

# ENDEAVOUR CAPITAL ADVISORS INC.

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**This brochure provides information about the qualifications and business practices of Endeavour Capital Advisors Inc. (“Endeavour”). If you have any questions about the contents of this brochure, please contact us at (203) 618-0101 or [gh@endcap.com](mailto:gh@endcap.com). 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 Endeavour also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT ENDEAVOUR OR ANY PRINCIPALS OR EMPLOYEES OF ENDEAVOUR POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY BUSINESS OR ANY OTHER BUSINESS.**

## **Material Changes**

This brochure includes updated information about our business, including updated assets under management. There have been no material changes to our business since the last update to our brochure on March 29, 2018.

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## **Advisory Business**

Endeavour is a corporation organized under the laws of Delaware in December 2002 and successor to a New York corporation organized in December 1993. The principal owners of Endeavour are Laurence M. Austin and Mitchell J. Katz.

Endeavour provides advisory services on a discretionary basis to its clients, which include pooled investment vehicles (also referred to herein as “Clients” or “Funds”) intended for sophisticated investors and institutional investors. Endeavour also provides investment management services to clients through registered investment companies and other investment vehicles. Endeavour tailors its advisory services to the specific investment objectives of each Client. Endeavour may agree in the investment management agreement or similar document with each Client to investment restrictions or guidelines with respect to the types or amounts of securities or other financial instruments that may be purchased or sold for the Client’s account. Endeavour may pursue different investment strategies for different Clients.

Endeavour is generally granted broad investment authority with respect to the management of its Clients. Endeavour employs three primary investment strategies:

***Endeavour Capital Partners L.P.*** seeks to preserve capital and achieve long-term capital appreciation by investing primarily in publicly-traded common stocks and other equity-related securities of companies in the financial sector, although it may invest a portion of its portfolio in bonds and other debt securities or in securities of companies outside the financial sector.

***Endeavour Regional Bank Opportunities Fund II L.P.*** invests primarily in the common stocks and other equity related securities of regional banks, including both publicly traded and privately placed securities.

***Endeavour Capital Private Investments I L.P.*** invests primarily in private equity investment opportunities in banking companies and thinly-traded “quasi-private” regional banks.

Endeavour also provides a beta-neutral variation of its core equity investment strategy. Endeavour’s investment management and advisory services to private funds are provided pursuant to the terms of the relevant offering memorandum, and investors in the private funds cannot obtain services tailored to their individual specific needs.

As of December 31, 2018, Endeavour provides discretionary investment advisory services to clients with aggregate net assets of \$946,729,074. Endeavour does not participate in any wrap fee programs.

## **Fees and Compensation**

Clients and investors in Endeavour’s Funds are typically charged an annual management fee equal to between 1.0% and 2.0% of net assets (depending on the strategy and the amount invested by each investor), payable quarterly in arrears, and an annual performance fee or

allocation equal to between 15% and 20% of the amount by which the net value of each account as of the end of each fiscal year exceeds the net value of the account as of the beginning of the year. Endeavour Capital Private Investments I L.P. is subject to a private equity style management fee based on a percentage of invested capital and carried interest as a percentage of distributions to investors in excess of a preferred return. If an agreement is terminated within a quarter, the management fee will be pro-rated.

Please refer to the governing documents of each Fund for more complete information about the management fee and performance-based compensation paid with respect to each Fund.

The management fee, except in the case of managed account clients, is usually deducted directly from the assets of each account as such fees become payable, which is generally quarterly in arrears. The performance allocation is generally payable annually in arrears, or upon termination of a client account or withdrawal of capital from a Fund.

