

# IFM (US) Investment Advisor, LLC

## Part 2A of Form ADV

### The “Brochure”

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This “brochure” provides information about the qualifications and business practices of IFM (US) Investment Advisor, LLC (“IFM (US)”). IFM (US) is registered with the United States Securities and Exchange Commission (“SEC”) as an investment adviser. That registration does not imply a certain level of skill and training in the investment advisory or any other business. The information in this brochure has not been approved or verified by the SEC or by any state securities authority. If you have any questions about the contents of this brochure, please contact us at 212-575-1055.

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

## **Item 2     Material Changes**

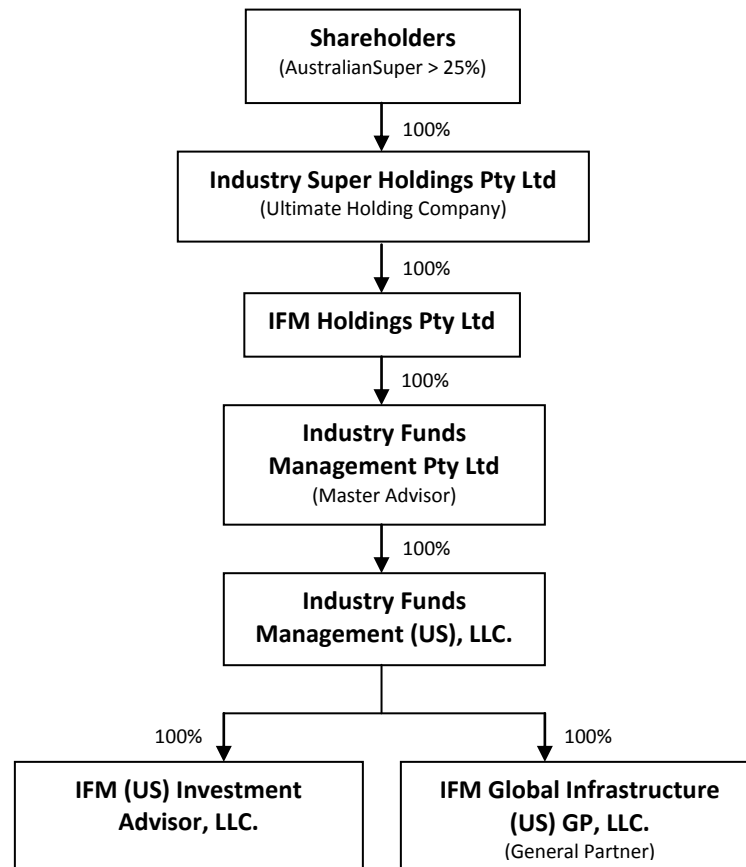
IFM (US)'s most recent update to Part 2 of Form ADV was made in March 2012. IFM (US)'s business activities have not changed materially since the time of that update.

## Item 3 Table of Contents

|         |   |    |
|---------|---|----|
| Item 2  | Material Changes.....   | i  |
| Item 3  | Table of Contents .....   | ii |
| Item 4  | Advisory Business.....  | 1  |
| Item 5  | Fees and Compensation.....  | 2  |
| Item 6  | Performance Based Fees and Side-by-Side Management .....                                  | 3  |
| Item 7  | Types of Clients .....  | 3  |
| Item 8  | Methods of Analysis, Investment Strategies and Risk of Loss.....                          | 4  |
| Item 9  | Disciplinary Information.....   | 15 |
| Item 10 | Other Financial Industry Activities and Affiliations .....                                | 16 |
| Item 11 | Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.... | 16 |
| Item 12 | Brokerage Practices.....  | 17 |
| Item 13 | Review of Accounts .....  | 17 |
| Item 14 | Client Referrals and Other Compensation .....   | 17 |
| Item 15 | Custody .....   | 18 |
| Item 16 | Investment Discretion .....   | 18 |
| Item 17 | Voting Client Securities .....  | 18 |
| Item 18 | Financial Information .....   | 18 |
| Item 19 | Requirements for State-Registered Advisers .....  | 18 |

## Item 4 Advisory Business

IFM (US) was formed as a Delaware limited liability company in August of 2007. IFM (US) is a member of an Australian-based financial services group. Industry Funds Management (US), LLC is the sole member of IFM (US) (the “Member”). IFM (US) primarily provides non-discretionary advisory services to the IFM Global Infrastructure (US), L.P., a Delaware limited partnership, IFM Global Infrastructure (US) I-A, L.P., a Delaware limited partnership and IFM Global Infrastructure (Offshore), L.P., a Cayman Islands exempted limited partnership (each a “Fund” and collectively, the “Funds”). IFM (US)’s related person, IFM Global Infrastructure (US) GP, LLC, is the general partner of the Funds (the “General Partner”). IFM (US), the Member and the General Partner are each wholly-owned subsidiaries of Industry Funds Management Pty Ltd, a company organized under the laws of Australia (the “Master Advisor”) whose ultimate parent is Industry Super Holdings Pty Ltd (the “Ultimate Holding Company”). The Ultimate Holding Company is owned by 31 superannuation funds regulated by the Australian Prudential Regulatory Authority. Only one of those shareholders, AustralianSuper, owns greater than 25% of the shares. The Master Advisor is an investment management company that provides investment advisory services to IFM Global Infrastructure Fund, a Cayman Islands multi-series unit trust (the “Master Fund”).



At this time, the Funds invest all of their assets into the Master Fund, under an Advisory and Administration Deed. IFM (US) also provides non-discretionary advisory services to the Master Advisor with respect to a portion of the Master Fund’s portfolio. Specifically, IFM (US) assists the

Master Advisor with the selection and evaluation of investment opportunities for the Master Fund, which involves comprehensive on-site due diligence and review of each infrastructure project being considered for investment. IFM (US) also assists the Master Advisor in advising on some of the existing assets of the Master Fund. At this time, IFM (US) provides advice only to the Funds and the Master Advisor.

