

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

Conversus Asset Management, LLC

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The date of this document, which shall be referred to herein as our “brochure,” is February 13, 2012.

This brochure provides information about the qualifications and business practices of Conversus Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (312) 261-9685. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Conversus Asset Management, LLC is available on the SEC’s web site at www.adviserinfo.sec.gov.

Item 2 Material Changes

Not applicable

Item 3 Table of Contents

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Item 4 Advisory Business

Conversus Asset Management, LLC (“CAM”) was formed in February 2007 as a Delaware limited liability company and began operations in June 2007 in connection with providing investment

advisory services to Conversus Capital, L.P., a limited partnership organized under the laws of Guernsey (the “Fund”), whose units are listed on NYSE Euronext Amsterdam. The Fund is a publicly traded portfolio of third party private equity funds that provides immediate exposure to a diversified portfolio of private equity assets managed by best-in-class general partners. The Fund’s objective is to maximize long-term unit holder value by harvesting its existing portfolio and returning capital to unit holders.

CAM’s “principal owners” (as defined in Item 4 of this Part 2A of Form ADV) are Banc of America Strategic Investments Corporation (a direct, wholly-owned subsidiary of Bank of America Corporation) and OHIM Investors, L.P. The general partner of OHIM Investors, L.P. is OHIM Management, LLC. Affiliates of Bank of America Corporation and OHIM Investors, L.P. are also unit holders of the Fund. As used herein, “Bank of America” refers to Bank of America Corporation and its affiliates and “Oak Hill” refers to OHIM Investors, L.P. and its affiliates.

CAM specializes in providing investment advice regarding private equity investments, including investments in private equity funds, direct investments in operating companies, investments in publicly traded private equity securities, and related hedging activities that may be executed through derivative securities. CAM also provides investment advice regarding the management of liquid resources into money market securities, cash equivalents, government securities or other appropriate short-term and medium-term instruments.

Currently, CAM only has one client, the Fund. CAM tailors its investment advisory services to the individual needs of its clients. The Fund adopted a permanent harvesting strategy effective September 1, 2011 under which it discontinued all new private equity investments, other than funding existing commitments and making follow-on investments to protect, support or enhance existing investments, and engaging in hedging activities related to the Fund’s portfolio, unless otherwise approved by the Fund’s board. The Fund will return capital to its unit holders in a manner intended to maximize long-term unit holder value. This strategy is referred to herein as the Fund’s “permanent harvesting strategy” and may only be amended with the consent of the Fund’s board.

All investments and asset sales for the Fund are reviewed and approved by CAM’s investment committee in light of the Fund’s stated investment objective and strategy. Under a services agreement between the Fund and CAM, the Fund has delegated setting the Fund’s investment policies and restrictions to CAM, which CAM may amend in its sole discretion and may consult with the Fund’s board regarding any material changes. The Fund has imposed certain restrictions with respect to investments that would affect the Fund’s tax status. In addition, the Fund’s permanent harvesting strategy has imposed certain investment restrictions.

CAM manages the Fund's assets on a discretionary basis. As of January 31, 2012, the Fund has \$2.2 billion in assets. Currently, CAM does not manage any assets on a non-discretionary basis.

Item 5 Fees and Compensation

In connection with the investment advisory services that CAM provides to the Fund, the Fund reimburses certain types of expenses and pays to CAM three types of fees: (i) a management fee, (ii) a performance fee and (iii) an administrative fee.

A discussion regarding the management fee is not included herein, as it is not required by this part of Form ADV since the Fund is a "qualified purchaser" as defined in section 2(a)(51)(A) of the Investment Company Act of 1940. The performance fee is discussed in Item 6 herein, and the administrative fee is discussed immediately below.

The Fund pays to CAM an administrative fee of a determined cash amount, plus 0.10% on assets under management of the Fund from \$1.7 billion to \$3.5 billion, plus 0.05% on assets under management of the Fund greater than \$3.5 billion. Such administrative fee is payable monthly in arrears to CAM and is intended to cover certain operational and Fund administrative functions performed by CAM on behalf of the Fund.

In addition to the management fee, the performance fee and the administrative fee paid to CAM, the Fund also pays other expenses related to its operations. Such expenses, which are set forth in more detail in the services agreement between the Fund and CAM, include but are not limited to: (i) legal fees, (ii) independent public accountant fees, (iii) custodian fees, (iv) administrator fees, (v) office space and technology expenses and (vi) brokerage fees and other transaction costs (for a discussion of brokerage practices, see Item 12 herein). Such expenses are either paid directly by the Fund to the relevant service provider or, to the extent that CAM incurs such expenses on the Fund's behalf, the Fund reimburses CAM.

CAM and the Fund calculate amounts due from the Fund to CAM either monthly, in the case of the administrative fee, or quarterly, in the case of the management fee and the performance fee, and the Fund pays such amounts promptly after such calculation. CAM does not deduct fees from the Fund's account.

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

Performance Fee

The Fund pays a performance fee to an affiliate of CAM, which is owned by the same parties and in the same proportions as the owners of CAM. Such entity (the “management participation company”) was established solely as a vehicle through which such parties receive such performance fee. The management participation company is entitled to a 10% performance fee based on increases in the Fund’s net asset value (“NAV”) over a rolling three-year period. The 10% performance fee is subject to a 7% per annum preferred return, compounded annually, and a rolling three-year high water mark, with full catch-up provisions. Performance fees are calculated quarterly over the relevant period and paid quarterly in arrears, to the extent earned.

