

CENTAUR PERFORMANCE GROUP, LLC

FORM ADV – PART 2A (FIRM BROCHURE)

Item 1 – Identification

Principal Business Office Address:

16236 San Dieguito
Rancho Santa Fe, CA
Main Telephone Number: 858-779-5800

Brochure Date: March 29 , 2013

This Brochure provides information about the qualifications and business practices of Centaur Performance Group, LLC (“Centaur”). If you have any questions about the contents of this Brochure, please contact us at 858-779-5800. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Centaur is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Centaur also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since the last update to this brochure on March 31, 2012, there has been the material changes listed below. In addition to reviewing the material changes, we recommend clients review the entire Brochure.

Each year, this Item will discuss only specific material changes that are made to the Brochure and will provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

Pursuant to SEC Rules, we are required to ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year of December 31st. We will further provide you with a new Brochure based on material changes as required by law.

Our Brochure may be requested by contacting us at P.O. Box 8049, Rancho Santa Fe, CA 92067, or by phone at 858-229-5800.

Material Changes:
Change of Chief Compliance Officer to Derren Geiger

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Brochure Supplement(s) are provided separately to clients.

Item 4 – Advisory Business

Section A.

THE COMPANY

Centaur Performance Group, LLC (“Centaur” or “the Firm” or “we”) is organized as a limited liability company under the laws of the state of Delaware and is registered as an investment adviser with the SEC. Centaur, formerly known as Argent Funds Group LLC, has been in business since 1999 and has been registered with the SEC since 2006. The Firm is headquartered in Rancho Santa Fe, CA.

OWNERSHIP

Centaur is wholly owned (100%) by D. Bruce McMahan.

Section B.

TYPES OF ADVISORY SERVICES

Centaur provides discretionary investment management services regarding securities and non-securities primarily to U.S. and non-U.S. private investment funds, which are organized as domestic limited partnerships, limited liability companies, and offshore corporations, for which Centaur acts, pursuant to a separate investment management agreement as investment manager (collectively, the “Private Funds”). Please refer to Schedule D of the Form ADV Part I for a list of the Private Funds. Centaur also may provide, but does not at this time, discretionary investment management services for other institutional clients (collectively, with the Private Funds, “Clients”).

Section C.

OVERVIEW OF ADVISORY SERVICES

With regard to its investment advisory services, Centaur’s specialization is primarily, but is not limited to, trading in U.S. corporate securities and in credit and distressed investments and other alternative strategies and investments. Centaur also may trade in other private investment funds or through other affiliated and unaffiliated subadvisers, which may invest in a variety of securities and non-securities.

Centaur will both actively manage a portion of a Client’s account as well as select subadvisers, who may be affiliated or unaffiliated, to manage other portions of a Client’s account. In connection with the Private Funds, the selection of subadvisers is subject to the terms and guidelines of such funds’ offering documents.

Portfolios for the Private Funds are managed in accordance with each fund’s investment objectives and guidelines, which are set forth in such fund’s offering documents or private placement memoranda (“PPMs”).

Section D.

WRAP FEE PROGRAMS

Centaur does not participate in wrap fee programs.

Section E.

ASSETS UNDER MANAGEMENT

As of January 31, 2013, Centaur had \$35,596,655 in assets under management. This entire amount is managed on a discretionary basis subject to the investment guidelines set forth in the offering documents for the Private Funds.

Item 5 – Fees and Compensation

COMPENSATION

Centaur generally receives a management fee ranging from 1% to 2% per annum of assets under management, generally charged monthly in advance in accordance with the Private Funds' PPMs. Fees charged in advance will be refunded for partial periods if the advisory relationship with a Client or an investor in a Private Fund is terminated within a calendar month. If any fees are charged in arrears, they will be prorated for any partial period of investment advisory service.

Fees may be negotiable or waivable depending upon a variety of factors, including the strategy of a Client, the type of advisory service offered, the amount of assets under management, or the overall relationship with the Client or investor in the Private Fund. Fees charged with respect to an investment in an Private Fund, including whether Centaur's fees may be deferred, are set forth in such fund's offering documents and may include lock-ups.

All Centaur client assets are held by a "qualified custodian," as that term is defined in Advisers Act Rule 206(4)-2, to the extent required by law. Centaur bills its Clients directly.

Other Fees. Centaur may provide additional services not covered under the terms of a contract for investment advisory services. The above fees exclude a number of ancillary services that are separately borne by the Client to the extent that they are incurred. Examples of these ancillary services include: accounting, administration, custodian, tax compliance, and reporting services. Centaur will make facilities and personnel available to the Private Funds and may hire the above ancillary service providers at the Private Funds' expense. Fees for such services will be determined before starting additional work as mutually agreed by the parties. Centaur may receive additional compensation from referrals and non-clients as described in Item 14.

Out-of-Pocket Expenses. In addition to fees, clients may be responsible for certain out-of-pocket expenses for reasonable and direct costs incurred by Centaur on the Client's behalf. These out-of-pocket expenses may include travel costs and expenses incurred by Centaur in connection with meetings, copying, long-distance telephone calls, facsimile charges, messenger and/or express delivery services, and special research items as well as other related fees as outlined in the Private Funds' offering documents. Centaur will provide its Clients with an invoice containing a description of such expenses.

Fees to Centaur also do not include any fees due to brokers or custodians. The client may contract directly with investment managers, brokers, and custodians to provide services with regard to his or her assets and thus will be charged separately by such entities for their services. Item 12 further describes the factors that Centaur considers in selecting or recommending custodians and broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Item 6 – Performance-Based Fees

Centaur is also compensated for investment advisory services based on a share of the overall account performance of all or a portion of client assets ("performance-based fee"). The terms of any performance-based fee are based upon a negotiated arrangement with the Client or, in the case of Private Funds, based on the PPMs. Centaur anticipates that such client relationships and arrangements will also pay "management fees" calculated on the market value of the assets under management. Centaur's performance-based compensation is equal

to 20% of the net profit, before management fees, and is generally charged monthly and non-refundable. For purposes of calculating the performance-based compensation, net profit includes both realized and unrealized gains.

