the Master Fund, which is limited to U.S. or foreign investors (or "Limited Partners") who qualify as "qualified purchasers" as defined under the ICA. In short, the Offshore Fund is a Feeder Fund to the Master Fund.

The Governing Documents describe the investment strategy and guidelines for BPA Funds inclusive of any applicable restrictions and the ability to vary therefrom. The Adviser then seeks to locate assets for each Fund that are within such guidelines and consistent with the overall portfolio needs of each Fund. For more detailed information regarding such restrictions, please refer to the Funds' respective Governing documents.

As of June 30, 2019, the Adviser has approximately \$220,000,000 in regulatory assets under management, all of which are managed on a discretionary basis.

## **Item 5 – Fees and Compensation**

The Adviser assesses a management fee to the General Partner of Fund I, Fund II, and Offshore Fund that is paid quarterly and in advance. The management fees are equal to 0.50% (2.0% per annum) of the beginning Capital Account of each Limited Partner for each quarter, including, for this purpose, such Limited Partner's interest in all Side Pocket Investments. Neither the Offshore Fund or BPCP II Holding LLC (which is classified as a Corporate Fund) will pay a management fee on account of any investment in Fund II. All expenses of the Offering and organization of Fund I and Fund II—including legal and other expenses—are classified as "Organizational Expenses" and were paid by the General Partner, who subsequently is reimbursed by the Limited Partners of Fund I and Fund II.

With respect to Fund I and Fund II, BPA will receive a management fee of 2% of the assets under management and an incentive allocation equal up to 50% of the returns over 15% amount of the profits (the “Incentive Allocation”) allocated to the Limited Partners of each Fund. The Incentive Allocation is calculated as follows: 80% to the Limited Partner and 20% to the Investment Manager until the Limited Partner has received a 15% return on capital for the year, with any excess profits shared equally between the Limited Partner and Investment Manager. Further, the Incentive Allocation shall be accrued monthly, re-allocated to BPA, and charged against each Limited Partner’s respective Book Capital Account(s). At its sole discretion, BPA may waive all or any portion of the Incentive Allocation otherwise due with respect to any of the Funds Limited Partner’s Interest, by rebate or otherwise, for any reason. The “Measurement Period” is generally a calendar year. If a Fund investor withdraws Interests other than at the end of a calendar year, the Withdrawal Date will be treated as the last day of the Measurement Period for the withdrawn Interests. Accordingly, an Incentive Allocation will be made on amounts withdrawn from a Fund investor’s Book Capital Account(s), and the withdrawal amounts payable to such Fund investor will be reduced by the amount of the Incentive Allocation made in respect of such withdrawn amounts.

To calculate the Incentive Allocation, each Fund maintains a memorandum loss recovery account for each Book Capital Account of each Fund investor (a “Loss Recovery Account”), the opening balance of which is zero. At the end of each Measurement Period and before giving effect to any withdrawals, any aggregate losses allocated to a Fund investor’s Book Capital Account for that Measurement Period will be added to the Loss Recovery Account and any aggregate profits (prior to the accrual of the Incentive Allocation for such Measurement Period) will be subtracted from the Loss Recovery Account. Each Loss Recovery Account will be reduced proportionately with respect to any partial withdrawals from the Book Capital Account to which such Loss Recovery Account relates. The balance in the Loss Recovery Account will never be reduced below zero for any Measurement Period. The Offshore Fund will, under the Performance Allocation, calculate profits initially allocable to each Limited Partner in Offshore Fund to be allocated in the same manner as described above for the other Funds.

The General Partner of the applicable Fund in which the referenced Limited Partner’s investment is made compensates the unaffiliated organization or individual (collectively “Solicitors”) responsible based on the attendant referral contractual agreement. Further, any such compensation is not borne by any investor in such Fund. Selling commissions and/or referral fees may be paid in connection with the offering of the Fund(s) interests of the Funds.

BPA, however, does not have any supervised persons who act as solicitors or receive additional compensation through referrals to the Funds. Such a practice presents a conflict of interest and gives the supervised persons an incentive to recommend an investment in the Funds based on the compensation received, rather than on an investor’s needs. All prospective investors referred by such Solicitors are notified of this relationship prior to the time the investor invests in the applicable Fund.

