



## **COVER PAGE – ITEM 1**

### **DISCLOSURE BROCHURE FORM ADV PART 2A**

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SEC File Number: 801-64608**

**This brochure (“Brochure”) provides information about the qualifications and business practices of 57 Stars LLC. If you have questions about the contents of this Brochure, please contact us at (202) 824-1600 and/or [info@57stars.net](mailto:info@57stars.net). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.**

**Additional information about 57 Stars LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)**

**57 Stars LLC is an investment adviser with the SEC. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.**

**March 26, 2015**

## **SUMMARY OF MATERIAL CHANGES – ITEM 2**

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Pursuant to SEC Rules, 57 Stars LLC will ensure that clients receive or have a summary of any material changes to any Brochure within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide clients with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Charles D. Toy, Chief Compliance Officer at (202) 629-5733 or [ctoy@57stars.net](mailto:ctoy@57stars.net) or Mitchell D. Fenster, Associate Compliance Officer, at (202) 629-5746 or [mfenster@57stars.net](mailto:mfenster@57stars.net).

Additional information about 57 Stars LLC is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about persons affiliated with 57 Stars LLC who are registered, or are required to be registered, as investment adviser representatives of 57 Stars LLC.

The date of the last update of this Brochure is August 28, 2014. There have been no material changes to the Brochure since that date.

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## FORM ADV PART 2A

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### Advisory Business – Item 4

#### *Description of 57 Stars – Item 4.A*

57 Stars LLC (“57 Stars”) is a Delaware limited liability company that was formed on March 29, 2005. 57 Stars is an independent investment manager focused on investing in primary and secondary private equity partnerships and co-investments in select markets outside of the United States, primarily in emerging markets. 57 Stars’ team has provided investment advisory services to institutional investors, including: U.S. pensions, foundations, family offices, and sovereign entities. The current principal owners of 57 Stars are 57 Stars Holdings, LP<sup>1</sup> and 57 Stars Holdings 2, LLC, both of which are beneficially owned by 57 Stars’ founders, Steve Cowan, Stephen O’Neill, and Gene Pohren.<sup>2</sup>

57 Stars is headquartered in Washington, DC and maintains offices in Singapore, Germany, Brazil, and San Diego.

#### *Advisory Services Offered – Item 4.B*

57 Stars’ investment advice is limited to the private equity asset class. 57 Stars manages privately offered fund-of-funds (“Funds”) open to institutional investors that are exclusively focused on investments in private equity primarily through investments in private equity funds (collectively, the “Underlying Funds”), including co-investment opportunities directly into operating companies alongside private equity funds. Through management of the Funds, 57 Stars provides investment supervisory services in the private equity arena to a variety of institutional investors, such as state pension funds, independent government agencies, corporations, sovereign wealth funds, foreign authorities and other investors, including private equity funds (collectively, together with the Funds, the “Clients”). These services include the selection, structuring, negotiation, monitoring and reporting of private equity investments in limited partnerships, limited liability companies and direct company investments, and, in certain circumstances, are offered in the form of separately managed client accounts or other customized arrangements. Currently, 57 Stars’ activities are focused on investment opportunities outside the developed markets of the United States and Canada. 57 Stars expects that its advisory services will be limited to advice regarding the foregoing kinds of investments, without necessarily any limitation in geographic or other scope.

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<sup>1</sup> In 2012, 57 Stars Holdings LLC, the majority owner of 57 Stars, was converted from a limited liability company to a limited partnership and renamed 57 Stars Holdings LP. Ownership details did not otherwise change in connection with this corporate action.

<sup>2</sup> 57 Stars was originally named PCGI International LLC (“PCGI”). In connection with a corporate buyout transaction in October 2010 which resulted in, among other things, complete ownership and control of 57 Stars by the founders listed above, PCGI changed its name to 57 Stars.

