



# Landmark Equity Advisors, LLC

10 Mill Pond Lane  
Simsbury, CT 06070  
(860) 651-9760  
[www.landmarkpartners.com](http://www.landmarkpartners.com)

July 26, 2018

**Item 1 - Cover Page**

**Form ADV Part 2A: Firm Brochure**

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This Brochure provides information about the qualifications and business practices of **Landmark Equity Advisors LLC** (“LEA,” “us,” “we,” or “our”). If you have any questions about the contents of this Brochure, please contact Antoinette Lazarus, Chief Compliance Officer, at (860) 651-9760 or [antoinette.lazarus@landmarkpartners.com](mailto:antoinette.lazarus@landmarkpartners.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.

We are a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information which you may use to determine to hire or retain an investment adviser.

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

Unless otherwise indicated, the term “Landmark Partners” or “the Firm” is broadly used within this Brochure to refer to the entire Landmark Partners enterprise and not to a specific legal entity.

## **Item 2 - Material Changes**

The Material Changes section of the Brochure will be updated annually and when material changes occur since our last annual update. The date of the most recent annual amendment to this brochure was March 29, 2018. Relevant changes since the last annual updating amendment provides additional as follows:

- *Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss; and,*
- *Item 10 – Other Financial Industry Activities and Affiliations*

Please contact Antoinette Lazarus, Chief Compliance Officer, at 860-651-9760 to obtain a free copy of our Brochure.

Additional information about Landmark Equity Advisors is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Item 4 - Advisory Business

Landmark Equity Advisors, LLC (“**LEA**”, “**us**”, “**we**” or “**our**”) is part of an advisory business known as “Landmark Partners” or the “Firm” comprising all Affiliated Advisers including LEA and other advisers as defined below. The advisory business primarily includes investment and portfolio analysis services for the benefit of its “secondary” private equity funds, and co-investment funds (collectively, the “Landmark Funds”). LEA also provides advice with respect to co-investment transactions that are sponsored by managers or general partners of private investment funds and is the sub-advisor to two private investment funds. In addition, LEA, to a lesser degree acts as a qualified professional asset manager (**QPAM**) to certain ERISA clients.

LEA tailors its advisory services to the specific investment objectives and restrictions of each Landmark Fund pursuant to the investment guidelines and restrictions set forth in each Landmark Fund’s confidential private placement memorandum, limited partnership agreement and/or other governing documents (collectively, the “**Governing Documents**”). Investors and prospective investors of each Landmark Fund should refer to the Governing Documents of the applicable Landmark Fund for complete information on the investment objectives and investment restrictions with respect to such Landmark Fund. There is no assurance that any of the Landmark Funds’ investment objectives will be achieved.

In accordance with common industry practice, one or more of the Landmark Funds’ general partners enter into “side letters” or similar agreements with certain investors pursuant to which the general partner grants the investor specific rights, benefits, or privileges that are not made available to investors generally.

LEA is a wholly-owned subsidiary of Landmark Partners, LLC (“**LP LLC**”).

In June 2016, LP LLC entered into a strategic partnership with BrightSphere Investment Group plc, publicly listed on the NYSE (Ticker: BSIG) (“**BrightSphere**”) (fka OM Asset Management plc (NYSE: OMAM)). Under the terms of this new partnership, the partners of the Firm own 40% of the LP LLC and the balance is held by BrightSphere. The investment process and investment decision authority, along with responsibility for the day-to-day operations of the Firm, continue to reside with the partners of Landmark. Investment decisions will remain the responsibility of the Investment Committee.

LP LLC also wholly-owns Landmark Realty Advisors, LLC (“**LRA**”) and is under common control with Landmark Advisers Inc. (“**LAI**”), an investment adviser with the SEC. LP LLC and LRA are SEC-registered investment advisers. The Form ADV, Part 1 and 2A, for each of LP LLC, and LRA is available on the SEC’s website and contains detailed information about the business of each adviser. The Form ADV, Part 1 for LAI is available on the SEC’s website and contains information describing its business in more detail. Forms ADV can be found at the SEC’s web site: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

# LANDMARK PARTNERS

LRA provides investment management services primarily focusing on private investments in sponsored privately offered pooled investment vehicles. LAI currently provides investment advice to one legacy investment vehicle. LP LLC provides advisory personnel, fund administration and regulatory compliance functions to all of the Affiliated Advisers. The fund administration includes accounting and reporting, cash management (e.g. processing of capital calls and distributions), calculations of advisory fees and carry each fund (client) pays or is to be paid to the advisor and in the case of carry to the general partner. LP LLC, LEA, LRA and LAI (the “**Affiliated Advisers**”) are headquartered in Simsbury, Connecticut. In addition to being the parent entity, LP LLC primarily provides services to the Affiliated Advisers. The Affiliated Advisers are subject to the same compliance policies and procedures and Code of Ethics requirements as LEA.

## **Investment Funds**

LEA provides investment management services primarily focusing on private investments in sponsored privately offered pooled investment vehicles (the “Landmark Funds” or the “Funds”). Along with Landmark Realty Advisors LLC (“LRA”) and to a lesser degree, Landmark Advisers, Inc. (“LAI”), (collectively, the “Affiliated Advisers”) our secondary funds of funds have been a leading source of liquidity to owners of interests in private equity, venture, mezzanine, buyout, and real estate limited partnerships since 1989. LEA was formed/registered in 1998.

LRA and LEA clients include the Landmark Funds (which includes the co-investment funds), sub-advised accounts, acquisition vehicles, and QPAM accounts. Our clients consist mainly of privately offered pooled investment vehicles (“fund of funds”) that acquire and hold as investments, interests in other private equity funds (“underlying funds”). Some of the funds of funds are “secondary” funds of funds, acquiring interests in the underlying funds from existing investors, and others are “primary funds,” acquiring interests in the underlying funds directly from the underlying fund. The underlying funds in which our funds of funds invest consist primarily of private equity, venture capital, buyout, and mezzanine funds. We also manage private funds that invest directly in private equity, venture capital and buyout fund portfolio companies, sometimes on a co-investment basis with the underlying funds. The Landmark Funds also make investments in real asset and has a real asset program and dedicated real asset funds. From time to time, we invest in publicly traded securities.

We provide investment advisory services to the Landmark Funds on a discretionary basis. The investors in the Landmark Funds we advise are pension and profit sharing plans and other institutional investors such as endowments, foundations, insurance companies and banks, as well as high net worth individuals.

# LANDMARK PARTNERS

Currently, we provide investment advisory services to the following Landmark Funds which include the co-investment funds:

- Primary Funds

Landmark Primary Partners VIII, L.P.

