

**FORM ADV PART 2A**

**FIRM BROCHURE**

**Tiverton Advisors, LLC**

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March 29, 2024

**Important Disclosure:**

This brochure (“Brochure”) provides information about the qualifications and business practices of Tiverton Advisors, LLC and its affiliates (“Tiverton” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (919) 307-4527. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about the Firm is also available on the SEC’s web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Tiverton is an investment adviser registered with the SEC. Please note that registration as an investment adviser with the SEC does not imply any level of skill, training, or ability with respect to the provision of investment advisory services.

## **ITEM 2. MATERIAL CHANGES**

This Brochure dated March 29, 2024 is the annual amendment to our Form ADV 2A, and replaces the December 1, 2023 version of our Form ADV 2A.

The following changes were made to this Firm Brochure since our last annual amendment which was filed March 31, 2023:

- Item 1: Cover Page to reflect address change.
- Item 4: Regulatory assets under management were updated as of 12/31/2023.
- Item 8: Language added to clarify investment strategies and to disclose additional relevant risks.
- Item 11: Language added to clarify cross trade policies and procedures.
- Item 12: Language added to reflect investment allocation policy and procedure.

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#### **ITEM 4. ADVISORY BUSINESS**

Tiverton, a North Carolina limited liability company formed in 2012, is an investment adviser located in Raleigh, North Carolina. The principal owner of the Firm is David Chatteleton.

The Firm provides discretionary investment advisory services to pooled investment vehicles organized as private investment funds (the “Funds” or “Clients”). The Firm provides discretionary investment management services to the Clients in accordance with the applicable limited partnership agreements, investment management agreements, operating agreements, offering memoranda and other such agreements (the “Governing Documents”).

Tiverton seeks to generate short and long-term capital appreciation for its Clients. The Firm’s primary investment objective is to invest in the North American Food Production and Ag Infrastructure and Ag real estate markets (collectively “Target Markets”) via credit, credit-like, and equity investments.

Tiverton’s Clients primarily consist of: (i) the “Credit Funds,” including Tiverton AgriFinance II, LP, a Delaware limited partnership, Tiverton II CIP, LP, a Delaware limited partnership, Tiverton AgriFinance III, LP, a Delaware limited partnership, Tiverton AgriFinance III (Offshore), LP, a Cayman Islands exempted limited partnership; (ii) the “Equity Funds” including Tiverton Ag Legacy Holdings, LLC, a North Carolina limited liability company, Tiverton Ag Legacy Holdings II, LP, a Delaware limited partnership, and Tiverton Ag Legacy Holdings II (Parallel A), LP., a Delaware limited partnership; and (iii) Co-Investment Entities. Tiverton is affiliated with other entities, including each of the general partners of those Funds formed as limited partnerships (each, a “General Partner”). The General Partners delegate day-to-day management responsibilities for the Clients to Tiverton. The advisory services of Tiverton are described in this Brochure and in the related Governing Documents. The General Partner will rely upon the investment adviser registration of Tiverton in accordance with related SEC guidance. The information set forth herein regarding the investment advisory services provided by Tiverton shall also apply in respect of the General Partner unless specifically noted.

Tiverton does not tailor advisory services to the individual or particular needs of the investors in the Clients. Such investors accept the terms of advisory services as set forth in the applicable Governing Document. Tiverton has entered and may in the future enter into side letters or similar agreements with an investor in a Fund that have the effect of establishing rights under, or altering, modifying or supplementing the terms (including economic or other terms) of, the applicable Governing Documents with respect to such investor, as described in more detail in Item 10 below. The Firm expects to have broad investment authority with respect to the Clients and, as such, investors should consider whether the investment objectives of the Clients are in line with their individual objectives and risk tolerance prior to investment.

Tiverton or its affiliates may, in its discretion, form one or more co-investment entities (“Co-Investment Entities”) to invest alongside a Fund in one or more assets. Tiverton or its affiliates may offer one or more current or prospective investors, third parties or other Clients the opportunity to co-invest with such Fund through any such Co-investment Entity.

Tiverton does not participate in wrap fee programs.

As of December 31, 2023, Tiverton manages a total of approximately \$1,624,381,957 in regulatory assets on a discretionary basis. Tiverton does not manage non-discretionary assets.