#### *Tailored Services – Item 4.C*

The services rendered by 57 Stars to each Client are dependent upon the investment objectives of the respective Client and are set forth in the private offering memoranda, limited partnership agreement, investment advisory agreement, side letters (if any) and/or other governing documents of the relevant Fund (collectively, the “Governing Documents”). 57 Stars’ investment advice and investment authority is tailored and limited to that which is permitted under each Client’s Governing Documents. There is no assurance that a Client’s investment objectives will be achieved.

#### *Wrap Fee Programs – Item 4.D*

Given the nature of its advisory services, 57 Stars does not participate in wrap fee programs.

#### *Assets 57 Stars Manages – Item 4.E*

As of January 2, 2015<sup>3</sup>, 57 Stars manages Client assets of \$2,604,077,384 on a discretionary basis and \$93,489,136 on a non-discretionary basis, for total Regulatory Assets Under Management of \$2,697,566,520.

#### Fees and Compensation – Item 5

##### *57 Stars’ Fees and Compensation – Item 5.A*

57 Stars provides advisory services in exchange for management fees, typically based on a percentage of committed capital or assets under management. In certain circumstances, based on objective criteria (which may be different for each Fund) assessed in 57 Stars’ discretion, some Clients qualify to pay lower management fees than other Clients investing in the same Fund. The terms of such fees are set forth in each Client’s Governing Documents. Clients and potential Clients should review relevant Governing Documents for complete information regarding fees payable to 57 Stars. In certain and limited circumstances, 57 Stars may consider receiving (though it does not currently receive) compensation on an hourly or similar basis through negotiated rates, as requested by a particular Client.

Investments made by 57 Stars on behalf of its Funds are subject to a sharing of profits known as carried interest, which is typically a percentage of the investment income and net realized capital gains and losses, subject to various performance hurdles. (See also “*Performance-Based Fees and Side-by-Side Management – Item 6*”, below). In respect of the Funds, the Fund’s general partner

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<sup>3</sup> In light of the valuation lag for private equity investments, but in an effort to provide the most accurate data possible, client asset figures herein consist of the most recently reported fair market values of fund investments (namely, as of 09/30/14), capital contributions made to any Fund investments during the fourth quarter of 2014, remaining uncalled capital commitments due to 57 Stars Funds as of 01/02/15, and cash as of 01/02/15.

or managing member (an affiliate of 57 Stars) will receive the carried interest. The terms of such arrangements are set forth in each Client's Governing Documents.

#### *Deductions – Item 5.B*

Fees are usually payable quarterly in advance or as otherwise negotiated. Fees are typically paid by Clients through periodic capital calls or automatically debited from a Client's available cash flows in accordance with the relevant Governing Documents.

#### *Expenses – Item 5.C*

Clients may incur additional fees and expenses payable to 57 Stars, the Funds, or third parties in addition to those set forth above, depending upon the nature of the advisory services. For example, fees and expenses may include structuring, topping, breakup, monitoring, directors, organizational, set-up, closing, commitment, advisory, consulting, underwriting, investment banking and syndication fees in connection with the purchase, monitoring or disposition of underlying investments, as well as operating expenses of the Funds, such as administrative, legal, accounting and auditing fees and expenses. All such fees and expenses are in addition to fees and expenses applicable to the Underlying Funds. More particular information regarding applicable fees and expenses are set forth in the Client's Governing Documents.

*See also "Brokerage Practices – Item 12" for a discussion of brokerage practices.*

#### *Advance Payment of Fees; Termination – Item 5.D*

Advisory fees are usually payable quarterly in advance or as otherwise negotiated during the term of the Client's investment as set forth in the Client's Governing Documents.

Generally, a Fund will be able to terminate its investment management agreement with 57 Stars (or its affiliate) for cause or as set forth in the Fund's Governing Documents. In such a case, the fees will be adjusted ratably, unless otherwise as agreed to by the Client in writing. Interests in any Fund generally will not be transferable without obtaining the prior consent of the general partner or managing member of the Fund.

#### *Sales Compensation – Item 5.E*

Neither 57 Stars nor any of its supervised persons accept compensation for the sale of securities or other investment products, including sales of interests or units of a Fund to investors.