- Secondary Funds

Landmark Equity Partners XI, L.P., Landmark IAM Partnership XI, L.P., Landmark Equity Partners XII, L.P., Landmark Equity Partners XIII, L.P., Landmark Equity Partners XIII-A, L.P., Landmark Equity Partners XIV, L.P., Landmark Equity Partners XIV Offshore, L.P., Landmark Partners 1907 Fund I, L.P., Landmark – NYC Fund I, L.P., Landmark Equity Partners XV, L.P., Landmark Equity Partners XV Offshore, L.P., LWFB Co-Investment Fund I, L.P., Landmark Partners 1907 Fund II, L.P., Landmark TX ERS Co-Investment Fund I, L.P., NCL Investments, L.P. – PE Series and NCL Investments, L.P. – RA Series, Landmark Hudson Partners I, L.P., Columbus Opportunity Fund L.P., Landmark Partners Insurance Fund Series, Landmark Equity Partners XVI, L.P., Landmark Equity Partners XVI Offshore, L.P., Landmark TX ERS Co-Investment Fund II, L.P., Landmark Partners 1907 Fund III, L.P., Landmark Equity Partners XVI Co-Investment Fund, L.P. Landmark Pacific Partners Offshore 17A, L.P. and Wafra Venture Master Fund I.

- Direct Investment Funds

Landmark Growth Capital Partners, L.P., Landmark IAM Growth Capital, L.P., and Landmark Co-Investment Partners IX, L.P.

The Landmark Funds are offered exclusively to accredited investors and/or qualified purchasers pursuant to Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act of 1940 (as amended, the “Company Act”), and are therefore not required to register as investment companies under the Company Act in reliance upon certain exemptions available to private investment funds whose securities are not publicly offered. LEA generally acts as the investment adviser of each Landmark Fund.

Landmark tailors its advisory services to the specific investment objectives and restrictions of each Landmark Fund and other clients pursuant to the investment guidelines and restrictions set forth in each Governing Documents.

- Sub-advised Funds

LEA is the sub-adviser for Landmark Partners Insurance Fund Series Interests of the SALI Multi-Series, L.P. where SALI Fund Partners is the general partner and Wafra Venture Master Fund I, L.P. where Wafra Venture Master GP I, Ltd is the general partner.



## **Acquisition Vehicles**

From time to time, LEA forms special purpose vehicles (“**Acquisition Vehicles**”) to acquire certain assets (including secondary transactions) by one or more Landmark Funds and/or investors. The beneficial and legal owners of these special purpose vehicles may be one or more of the Landmark Funds, the seller of the assets, or unaffiliated co-investors. The ownership interest of Landmark Funds with an interest in these special purpose vehicles is reflected in the respective Landmark Fund’s records and audited financial statements.

The Acquisition Vehicles are not listed in Form ADV Part 1, Section 7.B.(1) Private Fund Reporting. However, the gross asset values and Regulatory Asset Under Management (“**RAUM**”) are reflected in the respective Landmark Fund’s gross asset value and Form ADV Part 1, Item 5.F.(2), respectively.

We will from time to time cause a Fund or client to purchase or sell interests in a particular fund from a related adviser, provided that such investments are consistent with the Fund’s or client’s strategy and are made on a basis that does not involve the payment of an additional fee to us or the related adviser.

## *QPAM Services*

From time to time, we may also provide one-time advisory services on a non-discretionary basis in connection with the acquisition of portfolios of assets by such clients. Fees for such advisory services are typically negotiated beforehand with the client, based on the nature and size of the portfolio and the difficulty of the undertaking, and are payable upon completion.

In addition to managing the Landmark Funds, we also provide investment advice on an advisory basis to pension and other institutional clients with respect to specific investments and portfolios of private fund interests. These services are generally tailored to meet the individualized needs of particular clients.

Investors and prospective investors of each Landmark Fund or client should refer to their respective Governing Documents for complete information on the investment objectives and investment restrictions with respect to such Landmark Fund or client. There is no assurance that any of the Landmark Funds’ or client accounts’ investment objectives will be achieved.

As of December 31, 2017, the Affiliated Advisers collectively managed on a discretionary basis “Regulatory Assets under Management” of \$15,480,399,629 and \$448,766,668 on a non-discretionary basis.



As of December 31, 2017, we managed \$10,148,293,612 (which represents: Gross Asset Value + Uncalled Commitments) on a discretionary basis.

See Item 10 for information with respect to LEA's other affiliations.

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

### **Advisory Fees, Withdrawals and Termination**

For our investment advisory services, we receive advisory fees and incentive fees. Subject to our discretion, advisory fees may be negotiated.

Advisory fees are paid by the Landmark Funds which includes the co-investment funds, and other clients. The amount of advisory fees varies by client. Typically, each Landmark Fund has an investment period, consisting of a fixed time period, during which the advisory fee is determined by applying the applicable fee percentage to the amount of the Landmark Fund's committed capital. After the end of the investment period, either the same fee percentage or a different fee percentage is applied to a base amount representing the amount of the Fund's reported value or invested capital, depending on the Fund.

For certain Funds, that have extended their original fund term, we waive advisory fees. For certain co-investment, and acquisition vehicles we also may waive such fees.

Where LEA acts as a QPAM to any client, we negotiate fees individually with these clients on a project-by-project basis. The fees are generally based on a fixed percentage of the capital commitments made with respect to the client's investments based on the. Advisory fees for QPAM clients are paid annually in arrears.

We are authorized under the Governing Documents to charge and deduct advisory fees directly from the Landmark Funds. Payments of advisory fees are generally made quarterly in advance and in accordance with the terms of the Governing Documents. Please refer to the Governing Documents of each of the Landmark Funds or other clients for complete information on the timing of advisory fee payments. Upon termination of a Landmark Fund, or sub-advisory arrangement, any prepaid, unearned advisory fees will be refunded, and any earned, unpaid fees will be due and payable.

LEA bills advisory fees to each client and fees are deducted by LEA from client assets. To obtain cash to pay advisory fees, LEA may call down committed capital from investors and/or drawdown depending on the Fund, from the line of credit, where available. Advisory fees vary depending on the Fund, and/or sub-advisory account. Specific details concerning advisory fees are set forth in

the Landmark Funds' or other clients' Governing Documents, investment management/sub-advisory agreements and/or limited partner agreements.

## *Redemptions and Terminations*

Generally, withdrawals from the Funds are not permitted; however, investors subject to ERISA and governmental plans may have a limited right to withdraw from a Fund if continued participation by those investors would violate ERISA or applicable law or the investors' internal policies, and insurance companies invested in certain insurance-dedicated Funds have limited rights to withdraw and/or request liquidation of their Fund investment. Sub-advised accounts have negotiated termination provisions.

Upon termination of a Landmark Fund or sub-advisory arrangement, any prepaid, unearned advisory fees will be refunded, and any earned, unpaid fees will be due and payable.

## **Performance-based Fees**

See Item 6 below for information with respect to performance-based fees.

## **Other Costs and Expenses**

Our advisory fees are exclusive of other costs and expenses the Landmark Funds and clients will incur, which are borne by and payable out of the assets of the Landmark Funds and clients and not by LEA. These costs include, charges imposed by custodians, administrators, and registrars and transaction and consulting fees, legal and accounting fees, taxes and certain fund organizational and operating expenses, as well as the management fees, organizational, and operating expenses charged by the underlying funds in which the Landmark Funds hold investments, all as more particularly described, for the Landmark Funds, in the Governing Documents of such Funds, and for other clients, within their investment management or sub-advisory agreements or limited partnership agreements. Fund operating expenses specifically include expenses charged to the Funds due to the due diligence costs of evaluating prospective deals even though such deals were not consummated ("broken deal expenses").

