

**Item 1. – Cover Page**

**Dorchester Private Equity Management, LLC  
Dorchester Capital Advisors, LLC  
Part 2A of Form ADV  
The Brochure**

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This brochure provides information about the qualifications and business practices of Dorchester Private Equity Management, LLC (“DPEM”) and Dorchester Capital Advisors, LLC (“DCA” and, with DPEM, “Advisors”). If you have any questions about the contents of this brochure, please contact us at (310) 402-5090. 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.

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

In this brochure, DPEM and DCA and certain affiliates are referred to as registered investment advisers. This means that DPEM and DCA are registered as investment advisers under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). Advisers Act registration does not and should not be read to imply a certain level of skill or training.

## Item 2. - Material Changes

This section discusses only material changes since the last annual update of this Brochure. Brochures were previously updated by DPEM and DCA on March 29, 2018.

The only material changes would be in the decision to file DCA as a relying advisor under DPEM and it was decided to close down Dorchester Capital International, Ltd (“DCI”), which returned all capital (other than holdback) to investors effective September 30, 2018. DCI is in the liquidation process and will likely be completely liquidated and close by June 30, 2019 (pending final audited financial statements and distribution of holdback. It should also be noted that Dorchester Capital Advisors International, LLC no longer manages any funds and has been removed.

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## Item 4. - Advisory Business

Dorchester Private Equity Management, LLC (the “Advisor” or “DPEM”) is the investment manager to the following funds (each, individually, a “DPEM Fund” and, collectively, the “DPEM Funds”): Dorchester Private Equity I, L.P., a Delaware limited partnership (“DPE”), Dorchester Shared Opportunities II, LP, a Delaware limited partnership (f/k/a Dorchester Private Equity II, L.P., “DSO II,” and, with DPE, the “Private Equity Funds”), Dorchester Capital Secondaries II, L.P., a Delaware limited partnership (“DCS II”), Dorchester Capital Secondaries Offshore II, L.P., a Cayman Islands exempted limited partnership (“DCS Offshore II”),

Dorchester Capital Secondaries III, L.P., a Delaware limited partnership (“DCS III”), Dorchester Capital Secondaries Offshore III, L.P., a Cayman Islands exempted limited partnership (“DCS Offshore III”), Dorchester Capital Secondaries IV, L.P., a Delaware limited partnership (“DCS IV”), Dorchester Capital Secondaries Offshore IV, L.P., a Cayman Islands exempted limited partnership (“DCS Offshore IV”), Dorchester Capital Secondaries V, L.P., a Delaware limited partnership (“DCS V”), Dorchester Capital Secondaries Offshore V, L.P. (“DCS Offshore V”, and, with DCS II, DCS Offshore II, DCS III, DCS Offshore III, DCS IV, DCS Offshore IV and DCS V, the “Secondaries Funds”), Dorchester AB Partners, LP, a Delaware limited partnership (“Dorchester AB”), DCSO III SPV, LP, a Delaware limited partnership (“SPV”) and Dorchester Capital Credit Opportunities Offshore, LP (“DCCOO”).

Dorchester Capital Advisors, LLC (the “Advisor” or “DCA”) is the general partner of a Delaware limited partnership: Dorchester Capital Partners, L.P., a Delaware limited partnership (“DCP” or the “Onshore Fund”), and is the investment manager for one Cayman Island company: Dorchester Capital International, Ltd. (“DCI”). DCA is also the managing member of Dorchester Asset Class Replicator, LLC (“DACR”), a Delaware limited liability corporation. In its capacity as the general partner of the Onshore Fund, as the investment manager for DCI and the managing member of DACR, DCA is responsible for implementing the Onshore Fund’s and DCI’s investment objectives and strategies.

Each of DCP, DCI, and DACR are referred to individually as a “DCA Fund” and, collectively, as the “DCA Funds.” When combined with DPEM Funds, they are collectively called “Dorchester Funds”.

DPEM or DCA serves as the general partner of each of the Funds and, as such, they are responsible for implementing each Fund’s investment objectives and strategies.

The investment objective of each of the Private Equity Funds is to seek to achieve capital appreciation by investing, directly or in the secondary market, in private equity funds, including, without limitation, buyout funds, mezzanine funds, hedge funds and venture capital funds (each an “Investment Fund,” and, collectively, all investments made by a Fund, “Investment Funds”), without restriction on such funds’ industry, sector, country focus or stage.

The investment objective of each of the Secondaries Funds is to achieve capital appreciation primarily by acquiring interests in existing hedge funds (also “Investment Funds”) in secondary market transactions. DCS Offshore II invests substantially all of its assets in DCS II. DCS II then invests directly in Investment Funds. DCS III & DCS Offshore III and DCS IV and DCS Offshore IV are standalone entities and invest on their own, however, there is intended to be a high degree of the same investments between the two fund pairs, and in certain rare instances such investments may be limited in nature. DPEM has adopted an allocation policy to address the allocation of limited investment opportunities between DCS IV and DCS Offshore IV, which is described in greater detail in Item 6 of this Brochure and in each Fund’s private placement memorandum.

The investment objective of DCCOO is to seek to achieve capital appreciation by investing in credit-oriented opportunities arising from the shrinking of bank balance sheets and global deleveraging.

The investment objective of each DCA Fund is to generate attractive, risk-adjusted returns through a market cycle with a focus on capital appreciation and/or capital preservation. Each DCA Fund seeks to achieve its investment objectives by investing in a diversified group of separate accounts and private funds (“Investment Funds”) sponsored by investment managers (“Underlying Managers”) that employ a variety of investment strategies that the Advisor believes offer attractive rates of return over time. DCI, managed by DCA, is a feeder fund into DCP, but is in liquidation process. The strategies include long/short and primarily long only investment strategies, event driven and special situations investment strategies, distressed and value debt securities investment strategies and relative value investment strategies. As part of its pursuit of such strategies, the Advisor may also invest in mutual funds and/or closed-end funds (e.g., publicly traded hedge funds). The Advisor may cause the DCA Funds to invest in Investment Funds directly or may cause the DCA Funds to purchase interests or shares of Investment Funds (including private equity funds) from a current investor through a secondary market transaction.

Each DPEM Fund (other than Dorchester AB) may invest in shares, interests or units of the other funds sponsored by DPEM or a DPEM affiliate (“Affiliated Funds”) and may co-invest with Affiliated Funds or Investment Fund sponsors in certain transactions.

Each Dorchester Fund may also invest in short-term debt securities, money market instruments and interests in one or more investment companies or funds that invest in comparable investments.

Each Advisor tailors its advisory services to the specific objectives of each Fund. It does not tailor its investment advice to the investment objectives or specific needs of any investor in a Fund (each, a “limited partner” of that Fund).

Each DPEM Fund (other than DCS IV, DCS IV Offshore, DCS V and DCS V Offshore) is fully invested and not making new investments or accepting new investors. DCS IV and DCSO IV are closed to new investors.

DCA was founded in 2001 and DPEM was founded in December 2005 by Mark Steven Zucker and Michael Halpern (no longer with the firm). Mr. Zucker is the managing member and Chief Investment Officers (“CIOs”) of DPEM. As of December 31, 2018, DPEM and DCA managed approximately \$772 million and \$62 million, respectively, on a discretionary basis on behalf of the Funds. Neither Advisor manages any assets on a non-discretionary basis.

