

**Item 1: COVER PAGE**

**MARITIME PARTNERS, LLC**

**Part 2A of Form ADV: FIRM BROCHURE**

3838 N. Causeway Boulevard, Suite 3335  
Metairie, LA 70002  
Phone: (504) 264-5870  
[www.maritimepartnersllc.com](http://www.maritimepartnersllc.com)

**March 2024**

This brochure provides information about the qualifications and business practices of Maritime Partners, LLC (“**Maritime Partners**” or the “**Firm**”). If you have any questions about the contents of this brochure, please contact James D. Canafax, the Firm’s Chief Compliance Officer at (504) 264-5870 or by email at [JCanafax@maritimepartnersllc.com](mailto:JCanafax@maritimepartnersllc.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Any reference to Maritime Partners as a registered investment adviser does not imply any level of skill or training. Additional information about Maritime Partners, LLC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2: MATERIAL CHANGES**

This is an annual amendment for the year ended December 31, 2023. Since the last amendment filed on August 30, 2023, there have been no material changes to this brochure. But in this annual amendment, Item 4 has been revised to update the Firm's assets under management. In the future, a summary of any material change will be listed here, as applicable.

Investors and Clients are encouraged to review this brochure in its entirety. The information set forth in this brochure is qualified in its entirety by the applicable offering and governing documents. In the event of a conflict between the information set forth herein and the applicable offering and governing documents, the information set forth in the applicable offering and governing documents shall control.

### **Item 3: TABLE OF CONTENTS**

Item 1:	COVER PAGE	1
Item 2:	MATERIAL CHANGES	2
Item 3:	TABLE OF CONTENTS	3
Item 4:	ADVISORY BUSINESS	4
Item 5:	FEES AND COMPENSATION	4
Item 6:	PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT	6
Item 7:	TYPES OF CLIENTS	6
Item 8:	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	7
Item 9:	DISCIPLINARY INFORMATION	11
Item 10:	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	11
Item 11:	CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	13
Item 12:	BROKERAGE PRACTICES	14
Item 13:	REVIEW OF ACCOUNTS	14
Item 14:	CLIENT REFERRALS AND OTHER COMPENSATION	14
Item 15:	CUSTODY	15
Item 16:	INVESTMENT DISCRETION	15
Item 17:	VOTING CLIENT SECURITIES	15
Item 18:	FINANCIAL INFORMATION	15

## **Item 4: ADVISORY BUSINESS**

### **Item 4.A. General Description of Advisory Firm**

Maritime Partners is an investment advisory firm organized as a limited liability company under the laws of the State of Delaware with its principal place of business in Metairie, Louisiana. Maritime Partners was founded in May 2015 by E. Bickford (“Bick”) Brooks, who is the Chief Executive Officer, and Austin B. Sperry, who is the President (collectively, the “**Principals**”). The Firm provides advisory services to private funds as further described in this brochure.

### **Item 4.B. Description of Advisory Services**

Maritime Partners provides investment advice only with respect to limited types of investments, specifically U.S. flagged maritime vessels and related assets (collectively, “**maritime assets**”). Maritime Partners provides discretionary asset management and investment advisory services to a number of privately offered pooled investment vehicles (the “**Clients**” or the “**Funds**”). Maritime Partners also serves as the general partner or managing member to some of the Funds. In other cases, Maritime Partners is the investment manager to such Funds and makes investment recommendations to such Funds. In such cases, the general partner or managing member of such Funds is an affiliate of Maritime Partners. See also Item 10.C below.

### **Item 4.C. Availability of Customized Services for Clients**

Terms of investments, including Client objectives, limitations and strategies are governed exclusively by the terms of the private placement memorandum, operating agreement, servicing agreement and/or an investment management agreement (collectively, the “**Governing Documents**”) relating to each Fund. Investors in the Funds to which Maritime Partners serves as an adviser (“**Investors**” or “**Members**”) cannot generally place such investment restrictions upon Maritime Partners and may not tailor Maritime Partners’ advisory services to their individual requirements.

### **Item 4.D. Wrap Fee Programs**

Not applicable. Maritime Partners does not participate in, nor does it sponsor, wrap fee programs.