Performance-based compensation is charged by Centaur in conformity with Rule 205-3 under the Investment Advisers Act of 1940, as applicable.

Performance-based fee arrangements create conflicts of interests. Centaur may make investments that are riskier than it would otherwise make. In addition, because the performance-based fee is calculated on a basis that includes unrealized appreciation of the Private Fund's assets, it may be greater than if such allocation was based solely on realized gains. The performance-based fee, although accrued monthly, is ultimately calculated and allocated over a period of time (semi-annually) shorter than that used by many investment funds (annually), which increases the risk that an investor will incur a performance allocation for only short-term positive performance. To manage such conflicts, the performance-based fee is subject to a loss carryforward or high watermark so that losses must be recouped before Centaur will be entitled to performance-based compensation.

Item 7 – Types of Clients

Currently, Centaur provides discretionary investment advice to private pooled investment vehicles, the Private Funds.

Because Centaur does not have any separately managed accounts at this time, there are no requirements for opening or maintaining an account, such as a minimum account size. Each Private Fund has a minimum investment requirement for investors as set forth in the Private Fund's respective offering documents. Investors also are required to meet certain eligibility standards as set forth in the Private Fund's respective offering documents.

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

Section A.

METHODS OF ANALYSIS

Centaur's methods of analysis include charting, fundamental, technical and cyclical.

- **Charting** - In this type of technical analysis, charts are used to plot price movements, volume, settlement prices, open interest, and other indicators, in order to anticipate future price movements. Also charts of market, security and economic data are used to help identify the timing of the market moving up or down and to predict how long trends may last and when trends might reverse. A chart is an historical record of price movements. Charting will often reveal patterns that repeat over and over with the same outcome but there is no guarantee in finding these tendencies and patterns or that historical records are an indicator of current or future movements.
- **Fundamental** - Fundamental analysis is using real data to evaluate a security's value. For example, fundamental analysis can be performed on a bond's value by looking at economic factors, such as interest rates and the overall state of the economy, and information about the bond issuer, such as potential changes in credit ratings. For assessing stocks, this method uses revenues, earnings, future growth, return on equity, profit margins and other data to determine a company's underlying

value and potential for future growth. In terms of stocks, fundamental analysis focuses on the financial statements of the company being evaluated. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating a security.

- **Technical** - This form of value analysis focuses on patterns of volume and price fluctuations for a given stock as compared to the activity of the larger, general market indicators. Securities are evaluated for purchase or sale based on an analysis of market statistics such as volume and prices over time as seen on charts, etc. that are believed to establish relational patterns that can predict future movements in the markets. This relative comparison has little or no concern for any company's fundamental structure, production or worth. Technical analysis assumes that all the market factors are known to and considered by all the market's participants, although the market can act in irrational ways. Technical analysis purports to see repeatable patterns in similar market conditions, but any one of many factors may alter the outcome of an otherwise similar situation.
- **Cyclical** - There are industries in which profits rise and fall on a cyclical basis. As profits of companies follow cyclical patterns, so do their stocks: going up and down, reflecting the current stage of the business cycle. There are a wide variety of industries that can be described as having distinct business cycles: oil and gas, semi-conductors, car-manufacturing, mining, home-building, fertilizer production and many others. Their main feature is that their profits and thus stock prices follow similar rising and falling patterns over the long run. There is no guarantee that historical trends will indicate current cycles.

In addition, Centaur also utilizes its own proprietary methodologies and models to analyze potential investments. Further, the Private Funds are subject to the methods of analysis described in their offering documents, which may be different than the methods of analysis explained above. Please see such funds' offering documents for further information.

The main sources of information that Centaur uses includes publicly available sources, such as newspapers, company press releases, annual reports and corporate rating services, as well as internal research developed by Centaur's own investment professionals.

Section B.

INVESTMENT STRATEGIES USED TO IMPLEMENT INVESTMENT ADVICE

Any investment advice provided by Centaur to clients is based on a number of factors, including, but not necessarily limited to, the client's investment objectives, risk tolerances, asset-class preferences, time horizons, liquidity needs, expected returns, and an assessment of current economic and market views expressed by economists, analysts, banks, and securities firms.

At present, the investment strategies used by Centaur are those set forth in the Private Funds' offering documents. Generally, the portion of the Private Funds' investment objective that Centaur oversees is to seek to receive consistent income and profit primarily from a portfolio of credit and distressed investments and other alternative strategies and investments. Such strategies include, but are not limited to, convertible arbitrage, long or short investments in debt and equity securities, debt of companies and/or countries backed by hard assets, securities of issuers which, at the time of purchase, are below investment grade, out of favor, in financial distress, and/or entering or exiting bankruptcy proceedings or capital reorganizations. Such investments may include, but are not limited to, high yield bonds, convertible bonds, common or preferred stock, warrants and U.S. government obligations,

bank loans, debtor-in-possession loans, trade claims, sub-performing real estate loans and mortgages, senior, mezzanine, subordinated and junior debt, and letters of credit. The investments are currently expected, but not required, to be made in securities of companies in developed and undeveloped countries with significant hard asset exposure.

Apart from the Private Funds, the investment strategies Centaur may use to implement investment advice include short-term purchases (securities sold within a year), trading (securities sold within 30 days), long-term purchases (securities held at least a year), short sales, option-writing strategies, including covered options or spreading strategies, or margin transactions. Centaur retains broad investment discretion and may change its policies at any time. Also, there can be no assurance that Centaur will achieve its investment objectives.

