

FORM ADV PART 2 - BROCHURE for Inventiv Capital Management LLC

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This Brochure provides information about the qualifications and business practices of Inventiv Capital Management LLC. If you have any questions about the contents of this Brochure, please contact us at +1 (203) 200-7015 or info@invcm.com. 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 Inventiv Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure is the initial filing.

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	8
Item 7 – Types of Clients	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	10
Item 9 – Disciplinary Information.....	21
Item 10 – Other Financial Industry Activities and Affiliations.....	21
Item 11 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading	21
Item 12 – Brokerage Practices	23
Item 13 – Review of Accounts.....	25
Item 14 – Client Referrals and Other Compensation	26
Item 15 – Custody	26
Item 16 – Investment Discretion.....	26
Item 17 – Voting Client Securities	27
Item 18 – Financial Information	27

Item 4 – Advisory Business

4. A. Advisory Firm Description

Inventiv Capital Management, LLC (“*ICM*” or the “*Adviser*”) was founded in 2017 by Paulus J. Ingram. ICM provides professional investment management services targeted to pension funds, insurance companies, non-profit foundations, endowments and family offices. Mr. Ingram is the principal owner of the firm and managing member of the firm.

4. B. Types of Advisory Services

ICM provides investment advisory and management services, on a discretionary or non-discretionary basis, to (i) certain privately placed pooled investment vehicles (“*ICM Funds*”), which may be organized as domestic (U.S.) limited partnerships (including series limited partnerships) or as foreign (non-U.S.) entities (and may, as appropriate, include master/feeder structures) and, (ii) separately managed accounts for select institutions or other sophisticated clients (“*Managed Accounts*” and, together with the ICM Funds, the “*Clients*” or “*Accounts*”). ICM’s Managed Account clients will generally be pension funds, insurance companies, non-profit foundations, endowments and family offices. ICM specializes in designing investment funds and direct investments for its Clients or ICM Funds that promote the United Nations’ Sustainable Development Goals and which meet each Client’s investment objectives and comply with a client’s investment guidelines. Primarily, our investments generally have an infrastructure-like risk profile, wherein we target real asset-based investments with a minimum defensive equity IRR, a total holding period IRR and a forecast cash yield over a long-term horizon.

ICM may also provide strategic advisory services and/or serve on the investment committee or management boards of other investment advisors or companies.

4. C. Client Investment Objectives/Restrictions

Investments for Managed Accounts are managed, pursuant to a discretionary and/or non-discretionary investment management agreement (each, an “*IMA*”), in the agreed upon form and in accordance with the Client’s stated investment objectives, strategies, and guidelines. Any restrictions placed on accounts are mutually agreed upon by both Client and ICM. Similarly, each ICM Fund is managed in accordance with its “*Governing Documents*”, which generally include, among other documents, its IMA, offering documents, subscription agreements, limited partnership agreement or corporate charter, as applicable, and/or other written disclosures provided to current or prospective investors (each, an “*Investor*”) in such

ICM Fund. Each ICM Fund's Governing Documents set forth the investment objectives, strategies and guidelines followed by ICM in managing the ICM Fund's assets. In no event will the investments of an ICM Fund be specifically tailored to the individualized needs of any Investor, though certain ICM Funds take into consideration the general characteristics (*e.g.*, tax status) of its target Investors. Therefore, an Investor must consider, prior to investing in any ICM Fund, whether that ICM Fund is consistent with the Investor's investment objectives and risk tolerance. Information about each ICM Fund is included in its Governing Documents, which are available to current and prospective Investors only through ICM or another authorized party.

4. D. Wrap-Fee Programs

ICM does not participate in Wrap-Fee Programs.

4. E. Assets Under Management as of 12/31/2018:²

RAUM Discretionary basis: \$0

RAUM Non-Discretionary basis: \$0

Item 5 – Fees and Compensation

5. A. Adviser Compensation

Fee Structure for Managed Accounts

ICM's fees for Managed Account advisory services typically consist of two components: (i) an asset-based fee (the "*Management Fee*"); and (ii) incentive compensation (the "*Incentive Allocation*" or "*Incentive Fee*" and, together with the Management Fee, the "*Account Fees*"). For a description of the Incentive Fee arrangement, please see Item 6 – Performance-Based Fees and Side-By-Side Management.

The Management Fees are generally assessed quarterly based on a Client's committed capital during the relevant investment period and based on invested capital thereafter as of the close of the immediately preceding quarter, without giving effect to accrued Incentive Fees.

²This calculation of assets includes unfunded commitments of certain Accounts.

ICM is permitted to waive or reduce Management Fees or incentive compensation (including fees and Incentive Allocations associated with an investment in an ICM Fund) in its sole discretion. Fee schedules and breakpoints may change from time to time.

Termination of Managed Account Contracts

Managed Account IMAs generally are terminable by the Client upon not less than 60 days prior written notice. Except where such termination is “for cause”, as defined by the relevant IMA, the Client generally shall be responsible for payment of (i) accrued Management Fees as of the date of termination and (ii) Incentive Fees, assessed as though the date of termination was the end of the calculation period. Generally, ICM is permitted to terminate an IMA as of the end of any calendar month, upon at least 180 days’ prior written notice of any month end. When an IMA is terminated by ICM, the Client is responsible for pro-rata Management Fees and Incentive Fees, as of the date of termination. If termination of an IMA is “for cause”, no Management Fees are due and payable beyond the termination date; however, Incentive Fees are assessed as though the termination date was the end of the calculation period.