## **Item 5. - Fees and Compensation**

For its services to each DPEM Fund (other than to Dorchester AB and SPV, which have never charged management fees and DPE, DCS II and DCS II Offshore, which have waived their fees going forward) DPEM is entitled to receive management fees. Each relevant DPEM Fund’s management fees are payable quarterly in advance.

The management fee payable to DPEM by DSO II for each calendar quarter is one-fourth of 1.00% of the amount of all capital contributions used by DSO II to make investments or committed, as evidenced by a written contract, letter of intent or heads of agreement, for making investments or meeting capital calls with respect thereto, less write-offs and write downs, determined by reference to the income tax basis of the investment (“Invested Capital”).

DCS IV and DCS IV Offshore are each still in their “Investment Period.” During the remainder of the Investment Period, the Management Fee payable to DPEM by both DCS IV and DCS Offshore IV for any calendar quarter is one-fourth of 1.00% (0.25%) of each DCS IV or DCS IV Offshore limited partners’ capital commitment. Thereafter, the management fee for any calendar quarter is one-fourth of 0.75% (0.1875%) of each DCS IV or DCS Offshore IV limited partner’s capital account balances as of the last day of the prior calendar quarter, except that, after the date which is the fifth anniversary of the initial closing (which occurred July 1, 2016), the management fee will be 0.50% of each DCS IV or DCS Offshore IV limited partner’s capital account balance as of the last day of the prior calendar quarter.

DCS V and DCS V Offshore will be handled the same way as DCS IV and DCS IV Offshore, with the exception that during the last year of their “Investment Period,” if they have not called at least 50% of limited partners’ capital commitment by the end of year 3 (June 30, 2022), the Management Fee for each of the next four quarters will be reduced to one-fourth of 0.75% (0.1875%). Also, the reduction to a 0.50% Management Fee will occur on the sixth anniversary of the initial closing (expected to be July 1, 2019).

Management fees are pro-rated for quarters of less than three calendar months. Each limited partner of a Dorchester Fund generally bears its *pro rata* share of the management fees paid by that Dorchester Fund to the relevant Advisor. In addition, if limited partners are admitted to a Dorchester Fund other than the first day of calendar quarter, or after the initial closing date of a Dorchester Fund, the relevant Advisor may charge an additional management fee for such calendar quarter and/or otherwise adjust allocations to the partners of that Fund.

The management fee with respect to any limited partner of a Dorchester Fund may be waived or modified in whole or in part by the Advisor, in its sole and absolute discretion.

Generally, for DPEM Funds still in the Investment Period, DPEM requests the amount of the quarterly management fee in the first month of the quarter. The applicable Fund’s administrator/custodian makes the payment. For DPEM Funds outside the Investment Period, once the prior quarter numbers are finalized, DPEM requests the amount of the management fee from the applicable Fund administrator/custodian. DPEM reconciles its internal management fees and the amounts calculated by the applicable Fund administrator on a quarterly basis, with any differences being included in the next quarterly payment.

DCP’s management fees are payable quarterly in advance and are generally computed as a percentage of an investor’s capital account balance. The management fees are generally 0.625 per annum. Investors that withdraw or redeem all or a portion of their investment in DCP other than at the end of a quarter will be rebated an appropriate portion of the management fee with respect to the amount withdrawn by such investor. Management fees are also pro-rated for partial periods.

As noted above, DCP management fees are paid in advance, and are based on investors' capital account balances (or the net asset value of a tranche) as of the first day of each quarter. Generally, Dorchester requests a conservative amount of the estimated quarterly management fee in the first week of the quarter (roughly 90% of the quarter's expected management fee). Once the prior quarter numbers are finalized, Dorchester requests the balance of the management fee, adjusting for new investments, if any.

In addition to management fees, DPEM is entitled to a distribution of profits (a "Carried Interest") from each DPEM Fund, other than DCS II Offshore and DCCOO. DPEM is not entitled to a Carried Interest in DCS II Offshore; however, as a limited partner of DCS II, DCS II Offshore (and each limited partner thereof) bears its share of the Carried Interest paid by the applicable DPEM Fund to DPEM. The Carried Interest is payable to DPEM only after payment to the limited partners of a return of capital contributions, plus a specified rate of return. The specified rates of return range from generally 8%-10%. After payment of the specified return to limited partners, DPEM receives 100% of the distributions until it has received an amount ranging from 10%-20% of the aggregate amounts distributed to the limited partners. Thereafter, the limited partners and DPEM share in the profits in specified percentages. DPEM's share ranges from 10%-20% of the profits. Upon dissolution of a DPEM Fund, DPEM is required to restore funds to the relevant Fund to the extent that DPEM has received cumulative Carried Interest distributions in excess of the amount that DPEM was entitled to receive on a cumulative basis (with a netting of gains and losses), provided, that in no event is DPEM required to restore more than the cumulative distributions received by it with respect to its Carried Interest net of tax liabilities incurred by DPEM and its members with respect to such distributions. For DPE, the specified rate of return is 8% and DPEM's distribution and profits percentage is 10%. For DSO II, the specified rate of return is 8% and DPEM's distribution and profits percentage is 15%. For the Secondaries Funds, the specified rate of return is 8% and DPEM's distribution and profits percentage is between 15%-20%. For Dorchester AB, the specified rate of return is 8% and DPEM's distribution and profits percentage is 20%.

For DCCOO, DPEM receives an incentive allocation based on its performance so long as it attains a specified rate of return (a "Performance Fee"). The specified rate of return for DCCOO is 8% and the incentive allocation is 10%.

For DCP, DCA receives a Performance Fee (which is not subject to a specified rate of return) based on its performance. The incentive allocations paid by DCP range from 0-5%. An incentive allocation is paid for DCP and is computed by reallocating, as of the end of each fiscal year, a percentage of the net profits (including unrealized gains) allocated to an investor's capital account to the Advisor's capital account, subject to a loss carry-forward provision (or "high water mark"). An investor that makes a withdrawal from his or her capital account other than as of the end of a fiscal year will be charged an incentive allocation, if applicable and subject to the high water mark, on the amount withdrawn as of the effective date of the withdrawal. The incentive allocation is only earned at the end of the year, or when crystallized by a redemption during the year. DCA generally requests withdrawals from its capital account when it is tax efficient, and the withdrawals are often reinvested in Dorchester funds by the CIO.

Different classes or tranches of shares or interests within a Dorchester Fund may pay different management fees or incentive allocations. Fund-level management fees and incentive allocations may be reduced or waived in certain circumstances, including with respect to investments (1) by a Dorchester Fund in another Dorchester Fund (2) by members, officers and/or employees of Dorchester.

Although fees are generally not negotiable, an Advisor may cause a Dorchester Fund to enter into separate agreements with certain Dorchester Fund investors that provide for fee terms that are different than those generally applicable to investors in that class or tranche of a Dorchester Fund. DPEM may waive, reduce or modify the Carried Interest with respect to any limited partner, in whole or in part, in its sole and absolute discretion.

The Funds purchase interests in and shares of Investment Funds and, therefore, investors in the Dorchester Funds are paying multiple layers of fees in such circumstances. Investors in a Dorchester Fund generally pay a management fee and carried interest to one of the Advisors and, indirectly through the Dorchester Fund's investments in Investment Funds, pay an additional management fee and/or performance fee or allocation to the underlying managers of Investment Funds ("Underlying Managers").