Clients are responsible for all costs and expenses incurred in connection with the investments in their accounts, including brokerage commissions; clearing fees; fees, interest and other costs in connection with margin accounts or other borrowings; borrowing charges on securities sold short; custodial fees; bank service fees; costs of any outside appraisers, accountants, attorneys or other experts or consultants engaged by Endeavour in connection with specific investments (including transactions that fail to close); costs of regulatory filings related to client accounts (such as Schedules 13D and G); and any legal fees and costs arising in connection with any litigation or regulatory investigation instituted against Endeavour or any Client. The Funds also pay all of their operating costs, including administration, legal, accounting, auditing and insurance costs and expenses, as described in greater detail in the offering materials for each Fund. Expenses are allocated among participating client accounts in proportion to their respective participation in a specific investment, in proportion to their respective net asset values, or on such other basis as Endeavour may determine to be equitable. To the extent that an account invests in ETFs, the account will be subject indirectly to a second level of fees and expenses charged by the ETF.

For additional information about brokerage expenses, see “Brokerage Practices” below.

### **Performance-Based Fees and Side-By-Side Management**

Endeavour, or an affiliate of Endeavour, ordinarily receives a performance-based fee or a special allocation of profits from each Client and each Fund as described above under “Fees and Compensation.” Different Client accounts may be subject to different performance-based compensation arrangements. If Endeavour is entitled to receive a higher percentage of the net profits of the account of one Client than the percentage that Endeavour receives from another Client, then Endeavour may have an incentive to favor, or to allocate certain riskier or more speculative investments to, the Client that is subject to the higher percentage.

Endeavour will allocate all investment opportunities among its Clients in a manner that it considers fair and equitable to all Clients, considering all factors potentially applicable to each Client. Among the factors that may be considered by Endeavour in allocating trades among Client accounts are: investment mandates, policies, guidelines or restrictions applicable to each specific Client; tax considerations; actual and targeted cash availability; liquidity requirements for

payment of redemptions or other purposes; risk tolerances; restrictions under the Employee Retirement Income Security Act of 1974, as amended, or other applicable laws or regulations; available credit lines; counterparty arrangements; account size; benchmark sector weightings; industry and security weightings; and hedging objectives and activity.

## **Types of Clients**

Endeavour provides advice to the Funds and may also provide advice to separate account Clients, registered investment companies, and other investment vehicles. The Funds have minimum investment amounts as described in the offering materials for each Fund, subject to waiver or modification at the discretion of Endeavour. In particular, each investor in each of the Funds generally must be an “accredited investor” as defined in Regulation D under the Securities Act of 1933, as amended (the “Securities Act”), and, depending on the Fund, either a “qualified purchaser” as defined in Section 2(a)(51) of the Investment Company Act of 1940, as amended (the “Investment Company Act”) or a “qualified client” as defined under Rule 205-3(d)(1) of the Investment Advisers Act of 1940 (the “Advisers Act”).

## **Methods of Analysis, Investment Strategies and Risk of Loss**

Endeavour utilizes a variety of methods and strategies to make investment decisions and recommendations. The primary methods of analysis are fundamental research, macro-economic analysis and internal models.

Endeavour employs three core investment strategies (although specific client accounts can be managed using combinations or variations of these strategies, as agreed with the client):

***Endeavour Capital Partners L.P.*** seeks long-term capital appreciation returns above relevant market indices through maintenance of a portfolio consisting primarily of long and short equity positions of companies in the financial sector, although Endeavour may also invest in bonds and other debt securities or in securities of companies outside the financial sector. Generally, long positions will be characterized by conservative business models with sustainable or improving earnings at compelling valuations, turnaround situations or trading positions with an identifiable catalyst. Short positions will typically include companies with deteriorating fundamentals or trading positions where industry growth is decelerating and/or product pricing is declining.

***Endeavour Regional Bank Opportunities Fund II L.P.*** seeks to identify well-capitalized regional banks with strong management teams and manageable credit risk that are actively seeking to grow their businesses. This strategy targets banks with small and mid-cap market capitalizations and invests primarily in long and short positions in publicly-traded common stocks, but its investments may also include publicly traded or privately negotiated (or restricted) common stocks, preferred stocks, stock warrants and rights, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, options, swaps and other derivative instruments.