Placement agent fees are borne by us (as the investment advisor) and if paid by the Fund, reduces the advisory fees payable to us, and are allocated to the specific limited partner associated with such placement agent.

## **Item 6 - Performance-Based Fees and Side-By-Side Management**

The Landmark Funds and clients we advise generally pay performance-based fees or make carried interest (also known as incentive fees) distributions to the general partners, so that the members of the general partners (certain of whom are also our members and officers) are entitled to receive a

percentage of the cumulative distributions made by the Landmark Funds or clients after their limited partners or investors have received distributions equal to their total capital contributions plus a pre-determined preferred return. Primary investments are not subject to carry; but if done in conjunction with a secondary it is not configured as a primary and subject to carry.

More detailed information about a particular Landmark Fund's performance-based distribution arrangements may be obtained by the investors in the Fund from the private placement memorandum and organizational documents of the Fund or, for other clients, within their respective investment management agreements.

Carried interest distributions can create incentives for us to recommend investments which are riskier or more speculative than those which would be recommended under a different fee arrangement. They can also create an incentive for us to favor higher fee generating investments and clients over lower fee generating investments and clients. In instances in which such conflicts may arise, the limited partnership agreements and investment guidelines of the Landmark Funds or client accounts prescribe specific factors to be considered by us in allocating investment opportunities among all participating clients.

Generally when making allocation decisions, we consider a variety of factors including, among others, the investment objective of the particular client account, the sourcing of the investment opportunity, the composition of the portfolios of each of the client accounts, and the risks and obligations associated with that portfolio, available capital, risk tolerance, and investment objectives and guidelines of each such client account, the aggregate size of the investment, including whether follow-on investments may be required, the investment strategy and restrictions or other obligations or requirements related to the proposed investment, legal, tax, regulatory and other considerations, and the availability of other investment opportunities. In addition, the method of allocating investment opportunities changes over time, particularly as each client's investment period comes to an end. Although we seek to allocate investment opportunities in a fair and equitable manner, decisions as to the allocation of investment opportunities which may present conflicts of interest may not always be resolved in the manner that is favorable to the interests of a particular Fund or client.

The potential for LEA and its affiliates to receive different fees or allocations from performance-based accounts creates a potential conflict of interest with respect to the allocation of investment opportunities because LEA or its affiliates may have an incentive to direct the best investment ideas to, or to allocate investments in favor of, the account that pays a more favorable performance fee or allocation.

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

### *Types of Clients and Investment Vehicles*

LEA's clients are the Landmark Funds (which includes the co-investment funds), Acquisition Vehicles and QPAM clients. Investors in the Landmark Funds, or other acquisition or co-investment vehicles may include, without limitation, corporations, endowments, foundations, trusts, estates, sovereign wealth funds, individuals and pension and profit sharing plans.

### *Minimum Investment Requirements*

LEA and its related entities generally require that each investor in the Landmark Funds be an "accredited investor" as defined in Regulation D under the Securities Act of 1933 (the "Securities Act"). In addition, LEA and its related entities generally require that each investor in each of the Landmark Funds be a "qualified purchaser" as defined in the Company Act.

In general, the minimum investment commitment required of an investor to participate in a Landmark Fund is \$10,000,000; however, the general partner of each Landmark Fund has discretion to increase or reduce the minimum investment commitment and such minimum investment requirement does not apply to all Landmark Funds. Investors are requested to refer to the Governing Documents of each of the Landmark Funds for complete information on minimum investment requirements for participation in a particular Landmark Fund.

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

We typically make private equity investments through the purchase of interests in established private equity funds.

With respect to secondary private equity fund investments, our strategy is to focus principally on negotiated transactions as opposed to large portfolio auctions where price is the determining factor. As such, we concentrate on acquiring portfolios of private equity limited partnership interests in the middle market from institutional holders seeking liquidity or exit from the underlying funds. While focused on the middle market, we retain the ability to handle small and large portfolio restructurings. The key elements of our investment process are the following:

*Deal Sourcing.* We generate proprietary deal flow through an extensive network in the private equity community and through our reputation as a frequent, reliable buyer of interests from investors seeking liquidity. At times we pay affiliated and unaffiliated third-parties for deal sourcing opportunities.

*Due Diligence and Evaluation Procedures.* We seek to analyze the private equity, venture capital, buyout and mezzanine fund investments and portfolios of such investments which may be acquired by the Landmark Funds and client accounts' based upon the investment strategy and focus of the underlying funds, the relevant experience of the underlying funds' managers, the past performance of related funds, if any, and other information deemed appropriate. As part of our due diligence, we perform detailed reviews of the funds whose interests are being offered. This involves an analysis of the fund's general partner's historical investment record, the success of the underlying fund in achieving its investment return expectations to date; valuations of the currently held portfolio companies; and generating liquidity and cash flow projections. Attention is also given to under-performing investments and strategies for recovery; portfolio company compliance with loan covenants; estimated timetables for future capital calls; and confirmation that there are no impediments to an orderly transfer of partnership interests. If the investment is deemed appropriate to pursue after preliminary due diligence, the investment team prepares a cash flow model, which projects the internal rate of return to limited partners over the life of the investment being acquired.

Upon completion of the due diligence process, our investment committee, which generally consists of five to seven partners who have been closely involved in the review process since the deal was brought to the attention of the investment team, votes to approve or reject the deal.

*Negotiations and Closings.* Upon reaching agreement on price and terms, the client executes a letter of intent and negotiates the definitive purchase agreement with the seller. Meetings to obtain consent to the transfer, to address transfer mechanics, and to complete due diligence are then scheduled with the general partners of the fund whose interest is being acquired.

*Sources of Information.* Our principal sources of information regarding the private equity, venture capital, buyout, and mezzanine fund investments may include, but are not limited to private offering memoranda, financial and business reports, interviews with the underlying fund managers, visits to the underlying funds and reference checks on the underlying funds' managers.

## **Risks of Loss**

**Investing in securities involves risk of loss that clients should be prepared to bear.**

Investments in the Landmark Funds and clients' accounts involve a high degree of risk and should be regarded as speculative. Investing in the Landmark Funds, or other client accounts, should be considered only by institutions and individuals who can reasonably afford a loss of their entire investment. The risks involved with our investment strategies include, but are not limited to the following:

## *Nature of Private Equity Investment*

Private equity investments require a long-term commitment by investors, extending up to 14 years or more. Capital is contributed on an as needed basis and capital calls may be made over extended periods of time and upon short notice. Accordingly, Fund investors and clients must have and maintain sufficient available capital assets to support their capital commitments. Investors and clients who are unable or unwilling to comply with their capital contribution obligations risk, forfeiture of a portion, and possibly all, of their investment in the Fund. Accordingly, prospective investors and clients should assure themselves that they have sufficient available capital assets to support their capital commitments.

