

**Item 1 – Cover Page**

Investcorp Investment Advisers Limited

P.O. Box 5340, Manama, Bahrain

+011 973 1753 2000

This Brochure was last updated

November 8, 2016

**Alternative Investment Solutions**

Form ADV, Part 2A (the “Brochure”) provides information about the qualifications and business practices of Investcorp Investment Advisers Limited (“IIAL” or the “Firm”). If you have any questions about the contents of this Brochure, please contact Brian Murphy, Chief Compliance Officer, at 917-332-5719; [bmurphy@investcorp.com](mailto:bmurphy@investcorp.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.

IIAL is registered with the SEC as an investment adviser. IIAL’s registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, serve as information for you to use to determine to hire or retain IIAL as your adviser.

Additional information about IIAL also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (click on the link “Investment Adviser Search,” select “Investment Adviser Firm” and type in IIAL’s name). The results will provide you with both Parts 1 and 2 of IIAL’s Form ADV.

## Item 2 - Material Changes

The following is a summary of material changes to Part 2A of Form ADV since the last annual amendment filed with the SEC on September 27, 2016.

### Summary of Material Changes:

- References to Hedge Funds have been changed to Alternative Investment Solutions throughout this Brochure.
- Item 5, "Fees and Compensation," Item 8, "Methods of Analysis, Investment Strategies, and Risk of Loss," Item 10, "Other Financial Industry Activities and Affiliations," and Item 11, "Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading" have been updated to describe compensation that IIAL and its affiliates receive in connection with multi-manager solution investments.
- References to IIAL's advisory activities with respect to single manager funds have been deleted throughout this Brochure because IIAL no longer advises such funds.
- Updates have been made throughout this Brochure to address IIAL's advisory business with respect to new multi-manager solutions that it manages and new non-discretionary investment advisory services that it provides.
- The total assets under management ("AUM") have been amended to reflect adjustments to the Firm's real estate fund assets under management.

In addition to the material amendments to this Brochure outlined above, IIAL has prepared a separate Brochure for its private equity investment advisory services. Please see the Firm's other Brochure for a discussion of the Firm's business practices in connection with those services.

## Item 3 - Table of Contents\*

Item 1 – Cover Page.....	i
Item 2 - Material Changes.....	ii
Item 3 - Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-By-Side Management.....	8
Item 7 – Types of Clients .....	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	10
Item 9 – Disciplinary Information .....	28
Item 10 – Other Financial Industry Activities and Affiliations.....	29
Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading .....	30
Item 12 – Brokerage Practices.....	33
Item 13 – Review of Accounts .....	35
Item 14 – Client Referrals and Other Compensation .....	35
Item 15 – Custody .....	36
Item 16 – Investment Discretion .....	36
Item 17 – Voting Client Securities .....	37
Item 18 – Financial Information.....	37

---

\* A NOTE ABOUT THE FORMAT OF THIS BROCHURE: The SEC requires all investment advisers to organize their disclosure documents according to specific categories, some of which may not pertain to a particular adviser's business. Where a required category is not relevant to our business, we list the category and state that it does not apply.

## Item 4 – Advisory Business

Investcorp Investment Advisers Limited (“IIAL” or the “Firm”) was formed in 2005 as part of Investcorp Group, whose primary operating entity is Investcorp Bank B.S.C. (“Investcorp”). Investcorp, founded in 1982, is a leading, global provider of alternative investment products with assets under management across alternative investment solutions<sup>2</sup>, private equity, and real estate. IIAL provides alternative investment solutions, private equity, and real estate advisory services. This Brochure discusses the business practices of IIAL only in connection with its alternative investment solutions advisory services. Please see the Firm’s other Brochures for a discussion of the Firm’s business practices in connection with its private equity advisory services and its real estate advisory services.

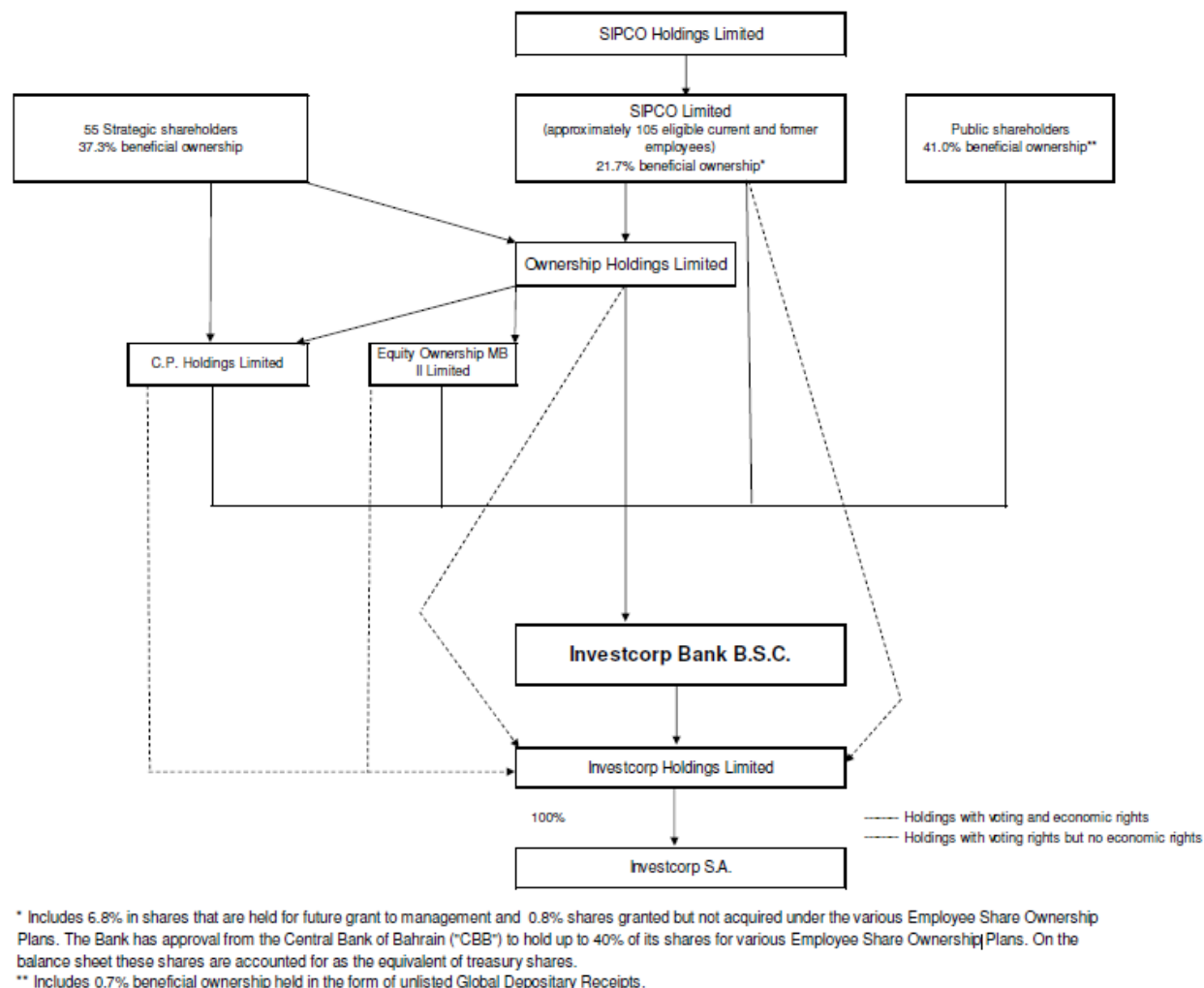
Investcorp Investment Advisers LLC (“IIA LLC”), an SEC registered investment adviser, is an affiliate of IIAL and carries out some functions related to the management of the Investcorp alternative investment solutions. N.A. Investcorp LLC (“NAIILLC”) and other affiliated entities act as placement agents for alternative investment solutions. Please see Item 10, “Other Financial Industry Activities and Affiliations” for additional information on IIAL’s arrangements with its affiliates.

### Ownership Structure

IIAL is a member of the Investcorp group of companies. It is 100% directly owned by Investcorp International Holdings Inc. (“IIHI”). The parent company of IIHI is Investcorp S.A. The following chart shows the ownership structure for Investcorp S.A.

---

<sup>2</sup> The name ‘Hedge Funds’ is no longer representative of the scope of products that the Firm currently offers. As a result, the name of the business unit has been changed from ‘Hedge Funds’ to ‘Alternative Investment Solutions’ (‘AIS’). ‘Fund of Funds’ has been changed to ‘Multi-Manager Solutions’ as both the flagship products and customized accounts are offered to clients. ‘Single Managers’ has been changed to ‘Hedge Fund Partnerships’ as this will convey the nature of the product offering to the marketplace. ‘Alternative Beta’ has been changed to ‘Alternative Risk Premia’ since this is the standard industry term for this investment strategy.



## Overview of Alternative Investment Solutions Advisory Services

Investcorp launched Alternative Investment Solutions in 1996. IIAL provides investment management services to multi-manager solutions and alternative risk premia funds (collectively the "Funds") which are exempt from registration as investment companies under the Investment Company Act of 1940. Certain multi-manager solutions are pooled funds with multiple investors, while other multi-manager solutions are set up to enable a single investor to have its assets managed in a manner similar to other multi-manager solutions. Employees or affiliates of IIAL that meet investor qualifications are able to invest in the Funds

IIAL's Funds benefit from the Firm's access to top-tier hedge fund investment talent, institutional-quality operational infrastructure, significant commitment to sophisticated risk systems, and innovative alternative investment solutions specific research.