It is expected that Clients who terminate an IMA (i) will remain invested in certain ICM Funds (given the illiquid nature of the underlying investments of such ICM Funds) and (ii) may be allowed to remain invested in other ICM Funds, upon mutual consent between ICM and the Client. However, unless otherwise agreed upon by ICM and the Client, termination of the IMA will result in higher fees, as described in the respective Governing Documents of the ICM Funds.

Fee Structure for ICM Funds

Fees paid to ICM for investments in ICM Funds vary depending upon the class of interest and the type of fund. These fees are described to Investors, in detail, in each ICM Fund’s Governing Documents. As with Managed Account fees, fees for ICM Funds typically include two components: (i) an asset-based fee (the “*Management Fee*”), payable quarterly (in advance) and (ii) incentive compensation which takes the form of an incentive allocation/fee or a carried interest (the “*Incentive Allocation*”).

For Managed Accounts, ICM generally waives fees that would have been charged to the investor in the ICM Funds and instead invoices Managed Accounts based on total assets managed (including any assets managed outside the ICM Funds). For additional information on how these fees are collected, please see Item 5.B. and Item 6 below.

For investors who do not have an Investment Management Agreement with ICM, ICM is

permitted to charge fees inside the ICM Funds or outside the ICM Funds, at its discretion, via an invoice process, and ICM may waive or reduce these fees.

Under certain limited circumstances, ICM allows certain qualified employees or partners, immediate family of employees or partners, and related estate planning vehicles to invest (directly or indirectly) in the ICM Funds. These employees, partners, their immediate family members and their estate planning vehicles do not pay any fees for investments in the ICM Funds.

Please refer to the respective Governing Documents of the ICM Funds for detailed information on fees.

In situations where ICM provides strategic advisory services and/or serves on the investment committee or management boards of other investment advisors or companies, ICM is compensated for such services through a fixed advisory fee. Any fees earned by providing advisory services to portfolio companies will be fully disclosed and transparent to clients.

5. B. Payment of Fees

ICM calculates Management Fees at the Managed Account or ICM Fund level on a quarterly basis, based on an agreed formula, generally expressed as a fee based on a Client's committed capital during the relevant investment period and based on invested capital thereafter as of the close of the immediately preceding quarter, without giving effect to accrued Incentive Fees. For Clients invested via both a Managed Account and an ICM Fund, ICM then determines the amount of Management Fees that the Client has paid via investments in the ICM Funds (if any). Any remaining Management Fee payable is billed directly to the Client, who then instructs the Client's custodian to remit payment to ICM.

For a description of the Incentive Fee arrangement, please see Item 6 – Performance-Based Fees and Side-By-Side Management.

5. C. Other Fees and Expenses

Clients bear costs including, but not limited to: custodial charges; brokerage fees or commissions and related costs; taxes, duties and other governmental charges; transfer and registration fees or similar expenses; costs and charges associated with foreign exchange transactions; interest on borrowed money or other borrowings (and fees relating to such borrowings); other portfolio expenses; and, with respect to ICM Funds, certain operational and related fund expenses (*e.g.*, audit, tax, legal, accounting, fund administration, insurance,

and other administrative and operating costs) necessary or appropriate to the ICM Fund's business, regulatory or tax compliance as well as certain expenses associated with the ICM Fund's formation, organization and liquidation, in each case as permitted under the ICM Funds' respective Governing Documents.

Clients should refer to their Investment Management Agreement and Investors in the ICM Funds should refer to the applicable Governing Documents, in each case for detailed information regarding the other fees and expenses borne by the Managed Accounts and ICM Funds, respectively.

Please also see Item 12 below, which discusses ICM's brokerage practices.

5. D. Advance Payment of Fees

ICM's Management Fees are calculated based on prior quarter account value and are invoiced in the current quarter. In the event that ICM were terminated, there would generally not be a situation that would result in a requirement to rebate these Management Fees. However, in the event ICM's services were terminated, ICM would refund fees that were pre-paid (if any) on a pro-ratabasis.

5. E. Additional Compensation by Supervised Persons

ICM's supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Each Managed Account's Incentive Fee is set as either (a) a negotiated percentage of the aggregate net profits (net of the Management Fee), if any, generated from the Managed Account's assets in excess of a "hurdle return" and subject to a loss carry forward, such that no Incentive Fee will be paid until net losses have been offset by subsequent net profits and the hurdle return for the Managed Account has been exceeded. The hurdle return rate is a specified internal rate of return; or (b) a percentage of the cash yield generated from the Managed Account's assets which generally will increase once the Managed Accounts invested principal amount has been fully returned.

A portion of the Incentive Fee may be paid in cash via an invoice process at the Managed Account level and the remainder may be taken as either a reallocation (a non-cash event) of profit or as a fee within the ICM Fund(s), as described below.