The investment objective of the Funds is to acquire and maintain, through the Master Fund, a diversified portfolio of global infrastructure investments, subject to certain investment criteria and portfolio restrictions set forth in the confidential offering memorandum, limited partnership agreement and other governing documents of each Fund (the “Governing Documents”). However, the portfolio restrictions and investment criteria of the Funds may change over time and, in the discretion of the Master Adviser, particular investment decisions may depart from the portfolio restrictions and investment criteria set forth in the Governing Documents. Investors and prospective investors in the Funds should refer to the Governing Documents for complete information on the investment objectives, investment criteria and investment restrictions with respect to a particular Fund. There is no assurance that any of the Funds’ investment objectives will be achieved.

IFM (US) may enter into “side letters” or similar agreements with certain investors in the Funds granting the investor certain specific rights, benefits, or privileges that are then made available to investors who have the same or a larger investment in the Fund.

Investors in the Funds (“Limited Partners”) have no authority to influence or change the Funds’ or the Master Fund’s investment objectives or limitations or to participate in the management of the Funds or the Master Fund. Investors have no right to remove or replace IFM (US) as the Funds’ investment adviser. Limited Partners are advised to carefully read the Funds’ Governing Documents to understand the investment strategy and risks involved.

IFM (US) does not participate in wrap fee programs.

As of December 31, 2012, IFM (US) manages \$2,340,782,478 of assets on a discretionary basis and \$4,481,857,168 assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

All investors are advised to review the Governing Documents for each Fund in conjunction with this brochure for more complete information on the fees and compensation payable with respect to a particular Fund.

In exchange for IFM (US)’s services to the Master Advisor and the Funds, the Master Advisor pays IFM (US) an advisory fee equal to IFM (US)’s costs and expenses incurred in connection with performing its advisory services plus a percentage of such costs and expenses. The advisory fee is paid to IFM (US) on an annual basis in arrears.

The Master Advisor receives an asset-based fee from the Master Fund, which is based on a percentage of the Limited Partner’s share of the net assets of the Fund in which such Limited Partner is invested (“Management Fee”).

In addition, the Master Advisor is entitled to an incentive-based fee from the Master Fund based on the performance of the Fund (the “Performance Fee”). The Performance Fee is equal to 20% of the net realized and unrealized appreciation in the net asset value of the Fund in excess of an 8% threshold return and subject to a high water mark. Examples illustrating the calculation of the Performance Fee will be provided to Limited Partners and prospective investors upon request. Each Fund will bear all expenses incurred in connection with its operations and administration, including its pro rata share of the expenses associated with the Master Fund. Each Fund’s expenses also include, among other things, legal, accounting and audit fees and expenses; governmental fees and taxes; bookkeeping and other professional fees; costs of investor meetings and other communications with investors; and all other reasonable costs related to the management and operation of the Fund. The Master Fund expenses include, among other things, legal, accounting and audit fees and expenses; governmental fees and taxes; bookkeeping and other professional fees; as well as investment-related expenses such as brokerage commissions, interest expense and expenses incurred in connection with conducting due diligence on potential investments (including transactions that fail to close) and monitoring of investments; travel expenses of the Master Advisor; third-party data and software expenses; and all other reasonable costs related to the management and operation of the Master Fund or the purchase, sale or transmittal of its assets.

The Master Fund pays the Management Fee quarterly in arrears (i.e., based on each of the Funds assets at the end of the quarter for advisory services rendered during that period). As the Management Fee is not paid in advance, there would not be any paid, but unearned, fee that is refundable upon the withdrawal of a Limited Partner. Similarly, as the Master Advisor pays IFM (US) its advisory fee in arrears, there would not be any paid, but unearned, fee that is refundable upon the termination of the advisory agreement between the Master Advisor and IFM (US). The Performance Fee, if any, is paid on an annual basis and upon a Limited Partner’s withdrawal.

The Master Advisor bills the Master Fund for the Management Fee and the Performance Fee at the times and in the amounts described above.

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

As discussed above under “Fees and Compensation,” the Master Advisor has the right to receive a Performance Fee and a Management Fee from the Master Fund. The Master Advisor may also receive an incentive-based fee and asset-based fee from the Master Fund’s other feeder vehicles. As all infrastructure investments are made by the Master Fund, the Master Advisor does not have the ability to favor the other feeder vehicles over the Funds by allocating potentially better investment opportunities to the other feeder vehicles.

IFM (US) is not paid a Performance Fee.

## **Item 7      Types of Clients**

IFM (US) provides advice to the Funds and the Master Advisor. The limited partners of the Funds may include corporations, endowments, foundations, trusts, estates, individuals and pension and profit sharing plans.

Generally, only “qualified purchasers,” as that term may now or in the future be defined under Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, may invest in the Funds. In order to invest in the Funds, potential investors must make a minimum initial capital commitment to the Funds of \$10,000,000. The minimum additional capital commitment is \$1,000,000. However, the General Partner may accept minimum capital commitments of lesser amounts or establish different minimum capital commitments in the future.

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

In selecting U.S. investments to recommend to the Master Advisor for the Master Fund, IFM (US) employs, in addition to traditional means of evaluating investment opportunities, a system involving comprehensive on-site due diligence and review of each infrastructure project being considered for investment. The execution of each transaction is made by the Master Advisor.

IFM (US) and the Master Advisor do not employ a single set of objective criteria in evaluating every potential investment opportunity. In their experience, the complexity of infrastructure investments means that each investment opportunity must be evaluated for its particular risks and opportunities.

IFM (US) and the Master Advisor employ a high-level analysis to assess the initial attractiveness of an opportunity before proceeding further with or rejecting an investment opportunity. If the analysis is completed successfully, the proposal is then submitted to the Master Advisor’s Investment Committee (“IC”) for consideration and if the IC judges it to be worth pursuing, the investment moves to a higher level of detailed analysis.

The IC is the decision-making body that makes the final decision on whether or not to proceed with any investment opportunity. It is involved in review of all investment proposals, participation of strategic partners, bid terms and conditions and plans for governance of the business. It also sets the investment strategy for the Master Fund, providing high-level direction as to preferred investment sectors, investment types and investment structures. The IC makes the final decision on whether or not to proceed with any potential investment.