As an investment adviser to the Funds, IIAL typically engages in one or more of the following activities:

- Identifies and implements investment opportunities for Funds;
- Performs monitoring and oversight of Fund investments;
- Makes investment decisions on behalf of Funds to invest or redeem investments; and
- May engage in occasional hedging transactions of currencies and/or certain market exposures for certain Funds.

IIAL may retain other consultants and advisers as it deems desirable for the performance of its management responsibilities. IIA LLC, performs some of the investment management services that are provided to the Funds.

#### Multi-manager solutions

The Funds include "multi-manager solutions," which invest their assets in other funds ("Underlying Funds") (which are typically not U.S. registered investment companies) managed by the Firm and/or unaffiliated and/or affiliated investment managers or allocate assets to managers ("Underlying Managers") to manage in either a separately managed account or in a separate investment vehicle (such Underlying Funds and Underlying Managers are sometimes referred to herein as the "Underlying Investments"). With respect to certain multi-manager solutions, IIAL or an affiliate directly manages a portion of such funds' assets rather than allocating the assets to Underlying Investments.

Within IIAL's multi-manager solution products, IIAL generally invests in a diversified group of Underlying Investments, which in turn invest or trade in a wide variety of securities and other instruments, including, but not limited to, equities (including private equity) and fixed income securities, indexes, ETFs, depository receipts, warrants, rights, currencies, commodities, futures contracts, forward contracts, swaps, options and other derivative instruments, all of which may be listed or unlisted, rated or unrated, distressed or publicly or privately issued.

For multi-manager solutions, IIAL, either on its own or through a subadviser selected by IIAL (which may be an affiliate of IIAL), seeks to determine which Underlying Funds or Managers are most suitable for the Funds, to make investments at the time and in the amount deemed appropriate, to monitor investments on an ongoing basis and to cause the Funds to make adjustments in their investments, or to sell or redeem such investments and

to make new investments. Please see Item 8 which describes the investment decision making process in greater detail. In addition, IIAL may from time to time implement specific direct hedging transactions to mitigate certain risks in the multi-manager solutions. IIAL may engage in these types of transactions when, for example, IIAL's and its affiliates' near term view on the markets cannot be implemented through rebalancing, given the notice periods and redemption frequencies for Underlying Investments.

### Special Opportunity Portfolios

Certain multi-manager solutions invest, through one or more Underlying Investments, in an opportunistic portfolio based on market conditions and investment cycles and have an investment horizon of approximately two to three years.

### Alternative risk premia Funds

IIAL provides investment management services to the alternative risk premia funds. The alternative risk premia funds seek to provide a total return above a cash benchmark. In pursuing this objective, the alternative risk premia funds invest in systematic "alternative beta" risk premiums across various asset classes. Some alternative risk premia funds may also invest in "traditional beta" risk premiums. A risk premium is a positive expected excess return stream over a risk-free rate associated with cash or government bonds. "Traditional beta" risk premiums are commonly associated with systematic long-only exposures to asset classes such as stocks, bonds, currencies and commodities. "Alternative beta" risk premiums are commonly associated with systematic long-short exposures to asset classes such as stocks, bonds, currencies and commodities. The alternative risk premia funds invest primarily in a portfolio of swap agreements.

Certain Funds are organized in a master-feeder structure. Other funds sponsored or managed by IIAL, IIA LLC, or their affiliates may invest all or a portion of their assets in a master fund on different terms or conditions than those available to the feeder funds.

Certain Funds are divided into different classes, sub-classes and/or series of shares in order to reflect different rights, obligations, privileges and other terms, which may include without limitation different trading strategies, priorities in redemption (and/or liquidation), and different fee obligations. Certain Funds may issue additional classes or series of shares from time to time on the same or different terms from existing classes.

IIAL manages all Funds in a manner consistent with their advisory agreements, operating agreements and offering documents, including any investment restrictions specified therein.

#### Non-Discretionary Investment Advisory Services

In addition to the investment management services IIAL provides to the Funds, IIAL also provides non-discretionary investment advisory services to clients, although it does so on a limited basis. In such capacity, IIAL may perform one or more of the following services: preliminary and ongoing reviews of the client's portfolio and investment manager selections; investment manager sourcing support; and/or periodic discussions with the client on the economic outlook of strategies. Additional services may be provided on an ad hoc basis, including documentation of PPM reviews, preparation of qualitative reports concerning potential investment managers, onsite investment manager due diligence, due diligence questionnaire reviews, and preparation of industry or economic reports. The exact services provided are subject to negotiation with the client on a case-by-case basis.

When IIAL serves in a non-discretionary investment advisory capacity, the decision to engage any investment manager to manage the client's assets or to implement any of IIAL's advice resides solely with the client.

#### Assets Under Management

IIAL's assets under management ("AUM") in the Funds were \$1.5 billion as of June 30, 2016, all of which were managed on a discretionary basis. This excludes investments made by one IIAL managed Fund into another IIAL managed Fund to avoid double counting assets. IIAL's total AUM in the Funds, private equity funds, and real estate funds it manages was \$ 2.4 billion as of June 30, 2016, all of which were managed on a discretionary basis.

### **Item 5 – Fees and Compensation**

#### Multi-manager solutions

For multi-manager solutions, IIAL or its affiliate, IIA LLC, typically charges a monthly, quarterly or annual management fee of up to 1.75% per annum of assets under management. IIAL or IIA LLC also charge a performance-based incentive fee of up to 20% of the net profits of certain funds of funds, and which may be subject to a loss carry forward provision, hurdle rate and/or high water mark. Fees may be charged in advance or in arrears. However, in no case are fees charged more than three months in advance. Any fees charged in advance will be refunded pro-rata in the event of termination of an



advisory relationship. The Underlying Funds or Managers in which, or with whom, the multi-manager solutions invest charge the multi-manager solutions asset-based fees, performance-based fees, and other fees. The fees charged by the Underlying Funds or Managers in which, or with whom, the multi-manager solutions invest are in addition to the asset-based fees, performance-based fees and other fees charged by IIAL and its affiliates. The rates and terms of any fees payable by the multi-manager solutions with respect to the Underlying Investments may vary from time to time. Performance fees may be payable to such Underlying Investments at times when the multi-manager solutions themselves are experiencing losses.

Some multi-manager solutions are responsible for certain expenses associated with an Underlying Fund and, to the extent that an allocation to an Underlying Fund is made through one or more other intermediate investment vehicles (including any investment vehicles managed by IIAL or one of its affiliates), additional expenses related to such investment vehicles.

Certain multi-manager solutions invest in other Funds managed by IIAL or one of its affiliates. Such multi-manager solutions may receive a waiver or rebate of the fees payable to IIAL or its affiliates in connection with the Underlying Fund investment, while other multi-manager solutions will be required to pay such fees for the Underlying Fund investment in addition to the fees payable to IIAL and its affiliates in connection with the management of the multi-manager solutions (and in addition to any fees payable to the third-party Underlying Funds or Managers).

With respect to certain Funds, specific classes of shares in the Fund are available only to investors who were referred to the Fund by a placement agent. Such share classes pay higher management and performance fees than other shares. IIAL pays the placement agents a portion of the management or performance fee IIAL earns with respect to the shares referred by the placement agent on an ongoing basis for continuing services provided to the Fund and its investors, such as advising investors regarding the net asset value of the Fund.

#### Alternative risk premia Funds

Alternative risk premia funds are charged a monthly management fee from 0.75% to 1.0% per annum of the net asset value of the relevant class of shares. The management fee is charged in arrears. Certain classes of shares in the alternative risk premia funds are subject to a performance based fee up to 10% of the net profits of the alternative risk premia funds, subject to a “hurdle rate” of 5% per annum.

The alternative risk premia funds are responsible for the fees and salaries of their directors, who may also be employees of IIAL and its affiliates. Incidental income, such as directors' fees, that IIAL receives in connection with its management of the alternative risk premia funds and certain multi-manager solutions (other than income received from the funds) may be passed through to such funds.

#### Other Fees

IIAL, an SEC registered investment adviser and affiliate of IIAL, performs some of the investment management services that are provided to certain Funds. In such circumstances, management fees and performance fees payable by the Funds will be apportioned between IIAL and IIA LLC. The aggregate amount of such fees paid by the Funds will not increase as a result of IIAL performing some of the investment management services. The investment advisory agreements with the Funds are terminable by each Fund based on the termination provisions in the respective agreement.

Affiliates of IIAL receive compensation for serving as placement agent for certain Funds, or for serving as placement agent for, or providing seed capital to, Underlying Funds in which certain multi-manager solutions invest. Please see Item 8, "Methods of Analysis, Investment Strategies and Risk of Loss" for additional information.

Funds are generally responsible for brokerage, administration, and custody fees. Please see Item 12, "Brokerage Practices" for a discussion of IIAL's brokerage practices in connection with the Funds. For additional details about the fees incurred by the Funds and expenses that may be allocated to the Funds (which may vary from Fund to Fund), please see the offering documents of the Funds.