The fees and allocations charged to a Dorchester Fund are described in more detail in that Dorchester Fund's offering documents.

Each Dorchester Fund bears its transaction (*e.g.*, brokerage commissions), administrative, custody, legal (including blue sky compliance), technology costs and expenses associated with the research and monitoring of Dorchester Fund investments (including specific travel related costs), insurance expenses (including a portion of the D&O and E&O policies covering the Advisors and their personnel), tax preparation, accounting and audit expenses, and any expenses for services that the Dorchester Fund requires the Advisor to obtain. The Advisors are reimbursed for any of such expenses it bears on a Dorchester Fund's behalf. In addition to a Dorchester Fund's direct expenses, each Dorchester Fund, as an investor in Investment Funds, indirectly bears its own *pro rata* share of the expenses of those Investment Funds. These indirect expenses may include, without limitation, a Fund's *pro rata* share of an Investment Fund's investment expenses (including, but not limited to, legal fees, research expenses, custodial fees and brokerage commissions) and overhead expenses (such as rent, personnel expenses, equipment, supplies, management and consulting fees and similar expenses) and any profit participations or carried interests for Underlying Managers.

Each Dorchester Fund (other than Dorchester AB) may also invest in shares, interests or units of Affiliated Funds. In addition, as described above, DCS II Offshore invests in interests of DCS II. Except as set forth in Item 5 above, no Advisor that serves as investment manager, general partner or adviser of such fund will receive any management fees, incentive allocation or performance fees from a Dorchester Fund's investment in the fund, unless the Dorchester Fund being invested into charges a higher fee than the Dorchester Fund that is investing, in which case the difference may be charged.



A discussion of Dorchester's brokerage policies and procedures is set forth in Item 12, to the extent applicable. These policies are limited, however, because the Dorchester Funds generally invest in Investment Funds in private transactions and do not use broker/dealers to effect securities transactions.

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

As stated in the Fees and Compensation section above, the Advisors receive a Carried Interest or a Performance Fee in most Dorchester Funds.

The fact that Dorchester is compensated based on performance may create an incentive for Dorchester to make investments on behalf of the Dorchester Funds that are riskier or more speculative than would be the case in the absence of such compensation arrangements.

DPEM and DCA share common employees, including portfolio managers, as discussed in Item 10 below. These portfolio managers make investment decisions for the Dorchester Funds. As a result, Dorchester may have an incentive to favor accounts through allocation of investments to Dorchester Funds in which the required returns to limited partners prior to payment of the Carried Interest are lower, thus creating a greater possibility of payment of the Carried Interest, or to Dorchester Funds in which the Carried Interest percentage is higher.

In counteracting such incentives, Dorchester has designed and implemented policies and procedures to ensure that all Dorchester Funds are treated fairly in connection with allocation of investment opportunities, and to prevent any conflict of interest from influencing allocations of these investment opportunities. In the event that two or more Dorchester Funds purchases or sells interests or shares in the same Investment Fund, it is Dorchester's general policy to allocate purchase or sale opportunities on a *pro rata* basis to all appropriate Dorchester Funds. In the case of purchase opportunities, this determination will be made by reference to the approximate net asset value of the appropriate Dorchester Funds, and, in the case of sales, the approximate net asset value of interests or shares owned by all appropriate Dorchester Funds. In the rare event that Dorchester offers a Co-Investment opportunity, it is Dorchester's practice to offer such opportunities first to investors that have requested access to these opportunities and signed side letters with the firm. If there is still opportunity to invest beyond such large investors, Dorchester would then open it to all investors associated with the fund or funds through which such opportunity arose.

Allocations of purchases of interests or shares in secondary market purchases ("SMP," "Secondary" or "Secondaries") may be appropriate for DCS IV, DCS IV Offshore, DCS V, DCS V Offshore (collectively, "Open Secondaries Funds"), DCCO or DCP (the only Dorchester Funds that are not fully invested and are making new investments). Notwithstanding the *pro rata* allocation policy described above, allocations to DCCO or DCP may be made only if the size (based on purchase price) of the SMP is greater than 2% of committed capital in the Open Secondaries Funds. When a Secondary exceeds 2% of the committed capital of the Open Secondaries Funds at cost, and another Dorchester Fund would like to participate, then the allocations of the amount above 2% will be made *pro rata* to the requested amount so long as the requested amounts are within the sizing guidelines mentioned below. Wherever there is excess or

it is hard to split, the bias is to allocate to the Open Secondaries Fund as they are structured to better match the possible long tail liquidity, and less predictable and infrequent cash flows. The participation of funds other than Open Secondaries Funds is dependent on the cash flow and capacity of the other Dorchester Funds, as well as other criteria specific to each Secondary. Further, Open Secondaries Funds have further guidelines delineating the allocation of SMP opportunities between themselves, relating to the tax ramifications of investments and the size of the allocation. The guidelines may be found in greater detail in each Dorchester Fund's private placement memorandum or the firm's Compliance Manual, but address both domicile and tax treatment issues.

If an applicable member of management responsible for the Dorchester Funds' investments, such as the Chief Investment Officer ("CIO") or Director of Research, believes that an exception should be made to Dorchester's general policy of the *pro rata* allocation of purchase or sale opportunities or an exception should be made to the allocation policy relating to Secondaries, or that any other exception to the allocation policies should be made, the CIO will be required to raise such proposed exception before the Management Team (consisting of the CFO/CCO, COO and the Director of Research). The Management Team, as a whole, will then discuss the matter and will only recommend an exception to Dorchester's allocation policies if it determines that, under the circumstances, such exception would be in the best interests of the Dorchester Funds and their investors. The Management Team must record any recommendation that is not included within certain enumerated categories of exceptions, in writing, including the basis for such recommendation, and present the same to the Chief Compliance Officer, who will make final written determination with respect to the proposed exception.

## **Item 7. - Types of Clients**

Either DPEM or DCA is the general partner (and investment manager) of each Dorchester Fund pursuant to the Limited Partnership Agreement of each Dorchester Fund. *See* Item 4, above.

Each investor in a Dorchester Fund generally must be (1) an "accredited investor," as defined in Regulation D under the U.S. Securities Act of 1933, as amended ("1933 Act") and (2) a "qualified purchaser" under the U.S. Investment Company Act of 1940, as amended ("1940 Act"), and the rules thereunder.

Each Dorchester Fund also has a minimum required investment amount of \$2,000,000, which amount may be waived by Dorchester in its sole and absolute discretion.

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

The Dorchester Funds focus on the merits of individual transactions. Each Secondaries Fund's success will primarily depend on the initial purchase discounts obtained when acquiring interests in Investment Funds, as well as capital appreciation derived from the performance of the Investment Funds. Each Private Equity Fund's success is subject to many factors, including (1) DPEM's ability to successfully select investments, (2) the quality of the Underlying Managers and the management of the companies in which the Investment Funds invest, (3) general economic

and market conditions and (4) the Investment Funds' ability to liquidate their investments on a profitable basis.

The Secondaries Funds and Private Equity Funds may invest without restriction to the industry, sector, country or stage of such investments. The Secondaries Funds and Private Equity Funds do not invest in Investment Funds with a particular strategy or strategies.