For more information about the investment strategies of the Private Funds that Centaur manages, please see such funds' offering documents for further information.

Section C. **RISK OF LOSS**

Investing in securities involves risk of loss that clients should be prepared to bear. All investments carry the risk of loss and there is no guarantee that any investment strategy will meet its objective. Centaur generally will be investing client assets in credit and distressed investments and other alternative strategies and investments related thereto, all of which may involve a high degree of risk. This investment strategy is speculative and is suitable only for investors who are willing to accept substantial risks of loss, including entire loss of principal. Accordingly, a Client's account may face the following investment risks:

Stressed and Distressed Securities; Defaulted Securities; and Special Situation Investments. Centaur may invest in securities and/or obligations of U.S. and non-U.S. companies that are experiencing significant financial or business difficulties, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These types of investments are commonly referred to as "special situations." Stressed investments would generally include companies whose debt securities and/or obligations trade between par and 75% of par and are in jeopardy of missing a coupon payment or in need of bank covenant waivers to avoid default. Distressed investments would generally include companies whose debt securities trade below 75% of par, are in default, in need of restructuring or reorganization, have limited access to the capital markets, or have indebtedness which yields 1,000 basis points or more over the 10-year U.S. Treasury bond. Although such investments may result in significant returns, they involve a substantial degree of risk. Among the risks inherent in troubled entities is the inability to obtain information as to the true condition of such issuers. Such investments also may be affected adversely by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and a bankruptcy court's power to disallow, reduce, subordinate or disenfranchise particular claims. Any one or all of such companies may be unsuccessful in their reorganization and their ability to improve their operating performance. In the case of liquidations, the proceeds realized through the liquidation process may be significantly less than originally projected at the time of investment. Further, the level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that Centaur will correctly evaluate the intrinsic value of any or all of the companies, the securities and/or obligations of which Centaur may acquire. There is also no assurance that Centaur will

correctly evaluate how such value will be distributed among the different classes of creditors, nor that Centaur will have properly assessed the steps and timing thereof in the bankruptcy or liquidation process. In any reorganization or liquidation proceeding relating to a company in which Centaur invests, Centaur may lose its entire investment and may be required to accept cash or securities with a value less than Centaur's original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from Centaur's investments may not compensate Clients adequately for the risks assumed.

Troubled company and other asset-based investments require active monitoring and will, at times, require participation in business strategy or reorganization proceedings by Centaur. In addition, involvement by Centaur in an underlying company's reorganization proceedings could result in the imposition of restrictions limiting Centaur's ability to liquidate its position in the company's securities. When investing in distressed securities, there is a risk that the total amount of the investment may be lost.

Investments in Restructurings. Centaur may make investments in the debt securities or other instruments of portfolio companies involved in restructurings associated with financial difficulties. These financial difficulties may never be overcome and may cause such portfolio company to become subject to bankruptcy proceedings. Such investments could, in certain circumstances, subject Clients to certain additional potential liabilities that may exceed the value of Clients' original investment therein. For example, under certain circumstances, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to Centaur may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment, or similar transaction under applicable bankruptcy and insolvency laws.

Investments in Undervalued Assets. Centaur may seek to invest in undervalued assets. The identification of investment opportunities in undervalued assets is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued assets offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from Centaur's investments may not adequately compensate for the business and financial risks assumed.

The Fund may be forced to sell, at a substantial loss, assets which it believes are undervalued, if they are not in fact undervalued. In addition, the Fund may be required to hold such assets for a substantial period of time before realizing their anticipated value. During this period, a portion of the Fund's funds would be committed to the assets purchased, thus possibly preventing the Fund from investing in other opportunities. In addition, the Fund may finance such purchases with borrowed funds and thus will have to pay interest on such funds during such waiting period.

Structured Notes. Centaur may invest in structured notes, including "total rate of return swaps," with rates of return determined by reference to the total rate of return on one or more loans referenced in such notes. The rate of return on the structured note may be

determined by applying a multiplier to the rate of total return on the referenced loan or loans. Application of a multiplier is comparable to the use of leverage, which magnifies the risk of loss, because a relatively small decline in the value of a referenced note could result in a relatively large loss in value. Structured notes are treated as senior loans.

Other Funds and Managers - In addition to the Private Funds, Centaur may invest in other, unaffiliated funds (including, but not limited to, U.S. or offshore unit investment trusts, open-end and closed-end mutual funds and hedge funds, private equity funds, venture capital funds, advisory accounts, real estate investment trusts, ETFs, or other private alternative or other investment funds, regardless of whether any of the foregoing investment vehicles are affiliated with us) (collectively, "Other Funds and Managers"). These Other Funds and Managers will charge their own management and other fees, so that if we invest in them, you will bear an additional level of fees and expenses. Some of these funds may pay fees to Centaur or its affiliates. Also, U.S. mutual funds generally must distribute all gains, including to investors who may not have an economic gain, which can lead to negative tax effects on Investors, particularly non-U.S. persons. Centaur may also invest in exchange traded funds, unit investment trusts, or other similar vehicles designed to track the performance of a specific index or sector. These Other Funds and Managers may have unique risks of loss as described in their offering documents.

Equity Risk - Investments in equity securities generally involves a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. In addition to, or in spite of, the impact of movements in the overall stock market, the value of investments may decline if the particular investments within the portfolio do not perform well in the market. Prices of growth stocks may be more sensitive to changes in current or expected earnings than prices of other stocks. Prices of stocks may fall or fail to appreciate regardless of movements in securities markets.