## *Illiquid Nature of Investment in the Funds*

Investments in the Landmark Funds and other client portfolios are highly illiquid. Investors and clients may not redeem their interests and may be unable to transfer or liquidate their investments during the lives of the Landmark Funds and the client accounts (as indicated in the respective Governing Documents).

Investment in the Landmark Funds and other client accounts requires a long-term commitment, with no certainty of return. In the early life of the Landmark Fund or other client account, cash flow available to the investors and limited partners is likely to be limited. The Funds' and clients' portfolio investments will be highly illiquid, and there can be no assurance that an investor or client will be able to realize on such investments in a timely manner. Dispositions of such investments may require a lengthy time period or may in some situations result in distributions in kind to the limited partners, investors and clients.

## *Nature of Underlying Fund Investments*

The success of each of the underlying funds (and, as a result, a large measure of a Landmark Fund's, or other client's, portfolio success) is subject to those risks which are inherent in private equity, venture capital, buyout, and mezzanine investments. These risks are generally related to (i) the ability of each of the underlying funds to select and advise successful investment opportunities; (ii) the quality of the management of each portfolio company in which the underlying funds invest; (iii) the ability of the underlying funds to liquidate their investments; and (iv) general economic conditions. Fund of funds are neither able to control the underlying funds in which they hold investments nor the portfolio companies in which the underlying funds have invested. Consequently, we are not able to control the amount or timing of distributions our Funds receive from the underlying investments, which may affect investors' returns.

The Landmark Funds or other client accounts acquire direct investments in securities of private and public companies. Direct investments may be expected to involve a high degree of risk and

uncertainty. There is generally no publicly-available information regarding the privately-owned portfolio companies in which a Landmark Fund or client account expects to invest directly.

## *Failure by Other Investors to Meet Capital Calls of Underlying Funds*

Failure by one or more investors in our Landmark Funds, any client, or an underlying fund to meet a capital call could have adverse consequences for the underlying fund, our Funds or their investors. Within the Landmark Funds, if multiple investors fail to meet capital calls, defaults could occur which could result in forfeitures causing a lower return, or potentially a loss, on the funds' investments.

## *General Partner May Retain and Reinvest Proceeds of Investments and Recall Distributions*

Certain Landmark Funds, or other client accounts, may elect to use proceeds from the disposition of interests in underlying funds to satisfy, or establish reserves for current or anticipated obligations (including, without limitation, advisory fees and any other Fund expenses as well as obligations relating to additional investments). If a client reinvests such amounts, the amount so reinvested will not reduce any limited partner's capital commitment.

A Landmark Fund may at any time recall distributions made to its limited partners. Recalls may be made to satisfy expense and indemnity obligations of the Fund itself or to satisfy recall requests received from the underlying funds. A Fund or its underlying funds may require recontributions of distributions for various reasons, including as a result of the use of over-commitment strategies, to satisfy indemnification, reimbursement, contribution and similar obligations or because capital had been returned to its limited partners without having been invested or having been invested for only a short period of time. Amounts recalled generally will not reduce a limited partner's remaining capital commitment.

## *Underlying Funds May Make Commitments in Excess of Their Capital Commitments.*

Certain underlying funds may make commitments to portfolio companies in excess of the total capital committed to such underlying funds. As a result, in certain circumstances, an underlying fund may need to retain distributions from its investments or recall distributions or liquidate certain of its investments prematurely at potentially significant discounts to market value if the underlying fund does not generate sufficient cash flow from its investments to meet these commitments. Likewise, the Fund's investors and clients may also be exposed to these risks if the Funds do not generate sufficient cash flow to satisfy its recall obligations to their underlying funds.



## *Past Performance Is Not Necessarily Indicative of Future Results of the Funds*

At the initiation of any client account, or at such time as investors invest in any of our Landmark Funds, the portfolios typically have no prior operating history upon which an investor or client can base its prediction of success or failure. The results of earlier investment Funds formed by us or our affiliates, or other client accounts managed by us or our affiliates, are not necessarily indicative of the results that a new Fund will achieve.

## *Allocation of Investment Opportunities among Landmark Funds and Other Investment Vehicles.*

The Investment Advisor will determine the allocation of investment opportunities that the Investment Advisor deems appropriate for each fund and other investment vehicles managed by the Investment Advisor (and/or its affiliates) in accordance with its allocation policy to the extent they have available capital. When making allocation decisions, the investment objective of a fund or other investment vehicle may not be the dispositive factor; rather, the Investment Advisor may, in its sole discretion, consider, among other considerations, the sourcing of the investment opportunity, the composition of the portfolios of a fund and other investment vehicles, the composition of the underlying portfolio and the risks and obligations associated with that portfolio, available capital, risk tolerance, and investment objectives and guidelines of a fund and other investment vehicles managed by the Investment Advisor or an affiliate thereof, the aggregate size of the investment, including whether follow-on investments may be required, the investment strategy and restrictions or other obligations or requirements related to the proposed investment, legal, tax, accounting, regulatory and other considerations, and the availability of other investment opportunities. In addition, the method of allocating investment opportunities may change over time, particularly as a fund's Investment Period comes to an end. Although the Investment Advisor intends to allocate investment opportunities in a fair and equitable manner, decisions as to the allocation of investment opportunities present numerous conflicts of interest, which may not be resolved in a manner that is favorable to the Fund's, and, therefore, the limited partners' interests.

The Investment Advisor has formed and, in the future, may form additional vehicles set up to co-invest, in whole or in part, with a fund. Some of these vehicles may only be entitled to participate in portions of an investment that the Investment Advisor determines to not allocate to a fund. Certain other vehicles, however, may be entitled to a share of an investment opportunity ("Additional Accounts"). Furthermore, the Investment Advisor may permit certain other persons and/or investment vehicles (including other investment vehicles managed by Landmark) to co-invest with the Fund. Other than with respect to Additional Accounts, allocations will be made in the sole discretion of the Investment Advisor and may result in the investments being made on different terms or in different securities by such other vehicles. Conflicts of interest may arise in the allocation of such co-investment opportunities. The allocation of co-investment opportunities, which may be made to one or more persons for any number of reasons as determined by the Investment Advisor, may not be in the best interests of a fund or any individual limited partner. In exercising its discretion in connection with such co-investment opportunities, the Investment Advisor may consider some or all of a wide range of factors, which may include the likelihood that a limited partner may invest in a future fund sponsored by the Investment Advisor or its