Dorchester's broad experience within various parts of the investment management industry provides a large network from which it can source potential Investment Funds. Dorchester's Research Team's expertise comes from a variety of backgrounds including Wall Street investment banking, research and trading, private equity, institutional investment and hedge fund management. Dorchester's team includes professionals who have built relationships over many years each in their respective disciplines. Mark Zucker, the Advisor's Managing Member and CIO, previously founded and ran his own hedge fund.

In considering potential investments for the Funds, Dorchester will undertake a review of the prospective Investment Fund and its management, examine such criteria as the relative experience of management and the performance of their prior investment, the terms of the offering documents, and the portfolio diversification of the Investment Fund. Dorchester will also generally review the underlying assets of the Investment Fund in order to arrive at an independent estimate of that Investment Fund's intrinsic value.

All investing involves a risk of loss, including loss of principal invested. There are certain risks involved in the strategies pursued by Dorchester for the Dorchester Funds. Certain of these risks are described below. A potential investor in a Dorchester Fund, however, will be provided with offering documents that contain a more fulsome discussion of the risks involved in such an investment and the applicable Dorchester Fund's investment activities.

### General Risks

*Multiple Investment Managers.* Because the Dorchester Funds invest in Investment Funds generally managed by unaffiliated Underlying Managers who make their trading decisions independently, it is theoretically possible that one or more of such Underlying Managers may, at any time, take investment positions that are opposite of positions taken by other Underlying Managers. It is also possible that the Underlying Managers selected by Dorchester may on occasion be competing with each other for similar positions at the same time. Also, a particular Underlying Manager may take positions for its other clients that are opposite to positions taken for an Investment Fund selected by Dorchester.

*Multiple Layers of Fees and Expenses.* The Dorchester Funds invest a substantial portion of their assets in Investment Funds. While providing investors with diversification, this multi-manager approach also exposes investors to several layers of fees, incentive allocations and expenses. In addition to the fees paid to an Advisor, each Investment Fund may charge a management fee, an incentive allocation and/or a performance fee and may incur expenses. It is expected that Investment Funds' management fees will generally be 1% to 2% and the incentive allocations, performance fees and/or carried interests will generally be 10% to 20%. These fees

and expenses reduce the returns generated by a Dorchester Fund and, in the aggregate, may be higher than fees charged by investment funds with a single manager. The returns realized by Dorchester Fund investors may be substantially less than the returns the investors would realize from engaging in the same activities directly, if they were able to make such investments directly without investing in a Dorchester Fund.

Access to Information from Underlying Managers. Dorchester may request information from each Underlying Manager regarding the Underlying Manager's historical performance and investment strategy. Dorchester may also request detailed portfolio information on a continuing basis from each Underlying Manager retained on behalf of a Dorchester Fund. However, Dorchester may not always be provided with such information because certain of this information may be considered proprietary information by the particular Underlying Manager. This lack of access to information may make it more difficult for Dorchester to select, evaluate and monitor Underlying Managers and their Investment Funds.

Limited Ability to Verify Valuation Information. The value of a Dorchester Fund's investment in an Investment Fund will generally be determined in accordance with the valuation policies of the Investment Fund and its Underlying Manager. Such valuations will generally be calculated by the Investment Fund, the Underlying Manager or its agent, not by the Dorchester Fund, any Fund administrator or Dorchester. A Dorchester Fund, as an investor in an Investment Fund, has only limited access to the portfolio holdings of such Investment Fund and, thus, the Dorchester Fund and the Advisor may have a limited ability to independently verify the valuation information provided by the Investment Fund and Underlying Manager. Dorchester relies on operational due diligence performed on such Investment Funds and on the Investment Funds' independent financial statement audit in order to get comfortable with the valuations received from the Underlying Managers.

Liquidity Risk. Each Dorchester Fund represents a long-term investment. There is no public market for the interests in the Dorchester Funds, which interests may generally not be withdrawn, redeemed, assigned, transferred or encumbered without Dorchester's prior written approval (which it may withhold in its sole and absolute discretion). There generally exists a very thinly traded or no market for the investments made by the Dorchester Funds or made by the Underlying Managers in underlying companies and/or investments, and such trading may be restricted under federal and state securities laws.

#### Risks of Investment in the Private Equity Funds

Private Equity/ Venture Investing. The Private Equity Funds' success is subject to many factors, including (1) DPEM's ability to successfully select Investment Funds, (2) the quality of the Underlying Managers and the management of the companies in which the Investment Funds invest, (3) general economic and market conditions and (4) the Investment Funds' ability to liquidate their investments on a profitable basis. Many of the companies in which the Investment Funds invest may have little operating history, may not be operating profitably, may have limited or no revenue, may be thinly capitalized and may operate in new or developing industries and/or in developing countries. In addition, many of the Underlying Managers may have no prior

operating history or track record on which to rely. As a result, an investment in a Private Equity Fund carries a high degree of business and financial risk and may result in substantial losses.

*Illiquidity.* There generally exists a very thinly traded or no market for the investments made by the Private Equity Funds or made by the Underlying Managers in underlying companies and investments and such trading may be restricted under federal and state securities laws. In general, it takes several years for these underlying companies to reach a stage of maturity at which realization events could occur, and some never reach this stage. Accordingly, it is unlikely that any significant distributions will be realized until the later stages of a Private Equity Fund's term or that an investor will have an opportunity to liquidate its interests in the event of an unanticipated need for cash.

*Emerging and Third-World Markets.* The Private Equity Funds may invest with Underlying Managers who invest in emerging markets and/or third-world countries. The securities markets of emerging and third-world countries are generally smaller, less developed, less liquid, and more volatile than the securities markets of the United States and developed foreign markets. Disclosure and regulatory standards in many respects are less stringent than in the United States and developed foreign markets. Accounting and auditing standards in many markets are different, sometimes significantly, from those applicable in the United States or Europe, and may be less developed and less stringent than those of developed markets. There is substantially less publicly available information about companies located in emerging and third-world markets than there is about companies in other more developed jurisdictions. There also may be a lower level of monitoring and regulation of securities markets in emerging market and third-world countries and the activities of investors in such markets and enforcement of existing regulations has been extremely limited.

Many emerging and/or third-world countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging and third-world countries.

In many cases, governments of emerging and third-world countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect companies doing business in these jurisdictions. In addition, there is a heightened possibility of expropriation or confiscatory taxation, imposition of withholding taxes on interest payments, or other similar developments that could affect investments in those countries. There can be no assurance that adverse political changes, or changes in laws and regulations, will not cause the Private Equity Funds to suffer a loss of any or all of its investments.

The Private Equity Funds are also subject to *Currency Risk*, as described below.

#### Risks of Investing in the Secondaries Funds

*Investment Strategies.* The success of the Secondaries Funds depends on DPPEM's ability to purchase interests in Investment Funds in secondary market transactions at what DPPEM

believes are attractive prices. Some of these Investment Funds may already have suspended the determination of their net asset values and/or redemptions, gated redemption requests and/or a substantial portion of their investments may be illiquid and/or more difficult to value. Accordingly, it may be more difficult to value interests in these Investment Funds and for DPEM to determine the appropriate price to pay for these interests. Success also depends on each Underlying Manager's ability to select individual securities, to correctly interpret market data, predict future market movements and otherwise implement its investment strategy. There can be no assurance that a Secondaries Fund will be able to purchase interests in any particular Investment Fund. No assurance can be given that the investment strategies to be used by a Secondaries Fund or an Investment Fund will be successful under all or any market conditions.