***Endeavour Capital Private Investments I L.P.*** seeks to take advantage of inefficiencies and attractive price to tangible book value (P/TBV) entry points in private and highly-illiquid community and regional banking companies where multi-year catalysts are expected to drive

continued improvement in fundamentals and earnings. Endeavour believes that multi-year catalysts, including higher interest rates, a pro-growth economic environment, a more benign regulatory framework, and lower corporate tax rates, should drive continued improvement in the banking sector. The investment objective of the Fund is to invest primarily in private equity investment opportunities in banking companies and thinly-traded “quasi-private” regional banks.

The strategies employed by Endeavour may involve a substantial degree of risk. Investors in the Funds should refer to the confidential private placement memorandum and other governing documents for each Endeavour Fund for more complete information on investment strategies employed by the Fund and the corresponding risks. The following summary of certain risks does not purport to be complete, but includes some of the potential risks associated with Endeavour’s investment strategies:

***Equity Securities.*** Endeavour invests primarily in long and short positions in equity securities. Equity securities fluctuate in value, often based on factors unrelated to the value of the issuer of the securities. The market price of equity securities may be affected by general economic and market conditions, such as a broad decline in stock market prices, or by conditions affecting specific issuers, such as changes in a company’s financial condition, revenues or earnings forecasts.

***Concentration of Investments; Limited Diversification.*** Endeavour’s investment strategies may result in Clients holding a few, relatively large positions in relation to such Clients’ capital. Thus, the investment portfolio may be subject to more rapid change in value than would be the case if the portfolio was required to maintain a wider diversification among industries, companies and types of securities. Client may acquire majority or greater interests in portfolio companies, which could expose a Client’s account to additional risks.

***Concentration in Financial Services Industry.*** Investments by Endeavour Capital Partners L.P. will be concentrated in the thrift, banking and financial services industry, and investments by Endeavour Regional Bank Opportunities Fund II L.P. and Endeavour Capital Private Investments I L.P. will be concentrated in U.S. regional banks and the banking industry. As a result, the performance of accounts managed by Endeavour may be particularly susceptible to developments affecting securities of issuers in the financial services and banking industry, such as changes in interest rates, changes in the regulatory environment, and changes in general economic conditions. Each strategy may be subject to more rapid change in value than would be the case if the strategy were required to maintain a wider diversification among industries, companies, and types of securities. An investment in an account managed by Endeavour should not be considered a balanced investment program and is intended to represent a part of a more complete investment portfolio.

***Control Investments.*** In certain cases, in particular as part of Endeavour’s regional banking and private investment strategies, Endeavour may cause a Client (by itself or with other Clients) to acquire a significant or controlling percentage of the common stock of a portfolio company. Endeavour may appoint one or more representatives to the board of directors of a portfolio company. Significant or controlling ownership and serving on a board of directors may in certain circumstances expose an investor to potential liability if the investor or its representatives

is thought to control, participate in the management of or influence the conduct of portfolio companies. Under certain circumstances, control persons may have potential liabilities under employment, environmental or other laws.

***High Risk Investments.*** Endeavour (in particular on behalf of its regional bank and private investments strategies) may invest in companies involved in (or that are the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. Likewise, Endeavour's investment philosophy may involve investment in markets or companies in the midst of a period of economic instability. In any investment opportunity involving any such type of business enterprise, there exist a number of risks, such as the risk that the transaction in which such business enterprise is involved either may be unsuccessful, may take considerable time or may result in a distribution of cash or a new security the value of which will be less than the purchase price of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, Endeavour may be required to sell an investment at a loss. Further, in any investment in an unstable economic environment, there exists the risk of bankruptcy or insolvency with respect to equity securities and of default as to debt securities.