#### Side Letters

IIAL, or an affiliate of IIAL, occasionally enters into agreements with certain investors in a Fund, in consideration for investing in the Fund, commonly known as "side letters." Pursuant to the side letter the shareholder may receive, among other benefits, a payment (or rebate) out of any fees earned by IIAL or an affiliate, preferential liquidity terms, "most favored nation" terms, access to portfolio holdings or a waiver of early redemption fees. These benefits are typically not available to all shareholders.

#### Negotiation of Fees; Waivers

The management and performance-based incentive fees payable by the Funds to IIAL are negotiated on a case-by-case basis. Management fees, performance-based incentive fees

and administrative fees payable by investors in the Funds generally will not be negotiable, but under certain circumstances IIAL, in its discretion, waives or modifies for particular investors, including partners, officers, employees and affiliates of IIAL, all or a portion of the management fees, performance-based incentive fees and/or administrative fees, provided that doing so does not adversely affect other investors.

#### Non-Discretionary Investment Advisory Services

Fees for IIAL's non-discretionary investment advisory services are negotiated with the client on a case-by-case basis and depend on the level of services provided. The fee is billed monthly, in advance, subject to negotiation with the client. Any prepaid fees will be refunded pro rata in the event of termination of the investment advisory agreement with the client. Clients may pay certain expenses incurred by IIAL in connection with rendering the advisory services, according to the terms of the advisory agreement.

Non-discretionary investment advisory clients are responsible for their own brokerage, administration, and custody fees. Please see Item 12, "Brokerage Practices" for a discussion of IIAL's brokerage practices.

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

As stated in Item 5, "Fees and Compensation" above, IIAL has entered into performance fee arrangements with certain Funds. Such fees are subject to individualized negotiation with each such Fund. IIAL will structure any performance or incentive fee arrangement that is subject to Section 205(a)(1) of the Investment Advisers Act of 1940 (the Advisers Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring the Funds' assets for the calculation of performance-based fees, IIAL shall include realized and unrealized capital gains and losses.

Certain employees of IIAL's affiliates participate in executive compensation programs that are linked to the performance of certain Funds.

Performance-based fee arrangements create an incentive for IIAL to make investments which may be riskier or more speculative than those which would be made under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts. Non-discretionary investment advisory clients do not pay performance-based fees. In addition, certain Funds, and certain classes of shares in Funds, do not pay performance-based fees. IIAL has procedures designed and implemented to treat all clients fairly and equally, and to prevent the conflict raised by

performance fees from influencing IIAL or the allocation of investment opportunities among Funds.

Certain Funds have similar investment objectives and strategies as other Funds (“Similar Funds”). Certain of IIAL’s affiliates will serve as the investment manager to their own client accounts, and certain of IIAL’s officers, directors, employees and affiliates will invest for their own proprietary accounts or the accounts of family members. Some of these other clients and accounts (collectively with the Similar Funds, the “Other Clients”) co-invest with the Funds in many of the same securities and investments. IIAL and its officers, directors, employees and affiliates may give advice or take action with respect to the Other Clients that differ from the advice given or action taken with respect to the Funds. IIAL’s and its affiliates’ transactions for the Other Clients may be on terms different than those offered to the Funds. The investment results of a Fund may be different from the investment results of the Other Clients. With respect to the alternative risk premia funds, the Other Clients may invest in the master funds in the structure on terms different than those available to the alternative risk premia feeder funds.

IIAL and its directors, officers, employees and affiliates will have conflicts of interest in allocating time and activities between the Funds and the Other Clients, in allocating investment opportunities among the Funds and the Other Clients, and in effecting transactions between the Funds and the Other Clients, including ones in which IIAL, or its directors, officers, employees or affiliates, may have a greater financial interest. IIAL seeks to mitigate these conflicts by having a robust asset allocation methodology with well documented and transparent investment process.

## **Item 7 – Types of Clients**

IIAL provides non-discretionary investment advisory services to institutional investors, and provides discretionary investment management services to pooled investment vehicles or investment vehicles dedicated to a single investor. Persons or entities that are solicited to participate in onshore private investment vehicles, and U.S. persons solicited to invest in offshore private investment vehicles, must be “qualified purchasers” and generally are not themselves IIAL’s clients. Solicitation of non-U.S. persons or entities will be conducted pursuant to applicable law, as further described in the Funds’ offering or subscription documents.

### Requirements for Opening or Maintaining Accounts

Funds require a minimum investment depending on the class of interests in the relevant Fund. The typical minimum initial investment in an IIAL pooled multi-manager solution ranges from \$100,000 to \$5 million. The minimum initial investment in a multi-manager solution set up for a single investor is typically \$50 million. The minimum initial investment in an alternative risk premia fund is typically \$1 million.

The offering documents for each specific Fund contain detailed information concerning the relevant minimum initial and additional investment requirements. Certain Funds may waive or amend investment requirements, including the minimum investment amount, for certain investors.

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

### Multi-manager solutions

Once investment parameters have been specified for a multi-manager solution (i.e., risk/return, investment styles, fund structures, transparency, liquidity preferences, etc.), IIAL utilizes a four step investment process to implement that mandate.

- Manager sourcing and due diligence
- Asset allocation
- Portfolio construction and implementation
- Risk management

(1) Manager sourcing and due diligence – The Firm’s investment team continually tracks and monitors a universe of over 7000 hedge fund managers. Once top-quartile managers are identified, further research is conducted on track records, investment processes, and key professionals. Managers are scored based upon the results of comprehensive in-house operational and investment due diligence meetings. The investment team then chooses five to seven high-conviction funds per strategy or as indicated by the investment mandate.

(2) Asset allocation – The Firm utilizes a multiple time horizon approach to asset allocation. Strategic allocation uses a mean/variance quantitative framework to determine the optimal allocation to each hedge fund strategy over a long time horizon (three to four years). Tactical allocation incorporates a short-term view (six to twelve months) using customized Black-Litterman modeling.

(3) Portfolio construction and implementation – The Firm uses a rigorous in-house research process (quantitative and qualitative) to estimate each strategy's respective alpha, beta, and residual components. Once an optimal portfolio is constructed, portfolio parameters and constraints (as previously stated by the investor) are factored in, thereby creating a unique alternative investment solutions portfolio solution.

(4) Risk management – Risk management is performed throughout the entire investment process and is monitored at the portfolio, strategy, underlying manager, and transaction levels.

IIAL invests in accordance with the investment parameters that have been established for each multi-manager solution, which may include, where appropriate, the following investment strategies:

- Macro Discretionary
- Macro Systematic
- Distressed Credit
- Corporate Restructurings
- Event Driven
- Convertible Arbitrage
- Equity Market Neutral
- Fixed Income
- Relative Value
- CMBS
- Long/Short Equities
- Portfolio Insurance
- Capital Structure Arbitrage
- Statistical Arbitrage
- Fundamental
- Momentum
- Trend Following
- Pattern Recognition
- Convergent
- Divergent

IIAL may modify and revise the investment strategies it employs from time to time, and may manage the assets of certain Funds outside of the specified strategies.

Manager sizing is determined primarily by risk contributions, along with the following factors:

- Conviction level of the manager based on extensive due diligence.
- Length of the manager track record.
- Level of transparency obtained from the manager.
- Dollar limit per manager (no manager should exceed a certain percentage of the portfolio as determined by the agreed upon account parameters).
- Risk contribution limit per manager. Higher risk profiles tend to mean lower asset allocations.
- Market beta of the manager and the target portfolio market beta.

All third-party managers considered for a portfolio are subjected to extensive investment and operational due diligence prior to being placed on the Investment Universe list. Due diligence criteria includes, but is not limited to:

- Risk analysis - Historic portfolio snapshots are taken from the manager and processed through our internal risk systems; we then calculate our own summary metrics such as ex-ante volatility, factors bets taken in the portfolio, dollar exposure levels at the total portfolio level and exposures to sectors, industries, capitalization, etc. We also perform an independent liquidity analysis of the portfolio.
- Performance attribution – The Firm developed a proprietary performance attribution system that enables us to assess the consistency of stock selection alpha over time and delineates alpha vs. beta.

The Firm also examines the liquidity of the constructed Fund portfolio: (i) how long does it take to redeem from the underlying managers (redemption notice period and redemption frequency), and (ii) how long does the manager need to completely liquidate the portfolio (assuming a certain percentage of the daily volume of individual stocks).

### Alternative Beta Funds

The alternative risk premia funds seek to access the returns of alternative beta and traditional beta risk premiums primarily through exposure to indexes. Each index is designed to provide exposure to targeted investment criteria in one or more asset classes, and IIAL or its affiliate, IIA LLC, will allocate across these exposures in the portfolio construction process.

The portfolio construction process generally includes the following steps:

- (1) Introduction of an index into the portfolio following research and due diligence regarding its construction and performance characteristics.
- (2) Construction of the portfolio using a risk-budgeted portfolio optimization process based on historically observed market volatilities and correlations, investment views from bottom-up and top-down fundamental strategy analysis, and risk management constraints and guidelines.
- (3) Diagnostic checks designed to assess whether the underlying exposure concentrations are controlled across the multiple indexes in the portfolio, and to determine if position limits may be appropriate. These diagnostic checks are also designed to evaluate whether the portfolio is consistent with guidelines designed to maintain diversification by industry, geography, style, or issue.

The alternative risk premia funds seek to achieve their investment objectives by investing primarily in an actively managed portfolio of swap agreements.

The offering documents for each specific Fund contain detailed information concerning the Funds' methods of analysis and material risks.