The following is a brief description of certain factors that investors in each Fund should carefully consider, along with other matters discussed in the Governing Documents. Each of the risks discussed below could have a material adverse effect on an investment in the Funds. The following, however, does not purport to be a comprehensive summary of all the risks associated with an investment in each Fund, but should be considered carefully by investors. Investors are encouraged to discuss their individual circumstances with their professional advisers.

### **General investment risks**

Nature of investment: An investment in the Funds requires a long-term commitment, with no certainty of return. By their nature, infrastructure investments are generally less liquid and involve a longer holding period than most traditional investments, including most private equity investments. A portfolio investment of the Master Fund may be illiquid because, among other reasons, there is no established market for the particular type of asset or company, there is a scarcity of disposition

options, or there are legal, tax, regulatory or contractual restrictions associated with the disposal of the portfolio investment.

*Lack of liquidity of interests – transfer and withdrawal requests:* An investment in the Funds provides limited liquidity since withdrawal rights are not unqualified and interests may not be transferred without the prior written consent of the General Partner, which generally may be withheld in its absolute discretion. In addition, the interests are subject to restrictions on transferability and resale under various securities laws and may not be transferred or resold except in compliance with those laws. There is no public market for the interests. Each purchaser of an interest is required to represent that the interest is being acquired for its own account, for investment, and not with a view to resale or distribution.

*Competitive nature:* The Master Fund will be competing for investments with other investors, including infrastructure funds, private equity funds and hedge funds, large and well-capitalized industrial groups and commercial, investment and merchant banks, all with similar investment objectives. Some of these competitors could have financial and strategic resources significantly in excess of those of the Master Fund, may be willing to provide financing and other operational assistance to infrastructure investments on more favorable terms than the Master Fund and may make competing offers for investment opportunities that are identified by the Master Fund. Even after an agreement in principle has been reached, consummating the transaction is subject to numerous uncertainties, only some of which are foreseeable or within the control of the Master Advisor. To the extent that the Master Fund encounters competition for investments, yields to investors may be reduced.

*Dependence on key personnel:* The success of the Funds and the Master Fund depends in substantial part on the skill and expertise of the investment professionals and other employees of the Master Advisor. There can be no assurance that the investment professionals or other employees of the Master Advisor will continue to be employed by the Master Advisor throughout the life of the Funds and the Master Fund. The loss of key personnel could have a material adverse effect on the Funds and the Master Fund.

*Limited number of investments:* The Master Fund may invest in a limited number of investments and, as a consequence, the aggregate returns realized by the Funds, and in turn the Limited Partners, may be materially and adversely affected by the unfavorable performance of a small number of such investments. Furthermore, the Funds and the Master Fund have only limited guidelines for sector diversification within the infrastructure industry and investments may be concentrated in only a few infrastructure sectors. The Master Fund may also make investments that are not diversified geographically.

*Minority investments:* The Master Fund may make minority equity and equity-related investments, where the Master Fund may not be able to participate in the management or otherwise control or influence the business or affairs of such investment. In such cases, the portfolio company may have economic or business interests or goals that are inconsistent with those of the Master Fund, and the Master Fund may be unable to limit or otherwise protect the value of its investment.

*Due diligence risk:* The Master Fund may acquire infrastructure assets operating in countries and regions where market and financial information is limited. Formal business plans, financial projections and market analyses may not be available. Public information on such potential



infrastructure assets may be difficult to obtain or verify. While the Master Advisor will endeavor to conduct rigorous due diligence on each portfolio investment, the Master Advisor gives no assurance that any such due diligence will be thorough or conclusive and that all material risks in potential investments will be identified. Moreover, the expenses relating to such due diligence could be quite substantial. Due diligence costs may include, among others: feasibility and technical studies; preliminary engineering costs and marketing studies; environmental reviews; legal costs; and bid preparation and submission costs. These and other related expenses will be borne by the Master Fund, regardless of whether the Master Fund's bid for any particular investment is accepted.

*Political risks:* The operation of the Master Fund's assets may be affected by sovereign or political risk. Major disturbances such as wars, riots, strikes, blockades and acts of terrorism have the potential to adversely affect the revenues of infrastructure owners such as the Master Fund.

*Inflation:* Inflation may affect the portfolio investments of the Master Fund adversely in a number of ways. During periods of rising inflation, interest and dividend rates of any instruments the Master Fund or entities related to investments may have issued could increase, which would tend to reduce returns to investors. Inflationary expectations or periods of rising inflation could also be accompanied by increases in the prices of commodities which are critical to the construction and/or operation of infrastructure assets. The market value of such investments may decline in value in times of higher inflation rates. Some of the portfolio investments of the Master Fund may have income linked to inflation whether by government regulation, contractual arrangement or other means. However, as inflation may affect both income and expenses, any increase in income may not be sufficient to cover increases in expenses.

*Unspecified investments:* The Master Fund has made only a limited number of portfolio investments. With respect to future portfolio investments, investors will not have an opportunity to evaluate for themselves: (i) the terms of the acquisition of the portfolio investments by the Master Fund; (ii) the type or location of the portfolio investments; or (iii) other relevant economic and financial data affecting the portfolio investments. Since it is anticipated that investors will be permitted to invest in the Funds from time to time, an investor who acquired its interests later may have more information available concerning specific portfolio investments than earlier investors.

*Valuation risk:* Most of the Master Fund's portfolio investments will be highly illiquid, and will most likely not be publicly traded or readily marketable. The Master Advisor therefore, will not have access to readily ascertainable market prices when establishing initial or quarterly valuations of the portfolio investments and there may be a relative scarcity of market comparables on which to base the value of the portfolio investments. For the purposes of valuing portfolio investments, the Master Advisor will appoint independent external appraisers to determine the fair market value of such assets. While such external appraisers will endeavor to determine and establish valuations of the portfolio investments based on their estimates of the market values of such investments and valuation principles they consider sound, given the nature of infrastructure assets, such valuation may be difficult. Further, the assumptions made in making a valuation may subsequently prove to be incorrect. Given the difficulty associated with forecasting variables, often many years into the future, the capital value and expected cash returns from portfolio investments may be less than expected. Investors ultimately bear the risk of whether a portfolio investment is well conceived and the underlying investment assumptions are realized.