The ICM Funds also have Incentive Allocations and/or Incentive Fees and details of such can be found in the respective Governing Documents. Any Incentive Allocations/Incentive Fees paid by a Managed Account through the ICM Funds rather than at the Managed Account level shall reduce, but not exceed, the total Incentive Fee payable at the Managed Account level. For the full terms and description of Incentive Allocations/Incentive Fees, a Client should review its Investment Management Agreement with ICM.

Additionally, to the extent that ICM could charge different fees to Accounts managed in the same or similar styles or ICM or its personnel have personal or proprietary interests in an Account, ICM would have a financial incentive to favor one Account over another. ICM has adopted policies and procedures with respect to, among other things, the allocation of investment and trading opportunities, which ICM believes are reasonably designed to mitigate conflicts associated with “side-by-side” management.

Item 7 – Types of Clients

As previously noted, ICM’s Clients are large institutional investors, typically pension funds, insurance companies, non-profit foundations, endowments and family offices, as well as the ICM Funds. Each ICM Fund is organized as a limited partnership (or series limited partnership) under the laws of the State of Delaware or another appropriate jurisdiction, or as an offshore entity. Each ICM Fund currently qualifies, and ICM expects that future ICM Funds will qualify, for an exemption from the definition of an “investment company” under the Investment Company Act of 1940, as amended (the “1940 Act”), pursuant to Section 3(c)(1) or Section 3(c)(7) of the 1940 Act and each such ICM Fund offers, or will offer, its interests to Investors pursuant to a private offering exemption and consistent with the safe harbor provided by Regulation D (“Reg D”) under the Securities Act of 1933, as amended (the “1933 Act”). As such, Investors are expected to include institutional investors (and also include certain high net worth individuals, their related trusts and qualifying employees) that ICM reasonably believes to be “qualified purchasers” as defined in Section 2(a)(51) of the 1940 Act and “accredited investors” as defined in Regulation D.

Each ICM Fund typically imposes investment minimums, as described in the relevant ICM Funds’ Governing Documents. In each case, ICM retains the authority, in its sole discretion, to waive or reduce stated investment minimums for a Managed Account or an ICM Fund. In certain cases, ICM has waived and/or reduced such stated investment minimums.

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

8. A. Methods of Analysis and Investment Strategies

ICM invests opportunistically across asset classes and the capital stack, consistently following a disciplined and econometrically informed process. In general, ICM identifies investment thesis with defensible strategic advantages, tactical advantages and tailwinds. ICM makes high conviction, asymmetric investments that can be structured to limit downside and enhance upside.

ICM's investment goal is to produce superior long-term, risk-adjusted capital appreciation. ICM's due diligence process involves quantitative analysis and fundamental analysis, analysis of micro and macro economics, legal and regulatory trends and changes in valuation. ICM uses proprietary internal modelling, and internal and external research to inform investment decision making and Client recommendations.

Currently our focus is in U.S. Clean Energy Infrastructure. For infrastructure investments ICM looks for a minimum defensive equity IRR, a total holding period IRR and a dependable cash yield over a long-term horizon that aligns with Client goals. Fundamental analysis includes triangulating interviews with investee company / developer management teams, background checks, conversations with former business relationships, site visits, and detailed legal reviews of all deal related contracts.

Despite these methods of analysis and investment strategies and the fiduciary diligence that ICM uses in investing Client assets, investing involves risk of loss that Clients must be prepared to bear.

8. B. Material Risks of Investment Strategies or Methods of Analysis

An investment with the Adviser involves substantial risks that should be considered carefully. Certain risk factors considered applicable to an investment with the Adviser are outlined below. Additional risk factors for investments with the Adviser and/or in the ICM Funds are outlined in the IMAs or the Governing Documents for the applicable ICM Funds, as applicable. It should be noted, however, that there may be other risk factors applicable to such an investment that are not identified but that might still result in material losses to investors. Prospective investors should also consult their own legal, investment, tax, and other advisers as to whether an investment is appropriate for them. You should be aware that investing in securities or other assets involves the risk of loss and be prepared to bear that loss.

The listed risks also cover some but not all of the risks associated with securities recommendations listed in the section immediately following.

Lack of Liquidity of Fund Assets and Valuation

Advisor will invest in real assets, which at any given time, are expected to include, securities and other financial instruments or obligations which are thinly-traded or for which no market exists and/or which are restricted as to their transferability under applicable securities laws or contractual provisions. The sale of any such investments (“Illiquid Investments”) may be possible only at substantial discounts, and it may be extremely difficult to value accurately any such investments.

Further, certain assets in which ICM invests do not have a readily ascertainable market price and will be preliminarily valued by ICM. There is a risk that ICM could mis-price any such assets. In this regard, ICM also would face a potential conflict of interest in valuing the assets, as, under certain circumstances, their value could affect ICM’s Management Fee and Incentive Fee. ICM’s policy is to use independent value sources to the extent available for all valuations. ICM may also hire independent third-party valuation agents as needed.