#### Non-Discretionary Investment Advisory Services

When IIAL provides non-discretionary investment advice to clients regarding investment manager selection, IIAL generally employs the same process it uses when selecting Underlying Investments for the multi-manager solutions, as discussed above.

#### **Conflicts of Interest**

The officers and employees of IIAL, and its affiliates, who play key roles in the advisory services IIAL provides may spend a significant portion of their time on matters other than, or only tangentially related to, IIAL's clients. Conflicts of interest will arise in allocating their time and resources between IIAL's clients and their other undertakings.

As stated in Item 5, "Fees and Compensation" and Item 6, "Performance-Based Fees and Side-By-Side Management," IIAL and its affiliates receive performance compensation from certain clients. These fees may cause IIAL and its affiliates and employees to make investments that are more speculative than they would otherwise make in the absence of such compensation or to favor higher fee paying clients over other clients.

As discussed in Item 6, "Performance-Based Fees and Side-by-Side Management," certain Funds have investment objectives and strategies that are similar to those of other Funds. In addition, IIAL's affiliates and clients of such affiliates have investment objectives that are



similar to one or more of the Funds. As a result, IIAL and its affiliates will face conflicts of interest in allocating investment opportunities. In such cases, IIAL and its affiliates will seek to act in a manner they believe in good faith to be fair to the applicable accounts under the circumstances. Please see Item 6 for additional information.

Certain multi-manager solutions invest in Underlying Funds for which IIAL's affiliates serve as placement agent or to which IIAL's affiliates provide seed capital. These affiliates receive a fee from such Underlying Funds that is based upon each Underlying Fund's assets under management. In addition, certain multi-manager solutions invest in Underlying Funds managed by IIAL or one of its affiliates. IIAL and its affiliates receive management, performance, and other fees from certain Underlying Funds. These compensation arrangements create an incentive for IIAL to cause the multi-manager solutions to invest in Underlying Funds based on the additional fees that will be earned by IIAL or its affiliates. IIAL mitigates these conflicts by disclosing the compensation arrangements in which an affiliate receives a fee prior to making the investments or waiving the associated fees.

IIAL's affiliates invest in the Funds or the companies in which the Funds invest. Significant investment by IIAL's affiliates in the Funds may operate to align, to some extent, the interests of IIAL and its affiliates with the interests of the investors in the Funds, although IIAL and its affiliates have other economic interests which may compete with their Fund investments. IIAL's affiliates have preferential liquidity rights allowing the affiliates to redeem shares on short notice. IIAL's affiliates may dispose of an investment in the Funds prior to investors exiting their investment, without making such exit opportunity available to investors. IIAL's affiliates' interests in such transactions may differ from investors' interests at the time. IIAL's affiliates will take their own interests into account in establishing or negotiating the terms of any financing to or investment in the Funds.

The boards of directors of certain Funds is comprised, in whole or in part, of employees of IIAL and its affiliates. As a result of such affiliations, the selection of IIAL and its affiliates as investment advisers, placement agents, lenders, or other services providers, and the fees payable to IIAL and its affiliates, were not determined or negotiated at arm's length. Directors may be a party to, or otherwise interested in, transactions in which the Funds have an interest.

IIAL and its affiliates have relationships with third-party service providers and financial institutions that may provide services or lend money to the Funds. To the extent IIAL or its affiliates receive rebates or special benefits with respect to investments where both the Funds and IIAL's affiliates are investors, IIAL and its affiliates will attempt to allocate such rebates and rights fairly; however, there can be no assurance that such allocation would be the same as the Funds could have negotiated at arms-length.

Certain Funds are organized in a master-feeder structure. Other funds sponsored or managed by IIAL or its affiliates, including other feeder funds in the structure, may invest all or a portion of their assets in a master fund on different terms or conditions than those applicable to a particular feeder fund. The members of the board of directors of a master fund may be the same as the members of the board of directors of one or more of its feeder funds.

Although the administrators of the Funds typically will be responsible for valuing the Funds' portfolios, IIAL or its affiliates may be involved in the process. Because IIAL is paid based on the Funds' net asset values, IIAL and its affiliates' involvement regarding valuation presents a potential conflict of interest.

To the extent that the employees of IIAL or its affiliates receive gifts, meals and/or entertainment from a service provider, such employees have an incentive to seek to cause IIAL or its affiliates and/or one or more of the Funds to enter into or continue a business relationship with such service provider, even if doing so is not in the best interests of the Funds.

### **Risk of Loss**

This section discusses the risks associated with IIAL's investment strategies and methods of analyses. The securities or other financial instruments in which the alternative risk premia funds invest, and the securities or other financial instruments in which a multi-manager solution' Underlying Funds or Managers invest, are collectively referred to as "investments" in this Risk of Loss section.

This document does not purport to be a complete disclosure of all risks that may be relevant to a decision to invest in the Funds. Prospective investors must rely upon their own examination of, and ability to understand, the nature of their investment, including the risks involved, in making a decision to invest. An investment in the Funds should only be considered by persons who can afford a loss of their entire investment. For additional information, investors should carefully review the offering documents for the Fund in which they wish to invest with particular emphasis on the sections addressing the Fund's investment strategy, risk factors, and conflicts of interest. Investors should also consult their legal and tax advisers before making an investment decision.

Investing in securities involves risk of loss that all clients and Fund investors should be prepared to bear. IIAL and its affiliates will encounter potential conflicts of interest, some of which are summarized herein.

**No Assurance of Investment Return.** There can be no assurance that clients will be able to achieve their investment objectives or that investors in a Fund will receive a return of their capital. IIAL may not be able to execute a client's investment objectives or generate returns to Fund investors commensurate with the risks of investing in the types of transactions described herein. Past performance of IIAL is not necessarily indicative of future results, and investment results may vary substantially over time. Through human error, oversight or operational weaknesses, mistakes could occur in executing a client's investment strategies which could lead to significant trading losses. A client may be required to bear losses resulting from trading errors and similar human errors.

**General Economic Conditions, Political and Regulatory Risks, and Catastrophic Events.** The success of IIAL's investment advice and the Funds' activities may be affected by general economic and market conditions, such as market and other trends, interest rates, availability of credit, volatility, inflation rates, economic uncertainty, national and international political circumstances and other factors. In addition, investments may be adversely affected by political developments and catastrophic and other force majeure events such as fire, earthquake, terrorist attacks and other similar events. Legal, tax, and regulatory changes also may adversely affect an investment.

**Reliance on Key Personnel.** Investors will have no opportunity to participate in the day-to-day operations, including investment and disposition decisions, of the Funds. The success of the Funds will significantly depend upon the skill and expertise of IIAL's and its affiliates' investment professionals. Such professionals may not continue to be associated with IIAL or its affiliates throughout the term of a Fund, and any departure or resignation of any key professionals could have an adverse impact on the performance of a Fund.

**Due Diligence in Manager Selection Process.**

IIAL conducts an amount and depth of due diligence that it believes is adequate to identify appropriate managers with which a Fund or other client should invest. However, due diligence is not foolproof and may not uncover problems associated with a particular manager. IIAL may rely upon representations made by the managers and their accountants, attorneys, prime brokers and/or other investment professionals. If any representation is misleading, incomplete, or false, it may result in the selection of a manager that otherwise might have been eliminated from consideration had complete information been made available.

**Limited Information Regarding Managers.**

Although IIAL may receive detailed information from managers with which a Fund or other client invests regarding their historical performance and investment strategy, IIAL will not be given complete access to information regarding the actual investments made by certain managers or information may be provided from the managers with a delay. Thus, IIAL may not know the full composition of such managers' portfolios with respect to the degree of hedged or directional positions, or the extent of concentration risk or exposure to specific markets or the information will be provided with a delay. In addition, IIAL may not learn of significant structural changes, such as personnel, manager withdrawals, or capital growth, until after the fact.

IIAL identifies managers for clients in part on the basis of information made directly available to IIAL. Although IIAL attempts to evaluate all such information and seeks independent corroboration when it considers it appropriate and when it is reasonably available, IIAL is not in a position to confirm the completeness, genuineness or accuracy of such information.

**Allocation to Multiple Underlying Managers.**

There can be no assurance that a client's allocation to multiple underlying managers will actually achieve diversification. A client could hold indirectly at one time opposite positions in the same investment as a result of its allocations to multiple managers. Each such position would cost the client transactional expenses, but potentially would not generate any recognized gain or loss. There is also no assurance that the selection of multiple managers will prove more successful than would the selection of a single manager.

Notwithstanding the use of multiple managers, a client's investments may be concentrated in a limited number of positions. IIAL will not know the complete portfolio positions taken by certain managers and multiple managers could, theoretically, be invested in the same instruments. A lack of diversification could have a material adverse effect on a client's investment performance.

**Reliance on Third-Party Managers.** With respect to the multi-manager solutions, the management team of a third-party manager is responsible for the day-to-day management of the Fund's investments. Such management team may not produce the expected results or may not remain with the third-party manager. The third-party managers face their own conflicts of interest in the management of a Fund's assets. IIAL will consider such managers' conflicts of interest as part of its due diligence on the underlying managers.

**Diverse Investor Base.** The Funds' investors may have conflicting investment, tax, and other interests with respect to investments. In selecting and structuring investments

appropriate for the Funds, the investment and tax objectives of the Funds and their respective investors as a whole will be considered, not the investment, tax or other objectives of any particular investor individually.