***Illiquid Investments.*** Certain securities and other investments acquired by Endeavour, especially as part of its regional bank and private investment strategies, may not be readily marketable. Certain securities of regional bank companies may be relatively thinly traded, and the market prices for such securities may therefore tend to be more volatile, and may be affected to a greater extent by a major market dislocation, general economic or market developments, changes in interest rates, regulatory or other developments affecting the banking sector, or other developments related to specific companies in that sector. Endeavour may invest in securities for which no market exists or that have restricted transferability under federal or state securities laws. Endeavour may be able to dispose of these securities only at substantial discounts or losses.

***Systemic Risks.*** Investment funds and other investors engaged in investment strategies similar to some of the investment strategies engaged in by Endeavour have in the past, especially during periods of market turmoil, experienced periods of substantial illiquidity with respect to certain types of investments that may be held by Endeavour. The inability of Endeavour or other investors to sell certain types of less liquid investments could lead to a potential inability of Endeavour or other investors to meet margin calls or fund withdrawals, the impact of which can be further aggravated as dealers and counterparties reduce available credit lines and investors withdraw additional capital. In extreme market conditions, these factors can lead to a downward cycle that can have a significant adverse effect on the market prices of investments.

***Use of Leverage.*** Endeavour may cause Clients to borrow money from banks and other entities, including borrowing money through margin facilities at one or more broker/dealers. To the extent that Endeavour uses leverage, any decrease or increase in the value of a portfolio will tend to be at a greater rate than if borrowed money was not used. Changes in the general level of interest rates may also adversely affect investment results.



***Small Cap Stocks.*** Endeavour may invest in publicly-traded companies with small-cap market capitalizations. Such investments involve greater risk than investing in larger companies. The stock prices of small-cap companies can rise very quickly and drop dramatically in a short period of time. This volatility results from a number of factors, including reliance by these companies on limited product lines, markets and financial and management resources. These and other factors may make small-cap companies more susceptible to setbacks or downturns. These companies may experience higher rates of bankruptcy or other failures than larger companies and they may be more likely to be negatively affected by changes in management. In addition, the stock of a small-cap company may be thinly traded.

Certain securities of publicly-traded regional bank companies may be relatively thinly traded, and the market prices for such securities may therefore tend to be more volatile, and may be affected to a greater extent by a major market dislocation, general economic or market developments, changes in interest rates, regulatory or other developments affecting the banking sector, or other developments related to specific companies in that sector. Certain investments in public companies may be subject to restricted transferability under federal or state securities laws. A Client may be able to dispose of these securities only at substantial discounts or losses.

***Long-Term Investment.*** An investment in Endeavour Capital Private Investments I L.P. is a long-term commitment, and there is no assurance of any distribution to the investors or any secondary market for interests in the Fund.

***Short Selling.*** Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on a portfolio. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security, which could result in an inability to cover the short position or the theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase. In a generally rising market, short positions may be more likely to result in losses.

***Options.*** Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. The purchaser of a put or call option runs the risk of losing his or her entire investment in a relatively short period of time. The uncovered writer of a call option is subject to a risk of loss should the price of the underlying security increase, and the uncovered writer of a put option is subject to a risk of loss should the price of the underlying security decrease.

***Non-U.S. Investments.*** Endeavour may invest in securities issued by non-U.S. issuers, denominated in non-U.S. currencies and/or traded outside of the United States. Such investments require consideration of certain risks typically not associated with investing in U.S. securities or property. Such risks include, among other things, trade balances and imbalances and related economic policies, unfavorable currency exchange rate fluctuations, imposition of exchange control regulation by the United States or non-U.S. governments, U.S. and non-U.S. withholding taxes, limitations on the removal of assets, policies of governments with respect to possible nationalization of their industries, political difficulties, including expropriation of assets, confiscatory taxation and economic or political instability in other nations.

There may be less publicly available information about certain non-U.S. companies than would be the case for comparable companies in the United States and certain non-U.S. companies may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. companies. Securities markets outside the United States generally have less volume than U.S. markets, and many securities traded on non-U.S. markets are less liquid than securities of comparable U.S. companies. In addition, settlement of trades in some non-U.S. markets is much slower and more subject to failure than in U.S. markets. There also may be less extensive regulation of the securities markets in particular countries than in the United States.