*Leverage.* Certain Investment Funds will seek to enhance returns through the use of leverage, which can be described as exposure to changes in price at a ratio greater than 1:1 in reference to the amount invested. Leverage magnifies both the favorable and unfavorable effects of price movements in the investments made by an Investment Fund, all of which may subject a Fund to substantial risk of loss.

*Short Selling.* Some of the Investment Funds will engage in short selling, both as part of their general investment strategy and for hedging purposes. Short selling involves selling securities that are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows an Investment Fund to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss upon such repurchase. An Investment Fund's obligations under its securities loans will be marked to market daily and collateralized by that Investment Fund's assets held at the broker, including its cash balance and its long securities positions. Because securities loans must be marked to market daily, there may be periods when the securities loan must be settled prematurely, and a substantial loss would occur.

Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short selling exposes an Investment Fund (and thus a Fund) to unlimited risk with respect to that security due to the lack of an upper limit on the price to which an instrument can rise.

*Equity Securities.* The value of the equity securities held by the Investment Funds are subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. The value of a Secondaries Fund's investment in an Investment Fund will increase and decrease, reflecting fluctuations in the value of the underlying securities held by the Investment Fund.

*Debt and Other Income Securities.* Investment Funds may invest in fixed-income and adjustable-rate securities. Income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are generally inversely affected by changes in interest rates

and, therefore, are subject to the risk of market price fluctuations. In general, the values of fixed income securities increase when prevailing interest rates fall and decrease when interest rates rise. Because of the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase or decrease significantly in value when market interest rates fall or rise, respectively. Market risk relates to the changes in the risk or perceived risk of an issuer, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities. Income securities denominated in non-U.S. currencies are also subject to the risk of a decline in the value of the denominating currency relative to the U.S. dollar.

The debt securities in which the Investment Funds may invest are not necessarily required to satisfy any minimum credit rating standard and may include instruments that are considered to be of relatively poor standing and have predominantly speculative characteristics with respect to capacity to pay interest and repay principal. The Investment Funds may invest in bonds rated lower than investment grade, which may be considered speculative. The Investment Funds may also invest a substantial portion of their assets in high-risk instruments that are low rated or unrated.

*Convertible Securities.* Some of the Investment Funds will invest in convertible securities (“Convertibles”), which are generally debt securities or preferred stocks that may be converted into common stock. Convertibles typically pay current income as either interest (debt security convertibles) or dividends (preferred stocks). A Convertible’s value usually reflects both the stream of current income payments and the value of the underlying common stock. The market value of a Convertible performs like that of a regular debt security; that is, if market interest rates rise, the value of a Convertible usually falls. Since it is convertible into common stock, the Convertible generally has the same types of market and issuer risk as the underlying common stock. Convertibles that are debt securities are also subject to the normal risks associated with debt securities, such as interest rate risks, credit spread expansion and ultimately default risk, as discussed below. Convertibles are also prone to liquidity risk, as demand can dry up periodically, and bid/ask spreads on bonds can widen significantly.

An issuer may be more likely to fail to make regular payments on a Convertible than on its other debt because other debt securities may have a prior claim on the issuer’s assets, particularly if the Convertible is preferred stock. However, Convertibles usually have a claim prior to the issuer’s common stock.

*Derivatives.* Certain Investment Funds may invest in derivatives. Derivatives are financial contracts whose values depend on, or are derived from, the value of an underlying asset, reference rate or index. Investment Funds may use derivatives for any number of purposes including, among other things, as a substitute for taking a position in the underlying asset or as part of a strategy designed to reduce or increase exposure to other risks, such as interest rate or currency risk. An Investment Fund’s use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks described elsewhere in this section, such as interest rate risk, market risk and credit risk. They also involve the risk of

mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index. If an Investment Fund invests in a derivative instrument, it could lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that an Investment Fund will engage in these transactions to reduce exposure to other risks when that would be beneficial.

*Option Transactions.* The purchase or sale of an option by an Investment Fund involves the payment or receipt of a premium payment and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument does not change price in the manner expected, so that the option expires worthless and the investor loses its premium. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security or other instrument in excess of the premium payment received.

*OTC Transactions.* Certain Investment Funds may invest in derivative instruments that are not traded on organized exchanges and, as such, are not standardized. These transactions are known as over-the-counter (“OTC”) transactions. In general, there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. This exposes an Investment Fund to the risks that a counterparty will not settle a transaction because of a credit or liquidity problem or because of disputes over the terms of the contract. In addition, an Investment Fund will be subject to the risk of the inability of counterparties to perform with respect to transactions, whether due to insolvency, bankruptcy, governmental prohibition or other causes, which could subject the Investment Fund, and thus the investing Fund, to losses.

*Futures Contracts and Options on Futures Contracts.* In entering into futures contracts and options on futures contracts, there is a credit risk that a counterparty will not be able to meet its obligations to an Investment Fund. The counterparty for futures contracts and options on futures contracts traded in the United States and on most foreign futures exchanges is the clearinghouse associated with such exchange. In general, clearinghouses are backed by the corporate members of the clearinghouse who are required to share any financial burden resulting from the non-performance by one of its members and, as such, should significantly reduce this credit risk. In cases where the clearinghouse is not backed by the clearing members (*i.e.*, some foreign exchanges), it is normally backed by a consortium of banks or other financial institutions. There can be no assurance that any counterparty, clearing member or clearinghouse will be able to meet its obligations to an Investment Fund.

In addition, under the Commodity Exchange Act (“CEA”), futures commission merchants are required to maintain customers’ assets on a segregated basis. If an Investment Fund engages in futures and options contract trading and the futures commission merchants with whom the Investment Fund maintains accounts fail to so segregate the Investment Fund’s assets or are not required to do so, the Investment Fund will be subject to a risk of loss in the event of the



bankruptcy of any of its futures commission merchants. Even where customers' funds are properly segregated, an Investment Fund might be able to recover only a *pro rata* share of its property pursuant to a distribution of a bankrupt futures commission merchant's assets.

*Non-U.S. Investments.* Investment in non-U.S. issuers or securities principally traded outside the United States may involve certain special risks due to economic, political and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, and possible difficulty in obtaining and enforcing judgments against non-U.S. entities. Furthermore, issuers of non-U.S. securities are subject to different, often less comprehensive, accounting reporting and disclosure requirements than domestic issuers. The securities of some foreign governments and companies and foreign securities markets are less liquid and at times more volatile than comparable U.S. securities and securities markets. The foregoing risks associated with non-U.S. investments are even greater in emerging markets.

*Non-U.S. Exchanges and Markets.* An Investment Fund may engage in trading on non-U.S. exchanges and markets. Trading on such exchanges and markets may involve certain risks not applicable to trading on U.S. exchanges and is frequently less regulated. For example, certain of those exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants, as do U.S. exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on those exchanges. Some non-U.S. exchanges, in contrast to U.S. exchanges, are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non-U.S. exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention. Investment in non-U.S. markets is also subject to the risk of fluctuations in the exchange rate between the local currency and the dollar and to the possibility of exchange controls. Foreign brokerage commissions and other fees are also generally higher than in the United States.