Market Risk - The success of client portfolio activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations and controls, and national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

Extraordinary Events - Global terrorist activity and United States involvement in armed conflict may negatively affect general economic fortunes, including sales, profits, and production, and may lead to depressed securities prices and problems with trading facilities and infrastructure.

Increased Regulations - Events during the past several years and adverse financial results have focused attention upon the necessity to maintain adequate risk controls and compliance procedures. These events have led to increased governmental and self-regulatory authority scrutiny of the financial industry. Various national governments have also expressed concern regarding disruptive effects of speculative trading and the need to regulate the markets in general. Any regulations that restrict the ability to employ, or broker-dealers and

counterparties to extend, credit or restrict trading activities could adversely impact profit potential.

Potential Concentration - Client portfolios have highly concentrated positions in issuers engaged in one or a few industries. This increases the risk of loss relative to the market as a whole.

Non-U.S. Investments - Centaur invests client funds in securities (*debt, equity, currencies, derivatives, etc.*) domiciled outside the United States. Such investments expose the portfolio to a number of risks that may not exist in the domestic market alone. Such risks include, among other things, trade balances and imbalances and related economic policies, currency exchange rate fluctuations, imposition of exchange control regulation, withholding taxes, limitations on the removal of funds or other assets, possible nationalization of assets or industries, political difficulties, and political instability in foreign nations.

Short Sales, Leverage and Derivatives - Short sales, leverage and derivatives all represent substantial risks given their inherent heightened risk of loss. Leverage and derivatives imply borrowing capital. When such borrowing is deployed, losses can escalate quickly should investments suffer even small losses. Short sales involve a finite opportunity for appreciation, but a theoretically unlimited risk of loss. Short positions are also subject to a “short squeeze” that could lead to accelerating losses for those short that particular security.

Item 9 – Disciplinary Information

There are no legal or disciplinary events that are material to a client’s or prospective client’s evaluation of Centaur’s advisory business or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

Section A.

BROKER DEALER

Cornerstone neither is registered nor has an application pending to register as a broker-dealer; however, two of its management persons are registered representatives of an affiliated broker-dealer, Constans Crescent Global, LLC.

Section B.

COMMODITY POOL OPERATOR AND COMMODITY TRADING ADVISER

Neither Centaur nor any of its management persons is registered or has an application pending to register, as a futures merchant, commodity pool operator, commodity trading advisor or associated person of any of the forgoing. Nevertheless, Centaur currently operates and conducts its business within certain exemptions from registration as a commodity pool operator and/or commodity trading advisor under Commodity Exchange Act and the rules of the Commodity Futures Trading Commission ("CFTC").

Section C.

OTHER RELATIONSHIPS AND/OR ARRANGEMENTS MATERIAL TO ADVISORY BUSINESS

Centaur is wholly owned by D. Bruce McMahan. Mr. McMahan also owns various other investment management entities.

(1) **Broker-Dealers.** Centaur is affiliated with Constans Crescent Global, LLC (formerly McMahan Securities Corporate Finance LLC), which is a broker-dealer registered with the Securities and Exchange Commission and is a member of FINRA. Constans Crescent Global, LLC engages primarily in private placements and debt securities for relatively new or small and mid-sized companies. Constans Crescent Global, LLC is exempt from Rule 15c3-3 under the Securities Exchange Act of 1934 pursuant to paragraph k(2)(ii) of that rule. The sole member of Constans Crescent Global, LLC is also a manager and owner of Centaur. Constans Crescent Global, LLC sponsors Centaur's personnel who are required to hold FINRA licenses.

(2) **Investment Advisers.** Centaur shares office space, personnel, facilities and related services with U.S. based SEC-registered Cornerstone Acquisition & Management Company, LLC; (the "U.S. Adviser"). Additionally, Centaur can provide, upon request, a supplementary list of other non-U.S. based unregistered advisers, some of whom may do business under the "Centaur" name and may or may not have certain arm's-length business relationships with Centaur (the "Non-U.S. Advisers" and collectively with the U.S. Adviser, "Other Advisers"). Notwithstanding the foregoing, Centaur believes that it is not affiliated or related with, and therefore need not list herein, the Non-U.S. Advisers because:

- 1) Centaur and the Non-U.S. Advisers are not under common ownership or control;
- 2) Centaur and the Non-U.S. Advisers do not have any overlap in executive officers;
- 3) Centaur and the Non-U.S. Advisers do not conduct joint operations; and
- 4) Centaur does not provide advice that is formulated in whole or part by the Non-U.S. Advisers.

Entities that Create or Package Limited Partnerships. Certain Other Advisers manage private investment funds that may have similar investment objectives to, but have separate management agreements and different investment goals and/or investment holdings than, the Private Funds (the "Other Funds"). In some cases, Centaur may hire or be hired by one or more Other Advisers as subadviser to make investment decisions as disclosed in the offering documents for the relevant fund (available upon request). Centaur is aware of its fiduciary duties and conflicts related to selecting and providing advisory services through Other Advisers.

Section D.

SELECTION OF OTHER INVESTMENT ADVISERS

Centaur recommends and selects other investment advisers to manage as subadvisers portions of certain Clients' accounts. Some of these subadvisers are affiliates of Centaur. At present, Centaur has selected other investment advisers, both affiliated and unaffiliated, to serve as subadvisers for certain Private Funds, subject to such funds' PPMs. Centaur does not receive a fee from the subadvisers it selects.

Item 11 – Code of Ethics

Section A.