In addition, the financial markets in the United States and other countries may experience a variety of economic difficulties and changed conditions which could result in reduced demand for securities and other assets in which ICM invests. The reduced demand may decrease the value of the securities held indirectly by the Clients and may prevent ICM from liquidating securities or other assets at any price for prolonged periods. As a result, ICM may impose certain limitations on redemptions by the ICM Fund by, for example: (a) suspending the net asset value calculation of the relevant fund and redemptions, in whole or in part; (b) imposing gates or restrictions on redemptions above a certain level; (c) assigning a majority of the assets of the relevant fund or vehicle to a side pocket, paying out redemptions in-kind or distributing certain or all assets into a special purpose vehicle or account; or (d) winding-up the relevant fund. If these events were to occur, there is a risk that the ICM Fund would not be able to liquidate its investment for prolonged periods of time thereby reducing the liquidity available to the ICM Funds and the Investors in the ICM Funds.

A significant portion of the invested capital of certain ICM Funds will be invested in real assets. These investments will be illiquid. An investor in such an ICM Fund generally cannot transfer an interest in the private fund without the consent of ICM, the fund’s sponsor, which can usually be granted or withheld in the sponsor’s discretion.

Importance of Liquidity

Liquidity is important to ICM's business. Under certain market conditions, the liquidity of the ICM Funds' portfolio positions may be reduced. During these times, an ICM Fund may be unable to dispose of certain securities or other assets, including longer-term instruments, which would adversely affect the ICM Fund's ability to rebalance its portfolio or to meet withdrawal requests. In addition, certain market circumstances may force the ICM Funds to dispose of securities or other assets at reduced prices, thereby adversely affecting its performance.

Similarly, from time to time, ICM or a Client may desire to re-allocate a Client's investment among Managed Accounts or the ICM Funds, but a Client's ability to do so may be constrained by the withdrawal/redemption limitations imposed by the ICM Funds. These withdrawal/redemption limitations may prevent ICM or a Client from reacting rapidly to market changes.

Impact of Additional Investments

Additional subscriptions by Investors in any ICM Fund will dilute the interests of any existing Investors in the investment portfolio in such ICM Fund.

Short Selling Risk

The Adviser's investing strategy may include the execution of short sales from time to time. In a short sale transaction, the Adviser sells a security it does not own in anticipation that the market price of that security will decline. While short sales may be useful under certain circumstances in the pursuit of potential profit opportunities and/or the mitigation of certain forms of risk, they can result in an unlimited loss of capital within a relatively short period of time. There is also a risk that the securities borrowed by the Adviser in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Adviser might be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Leverage

The Adviser may recommend that the ICM Funds or other Clients utilize leverage, which

involves the borrowing of funds from brokerage firms, banks and other institutions in order to be able to increase the amount of capital available for investments. Performance may be more volatile when an ICM Fund or Managed Account employs leverage.

Hedging

There can be no assurance that a particular hedge is appropriate, or that certain risk is measured properly. While it is expected that the Adviser would recommend an ICM Fund or other Client enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased (rather than reduced) risk for the Client's investment portfolios than if the Adviser did not recommend engaging in any such hedging transactions. Further, it is expected that ICM will employ hedging only in select circumstances, and this may cause such ICM Funds' or Managed Accounts' performance to have greater volatility.

Arbitrage Transaction Risks

If the requisite elements of an arbitrage strategy are not properly analyzed, or unexpected events or price movements intervene, losses can occur which can be magnified to the extent the Adviser is employing leverage. Moreover, arbitrage strategies often depend upon identifying favorable "spreads", which can also be identified, reduced or eliminated by other market participants.

Importance of the Adviser

The authority to make decisions and to exercise business discretion is delegated to the Adviser. The success of the investment program is therefore expected to significantly depend on the expertise of certain of the Adviser's key personnel. Therefore, the death, incapacity or withdrawal of such personnel could materially adversely affect Clients.

Business and Regulatory Risks

The legal, tax and regulatory environment continues to evolve, and changes in such regulation may adversely affect the value of such investments in ICM strategies. In addition, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies, and retain the right to suspend or limit trading in securities, which could expose ICM Funds or Managed Accounts to losses. The effect of any future regulatory change on the ICM Funds could be substantial and adverse including, for example, increased compliance costs, the prohibition of certain types of trading and/or the inhibition of an ICM Fund's ability to

pursue certain of its investment strategies as described herein.

Cybersecurity Risk

The Adviser, the ICM Funds, their service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect Clients, despite the efforts of the Adviser and such service providers to adopt and improve technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Adviser or its Clients or other Investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, Clients, third-party service providers or other users of these systems to disclose sensitive information in order to gain access to the Adviser's or its Clients' or other Investors' data. A successful penetration or circumvention of the security of these systems could result in the loss or theft of data or funds, the inability to access electronic systems, loss or theft of proprietary information, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Clients, the Adviser or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. In addition, the Adviser and/or the ICM Funds could incur substantial costs related to forensic analysis of the origin and scope of a cybersecurity breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, adverse investor reaction or litigation.

Similar types of operational and technology risks are also present for the real assets and companies in which the ICM Funds invest. If any of these risks were to occur, they could have material adverse consequences for such funds or companies, result in the loss or theft of the Adviser's or its Clients' or other Investor's data or funds, and could cause the ICM Funds' investments to lose value.