### **Item 4.E. Regulatory Assets Under Management**

As of December 31, 2023, Maritime Partners managed approximately \$3,057,329,259 of regulatory assets under management on a discretionary basis.

## **Item 5: FEES AND COMPENSATION**

### **Items 5.A., 5.B., and 5.C.**

Maritime Partners receives fees from its advisory Clients in connection with the Firm’s asset management and investment advisory services on behalf of the advisory Clients. Generally, fees are not negotiable; however, in certain cases, the Firm has negotiated alternative fee arrangements with Investors, for

example by way of a “side letter” agreement. The fees are typically billed to the advisory Client account and paid from the assets of such account.

An overview of Maritime Partners’ fee schedule is summarized below.

#### Management Fee

Maritime Partners manages several different Funds with different terms related to management fees. Depending upon the specific Fund’s Governing Documents and related “side letter” agreements, if any, management fees are, generally: (i) paid monthly in arrears in an amount equal to 0.125% (the monthly equivalent of 1.50% per annum) of each Fund Member’s pro rata share (based on equity ownership) of the initial acquisition cost (including any portion thereof that is financed with debt) of assets then owned by the applicable Fund, (ii) paid monthly in arrears in an amount equal to 0.1667% (the monthly equivalent of 2.0% per annum) of the aggregate contributions of each Fund Member to the applicable Fund, (iii) paid monthly in arrears in an amount equal to the monthly equivalent of 1.0% per annum of the lesser of (x) each Fund Member’s pro rata share (based on equity ownership) of the aggregate net asset value of the applicable Fund and (y) the aggregate contributions of each Investor to the applicable Fund, (iv) paid monthly in advance in an amount equal to 0.08333% of the acquisition cost of the vessels then owned by such Fund or (v) paid monthly in advance in an amount equal to a daily fee based on the number of actual days elapsed in such month.

#### Other Fees and Expenses

The Funds pay for all of their own expenses as detailed in the Governing Documents of each such Fund which includes, but is not limited to, (i) all fees, costs and expenses, if any, incurred in evaluating, negotiating, structuring, acquiring, appraising, selling, financing, refinancing or otherwise dealing with investments pursued for such Fund (whether or not the Fund actually acquires such investments), including fees for any travel costs, legal, due diligence, investment banking, financing or underwriting costs, reporting, projections, valuation, tax and accounting expenses and other fees and out-of-pocket costs related thereto; (ii) all fees, costs and expenses, if any, incurred in relation to the holding, monitoring, management, appraising, or otherwise dealing with investments, including any travel, legal, audit, financing, appraisal, insurance consulting, brokerage, inspection, indemnification and accounting expenses and other fees and out-of-pocket expenses related thereto; (iii) indemnification expenses incurred or related to any investment of a Fund, and any other extraordinary administrative or operating fees or expenses; and (iv) insurance (including, but not limited to, liability, casualty and other insurance expenses as Maritime Partners determines to be necessary, appropriate, or advisable for the protection of the assets and affairs of a Fund or for any other purpose beneficial to a Fund, including, without limitation, 100% of the premium payments of the Principals’ life insurance policies for which Maritime Partners, or one of its affiliates, and not the Fund, is the beneficiary). Subject to the terms of the applicable Fund’s Governing Documents, to the extent that Maritime Partners determines, in good faith, that an expense (i) is applicable or otherwise beneficial to a Fund (or a Fund’s investors) and (ii) has been clearly disclosed to investors as an expense that will be borne such Fund, then such expense may, at Maritime Partners’ discretion, thereafter be treated as a Fund expense.

Please refer to Item 12 of this brochure for a discussion of Maritime Partners’ brokerage practices.

**Item 5.D. *Timing of Fee Payments***

As described above, management fees (whether they accrue on a monthly, daily or other basis) are payable monthly. When the circumstance arises, the Management Fee is prorated with respect to any partial periods. If necessary, Maritime Partners will rebate any fees directly to its Fund Members as and when appropriate in accordance with the Governing Documents and any “side letter” agreements.