Additional costs could be incurred in connection with international investment activities. Non-U.S. brokerage commissions generally are higher than in the United States. Expenses also may be incurred on currency exchanges when investments are changed from one country to another. Increased custodian costs as well as administrative difficulties (such as the applicability of non-U.S. laws to non-U.S. custodians in various circumstances, including bankruptcy, ability to recover lost assets, expropriation, nationalization and record access) may be associated with the maintenance of assets in non-U.S. jurisdictions.

**Currencies.** Endeavour may invest in debt and equity securities denominated in currencies other than the U.S. Dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. Dollar. To the extent unhedged, the value of the assets will fluctuate with U.S. Dollar exchange rates as well as with price changes of such investments in the various local markets and currencies. Thus, an increase in the value of the U.S. Dollar compared to the other currencies in which investments are made will reduce the effect of increases and magnify the effect of decreases in the prices of the securities in their local markets. Conversely, a decrease in the value of the U.S. Dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of non-U.S. Dollar securities.

**Derivatives.** Endeavour may invest in derivatives, including swaps, over-the-counter options and other financial instruments. Depending on their terms, derivatives may involve a high degree of risk relative to their cost. Losses could be incurred if derivatives do not perform as anticipated, or if they are used to hedge other investments and are not correlated with the performance of the investments they are intended to hedge, or if Endeavour is unable to liquidate a position because of an illiquid secondary market. Clients of Endeavour could also suffer losses in the event of a default of the counterparty to a derivative transaction.

**Hedging Transactions.** Endeavour may utilize financial instruments such as options, swaps (including total return swaps on indices and ETFs) and short sales (primarily of ETFs) for hedging purposes or as part of its trading strategies. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Hedging transactions may also limit the opportunity for gain if the value of the portfolio position should increase. The success of Endeavour's hedging transactions will be subject to the movements in the direction of securities prices and currency and interest rates. The degree of correlation between price movements of the instruments used in a hedging strategy and price

movements in the portfolio position being hedged may vary. Endeavour may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent Endeavour from achieving the intended hedge or expose Endeavour to risk of loss.

***Changes in General Economic and Political Conditions.*** Changes in legal, tax, fiscal and regulatory regimes may occur in the future that could have a significant effect on Client accounts. The banking and financial services industry, in particular, is heavily regulated, subject to frequent changes in regulation, occasionally subject to government intervention, and particularly sensitive to general economic and market conditions. Interest rates, inflation, general levels of economic activity, the prices of securities and participation by other investors in the financial markets all may affect the value of portfolio investments.

***Reliance on Portfolio Managers.*** Endeavour has complete discretion in investing the assets of each Client. The success of each Client depends, to a great extent, on the ability of Endeavour to identify successful investments and strategies. The death, disability or departure of one of Endeavour's portfolio managers could have a material adverse effect on the investment results of Endeavour's Clients. No assurance can be given that Endeavour will be able to retain its key personnel or to engage new personnel with comparable investment management skills.

***Operational Risks.*** Endeavour is responsible for developing, implementing and operating appropriate systems and procedures to execute all investment transactions and monitor and control operational risk on behalf of the Clients. Endeavour relies on its execution, financial, accounting and other data processing systems to trade, clear and settle all transactions, to evaluate and monitor potential and existing portfolio investments, and to generate risk management and other reports that are critical to oversight of client accounts. Certain of Endeavour's operations are dependent upon systems operated by third parties, including fund administrators, prime brokers, counterparties, electronic exchanges, other execution platforms and their various service providers. Endeavour may not be in a position to verify the reliability of such third-party systems or data. Failure of or errors in such systems could result in mistakes or delays in the execution, confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. The increasing reliance on internet-based programs and applications to conduct transactions and store data also creates increased security risks. Targeted cyber-attacks, or accidental events, can lead to a breach in computer and data systems and access by unauthorized persons to sensitive transactional or personal information. Data taken in breaches may be used by criminals to commit identity theft, obtain loans or payments under false identities, and other crimes. Cybersecurity breaches at Endeavour or its service providers or counterparties may directly or indirectly affect clients, and could lead to theft, data corruption, interference with business operations, disruption of operational systems, interference with Endeavour's ability to execute transactions, direct financial loss or reputational damage, or violations of applicable laws related to data and privacy protection and consumer protection.