Custody and Prime Brokerage Risk

Typically, for Managed Accounts the Client maintains custody accounts with prime brokers, banks or other qualified custodians that hold and maintain the Client's investment assets (the "Custodians"). The ICM Funds may also utilize Custodians to hold and maintain assets. While ICM may monitor the Custodians and believe that they are appropriately qualified to fulfill their role, there is no guarantee that the Custodians will not become bankrupt or insolvent. It is likely that, in the event of a failure of a broker-dealer that has custody of the assets of a private fund, such fund would incur losses due to its assets being unavailable for

a period of time, and this could lead to the ultimate receipt of less than full recovery of its assets.

Moreover, it is expected that certain of the Custodians will appoint sub-custodians in certain non-U.S. jurisdictions to hold the assets of these private funds. The Custodians may not be responsible for cash or assets which are held by sub-custodians in certain non-U.S. jurisdictions, nor for any losses suffered as a result of the bankruptcy or insolvency of any such sub-custodian. Such account may therefore have potential exposure on the default of any sub-custodian and, as a result, many of the protections that would normally be provided to a fund by a Custodian may not be available to such account.

Under certain circumstances, including certain transactions where the assets are pledged as collateral for leverage from a non-broker-dealer custodian or a non-broker-dealer affiliate of the Custodians, or where such assets are held at a non-U.S. Custodian, the securities and other assets deposited with the custodian or broker may not be clearly identified as being assets of the account and hence such account could be exposed to a credit risk with regard to such parties.

Custody services in certain non-U.S. jurisdictions remain undeveloped and, accordingly, there is transaction and custody risk of dealing in certain non-U.S. jurisdictions. Given the undeveloped state of regulations on custodial activities and bankruptcy, insolvency, or mismanagement in certain non-U.S. jurisdictions, the ability of an account to recover assets held by a sub-custodian on behalf of such account in the event of the sub-custodian's bankruptcy or insolvency could be in doubt, as the account may be subject to significantly less favorable laws than in the U.S., and may not have many of the protections that would be available under U.S. laws. In addition, there may be practical or time problems associated with enforcing an underlying account's rights to its assets in the case of a bankruptcy or insolvency of any such party.

8. C. Security Recommendation Risks

When directly investing in securities for clients, those investments are expected to include some or all of the following: fixed income securities (primarily U.S. treasury securities), equities both long and short, hedges, futures, other derivatives or other investments that demonstrate superior long-term, risk-adjusted capital appreciation characteristics. When the Managed Accounts or ICM Funds do invest directly in securities, derivatives or other assets, you should be aware of these potential risks. Additional information about specific investment risks may be found in the respective Governing Documents of the ICM Funds and the IMAs.

Market Risks

The profitability of a significant portion of an ICM Fund's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that ICM will be able to predict accurately these price movements. Although ICM may attempt to mitigate market risk through the use of long and short positions or other methods, there still may be a significant degree of market risk.

Equity Securities

The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Private Equity

Investment in private equity involves the same types of risks associated with an investment in any operating company. Moreover, certain private equity investments utilize a significant amount of leverage. Attractive investment opportunities in private equity may occur only periodically, if at all.

Real Assets

Investment in real assets involves the same types of risks associated with an investment in a private equity operating company. Moreover, certain real asset investments are subject to additional physical risks.

Energy Assets

Investment in energy assets involves the same types of risks associated with an investment in real assets and are subject to additional risks that include operating and financial risks

associated with project development, volatility of commodity prices, regulatory and policy related risks, construction risks and operating risks.

Non-U.S. Securities

Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies, and utilization of currency forward contracts and options on currencies, involve certain considerations comprising both risks and opportunities not typically associated with investing in securities of United States issuers. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of non-U.S. taxes, less liquid markets and less available information than are generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Emerging Markets

Investing in emerging market securities involves certain risks and special considerations not typically associated with investing in other more established economies or securities markets. In addition to the risks described in “Non-U.S. Securities” above, such risks include (a) less liquidity of securities markets; (b) currency exchange rate fluctuations; (c) potentially higher rates of inflation (including hyper-inflation); (d) a higher degree of governmental involvement in and control over the economies, including the possibility of expropriation or nationalization of assets; (e) differences in auditing and financial reporting standards which can result in the unavailability of material information about economics and issuers; (f) less extensive regulatory oversight of securities markets; (g) longer settlement periods for securities transactions; (h) less stringent laws regarding the fiduciary duties of officers and directors and protection of investors; (i) certain consequences regarding the maintenance of portfolio securities and cash with sub-custodians and securities depositories in emerging market countries; and/or (j) dependence on exports and the corresponding importance of international trade.

Control Positions

ICM may be deemed to have a control or management position with respect to one or more portfolio companies. This, in turn, could expose the Managed Account or ICM Fund to risk of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liabilities, including, in the case of debt instruments, lender liability. This liability could negatively impact the performance of the Managed Account or ICM Fund.

Currency Risks

Investments in securities or other instruments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that can affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political and social developments. ICM may try to hedge these risks by investing in foreign currencies, foreign currency futures contracts and options thereon, forward foreign currency exchange contracts or similar instruments, or any combination thereof, but there can be no assurance that such strategies will be implemented, or if implemented, will be effective.