## **ITEM 5. FEES AND COMPENSATION**

All existing and prospective investors in a Fund should carefully review the Governing Documents applicable to such Fund in conjunction with this Brochure for complete information regarding the fees and compensation payable with respect to such Fund.

Tiverton's fees and compensation arrangement may vary among the Clients. The specific terms of such arrangements are established by Tiverton and are set forth in each Client's Governing Documents.

The Firm generally charges the Funds an annual management fee, payable quarterly in advance, of up to 1.5% of (a) aggregate funded and unfunded investor commitments or (b) invested capital, as further disclosed in each Fund's Governing Documents. The Firm may, at its discretion, waive or reduce such fees for certain investors in the Funds.

The General Partner is also eligible to receive a performance-based allocation ("Carried Interest") with respect to realized investments in the Funds.

To the extent specified in Fund Governing Documents, Tiverton may also receive certain supplemental fees ("Agriculture-Related Service Fees") paid by a Fund, as further disclosed in each Fund's Governing Documents.

Co-investment Entities may be charged management fees, performance-based compensation, and Agriculture-Related Service Fees to the extent specified in the Fund Governing Documents. The Fund Governing Documents are negotiated with investors in the Co-investment Entity at the Co-investment Entity's inception.

In addition to the fees described above, each Fund is generally responsible for certain operating expenses as disclosed in the related Governing Documents. These expenses can include, but are not limited to: all administrative expenses, including legal, auditing, consulting, tax, accounting, third-party fund administration, and insurance expenses; out-of-pocket costs and expenses incurred in holding, developing, negotiating, structuring, acquiring, and disposing of investments (including investments that are not ultimately made), including financing, legal, accounting, recruiting, travel, advisory, and consulting expenses in connection therewith; litigation and other extraordinary expenses; meetings of the General Partner, limited partners, and members; expenses of the limited partner advisory committee associated with the Funds; and other costs and expenses traditionally understood to be expenses related to the Funds. More details related to the fees and expenses borne by the Funds are included in their respective offering documents.

Moreover, each Fund may be charged with all costs and expenses pertaining to organizing and raising capital from prospective investors, as disclosed in each Fund's Governing Documents ("Organizational Expenses"). Organizational Expenses in excess of a set amount may offset any management fees in accordance with each Fund's Governing Documents.

The Funds are expected to generally pay management and other related fees in advance, as further disclosed in the related Governing Documents. In the unlikely event that Tiverton does not provide services for a full period, or if accounts are terminated according to the terms set out in each Client's Governing Documents before the end of the relevant period, a pro-rated fee will be

returned to the Client.

Neither Tiverton nor any of the Firm's "supervised persons" (as defined in Rule 204A-1 of the Investment Advisers Act of 1940, as amended ("Advisers Act")) will accept compensation for the sale of securities or other investment products.

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described in Item 5, with respect to each Client, a portion of the profits of each Client are distributed to certain affiliates of Tiverton as “Carried Interest.” The performance-based compensation arrangements provide an incentive for Tiverton to recommend investments that may present higher risk or be more speculative than those which would be recommended under a different fee arrangement. Generally, certain Tiverton professionals make significant investments of their own capital in the Funds, which we believe serves to protect against potential risks from performance-based compensation arrangements. Tiverton periodically reviews Client investments to ensure they are invested according to any applicable restrictions set forth in the Governing Documents.

## **ITEM 7. TYPES OF CLIENTS**

As further described in Item 4 of this Brochure, the Firm currently provides investment advice to the Clients. The Clients are investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”). The investors in the Clients who pay performance fees will be limited to individuals and entities that meet the criteria of “accredited investors” (as defined in Regulation D promulgated under the Securities Act of 1933) and “qualified clients” (as defined in Rule 205-3 of the Advisers Act) or “knowledgeable employees” (as identified in the Investment Company Act.)

Prospective investors should refer to the Governing Documents of each respective Client for information on minimum investment requirements. Typically, Tiverton will generally require a minimum investment ranging from \$1 million to \$10 million for the Funds; although Tiverton maintains discretion to individually waive, increase or reduce the minimum investment required.



## ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Tiverton seeks investment opportunities in the dynamic North American Target Markets through our Credit Funds, Equity Funds, and Co-Investment Entities, which we believe are currently underserved by private equity, private credit, and other non-bank or secondary sources. Tiverton seeks to identify and negotiate proprietary investment opportunities through sourcing, contacting, and evaluating a substantial number of businesses and real estate offerings for each Client. The Firm's sectors of primary focus include upstream (farmland real estate) and midstream businesses (storage, handling, packing, marketing, distribution, and water services). Farmland includes permanent row crops (apples, cherries, pears, and blueberries), row crops, and livestock operations. Investments within these regions and sectors may include equity investments, credit obligations, secondary loan purchases, recapitalizations, and other credit and credit-like structures.

The Credit Funds will primarily target investment opportunities that exhibit most, if not all, of the following characteristics: (1) asset-back, senior-secured loans, (2) market sector of Tiverton expertise, (3) sufficiently large and sophisticated operations, (4) revenue protection crop insurance, and (5) capable and coachable operators.

The Equity Funds will primarily target investment opportunities that exhibit most, if not all, of the following characteristics: (1) leverage Tiverton operating expertise, (2) focus on large and institutional operations, (3) employ revenue protection crop insurance or other government risk-mitigation programs, (4) employ progressive operators, and (5) utilize a platform acquisition and bolt-on roll-up strategy.

A full description of the Firm's investment strategy and processes are included in each Fund's Governing Documents.

As more fully described in the Governing Documents for each Co-Investment Entity, the Co-Investment Entities will generally seek to invest alongside another Client of Tiverton in the securities of one or more portfolio investments held by such Other Client.

Listed below are some of the risks associated with an investment in the Clients. The following explanation of certain risks is not exhaustive, but rather highlights some of the more significant risks involved in the Clients' investment strategies. For a complete explanation of the Clients' relevant investment strategies and their associated risks, investors should review the relevant Governing Documents, which may contain additional explanations of strategies, risks, and other related details not discussed below.

**General.** Investing in the Clients involves a high degree of business and financial risk that can result in substantial losses. In order for the Clients to succeed, the Firm must be able to accurately identify potentially successful business enterprises, a process which is difficult even for those with extensive experience in growth equity investing. An investment in a Client is highly speculative, involves a high degree of risk and could result in the loss of part or all of an investor's capital contribution. Therefore, investors should not subscribe for interests unless they can bear such a loss. Moreover, there can be no assurance that the Clients' investment objectives will be achieved, and investment results may vary materially from one reporting period to the next. Consequently, an investment in the Clients is suitable only for sophisticated investors with other substantial assets who are capable of making an informed independent decision as to the risks involved in an investment in the Clients.

**General Economic Conditions.** General economic conditions may affect Clients' activities. Interest rates and changes to interest rates, general levels of economic activity and economic downturns, the price of securities, participation by other investors in the financial markets, the availability of credit, inflation rates and national and international political circumstances (including wars, terrorist acts or security operations) may affect the level and volatility of security prices and the liquidity and the value of the investments held by the Clients. Unexpected volatility or illiquidity could impair the Clients' profitability or result in it suffering losses.

**Identification of Investment Opportunities.** The activity of identifying, completing and realizing attractive investments is highly competitive and involves significant uncertainty. There can be no assurance that the General Partner will be able to identify and complete investments that meet the Fund's investment objectives or that it will be able to invest all of the capital that investors commit to the Fund. There also can be no assurance that the General Partner will be able to identify suitable investment opportunities and negotiate satisfactory terms of investment with respect thereto.

**Reliance on Portfolio Entity Management.** Although the General Partner will monitor the performance of the Fund's investment in each entity in which the Fund makes an investment (each, a "Portfolio Entity"), it will primarily be the responsibility of each Portfolio Entity's management team (or individual operator) to manage day-to-day operations. There can be no assurance that such management team (or individual) will be able to operate in a manner that results in the Fund achieving its investment objectives.

**No Assurance of Profitability.** No assurance can be given as to each Client's ability to choose, make and realize any particular investment. There can be no assurance that the Client will be able to generate returns for its investors or that the returns will be commensurate with the risks of investing in the type of investments and transactions described herein. Investments made by each Client are subject to a wide range of risks, including the impact of terrorist acts or threats thereof, economic trends and other externalities beyond the control of the Firm or its Clients, which could cause such investments to lose value. There can be no assurance that any investor will receive any distribution from the Clients. Accordingly, an investment in the Clients should only be considered by persons that can afford a loss of their entire investment.