General economic conditions: General economic conditions may affect the Master Fund's activities. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the value of portfolio investments made by the Master Fund or considered for prospective investment. For example, in July 2007, there was a loss of confidence by investors in the value of securitized mortgages in the United States. This resulted in a liquidity crisis that prompted a substantial injection of capital into financial markets by the United States Federal Reserve, Bank of England and the European Central Bank. This crisis has had a significant impact on the growth of economies around the world and the availability of credit. Such uncertainty creates additional risk in respect of the valuation of the Master Fund's portfolio investments and on the ability of the Master Fund to make investments given the limited credit in the market and how the economic downturn will impact the value of the existing portfolio.

### **Investments in infrastructure assets generally**

General: An investment in the Funds is subject to certain risks associated with the ownership of infrastructure and infrastructure-related assets in general, including: the burdens of ownership of infrastructure; local, national and international economic conditions; the supply and demand for services from and access to infrastructure; the financial condition of users and suppliers of infrastructure assets; changes in interest rates and the availability of funds which may render the purchase, sale or refinancing of infrastructure assets difficult or impractical; changes in environmental and planning laws and regulations, and other governmental rules; environmental claims arising in respect of infrastructure acquired with undisclosed or unknown environmental problems or as to which inadequate reserves have been established; changes in energy prices; changes in fiscal and monetary policies; negative economic developments that depress travel; uninsured casualties; force majeure acts, terrorist events, under-insured or uninsurable losses; and other factors which are beyond the reasonable control of the Funds or the Master Fund. Many of these factors could cause fluctuations in usage, expenses and revenues, causing the value of the Master Fund's portfolio investments to decline and negatively affecting each of the Fund's and the Master Fund's returns.

Operational and technical risk: Investments in infrastructure assets may be subject to operational and technical risks, including risk of mechanical breakdown, failure to perform according to design specifications, labor and other work interruptions, and other unanticipated events that adversely affect operations. There can be no assurance that any or all such risk can be mitigated. An operating failure may lead to loss of a license, concession or contract on which a portfolio investment may depend. The long-term profitability of an infrastructure project, once constructed, is partly dependent upon efficient operation and maintenance of the project. Inefficient operations and maintenance and, in certain infrastructure sectors latent defects in acquired infrastructure assets, may adversely affect the returns of each of the Funds.

Regulatory risk: Many of the Master Fund's portfolio investments are subject to different statutory and regulatory regimes, including those imposed by zoning, environmental, safety, labor and other regulatory or political authorities. In addition, the adoption of new laws or regulations, or a change in the interpretation of existing ones, or any of the other regulatory risks mentioned above could have a material adverse effect on the Master Fund's ability to meet its investment objectives. Statutory and regulatory requirements may require a portfolio company to obtain numerous regulatory approvals, licenses and permits. Failure to obtain or a delay in obtaining relevant permits or approvals could hinder construction or operation and could result in fines or additional costs for

a portfolio company or the Master Fund, which could have a material adverse effect on such an investment or investment returns generally.

Construction risks: The Master Fund may make investments in infrastructure projects during the construction phase, which will generally not produce income during such phase. To the extent that the Master Fund invests in new infrastructure projects, there is a risk that the project will not be completed within budget, within the agreed timeframe or to the agreed specifications. Delays in project completion can result in an increase in total project construction costs and/or an increase in debt service costs. Project delays may also delay the scheduled flow of project revenues or result in late delivery penalties.

Contract risk: To the extent that the Master Fund invests in assets that are governed by concession agreements with governmental authorities (whether at the national, state, local, district or other level), there is a risk that these authorities may not be able to or may choose not to honor their obligations under such agreements, especially over the long-term. Government leases or concessions may also contain clauses more favorable to the government counterparty than would a typical commercial contract. For instance, a lease or concession may enable the government to terminate the lease or concession in certain circumstances without requiring it to pay adequate compensation. In addition, government counterparties also may have the discretion to change or increase regulation of the Master Fund's operations, or implement laws or regulations affecting the Master Fund's operations, separate from any contractual rights they may have. Governments have considerable discretion in implementing regulations that could impact infrastructure assets, and because, in many cases, infrastructure businesses provide basic, everyday services, and face limited competition, governments may be influenced by political considerations causing them to make decisions that adversely affect the Master Fund's portfolio investments.

Litigation risk: Infrastructure assets are often governed by a complex series of legal documents and contracts. As a result, the risks of a dispute over interpretation or enforceability of the documentation and consequent costs and delays may be higher than for other types of investments. In addition, the Funds and Master Fund may be subject to claims by third parties (either public or private), including environmental claims, legal action arising out of acquisitions or dispositions, workers' compensation claims and third party losses related to disruption of the provision of infrastructure services by an infrastructure provider. Further, it is not uncommon for infrastructure assets to be exposed to legal action from special interest groups seeking to impede particular infrastructure projects to which they are opposed. If any of the Master Fund's portfolio investments become involved in material or protracted litigation, the litigation expenses and the liability threatened or imposed could have a material adverse effect on the Funds and Master Fund.

Demand and user risk: The revenue generated by infrastructure and infrastructure-related assets may be impacted by the demand for the products or services produced by such assets (for example, traffic volume on a toll road). Any reduction in demand and/or the number of users may negatively impact the returns of the Master Fund. Demand for infrastructure assets may be subject to seasonal variations which may increase or decrease revenues and profitability at various times during the year, and which could affect the short-term returns of the Master Fund.

Strategic assets risk: The Master Fund may invest in or acquire assets that constitute significant strategic value to public and/or governmental bodies. The nature of these assets could generate additional risks not common in other industry sectors. The national or regional profile of such

assets and/or their irreplaceable nature may increase the risk of terrorist acts or political actions. In addition, the essential nature of the services provided by public infrastructure assets create a higher probability that the services provided by such assets will be in constant demand. Accordingly, in the event of the failure of such a strategic asset to make such services available, users of such services may incur significant damage and may be unable to replace the supply of such services or otherwise mitigate any such damage, thereby heightening the potential loss from third-party claims against the Funds and Master Fund for such failures.