BPA, as noted, will negotiate service fees under a participation agreement (“Side Letter”) with certain investors in exchange for facilitating loan participation interests (or “LPI”). The investors entering a Side Letter agreement with BPA are doing so outside the scope of the Funds; therefore, fees that are charged by BPA will vary depending on multiple factors involving each LPI.

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

The performance-based fees payable to the General Partner that are described Item 5, above, have the potential to create an incentive for the Adviser to make investments that are riskier or more speculative than those which would be made under a different fee arrangement. In general, though, the Adviser considers performance-based compensation to better align its interests with those of the Funds' Limited Partners.

As BPA does not manage any client accounts, including other Funds, would not be subject to a performance fee under the contract or Governing Documents, the actual conflicts of interest posed by managing accounts incentivized by performance fees paid to the Adviser alongside non-eligible performance fee accounts does not currently exist.

## **Item 7 – Types of Clients**

The Adviser provides investment advice to the Funds. The Funds may include investments in funds or other investment entities formed under domestic or foreign laws and operated as exempt investment pools under the ICA. The investors participating in the Funds may include individuals, banks or thrift institutions, other investment entities, university endowments, sovereign wealth funds, family offices, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and may include, directly or indirectly, principals or other employees of the Adviser and its affiliates and members of their families, or other service providers retained by the Adviser.

Whereas Fund I and Fund II have a minimum investment amount of \$250,000 for third-party Limited Partners, the Offshore Fund requires a minimum investment amount of \$1,000,000. The Funds also maintain their own criteria for eligibility. Fund I interests are offered and sold solely to individuals or entities classified as “qualified clients” as defined by Rule 205-3 of the I Advisers Act whereas Fund II and the Offshore Fund are offered exclusively to individuals and entities classified as “qualified purchasers” as defined in Section 2(a)(51) of the ICA. The Offshore Fund also requires investors to be a “Sophisticated Investor.” A Sophisticated Investor is a person (a) who does not require immediate liquidity for his or her investments, (b) for whom an investment in the Fund does not constitute a complete investment program, and (c) who fully understands and is willing to assume the risks involved in the Offshore Fund's investment program.

Pursuant to regulatory standards, Fund I is limited to 100 Limited Partners (excluding the General Partner interest) whereas Fund II and the Offshore Fund are each limited to 1,999 Limited Partners (including the General Partner interest) or a number of Limited Partners fewer than permitted by the regulatory standard as determined at the sole discretion of BPA.

As BPA has full discretionary authority as both the Adviser and General Partner to manage loans that are acquired or liquidated by the Funds, it is important for Limited Partners to understand that the investments are made in accordance with the procedures set forth in the organizational documents of such vehicles and the related Fund and not in a manner tailored to the individual Limited Partner.

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

**Methods of Analysis.** Bay Point Advisors (“BPA” or “Adviser”) typically originates and invests in short-term, senior secured, deep loan-to-value loans to small businesses, specialty finance and seasoned real estate holdings primarily within the southeastern United States. BPA searches for opportunities where capital is scarce for reasons unrelated to value. The Adviser seeks to avoid the disruptive forces associated when massive capital flows overwhelm income generating sectors as individual investors and institutions relentlessly search for yield. The Adviser will generally allocate capital to niche markets that are difficult to access, require in-depth research, and are less efficient. New investments must pass the underwriting standards by the Adviser’s Investment Committee. The Investment Committee methodically researches each potential investment, applying proven due diligence methods to analyze and measure the risk and reward. Since BPA’s target markets are generally smaller in size, these assets require specialized due diligence, origination, and servicing that we believe is uncommon in the asset management industry. Fundamentally, BPA selects opportunities that withstand the Adviser’s rigorous credit review process. Before committing capital, the Adviser must believe that the borrower has sound judgment, a solid reputation as a business partner, that the capital committed can solve a problem, and a viable exit exists.

**Investment Strategies.** The strategic objective of the Adviser is to generate consistent, low volatility returns and generate current income for the Funds primarily by making or purchasing loans and by otherwise identifying securities and other investments the Adviser believes can be purchased at a discount to their long-term intrinsic value. The Funds invest, either directly or indirectly in privately negotiated investments, including, but not limited to: commercial real estate loans, secured business loans, secured equipment loans, secured receivables/inventory financing, tax deeds, preferred equity securities, and unsecured loans attendant to the overall investment strategies of the Adviser. As a general principle, the Investment Committee emphasizes collateral value, short duration, and the ability to obtain control for the Funds’ portfolio selections.