affiliates or the size of a limited partner's Commitment. These types of co-investments may result in conflicts regarding decisions relating to an investment, including with respect to timing of disposition or strategic objectives. Furthermore, decisions regarding whether and to whom to offer co-investment opportunities may be made by the General Partner or its related persons in consultation with other participants in the relevant transactions, such as a co-sponsor. Co-investment opportunities may, and typically will, be offered to some and not to other limited partners. When and to the extent that employees and related persons of the General Partner make capital investments in or alongside a fund, the General Partner is subject to conflicting interests in connection with these investments. The General Partner's allocation of co-investment opportunities among the persons and in the manner discussed herein may not, and often will not, result in proportional allocations among such persons, and such allocations may be more or less advantageous to some such persons relative to others. In addition, the Investment Advisor or an affiliate thereof may receive compensation for management and other services performed in connection with co-investments made in Underlying Funds. If a co-investment vehicle is formed, such entity will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Fund. In the event that a transaction in which a co-investment was planned, including a transaction in which a co-investment was believed necessary in order to consummate such transaction or would otherwise have been beneficial, in the opinion of the General Partner, ultimately is not consummated, all broken deal expenses relating to such proposed transaction generally may be borne by the Fund, and not by any potential co-investors, that were to have participated in such transaction. Furthermore, arrangements with certain formal co-invest partners may not allow the Investment Advisor to charge broken deal expenses to such co-invest partner's vehicle unless the Investment Advisor has demonstrably allocated a portion of the investment to such vehicle, and consequently the Fund will bear all broken deal expenses attributable to such vehicle. There can be no assurance that a fund's return from a transaction would be equal to and not less than the return of another party that was allocated a co-investment opportunity and that is participating in the same transaction.

## *Potential Conflict Relating to Carried Interest*

The existence of the carried interest creates an incentive for us to make riskier or more speculative investments than would be the case in the absence of this arrangement.

## *Material Non-Public Information*

As a result of the extensive operations of Landmark and its affiliates, we come into possession of confidential or material, non-public information. Therefore, we may have access to material, non-public information that may be relevant to an investment decision to be made by the Funds or clients. Consequently, the Funds or clients may be restricted from buying or selling an investment, which if such information had not been known to Landmark, may have otherwise been undertaken. To the extent any limited partner and client are aware of any such confidential or material, non-public information, such limited partner and client may be restricted with respect to their own

investment or other activities and/or be subject to certain laws, regulations or rules with respect to such confidential or material, non-public information.

## *Currency Fluctuations*

The Fund, or any client account, invests a portion of its capital outside the United States in non-U.S. Dollar denominated securities. Because such investments involve non-U.S. Dollar currencies and because the Fund or the client account may hold funds in bank deposits in such currencies during the completion of their investment program, the Fund or the client account may be adversely affected by changes in currency rates (including as a result of the devaluation of the U.S. Dollar or a foreign currency or a failure of the common European currency) and in exchange control regulations. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of the Fund or the client account), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Fund, the client, and/or the limited partners with respect to the Fund's income, and possible non-U.S. tax return filing requirements for the Fund, the client, and/or the limited partners.

In addition, the Fund's, or any client's account, commitments to underlying funds may increase as a result of adverse changes in currency rates. While limited partners, investors and clients will not be required to increase their commitments to the Fund or client account in order for the Fund or client account to meet such obligations, the Fund or client account may need to recall distributions or liquidate certain of its investments prematurely at discounts to market value if the Fund or client account does not generate sufficient cash flow from its investments to offset the amount of the devaluation. Conversely, fluctuations in currency rates may also result in the Fund's, or client's account, capital being less than fully invested in an underlying fund. Although the Fund or client may choose to seek to protect the economic value of its investments (and those of any underlying investment) through currency hedging, the financial instruments available to hedge the currencies of certain markets in which the Fund or client may invest may be less effective or economical than financial instruments used to hedge the currencies of other jurisdictions.

## *Risks Associated with Hedging Activities*

The Landmark Funds, or clients, may choose, but are not required, to seek to protect the economic value of its investments (and investments in underlying funds) through currency hedging, security hedging or other hedging strategies, including swaps, short sales, forward contracts or options. While such transactions themselves may reduce certain risks, such transaction themselves may entail certain other risks. The risks posed by these transactions include, but are not limited to, interest rate risk, market risk, the risk that these complex instruments and techniques will not be

successfully evaluated, monitored or priced, the risk that counterparties will default on their obligations, liquidity risk and leverage risk (please see “Risks Relating to the Use of Leverage by the Underlying Funds”). Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives. In addition, it may not be possible to enter into a hedging transaction, if at all, at a price sufficient to protect the Fund from the anticipated decline in the value of the portfolio position. Moreover, for a variety of reasons, the Fund or any client, the underlying funds and the portfolio companies may not be able to establish a perfect correlation between the hedging instrument and the investment being hedged. This imperfect correlation may prevent the Fund or a client from achieving the intended hedge or expose it to risk of loss. The successful use of these hedging strategies depends upon the availability of a liquid market and appropriate hedging instruments, and there can be no assurance that the Fund or a client will be able to close out a position when deemed advisable by us. Hedging transactions also involve additional costs and expenses, which may adversely affect the overall performance of the Fund, a client, the underlying funds or the portfolio companies. There can be no assurance that the Fund, a client, the underlying funds or the portfolio companies will engage in hedging transactions at any given time or from time to time, or that these transactions, if available, will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect.

## *Risks Relating to the Use of Leverage by the Underlying Funds*

The underlying funds may use leverage for a variety of purposes, including, but not limited to, acquiring, directly or indirectly, new investments, leveraging existing investments to permit distributions or additional investments, facilitating hedging activities and bridging funding for investments in advance of capital calls. Leverage generally magnifies opportunities for gain and risk of loss from a particular investment. The leverage used by the underlying funds may take the form of indebtedness for borrowed money as well as financial leverage in the form of short sales, forward contracts, options, derivatives, and other similar transactions, which may expose the Fund to greater risks than if the underlying funds did not use leverage. This leverage could accelerate and magnify declines in the value of an underlying fund’s investments in a down market. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which state is difficult to accurately forecast. Gains made with borrowed funds generally would cause the underlying funds’ value to increase faster than without borrowed funds. However, losses incurred with borrowed funds would cause the underlying funds’ value to decrease faster and more significantly than without the use of borrowed funds. Money borrowed for the purpose of leveraging investments will also be subject to interest costs as well as financing, transaction and other fees and costs that may not be recovered by returns on the underlying funds’ investments or other investment positions taken by the underlying funds. In addition, the use of leverage by an underlying fund may also result in tax-exempt limited partners of the Fund, or a tax-exempt client, incurring a tax on unrelated business taxable income (“UBTI”).

## *Effect of Fees and Expenses on Returns*

Each of the underlying funds in which a Fund or client invests generally (i) pays (or requires its limited partners to pay) its respective general partner and investment advisor or manager certain fees; and (ii) bears certain costs and expenses. Those fees, expenses and costs are in addition to those of the Fund described in “Principal Terms of the Fund” and client’s investment management agreement. Such fees and expenses are expected to (and may materially) reduce the actual returns to limited partners and clients. Fees and expenses of the Funds and clients and the underlying funds in which the Fund or client invests will generally be paid regardless of whether the Fund, client or the Underlying Funds produce positive investment returns.