*Catastrophic and force majeure risks:* The Master Fund's portfolio investments may be subject to catastrophic events and other force majeure events during their construction, technical and/or operational phases. These events could include fires, floods, earthquakes, adverse weather conditions, changes in law, eminent domain, wars, riots, terrorist attacks and similar risks, which may be uninsurable or insurable at rates that the Master Advisor deems uneconomic. These events could result in the partial or total loss of a portfolio investment, significant down time resulting in lost revenues, and injury or loss of life, as well as litigation related thereto, among other potentially detrimental effects.

*Potential environmental liability:* Large-scale infrastructure projects in which the Master Fund may invest may have a significant impact on their local environments, or be particularly susceptible to events or changes in those environments or to requirements of political or administrative authorities in respect of their environmental impact. In the United States, Europe and other countries or regions, infrastructure projects are subject to numerous environmental laws and regulations, some of which regulate air emissions of pollutants, such as sulfur dioxides, nitrogen oxides, and particulate matters, and, in the case of generators, limits on the emissions of mercury. Future environmental laws regulating infrastructure projects could become more restrictive, as domestic and foreign governments aim to limit the impact of infrastructure on local wildlife and natural resources and reduce the global emissions of greenhouse gases. In addition, an owner of an infrastructure asset may be liable for past and future damages caused by environmental pollutants located on, or emitted from, or otherwise attributable to the asset, as well as for the costs of remediation and, in some circumstances, fines or other penalties. These liabilities may exceed the value of the infrastructure asset at issue and may result in claims against the owner that would result in the loss of other assets of the owner. While the Master Advisor will exercise reasonable care to acquire infrastructure assets that do not present a material risk of such liabilities, environmental liabilities may arise as a result of a large number of factors, including changes in laws or regulations and the existence of conditions that were unknown at the time of acquisition or operation.

*Counterparty risk:* Counterparties are third parties that enter into contracts either directly with the Master Fund or with any of its portfolio investments. The long-term financial performance of the Master Fund is partially dependent on the creditworthiness and performance of counterparties with regard to a variety of agreements and arrangements. The Master Fund is exposed to a risk of loss due to a counterparty's default. If a counterparty is unable or chooses not to meet its obligations, financial or otherwise, the Master Fund may be adversely impacted.

*Troubled infrastructure assets:* The Master Fund may invest in assets or entities that are experiencing operational, financial or other difficulties. Portfolio investments in these assets or entities generally require an extensive commitment of resources, including time, on the part of the Master Fund and carry a greater risk that such an asset or entity may be involved in a bankruptcy proceeding. In such

an event, the Master Fund would be exposed to the risk of a proceeding of uncertain duration and to the possibility of little or no return on its investment.

Corporate governance risk: Lack of appropriate shareholder rights, lack of transparency, lack of appropriate delegations, inadequate disclosure to the board of directors, inadequate risk management systems, lack of overall board skills and mix, or lack of appropriate remuneration and incentives can adversely impact performance of investments in infrastructure assets. All governance factors must be appraised and mitigated by seeking appropriate shareholder rights and ensuring compliance with relevant laws and regulations and internationally accepted standards of corporate behavior.

Workplace health and safety: Investments in infrastructure assets may be exposed to liability from loss of life and equipment arising from inadequate workplace health and safety practices. Due diligence must include a review of possible hazards, including a review of written policies, practices and procedures to ensure that appropriate corrective action is taken to prevent accidents or injuries arising from these hazards.

Climate change risk: Investments in infrastructure may be exposed to direct or indirect impacts of climate change. Direct impacts of climate change may include physical impacts such as flooding, higher energy costs and changes in demand. Indirect impacts may include compliance with legislation related to climate change. Lack of adaptation by infrastructure assets to manage material risks associated with climate change can have adverse financial and operational impacts.

### **Risks relating to the Funds' and the Master Fund's investment objective and investment program**

General: There can be no assurance that the Master Fund will achieve its investment objective. Although the Master Advisor will endeavor to recommend investments that are consistent with the Master Fund's investment objective, investments in infrastructure and infrastructure-related assets involve an inherently greater risk of loss of capital than various other types of investments, due in large part to the risk factors outlined in this Memorandum.

Lack of liquidity of infrastructure assets: Although the Master Fund's portfolio investments may generate some current income, they are expected to be generally illiquid. In addition, public sentiment and political pressures may affect the ability of the Master Fund to sell one or more of its infrastructure assets. As a result, it may be difficult from time to time for the Master Fund to realize, sell or dispose of a portfolio investment at an attractive price or at the appropriate time or in response to changing market conditions, or the Master Fund may otherwise be unable to complete a favorable exit strategy. Losses on unsuccessful portfolio investments may be realized before gains on successful portfolio investments are realized. Although some infrastructure assets may generate operating income, the full return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposal of an investment. Additionally, income from some portfolio investments may not be realized until a number of years after they are made. Prospective investors should therefore be aware that they may be required to bear the financial risk of their investment for an indefinite period of time.

Future investments; inability to invest committed capital: The investments that will be acquired by the Master Fund have not yet been fully identified. The activity of identifying, completing and realizing attractive investments is highly competitive and involves a high degree of uncertainty. Such

competition and uncertainty may adversely affect the terms upon which investments can be made. Consequently, investors in the Master Fund will be relying on the ability of the Master Advisor to identify a sufficient number of investment opportunities for the Master Fund and to acquire them on attractive terms. Further, as competition for investment opportunities increases, the number of opportunities for appropriate investments may decrease. If the combination of increased competition and fewer investment opportunities leads to higher valuations of potential investments, the Master Funds may either pay more for its investments than anticipated, thus potentially reducing the Master Fund's returns, or be precluded from investing at all.

Although the Master Advisor believes that significant opportunities currently exist, because of the factors described above, there is no assurance that the Master Fund will be able to fully invest the Capital Commitments of Limited Partners or that suitable investment opportunities will be identified that satisfy the Master Fund's investment objectives. If the Master Fund is unable to fully invest the Capital Commitments, the potential return to the investors could be materially reduced.

*Project finance:* Some of the Master Fund's investments may be structured on a project finance basis. A project finance structure entails the assumption of "project risk" by equity investors such as the Master Fund, usually without recourse to a project sponsor. Such risk can include many, if not all, of the risks factors outlined in this Memorandum.