Derivatives

Derivatives, such as options on an index, can be used to hedge against market downturns as well as for opportunistic investing. However, derivatives involve risks in addition to the risks of the asset underlying the derivative. Because derivatives and similar securities frequently implement leverage, an investor is able to profit from much smaller moves when using certain derivatives contracts than a traditional retail trade would allow. Conversely, such leverage can result in smaller moves producing disproportionate losses. Moreover, fluctuations in the values of derivative instruments may not correlate perfectly with the overall securities markets or with the underlying asset from which the derivative's value is derived. Derivatives also may be illiquid and difficult to price. There can be no assurance that ICM will be able to accurately predict price movements for any derivative, and it is possible to lose the entire amount invested in derivatives. Moreover, the possible absence of a liquid secondary market for any particular derivative and possible exchange-imposed price fluctuation limits for any derivative could make it difficult or impossible to close out a derivative position when desired.

Debt Securities

Debt securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations and are subject to the price volatility associated with global and regional economic conditions.

It is expected that certain Managed Account or ICM Funds will invest in some or all of the following types of debt securities: (i) low-grade debt securities which are subject to greater risk of loss of principal and interest than higher-rated debt securities; (ii) debt securities

which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets; (iii) debt securities which are not protected by financial covenants or limitations on additional indebtedness; and/or (iv) mortgage-backed securities and asset-backed securities which are subject to certain additional risks, including that a change in the prepayment rate can result in losses to investors. In addition, evaluating credit risk for foreign debt securities involves greater uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult.

Credit Risk/Systemic Risk

Credit risk is the risk that the issuer or guarantor of a debt security or counterparty to a transaction will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, a Client's income may be reduced. If the issuer, guarantor, or counterparty fails to repay principal, or satisfy any other obligations, the value of the applicable security and/or value of a Client's portfolio may be reduced.

Additionally, credit risk can arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and can adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which ICM, the Managed Account or ICM Funds or Clients interact on a daily basis.

Interest Rate Risks

Generally, the value of fixed-income securities changes inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk is greater for long-term securities than for short-term securities; lower rated securities than for higher rated securities; debt securities paying no interest (such as zero coupon securities); or debt securities paying noncash interest in the form of other debt securities (pay-in-kind securities).

Issuer-Specific Changes

Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's value. The value of securities of

smaller, less well-known issuers or newer issuers can be more volatile than that of larger or more established issuers. Smaller issuers can have more limited product lines, markets, or financial resources.

Lack of Diversification

The Adviser's investment strategy is not as diversified among a wide range of types of securities, countries or industry sectors as certain other types of investment strategies. Accordingly, it is possible that the Adviser's strategy would be subject to more rapid change in value than would be the case if the Adviser were required to maintain a wider diversification among types of securities and other instruments.

Relative Value Risk

In the event that the perceived mispricing(s) underlying the Adviser's view of relative value were to fail to converge toward, or were to diverge further from, expectations of the Adviser, the ICM Funds and other clients may incur a loss.

Counterparty Risk

To the extent that ICM advises the ICM Funds and other Clients, to invest in swaps, "synthetic" or derivative instruments, repurchase agreements, certain types of option or other customized financial instruments, or, in certain circumstances, non-U.S. securities, the ICM Funds and other Clients take the risk of non-performance by the other party to the contract. This risk includes credit risk of the counterparty and the risk of settlement default. This risk differs materially from those entailed in exchange-traded transactions which generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Generally, counterparties will have the right to sell, pledge, re-hypothecate, assign, use or otherwise dispose of the collateral posted by the ICM Funds or other Clients in connection with such transactions. This could increase a Client's exposure to the risk of a counterparty default since, under such circumstances, such collateral could be lost or the Client could be unable to recover such collateral promptly. Also, counterparties have an interest in maximizing the return from such collateral. This interest could conflict with the interests of a Client in preserving and protecting its portfolio.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of them or the integrity of their management. ICM has no reportable information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

ICM has no financial industry affiliations, relationships or material arrangements that require disclosure under this section.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

11. A. Code of Ethics

ICM believes that Client interests must be paramount. Because personal trading and other activities of ICM's related persons can lead to potential conflicts of interest, ICM has adopted policies and procedures relating to, among other things, personal securities transactions, insider trading, and outside activities that are designed to identify and prevent or mitigate actual conflicts of interest.

These policies and procedures, including ICM's Code of Ethics (the "*Code*"), are intended to prevent violations of the securities laws, to avoid conflicts of interest with Clients and to identify and resolve appropriately any conflicts which do arise. The Code was adopted by ICM in accordance with Advisers Act Rule 204A-1 and includes (i) standards of business conduct, requiring that all of ICM's supervised persons (*i.e.*, any employee, officer or director of ICM) comply with relevant provisions of the federal securities laws and the fiduciary duties an investment adviser owes to its clients; (ii) personal securities transaction policies, governing the personal investment activities of ICM's access persons; (iii) ICM's Policy Statement on Insider Trading (described in more detail below); and (iv) ICM's Policy Statement on Consultants and Expert Networks.

Access persons are required to sign and acknowledge their familiarity with the Code by signing an annual acknowledgement. The senior management of ICM has authority to impose such sanctions or remedial action it deems appropriate or to the extent required by law upon the discovery of any violation of the Code.