**Recourse to Fund Assets; Indemnification.** A Fund's assets, including any investment made by the Fund and any funds held by the Fund, are available to satisfy all liabilities and other obligations of the Fund. Such obligations include a Fund's obligation to indemnify IIAL, its affiliates and others for liabilities incurred in connection with the affairs of the Fund. Recourse to a Fund's assets could have an adverse impact on the interests of investors. A Fund's obligation to indemnify IIAL and its affiliates may limit investors' rights against such parties and may cause the Funds to pay considerable sums to such parties.

**Hedging Risks; Intermediary Risks.** In order to reduce the risk of adverse movements in currency exchange rates and the securities prices of its investments, certain Fund investments may involve hedging techniques through the purchase of swaps, derivatives and other similar instruments. There can be no guarantee that suitable hedging instruments will be available at the time when a Fund wishes to use them. Additionally, in the event of an imperfect correlation between a position in a hedging instrument and the portfolio position that it is intended to protect, the desired protection may not be achieved and the Fund may be exposed to a risk of loss. Certain hedging transactions may be undertaken through brokers, banks or other organizations and the Funds will be subject to risk of default, insolvency or fraud of such organizations. There can be no assurance that any money advanced to such organizations will be repaid or that the Funds will have any recourse in the event of default. The collection, transfer and deposit of bearer instruments and cash expose the Funds to a variety of risks, including theft, loss and destruction.

**Side Letters.** As discussed in Item 5, "Fees and Compensation," the Funds occasionally enter into one or more side letters or similar agreements with certain investors pursuant to which the investor receives specific rights, benefits or privileges that are not made available to investors generally. Such agreements will be disclosed only to those actual or potential investors that have separately negotiated with the Fund for the right to review such agreements.

**Restrictions on Transfer and Withdrawal.** Interests in the Funds have not been registered under the Securities Act of 1933 or any other applicable securities law. Investors generally may not sell, transfer, or pledge their interests except with the consent of the Fund's representatives, which may be withheld in its sole discretion. Additional limitations on transferability may also exist. No public market for the Funds' shares exists and none is expected to develop.

**Illiquid Investments.** Investments include securities that are highly illiquid or which are subject to restrictions on transfer. The sale of any such investments may be possible only at substantial discounts, if at all, and such investments may be extremely difficult to value. Dispositions of investments may require a lengthy time period or may result in distributions in kind. Some of the dispositions could be in securities for which there is no readily available market.

**Limited Number of Investments.** Some of the Funds participate in a limited number of investments and, as a result, the performance of the Funds may be significantly adversely affected by the unfavorable performance of any single investment. Additionally, in order for a Fund to achieve attractive returns when at least one investment is likely to underperform, one or more of its other investments must perform well above expectations to avoid a loss by the Fund on its investments in the aggregate. There can be no assurance that this will be the case.

**Leverage.** Investments in swaps or futures will have the economic effect of using financial leverage. Financial leverage reflected in such an investment magnifies exposure to the swings in prices of an asset class underlying such investment and results in increased volatility.

In addition, investments in securities of leveraged companies involve a high degree of risk. In general, highly leveraged companies are inherently more sensitive to declines in revenues and to increases in expenses as well as any rise in interest rates. There can be no assurance that these companies will generate sufficient cash necessary to service its debt obligations. In the event that a company does not generate adequate cash flow to service its debt obligations, the Fund may suffer a partial or total loss of invested capital.

**Non-Controlling Investments.** Investments involve non-controlling interests in companies and, therefore, there may be a limited ability to protect the positions in such companies. It is primarily the responsibility of company management to operate the company on a day-to-day basis. Such management may not produce the expected results or may not remain with the companies.

**Risks Upon Disposition of Investments.** In connection with the disposition of an investment, an alternative risk premia fund or a multi-manager solution' Underlying Investments may be required to make representations about the business and financial affairs of the investment typical of those made in connection with the sale of any business, may be responsible for the contents of disclosure documents under applicable securities laws, and may be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents turn out to be

inaccurate. These arrangements may result in contingent liabilities, which might ultimately have to be funded by investors.

**Follow-On Investments.** The companies in which a fMulti-manager solution' Underlying Funds or Managers invest may require additional funding or may offer the opportunity to increase investment in such companies. A fMulti-manager solution' third-party managers may use proceeds from an investment they are managing to fund additional investments in another investment they are managing on behalf of such fund.

**Interest Rate Risk.** Certain investments may be subject to interest rate risk. While derivative instruments or other arrangements may be used to hedge such risks, there is no assurance that such measures, even if implemented, will be effective.

**Currency Risk.** Certain investments may involve securities denominated in non-U.S. currencies. Such investments are subject to the risk that changes in currency exchange rates will negatively affect the dollar value of a Funds' assets. There can be no assurance that any hedging strategies used to hedge such risks will be implemented or effective.

**Bankruptcy of Portfolio Companies.** Investments may involve companies that may experience financial difficulties and become insolvent or file for bankruptcy protection. Various U.S. federal and state, and non-U.S. laws in connection with such bankruptcy proceedings could operate to the detriment of a Fund. There is also a risk that a court may subordinate an investment to other creditors or require the Fund to return amounts previously paid to it by a company that subsequently became insolvent or files for bankruptcy.

**Risk of Loss related to Master-Feeder Structures.** Some of the Funds generally invest through a "master-feeder" structure. The "master-feeder" fund structure creates certain risks for investors that are unique to such a structure. For example, a smaller feeder fund investing in the master fund may be materially affected by the actions of a larger feeder fund investing in the master fund. If a larger feeder fund redeems from the master fund, the remaining feeder fund may experience higher pro rata operating expenses, thereby producing lower returns. The master fund may become less diverse due to a redemption by a larger feeder fund, resulting in increased portfolio risk. The master fund is a single entity, and creditors of the master fund may enforce claims against all assets of the master fund. Certain conflicts of interest may exist due to different tax considerations applicable to the feeder funds. The feeder funds may be subject to expenses directly and indirectly, through the master fund. Thus, Funds in a master-feeder structure may be subject to a higher expense/equity ratio than other Funds that do not have a master-feeder structure.

**Portfolio Valuation.** Valuation of the Funds' securities and the investments (which will indirectly determine the amount of the management fees and the performance fees payable by the Funds) may involve uncertainties and judgmental determinations, and if such valuations should prove to be incorrect, investors could be adversely affected. Certain investments may be difficult to value and may be subject to varying interpretations of value.

**No Restrictions on Investment Strategies.** There are no limits imposed on the types or concentration of investments, the types of positions, the investment or trading strategies, or the ability to borrow or use other types of leverage.

**Possible Adverse Effect of Redemptions.** IIAL's trading strategies could be disrupted by redemptions of a large number of shares from the alternative risk premia funds. Large redemptions could require IIAL to liquidate positions prematurely, resulting in losses. The alternative risk premia funds may pay redemption proceeds, in whole or in part, in kind out of assets of the alternative risk premia fund.

**Restrictions and Limitations on Redemptions.** The alternative risk premia funds generally have the right to suspend or reduce redemptions of shares scheduled for a given redemption date under certain circumstances, as outlined in the offering memorandum. If the alternative risk premia funds limit the redemption of shares and an investor is not able to redeem its shares when originally requested, the value of the investor's shares will continue to be subject to market risk and expenses, including management fees, until the redemption is permitted.

**Compulsory Redemptions.** Certain Funds may, for any reason with or without cause, compulsorily redeem shares of any shareholder (in whole or in part) or require the shareholder to transfer the shares.

**Limited Operating History.** The alternative risk premia funds are newly formed entities and do not have any operating history which a potential investor could evaluate in deciding whether to invest in the funds.

**Investment of New Capital.** The alternative risk premia funds may receive substantial additional investable capital from time to time. The alternative risk premia funds cannot predict what effect, if any, such increase in capital will have on the alternative risk premia funds' performance or trading strategies. No assurance can be given that any changes in IIAL's strategies in response to the increased funds that it manages will be successful. The alternative risk premia funds may not be able to appropriately invest any such new capital for a significant period of time.



**Institutional, Counterparty and Custody Risk.** The institutions, including brokerage firms and banks, with which the alternative risk premia funds do business, or to which such funds' investments have been entrusted for custodial purposes, may encounter financial difficulties that could impair the funds' operational capabilities and/or expose them to loss of capital. Some jurisdictions in which the alternative risk premia funds may hold assets with institutions do not require the segregation of the funds' and other customers' assets from the other assets of the institution. The alternative risk premia funds may affect their transactions in over-the-counter or interdealer markets in which the participants are not typically subject to credit evaluation or regulatory oversight. This exposes the alternative risk premia funds to the risk that counterparty will not settle a transaction in accordance with its terms and conditions, thus causing the funds to incur loss. The alternative risk premia funds will seek to transact business with multiple counterparties in order to mitigate counterparty risk. The alternative risk premia funds are not restricted from dealing with any particular counterparty. Moreover, the alternative risk premia funds have no internal credit function which evaluates the creditworthiness of their counterparties.

**Portfolio Turnover.** In general, investments will be traded without regard to their applicable holding periods in order to pursue the applicable Funds' investment objectives. Higher portfolio turnover involves additional expenses, including brokerage commissions, dealer mark-ups and other transaction costs on the sale of investments and reinvestment in other investments.