*Follow-on investments:* The Master Fund may be called upon to provide additional funding for a portfolio investment or have the opportunity to increase such an investment. There can be no assurance that the Master Fund will wish to make follow-on investments or that it will have sufficient funds to do so. Similarly, co-investors may decline to fund their pro rata share of any such follow-on investments. Any decision by the Master Fund or a co-investor not to make a follow-on investment or their inability to make them may have a substantial negative impact on such an investment in need of further investment or may diminish the Master Fund's ability to influence the portfolio investment's future development.

*Concentration:* The Master Fund will seek to invest all of its assets in either direct or indirect ownership of infrastructure assets. Given the concentration of the Master Fund's assets in the infrastructure sector, the Master Fund will be more susceptible to adverse economic or regulatory occurrences affecting that sector than an investment entity that is not concentrated in a single sector.

*Leverage:* The Master Fund's portfolio investments may include businesses and companies whose capital structures may have significant leverage. Although the Master Advisor will seek to use leverage in a prudent manner, the leveraged capital structure of such investments will increase the exposure of such businesses and companies to adverse economic factors such as downturns in the economy or deterioration in the condition of the company or its industry.

*Management of assets:* In certain instances where the Master Fund takes a controlling position in an infrastructure asset, it will rely on existing operating management teams that have extensive experience in the day-to-day operations of these businesses. Consequently, the operational success of such businesses, as well as the success of the Master Fund's internal growth strategy, will be dependent on the continued efforts of the management teams of such businesses. The loss of key personnel, or the inability to retain or replace qualified employees, could have an adverse effect on the Master Fund's business, financial condition and results of operations.

In other cases, the Master Fund will rely on third parties, under services agreements with the Master Fund and/or other third parties, to provide day-to-day operating management of investments. However, there are a limited number of operators with the expertise necessary to successfully maintain and operate infrastructure projects. Even if a third-party manager can be located, there can be no assurance that these arrangements will lead to successful performance or that the results will be as planned.

*Risk arising from provisions of managerial assistance:* The Master Fund has elected to structure its portfolio investments so that it is a venture capital operating company within the meaning of the regulations promulgated under the US Employee Retirement Income Security Act of 1974, as amended (“ERISA”). This requires the Master Fund to obtain rights to participate substantially in and to influence substantially the conduct of the management of the majority of the portfolio investments of the Master Fund. The Master Fund typically designates officers or employees of the Master Advisor to serve on the boards of directors of portfolio companies of the Master Fund. The designation of directors and other measures contemplated could expose the assets of the Master Fund to claims by a portfolio company, its security holders and its creditors. The Master Fund could also cease to be a venture capital operating company for ERISA purposes.

*Co-investors:* Given that large capital investments are often required for obtaining infrastructure assets, the Master Advisor may identify third parties to co-invest with the Master Fund in many of its portfolio investments. The Master Fund’s ability to achieve its objectives may depend on the Master Advisor’s ability to identify such co-investors and to negotiate and execute mutually acceptable terms and conditions in respect thereof. Such investments will involve additional risks which may not be present in investments which do not involve a co-investor, including the possibility that a co-investor may at any time have economic or business interests or goals that are not consistent with those of the Master Fund, may be in a position to take (or block) action in a manner inconsistent with the Master Fund’s objectives or may have financial difficulties, become bankrupt or default on its obligations. While the Master Fund intends to mitigate these risks contractually through co-investment agreements or other similar arrangements, there can be no assurance that it will be successful in doing so. In addition, under certain circumstances the Master Fund may be liable for actions of its co-investors. To reduce the possibility of liability, the Master Fund may seek to hold its assets through limited liability entities and, where appropriate, may obtain indemnities from its co-investors.

*Bankruptcy risk:* Each investment in an entity that invests in infrastructure assets is subject to the risk that the business and/or the assets of such entity may be pledged to third parties, including senior lenders, and could be foreclosed upon or otherwise acquired by such third parties under certain circumstances, including an incipient and/or unremedied default. In the event of the bankruptcy of such an entity, prior distributions to the Master Fund and the Funds from such entity may be reclaimed if such prior payments are determined to have been a “preference” payment under applicable bankruptcy and related laws and regulations. In such an instance, the Master Fund and the Funds would be required to return any such preferential payment and would only be entitled to receive its share of such entity’s assets after payment to all other creditors and, possibly, other equity holders with a preferred interest.

*Currencies:* The Master Fund may invest in debt and equity securities denominated in currencies other than the US dollar and in other financial instruments, the price of which is determined with reference to currencies other than the US dollar. However, the Master Fund values its securities and

other assets in US dollars. The value of the Master Fund's assets will fluctuate with US dollar exchange rates as well as with price changes of the Master Fund's investments in the various local markets and currencies. Thus, an increase in the value of the US dollar compared to the other currencies in which the Master Fund makes its investments will reduce the effect of increases and magnify the effect of decreases in the prices of the Master Fund's securities in their local markets. Conversely, a decrease in the value of the US dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Master Fund's non-US dollar securities.

Hedging transactions: While under no obligation to do so, the Master Fund and/or each of the Funds may enter into transactions or investments in relation to any or all currency exchange, interest rate, inflation rate, commodity or other risks in connection with investments, although it may not be practical or cost-effective to hedge such risks precisely, especially where the magnitude and timing of future cash flows are not known with certainty. There can be no assurance, in such cases, that: (i) such hedges will (a) be available, (b) be available at a reasonable cost, (c) be sufficient or (d) actually eliminate the risk of fluctuation in the rates being hedged or (ii) that counterparties to any hedging transaction would perform as expected. Further, even if the Master Fund and/or any of the Funds were to enter into hedging transactions such transactions could, while reducing certain rate risks, themselves entail other risks that may result in the Master Fund and/or the Funds obtaining a poorer overall performance than if such party had not entered into any hedge transactions. The Master Advisor does not expect to enter into transactions to hedge against currency risks.