CODE OF ETHICS

Pursuant to SEC Rule 204A-1, Centaur has adopted a written Code of Ethics (“Code”) that sets forth standards of conduct and federal securities law requirements applicable to all supervised persons as defined in the Advisers Act. The Code governs personal trading by its principals, employees and related accounts (“Employees”). Employees are permitted to maintain personal securities accounts provided that such accounts are disclosed to Centaur and that any personal trading is consistent with applicable law and with the Code. Subject to compliance with the Code, Employees may buy, sell or hold, for their own personal trading accounts, securities that Centaur also may buy, sell or hold for Clients. Certain employee trades are subject to pre-approval by Centaur. The Code contains policies and procedures that among other things:

- prohibit Employees from taking personal advantage of opportunities belonging to Clients,
- prohibit trading on the basis of material nonpublic information,
- place limitations on personal trading by Employees and impose preclearance (in certain cases) and reporting obligations with respect to trading, and
- require initial and annual reports of securities holdings and monthly transaction reports by Employees.

Further, employees are required to report all Code violations to the CCO. Code violations may result in disciplinary action or dismissal. Centaur will provide a copy of its Code to any client or prospective client upon request. Centaur’s Code of Ethics is available upon request by contacting John Jeffrey McMahan, Centaur’s Chief Compliance Officer at 203.618.3400.

Section B.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Centaur acts as investment manager to numerous clients. Centaur may give advice and take action with respect to any Private Funds or accounts it manages that may differ from action taken by Centaur on behalf of other Private Funds or accounts. Centaur is not obligated to recommend, buy, or sell or to refrain from recommending, buying, or selling any security that Centaur or its access persons, as defined by rules under the Advisers Act and the 1940 Act, may buy or sell for their own accounts or for the accounts of any other client. Centaur is not obligated to refrain from investing in securities held by Private Funds or accounts that it manages except to the extent that such investments violate the Code adopted by Centaur.

Certain Centaur officers, members, and employees (“Related Persons”) are also Clients or investors. Centaur may invest client accounts in, among other things, securities in which Centaur or its Related Persons have a financial interest. Centaur or its Related Persons may purchase for themselves securities or other investments which one or more Clients own, previously owned, or will own in the future, including units of the Private Funds. As these situations may represent a potential conflict of interest, Centaur has adopted procedures relating to personal securities transactions and insider trading, both of which are described below, that are reasonably designed to prevent actual conflicts of interest.

If it is appropriate to buy or sell a security at the same time for both a Client and a Related Person, combined orders may be placed and if any order is not filled at the same price, prices obtained may be allocated among accounts on an average basis. Placing combined orders is not required. There may be times when the sale or purchase of a security for a Related Person may precede, occur at the same time, or follow the sale or purchase of a security for a client, subject to the overriding principle that the interests of clients must come before the interests of Centaur or its Related Persons.

Centaur, directly or through an affiliate, may manage simultaneously parallel accounts in some cases with the same portfolio managers, with similar objectives, but with differing fees to Centaur, in some cases performance-based fees. Centaur also may similarly manage simultaneously certain accounts that may hold short positions in a security for which other managed accounts are long. Centaur may, from time to time, unknowingly recommend the purchase or sale of securities in which an affiliate has a position or interest or does business. Centaur's many affiliates with multiple lines of business make this likely. Centaur's policy is to manage each account independently and fairly and recognizes and seeks to control the conflicts of interests inherent in such practices.

In general, Centaur has a policy under which most investment advisory activities are generally autonomous from any investment or other securities activities of the affiliated investment advisers. This investment philosophy is designed to prevent Centaur's personnel from having knowledge of the business and investment activities carried on by those Other Advisers for their own accounts, other than in a fiduciary capacity, and vice versa. To the extent that Centaur advises or subadvises client accounts for affiliates, Centaur is responsible for and knowledgeable about such affiliates' client accounts, and certain affiliate personnel will receive information about Centaur investment activity for the account. Some Centaur officers also have officer titles at other affiliates. The sale or other sharing of or shared access to research or other information might allow its recipient to compete with or precede Centaur with respect to an investment opportunity on behalf of itself or its clients.

As the adviser of the Private Funds, Centaur participates in the Private Funds' investments, pro rata, in accordance with its capital accounts. Principal executive officers and other personnel of Centaur may receive annual compensation and bonuses based, in part, on the performance of certain private equity Private Funds as more fully disclosed in the PPMs for those funds. In addition, certain personnel of Centaur are also permitted to invest in the Private Funds as knowledgeable employees.

Restrictions on Personal Securities Transactions

To address the conflicts of interest that arise with the personal trading of Centaur employees, Centaur has defined the categories of personnel who fall within the term "Access Person" and, as required by Advisers Act's Rule 204A-1, such Access Persons must report their securities holdings annually and their securities transactions quarterly, subject to limited exceptions. Employees must also obtain pre-approval from the Chief Compliance Officer ("CCO") to invest in initial public offerings and private placements. All Access Persons may direct their brokers to forward copies of all personal securities transactions confirmations and brokerage statements for every account in which they or their immediate family members have a beneficial interest in lieu of transaction reports. These reports or confirmations and statements are submitted to and reviewed by the CCO or his designee.

Insider Trading Policy

Centaur may, from time to time, come into possession of material nonpublic and other confidential information which, if disclosed, might affect an investor's decision to buy, sell, or hold a security. Under applicable law, Centaur may be prohibited from improperly disclosing or using such information for its personal benefit or for the benefit of any other person, regardless if such other person is a client. Accordingly, should such persons come into possession of material nonpublic or other confidential information with respect to any company, they may be prohibited from communicating such information to, or using such information for the benefit of, clients and have no obligation or responsibility to disclose such information to, nor responsibility to use such information for the benefit of, clients when following policies and procedures designed to comply with law.

The Code also contains a policy "Statement on Insider Trading," adopted in accordance with Advisers Act Section 204A, which establishes procedures to prevent the misuse of material nonpublic information by supervised persons. Supervised persons are prohibited from trading, either personally or on behalf of others, while in possession of material nonpublic information in violation of the law. Any supervised person who fails to observe the aforementioned policies risks serious sanctions, including dismissal and personal liability.