**Swap Agreements.** The alternative risk premia funds engage in swap transactions. The investments of other Funds may involve swap transactions as well. Swap transactions involve some combination of market risk, credit risk, counterparty credit risk, funding risk, liquidity risk, and operational risk. Highly customized swap transactions in particular may increase liquidity risk, which may result in a suspension of redemptions from a Fund. The use of swap agreements may not be successful in furthering a Funds' investment objectives, as IIAL (with respect to the alternative risk premia funds) and the Underlying Investments (with respect to the multi-manager solutions) may not accurately predict whether certain types of investments are likely to produce greater returns than other investments. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses to the Funds.

Certain Funds' investments may include credit derivative contracts, such as credit default swaps, loan credit default swaps, credit default indices and loan credit default indices. Such instruments entail high risk. For example, if an Underlying Investment does not own the debt or loans that are deliverable under a credit default swap, the Fund will be exposed to the risk that deliverable securities or loans will not be available in the market, or will be

available only at unfavorable prices, and in certain instances of issuer defaults or restructurings, a Fund may not be able to realize the full value of a credit default swap upon a default by the reference entity.

**Option Transactions.** Investments may include various “put” and “call” options, and other derivative securities. The use of options involves a high degree of embedded leverage, which can involve greater market risk, especially when not used to hedge the underlying security or instrument. The premium paid at the time an option is purchased will reduce any profit that might have realized had the underlying security or other instrument been purchased or sold instead of purchasing the put or call option.

**Margin Borrowing.** If an alternative risk premia fund uses margin and the assets pledged to brokers to secure the fund’s margin borrowings decline in value, the fund could be subject to “margin calls,” pursuant to which the fund must either deposit additional funds with such brokers or suffer mandatory close-out of the margin borrowings, including liquidation of some or all of the pledged assets to compensate for such decline in value. In the event of a sudden precipitous drop in the value of the fund’s assets, the fund might not be able to liquidate assets quickly enough to pay off its margin borrowings and the sale of assets under such circumstances would adversely impact the value of the fund’s assets.

**Short Sales.** Investments may include short sales. With short sales, the market risk is unlimited in that the increase in the market price of the asset sold short is unlimited.

**Future Contracts and Physical Commodities.** Investments may include futures contracts and physical commodities. Exchanges on which futures are traded may have the right to suspend or limit trading in the commodities they list. Such a suspension or limitation could prevent the liquidation of investment positions and thereby expose a Fund to losses. In addition, exchange and other secondary markets may not always remain liquid enough to close out existing futures positions. Futures exchanges may limit fluctuations in futures contract prices during a single day, which could prevent the prompt liquidation of investment positions in futures or commodity options. To the extent that such positions are unhedged, such occurrences could subject a Fund to losses. With respect to certain Funds, futures positions held by accounts owned, managed, or controlled by IIAL or Underlying Managers will be aggregated with each other for purposes of applying speculative position limits. This may limit the ability of a Fund or Underlying Manager to exercise their regular trading methods or could require the liquidation of investment positions in order to comply with speculative limits.

**Stock Index Futures Trading.** Investments may include call and put options on stock index futures. Whether a gain or loss will be realized from the purchase or writing of

options on an index depends upon movements in the level of stock prices in the stock market generally, rather than movements in the price of a particular stock. Successful use of stock index futures will depend upon the accuracy of predictions regarding the movement in the direction of the stock market generally. Such predictions require skills and techniques different from those used in predicting changes in the price of individual stocks. The effectiveness of purchasing or selling stock index futures as a hedging technique will depend upon the extent to which price movements in assets that are hedged correlate with price movements of the stock index selected.

**Forward Trading.** Investments may involve forward trading. Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized. Forward and “cash” trading is substantially unregulated. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. The imposition of controls by governmental authorities might also limit such forward (and futures) trading, to the possible detriment of the Funds. Market illiquidity or disruption could result in major losses to the Funds.

**Non-U.S. Securities.** Certain investments are expected to provide exposure to the returns of non-U.S. issuers. Investments in securities of non-U.S. issuers (including non-U.S. governments) and securities denominated or quoted in non-U.S. currencies may pose currency exchange risks (including blockage, devaluation and non-exchangeability) as well as a range of other potential risks which could include expropriation, confiscatory taxation, imposition of withholding or other taxes or dividends, interest, capital gains or other income, limitations on the removal of funds or other assets, political or social instability, illiquidity, price volatility, market manipulation, less government regulation and supervision, increased transaction costs, and settlement risk. Less information may be available regarding non-U.S. issuers and such issuers may not be subject to accounting, auditing and financial reporting standards comparable to those in the U.S. In addition, taking appropriate legal action with respect to such investments may be more difficult in non-U.S. courts. Furthermore, investments may involve trading on non-U.S. exchanges and markets. Trading on such exchanges and markets involves certain risks not applicable to trading on U.S. exchanges and is frequently less regulated.

**Emerging Markets.** The alternative risk premia funds may invest in derivative instruments or other assets involving exposure to emerging markets. In emerging markets, political or economic instability may be more likely to occur. Adverse government policies, taxation, restrictions on foreign investment and on currency convertibility and repatriation, currency fluctuations and other developments in the laws and regulations of emerging countries in which investments may be made, including expropriation,

nationalization or other confiscation, could result in loss to the alternative risk premia funds. In addition, settlement, clearing and registration procedures may be under developed enhancing the risks of error, fraud or default. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in emerging markets may not provide the same degree of investor information or protection as would generally apply to major markets.

**Market Analysis Limitations.** Access to current/new market information is needed to provide an accurate market analysis. IIAL has no control over the dissemination rate of market information; therefore, unbeknownst to IIAL, certain analyses may be compiled with outdated market information, severely limiting the value of IIAL's analysis.

Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

**Investments by ERISA Accounts.** The assets of certain Funds constitute "plan assets" for purposes of the Employee Retirement Income Security Act ("ERISA"). As a result, the administration and operation of such Funds is subject to ERISA. Fiduciaries of employee benefit plans should consult with their own counsel as to the consequences of investing in such Funds.

**Potential for System Failure.** Certain investments are dependent to a significant degree on the proper functioning of computer systems. Systems failures could disrupt trading or make trading impossible until such failure is remedied. Any such failure, and consequential inability to trade investments (even for a short time), could cause a Fund to experience significant losses.

**Investments in Distressed Securities.** Investments may include "below investment grade" securities and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These securities are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns.

**Non-Investment Grade and High Yield Investments.** Investments may include high-yield or non-investment grade securities and instruments. Such investments generally trade in the over-the-counter marketplace, which is less transparent and less liquid than the exchange-traded marketplace. In addition, investments may include the debt of companies that do not have publicly traded equity securities, making it more difficult to hedge the

risks associated with such investments. Non-investment grade securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities (commonly referred to as "junk" bonds) tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could severely disrupt the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

**Equity Securities.** Investments may include common stock and equity securities. Market prices of equity securities generally, and of certain companies' equity securities more particularly, frequently are subject to greater volatility than prices of fixed-income securities. In addition, actual and perceived accounting irregularities may cause dramatic price declines in the equity securities of companies reporting such irregularities or that are rumored to be experiencing irregularities. Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

**Debt Instruments and Fixed-Income Securities.** Investments may include debt instruments and fixed-income securities. The value of such instruments and securities changes in response to fluctuations in interest rates and in the perceived credit risk associated with a particular instrument/security and its issuer.

**Collateralized Debt Obligations.** Investments may include collateralized debt obligations ("CDOs") and collateralized loan obligations ("CLOs"). Investments may consist, in part, of CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO mezzanine debt. CDO securities are subject to credit, liquidity and interest rate risks. A CDO equity investment will most likely be unrated or non-investment grade, which means there is an increased possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor

to make payments of principal or interest. Such investments may be speculative. In addition, holders of CDO equity will have limited remedies available upon the default of the CDO security. The value of the CDO investments generally will fluctuate with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO, general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates.

**Bank Loans.** Investments may include bank loans and participations. These obligations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations; (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of the holder to directly enforce its rights with respect to the loans and participations.

**Commercial and Residential Mortgage Backed Securities.** Investments may include commercial mortgage backed securities ("MBS") and residential mortgage backed securities ("RMBS"). Mortgage loans on commercial properties often are structured so that a substantial portion of the loan principal is not amortized over the loan term but is payable at maturity and repayment of the loan principal thus often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and salability of the real estate. Additionally, holders of RMBS bear various risks, including credit, market, interest rate, structural and legal risks. RMBS represent interests in pools of residential mortgage loans secured by one- to four-family residential properties. Such loans may be prepaid at any time. Residential mortgage loans are obligations of the borrowers thereunder only and are not typically insured or guaranteed by any other person or entity.

Most securitizations of pooled loans, such as MBS and RMBS, require a servicer to manage collections on each of the underlying loans. Servicers' responsibilities include providing delinquency notices when necessary, foreclosure proceedings, loan workouts and modifications, liquidations of real estate owned properties, and reporting on the performance of the pool to the trustee. RMBS may provide that the servicer is required to make advances in respect of delinquent mortgage loans. However, servicers experiencing financial difficulties may not be able to perform these obligations. Servicers who have sought bankruptcy protection may, due to application of the provisions of bankruptcy law, not be required to advance such amounts.