**Investment Risks.** Investment in the Funds is subject to risk of loss and, in particular, those specific risks described more fully in the Governing Documents applicable to Fund I and Fund II.

While a complete discussion of the materials risk is included in the Governing Documents, the following information furnishes a representative summary of the associated risks of making investments in the Funds.

The Fund(s)’s success depends on the General Partner’s ability to implement its investment strategy. Any factor that would make it more difficult to execute timely trades, such as a significant lessening of liquidity in a particular market, may also be detrimental to profitability. No assurance can be given that the investment strategies to be used by the Fund(s) will be successful under all or any market conditions.



**No Assurance of Investment Return.** The General Partner's task of identifying and evaluating investment opportunities, managing such investments and realizing a return for investors is difficult. Certain markets in which the Fund(s) will invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced investment returns. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize on such investments successfully. There is no assurance that the Fund(s) will be able to invest its capital on attractive terms or generate returns for its investors. Limited Partners could experience a loss of their entire investment.

**Limited Fund(s) Interests.** The Fund(s) is intended for long-term investors who can accept the risks associated with the Fund(s)'s investment objective, which involves a high degree of financial risk and investments in potentially illiquid securities.

**Possible Disproportionate Impact of Suspensions of Withdrawals.** Limited Partners who have the right to withdraw from their Capital Accounts at times when other Limited Partners are subject to restrictions on their withdrawal rights may be able to withdraw from the Fund(s) before the suspension of withdrawals or other events that may affect the value and Fund(s) of the Interests.

**Market Disruptions.** The Fund(s) may incur major losses in the event of disrupted markets and other extraordinary events. The risk of loss from pricing distortions is compounded by the fact that many positions become illiquid in disrupted markets.

**Investment and Trading Risks.** All investments involve the risk of a loss of capital. The General Partner believes that the Fund(s)'s investment program and its research and risk-management techniques moderate this risk through the careful selection of portfolio investments. No guarantee or representation is made that the Fund(s)'s investment program will be successful, and investment results may vary substantially over time.

**Liquidity of Investments.** The Fund(s) invests in securities/financial instruments, including Mortgage Loans, Side Pocket Investments, and other assets for which no (or only a limited) liquid market exists or that are subject to legal or other restrictions on transfer. The market prices, if any, for such investments tend to be volatile, and may fluctuate due to a variety of factors that are inherently difficult to predict, including, without limitation, changes in interest rates, prevailing credit spreads, economic conditions, financial market conditions, domestic or international economic or political events, developments or trends in any particular industry and the financing condition of the obligors on the Fund(s)'s investments.

**Unspecified Investments.** The Fund(s)'s investments will vary based on the General Partner's analysis. As a result, it is not possible to predict the nature of all of the specific investments that the Fund(s) will make. The Limited Partners will not have the opportunity to personally evaluate each specific investment that the Fund(s) will make, nor will they be able to monitor those investments.

**Investments in Distressed Assets.** The Fund(s) may invest in distressed assets and portfolios of distressed assets, including high yield securities and noninvestment grade obligations of U.S. and foreign companies (including companies in significant financial or business difficulties), delinquent and charged-off consumer loans, commercial and residential mortgage loans, small business loans and real estate. Although such investments may result in significant returns to the Fund(s), they involve a substantial degree of risk.

**Loan Origination, Credits Risks and Fraud.** The Fund(s) engages in certain loan origination activities and may take a larger position in a particular lending opportunity if the General Partner perceives a possibility of selling, issuing participations or otherwise transferring in the future all or part of such loans to other persons or entities, as applicable. While loans and other assets purchased or originated by the Fund(s) will generally be collateralized, the Fund(s) will be exposed to losses resulting from default. Of paramount concern in purchasing or originating loans and other assets is the possibility of material misrepresentation or omission on the part of a counterparty.

**High-Yield Securities.** The Fund(s) may invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. In addition, the Fund(s) may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments.