**Illiquid and Long-Term Investments.** Although investments by the Clients may generate some current income, the return of capital and the realization of gains, if any, from an investment generally will occur only upon the partial or complete disposition of such investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the investment is made. Alternatively, income generated from certain funds could include interest payments made periodically over the life of the investment. Such interest payments would be distributed back to the investors (net of any proceeds necessary for general operations) over the life of the investment rather than holding until the end of the investment or when it is sold.

**Refinancing Risk.** A portion of the fund's assets may consist of loans for which most of the principal is due at maturity. The borrower's ability to repay these loans at maturity typically depends upon its ability to obtain additional financing, which may not be available to the borrower, at acceptable rates.

**Interest Rate Risk.** In general, rising interest rates in the market will negatively affect the price of the

debt instruments the fund invests in. Sensitivity to a change in interest rates is more pronounced and less predictable in instruments with uncertain payment (or prepayment) schedules.

**Credit Risk.** The debt instruments purchased by the fund are subject to the risk that a borrower will default on the payment of principal, interest or other amounts owed. The financial strength and solvency of the issuer, including the lack or inadequacy of any collateral securing repayment affect credit risk.

**Investment In Private Companies.** Investments in private companies involve a high degree of business and financial risks that can result in substantial losses, or even a total loss of capital, including risks that: (i) private companies may have limited financial resources and limited access to additional financing, which may increase the risk of their defaulting on their obligations, leaving creditors such as the Fund dependent on any guarantees or collateral they may have obtained; (ii) private companies frequently have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns; (iii) there may not be as much information publicly available about these companies as would be available for public companies and such information may not be of the same quality; and (iv) private companies are more likely to depend on the management talents and efforts of a small group of persons and as a result, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on these companies' ability to meet their obligations.

**Agriculture-Related Investment Risks.** Investments by the Fund in certain Portfolio Entities will be subject to a number of agriculture-specific risks. Uncertain natural growth processes of crops and livestock and unpredictable occurrences such as detrimental weather (e.g., droughts, freezes or excessive rainfall), disease, pests and other factors may impact the quantity and quality of crops and livestock produced by certain Portfolio Entities. It is possible that such factors could completely destroy crops or livestock in which the Fund has an interest. The prices that producers of crops or livestock may receive for such commodities are variable and may be unfavorable. Future government actions could negatively impact the Fund's investments in certain Portfolio Entities, such as, for example, regulations governing chemical use, animal waste disposal and levels of government price or income support payments.

Additional risks associated with the Fund's investments include many of the risks generally associated with investments in real estate. These risks include, but are not limited to, the burdens of ownership of real property, general and local economic conditions, changes in zoning, changes in real property tax rates, changes in interest rates and the availability of mortgage funds that may render the sale or refinancing of properties difficult or impracticable, negative developments in the economy that have a more pronounced effect on farmland or real estate generally, environmental liabilities, contingent liabilities on disposition of assets, uninsured or uninsurable casualties, acts of God, terrorist attacks and war and other factors that are beyond the control of Tiverton and the Fund.

**Limited Diversification of Investments.** The Funds will invest solely in the North American Target Markets and its investments may include a limited number of investments. As a result, the Funds' investments could become concentrated, and the performance of a few holdings or of a particular sub-sector of the Target Markets may substantially affect the performance of the Fund. Although the General Partner will seek to diversify the Fund's investments as it deems appropriate, such diversification may not be possible to the extent desired.

**Cybersecurity Breaches.** The Fund is subject to risks associated with a breach in its cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from "hacking" by other computer users, other unauthorized access and the resulting damage and disruption of hardware and software systems, loss or corruption of data, as well as misappropriation of confidential information. If a cybersecurity breach occurs, the Fund may incur substantial costs, including those associated with: forensic analysis of the origin and scope of the breach; increased and upgraded cybersecurity; investment losses from sabotaged trading systems; identity theft; unauthorized use of proprietary information; litigation; adverse investor reaction; the dissemination of confidential and proprietary information; and reputational damage. Any such breach could expose both the Manager and the Fund to civil liability, as well as regulatory inquiry and/or action. In addition, any such breach could cause substantial withdrawals from the Fund. In addition, investors could be exposed to additional losses as a result of unauthorized use of their personal information.