**Item 5.E. *Receipt of Compensation for Sales***

Not applicable. Neither Maritime Partners nor any of its supervised persons accept compensation for the sale of securities or other investment products.

**Item 6: PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Maritime Partners, or its affiliates, receive carried interest of up to 20% of net profits above a preferred return from some of the Funds it advises. Net profits are typically attributable to interest income, capital gains, or other income generated by the Fund’s investments. There is typically a preferred return that is calculated exclusive of unreturned capital used to pay for any Fund expenses, beginning at the time such funds are contributed by investors. The specific Fund’s Governing Documents determine whether carried interest is paid and the calculation and timing of the carried interest payment, if allowed. Maritime Partners, or its affiliates, may from time to time manage a Fund or account that is not subject to carried interest; in such event, Maritime Partners (or its affiliates) has an incentive to favor the account that provides for carried interest or performance-based compensation, due to the potentially greater financial gains to it from such arrangements. Maritime Partners will seek to mitigate this conflict of interest by adopting policies in support of the equitable allocation of investment opportunities among like accounts.

*See Item 11 of this brochure for additional information regarding Maritime Partners’ investment allocation procedures.*

**Item 7: TYPES OF CLIENTS**

As set forth above in Item 4 of this brochure, Maritime Partners’ clients are the Funds (Maritime Partners anticipates that additional Funds will be formed in order to facilitate various investments). Fund Members are required to review various offering materials, sign subscription documentation, and take other required steps.

At least one of the Funds requires minimum capital commitments and/or investments of at least \$1,000,000, which amount may be waived or reduced at the sole discretion of the managing member of such Fund(s).

## **Item 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Item 8.A. *Methods of Analysis and Investment Strategies Generally***

#### *Methods of Analysis and Investment Strategies*

Maritime Partners will take a value oriented, research-driven approach to investment, identifying potential high-performing opportunities.

### **Items 8.B. and 8.C. Material Risks Involved for Maritime Partners' Strategies**

#### *Material Risks of Significant Investment Strategies*

The following discussion does not purport to be an exhaustive explanation of all of the risks and significant considerations involved in a purchase of interests in a Fund, and prospective investors must rely on their own examination of, and their own ability to evaluate, the nature of an investment in the interests in a Fund, including all of the risks involved in making such an investment. Prospective investors are urged to read the entire Private Placement Memorandum and the Governing Documents for each Fund, and each prospective investor should consult with such prospective investor's own advisors and legal counsel before purchasing interests in any Fund.

*Risk of Loss.* An investment in a Fund entails a high degree of risk with no certainty as to the magnitude or timing of the returns, if any, on a Fund Member's investment. Accordingly, an investment in a Fund should be made only by persons who are able to bear the risk of loss of all capital invested. No guarantee or representation is made that any Fund will be able to implement its investment strategy or achieve its targeted returns, or that the overall investment program of such Fund will be successful.

*Reliance on Fund Manager.* The Funds will be managed exclusively by the Firm and the Fund Members will not have any right to participate in the management or business of the Funds. Subject to certain limitations contained in the Governing Documents of a Fund, Maritime Partners will be solely responsible for the management, control and investment strategy of the Funds and, accordingly, will select those investments in which to invest the Funds' capital. Consequently, prospective investors will not be able to evaluate for themselves the merits of any particular investments prior to or after the investor's subscription for Interests or prior to or after the Funds' investment in such investments, nor will investors be entitled to participate in any manner in the decisions regarding the purchase, development, financing or divestiture of inland marine or other assets or interests.

*Dependence on Key Personnel.* The success of the Funds depends in substantial part upon the skill and expertise of the members of Maritime Partners' management team. However, there can be no assurance that the members of Maritime Partners' management team will continue to be associated with the Funds and/or Maritime Partners throughout the life of the Funds, and the loss of one or more members of the Firm's management team or other key personnel could have a material adverse effect upon the Funds.

*Management Fee and Carried Interest.* The existence of Maritime Partners' right to receive the carried interest and (depending on how the Management Fee is structured) Management Fees may create an incentive for the Firm to make more speculative investments on behalf of the Funds or use more leverage than it would otherwise make in the absence of such compensation.