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

Certain investments made by 57 Stars on behalf of its Funds are subject to carried interest, which is typically a percentage of the investment income and net realized capital gains and losses, subject to various performance hurdles, that is specially allocated to the Fund's general partner or managing member (an affiliate of 57 Stars) or to 57 Stars itself. Specific information with respect to the calculation of carried interest and other fees is included in the Governing Documents of the Client. Such carried interest (or other performance-based compensation) gives 57 Stars an incentive to favor Clients that are subject to carried interest over those Clients that are not subject to carried interest (or carried interest on terms less favorable to 57 Stars) in the allocation of investment opportunities among Client accounts. Further, carried interest arrangements generally give 57 Stars an incentive to seek higher returns and take more risk than it would absent such arrangements. Therefore, the foregoing arrangements present 57 Stars with a potential conflict of interest. However, the various performance hurdles that are also part of such arrangements, and that are a precondition to the receipt of any carried interest, mitigate conflict of interest issues, and impel 57 Stars to balance return and risk, seeking the highest risk-adjusted returns in the relevant markets, consistent with the best interests of the Clients. Additionally, as a further mechanism to address conflict issues, 57 Stars' investment decisions are made by an investment committee ("Investment Committee") consisting of senior investment personnel, and 57 Stars' regulatory compliance function monitors the Investment Committee decisions and 57 Stars' investment process.

## Types of Clients – Item 7

57 Stars provides investment advice to the Funds, which are typically structured as pooled investment vehicles or separate accounts. Generally, the investors in the Funds include high net worth individuals, pension and profit sharing plans, pooled investment vehicles, state or municipal government entities, foundations, sovereign wealth funds, endowments, and family offices. Clients and investors in Funds generally will be required to satisfy certain securities law and other suitability criteria and to make a capital commitment or investment of no less than a required minimum size. The various requirements for investing in a Fund are set forth in each Fund's Governing Documents.

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

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

57 Stars' analytical methods include fundamental financial analysis, due diligence, and evaluation of each investment in terms of a risk-reward comparison, and an assessment of portfolio fit in the context of each Client's specific objectives and constraints. As part of its due diligence, 57 Stars, among other things, typically receives responses to a proprietary due diligence questionnaire, conducts interviews of company personnel and site visits, holds reference calls, performs analysis of portfolio company performance and historical performance attribution, and examines



Underlying Funds' private placement memoranda and other governing documents. Investing in securities involves risk of loss that Clients and investors in Funds should be prepared to bear.

*Risk of Loss – Item 8.B*

Investing involves a significant degree of risk and is suitable only for sophisticated investors. Investment with 57 Stars would be appropriate only for investors for whom such investment does not represent a complete investment program and who fully understand and are capable of bearing the risks of such investment. In addition, there may be occasions when 57 Stars or its affiliate managing a Fund may encounter potential conflicts of interest. A more comprehensive description of the risks associated with each investment is included in the respective Client's Governing Documents. Such risks with respect to an investment in a Fund include, but are not limited to, the following:

- No Assurance of Investment Returns. Past performance is not indicative of future results. There can be no assurance that a Client's investment objectives will be achieved, or that a Client will receive a return of its original invested capital or a gain on its investment.
- Reliance on Underlying Fund management. 57 Stars will not have an active role in the day-to-day management of the Underlying Funds in which 57 Stars invests. As a result, the success of the investment will significantly depend upon the ability of the Underlying Funds to identify attractive investment opportunities.
- Use of leverage. The Underlying Funds may acquire securities issued by companies with leveraged capital structures. The highly leveraged structure of these transactions introduces substantial additional risks.
- Illiquid nature of investments; Restrictions on Transfer and Withdrawal. Investments of the type made by 57 Stars are generally illiquid, and interests or units in the Fund itself are illiquid.
- Non-U.S. Investments; Political and economic risk. 57 Stars makes investments outside of the United States, primarily in emerging markets. Depending on what regions of the world and what countries in those regions 57 Stars invests in on behalf of its Funds, political and regulatory changes, local and regional economic conditions, lack of liquidity, and regional or national instability could involve a high degree of business or financial risk and have a negative effect on the investments.
- Multiple Levels of Fees and Expenses. In addition to the carried interest and management fees payable to 57 Stars (or its affiliates) and the expenses of a Fund, Underlying Funds will each typically impose management fees, carried interest compensation, and reimbursement of expenses that will further reduce return on invested capital and, consequently, lower returns to investors.