## **Disciplinary Information**

Endeavour and its principals have not been the subject of any material legal proceeding required to be disclosed in response to this item.

## **Other Financial Industry Activities and Affiliations**

Endeavour Capital Management, L.L.C., a Delaware limited liability company which is also owned by Mr. Austin and Mr. Katz, acts as general partner of the Funds.

None of Endeavour or its principals are registered as a broker-dealer or a registered representative of a broker-dealer. In addition, Endeavour and its management persons are not affiliated with any broker-dealer.

None of Endeavour or any of its management persons are registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor.

From time to time, Endeavour's management persons may serve on the boards of banks and thrifts as directors or on a creditors committee of a portfolio company, or be given access for other reasons to confidential information relating to a portfolio company. As a result, Endeavour may, under certain circumstances, be prohibited for a period of time from engaging in transactions on behalf of Clients with respect to the debt or securities of such a portfolio company, which prohibition could have an adverse effect on Client accounts. Endeavour reviews all potential conflicts of interest to ensure that such board or committee service is in the best interest of its Clients.

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

Endeavour has adopted a Code of Ethics as required by Rule 204A-1 under the Advisers Act that requires all employees to conduct business consistent with the level of ethical standards and fiduciary duties owed by Endeavour to its Clients. Endeavour has appointed a Chief Compliance Officer ("CCO") who is responsible for maintaining and enforcing the Code.

The Code of Ethics contains policies and procedures with respect to personal securities transactions by employees and related accounts that are designed to prevent front-running, scalping, the misuse of inside information and other improper activities. Employees must obtain the prior approval of the CCO for certain personal securities transactions, and must report all personal transactions to the CCO (or a designee) on at least a quarterly basis. The CCO (or a designee) monitors all transactions by employees in order to identify any pattern of conduct that may evidence conflicts or potential conflicts with the principles and objectives of the Code of Ethics, or other inappropriate behavior.

The Code of Ethics also contains provisions relating to Endeavour's policies on gifts and entertainment, political contributions by employees, and outside business activities. From time to time, Endeavour's employees will serve on the board of directors or creditors committee of a portfolio company in which Endeavour Clients may invest. The prior approval of the CCO is required for such activity. On a case by case basis, the CCO will determine the appropriate controls over the employee's board activity, including requiring recusal from investment decisions regarding the portfolio company and the treatment of compensation paid to the employee for board service.

Endeavour will provide to any Client or prospective client at no cost a copy of the Code of Ethics.

Endeavour may, on occasion, cause one or more of its Clients to buy securities from, or sell securities to, other Clients of Endeavour at current market prices, including accounts in which Endeavour, its principals or employees are investors or in which such persons may have a financial interest due to the payment of a performance fee or allocation to Endeavour (or an affiliate) by such Client. Where applicable, the consent of the appropriate Client to such transaction will be obtained in accordance with the Advisers Act and related rules.

On occasion, the principals and employees of Endeavour may buy and sell securities for themselves that they also recommend to Clients. Endeavour and its principals and employees are investors in some of the Funds managed by Endeavour. The Code of Ethics contains policies and procedures designed to prevent improper practices with respect to such transactions, and compliance with the Code of Ethics by Endeavour, its principals and employees is the primary method employed by Endeavour to address the conflicts of interest that arise with respect to these transactions.