## *Risks Relating to Non-U.S. Investments*

Certain Funds and clients invest in portfolio investments, and directly and indirectly in companies, that are organized or headquartered or have substantial sales or operations outside of the United States, its territories, and possessions. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of the Fund or client portfolio), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on investors and clients with respect to the income, and possible non-U.S. tax return filing requirements for investors and clients. The foregoing factors may increase transaction costs and adversely affect the value of the Fund’s, or client’s, portfolio investments.

Additional risks of non-U.S. investments include but are not limited to: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed regulatory institutions; and (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction. Moreover, non-U.S. portfolio investments and companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. portfolio investments and companies.

The risks of loss described herein should not be considered to be an exhaustive list of all the risks which investors in the Funds or clients should consider. Investors and clients should refer to the respective Fund’s private placement memorandum and organization documents for additional information on risk factors and risk of loss as well as any investment management agreements.

## **Commodity Futures Trading Commission Matters**

The Funds (including for this purpose any alternative investment entities or parallel investment entities) and clients may trade in instruments regulated by the U.S. Commodity Futures Trading Commission (the “CFTC”), and in such event each Fund’s General Partner and/or its affiliates, or



any client's investment manager, intend to qualify for an applicable exemption from registration with the CFTC as a commodity pool operator ("CPO") with respect to each Fund or client account pursuant to an exemption under CFTC Regulation 4.13(a)(3), which requires filing a notice of exemption with National Futures Association. This Regulation also generally requires that (i) the limited partner interests are exempt from registration under the Securities Act and are not publicly marketed in the United States and (ii) at the time of the relevant investment, with respect to each Fund's, or client's, positions in CFTC-regulated instruments: (A) aggregate initial margin and related amounts required to establish such positions will not exceed five percent of the liquidation value of each Fund's portfolio, after taking into account unrealized profits and unrealized losses on any such positions; or (B) the aggregate net notional value of such positions, determined at the time the most recent position was established, does not exceed 100 percent of the liquidation value of each Fund's portfolio, after taking into account unrealized profits and unrealized losses on any such positions. Therefore, unlike a registered CPO, each of the Fund's General Partner or any client's investment manager, would not be required to deliver a CFTC-compliant disclosure document and a certified annual report to investors. Nonetheless, each Fund's General Partner, and each client's investment manager, does intend to provide investors with annual audited financial statements and the reports described in the respective Fund's Partnership Agreement or client investment management agreement.

## **Capital Calls and Use of Subscription Lines and Asset-Backed Facilities.**

The General Partner has (will) cause a fund to incur indebtedness to finance investments, organizational expenses, fund expenses and the payment of the Investment Advisory Fee (the collateral for which can be, for example, one or more assets of the fund, *i.e.*, asset-backed facilities, or the undrawn commitments of investors, *i.e.*, subscription lines) prior to calling Commitments. For administrative convenience, capital calls, including those used to pay interest on subscription lines, asset-backed facilities and other indebtedness, may be "batched" together into larger, less frequent capital calls, with the Fund's interim capital needs being satisfied by the fund borrowing money from such credit facilities. The interest expense and other costs of any such borrowings will be fund expenses and, accordingly, may decrease net returns of the fund. In addition, the batching of capital calls may amplify the magnitude of potential defaults by limited partners as a result of there being fewer but larger capital calls. To the extent a subscription facility is due upon demand by a lender, such a demand may be issued at an inopportune time at which liquidity is generally constrained, potentially resulting in greater defaults as a result of liquidity constraints on limited partners and/or limited partners facing similar capital calls in multiple funds and being unable to satisfy all such demands simultaneously. Finally, the existence of a subscription facility may impair a limited partner's ability to transfer its interest in the fund as a result of restrictions imposed on such transfers by the lender. It is expected that interest will accrue on any such outstanding borrowings at a rate lower than the preferred return. As a result, the use of a subscription facility with respect to investments and ongoing capital needs may reduce or eliminate the preferred return received by the limited partners and accelerate or increase distributions of carried interest to the General Partner. As a general matter, use of leverage in lieu of drawing

down Commitments amplifies IRRs (either negative or positive) to limited partners. In light of the foregoing, the General Partner has an incentive to fund the acquisition and ongoing capital needs of investments and the fund with the proceeds of such borrowings in lieu of drawing down Commitments on a just-in-time basis.

**Cybersecurity Risks.** Recent events have illustrated the ongoing cybersecurity risks to which companies are subject. To the extent that a Portfolio Company or Underlying Fund is subject to cyber-attack or other unauthorized access is gained to such Portfolio Company or Underlying Fund's systems, such Portfolio Company or Underlying Fund may be subject to substantial losses in the form of stolen, lost or corrupted (i) customer data or payment information; (ii) financial information, including investor financial information; (iii) software, contact lists or other databases; (iv) proprietary information or trade secrets; or (v) other items. In certain events, a Portfolio Company or Underlying Fund's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any of such circumstances could subject a Portfolio Company, an Underlying Fund or the Fund to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at Landmark or one of its service providers holding its financial or investor data, Landmark, its affiliates or the Fund may also be at risk of loss, despite efforts to prevent and mitigate such risks.

## **GDPR Compliance Risk.**

Data protection and regulations related to privacy, data protection and information security could increase costs, and a failure to comply could result in fines, sanctions or other penalties, which could materially and adversely affect the results of operations of an Underlying Fund or a portfolio investment.

Underlying Funds and portfolio investments are subject to regulations related to privacy, data protection and information security in the jurisdictions in which they do business. As privacy, data protection and information security laws are implemented, interpreted and applied, compliance costs may increase, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

EU data protection law currently in effect is derived from the Data Protection Directive (Directive 95/46/EC) and has been implemented by national legislation across all 28 EU member states. On May 25, 2018, the General Data Protection Regulation (EU 2016/679) (the "GDPR") replaced the existing legislation. The GDPR seeks to harmonize national data protection laws across the EU, whilst at the same time, modernising the law to address new technological developments. As a regulation, the GDPR will be binding on data controllers and data processors in all EU member states, immediately upon coming into effect, without the need for implementation in each member state. The GDPR notably has a greater extra-territorial reach and will have a significant impact on data controllers and data processors either with an establishment in the EU, or which offer goods or services to EU data subjects or monitor EU data subjects' behaviour within the EU. The new regime will impose more stringent operational requirements on both data controllers and data processors, and will introduce significant penalties for non-compliance with fines of up to 4% of



total annual worldwide turnover or €20 million (whichever is higher), depending on the type and severity of the breach.

The current ePrivacy Directive, will also be repealed by the EU Commission's Regulation on Privacy and Electronic Communications (the "ePrivacy Regulation") which aims to reinforce trust and security in the digital single market by updating the legal framework on ePrivacy. The ePrivacy Regulation is in the process of being finalised and is due to come into force in early 2019.

Compliance with current and future privacy, data protection and information security laws could significantly impact current and planned privacy and information security related practices, the collection, use, sharing, retention and safeguarding of personal data and some of our current and planned business activities. A failure to comply with such laws could result in fines, sanctions or other penalties, which could materially and adversely affect results of operations and overall business, as well as have an impact on reputation.

## **Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the investment adviser or the integrity of the investment adviser's management.