**Tax Risk to U.S. Tax-Exempt Investors that Finance Investments in Shares.** Fund investors that are tax exempt organizations may experience adverse federal income tax

consequences as a result of an investment in certain Funds if debt-financing is used (or deemed used) to acquire shares. In particular, such an investor may thereby subject itself to federal tax on an investment on which no such tax would otherwise be imposed, and, in addition, may become subject to certain complex and onerous provisions of the U.S. tax code relating to investments in “passive foreign investment companies.”

**Reduced Regulation in OTC Transactions.** Investments may involve over-the-counter (“OTC”) transactions. In general, there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions.

**Trade Claims.** Investments may include unsecured claims held by entities owed for goods, services or other losses against companies that have filed for bankruptcy protection (such claims, “trade claims”). The prices realized on trade claims could be less than the price originally paid because of the absence of a regulated market for trade claims. There is decreased transparency of pricing information with respect to trade claims and a risk that such claims may be disallowed or reduced by the bankruptcy court or treated differently from other forms of debt under the debtor’s plan of reorganization approved by the bankruptcy court.

**EU Legislation.** The Alternative Investment Fund Managers Directive, 2011/61/EU (“AIFMD”) entered into force on July 21, 2011 and was to be fully implemented by each EU member state no later than July 22, 2013. If AIS Products are marketed or managed in the EU, the AIFMD will restrict the AIS Products, IIAL and its affiliates from engaging in certain activities and may increase the operating expenses of the AIS Products including, without limitation, imposing disclosure and reporting requirements on IIAL and its affiliates and restricting IIAL’s ability to delegate portfolio and risk management responsibilities.

## **Item 9 – Disciplinary Information**

IIAL is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of IIAL or the integrity of IIAL’s management. Neither IIAL nor any of its supervised persons has been the subject of any legal or disciplinary event required to be disclosed on Form ADV.

## Item 10 – Other Financial Industry Activities and Affiliations

IIAL is registered as a commodity pool operator with the Commodity Futures Trading Commission ("CFTC") and is a member of the National Futures Association ("NFA") in such capacity. IIAL acts as a commodity pool operator with respect to certain Funds. Certain supervised persons of IIAL are also registered with NFA as associated persons.

IIAL has arrangements that are material to its advisory business or to clients with the following related persons:

Investcorp Bank B.S.C. ("Investcorp") is the parent company of Investcorp S.A. ("S.A."), which is the parent company of Investcorp International Holdings Inc. ("IIHI"). IIAL is 100% directly owned by IIHI. Investcorp has a wholesale banking license issued by the Central Bank of Bahrain ("CBB") and Investcorp and IIAL (by virtue of being an indirect subsidiary of Investcorp) are regulated by the CBB. Investcorp is authorized in Bahrain to advise clients on the relative merits of investing in Investcorp products and to arrange such investments, but is not registered in the U.S. and does not provide investment advice or act as a broker-dealer in the U.S. Employees of Investcorp provide support services to IIAL. Investcorp provides seed capital to certain funds in which the multi-manager solutions invest. Investcorp also serves as placement agent with respect to non-U.S. investors for one or more of the Funds, and provides administrator services to certain non-U.S. investors that prefer to hold their shares in the offshore alternative risk premia funds through a nominee.

Investcorp Management Services Limited ("IMSL") is 100% directly owned by S.A. IMSL is incorporated in the Cayman Islands and has its offices in Bahrain. IMSL is registered as a mutual fund administrator and company manager with the Cayman Islands Monetary Authority and is authorized to provide investment advice. IMSL is not registered in the U.S. and does not provide investment advice in the U.S. IMSL serves as administrator or manager for several offshore special purpose vehicles ("SPVs") used by IIAL or an affiliate to facilitate the allocation of assets by multi-manager solutions to third-party investment managers. IIAL or an affiliate is solely responsible for choosing the third-party investment managers and for determining the allocation of fund assets to the third-party investment managers through the SPVs.

Investcorp Investment Advisers LLC ("IIA LLC") is 100% directly owned by S.A. IIA LLC is a Delaware limited liability company and has its offices in New York. IIA LLC is registered in the U.S. as an investment adviser with the SEC., and is registered as a commodity pool operator with the CFTC and is a member of the NFA in such capacity. Pursuant to various agreements between IIAL, IIA LLC, and clients, IIA LLC performs some of the investment



advisory services that are provided to clients. In such circumstances, management fees and performance fees payable by clients are apportioned between IIAL and IIA LLC. The aggregate amount of such fees paid by clients does not increase as a result of such arrangement. IIA LLC also acts as a commodity pool operator with respect to certain Funds.

N.A. Investcorp LLC ("NAILLC") is 100% directly owned by IIHI, the parent company of which is S.A. NAILLC has its offices in New York and is a FINRA member and an SEC registered broker-dealer. Certain management persons of the Firm are registered representatives of NAILLC. NAILLC receives compensation for serving as placement agent for one or more of the Funds. NAILLC also receives compensation for serving as placement agent for certain other funds in which the multi-manager solutions invest.

Investcorp Securities Limited ("ISL") is 100% directly owned by Investcorp International Limited, the parent company of which is S.A. ISL is incorporated in England and has its office in London and is regulated by the UK Financial Services Authority. ISL provides certain research and support services to one or more of the Funds.

Investcorp Saudi Arabia Financial Investments Co. ("ISAFI") is directly and indirectly owned by Investcorp; Investcorp directly owns 96% of ISAFI, and four Investcorp subsidiaries each own 1%. ISAFI is a Saudi Arabian entity, has its office in the Kingdom of Saudi Arabia, and is licensed by the Saudi Arabian Capital Market Authority. ISAFI serves as placement agent within the Kingdom of Saudi Arabia for one or more of the Funds.

Please see Item 8, "Methods of Analysis, Investment Strategies and Risk of Loss" for additional information on the potential conflicts of interest that may arise when a Fund has an arrangement with an IIAL affiliate.

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

### Code of Ethics

Pursuant to Rule 204(A)-1 of the Advisers Act, IIAL has adopted a written Code of Ethics (the "Code") which includes policies and procedures designed to reduce actual and potential conflicts of interest and establish "best practices" standards to require its Supervised Persons, as that term is defined in the Advisers Act, to place the interests of IIAL's clients above the Supervised Persons' own personal interests.

The Code includes provisions relating to the following principles:

- As a registered investment adviser, IIAL has a fiduciary relationship with its clients. Therefore, all Supervised Persons must carry out their duties solely in the best interests of clients and free from all personal compromising influences and loyalties.
- IIAL's operations are governed by the Advisers Act and the rules and regulations that the SEC has promulgated thereunder. All Supervised Persons must comply with the Advisers Act and other applicable Federal securities laws and rules.
- Under no circumstances may Supervised Persons use confidential information about a client, or an actual or potential investment of a client, for the Supervised Person's own benefit. Nor may he/she divulge information about clients or potential or actual investments of clients to any person except as expressly authorized by the client or as necessary to perform his/her duties on behalf of the Firm. Supervised Persons are expected to be knowledgeable about the Firm's privacy policy and to adhere to same.
- To the extent that a Supervised Person advises IIAL's clients, the Supervised Person must act with prudence and make sure his/her investment decisions for clients have a reasonable and adequate basis. Prior to taking action on behalf of clients, such Supervised Persons must analyze the investment opportunities in question and only take actions that are consistent with the stated objectives and constraints of the client. Neither IIAL nor any Supervised Person may favor the interests of one IIAL client over another. Although it may not be possible to treat each client identically in every single transaction, on the whole, no client or group of clients should be disadvantaged to benefit any other client or group of clients.
- No Supervised Person may directly or indirectly agree to share in the profits earned or losses incurred in any client's account.
- No Supervised Person may warrant or guarantee the future value of or return on any security or investment. Nor may he/she warrant or guarantee the success or profitability of any investment advice the Firm renders or any trading or investment strategy the Firm follows.
- No Supervised Person may make or receive a payment or gift in excess of \$250 per individual per year where the payment or gift relates to the business of the recipient's employer. This prohibition does not apply to gifts to or from persons with whom the Supervised Person has a family or other personal relationship that exists apart from his/her association with the Firm or any other Investcorp affiliated entity. This prohibition also does not apply to ordinary and usual business entertainment hosted by IIAL or any other Investcorp affiliated entity, so long as such entertainment is neither so frequent nor so extensive as to raise any question of propriety. Supervised Persons must report to the Firm's Compliance Department all gifts made or received in excess of \$100.

- Supervised Persons must not lend or borrow money, securities or commodities to or from a client.
- Except as expressly authorized by the Firm, no Supervised Person may directly or indirectly authorize or pay any rebate, bonus, fee or other consideration to any person for business sought or procured, or to any official of any governmental or regulatory body.
- Supervised Persons shall maintain and preserve all books, records, and accounts which accurately and fairly reflect financial transactions on behalf of the Firm or a client. No Supervised Person may make or cause to be made any false or misleading entry or record in the books, records or accounts of the Firm or a client.

As with all policies and procedures, our Code is designed to cover a variety of circumstances and conduct. However, no policy or procedure can anticipate every potential conflict of interest that can arise in connection with the Firm's advisory business. Consequently, our Supervised Persons are expected to abide not only by the letter of the Code, but also by the spirit of the Code. Whether or not a specific provision of the Code addresses a particular situation, Supervised Persons must conduct their professional activities in accordance with the general principles contained in the Code and in a manner that is designed to avoid any actual or potential conflicts of interest.