### Certain Risks Associated With Inland and Other Marine Vessel Investments

*Availability of Qualified Operators.* The success of certain investments may depend heavily upon the operator or charterer of the relevant vessels. There may be a limited number of operators with the expertise necessary to successfully maintain and operate such vessels, and which are qualified as a U.S. citizen eligible to own or operate vessels under the Jones Act. The loss of an operator in those circumstances could significantly impair the financial viability of the relevant investment and adversely affect the Funds' returns.

*Construction Risks.* Vessel investments may involve significant construction-related risks including political opposition; delays in procuring sites, labor and materials; strikes and other labor disputes or work interruptions; environmental issues; force majeure; failure by one or more of the project participants to perform in a timely manner their contractual, financial or other commitments; delays in obtaining or failure to obtain (i) regulatory, environmental or other approvals or permits, (ii) financing, and (iii) suitable equipment supply and operating contracts. Accordingly, there can be no assurance that these projects will prove to be profitable or generate cash flow sufficient to service their debt or provide a return on or recovery of amounts invested by the Funds.

*Regulatory Risks.* The vessels in which the Funds invests may be subject to statutory and regulatory requirements, including those imposed by environmental, safety, labor, energy and other governmental authorities. Failure to obtain or a delay in the receipt of relevant governmental permits or approvals, including regulatory approvals, and ongoing compliance with regulatory requirements, could hinder the operation of such assets and result in fines or additional costs. Obtaining permits and approvals, and complying with ongoing regulatory requirements, may be costly and/or time-consuming. The adoption of new laws or regulations, or changes in the interpretation of existing laws or regulations, could have a material adverse effect on the Funds' investments and thus on the Funds' ability to meet its investment objectives. For example, such changes could necessitate the creation of new business models or the restructuring of investments in order to meet regulatory requirements. In particular, any amendments to or repeal of the Jones Act, or any Jones Act waivers granted by the relevant governmental authorities, could have a material adverse effect on the Funds' investments and thus on the Funds' ability to meet its investment objectives.

*Operational and Technical Risks.* Investments in vessels may be subject to operating and technical risks associated with such assets, including the risk of mechanical breakdown, spare parts shortages, failure to perform according to design specifications, labor strikes, labor disputes, work stoppages and other work interruptions, casualty, total loss and other unanticipated events which adversely affect operations. While the Funds will seek investments in which creditworthy and appropriately insured third parties bear much of these risks, there can be no assurance that any or all such risks can be mitigated or that such parties, if present, will perform their obligations.

*Environmental Risks.* An owner of vessels may be liable for past and future damages caused by environmental pollutants located on or emitted from or otherwise attributable to the asset, as well as for the costs of remediation and, in some circumstances, fines or other penalties. These liabilities may exceed the value of the owner's investment in such asset, and may result in claims against the owner and certain of its parent entities that would result in the loss of other assets of the owner or such parent entities. While the Funds will exercise reasonable care to acquire vessels that do not present a material risk of such



liabilities, environmental liabilities may arise as a result of a large number of factors, including changes in laws or regulations and the existence of conditions that were unknown at the time of acquisition.

*Catastrophic and Force Majeure Events; Adequacy and Availability of Insurance.* The vessels in which the Funds invests may be subject to catastrophic events and other force majeure events, such as fires, earthquakes, adverse weather conditions, eminent domain, war, riots, terrorist attacks and similar risks. These events could result in the partial or total loss of a vessel or significant down time resulting in lost revenues, among other potentially detrimental effects. While the Funds will seek to make investments where insurance and other risk management products (to the extent available on commercially reasonable terms) are utilized to mitigate the potential loss resulting from such events and other risks customarily covered by insurance, this may not always be practicable or feasible. Moreover, it will not be possible to insure against all such events and risks, and such insurance proceeds as may be derived in a timely manner from covered risks may be inadequate to completely or even partially cover a loss of revenues, an increase in operating and maintenance expenses and/or a replacement or rehabilitation. In addition, certain catastrophic loss events may be either uninsurable or insurable at such high rates as to adversely impact the Funds' profitability. If a major uninsured loss were to occur with respect to a vessel, the Funds could lose both their capital invested in and anticipated profits related to such vessel.