**Environmental Liabilities.** Under various federal, state, and local environmental laws, ordinances, and regulations, a current or previous owner or operator of real property may be liable for the cost of removal or remediation of hazardous or toxic substances on such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Environmental laws also may impose restrictions on the manner in which properties may be used or businesses may be operated, and these restrictions may require expenditures. Such laws may be amended to require compliance with stringent standards that could require certain investments to make unexpected expenditures, some of which could be substantial. Environmental laws provide for sanctions in the event of noncompliance and may be enforced by governmental agencies or, in certain circumstances, by private parties. It is possible for the Funds to be liable for such costs in connection with the acquisition and ownership of portfolio investments. The cost of defending against claims of liability, insuring against such liability, complying with environmental regulatory requirements, and remediating any contaminated property could materially and adversely affect the financial condition of the Funds.

**Valuation of Assets.** Most of the Funds' investments will be difficult to value because there will be no readily available market therefore. The Funds' investments will generally be valued at their fair market values, but such values are inherently subjective and hard to determine. There can be no assurance that the General Partners will have all the information necessary to make valuation decisions in respect of investments, or that any information provided by third parties on which such decisions are based will be correct.

**Leverage.** Investments in leveraged companies offer the opportunity for capital appreciation, but also involve a higher degree of risk. The investment may be required to make fixed contractual payments on specific dates regardless of the investment's liquidity position. Further, the cost and availability of leverage is highly dependent on the state of the broader credit markets which is difficult to accurately forecast. If an investment cannot generate adequate cash flow to meet debt obligations, a Fund may suffer a partial or total loss of capital invested in an investment.

It is critical that Investors refer to the applicable Fund Documents for a complete understanding of the material risks involved in an investment in the fund. The information contained herein is a summary only and is qualified in its entirety by such documents.

**ITEM 9. DISCIPLINARY INFORMATION**

Tiverton has no legal or disciplinary events involving either Tiverton or any of its management persons to disclose.

## **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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

Neither Tiverton nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Tiverton is the investment manager and sponsor of the Funds. An affiliated entity serves as General Partner to certain Funds managed by Tiverton. Other affiliated entities, which are under common control with Tiverton, have been formed to receive the carried interest from certain Funds.

Two of Tiverton's employees have a controlling ownership interest in outside businesses. However, these activities are fully managed by teams at these businesses and these employees have little to no daily interaction. Both employees are subject to Tiverton's Code of Ethics reporting requirements. Further, there is no overlap between these activities and the employees' work at Tiverton.

Tiverton may in its discretion, but subject to the various fund documents and side letters, make available co-investment opportunities to certain investors that the Firm, in its sole discretion, deems suitable or strategic. Tiverton is not required to offer such co-investment opportunities to all investors and may select certain investors that it deems appropriate for co-investment opportunities. Co-investment opportunities may be made available through limited partnerships or other entities formed to make such investments. Tiverton will allocate available investment opportunities among the Funds, any co-investment vehicle and any third parties as it may in its sole discretion determine. Therefore, in the event that a co-investment is a successful investment, (an) investor(s) that did not participate in such co-investment will not participate in the profits of such investment upon a liquidity event of the underlying investment, except to the extent the investor had a similar underlying investment in the Funds. Tiverton has adopted policies and procedures to address co-investment opportunities, in an effort to offer co-investment opportunities to investors and/or third parties which Tiverton believes are suitable for co-investment opportunities.

Tiverton does not recommend or select other investment advisers for its clients.

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

As an investment adviser, Tiverton may face certain conflicts of interest, including, but not limited to, those identified in its Governing Documents. Tiverton has adopted policies and procedures to address such potential conflicts of interest. Tiverton has adopted a Code of Ethics (“Code”) designed to meet the requirements of Rule 204A-1 of the Advisers Act, which describes the Firm’s fiduciary duties and responsibilities to Clients, requires that the Firm’s supervised persons act in the best interests of Clients to the exclusion of contrary interests, act in good faith and in an ethical manner, avoid conflicts of interest with Clients to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. Tiverton’s supervised persons are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Firm or other appropriate party of any actual or suspected violations of such laws by Tiverton or its supervised persons. Initially, upon hire, and on an annual basis thereafter, Tiverton requires that all supervised persons certify their receipt, review, understanding and compliance with the provisions of the Firm’s Code.