ICM will provide a copy of the Code to current or prospective clients or investors upon request.

11. B. Client Transactions in Securities where Adviser has Material Financial Interest

ICM or a Related Person of ICM serves as General Partner and/or investment manager to the ICM Funds and, as such, has a material financial interest in investments that are held by or recommended to its Clients. ICM mitigates this risk by calculating fees at the Managed Account level and generally waiving fees that would have been charged to the investor in the ICM Funds. There is no material financial incentive to place Managed Account assets in an ICM Fund as opposed to a direct investment.

Certain ICM employees or partners (or family members) may also invest (directly or indirectly) in the ICM Funds, which would result in any such persons (the “*ICM Parties*”) sharing any gain in the ICM Funds with the other Investors. ICM is of the view that such investments in the ICM Funds are intended to align the interests of the ICM Parties with the interests of the other Investors. That said, this creates a potential conflict of interest because such investments in the ICM Funds could lead the ICM Parties who have control over the investment decisions of the ICM Funds to make different investment decisions than if they did not have such ICM Fund investments. The Code contains standards of conduct intended to address this potential conflict of interest.

11. C. Investing in Securities Recommended to Clients

ICM maintains a restricted trading list to ensure that its employees honor non-disclosure agreements or other situations that would restrict personal securities trading. ICM employees do from time to time receive non-public or proprietary information about certain securities. In these cases, those securities are placed on the restricted trading list. ICM’s direct investments in individual single-name equity securities in an ICM Fund also are placed on the restricted trading list. ICM reviews the personal securities transactions of employees to ensure that Client interests are protected.

See Item 11.B for additional information regarding the ICM Parties’ investments in the ICM Funds.

11. D. Timing of Personal Trading in Securities Recommended to Clients

Where direct investing involves trading in individual securities, see Item 11.C for additional information. ICM reviews the personal securities transactions of employees to ensure that Client interests are protected.

Item 12 – Brokerage Practices

12. A. Selection of Broker/Dealers

Factors in Selecting or Recommending Broker-Dealers for Client Transactions

ICM generally possesses the discretion to determine the broker or dealer to be used in direct trading for Clients. In selecting brokers, ICM will consider various factors in order to ensure that it is able to achieve “Best Execution” for its Clients. These factors could include the ability to effect prompt and reliable executions at favorable prices, commissions or mark ups, the operational efficiency with which transactions are effected, the reputation and financial stability of the broker, quality of communications, reliability in executing trades, accuracy of reporting and other factors deemed relevant by ICM.

1. Research and Other Soft Dollar Benefits

When directly investing, ICM may receive soft dollar benefits. In the event that ICM chooses to use soft dollars it will rely on the safe harbor provisions in Section 28(e) of the Exchange Act, which generally require that the following four conditions must be satisfied:

- a. soft dollar goods and services must be provided by the broker effecting the transaction;
- b. soft dollar goods and services must be provided to a party having investment discretion over the account;
- c. the recipient of the goods and services must make a good faith determination that the commission paid is reasonable in relation to the value of the brokerage and research services provided; and
- d. goods and services supplied for soft dollars must qualify as “brokerage and research” services in providing “lawful and appropriate assistance to the money managers in the performance of investment decision-making responsibilities.”

Any soft dollar benefits received by ICM are expected primarily to include proprietary research (research created or developed by the broker-dealer) as well as access to conferences and meetings with various sources of information, in each case regarding particular issuers of securities, investment strategies, industries, economic trends and other matters. Any such soft dollar benefits generated by transactions on behalf of Clients may be used by ICM to service other Clients. ICM does not actively seek to allocate soft dollar benefits to Clients proportionately to the soft dollar benefits that transactions on behalf of

such Clients generate. Moreover, any such soft dollar benefits generated by the securities transactions conducted on behalf of Clients would provide ICM with goods and services that ICM likely would otherwise have to produce or pay for itself, thereby giving ICM an incentive to select brokers or dealers for transactions of Clients, or to negotiate commission rates or other execution terms, in a manner that takes into account the soft dollar benefits received by ICM rather than giving exclusive consideration to the interests of the Clients.

Since commission rates are generally negotiable, the selection of brokers, dealers and counterparties by ICM on the basis of considerations that are not limited to applicable commission rates (such as the receipt of soft dollar benefits) result in higher transaction costs than would otherwise be obtainable.

Generally speaking, ICM determines an overall target for allocating trades to the brokers and dealers that provide ICM with soft dollar benefits (though there are certain types of trades as well as trades with respect to specific securities that ICM typically will allocate to a particular broker or dealer). However, the selection of any broker or dealer for any individual trade is subject to the best execution considerations described above.

ICM will periodically review the execution performance of broker-dealers executing its Clients' transactions to make a good faith determination that the value of research and brokerage services received is reasonable in relation to the amount of commissions paid. ICM has a Best Execution Committee that meets periodically to review ICM's best execution process and effectiveness.

2. Brokerage for Client Referrals - ICM does not receive client referrals from its brokerage relationships.

3. Directed Brokerage - In general, ICM is responsible for selecting the broker-dealers that are used for executing direct Client transactions, and Clients are not involved in this selection process. ICM would consider a request for directed brokerage, but if honored, ICM may be unable to provide the most favorable execution.