IIAL expects its Supervised Persons to conduct the Firm's affairs solely in the best interests of clients and not to engage in business or financial activities that may conflict with the activities of IIAL. Decisions regarding IIAL's business relationship with any other person or entity must be based solely upon valid business considerations. No Supervised Person may permit a business decision to be influenced by personal or other unrelated interests or factors.

IIAL's Code of Ethics also covers the following topics: insider trading, conflicts of interest, political activities and contributions, participation in private securities transactions, privacy policy and outside business activities. IIAL's Supervised Persons may from time to time serve as members of the boards of public and non-public companies. Such Supervised Persons must obtain the approval of IIAL's Compliance Department prior to accepting such role.

A copy of the Code of Ethics will be furnished upon request to any current or prospective client by contacting Brian Murphy, Chief Compliance Officer, at 917-332-5719; [bmurphy@investcorp.com](mailto:bmurphy@investcorp.com).

### Personal Trading

IIAL's Code of Ethics addresses the personal trading activities of its Supervised Persons. Specifically, it requires Supervised Persons to report their personal securities holdings and transactions to the Firm's Compliance Department. IIAL's Supervised Persons must obtain pre-approval from the Compliance Department prior to participating in any private securities transaction (whether external or internal). In the event that a Supervised Person seeks to invest in a U.S. limited offering, the Compliance Department will review the proposal to see if a client is considering a transaction in the same limited offering and if so whether the Supervised Person's proposed transaction interferes with the client's transaction. The Supervised Person's proposed investment is also reviewed to confirm it is not on terms more favorable than the terms of the client's investment.

IIAL's affiliates occasionally invest in the same securities in which a client invests. Please see Item 8, "Methods of Analysis, Investment Strategies and Risk of Loss" for additional information.

#### Participation or Interest in Client Transactions

It is IIAL's policy that neither IIAL nor its affiliates will receive any compensation (other than IIAL's receipt of an investment advisory fee) in connection with a cross trade that the Firm effects between Fund accounts. Accordingly, IIAL does not effect any agency cross transactions, as that term is defined in Advisers Act Rule 206(3)-2.

IIAL's affiliates, from time to time, may in the aggregate maintain ownership interests of more than 25% of a Fund managed by IIAL. Currently IIAL does not engage in transactions where IIAL causes such a Fund to purchase shares from or sell shares to another advisory Fund (e.g., when rebalancing Fund portfolios).

Certain multi-manager solutions invest in other funds in which IIAL and/or its affiliates have a material financial interest. Please see Item 8, "Methods of Analysis, Investment Strategies and Risk of Loss" for additional information.

## **Item 12 – Brokerage Practices**

#### Multi-manager solutions

Because the multi-manager solutions typically allocate assets to Underlying Funds and Managers, the services of a broker-dealer are not customarily retained. With respect to certain multi-manager solutions, IIAL may manage assets directly, or indirectly through one or more affiliated investment vehicles, instead of allocating such assets to an

Underlying Investment. In such instances, IIAL has the authority to designate the broker-dealers to be used for the multi-manager solutions' or affiliated investment vehicles' transactions.

To the extent IIAL and its affiliates select brokers for multi-manager solutions' securities transaction, IIAL and its affiliates will do so on the basis of best price and execution capability. In selecting a broker to execute client transactions, IIAL and its affiliates may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

IIAL does not receive research or other products or services ("soft dollars") other than execution from a broker-dealer or a third-party in connection with securities transactions related to the management of the multi-manager solutions, although soft dollars may be received by the Underlying Managers with whom the multi-manager solutions invest. IIAL may, however, receive the benefit of using at no cost the electronic trading platforms of the futures commission merchants ("FCMs") through which it clears transactions in certain multi-manager solutions. This benefit is part of the standard service package and is not a material factor in IIAL's decision to use such FCMs.

#### Alternative risk premia Funds

The alternative risk premia funds invest primarily in a portfolio of swap agreements. Due to the nature of swap agreements, IIAL is unable to aggregate orders for such transactions.

IIAL seeks to select broker-dealers to execute portfolio transactions for the alternative risk premia funds on the basis of best price and execution capability and may consider a variety of factors, such as price, the ability of the brokers-dealers to effect the transaction, the broker-dealers' facilities, capital introduction services, reliability and financial responsibility, and research services, if any, provided to IIAL. While IIAL generally seeks reasonably competitive commission rates, the alternative risk premia funds do not necessarily pay the lowest commission or mark-up.

IIAL currently does not receive research products or services from broker-dealers that effect portfolio transactions for the alternative risk premia funds (which are sometimes called "soft-dollar services"). However, should IIAL decide to receive soft-dollar services, it will adopt policies and procedures designed to ensure that its soft-dollar practices qualify for the safe harbor established under Section 28(e) of the Securities Exchange Act of 1934.

## **Item 13 – Review of Accounts**

### Funds

IIAL and its affiliate, IIA LLC, conduct monthly (or more frequent) reviews of the Funds. IIAL's investment team, which includes the CIO, meet at least monthly to review asset allocation, potential managers, current manager performance, and risk profiles. In addition, the entire investment team meets monthly or more frequently to review investment opportunities.

Certain senior executives of Investcorp constitute an Investment Council which is generally responsible for final approval of investment recommendations made by IIAL and its affiliates for the Funds.

IIAL and/or its affiliate, IIA LLC, will provide periodic and special written reports to certain Funds upon request. Investors in the Funds will receive written reports with respect to their investments on at least a semi-annual basis. In addition, annual audited financial statements are sent to investors in the Funds, as applicable. IIAL or IIA LLC may also provide various other reports and information to investors upon request.

### Non-Discretionary Investment Advisory Clients

IIAL and/or its affiliate, IIA LLC, will conduct periodic reviews of the accounts of non-discretionary investment advisory clients pursuant to the terms of the advisory agreement negotiated with the client. Such reviews are undertaken by IIA LLC's investment team, which includes the CIO.

IIAL may provide reports to non-discretionary investment advisory clients pursuant to the terms of the advisory or other agreement negotiated with the client.

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

Other than the compensation discussed in Item 5, "Fees and Compensation" above, IIAL does not have any oral or written arrangements where it receives any economic benefits for providing investment advice or other advisory services to clients.

Neither IIAL nor its related persons compensate any person that is not one of IIAL's supervised persons for client referrals.

## **Item 15 – Custody**

IIAL is deemed to have custody of the funds and securities of certain Funds IIAL provides investment management services to.

IIAL complies with the Advisers Act Custody Rule by undertaking to deliver audited financial statements to the investors/participants in such Funds within 120 days after the end of the fiscal year of the relevant Fund or, in the case of pooled multi-manager solutions, within 180 days of the end of the fiscal year. These financial statements are:

- either prepared in accordance with U.S. generally accepted accounting principles ("GAAP") (for U.S. Funds and certain offshore Funds) or international accounting standards (for certain offshore Funds); and
- audited by an independent public accountant.

Investors/participants in the Funds should carefully review such financial statements.

## **Item 16 – Investment Discretion**

In IIAL's capacity as investment manager to the Funds, IIAL has discretionary authority over the Funds' funds and securities. IIAL typically has the authority to determine, without obtaining specific Fund consent, the (i) securities to be bought or sold, (ii) amount of the securities to be bought or sold, (iii) the broker or dealer to be used, and (iv) the commission rates to be paid. Please see Item 4, "Advisory Business" for more information.

IIAL exercises its discretionary authority for Funds in accordance with the investment objectives and strategies described in the Funds' offering and organizational documents, including any investment restrictions and risk guidelines specified therein.

IIAL is granted discretionary authority pursuant to the operating agreement of a Fund or through a separate agreement.

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

Because the primary nature of IIAL's business is to select other managers to manage assets of the multi-manager solutions, IIAL typically does not engage in proxy voting for such accounts. Proxy voting will normally be carried out by the Underlying Managers. To the extent that a multi-manager solution holds securities directly, rather than through an Underlying Fund or Manager, IIAL or its affiliate, IIA LLC, will vote proxies for such securities on behalf of the multi-manager solution. IIAL or IIA LLC may also vote the shares or other ownership interests that a multi-manager solution holds in an Underlying Fund or master fund.

For alternative risk premia funds, IIAL or its affiliate, IIA LLC, is responsible for the exercise of voting rights for any security held by such funds.

Where IIAL has proxy voting authority, the Firm votes proxies consistent with its proxy voting policies and procedures, which are designed to ensure the Firm votes proxies in the best interests of its clients. Where IIAL has proxy voting authority with respect to a Fund, such Fund may request that IIAL vote proxies relating to its portfolio securities in a specific manner, provided that such requests are submitted in writing to the Firm at least 60 days prior to the voting deadline.

In the event a proxy vote raises a potential conflict of interest for the Firm, the Firm will either disclose the potential conflict to the client and obtain the client's consent to the Firm's vote recommendation, or will seek advice from and follow the recommendation of an independent third party on the issue.

A copy of IIAL's proxy voting policies and procedures, and information on how IIAL voted client securities, will be furnished upon request to any such client by contacting Brian Murphy, Chief Compliance Officer, at 917-332-5719; [bmurphy@investcorp.com](mailto:bmurphy@investcorp.com).

## **Item 18 – Financial Information**

IIAL is required in this Item to provide certain financial information or disclosures about its financial condition. IIAL has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Funds, and has not been the subject of a bankruptcy proceeding.