In addition, the Code sets forth formal policies and procedures with respect to the personal securities trading activities of the Firm’s access persons. The Code prohibits personal securities transactions of issuers who have been placed on the Firm’s restricted list and requires written pre-approval for all initial public offerings and private placements. The Code requires access persons to report information about personal securities transactions and provide a summary of securities holdings initially upon hire and on an annual basis thereafter. The Code also addresses outside activities of supervised persons, conflicts of interest, policies and procedures concerning the prevention of insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and the pre-clearance and reporting of political contributions. Tiverton will provide a complete copy of the Code to any client or prospective client upon request sent to the Chief Compliance Officer (“CCO”), Dan Schillaci, at [dschillaci@tiverton.ag](mailto:dschillaci@tiverton.ag) or [legal@tiverton.ag](mailto:legal@tiverton.ag).

Neither Tiverton nor its related persons buy or sell for client accounts securities in which Tiverton or a related person has a material financial interest. However, certain Funds (in which Tiverton or a related person may have a material financial interest) may, in order to facilitate the co-investment in an investment opportunity alongside such Fund, acquire a portion of a such investment with the intent of syndicating such portion to a Co-Investment Entity or other Fund managed by Tiverton. If Tiverton affects a cross trade between Clients, it will not receive any fee in connection with the completion of the transaction. Further, Tiverton’s limited ability to affect cross trades are disclosed in the Governing Documents of the applicable Funds.

The Adviser nor its related persons buy or sell securities recommended for the Funds. However, the General Partners to each Fund maintain an investment in such Fund, and the Firm’s employees and other related persons may also invest directly or indirectly in one or more Funds, including Co-Investment Entities. Tiverton maintains policies and procedures designed to prevent insider trading and the misuse of material, non-public information.

Related persons do not buy or sell securities recommended to Clients at or about the same time the related person is trading the same securities in their own accounts, subject to the responses in above.

## **ITEM 12. BROKERAGE PRACTICES**

Tiverton will provide investment advice to its clients primarily in regard investments made in the Funds' Target Markets. As such, the Firm's transactions on behalf of its clients are normally privately negotiated and may not involve the use of a broker or dealer for the execution of client transactions. In those cases, the Firm will seek to negotiate and execute transactions in an efficient manner and consistent with its fiduciary duties to clients. Due to the nature of the Firm's investment advice and relationship with its clients, Tiverton does not expect to recommend or select broker-dealers for transactions with clients. In rare cases where the Firm determines to utilize a broker or a dealer to transact on behalf of its clients, the Firm shall evaluate such broker or dealer based on a range of factors, including without limitation commission price, willingness to commit capital, ability to execute the desired transaction and other factors. As a fiduciary, Tiverton must execute securities transactions in such a manner that each client's total cost or proceeds in each transaction is the most favorable under the circumstances. The determinative factor is whether the transaction represents the best qualitative execution for the account and not whether the lowest possible commission cost was obtained. Thus, the Firm will consider the full range and quality of a broker's service in selecting or recommending brokers to meet best execution obligations, including the ability to access or otherwise execute large transactions in the public market. Tiverton may not pay the lowest commission rate available, but the trade price and commission quoted by the broker- dealers will be a substantial consideration in selecting a broker-dealer. Tiverton does not generate, accrue or use "soft dollars" with any broker-dealers, but if the Firm does in the future, it intends to keep any such arrangements within the parameters of Section 28(e) of the Securities Exchange Act of 1934, as amended.

As noted above, the investment advisory services provided by the Firm to its Clients will generally be in relation to credit, credit-like, and equity investments, for which the aggregation of orders is generally not applicable. The Firm's overall objective is to treat all Clients in a fair and equitable manner.