12. B. Aggregation of Orders

It is expected that, from time to time, ICM (to the extent consistent with the IMA or Governing Documents applicable to each participating Account) will aggregate transactions on behalf of multiple Clients. Typically, this will occur when a purchase or sale of the same security is made at substantially the same time on behalf of multiple Accounts.

ICM seeks to allocate investment and trading opportunities in a manner that is consistent with its duty to: (i) seek best execution; (ii) treat all Accounts fairly and equitably over time; and (iii) not systematically advantage or disadvantage any single Client or group of Clients. When a decision is made to aggregate such transactions, the results of the transactions will be allocated to all participating Accounts in a fair and equitable manner.

Item 13 – Review of Accounts

13. A. Periodic Review of Accounts

The composition of each Managed Account's and ICM Fund's portfolio is generally reviewed by the senior investment professionals (typically by the Chief Investment Officer and/or a Managing Director) on a regular basis. Typically, these reviews would be no less frequently than quarterly. The review includes an analysis of the diversification of the portfolio's assets, including exposure to market and other risks, and a review of the performance of the investment options used.

13. B. Non-Periodic Review of Accounts

From time to time, ICM reviews accounts on an other than periodic basis, based on triggering events, such as major economic factors, new Client directives, Client requests or other special circumstances.

13. C. Client Reports

Clients typically receive information about their investments in several ways:

Quarterly Performance Reporting – This report is delivered around the third week of each subsequent month following a quarter end and includes a summary of investments, roll-forward information, performance and certain other account details.

Investment Committee and Board Presentations – Approximately two times per year, ICM prepares a report that is designed to be presented to the Investment Committee for each client. In addition, generally at least once a year, ICM prepares and presents a report to the Board of Directors or Board of Trustees of each client. These presentations are generally made in person and led by senior investment professionals.

Ad Hoc Reporting – As part of its services, ICM frequently prepares reports based on individual client requests and directives.

Custodial Reports – Managed Account Clients' custodians provide a variety of different

reports to Clients, including performance, holdings, income and expense, and financial reporting and accounting through the custodian's web access portal. The fund administrators for ICM Funds provide quarterly client statements and capital account balances.

Item 14 – Client Referrals and Other Compensation

14. A. Compensation from Non-Clients

ICM does not receive compensation or other economic benefits from non-clients.

14. B. Referral Arrangements

ICM does not directly or indirectly compensate anyone who is not an employee of the firm. ICM may from time to time enter into arrangements with licensed 3rd party placement agents, who are compensated for client referrals.

Item 15 – Custody

Clients should receive at least quarterly statements from ICM or the ICM Fund's administrator. If for any reason any Client does not receive a statement each quarter, please contact ICM to make sure this issue is addressed immediately. ICM urges all Clients to carefully review such statements.

Item 16 – Investment Discretion

Through relevant IMAs and other governing documents, Clients retain ICM to select investment options and other assets for accounts, consistent with established investment objectives, guidelines and restrictions of each Client. ICM generally has the discretionary authority to make the following determinations on behalf of each ICM Fund and certain Accounts (or to utilize an investment option to make such determinations):

- which securities or assets to buy or sell and when to do so;
- the total amount of securities or assets to buy or sell;
- the prices at which securities or assets are to be bought or sold;
- the broker or dealer through which transactions are executed and;
- where applicable, commission rates or other charges (*e.g.*, dealer spreads or markups/mark-downs and other transaction costs) for such transactions.

Clients may limit ICM's discretionary authority under certain circumstances. ICM's ability

to exercise discretionary authority is limited by the Client's investment objectives, guidelines and restrictions and relevant provisions of each Client's IMA or Governing Documents. Moreover, ICM, with respect to all or part of certain Client relationships, provides non-discretionary investment advice or accepts Accounts where investment discretion is limited by the Client through the imposition of investment restrictions.

Item 17 – Voting Client Securities

From a proxy voting perspective, the investments held in Client accounts generally fall into one of two categories:

1. Investment in a Managed Account – Proxy voting for any direct investments in a security held in a Managed Account is typically at the voting discretion of the Client.
2. Investment in an ICM Fund – Proxy voting for any direct investments in a security held in an ICM Fund is handled by ICM's Chief Investment Officer or a member of the investment team designated by the Chief Investment Officer. In such instances, ICM would follow a Client's specific guidelines for proxy voting when such guidelines are specified. In all other cases, ICM will vote such proxies in accordance with its proxy policies and procedures which are designed to ensure that ICM votes in the best interests of its Clients. In the event of a conflict of interest with respect to any proxy vote, ICM will follow the written policies and procedures it has established to address such conflict.

Copies of ICM's proxy voting procedures and voting records are available upon request.

Item 18 – Financial Information

18. A. Advance Payment of Fees

ICM does not require the payment of fees or other compensation six months or more in advance.

18. B. Financial Condition

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. There exists no financial condition of which ICM is currently aware that would impair ICM's ability to meet contractual commitments to its clients.

18. C. No Bankruptcy Proceedings

ICM has not been the subject of a bankruptcy proceeding.