Item 12 – Brokerage Practices

SELECTION CRITERIA FOR BROKERS AND DEALERS

In the exercise of its discretionary authority, Centaur has the authority to determine, without obtaining specific Client consent, (1) securities to be bought or sold, (2) the amount of the securities to be bought or sold, (3) the broker or dealer to be used, and (4) commission rates paid. Limitations on Centaur's authority are guided by, among other things, (i) its responsibility to act as a fiduciary when handling clients' accounts, (ii) the investment strategies and objectives of its Clients, and (iii) with respect to a Private Fund, the Private Fund's offering documents.

In making its selection of brokers and dealers ("Brokers"), Centaur generally may take into account the Broker's reliability, reputation, financial responsibility, stability, ability to execute trades, operations, market making, related services, commission rate and responsiveness to Centaur and accuracy of recommendations on particular securities. Centaur will not adhere to any rigid formulas in making its selection of Brokers, but will weigh a combination of the criteria set forth herein. It is expected that Centaur generally will select well established Brokers to execute, clear and settle most of Centaur's transactions. Centaur has no fixed internal brokerage allocation procedures designating specific percentages of commissions to particular Brokers. Centaur will seek best execution in transactions or overall and will direct brokerage to firms providing Products and Services when they are able to provide best execution as described below. Loans are generally purchased and sold directly between loan counterparties in dealer markets, and debt securities are also generally purchased and sold in dealer markets where they are no agency commissions. Therefore, a number of other judgmental factors must be considered in addition to the best net price.

COMMISSION RATES OR EQUIVALENTS

Centaur is not obligated to seek the lowest commission. In selecting Brokers, Centaur generally seeks the best and most efficient execution, on an overall or transaction basis. Centaur need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Although Centaur generally seeks competitive commission rates,

it will not necessarily pay the lowest commission or commission equivalent. Given the brokerage services that Brokers generally offer, Centaur may be deemed to be paying for other services provided by a Broker which are included in the commission rate, such as related brokerage services including order routing, clearing, custodial and settlement services. Centaur, based on its knowledge of the industry, will attempt to have the Centaur's brokerage arrangements be competitive with similarly situated companies. However, certain transactions may involve specialized services on the part of the broker or dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

The determination and evaluation of the reasonableness of the brokerage commissions paid in connection with portfolio transactions are based primarily on the professional opinions of the persons responsible for the placement and review of such transactions. These opinions are formed on the basis of, among other things, the experience of these individuals in the securities industry and information available to them concerning the level of commissions being paid by other investors of comparable size and type. Centaur may select broker-dealers based on its assessment of their ability to provide quality executions and its belief that the non-research, information and other services provided by such broker-dealer may benefit client accounts. It is not possible to place a dollar value on the special executions or on the research services Centaur receives from dealers effecting transactions in portfolio securities. Accordingly, broker-dealers selected by Centaur may be paid commissions for effecting portfolio transactions for client accounts in excess of amounts other broker-dealers would have charged for effecting similar transactions if Centaur determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or services provided by those broker-dealers, viewed either in terms of a particular transaction or Centaur's overall duty to its discretionary accounts.

"SOFT DOLLAR" OR RESEARCH/EXECUTION POLICY

Although Centaur may receive unsolicited research from Brokers it uses, it does not direct trades in exchange for research products or research services, it does not select Brokers based on the receipt of such research and it otherwise does not enter into any "soft dollar" arrangements. Nevertheless, Centaur reserves the right to enter into "soft dollar" arrangements in the future. Centaur may direct transactions for client accounts to broker-dealers who provide Centaur with research and brokerage products and services but Centaur will not "pay up" for research or enter into any oral or written agreement or understanding with any broker-dealer which would obligate Centaur to direct a specific amount of brokerage transactions or commissions in return for such research or services. There can be no guarantee, however, that brokers who provide unsolicited research do not have some expectation of receiving a specific amount of transactions. The research provided can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third party but provided by broker-dealer).

Research services obtained by Centaur through brokers may include:

1. analytical and other information pertaining to specific fixed income or equity securities;
2. research information relating to overall investment strategy including macroeconomics forecasts and analyses;
3. other statistical information including, but not limited to, computer and other electronically transmitted data, technical market data, and other services used in formulating investment decision or trading.

On a limited basis, Centaur may receive incidental economic benefits from the Brokers it uses, including free attendance at conferences or seminars sponsored by such Brokers and

related hotel and meal accommodations, which may include capital introduction conferences with prospective investors. Although the commission rate charged by such Brokers are represented as not reflecting any such additional benefits, the commission rates charged by such Brokers may be higher or lower than other Brokers. Centaur may have a potential conflict of interest between its duty to obtain best execution for a client and its interest in receiving such economic benefits in the future.

When an investment adviser uses client brokerage commissions to obtain such research or other products or services, the adviser receives a benefit because it did not have to produce or pay for the research, products or services.

In selecting Brokers, Centaur generally intends not to consider such research but shall consider the value of the following, either provided by the Broker or paid for by the Broker (either by cash payments or by commissions) to be provided by others: brokerage and/or brokerage-related services (such as clearing, order routing, custodial and settlement services) ("Products and Services"). Generally, the receipt of such Products and Services is intended to be in compliance with Section 28(e) of the Securities Exchange Act of 1934, as amended; however, given the nature of Centaur's investment program, it may fall outside of the safe harbor for "soft dollars" under Section 28(e). Although Products and Services and research that may be obtained by Centaur will generally be used to service all of Centaur's Clients, it may not be used for all Clients and a commission paid by a specific Client may be used to pay a Broker for unsolicited research that is not used in managing that specific Client's account. Similarly, it is possible that a Client who did not pay a Broker may receive soft-dollar benefits from another Client's transaction.