*Documentation Risks.* Vessel investments are often governed by a complex series of legal documents and contracts. As a result, the risks of a dispute over interpretation or enforceability of the documentation and consequent costs and delays may be higher than for other investments.

*Charter Rates.* The marine transportation industry is both cyclical and volatile in terms of charter rates and profitability. Fluctuations in charter rates result from changes in supply and demand both for vessel capacity and for cargoes carried by the Funds' vessels. Factors affecting these changes in supply and demand are generally outside the control of the Funds. The nature, timing and degree of changes in industry conditions are unpredictable and could adversely affect the values of the Funds' vessels or result in significant fluctuations in the amount of charter revenues the Funds earn, which could result in significant volatility in quarterly results and cash flows of the Funds.

*Vessel Values.* The market value of Jones Act vessels has fluctuated over time and is based upon various factors, including:

- number of vessels in the Jones Act fleet;
- environmental, maritime and other legal and regulatory developments and concerns;
- construction or expansion of new or existing pipelines, roadways or railways;
- weather and natural disasters;
- the number of newbuilding deliveries;
- the conversion of vessels from transporting oil and oil products to carrying dry bulk cargo or vice versa;
- the number of vessels that are removed from service, whether via scrapping or conversion to storage or other means;
- port or canal congestion;
- age of the vessel;
- general economic and market conditions affecting the shipping industry, including the availability of vessel financing;
- types and sizes of vessels available;

- changes in trading patterns affecting demand for particular sizes and types of vessels, including changes in the distances that cargoes are transported;
- cost of new buildings;
- shipyard capacity;
- prevailing level of charter rates;
- competition from other shipping companies and from other modes of transportation; and
- technological advances in vessel design and propulsion.

The fluctuating market values of the vessels can impact the Funds' liquidity regardless of whether a Fund sells the vessels or continues to hold the vessels. For example, if a Fund sells a vessel at a sale price that is less than the vessel's carrying amount on the Fund's financial statements, the Fund will incur a loss on the sale and a reduction in earnings and surplus. On the other hand, declining values of the Fund's vessels could adversely affect the Fund's liquidity by limiting its ability to raise cash by refinancing vessels.

Even if a Fund does not need immediate liquidity from the sale or refinancing of vessels, the Fund may experience significant impairment charges upon a decline in vessel value. The Fund evaluates events and changes in circumstances that have occurred to determine whether they indicate that the carrying amount of the vessels might not be recoverable. This review for potential impairment indicators and projection of future cash flows related to the vessels is complex and requires the Fund to make various estimates, including future freight rates, earnings from the vessels, market appraisals and discount rates, all of which have historically been volatile.

An increase in the supply of Jones Act vessels without a commensurate increase in demand for such vessels could cause charter rates to decline, which could adversely affect Fund's revenues, profitability and cash flows, as well as the value of its vessels.

The marine transportation industry has historically been highly cyclical, as the profitability and asset values of companies in the industry have fluctuated based on changes in the supply of and demand for vessels. If the number of new vessels of a particular class delivered exceeds the number of vessels of that class being scrapped, available capacity in that class will increase. Given the relatively smaller number of vessels operating in the U.S. domestic market, the impact of even a limited increase in capacity supply may negatively affect the market and may have a material adverse effect on the Fund's revenues, profitability and cash flows.

*Terrorism and International Hostilities.* Terrorist attacks, the outbreak of war, or the existence of international hostilities could damage the world economy, adversely affect both the Fund's ability to charter its vessels and the charter rates payable under any such charters.

*Charter Renewal and Replacement.* The Funds' ability to renew expiring contracts or obtain new charters will depend on the prevailing market conditions at the time of renewal. The Funds' existing charters may not be renewed at comparable rates or if renewed or entered into, those new contracts may be at less favorable rates. In addition, there may be a gap in employment of vessels between current charters and subsequent charters. If at a time when a Fund is seeking to arrange new charters for its vessels, market participants expect that less capacity will be necessary in the future, the Fund may not be able to obtain charters at attractive rates or at all. If, upon expiration of the existing charter, the Fund is unable to obtain a charter at desirable rates, the Fund's business, financial condition, results of operations and cash flows may be adversely affected.