**Reliance on Key Individuals.** The success of a particular portfolio for a Fund is dependent on the expertise of the Underlying Manager for that Portfolio Fund. Certain Underlying Managers may have only one or a limited number of key individuals.

**Illiquid Investments.** The Fund(s) may invest in securities, loans or other assets for which no (or only a limited) liquid market exists or that are subject to legal or other restrictions or transfer. It may take the Fund(s) longer to liquidate these positions (if they can be liquidated) than would be the case for more liquid investments.

**Concentration of Investments.** The Fund(s) expects its assets to be concentrated in Mortgage Loans, private commercial loans and real estate. Exposure to a single investment will generally be limited to no more than 10% of the Fund(s)'s Net Asset Value; however, the amount invested in a single investment could exceed 10% due to withdrawals from the Fund(s) losses on other investments.

## **Item 9 – Disciplinary Information**

Neither the Adviser, General Partners, nor members of our management have ever been the subject of any legal or disciplinary event that would be material to a client's or a prospective client's evaluation of the Adviser's business or the integrity of its management.

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

BPA is engaged in providing investment advisory services to the Funds as its primary operation while also engaging in origination of loan participation interests to be transacted in coordination with eligible and suitable investors for whom in return pay a service fee to BPA. In connection to these pursuits, BPA engages a third party, Clifton Property Trust (“CPT”)—a commercial real estate investment firm operating in the Southeast U.S.--to perform due diligence of potential loan investments for the BPA Funds. Key personnel of CPT, including the Managing Principal and Portfolio Manager perform services for BPA that involve investment research and financial recommendations. Consequently, there is a potential conflict of interest that exists in this arrangement. To mitigate this risk, the individuals who jointly perform investment-related services for both organizations are subject to the BPA Code of Ethics and related requirements described in Item # 11 below. BPA does not have any other financial industry activities nor affiliations.

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

In order to detect and prevent potential conflicts of interest and mitigate risks posed by such conflicts, Adviser has adopted a written Code of Ethics (the “Code”) with written policies and procedures designed to identify, detect and prevent conflicts of interest between the Adviser, its affiliates or any affiliated employees, and its clients. The Code addresses ethical issues such as: the Adviser’s fiduciary obligation to its clients, personal trading and prevention of misuse of material nonpublic information, conflicts of interest posed by the giving and receipt of gifts or entertainment by the Adviser or affiliates, political contributions, charitable donations, outside business activities, and other important ethical scenarios which could, either consciously or unconsciously, create conflicts of interest. Procedures have been adopted to ensure compliance with the provisions of the Code, including pre-approval of certain personal securities transactions, annual affirmations of compliance, and reviews of holdings and transactions. The Code is predicated on the belief that Adviser’s clients and its investors shall be treated with honesty and good faith, and that the Adviser shall put the interests of its clients and its investors ahead of its employees and principals, particularly where the Adviser’s interests conflict with those of its clients and its investors. To that end, the Code, among other things, requires Supervised Persons to comply with all applicable federal and state laws and regulations, and further imposes certain transaction restrictions on persons who are likely to know about Adviser’s transaction activity.

A copy of Adviser’s Code of Ethics shall be provided to any investor or prospective investor upon request by contacting the Adviser’s Chief Compliance Officer at (404) 963-6031.

## **Item 12 – Brokerage Practices**

In managing the Funds, the Adviser seeks to acquire interests in certain assets via originators and service partners. The Funds will occasionally pay a market-based origination and service fee, which is ultimately borne by the respective Fund. Where the Fund(s) uses a third-party originator or servicer, the General Partners attempt to negotiate the best possible price and transaction costs for the Fund(s).

As noted above, where a General Partner uses an originator or servicer affiliated with the Adviser, such as the servicer, the General Partner will seek to pay fair market value for such origination and servicing.

Given the Adviser is focused on making investments in private credit and specialty finance assets in lieu of acquiring publicly-traded securities, BPA does not therefore transact through broker-dealers to effectuate such investment transactions. The Adviser does not engage in directed brokerage either. However, such transactions are a potential for the Funds in the manner described in the Governing Documents should the Adviser determine that publicly-traded securities are to be part of the investment strategy for the Fund(s). In these circumstances, BPA will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices. BPA will seek to use trade aggregation (or block trades) where possible and when advantageous to the Funds. In doing so, the Adviser will take steps to ensure that allocations made to the Funds are performed in fair and equitable manner over time.