In recognition of the value of Products and Services provided by a Broker, Centaur may effect transactions which cause it to pay such Broker, including a Broker who provides unsolicited research, an amount of commissions in excess of the amount of commissions another Broker would have charged. However, Centaur will only direct brokerage to firms providing Products and Services when they are able to provide best execution.

In connection therewith, Centaur will make a good faith determination that the amount of commission is reasonable in relation to the value of the Products and Services received, viewed in terms of either the specific transaction, Client transactions overall or Centaur's overall responsibility to its Clients. Because Centaur may receive research it does face some of the same conflicts faced in traditional "soft dollar" arrangements.

Portions or all of a client account may be managed by other affiliated or unaffiliated investment advisers. Such advisers may have soft-dollar arrangements and "soft dollar" policies that differ from Centaur. Please see the Form ADV for such advisers for further information.

BROKERAGE FOR CLIENT REFERRALS

Centaur generally does not consider referrals of potential Clients or investors in the Private Funds as a factor in the selection of Brokers. However, a Broker to be used by Centaur may have referred a Client or investor, or may refer them, to Centaur, and accordingly Centaur may have a potential conflict of interest between its duty to obtain best execution for a Client and its interest in receiving future referrals. Commission rates charged by Brokers that may refer Clients or investors to Centaur may be higher or lower than the commission rates charged by other Brokers that Centaur uses.

Centaur's selection of Brokers is guided and/or limited by (i) its responsibility to act as a fiduciary when handling Clients' accounts, (ii) its obligation, to the extent applicable and subject to the conditions hereinabove specified, to select Brokers who offer overall best execution on Clients' trades, and (iii) with respect to a Private Fund, the Private Fund's offering documents.

DIRECTED BROKERAGE POLICY

Investors in certain Private Funds, pursuant to their respective PPMs, may be able to limit Centaur's discretionary authority by directing Centaur to use particular broker-dealers to execute portfolio transactions for their accounts, particularly where clients have preexisting relationships with a broker or participate in commission recapture programs. Centaur may accept such client instructions, provided they are in writing.

Where a client directs the use of a particular broker-dealer, or broker-dealers, Centaur may not be in a position where it can negotiate commission rates or spreads or obtain volume discounts; thus, best price may not be achieved. In addition, transactions for a client that directs brokerage may not be aggregated with orders for the same securities for other accounts managed by Centaur. Trades for a client that has directed use of a particular broker or dealer may be placed at the end of aggregated trading activity for a particular security. Accordingly, directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving less favorable pricing. Under these circumstances, the direction by a client of a particular broker or dealer to execute transactions may result in higher commissions, greater spreads, or less favorable net prices, including minimum ticket charges, than might be the case if Centaur could negotiate commission rates or spreads freely or select brokers or dealers based on best execution. Centaur also discloses to its clients any relationships and conflicts of interest relating to arrangements in which directed brokers refer clients to Centaur.

AGGREGATION

Aggregation or "bunching" of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges. From time to time, it may be appropriate for more than one client account to trade in the same securities at the same time (which may include "new issues" but only to the extent such accounts are eligible under applicable law). Consistent with its fiduciary duties, Centaur's policy generally is to allocate investment opportunities to its Clients on an equitable and fair basis, based on a variety of criteria, including asset size of account, and consistent with a Client's investment guidelines and strategies, including for Private Funds the disclosures set forth in such Private Fund's offering documents. Because of the diversity of objectives, risk tolerances, portfolio guidelines and limitations, tax consequences and other differences, there may often be differences among Client accounts in the particular securities and other instruments held, including in the weighting of particular positions.

To the extent applicable, as a general policy if Centaur believes it is appropriate under the circumstances, Client securities orders for the same security on the same day may be combined (or bunched) and allocations among such Clients are effected on a pro rata basis, based on the relative value of the accounts, or otherwise on an allocation amount or methodology determined at or prior to the time of the order. To the extent applicable and if the same prices or execution cannot be obtained, the orders are combined (or bunched) such that each of the accounts will have their same day orders filled on an average price basis (such that each receives the same price). While Centaur's goal is to be fundamentally fair on an overall basis with respect to all Clients, there can be no assurance that on an overall or trade-by-trade basis that any particular Client will not be treated more favorably than another.

Item 13 – Review of Accounts

PORTFOLIO REVIEWS

Client accounts and portfolios are reviewed at least weekly (generally daily) by members of Centaur's Investment Committee and Executive Management. Client accounts and portfolios are reviewed monthly by the Private Funds' administrator. Additionally, where applicable, Client accounts and portfolios are audited yearly by outside parties. Designated members of Centaur's Investment Committee and Executive Management also review portfolio transactions daily.

More frequent reviews may occur based on directives from the Investment Committee, portfolio values, and client objectives, among other factors.

CLIENT REPORTS

Investors in the Private Funds generally are provided with unaudited monthly statements and annually receive audited fiscal year-end financial information. Clients receive statements and other information as agreed to between Centaur and the Client. These statements would provide pertinent information with regard to a Client's account(s), including but not limited to account values, net contributions and withdrawals.

This monthly statement is not intended to replace the statement provided by your custodian, which should be considered your official record for all pertinent account information. Centaur's reports are provided in a different format from that of your custodian and may vary in content and scope. Therefore, you should compare the asset information to the statement provided by your custodian.

Item 14 – Client Referrals and Other Compensation

COMPENSATION TO EMPLOYEES FOR CLIENT REFERRALS

Centaur may compensate certain of its employees who are registered representatives of Constans Crescent Global, LLC for introducing or referring advisory clients (or investors). Such compensation is based on a percentage of the annual advisory fees earned by Centaur on the assets under management of such clients (or investors). These referral arrangements will conform to Rule 206(4)-3 under the Investment Advisers Act of 1940, as applicable. Employees may also receive a rebate of the fees earned by Centaur on investments made by such employee in a Private Fund.