*Currency Risk.* The value of an Investment Fund's assets may be affected favorably or unfavorably by the changes in currency rates and exchange control regulations. Some currency exchange costs may be incurred when an Investment Fund changes investments from one country to another. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by the forces of supply and demand in the respective markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors, as seen from an international perspective. Currency exchange rates can also be affected unpredictably by intervention by governments or central banks (or the failure to intervene) or by currency controls or political developments.

*Portfolio Valuation.* Where the Firm is responsible to price a client's portfolio for fee billing or investment performance calculation purposes, the Firm will generally use pricing information provided by an independent pricing service (the "Primary Pricing Source"). Based on our investment style and the types of securities in which we generally invest on behalf of our

clients (see Item 8, “Methods of Analysis, Investment Strategies and Risk of Loss,” below for additional information), the Primary Pricing Source is typically able to provide pricing information for securities included within our clients’ portfolios. In the event the Primary Pricing Source is unable to obtain a price, the Firm will determine a fair value for that security.

When determining a fair value, our objective is to identify a price we believe we could reasonably receive in a sale between market participants at the specific measurement date without forced liquidation.

We would encounter a clear conflict when fair valuing securities, as we have an incentive to value these securities higher in an effort to generate greater management and incentive fees and higher investment returns. We have controls in place to mitigate this conflict, including: 1) responsibilities in establishing a fair valuation described above; 2) policies and procedures designed to provide reasonable assurance securities are valued properly; and 3) involvement of the Valuation Committee.

*Cybersecurity.* Increased reliance upon internet-based programs and applications to conduct transactions and store data creates growing security and operational risks. Targeted cyberattacks, as well as accidental events, can lead to a breach in computer and data systems security and subsequent unauthorized access to sensitive transactional or personal information. Data taken in breaches may be used by criminals in committing identity theft, obtaining loans or payments under false identities, and in other crimes that could affect the value of assets in which the Funds invest. Cybersecurity breaches at the Firm or its vendors and service providers may also lead to theft, data corruption, or overall disruption in operational systems. These threats may also directly or indirectly affect the Funds through cyber incidents with third party service providers or counterparties. Cybersecurity risks can disrupt the Firm’s ability to engage in investment-related and transactional business, cause direct financial loss or reputational damage, or lead to violations of applicable laws, including those related to data and privacy protection. These risks also result in ongoing prevention and compliance costs.

*Mortgage-Related Securities.* Mortgage-related securities are collateralized by residential or commercial mortgages or pools of residential or commercial mortgages. Pools of mortgage loans are assembled as securities for sale to investors by various governmental, government-related and private organizations. These securities may include complex instruments such as collateralized mortgage obligations, stripped mortgage-backed securities, mortgage pass-through securities, interests in real estate mortgage investment conduits, as well as other real estate-related securities. The mortgage-related securities in which the Investment Funds invest may include those with fixed, adjustable, floating or variable interest rates, those with interest rates that change based on multiples of changes in a specified index of interest rates and those with interest rates that change inversely to changes in interest rates, as well as those that do not bear interest. The mortgage-related securities in which the Investment Funds invest may also relate to balloon mortgages.

Mortgage-related securities are subject to credit risks associated with the performance by the mortgagors. In certain instances, the credit risk associated with mortgage-related securities can be reduced by third-party guarantees or other forms of credit support. Improved credit risk

does not reduce prepayment risk, which is unrelated to the rating assigned to the mortgage-related security. Prepayment risk can lead to fluctuations in value of the mortgage-related security, which may be pronounced. If a mortgage-related security is purchased at a premium, all or part of the premium may be lost if there is a decline in the market value of the security, whether resulting from changes in interest rates or prepayments on the underlying mortgage collateral. Certain mortgage-related securities that may be purchased by the Investment Funds, such as inverse floating rate collateralized mortgage obligations, have coupons that move inversely to a multiple of a specific index, which may result in a form of leverage. As with other interest-bearing securities, the prices of certain mortgage-related securities are inversely affected by changes in interest rates. However, although the value of a mortgage-related security may decline when interest rates rise, the converse is not necessarily true, since in periods of declining interest rates the mortgages underlying the security are more likely to be prepaid. For this and other reasons, a mortgage-related security's stated maturity may be shortened by unscheduled prepayments on the underlying mortgages. Therefore, it is not possible to predict accurately the security's return to the Investment Funds. Moreover, with respect to certain stripped mortgage-backed securities, if the underlying mortgage securities experience greater than anticipated prepayments of principal, the Investment Funds may fail to fully recoup their initial investment even if the securities are rated in the highest rating category by a rating agency. During periods of rapidly rising interest rates, prepayments of mortgage-related securities may occur at slower than expected rates. Slower prepayments effectively may lengthen a mortgage-related security's expected maturity, which generally would cause the value of such security to fluctuate more widely in response to changes in interest rates.

Investments in subordinated mortgage-backed securities ("MBS") involve greater credit risk of default than the senior classes of the issue or series. Default risks may be further pronounced in the case of MBS secured by, or evidencing an interest in, a relatively small or less diverse pool of underlying loans.

*Risks of Investing in Real Estate and Real Estate Securities.* An Investment Fund may invest in real estate either directly through a subsidiary or special purpose entity or indirectly through real estate related securities. An Investment Fund will usually invest in a real estate asset on a passive basis, giving a third-party operating partner and/or property manager a large degree of authority and responsibility for daily management of the assets. An Investment Fund may also invest a portion of its assets in a concentrated portfolio of real estate securities. An Investment Fund may in large part be dependent on the ability of third parties to successfully operate the underlying real estate assets. If an Investment Fund invests in real estate with a joint venturer or partner, the Investment Fund may be unable to exercise sole decision-making authority (including determining when to liquidate such assets) and will be subject to the risk that a joint venturer or partner will act negligently or in a manner contrary to the Investment Fund's best interest. Movements in the overall real estate market due, for example, to changes in property values, cyclical changes in the economy, vacancies of rental properties, overbuilding, environmental liabilities, changes in local laws, changes in property taxes, changes in the Internal Revenue Code of 1986, as amended ("Code"), or changes in interest rates could adversely impact an Investment Fund. In addition, the real estate securities in which an Investment Fund may invest are potentially subject to the impact of leverage at both the property and entity levels. For example, real estate

investment trusts (“REITs”) generally invest in real estate operating properties that can be highly leveraged (through both on and off balance sheet financing).

For DCP, DCA’s Investment Process begins with Strategy Selection, followed by Manager Sourcing, Manager Selection, Portfolio Management and Portfolio Construction. Risk Management is integrated into every level of the Advisors’ Investment Process.

DCA’s Investment Process begins with Strategy Selection, narrowing down the number of Underlying Managers DCA needs to evaluate. They focus primarily in four hedge fund strategies broadly defined: Trading Strategies, Event Driven & Special Situations, Long/Short Equity, and Distressed & Value Debt. Generally, DCA prefers strategies with low correlation to the stock market that can deliver absolute returns. Generally, DCA likes “bottom up” strategies where returns are derived from a fundamental assessment of a company’s balance sheet, cash flow statements and earnings growth. While DCP typically invest in Private Funds, investments are occasionally made into Mutual Funds (largely for liquidity purposes) or direct securities.

The second stage of DCA’s Investment Process is Manager Sourcing. DCA’s broad experience within various parts of the investment management industry provides a large network from which they can source and cross reference many of their investment ideas. The Research Team’s expertise comes from a variety of backgrounds including Wall Street investment banking, research and trading, private equity, institutional investment and hedge fund management. The Advisors’ team includes professionals who have built relationships over many years in their respective disciplines. Mark Zucker, the Advisors’ Managing Member and CIO, previously founded and ran his own hedge fund.