*Specific Risks of Loss – Item 8.C*

57 Stars primarily invests in private equity, through investments in Underlying Funds, co-investments, and direct investments. Investments by Underlying Funds in portfolio companies and direct investments in portfolio companies involve significant risks not otherwise present in public market investments. The Underlying Funds' investments in portfolio companies may involve highly speculative investment techniques, including extremely high leverage, highly concentrated portfolios, investments in unproven technologies, investments in undeveloped or under-developed markets, workouts, start-ups, less-developed companies, minority positions, and illiquid investments. More information regarding applicable risks of an investment are set forth in the Client's Governing Documents.

Disciplinary Information – Item 9

Registered investment advisers are required to disclose all material facts regarding legal or disciplinary events that would be material to the evaluation of 57 Stars or the integrity of 57 Stars management. There have been no criminal or civil actions or administrative or self-regulatory organization proceedings involving 57 Stars or its management persons within the last ten years that are material to a Client's or prospective Client's evaluation of 57 Stars' advisory business or the integrity of its management, and that are required to be reported pursuant to the rules of the SEC.

Other Financial Industry Activities and Affiliations – Item 10

*Relationships or Arrangements with Related Persons – 10.C*

57 Stars has no relationships or arrangements that are material to its advisory business or to its Clients with related persons except as described below.

*Investment Company or Other Pooled Investment Vehicles*

57 Stars acts as investment manager to Funds. Such Funds are usually organized as limited partnerships or limited liability companies whose general partner or managing member, as the case may be, are affiliates of 57 Stars. Such affiliated general partners or managing members generally will receive the carried interest from the Funds, as further described in "*Fees and Compensation – Item 5*" above. With the consent of the sole non-managing member thereof, GOF 2 (as defined below) currently has an investment in LAOF (as defined below). Otherwise, 57 Stars does not currently have any affiliate or other vehicle capable of investing into one or more Funds, although it may in the future create an employee or other vehicle with such capability, if not prohibited by the Governing Documents of the relevant Fund or Funds.

As of the date of this Brochure, the Funds that 57 Stars (or an affiliate) manages and for which 57 Stars serves as the investment adviser are set forth below. Additional Funds may be organized and offered from time to time. For more information regarding any of these Funds, please refer to 57 Stars' Form ADV Part 1 or contact 57 Stars. *See also "Performance-Based Fees and Side-by-Side Management – Item 6", above, and "Investments in Same Securities – Item 11.C", below, for a discussion of associated conflicts of interest.*

57 Stars Global Opportunities Fund, LLC ("GOF 1"), a \$432<sup>4</sup> million fund of funds that invests in private equity partnerships, co-investments and secondaries in select private equity markets primarily outside of the United States, Canada, and Western Europe.

57 Stars Global Opportunities Fund 2 (CalPERS), LLC ("GOF 2"), a \$700 million fund of funds with a similar investment mandate as that of GOF 1 (\$200 million of GOF 2 is designated a "Supplemental Commitment," a portion of which is non-discretionary; the commitment period for GOF 2 has expired, with no portion of the Supplemental Commitment invested by GOF 2).

57 Stars Emerging Europe Fund (NYSCRF), L.P. ("EEF"), a \$100 million fund of funds focused on investments in private equity in and certain markets outside of emerging Europe.

57 Stars Global Opportunity Fund 3 (Guardian), L.P., a \$105 million fund of funds focused on investments in private equity in certain markets outside of the United States and Western Europe.