### **Brokerage Practices**

***Research and Other Soft Dollar Benefits.*** Endeavour selects brokers and dealers to execute transactions for Client accounts based on the benefits and costs of their services as compared to others in the marketplace. Endeavour does not have any directed brokerage arrangements with any clients. Endeavour attempts at all times to achieve best execution. Endeavour may take into account special expertise or capacities of a particular broker as well as research and other services provided to Endeavour by brokers. Endeavour considers such factors as price, the ability to effect the transactions, the brokers' or dealers' facilities, reliability and financial responsibility, special execution capabilities, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, efficiency of execution and error resolution, quotation services, the availability of stocks to borrow for short trades, custody, recordkeeping and similar services, and any research or investment management-related services and equipment provided by such brokers or dealers. Endeavour does not necessarily solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

Endeavour may cause a higher commission to be paid to a broker or dealer that furnishes research, services or equipment than might be charged by another broker or dealer for effecting the same transaction, provided that Endeavour determines in good faith that the amount of commissions charged is reasonable in relation to the value of the brokerage and research or investment management-related services and equipment provided by such broker or dealer.

Research services provided to Endeavour by brokers may include written information and analyses concerning specific securities, companies or sectors (whether produced by the broker or a third party); market, financial and economic studies and forecasts (whether produced by the broker or a third party); statistics and pricing services; discussions with research personnel; access to the management of issuers of securities; access to conferences; data bases; and other news, technical and telecommunications services utilized by Endeavour in the investment

management and execution process, accounting fees and legal fees. Endeavour does not receive any benefits outside the safe harbor under Section 28(e) of the Securities Exchange Act of 1934, as amended, for the use of commissions or “soft dollars” to obtain “research and execution” services. Research services provided by brokers may be used for the benefit of all Clients. Clients may pay higher commissions than are obtainable from other brokers as a result of the consideration of research services as a factor in selecting brokers in addition to commission cost and best execution.

Where a product or service obtained with commission dollars provides both research and non-research assistance to Endeavour (a mixed-use service), Endeavour will make a reasonable allocation of the portion of the mixed-use service which constitutes research services that may be paid for with commission dollars and the portion that does not constitute research services, which must be paid for by Endeavour out of its own resources.

Endeavour’s use of Client brokerage commissions to obtain research services is a benefit to Endeavour because Endeavour does not have to produce or pay for such research services. This may result in an incentive for Endeavour to select or recommend a broker-dealer based, in part, on the interest of Endeavour in receiving such research services, rather than exclusively on the interest of Endeavour’s Clients in receiving most favorable execution.

Endeavour and its affiliates may have other business arrangements with brokers and dealers used to execute transactions for Clients. Brokerage firms and their affiliates and representatives may invest in Funds managed by Endeavour, and may provide financing or other services to Endeavour or other accounts managed by Endeavour. Brokerage firms and their employees may offer gifts to employees of Endeavour, and may invite employees of Endeavour to entertainment and social events. It is Endeavour’s policy that factors such as gifts and entertainment that do not benefit Client accounts should not be considered when selecting brokers and counterparties to execute transactions for Clients.

***Brokerage for Client Referrals.*** Subject to seeking best execution, Endeavour may consider referrals of potential investors in the Funds that it manages as a factor in the selection of brokers. Endeavour may have an incentive to select or recommend a broker-dealer based on its interest in receiving referrals of investors in such Funds, rather than on the interest of the Clients of Endeavour in receiving most favorable execution.

***Aggregation of Orders.*** When Endeavour determines that participation in specific investment opportunities is appropriate for more than one Client account, Endeavour will attempt to allocate participation in each opportunity on an equitable basis, taking into account such factors as the relative amounts of capital available to each Client for new investments, the investment strategies and portfolio positions of each Client, prior allocation decisions, administrative considerations, and applicable tax and regulatory considerations. The factors considered by Endeavour may vary from time to time. Endeavour is authorized to combine purchase or sale orders on behalf of more than one Client and allocate the securities or other assets so purchased or sold, on an equitable basis, among the accounts. If securities are purchased or sold at different prices during the day, or if all orders for the same security have the same limit, or if all

transactions satisfy the most restrictive limit, then the participating accounts may be charged or receive the average price for those transactions.