We do not have any disciplinary information to disclose.

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

As explained in Item 4 above, LEA is part of an advisory business known as "Landmark Partners". Its Affiliated Advisers include its parent, Landmark Partners, LLC ("LP LLC"), Landmark Realty Advisors LLC ("LRA") and Landmark Advisers, Inc. ("LAI"), "Affiliated Advisers" under common control with LEA.

The Forms ADV for each of the Affiliate Advisers can be found at the SEC's web site: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The advisory services provided by LEA are described in this Brochure. LRA provides investment advice to private investment vehicles that invest primarily in secondary offerings of real estate investment funds. LAI provides investment advice to one legacy investment vehicle. In addition to being the parent entity, LP LLC primarily provides services to LRA, LEA and LAI though it also provides consulting services to certain third parties.

## **BSIG Management Partnership.**

In November 2010, the Firm entered into a strategic partnership with Religare Global Asset Management Inc., a U.S. affiliate of Religare Enterprises Limited (collectively, "Religare"), a global financial services group. Landmark sold approximately 55% of the equity interest in Landmark Partners LLC to Religare. In the second quarter of 2016, Landmark entered into

agreements to repurchase this equity interest from Religare and sell approximately 60% of the equity interest in Landmark Partners LLC to Brightsphere Investment Group plc, formerly known as OM Asset Management plc (“BSIG”). On August 18, 2016, Landmark closed the transactions. As part of this arrangement, BSIG will be responsible for a portion of the General Partner’s commitment to the Fund and will also be entitled to a portion of the carried interest from the Fund. Day-to-day operations of the Firm remain exclusively with Landmark and investment decisions related to the funds will be the sole responsibility of each fund’s Investment Committee. In addition to the foregoing, a fund and/or the Investment Advisor has engaged BSIG to provide certain placement or other distribution related services with respect to certain identified investors. BSIG or such affiliate may be entitled to a fee or other economic benefit with respect to any such services that it may provide.

## **Consulting Service**

LP LLC developed a suite of proprietary models, referred to as a consulting toolkit, an alpha toolkit (and together “**Toolkits**”) and the Landmark Investment Valuation Evaluation (“**LIVE**”) reports. These proprietary models are used to consult with and assist investors, prospects, LPs, GPs analyze investments held by and/or the funds they have invested.

The Toolkits/LIVE are designed to provide, among others:

- Analysis of private fund portfolio information;
- Comparison of private funds in a portfolio with key performance metrics drawn from historical data;
- Identification of potential core and non-core private funds in the portfolio based on performance and relationship factors;
- Identifying possible transactions by developing top-down pricing estimates; and
- Projection of future drawdown and distribution cash flows to the portfolio, which provides assistance for planning future commitments.

Currently, LP LLC does not charge a fee for its Toolkits or LIVE consulting services. Investors or prospective investors may use these services to make allocation or investment decisions. In addition, investors or prospective investors utilizing this service may determine to divest their holdings in certain interests based on the analysis provided. In these instances, investors should be aware that the funds advised by the Affiliated Advisers may be purchasers of those interests.

LP LLC also provides advisory personnel, administration and regulatory compliance functions to all Affiliated Advisers within the Landmark Partners business. LP LLC, LEA, LRA and LAI are located in the same offices in Simsbury, Connecticut.

# LANDMARK PARTNERS

Certain of our principal executive officers, including certain of our investment committee members and Chief Compliance Officer, spend a significant amount of their time engaged in the private equity and real estate-related activities of Affiliated Advisers. In connection with performing services for these Affiliated Advisers, our officers and employees will receive compensation.

Our Affiliated Advisers share our office space as well as our compliance personnel, including the Chief Compliance Officer, and, to the extent applicable, compliance policies and procedures addressing common regulatory requirements and issues. We have material business relationships with the Affiliated Advisers within the Landmark Partners group of companies.

With the exception of LP LLC, the Affiliated Advisers create limited partnerships and may act as investment adviser to such limited partnerships. The Affiliated Advisers also act as investment managers to other clients, including co-investment vehicles. LEA, or any of the Affiliated Advisers, makes investments in these investment partnerships. In addition, certain of our investment professionals and Affiliated Advisers act as members of the general partner of the limited partnerships.

LEA is a wholly-owned subsidiary of Landmark Partners, LLC (“**LP LLC**”) an entity which, in turn is owned by BrightSphere with the Landmark Partners principals owning 40% of LP LLC. Day-to-day operations of the Firm remain exclusively with Landmark Partners and investment decisions remain the sole responsibility of the Landmark Investment Committee. In addition to the foregoing, future Landmark Funds and/or Landmark Partners including any Affiliated Adviser may engage BrightSphere or an affiliate to provide certain placement agent services with respect to the sale of interests in new Landmark funds to certain identified investors. BrightSphere or such affiliate may be entitled to a fee with respect to the sale of interests to such investors. We engage unaffiliated third-parties (placement agents) to market our funds. Placement agent fees are borne by us as the investment advisor and if paid by the Fund, reduces the advisory fees payable to the us, and are allocated to the specific limited partner associated with such placement agent.

Landmark Partners investment professionals are responsible for our day to day operations and control the investment committees through which all investment decisions are made with respect to our Funds and client accounts.

LEA and all the Landmark Partners Affiliated Advisers are also affiliated with Landmark Partners (Europe) Limited, located in the United Kingdom and which is authorized and regulated by the Financial Conduct Authority.

Mr. Timothy L. Haviland has direct ownership in LAI. LAI is the investment adviser and investment manager for one predecessor legacy Fund sponsored by LAI.

## Item 11 - Code of Ethics

We have adopted a Code of Ethics (the “**Code**”) designed to address and prevent potential conflicts of interest as required under Rule 204A-1 of the Investment Advisers Act. The Code describes our standard of business conduct and fiduciary duty to our clients and prospective clients. The Code includes, among other items, provisions relating to the confidentiality of client information, prohibition on insider trading, prohibition of spreading rumors, restrictions on the acceptance of extravagant gifts and entertainment, the reporting of certain gifts and business entertainment, and personal securities trading procedures.

The Code is designed to ensure that the personal securities transactions, activities and interests of our employees will not materially interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. In addition, the Code requires pre-approval of certain transactions. Employee trading is monitored by the Chief Compliance Officer to reasonably detect and prevent conflicts of interest between us and our clients.

Among others, the Code requires supervised/accessed persons to:

- Submit to the Chief Compliance Officer an initial and an annual report listing their securities holdings and a quarterly report of transactions;
- Obtain approval from the Chief Compliance Officer prior to investing in IPOs and Private Placements (limited offerings);
- Certify that they have read and understand the Code and to report any violations of the Code to the Chief Compliance Officer;
- Not trade either in their personal accounts or on behalf of clients on the basis of material non-public information; and,
- Not inappropriately use their position for a personal benefit.
- Protect persons who engage in “whistle blowing” activities from retaliation.

Employees who violate the Code and our Compliance policies are subject to disciplinary action including, but not limited to, written warnings, and termination of employment.