*Technological Innovation.* The charter rates and the value and operational life of a vessel are determined by a number of factors including the vessel's efficiency, operational flexibility and physical life. Efficiency includes speed, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. The length of a vessel's physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. Competition from more technologically advanced vessels could adversely affect the amount of charter payments the Fund receives for its vessels once their initial charters expire and the resale value of the Funds' vessels could significantly decrease. As a result, the Funds' business, financial condition, results of operations and cash flows could be adversely affected.

*Requisition.* The U.S. government could requisition one or more of the Funds' vessels for title or hire, typically occurring during a period of war or emergency. Requisition for title or hire occurs when a government takes control of a vessel and becomes the owner or the charterer at dictated charter rates. The U.S. government requisition of one or more of the Funds' vessels may negatively impact the Fund's business, financial condition, results of operations and available cash.

*Arrest of Vessels.* Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of the Fund's vessels could interrupt the Fund's cash flow and require it to pay a significant amount of money to have the arrest lifted. Claimants could try to assert "sister ship" liability against one vessel in the Fund's fleet for claims relating to another vessel in its fleet which, if successful, could have an adverse effect on the Fund's business, financial condition, results of operations and cash flows. Although the Fund intends to lease the vessels on a "hell or high water" basis to lessees/charterer, which would require a charterer to continue making hire payments during an arrest or attachment of a vessel, there is a risk that a charterer may cease making hire payments in the event one or more vessels chartered to it is arrested.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in any or all of the strategies. Prospective investors should read this entire Form ADV and all accompanying materials provided by Maritime Partners and consult with their own advisers before deciding whether to invest in the strategies.

## **Item 9: DISCIPLINARY INFORMATION**

Maritime Partners and its supervised persons have no reportable disciplinary events to disclose.

## **Item 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **Item 10.A. Broker-Dealer Activities**

Neither Maritime Partners nor any of Maritime Partners' management persons are registered, or have an application pending to register, as a broker-dealer or as a registered representative of a broker-dealer.

### **Item 10.B. *Commodity or Futures Industry Affiliations***

Neither Maritime Partners nor any of its management persons is registered as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of any of the foregoing.

### **Item 10.C. *Affiliate Relationships***

Maritime Partners, or its affiliate, serves as the general partner or managing member for each of the Funds. The Firm's right to receive the Management Fee may create an incentive for Maritime Partners to make more speculative investments on behalf of the Fund or use more leverage than it would otherwise make in the absence of such compensation.

MPS, an affiliate of Maritime Partners that is majority-owned by Messrs. Brooks and Sperry, manages the Firm's vessel construction program. The vessels contracted to be constructed by MPS are generally allocated and intended for delivery to the Funds. These construction projects are usually memorialized in the form of shipbuilding contracts (i.e., purchase contracts) between MPS, as the buyer, and the applicable shipyard, as the seller, and are financed by a revolving credit facility (the "**MPS Revolver**") for which MPS, and not any Fund, is the obligor. No Fund is a party to or has any obligations under these shipbuilding contracts. Where a suitable charter is available for a vessel upon its completion and delivery by an applicable shipyard, MPS will typically assign the vessel to or nominate a Fund to take delivery from the shipyard. When no such charter is available, MPS will typically take delivery of the vessel pending entry into a suitable charter, and the vessel will be transferred to a Fund thereafter. However, there is no requirement that the Funds invest in vessels only with charters. Accordingly, the Funds may, at times, acquire vessels not under charter. Although this arrangement could be seen as presenting a conflict of interest for Maritime Partners to cause the Funds to transact with an affiliate of Maritime Partners, Maritime Partners does not believe that a conflict of interest exists given that the vessels are delivered under the construction program to the Funds at cost – meaning neither Maritime Partners nor MPS receive any compensation or fees from the sale of these vessels to the Funds. In addition, the use of MPS to temporarily title and store vessels insulates the relevant Funds and their investors from the inherent risks of speculative shipbuilding, including shipyard and construction risks and the risks from market downturns affecting vessel charter rates. While, as noted above, MPS generally transfers these vessels to the Funds, MPS may, subject to the Funds' Governing Documents, at its discretion, also sell these vessels to third party purchasers. MPS's ability to sell vessels to third party purchasers may present a conflict of interest between Maritime Partners and the Funds in that Maritime Partners may cause its affiliate, MPS, to sell a vessel to a third party purchaser in order to profit off the difference between the market price of such vessel and the sale price.