Non-US investments: The Master Fund expects to invest actively in North America and Europe, and opportunistically in other countries (which may include emerging market countries – see “Emerging Market Risk” below). Such investments may involve certain factors not typically associated with investing in the US, including risks relating to: (i) currency exchange matters, including fluctuations in the rate of exchange of the US dollar against the applicable currency, and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between US and non-US infrastructure markets, the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements, and differences in government supervision and regulation; (iii) certain economic and political risks, including potential exchange-control regulations and potential restrictions on non-US investments; and (iv) certain geographically specific risks (such as weather). In addition, with any investment in a non-US country, there exists the risk of adverse political development including nationalization, confiscation without fair compensation, or war, as well as laws and regulations that may impose restrictions or approvals that would not exist in the US and may require financing and structuring alternatives that differ significantly from those customarily used in the US. The Master Advisor will analyze risks in the applicable non-US countries before making such investments, but no assurance can be given that political or economic climate, or particular legal or regulatory risks, will not adversely affect an investment.

Emerging market risk: The Master Fund may hold assets in countries that may be considered “emerging markets” at the time of investment. Emerging markets are countries that have started developing financial markets but have yet to reach a mature stage of development and where economic or political volatility exists. Many Latin American, Eastern European and Asian countries are considered emerging markets. Emerging markets may have increased risks due to political and social instability, including the potential for civil wars; pervasiveness of corruption and crime; increased likelihood of nationalization of infrastructure; and little or no government authority in



supervising and regulating business and industry practices. Many emerging market countries have experienced high rates of inflation for many years, which has had and may continue to have significant negative effects on the economies of those countries. Economies in individual emerging markets may differ favorably or unfavorably from the US economy in such respects as gross domestic product rate of growth, rates of inflation, exchange rate depreciation, capital reinvestment, resource self-sufficiency and balance of payments positions.

### **Risks relating to the terms of an investment in the Funds**

Performance fees: The payment to the Master Advisor of performance fees may create an incentive for the Master Advisor to cause the Master Fund to make investments that are riskier or more speculative than would be the case if the Master Advisor were only paid a fixed fee. In addition, since any performance fee payable to the Master Advisor will likely be calculated on a basis that includes unrealized appreciation of the assets of the Master Fund, such fee may be greater than if it was based solely on realized gains.

Investor default: Each of the Funds may experience difficulty in making up for a shortfall from other sources should an investor fail for whatever reason to pay to such Fund sums requested by the General Partner on any due date of a drawdown in respect of such investor's Capital Commitments (a "Defaulting Investor"). Other investors may be required to make additional contributions to replace such shortfall, thereby reducing the diversification of their investments. Any default by one or more investors could have an adverse effect on a Fund, its assets and the interest of other investors. A Defaulting Investor will be subject to the significant financial consequences and other remedies specified in the Governing Documents.

Disposition risks: In connection with the disposition of a portfolio investment, the Master Fund may be required to make representations about the business and financial affairs of such investment typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities laws. The Master Fund may also be required to indemnify the purchasers or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in contingent liabilities, which might ultimately have to be funded by the Master Fund and, therefore, may indirectly be borne by the investors.

Limited recourse to the General Partner, the Master Advisor and the IFM (US): The Governing Documents will limit the circumstances under which any the General Partner, the Master Advisor, or the IFM (US) (and any managers or directors thereof) and each of their respective affiliates can be held liable to the Funds and its investors. As a result, investors may have more limited rights of action in certain cases than they would in the absence of such provisions.

### **Regulatory risks and tax risks**

Absence of regulatory oversight: Although each Fund may be considered similar to an investment company, neither of the Funds will not be registered as an investment company under the US Investment Company Act of 1940, as amended (the "1940 Act"). Accordingly, certain provisions of the 1940 Act (which, among other things, require investment companies to have a certain number of disinterested directors and regulate the relationship between the adviser and the investment company) will not be applicable.

Interests in the Funds have not been and will not be registered under the US Securities Act of 1933, as amended (the “Securities Act”), in reliance upon an exemption therefrom available under Regulation D under the Securities Act. Accordingly, interests in the Funds will be offered only to investors that, among other requirements, are accredited investors within the meaning of Regulation D, such that the offering of interests in the Funds will not constitute a public offering.

Adverse treatment of certain investors: The operation of the Funds and the tax consequences of an investment in the Funds are substantially affected by legal requirements, including those imposed by ERISA, the United States Internal Revenue Code of 1986, as amended and regulations promulgated under each of those statutes, and other laws and, in the case of non-US investments, by the laws, including tax laws, of the relevant jurisdiction. To ensure compliance with regulations and laws which affect one group of investors, each of the Funds and the IFM (US) may, acting reasonably and in good faith, take actions or omit to take actions which ensure compliance with such regulations and laws. Such actions or omissions may have an adverse effect on certain investors.

Imposition of tax regardless of cash distributions: Limited Partners must recognize for income tax purposes their pro rata shares of the taxable income of the Fund in which they are invested, notwithstanding that such Fund has not made distributions sufficient to cover the Limited Partners’ tax liabilities (particularly if the Fund has reinvested all or part of a distribution it received from the Master Fund). Each Fund may generate taxable income for a Limited Partner even though the value of the Limited Partner’s interest in such Fund has declined. A Limited Partner may have to use personal funds to pay the income tax owed on the income or gain allocated to the Limited Partner. Sufficient information may not be available in time for the Limited Partner to determine accurately an amount to withdraw to pay taxes for a given fiscal year.

Unrelated Business Taxable Income: As a result of the Master Fund’s investment activities, including the use of leverage, a portion of each Fund’s income will be treated as unrelated business taxable income. As a result, US investors who are exempt from US federal income tax will have to recognize unrelated business taxable income. Certain tax-exempt investors, such as charitable remainder trusts, that do not wish to generate any unrelated business taxable income, should not invest in the Funds.

**The risks described above are not a complete list of risks involved with investing in each Fund — specific risks and conflicts of interest associated with an investment in each Fund are described in detail in such Fund’s confidential offering memorandum. Limited Partners and prospective investors in each Fund should carefully review such Fund’s confidential offering memorandum for further information.**

## **Item 9      Disciplinary Information**

IFM (US) and its personnel have not been involved in any legal or disciplinary events that would be material to a client’s evaluation of the company or its personnel.