57 Stars Latin America Opportunity Fund, L.P. ("LAOF"), a \$40 million fund of funds focused on investments in private equity in Latin America.

57 Stars Global Opportunity Fund 3 (KIA), L.P. ("GOF 3 (KIA)"), a \$1.2<sup>5</sup> billion fund of funds focused on investments in private equity in certain markets outside of the United States and Western Europe.

57 Stars Global Opportunity Fund 3, L.P. ("GOF 3"), a \$290<sup>6</sup> million fund of funds focused on investments in private equity in certain markets outside of the United States, Canada, and Western Europe. GOF 3 is organized in a master feeder structure and receives investments from feeder funds managed by 57 Stars affiliates and organized in the United States and the Cayman Islands.

#### *Sponsor or Syndicator of Limited Partnerships*

*See "Investment Company or Other Pooled Investment Vehicles", above.*

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<sup>4</sup> Except as otherwise indicated, asset size figures set forth in this section reflect the maximum capital commitment amount for each listed Fund and are used for descriptive purposes only. See *"Client Assets 57 Stars Manages – Item 4.E"* above for information about 57 Stars' assets under management.

<sup>5</sup> Reflects approximate regulatory assets under management in GOF 3 (KIA) as of January 2, 2015. GOF 3 (KIA) is a single fund vehicle contemplating multiple series commitments with corresponding commitment periods. The first such series commitment was in respect of 2012, and successive series with annual commitment periods have followed. The vehicle currently has annual series commitments through 2017, aggregating to the approximate \$1.2 billion figure.

<sup>6</sup> Reflects approximate regulatory assets under management in GOF 3 as of January 2, 2015.

### *Relying Advisers*

In reliance on the position expressed in the American Bar Association, SEC No-Action Letter dated January 18, 2012, 57 Stars and its relying advisers, which comprise the special purpose entities serving as investment advisers to GOF 1, GOF 2, and EEF, are together filing a single Form ADV. Please refer to 57 Stars' Form ADV Part 1 for additional details.

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

#### *Description of Code of Ethics – Item 11.A*

57 Stars has adopted a Code of Ethics (the "Code"), pursuant to the rules under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). The Code is based on the fundamental principle that 57 Stars and its personnel ("57 Stars Personnel") must put Client interests first. The Code confirms 57 Stars' fiduciary responsibilities to its Clients. The Code states that 57 Stars Personnel must conduct their personal securities transactions in a manner that does not interfere or appear to interfere with any 57 Stars Client transactions or otherwise take unfair advantage of their relationship with 57 Stars. 57 Stars Personnel must seek to avoid any actual conflict between their personal interests and the interests of 57 Stars' Clients. The Code contains provisions placing restrictions on 57 Stars Personnel's ability to engage in personal securities transactions and requires reporting by 57 Stars Personnel of their personal securities holdings and transactions to 57 Stars' chief compliance officer. All supervised persons at 57 Stars must annually acknowledge the terms of and compliance with the Code, and their responsibilities thereunder.

57 Stars provides its Code to any Client or investor or prospective Client or investor upon request.

Generally, 57 Stars does not effect any principal transactions or agency cross securities transactions for Client accounts. 57 Stars will also not cross trades between Client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated investment fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

### *Material Financial Interest in Transactions – Item 11.B*

In 57 Stars' discretion, 57 Stars may elect to cause a Client to invest in Underlying Funds or portfolio companies in which other Clients have invested or may invest, either concurrently as part of the same investment or subsequent to the investment by the first Client.

Moreover, 57 Stars advises Clients whose investment objectives, strategies and guidelines may be similar to those of other Clients. As a result of 57 Stars' allocation of investment opportunities among the various Clients it advises, any one Client may ultimately invest a smaller portion of its aggregate commitments in certain types of investments than would otherwise be the case. In such circumstances, 57 Stars, taking into account each Client's investment objectives and other relevant factors, determines the appropriate allocation which, in 57 Stars' reasoned judgment, will serve the best interests of each Client, and be fair and equitable to all Clients involved, subject in each such case to the allocation policy set forth in each Client's Governing Documents.