### **Review of Accounts**

All Client accounts are reviewed on a daily basis by one of the portfolio managers (Laurence M. Austin, Mitchell J. Katz or Jonah S. Marcus). Investors in Endeavour Capital Private Investments I LP receive a quarterly statement of valuation from the fund administrator. Investors in other Funds managed by Endeavour receive a monthly statement of valuation from the fund administrator. All investors in the Funds receive annual audited financial statements.

### **Client Referrals and Other Compensation**

Endeavour or its affiliates may enter into arrangements with unaffiliated placement agents or other third parties to introduce Clients to Endeavour or investors to a Fund. Any such compensation arrangements will be disclosed to Clients of Endeavour in accordance with, and otherwise comply with, Rule 206(4)-3 under the Advisers Act, to the extent applicable.

As described above, Endeavour may also consider referrals of Clients and investors in determining its selection of broker-dealers for securities transactions for its Clients. A potential conflict of interest may arise between the interests of Clients of Endeavour in obtaining best price and execution and Endeavour's interest in receiving such referrals. However, Endeavour will only consider referrals of Clients and investors in determining its selection of broker-dealers when Endeavour believes that the selection of the relevant broker is consistent with the obligation of Endeavour to seek best execution for all transactions on behalf of its Clients, taking into account all relevant factors including, but not limited to, execution quality, price, the level of service offered, reliability, and such other factors as Endeavour deems relevant.

### **Custody**

All assets in the accounts of Clients will be held by qualified custodians, except that certain privately offered securities are not required to be maintained with a qualified custodian.

It is Endeavour's policy to cause each Fund with assets of which Endeavour is deemed to have custody to be audited annually and to distribute audited financial statements to investors no later than 120 days after the end of each fiscal year. Managed account Clients should receive at least quarterly statements from their custodian. Endeavour urges Clients to carefully review such statements and compare them to any statements provided by Endeavour.

### **Investment Discretion**

Endeavour has discretionary authority to manage the securities accounts of its Clients, buys and sells investment securities conforming to the objectives and constraints of each Client, and determines the appropriate size and amount of each security to be held. Endeavour generally enters into a written investment management agreement with each Client granting such discretionary authority.

Unless otherwise agreed to between Endeavour and each Client, Endeavour will not ordinarily be responsible for losses in Client accounts, whether caused by the actions of Endeavour or unrelated third parties, unless caused by the gross negligence or willful misconduct of Endeavour. Accordingly, Endeavour will not ordinarily be responsible for the consequences of ordinary trade errors, unless caused by the gross negligence or willful misconduct of Endeavour. Certain accounts, including an account subject to ERISA or an investment company registered under the Investment Company Act, may be subject to an ordinary negligence standard.

### **Voting Client Securities**

Endeavour has adopted policies and procedures regarding the voting of proxies as required under Rule 206(4)-6 under the Advisers Act. These policies and procedures are designed to ensure that proxies received with respect to securities in Client accounts for which Endeavour exercises voting discretion are voted in the best interests of such Clients and that Endeavour maintains records of its proxy voting in compliance with the Advisers Act.

Unless otherwise instructed by a Client, Endeavour will vote Client proxies consistent with the guidelines that Endeavour has adopted and that Endeavour believes reflect the best interests of its Clients, after taking into consideration all relevant facts and circumstances at the time of the vote. If a potential conflict of interest is identified, or may be perceived to exist, Endeavour may seek to mitigate the conflict by either appointing an independent third party to vote the proxy, or by disclosing the conflict to the affected client and giving the client the opportunity to vote the proxy. Under certain circumstances, Endeavour may elect not to vote a proxy.

Endeavour will provide to any Client or prospective client at no cost a copy of its voting policies and procedures and information regarding how such Client's proxies have been voted in the past.

### **Financial Information**

Not applicable.

### **Requirements for State-Registered Advisers**

Not applicable.