COMPENSATION TO OTHERS FOR CLIENT REFERRALS

Centaur may on occasion enter into solicitation agreements with individuals, financial intermediaries, or others who may or may not be affiliated with Centaur. All solicitation agreements will comply with Centaur's policy and Rule 206(4)-3 under the Advisers Act and any other law as applicable. These solicitation arrangements, where applicable, require an affiliated solicitor to disclose such affiliation and require a third party solicitor to provide each prospective client with a copy of adviser's Form ADV Part 2 and to disclose to the prospective client the nature of the arrangement between the solicitor and adviser. Currently, Centaur has solicitation agreements in place. Payment to the solicitor by Centaur will not increase the general fees paid by the prospective client.

Centaur may share with persons within its affiliated companies, or receive from persons within the affiliated companies or those formerly related to the affiliated companies, various

internal credits or payments in connection with various service arrangements among such companies.

In compliance with applicable law, Centaur or an affiliate may, from time to time, pay event attendance or participation or other fees, underwrite charitable or industry events, including sponsoring independent or affiliated speakers or provide gifts of value to, or at the request of, an organization or individual that, among other things: (i) offers or includes products or services of Centaur or an affiliate in a particular program; (ii) permits Centaur access to their financial advisers, brokers, employees, or other affiliated persons to provide training, marketing support, and educational presentations on products or services affiliated with Centaur; and/or (iii) refers or has referred a client to Centaur. Centaur may obtain products and services from consulting firms separate and apart from any recommendations made to clients for Centaur's investment services. Additionally, certain affiliated or third-party institutions provide financial support on a voluntary basis for marketing, educational, and sales meetings of Centaur and affiliates. The amount of any such payments to or from Centaur and affiliates may be substantial. These payments pose conflicts of interest for the parties that receive them. A client should obtain from its intermediary any details of any such payments received by such intermediary from Centaur or affiliates. This type of payment generally does not increase the product cost to clients.

Item 15 – Custody

Centaur is not a qualified custodian and does not provide custodial services to its Clients. Clients select banks or registered broker-dealers that are “qualified custodians” to provide custody of client assets. However, under the SEC’s Custody Rule, Centaur is deemed to have custody based on its status as akin to “general partner” of the Private Funds. Centaur subjects Private Funds to annual audits to ensure that its status does not result in Centaur having custody of the accounts. Further, Centaur does not serve in any physical custody capacity, does not engage in any banking or related accounting activities and does not maintain possession of any securities it manages. Accordingly, Centaur has determined that it qualifies for exemption from the requirement of a surprise audit because it obtains audited financial statements for the Private Funds.

You should receive quarterly custodial statements directly from your qualified custodian. We urge you to carefully review those statements and compare the custodial records to the reports we provide you. Comparing reports will allow you to determine whether account transactions, including paying advisory fees, are proper. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Centaur accepts discretionary authority to manage securities accounts on behalf of its clients. In connection with the Private Funds, Centaur has executed an investment advisory agreement before exercising any discretionary authority. In all cases, however, such discretion is exercised, observing investment limitations and restrictions that are outlined in each client’s investment advisory agreement or in the case of the Private Funds, the funds’ offering documents. Clients can place reasonable restrictions on Centaur’s investment discretion. The most common restrictions are set forth in the Private Funds’ offering documents and limit the amount of leverage that Centaur may employ and direct the

investment objective of such fund. Such investment guidelines and restrictions, and changes thereto, must be provided to Centaur in writing. Such restrictions may impact performance.

See Item 4 for additional information about Centaur's discretionary services.

Item 17 – Voting *Client* Securities

Centaur has adopted policies and procedures designed to ensure that it ethically and effectively discharges its fiduciary obligation to vote all applicable proxies on behalf of all discretionary client accounts. These policies and procedure are available to clients upon request.

Centaur will exercise discretion to vote proxies for Clients' securities in accordance with its policy. Centaur's policy is to affirmatively vote proxies for proposals that, as interpreted, are deemed to be in the best economic interest of its Clients as shareholders and beneficiaries to those actions. Centaur evaluates each proxy according to its guidelines (set by the CCO and COO) and considers the facts that it deems material. Some factors that are always considered include: executive and operating management styles; its corporate culture and governance processes; implicit and explicit social and economic product benefits; and the impact or economic implications of the available alternatives.

Where a material conflict of interest exists or is perceived to exist on any proxy proposal, Centaur will determine the most fair and reasonable arrangements to be followed to properly address all conflict concerns. If practical, Centaur will disclose the conflict to relevant clients and obtain their consents. The disclosure to the client will include sufficient detail regarding the matter to be voted on and the nature of Centaur's conflict that the Client would be able to make an informed decision regarding the vote. If a Client does not respond to such a conflict disclosure request or denies the request, Centaur will abstain from voting the securities held by that client's account.

Although Centaur does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through proxy policy incorporation.

Where a Client specifies in writing that it will maintain the authority to vote proxies itself or that it has delegated the right to vote proxies to a third party, Centaur will not vote the securities and will direct the relevant custodian to send the proxy material directly to the Client or specified third party. If any proxy material is received by Centaur, it will promptly be forwarded to the client or specified third party.

Centaur's Chief Compliance Officer oversees and manages the process by which it votes proxies. Centaur's proxy voting policy is available upon request. A Client may obtain Centaur's proxy voting policy or a record of Centaur's proxy voting for such Client by contacting Derren Geiger, Centaur's Chief Compliance Officer, at 858-779-5803.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Centaur's financial condition. Centaur has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of any bankruptcy proceeding.