### *Investments in Same Securities – Item 11.C*

57 Stars, its principals and affiliates will not invest as investors in the Underlying Funds, or invest directly in the securities of portfolio companies, in which 57 Stars' Funds are invested. However, affiliates of 57 Stars serve as the general partners or managing members of the Funds, as the case may be, and, in that capacity, 57 Stars will have an investment in the Funds. As such, 57 Stars and its principals will have an indirect interest in the same securities as its Funds. Further, the principals and affiliates of 57 Stars may invest in the Funds as limited partners or investing members, as the case may be (although this has not occurred to date). In one circumstance (See Item 10.C above), with Client consent, one 57 Stars Fund has in the past invested in another 57 Stars Fund. Also, while 57 Stars does not currently have any affiliate or other vehicle structured for the purpose of investing into one or more Funds, it may in the future create an employee or other vehicle with such capability, if not prohibited by the Governing Documents of the relevant Fund or Funds. Although all the foregoing investment arrangements are made to align 57 Stars' interest to that of its Funds, these arrangements may present 57 Stars with a conflict of interest, in that such investments may cause 57 Stars to manage the Funds differently than it would absent such investment. Further, certain Clients of 57 Stars may invest in the same securities as described in "*Material Financial Interest in Transactions – Item 11.B*", above.

### *Timing of Investments – Item 11.D*

See "Code of Ethics, Participation or Interest in Client Transaction and Personal Trading - *Material Financial Interest in Transactions – Item 11.B*" and "*Investments in Same Securities – Item 11.C*", above, for a discussion of timing of investments and associated conflicts of interest.

## Brokerage Practices – Item 12

### *Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions – Item 12.A*

57 Stars has the authority to determine what brokers or dealers should be used on behalf of its Clients. The majority of investments made by 57 Stars on behalf of its Clients are in non-registered securities offered in private placements without the services of a broker-dealer. While 57 Stars has the authority to select brokers or dealers, such authority is seldom exercised given the nature of its advisory services. In the rare instance when an Underlying Fund distributes in-kind public securities to a Fund, 57 Stars has discretion, in certain circumstances, to select a broker to liquidate such securities on behalf of the Fund. In circumstances where 57 Stars selects brokers or dealers, it takes several factors into account, including the financial stability and reputation of the broker or dealer, any special execution costs, and the quality of the services of the broker or dealer. Because 57 Stars selects a broker or dealer using a multifaceted approach, the broker or dealer selected will not necessarily be the one offering the lowest available commission cost or spread.

1. *Research and Other Soft Dollar Benefits.*

Given the nature of its advisory services, 57 Stars does not currently utilize soft dollars and does not expect to enter into soft dollar arrangements with brokers, or to receive soft dollar benefits from brokers in the future.

2. *Brokerage for Client Referrals.*

In selecting or recommending broker-dealers, 57 Stars and its related persons do not consider as a factor whether or not 57 Stars will receive Client referrals from a broker-dealer or third party.

3. *Directed Brokerage.*

Given the nature of its advisory services, 57 Stars does not contemplate utilizing directed brokerage arrangements on behalf of Clients.

### *Aggregation of Trades – Item 12.B*

Given the nature of 57 Stars' advisory services, 57 Stars generally does not aggregate orders for securities. However, to the extent that multiple Clients receive public securities in-kind from an Underlying Fund and 57 Stars determines to sell such securities at the same time for each Client, 57 Stars may determine to enter a bunched order for such sale with a single broker-dealer where practicable, and where such a bunched order would reduce transaction costs and otherwise be fair and equitable to the Clients participating in the transaction.

## Review of Accounts – Item 13

### *Periodic Review – Item 13.A*

57 Stars monitors investments of its Clients on a periodic basis, generally no less than quarterly, depending on the nature of the Client. In reviewing Client investments and accounts, the 57 Stars investment team generally examines the following metrics and sources of information, among others: financial statements from each Underlying Fund or co-investment, portfolio company information compiled from data solicited from the general partners or managing members of Underlying Funds, and interviews with such general partners or managing members.