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

IFM (US) Securities, LLC, a related person of IFM (US), has an application pending to register as a broker-dealer. Neither IFM (US) nor its personnel are registered as or licensed and associated with a registered broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor. IFM (US) does not have any application pending to register in any of these capacities; certain IFM (US) personnel have pending applications for broker-dealer licenses. In addition, none of IFM (US) or its personnel have any relationships or arrangements with other financial services companies that pose material conflicts of interest. IFM (US) does not recommend or select for its clients other investment advisers.

IFM (US) and its related persons, including the Member, the General Partner and the Master Advisor are members of an Australian-based financial services group. IFM (US)'s related person, IFM Infrastructure (UK) General Partner, LLP, acts as general partner to another Master Fund's feeder vehicle, IFM Global Infrastructure (UK), L.P. IFM Global Infrastructure (UK), L.P. is advised by IFM (US)'s related person, Industry Funds Management (UK) Limited, an investment adviser registered with the UK Financial Services Authority. IFM and all its related persons listed above collectively make up the "IFM Group." The ultimate holding company for the IFM Group, Industry Super Holdings Pty Ltd, has indirect interests (through its direct subsidiary, Industry Fund Services Pty Ltd) in insurance, brokerage, superannuation (pension) funds, funds management and professional services businesses, none of which (other than disclosed above) operate in the United States or are material to IFM (US)'s advisory business.

Neither IFM (US) nor the Master Advisor include within a management agreement or product documentation any of the services that could potentially be offered by the other business units within the IFM Group, such as advisory, brokerage, banking or other non-funds management activities.

As the Master Fund is a single, central pool of assets into which both Australian and non-Australian investors invest through Australian, U.S., Cayman Islands and UK feeder vehicles, there will be no conflicts in respect of deal allocation amongst the investor groups. Having all clients funding through the Master Fund removes the conflict of interest problems inherent in multi-mandate arrangements. The IFM Group has created a common mandate and investment universe for the feeder vehicles so that the Master Fund is the central holding point for all assets. As a result, the ultimate ownership of any new acquisition is clear, and avoids any potential conflicts that can arise when allocating investment transactions between clients and funds (i.e., if the asset was to be split between similar mandates and products). The same principle applies when selling an investment where conflicts such as acting for the buyer and seller can be avoided. In the event a conflict of interest does arise, it will be resolved in accordance with the Master Advisor's and IFM (US)'s fiduciary duties to the Master Fund and the Funds, respectively.

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

IFM (US) has adopted a written code of ethics (the "Code") under Rule 204A-1 of the Advisers Act

expressing IFM (US)'s commitment to ethical conduct that is applicable to all of its personnel. Among other things, the Code requires that IFM (US) and its personnel act in its clients' best interests, abide by all applicable regulations and not engage in insider trading. IFM (US)'s personnel each receives a copy of the Code initially and annually, and must sign an attestation that he or she has read and understands the Code. A copy of the Code is available to the Limited Partners and prospective Fund investors upon request.

It is the expressed policy of IFM (US) that no person employed by IFM (US) shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

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

IFM (US) requires that all individuals act in accordance with all applicable federal and state regulations governing investment advisory practices. The Code also includes the firm's policy prohibiting the use of material non-public information. Any individual not in observance of the above may be subject to discipline or termination.

## **Item 12 Brokerage Practices**

Not applicable.

## **Item 13 Review of Accounts**

IFM (US) and the Master Advisor's personnel monitor and review the Fund and the Master Fund on an ongoing basis for overall adherence to the Fund and the Master Fund's investment objective and strategies, as well as any guidelines or restrictions.

Each review is conducted by the Infrastructure team and overviewed by the Board and the Investments Committee. Limited Partners receive written account statements directly from the Fund's General Partner on a quarterly basis. The quarterly reports generally contain unaudited performance results for the fiscal quarter. The General Partner supplements these quarterly statements with monthly reports, letters or other written communications. Limited Partners also receive annual reports that will include audited financial statements of the Fund as of the end of each fiscal year. Annual reports generally contain an individual capital account statement as of the end of such fiscal year, a listing of investments held by the relevant Fund and the audited financial statements of such Fund.

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

Neither IFM (US) nor the Master Advisor receive any benefits from third parties for providing investment advice or other advisory services to their clients, nor do IFM (US), the Master Advisor or any of their related persons directly or indirectly compensate any third party for client referrals.

## **Item 15 Custody**

Each Fund's cash is held in the custody of unaffiliated banks (i.e., qualified custodians). However, the General Partner may be deemed to have custody over the assets of the Funds as a result of their authority over the Funds. The General Partner employs various safeguards to balance their "custodial" powers, including (i) retaining a reputable, independent public accountant registered with, and subject to the regular inspection by PCAOB<sup>1</sup>-to perform an annual audit of the Fund's financial statements, prepared in accordance with U.S. generally accepted accounting principles and (ii) delivering such audited annual financial statements to investors no later than 120 days after the end of each fiscal year.

Each Fund's uncertified interests in the Master Fund are recorded on the books and records of the Master Fund, held by the Master Fund's trustee, Codan Trust Company (Cayman) Limited, in the name of the relevant Fund and are not required to be maintained with a qualified custodian.

## **Item 16 Investment Discretion**

IFM (US) has full investment discretion over the Funds, but does not have investment discretion over the Master Fund.

The Master Advisor does not have full investment discretion over the Master Fund and only recommends investments to the trustee of the Master Fund.

## **Item 17 Voting Client Securities**

Not Applicable.

## **Item 18 Financial Information**

Neither IFM (US) nor the Master Advisor require or solicit prepayment from their respective clients. Neither IFM (US) nor the Master Advisor are aware of any financial condition that is reasonably likely to impair their ability to meet their contractual commitments to their respective clients. Neither IFM (US) nor the Master Advisor have been the subject of a bankruptcy petition.

## **Item 19 Requirements for State-Registered Advisers**

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<sup>1</sup> PCAOB is the Public Company Accounting Oversight Board, a nonprofit corporation established by Congress to oversee the audits of public companies in order to protect the interests of investors and further the public interest in the preparation of informative, accurate and independent audit reports. The PCAOB also oversees the audits of broker-dealers, including compliance reports filed pursuant to federal securities laws, to promote investor protection.

Not Applicable.