The next step of DCA’s Investment Process is Manager Selection. DCA seeks out Underlying Managers who have demonstrated an ability to earn positive returns in both up and down markets. DCA generally prefers mid-sized Investment Funds that are nimble enough to move fast, small enough to exploit inefficient markets and large enough to have appropriate infrastructure. DCA ultimately invests with Underlying Managers who have built an organization with talented people and an investment process that emphasizes original research, independent thinking and risk management. Specifically, DCA prefers Underlying Managers who: have demonstrated investment experience, have long term orientation and a fundamental bias, have a disciplined investment process, have a relationship with Wall Street, have a stable investor base, provide high quality client service, commit to their back office, have consistent valuation procedures, and use an independent administrator.

The next stage of the Investment Process is Portfolio Management.

DCA’s process emphasizes both a “top down” and “bottom up” decision model. The “top down” approach focuses on DCA’s view of current market conditions including geography, asset class, strategies, liquidity, and risk premiums, all of which guide Strategy Selection. The “bottom up” approach focuses on (1) allocating capital to a diversified Underlying Manager pool within a strategy, and (2) allocating more capital to those Underlying Managers DCA expects to generate more attractive risk adjusted returns. The ultimate goal of the Portfolio Management process is to

create a fund of funds within risk guidelines that is composed of uncorrelated Underlying Managers with attractive return potential.

The Portfolio Construction process involves three particular areas: Strategy Allocation, Manager Allocation, and Manager Monitoring.

- Strategy Allocation: Depending on how DCA views the relative attractiveness of each strategy, DCA allocates to those they feel provide the most attractive market opportunities.
- Manager Allocation: DCA allocates to Underlying Managers who will: (1) provide incremental return to DCP's portfolio without meaningfully increasing risk, (2) reduce DCP's drawdown risk without meaningfully harming return, or (3) that have attractive reward/risk characteristics with little to no correlation to the DCP's portfolio.
- Manager Monitoring: The Research Team monitors existing Underlying Managers to ensure that DCP's investment objectives are being met and limits adhered to. This generally includes monthly conference calls and periodic on-site visits. In addition, DCP runs monthly proprietary quantitative models to assess changes in manager risks, covariance among all Underlying Managers and DCP's portfolio, and individual Underlying Manager risk and return profiles.

DCA integrates Risk Management into every step of their Investment Process. Risk Management controls are embedded throughout the Advisors' organization:

- The CIO and Director of Research oversee Risk Management at the Strategy Selection, Asset Allocation and Manager Selection level.
- The Research Team oversees Risk Management at the portfolio and Investment Fund and Underlying Manager level. If DCA is unable to achieve an adequate level of risk control through asset diversification, DCA is willing to "mind the gap" with separate accounts or an options overlay (although DCA would always prefer to "fill the gap" with an Underlying Manager because Underlying Managers provide an "alpha" component).
- The Chief Operating Officer oversees Risk Management at the Underlying Manager due diligence level as it relates to back office operations.
- The Chief Compliance Officer oversees Risk Management at the Advisors' level by monitoring and seeking to ensure the Advisors' operational, reporting, accounting, client service and marketing efforts adhere to the highest of professional industry standards.

The DMAC strategy involves classifying DCP exposures into certain sectors and investing in ETFs and/or index mutual funds in an attempt to replicate the returns of DCP.

All investing involves a risk of loss, including loss of principal invested. There are certain risks involved in the strategy pursued by the Advisors for the Dorchester Funds. Certain of these risks are described below. A potential investor in a Dorchester Fund, however, will be provided with offering documents that contain a more fulsome discussion of the risks involved in such an investment and the applicable Fund's investment activities.

*Investment Strategies.* The success of the DCA's strategies depends on their ability to select and allocate among individual Investment Funds and other investments. Success also depends on each Underlying Manager's ability to select individual securities, to correctly interpret market data, predict future market movements and otherwise implement its investment strategy. DCA will actively allocate and reallocate assets among various Investment Funds and investment strategies. No assurance can be given that the investment strategies to be used by DCA or the Underlying Managers of the Investment Funds will be successful under all or any market conditions.

## **Item 9. - Disciplinary Information**

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

## **Item 10. - Other Financial Industry Activities and Affiliations**

DPEM, and DCA share common offices and share all of the same employees, including portfolio managers.

Certain purchases of Investment Fund interests or shares in secondary market transactions may be appropriate for one or more of the Dorchester Funds. Allocation procedures are described in Item 6.

DPEM and DCA serve as general partner and/or investment manager to several private investment funds and thus maintain nominal capital accounts with respect to such funds. In addition, certain members, officers or employees of Dorchester invest in such funds. These members, officers or employees may pay or make reduced or no fees or allocations in such funds, as applicable.

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

Dorchester has adopted a Code of Ethics (the "Code") that sets forth standards of conduct expected of advisory personnel and addresses potential conflicts that arise from personal trading by advisory personnel. Dorchester also has policies involving the safeguarding of proprietary and non-public information by Dorchester personnel along with restrictions on the use of insider information and the use of non-public information.

Under the Code, employees are required to provide both initial and annual securities holdings reports as well as periodic transactions reports.

In addition, Investment Persons (as defined below) are discouraged from investing in initial public offerings of securities and must obtain approval from the CCO prior to transacting in such offerings. Under the Code, “Investment Person” means (i) any employee who is involved in making securities recommendations to an Advisor; (ii) any employee of Dorchester who, in connection with his or her regular functions or duties, makes or participates in making recommendations regarding the purchase or sale of securities by a Fund; (iii) any natural person who controls an Advisor and who obtains information concerning recommendations made to a Dorchester Fund regarding the purchase or sale of securities by the Dorchester Fund; and (iv) any employee otherwise designated by the Chief Compliance Officer in writing that such person is an Investment Person. The definition of Investment Person is applied so as to include, without limitation, all Dorchester employees that would be “access persons” under the Advisers Act and the rules thereunder.

Under the Code, Dorchester’s employees and their family members are prohibited from purchasing interests in any Private Fund unless permission is received in advance from the Chief Compliance Officer. Under the Code, a “Private Fund” is defined to include any private investment fund, including a private investment fund that relies on the exclusion from the definition of “investment company” set forth in either Section 3(c)(1) or Section 3(c)(7) of the 1940 Act. Employees and their family members may invest in a Dorchester Fund only with the prior written approval of the Chief Compliance Officer. Employees and their family members are permitted to own interests in Private Funds if they owned such interests prior to the initial effective date of the Code or prior to becoming employees (or, in the case of family members, prior to the relevant access person becoming an access person). In such cases, Advisor employees and their family members must seek the prior written approval of Dorchester’s Chief Compliance Officer prior to redeeming or transferring such interests.

Craig Carlson, Dorchester’s Chief Compliance Officer, currently is required to report issues that arise under the Personal Trading Policy to DPEM’s CIO at least annually. Dorchester Fund investors and prospective investors can obtain a copy of the Code by contacting Dorchester at (310) 402-5090.