### *Triggered Review – Item 13.B*

In addition to the periodic reviews described above, 57 Stars may conduct special reviews of Client accounts, especially in instances where significant information of apparent material effect to the relevant portfolio comes to light through public or other sources, or where ongoing performance of the relevant account indicates closer monitoring and more frequent review would be appropriate.

### *Content and Frequency of Reports – Item 13.C*

The frequency and content of the specific reports made to a Client or to investors in a Fund, as the case may be, are set forth in the Client's Governing Documents. Generally, in the case of a Fund, the Fund's investors will receive quarterly portfolio reports, and annual audited financial statements of the Fund following the end of the Fund's fiscal year. All such reports are in writing.

## Client Referrals and Other Compensation – Item 14

### *Other Compensation – Item 14.A*

57 Stars receives no compensation from entities or persons that are not Clients or investors in the Funds.

### *Client Referrals – Item 14.B*

From time to time, 57 Stars has engaged independent contractors to assist in the procurement of new Clients, direct investment opportunities, or investors for investment into its various Funds, and may do so in the future. Such arrangements will comply with all applicable laws and rules, including applicable registration and licensing requirements, if any. Such compensatory arrangements are determined on a negotiated basis and may include a retainer and/or success fee element. 57 Stars generally will pay such independent contractors out of its advisory fees earned

from the Client or from other sources; otherwise, any fees paid directly by Clients or investors in Funds to such independent contractors will be disclosed in the Client's Governing Documents.

#### Custody – Item 15

57 Stars or an affiliate generally will be deemed to have custody of Client funds or securities in respect of the Funds. In all such cases, 57 Stars will comply with the custody rules promulgated under the Advisers Act. Such requirements may include, among other things, causing the Client's qualified custodians to provide the Client (or investors in a Fund, as the case may be) with periodic account statements of the Client's investments, to the extent that 57 Stars does not provide audited financial statements to the Client within the time period required by the custody rules. Clients and investors in Funds are urged to review carefully and compare any account statements received from the qualified custodian(s) with any account statements or audited financial statements provided by 57 Stars.

#### Investment Discretion – Item 16

57 Stars manages most of its assets on a discretionary basis, pursuant to the power of attorney granted to 57 Stars by the Client in the Client's Governing Documents. In those cases, 57 Stars has the authority to determine, without obtaining specific Client consent, the securities to be bought and sold, the amount of securities to be bought and sold, the broker or dealer to be used, and the commission rates to be paid (if applicable). 57 Stars' discretionary authority to manage securities on behalf of its Clients is subject to investment guidelines and restrictions pursuant to each Client's Governing Documents.

#### Voting Client Securities – Item 17

##### *Authority to Vote Client Securities – Item 17.A*

57 Stars maintains written proxy voting policies and procedures as required by the rules under the Advisers Act. In voting proxies on behalf of its Clients, 57 Stars is guided by general fiduciary principles. 57 Stars' goal is to act prudently, and solely in the best interest of the Client. 57 Stars will attempt to consider factors that could affect the value of the investment and will vote proxies in the manner that it believes maximize shareholder value for the Client. In addition, 57 Stars' procedures are designed to identify, assess, and disclose any material conflicts that may arise between 57 Stars' interests and those of its Clients. Clients generally will give 57 Stars discretion to vote Client securities on behalf of the Client, except as otherwise set forth in the Client's Governing Documents. Clients and investors in Funds may obtain a copy of 57 Stars' proxy voting policies and procedures and information regarding how 57 Stars voted the Client's securities, upon request.



Financial Information – Item 18

*Balance Sheet – Item 18.A*

Under the rules of the SEC, no balance sheet or other financial information of 57 Stars is to be included in this Brochure. 57 Stars has no financial commitments that impair its ability to meet contractual or fiduciary obligations to its Clients, and has not been the subject of an insolvency proceeding.