Tiverton may be presented with investment opportunities that fall within the investment objective of more than one Fund. When two or more clients are formed to invest on a parallel basis, Tiverton will allocate investments in accordance with Tiverton's investment allocation policy, subject to any limitations in the Governing Documents of the applicable Fund. In addition, one or more non-parallel Funds may invest together, subject to limitations set forth in the Governing Documents of the applicable Fund. Tiverton will determine allocations of investment opportunities in a manner that they believe is fair and equitable consistent with Tiverton's obligations to all clients, as set forth in the Governing Documents of the applicable Fund and Tiverton's allocation policy.



### **ITEM 13. REVIEW OF ACCOUNTS**

The Funds are monitored and reviewed on a regular basis by the Investment Committee, Investment Team, and the Financial Planning, Accounting & Compliance Team for, among other things, performance in the context of each Client's stated objectives and portfolio and risk management.

Each investment requires the review and unanimous approval of the Investment Committee prior to funding. In addition to the monitoring and oversight by the Investment Committee, Tiverton established a Valuation Committee. The Valuation Committee will review the valuation memorandums and any supporting documents prepared by the Investment Committee. For more information on the Investment Committee and the Valuation Committee, refer to the offering documents of each Fund.

Additional reviews may be triggered by material changes in key variables that may affect the performance of the Funds, including, without limitation, changes in the financial markets, activity and trends in the political or economic environment, as well as the specific circumstances affecting the Funds.

Tiverton generally provides the following reports to Investors:

- Investors in each Fund will receive unaudited quarterly reports within 90 days after the end of each of the first three quarters of each fiscal year;
- Investors in each Fund will receive audited financial statements from the appointed auditors on an annual basis within 120 days after the close of each fiscal year; and
- Investors are also provided periodic reports as further described in the relevant Fund documents.

**ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION**

Tiverton does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to its clients.

Tiverton enters into placement agent arrangements pursuant to which they compensate third parties for investor referrals. Placement agents will be entitled to a fee based on a percentage of commitments made by investors solicited by the placement agent. Any fees payable to a placement agent will be borne by Tiverton, either directly or indirectly through an offset against the management fee.

## **ITEM 15. CUSTODY**

Tiverton, through its affiliated General Partners and Managing Member is deemed to have custody of Client assets. Client assets other than certain privately offered securities are held in the name of the Client with a qualified custodian as defined in the Custody Rule.

Tiverton complies with the Custody Rule through the “audit exemption” which requires that the financial statements of Clients are: (i) prepared in accordance with U.S. Generally Accepted Accounting Principles; (ii) audited by an independent accounting firm registered with, and subject to regular examination by, the Public Company Accounting Oversight Board; and (iii) distributed to Client underlying investors within 120 days following the Client’s fiscal year-end and promptly after liquidation.

**ITEM 16. INVESTMENT DISCRETION**

Tiverton accepts discretionary authority to manage assets on behalf of its Clients through the applicable Governing Documents. The investors generally do not have the ability to place any limits on the Firm's authority beyond the limitations set forth in the Governing Documents of the applicable Client.

## ITEM 17. VOTING CLIENT SECURITIES

While the securities evidencing the investments made by the Firm's Clients are not typically the subject of proxies, there could be certain circumstances where Tiverton, having discretionary authority over the accounts of its Clients, may be asked to vote the securities of such Clients. Tiverton has adopted a proxy voting policy as required by the Advisers Act. While unlikely, the Firm's investment strategy may involve the acquisition of publicly traded securities with voting authority, and as such, the Firm's Clients may be placed in a position of proxy voting authority. If Clients do come into possession of securities with proxy voting rights, the Firm has the authority to vote proxies and will do so in its sole judgement and in the best interest of its Clients. Clients may obtain information about how proxies were voted or a copy of the Firm's proxy voting policies by contacting the CCO, Dan Schillaci, at [dschillaci@tiverton.ag](mailto:dschillaci@tiverton.ag) or [legal@tiverton.ag](mailto:legal@tiverton.ag).

As stated above, Tiverton has the authority to vote proxies.

**ITEM 18. FINANCIAL INFORMATION**

Tiverton does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance and therefore has not included a balance sheet.

Tiverton does not believe that there are any conditions that are reasonably likely to impair its ability to meet contractual commitments to the Firm's clients.

Tiverton has never been the subject of a bankruptcy petition.