As noted above, DPEM and DCA serve as general partner and/or investment manager to several private investment funds and thus maintain nominal capital accounts with respect to such funds. Certain of these capital accounts represent only a nominal investment. In addition, certain members, officers or employees of Dorchester invest in such funds (including the Dorchester Funds). These members, officers or employees may pay reduced or no fees in such funds (including the Dorchester Funds), as applicable. As noted above, investments in “Private Funds,” including the Dorchester Funds, by members, officers or employees of Dorchester requires pre-approval by the Chief Compliance Officer. The Chief Compliance Officer and/or his or her designee periodically reviews the trades of members, officers and employees listed on the quarterly transactions reports in order to monitor any conflicts of interest relating to such persons’ investments.

Certain investors in the Dorchester Funds are also key personnel of the Underlying Managers for the Investment Funds. In some instances, certain of these Dorchester Fund investors also maintain

side letter arrangements granting preferential terms, such as “most favored nation” status for their investment in the Dorchester Funds. These relationships and practices could present conflicts of interest; however, all investments these potential conflicts are minimized by the implementation of controls and practices described in Dorchester’s written compliance policies and procedures.

Dorchester does not engage in principal transactions with the Funds for its own account.

## **Item 12. - Brokerage Practices**

Dorchester is responsible for implementing each Dorchester Fund’s investment objectives and strategies, as set forth in the applicable Dorchester Fund’s offering memorandum or limited partnership agreement.

Dorchester expects to achieve each Dorchester Fund’s investment objectives by investing in Investment Funds managed by Underlying Managers that employ a variety of investment strategies. While Dorchester makes decisions concerning the investment of assets in Investment Funds, each Underlying Manager arranges for the placement of buy and sell orders and the execution of portfolio transactions on behalf of the Investment Fund managed by that Underlying Manager. If a Dorchester Fund invests with an Underlying Manager through a separate account, Dorchester will seek to obtain a report from the Underlying Manager regarding the execution of trades made for the Dorchester Fund in that account.

If Dorchester were ever called upon to select a broker, it would do so in accordance with its duty to seek best execution for the Dorchester Funds.

Dorchester does not direct brokerage in the case of investments made with an Underlying Manager through a separate account. No investor in a Dorchester Fund can direct Dorchester to select a broker for any purpose.

Dorchester has adopted procedures to address the allocation of investment opportunities between or among the Dorchester Funds. The procedures generally require the *pro rata* allocation of investment opportunities between or among the Dorchester Funds for which the investment opportunity would be appropriate. *See* Item 6, above. DPEM has developed special allocation policies relating to the allocation of investment opportunities in secondary market purchases of Investment Fund and private equity fund interests or shares. *See* Item 6, above.

The Advisor has adopted policies to address any potential trade errors that may occur. All gains associated with trade errors are to remain in the relevant Dorchester Fund(s) for the clients’ benefit. For losses that exceed 1 basis point of the relevant Dorchester Fund’s AUM, the Advisor will reimburse the Dorchester Fund for such error.

## **Item 13. - Review of Accounts**

Each Dorchester Fund’s portfolio is reviewed by the CIO on at least a quarterly basis. The review includes an analysis of the diversification of each Dorchester Fund’s assets, including exposure to



market and other risks, and a review of the performance of the various Investment Funds and Underlying Managers in which and with which that Dorchester Fund invests.

The Chief Financial Officer, the Director of Accounting and the Chief Operating Officer are responsible for monitoring accounting, administration and regulatory matters relating to the Dorchester Funds. In addition, certain Dorchester Funds have engaged an administrator and each Dorchester Fund's auditor performs interim testing and annual reviews of the Dorchester Funds, including verification of each Dorchester Fund's cash flows, position valuations, and accounting.

Monthly performance estimates and capital account statements, written quarterly reports and annual audited reports are furnished to each investor in the Dorchester Funds.

#### **Item 14. - Client Referrals and Other Compensation**

DPEM has entered into an agreement with a broker-dealer (a "Solicitor") for the purpose of introducing prospective investors in the Secondaries Funds to DPEM. DPEM pays fees to such Solicitors which fees generally consist of a portion of the management fees and may include a portion of the performance fees earned by DPEM from the investor introduced by the Solicitor.

#### **Item 15. - Custody**

As general partner or investment manager of the Dorchester Funds, the Advisor is deemed to have custody of the Funds' assets. All non-Investment Fund securities of a Dorchester Fund are held in custody by unaffiliated broker-dealers or banks and many Investment Fund positions are also held in custody by unaffiliated broker-dealers or banks; however an Advisor may have access to Dorchester Fund accounts since it serves as the general partner or investment manager of the Dorchester Funds. Investors will not receive statements from the custodian. Instead, each Dorchester Fund is subject to an annual audit by independent public accountants and the audited financial statements are distributed to each investor. The audited financial statements of a Dorchester Fund will be prepared in accordance with U.S. generally accepted accounting principles and distributed to Dorchester Fund investors within 180 days of such Dorchester Fund's fiscal year end.

#### **Item 16. - Investment Discretion**

The Advisors are responsible for implementing each Dorchester Fund's investment objectives and strategies, as set forth in the applicable Dorchester Fund's offering memorandum or other offering documents. Each Advisor has full discretionary authority over the investment activities of each relevant Dorchester Fund pursuant to its limited partnership agreement. Any limitations on the Advisors' discretionary authority with respect to a Dorchester Fund's investments are set forth in that limited partnership agreement and/or the Dorchester Fund's offering memorandum.

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

Dorchester does not anticipate owning equity securities granting the Dorchester Funds the right to vote proxies other than interests in the Investment Funds in which the Dorchester Funds invest.

However, should the Dorchester Funds acquire the right to vote proxies, Dorchester will exercise such voting authority in accordance with the policies and procedures it has adopted governing such voting.

Dorchester generally will vote proxies so as to promote the long-term economic value of the underlying securities held by the Dorchester Funds. Each proxy proposal will be considered on its own merits, and an independent determination will be made whether to support or oppose management's position. Dorchester believes that the recommendation of management should be given substantial weight, but Dorchester will not support management proposals that it believes may be detrimental to the underlying value of the Dorchester Funds' positions.

Dorchester generally characterize proxy voting issues into three Levels (I, II and III). Proxies are reviewed by the Designated Research Member (Level II & Level III issues must be handled by a Director or PM), depending on who is most familiar with the company or fund issuing the proxy. The Level of a proposal will determine the applicable Designated Research Member and the depth of research required by the Designated Research Member when deciding how to vote each proxy.

Dorchester will receive and forward each proxy statement to the appropriate Designated Research Member, who will examine the materials and then decide on how to vote based on the Level of the issue raised by the proxy. The Designated Research Member will communicate the decision to the Chief Compliance Officer, who will then arrange for the votes to be entered. The Chief Compliance Officer may employ a third-party or utilize specialized software to record and transmit proxy votes electronically. The communication between the Designated Research Member and the Chief Compliance Officer will be kept in its original form for the period required by the Advisers Act and the rules thereunder. After votes are cast, the Chief Compliance Officer will perform a review to ensure that all proxies received, and for which a voting obligation exists, have been voted.

The Chief Compliance Officer is responsible for administering and overseeing the proxy voting process. An investor may obtain a copy of Dorchester's proxy voting policies as well as information about how Dorchester has voted proxies for the Dorchester Fund(s) in which that investor is a shareholder by calling (310) 402-5084.

## **Item 18. - Financial Information**

Dorchester is not aware of any financial condition that is expected to affect its ability to manage the Dorchester Funds.