Stonebriar Commercial Finance LLC ("**Stonebriar**"), a commercial finance company, has a minority ownership interest in Maritime Partners. Stonebriar currently provides a credit facility to MPS, which MPS uses to finance the vessel construction program as described above. Stonebriar also provides credit facilities to several of the portfolio companies in which one or more of the Funds have made investments, which such portfolio companies use to finance the acquisition or leveraging of vessels. This may present a conflict of interest between Maritime Partners and the Funds in that Maritime Partners may cause its affiliate, MPS, or Fund portfolio companies, to use Stonebriar as a lender due to Stonebriar's equity ownership in Maritime Partners when another lender may provide a credit facility with better terms in which case the Funds and their investors may be disadvantaged. Maritime Partners and MPS have sought, and continue to seek, vessel acquisition and vessel construction financing on better terms.

As noted above, a Fund's resources will be used by Maritime Partners, or one of its affiliates, to pay 100% of the premiums of the Principals' life insurance policies for which Maritime Partners, or one of its affiliates, and not such Fund, is the beneficiary. This is the case regardless of whether such life insurance policies also benefit Maritime Partners' other clients (the "**Other Accounts**"). As a result of the foregoing, such premium payments will be deemed to be an expense of such Fund and not an expense of Maritime Partners, its affiliates, or the Other Accounts. This creates a conflict of interest, because the resources of such Fund are being used to pay an expense that could be construed to solely benefit Maritime Partners, or one of its affiliates, and the Principals. However, Maritime Partners, its affiliates, and the Principals believe that the Principals' life insurance policies are beneficial to such Fund and its Members in that they provide for an orderly succession within Maritime Partners, and its affiliates, with the goal of minimizing disruptions to the operations of such Fund. Additionally, the fact that such Fund pays 100% of the foregoing life insurance premiums (and not on a pro rata basis with the Other Accounts) creates a conflict of interest in that the resources of such Fund are being used by Maritime Partners and the Fund Manager to benefit other persons (e.g., the Other Accounts) with whom Maritime Partners maintains relationships from which Maritime Partners profits.

The existence of an actual or potential conflict of interest does not mean that it will be acted upon by Maritime Partners and/or its affiliates to the detriment of the Funds. Maritime Partners has in place policies and procedures that it believes are reasonably designed to identify and resolve actual and potential conflicts of interest. Additionally, when a conflict of interest arises, Maritime Partners will endeavor to ensure that the conflict is resolved fairly and in an equitable manner that is consistent with its fiduciary duties to the Funds.

#### **Item 10.D. *Investment Adviser Recommendations***

Not applicable. Maritime Partners does not recommend other investment advisers to its Clients.

#### **Item 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Maritime Partners has adopted a written Code of Ethics designed to address and avoid potential conflicts of interest as required under Rule 204A-1 under the Advisers Act (the "**Code**"). The Code sets forth a standard of business conduct and compliance with federal securities laws by all of Maritime Partners' employees. The Code contains policies and procedures that ensure that all personal securities trading by employees of Maritime Partners is conducted in such a manner as to avoid actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility. The Firm's access persons are prohibited from personal trading of certain securities or instruments; requires pre-clearance of personal trades in certain circumstances, including purchases of an IPO or a private placement; requires periodic reporting of employees' personal securities transactions and holdings; and requires prompt internal reporting of Code violations.