As the Adviser, moreover, does not exercise transactions in publicly-traded securities, the use "soft dollars," which are commonly used by registered investment advisers to receive research or other products or services other than execution in connection with client securities transactions, is not applicable to BPA or its Funds.

### **Item 13 – Review of Accounts**

The applicable General Partner (which is a related entity to the Adviser) will monitor the financial and operating progress of the Funds' investments on a quarterly cycle, with more formal reviews being performed on an as needed basis. Such reviews will be conducted by one or more of the Adviser's supervised persons.

As limited partners in the Funds, Limited Partners receive periodic reports from the Funds' Administrator that are consistent with the requirements of each Fund's applicable Governing Documents, advisory agreements and industry customs and practices, including, monthly Capital Account Statements and Quarterly Commentary updates. The Administrator for the Funds distributes these reports directly to the Limited Partners.

Each of the Funds is audited on a yearly basis by an independent Public Company Accounting Oversight Board ("PCAOB") auditing firm. The PCAOB-audited financial statements will be delivered to each Limited Partner invested in the Funds within 120 calendar days of the Fund's fiscal year end. Additionally, the Limited Partners shall receive unaudited quarterly statements of the Fund(s).

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

BPA does compensate firms or individuals (together “Solicitors”) that are independent of and unaffiliated with the Adviser or General Partners for referrals that result in a prospective investor becoming a Limited Partner in a Fund. The Adviser takes reasonable steps to ensure that the use of Solicitors is done in a manner consistent with Rule 206(4)-3 of the Advisers Act, including, reviewing individual’s regulatory history to ensure they have not been found to be in violation of Rule 206(4)-3(a)(1)(ii), and thus, ineligible from operating as a Solicitor for a registered investment adviser. In doing so, BPA reviews that such compensation is borne solely by the Adviser of the applicable Fund where the referred investor’s investment is made, and not by any Limited Partner in such Fund. The Adviser has also engaged broker-dealers to make offers or sales of interests in their respective Funds. The General Partner of the applicable Fund in which the referred investor’s investment is made compensates Solicitors and any such compensation is not borne by any Limited Partner in such Fund.

Aside from management and incentive fees and fees paid to BPA for which the Adviser and its owners indirectly benefit, the Adviser does not receive any other economic benefits from non-investors in connection with the provision of investment advice to the Funds.

## **Item 15 – Custody**

BPA, as noted, serves as both the Adviser and General Partner for each of the Funds. As the Funds’ Adviser and General Partner are under common control, BPA is deemed to have custody of the Funds’ cash and other portfolio assets because of certain rules under the Advisers Act. While cash is held by a qualified custodian, the Fund’s assets (which are non-public investments) are custodied with the General Partner in accounts in the name of one or more Funds with an unaffiliated qualified custodian.

In keeping with the applicable rules under the Advisers Act, a PCAOB auditing firm conducts an annual audit of each of the Funds prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”).

The Funds’ Limited Partners, as referenced, are furnished audited financials of the Fund in which they are a Limited Partner within 120 days of the Funds’ fiscal year end. To provide additional reporting information about the Funds, BPA has engaged an Administrator to supply monthly reports directly to the Limited Partners.

BPA, for its part, does not independently generate monthly statements that are distributed to any Limited Partners.

### **Item 16 – Investment Discretion**

BPA, by virtue of its affiliation with the General Partners and due to the fact that these entities are under common control, maintains full discretionary authority over the portfolio selection, transactional activities, and overall operations of the Funds. This discretionary authority is subject only to any restrictions or limitations, where applicable, that are memorialized in the Governing Documents of the respective Funds.

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

Whereas BPA has not engaged in transactions for the Funds involving publicly-traded securities, it does not anticipate being called upon to vote proxies given the nature of the portfolio assets in which the Fund invests. Therefore, the Adviser has not adopted a Proxy Voting Policy and Procedure.

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

BPA does not require prepayment of management fees more than six months in advance and does not have any other events requiring disclosure under this item.