We will provide a copy of our Code to any investor or prospective investor in a Fund upon request made to Antoinette Lazarus, Chief Compliance Officer.

## **Item 12 - Brokerage Practices**

The Funds and clients' primarily invest in private equity funds. From time-to-time, a Fund or a client account receive portfolio company securities as part of an underlying fund's or a client's general distribution. In addition, we buy or sell or receive publicly-traded securities for the Funds. In these instances, we generally utilize the services of a limited number of brokers who are familiar with our requirements and procedures to execute all such transactions. The use of a limited number of brokers allows for uniformity, consistency and economy of scale. We are not contractually bound to utilize a particular broker and the broker's retention is subject to our evaluation of the broker's services.

With respect to transacting in publicly-traded securities, we seek to effect transactions at a price, commission and transaction cost (e.g., mark-ups or mark-down) that provides the most favorable total cost or proceeds reasonably attainable under the circumstances. We consider various factors when selecting broker-dealers including, but not limited to, the experience of the broker-dealer in liquidating distributions from private equity funds, the nature of the portfolio transaction, the size of the transaction, the broker's trading expertise, reliability, responsiveness, reputation, execution, clearance, settlement, willingness to commit capital, access to a particular trading market, and security conditions (e.g., liquidity, volatility, etc.).

We have discretion to determine without obtaining prior consent from the Funds or clients the broker-dealer to execute transactions and the commission rates or commission equivalents charged for effecting the transactions.

### *Research and Other Soft Dollar Benefits*

We do not obtain proprietary and third-party research services or products with clients' commissions or "soft dollars."

### *Brokerage for Client Referrals*

Broker-dealers and their employees may refer potential investors, clients, or possible investments to us. It is our policy not to direct transactions and commissions to these broker-dealers as compensation for such referrals. However, we may effect transactions through these broker-dealers provided they are able to provide best execution.

See Item 14 below for additional information with respect to payment for investor referrals.

### *Directed Brokerage*

We do not accept instructions to effect Fund or client transactions with certain broker-dealers.

## *Aggregation and Allocation*

We will generally aggregate the purchase or sale of publicly-traded securities and allocate the purchase or sale of such shares on a pro rata basis among the Funds in the transaction.

## *Deal Sourcing*

We may cause a Fund or client to purchase or sell interests in a particular Fund or client from a related adviser, provided that such investments are consistent with the Fund's or client's strategy and are made on a basis that does not involve the payment of an additional fee to us or the related adviser.

From time to time, we enter into agreement with finders to assist in identifying investments for the Funds or clients. For these investments (deals) the Funds or clients may pay a fee.

See Item 14 below for additional information with respect to payment for investor referrals.

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

### *Account Reviews*

Client accounts are reviewed on a quarterly basis by a controller, chief financial officer and a partner.

### *Client Reports*

We provide the Funds' financial reports to the respective Fund's limited partners quarterly. These written reports may include unaudited capital account balances, portfolio holdings, transactions and performance information.

Investors in the Funds receive their respective Fund's audited annual report within 180 days and tax reports as soon as possible after the end of the Fund's fiscal year.

We provide written reports to other clients and investors as agreed upon.

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

### *Investor Referrals*

We enter into agreements with placement agents to assist in identifying investors for the Funds. In the event a Fund pays the fee to a placement agent, our advisory fee will be reduced by that amount. Placement agent fees are borne by us, as the investment adviser and if paid by the Fund,

reduces the advisory fees payable to us, and are allocated to the specific limited partner associated with such placement agent.

Referred investors to the Landmark Funds should be aware of potential inherent conflicts of interest between us and them with respect to placement agent arrangements. Placement agents refer potential investors to the Landmark Funds because they will be paid a fee and not because the Landmark Funds provide appropriate investment strategies or are suitable for the investor. In turn, we earn management and incentive fees from these investors which may be higher than what they might pay another investment manager or collective investment vehicle. Potential investors should consider these potential conflicts in making their investment decisions.

### *Other Compensation*

We have not entered into any arrangement under which we receive any economic benefit, including sales awards or prizes, from a person who is not a client for providing advisory services to clients.

We may engage an affiliate to provide certain placement services with respect to the sale of interests in our Funds to certain identified investors. Such affiliate may be entitled to a fee with respect to the sale of interests to such investors.

### **Item 15 - Custody**

We are the administrator for the Landmark funds. We are considered to have custody of clients' assets. The Funds' and clients' assets are maintained at qualified custodians as required or in accordance with SEC Staff guidance. We review statements received from the Funds' and clients' qualified custodians against our records to verify that the assets held by these custodians are accurately reflected.

Client assets are primarily limited partnership interests in underlying funds, member interests in private limited liability companies or interests in private companies, though they sometimes include cash or publicly traded securities that have been distributed to the Funds. Partnerships and limited liability companies' interests do not lend themselves to custody by qualified custodians and are typically not transferrable without the consent of the fund's general partner. Client assets in the form of cash, or securities are held by a qualified custodian. The custodians are either banks or regulated brokerage firms, which provide statements to the Funds and clients.

It is our policy to have the Funds and client accounts audited annually by a recognized independent auditor registered with and subject to regular inspection by the Public Company Accounting Oversight Board. We distribute copies of the audited financial statements, prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), to the respective Fund's investors,



usually no later than 180 days, or as required, after the end of the Fund's fiscal year end. Investors will generally not receive account statements directly from the bank or other qualified custodian holding physical custody of the Landmark Funds' securities.

In addition, in connection with the final liquidation of a Landmark Fund or other client account, we will obtain a final audit and distribute audited financial statements to the Landmark Fund or to the clients, promptly after completion of the audit.

Fund investors and clients should compare the audited financial statements against statements prepared by us and should contact our Chief Compliance Officer in the event there are material discrepancies between these statements.

## **Item 16 - Investment Discretion**

As an investment adviser, we are granted the discretionary authority pursuant to the investment management and limited partnership agreements with the Funds and clients to determine the respective Fund's and client's private equity investments. In addition, we are granted authority with respect to the liquidation of any investment, pursuant to the investment management and limited partnership agreements with the Funds and clients.

## **Item 17 - Voting Client Securities**

As an investment adviser primarily investing in private funds, there generally would be few instances where proxies are required to be voted. In these instances, we have implemented policies and procedures regarding the voting of proxies as required under Rule 206(4)-6 of the Investment Advisers Act.

This Rule generally requires us to (i) adopt policies and procedures reasonably designed to ensure that proxies with respect to securities in clients' accounts where we exercise voting discretion are voted in the best interest of clients; (ii) to disclose how information may be obtained on how we vote proxies; and (iii) to maintain records relating to our proxy voting.

We will provide, at no cost, a copy of the proxy voting policies and will provide clients with information regarding how proxies were voted by contacting Antoinette Lazarus, Chief Compliance Officer.

## **Item 18 - Financial Information**

Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition. We do not have any financial commitments that impair our ability to meet contractual and fiduciary commitments to clients. In addition, we have not been the subject of a bankruptcy proceeding.