Maritime Partners recognizes and acknowledges that managing Funds with substantially similar investment strategies side-by-side presents potential conflicts of interest for investment allocation between and/or among the Funds. Similarly, allocating investments between or among Funds with different investment time horizons and of different size and expense structures can also present additional conflicts throughout the life-cycle of an investment or Fund.

Maritime Partners generally will allocate investment opportunities among its various Clients (that are eligible to invest in any such opportunity) on a fair and equitable basis, consistent with its fiduciary obligations and the Governing Documents for the relevant Fund.

A copy of the Firm's Code of Ethics is available to clients or investors and prospective clients or investors upon their individual request.

To minimize conflicts of interest, and to maintain the fiduciary responsibility Maritime Partners has to its Clients, the Firm has established the following personal securities transaction policy to monitor the personal securities transactions and securities holdings of each of Maritime Partners' "access persons." Maritime Partners' personal securities trading policy requires that an access person must provide the Chief Compliance Officer with a written report of their current securities holdings within ten (10) days after becoming an access person. Additionally, each access person must provide the Chief Compliance Officer with a written report of the access person's current securities holdings at least once each twelve (12) month period thereafter, within thirty (30) days after the end of each calendar year. The Chief Compliance Officer is required to review these reports to verify that personal securities transactions are conducted in accordance with the Code of Ethics.

#### **Item 12: BROKERAGE PRACTICES**

Maritime Partners currently does not engage in trading transactions on behalf of its Clients or utilize the services of broker-dealers for transaction related services. In the event it chooses to use a broker-dealer, Maritime Partners will seek to obtain best execution of transactions.

#### **Item 13: REVIEW OF ACCOUNTS**

In general, the investments of each Fund are continuously reviewed by E. Bickford Brooks and Austin B. Sperry, the CEO and the President, respectively, of Maritime Partners. The Firm actively monitors the assets of the Funds and generally maintains an ongoing oversight position in such assets. For any operating companies owned by a Fund, Maritime Partners endeavors to appoint a board of managers or a board of directors, who meets periodically with the respective management teams of such operating companies to review financial and operational performance, as well as risk management.

The Firm may conduct reviews other than on a periodic basis generally depending on the facts and circumstances at that time.

Fund Members will typically receive, among other things, a copy of audited financial statements of the relevant Fund within 120 days after the fiscal year end of such Fund.

#### **Item 14: CLIENT REFERRALS AND OTHER COMPENSATION**

Maritime Partners has retained a placement agent that it compensates for referrals that result in a potential investor becoming an investor in a Fund. Any fees payable to the placement agent are borne by Maritime Partners or its affiliate.

Maritime Partners does not receive any economic benefits, other than the stated fees described in this brochure, from Clients for providing investment advice and other advisory services.

#### **Item 15: CUSTODY**

Maritime Partners or an affiliate of Maritime Partners serves as the general partner or managing member of each of the Funds and as such is deemed to have custody of the Funds' funds and assets. Fund Members will receive audited financial statements prepared in accordance with US generally accepted accounting principles within 120 days of a Fund's fiscal year-end.

#### **Item 16: INVESTMENT DISCRETION**

Maritime Partners provides discretionary investment management services to multiple Funds that acquire a variety of opportunities primarily in the inland marine vessel industry and broader Jones Act industry, including businesses involved in the ownership, management and leasing of Jones Act marine assets. Details of this relationship are fully disclosed in each Fund's Governing Documents. The Funds provide Maritime Partners full discretionary authority and power to act on their behalf via each Fund's Governing Documents.

#### **Item 17: VOTING CLIENT SECURITIES**

Maritime Partners does not generally invest in listed equity securities. Therefore, Maritime Partners does not generally receive proxies relating to securities owned by the Clients. In the event future practices require proxy voting policies, the CCO or the CCO's designee will draft policies and procedures relating to voting proxies.

#### **Item 18: FINANCIAL INFORMATION**

##### **Item 18.A. *Balance Sheet***

Maritime Partners does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance.

##### **Item 18.B. *Financial Condition***

Maritime Partners does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its Clients.

##### **Item 18.C. *Bankruptcy Petitions***

Maritime Partners has not been the subject of a bankruptcy petition at any time during the past ten years.