The performance fee mechanism was designed to create a sustainable structure that aligns the interests of the Fund with CAM over the long term. However, it can result in the payment of a performance fee when NAV has grown by more than the 7% annual threshold since the last high water mark even though life-to-date returns do not exceed 7% annually (and may in fact be negative on a life-to-date basis). Similarly, this structure may result in CAM foregoing a performance fee for periods since the last high water mark in which the 7% threshold is not met, although life-to-date returns exceed 7% annually.

OHIM Investors, L.P. has agreed to reinvest a portion of its performance fee each quarter into the Fund, up to a designated amount. For a further discussion of compensation, see Item 5 herein.

Side-by-Side Management

At this time, CAM does not manage both accounts that are charged a performance-based fee and accounts that are charged a different type of fee, as the Fund is CAM’s only client.

Item 7 Types of Clients

As previously stated, the Fund is CAM’s only client at this time. CAM may seek to provide investment advice to other pooled investment vehicles, trusts, pension plans, managed accounts and institutions in the future. CAM does not currently impose any specific requirements for opening or maintaining an account, although CAM expects to limit the types of clients it services to those listed herein.

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

Since CAM currently serves as investment adviser only to the Fund, the methods of analysis, investment strategies and risk of loss discussed herein describe CAM's approach with respect thereto as they apply to the Fund.

Investment Strategies

Effective September 1, 2011, the Fund adopted a permanent harvesting strategy under which it discontinued all new private equity investments, other than funding existing commitments, making follow-on private equity investments to protect, support or enhance existing investments, and engaging in hedging activities related to the Fund's portfolio, unless otherwise approved by the Fund's board. The Fund seeks to maximize long-term unit holder value by returning capital to unit holders through a combination of methods deemed most appropriate under the circumstances, including cash distributions and unit repurchases.

The Fund is invested in a variety of private equity investments, including newly offered private equity fund interests, existing private equity funds purchased in the secondary market and direct private equity investments. Private equity investments in which the Fund is generally invested can be classified into three broad categories, characterized by a company's developmental stage: venture, buyout, and special situations. Under the Fund's permanent harvesting strategy, CAM monitors existing investments, analyzes potential opportunistic sales of Fund assets, evaluates potential follow-on investments and hedging activities for the Fund, analyzes potential cash flows from the Fund's portfolio and considers general partners' requests for amendments to limited partnership agreements or extensions thereof. On behalf of the Fund, CAM has utilized an over-commitment strategy, has used leverage, and has used available liquidity to repurchase the Fund's units and/or to return capital to unit holders. CAM may continue to pursue these strategies for the Fund in the future.

CAM has adopted certain investment policies for the Fund that contain guidelines for investing, but such policies do not provide specific limitations on investing (other than with respect to investments that would affect the Fund's tax status and other than with respect to the Fund's permanent harvesting strategy). CAM can make amendments to such investment policies in its sole discretion, but CAM may consult with the Fund's board with respect to any material changes. In addition, in the event that the Fund has a credit facility outstanding, the terms of such facility may impose certain limitations on the Fund's investments. As noted above, CAM may not make changes to the Fund's permanent harvesting strategy without the consent of the Fund's board. CAM has investment discretion in managing the Fund's assets, subject to the limitations described herein. Oak Hill Investment Management, L.P., an investment adviser registered with the Securities and Exchange Commission, provides certain investment advisory services to the Fund

pursuant to a subadvisory agreement between it and CAM and is referred to herein as the “Subadviser.”

Permanent Harvesting Strategy

Under the Fund’s permanent harvesting strategy, the Fund discontinued all new private equity investments, other than funding existing commitments and making follow-on investments to protect, support or enhance existing investments, and engaging in hedging activities related to the Fund’s portfolio, unless otherwise approved by the Fund’s board. The Fund will return capital to its unit holders in a manner intended to maximize long-term unit holder value. In pursuing the Fund’s permanent harvesting strategy, CAM actively monitors the Fund’s portfolio, analyzes potential opportunistic sales of all or a portion of the Fund’s portfolio, considers potential follow-on investments to protect, support or enhance existing investments, analyzes potential hedging transactions, analyzes potential cash flows from the Fund’s portfolio and considers general partners’ requests for amendments to limited partnership agreements or extensions thereof.

Over-Commitment Strategy and Use of Leverage

CAM has utilized an over-commitment strategy on behalf of the Fund. When an over-commitment strategy is followed, the aggregate amount of capital committed on behalf of the Fund in private equity funds at any given time may exceed the aggregate amount of capital available for immediate investment. In connection therewith to provide additional cash for the Fund, CAM may utilize leverage on behalf of the Fund in any form, including the Fund entering into a credit facility.

Other Strategies

CAM may use available liquidity to repurchase the Fund’s units through a variety of transactions. In addition, in seeking to manage the Fund’s exposure to market risks and foreign currency exposure risks, CAM may use forward contracts, options, swaps, caps, collars and floors or pursue other strategies or use other forms of derivative instruments to limit the Fund’s exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates. CAM may also invest available liquidity in certain short-term temporary investments.

Methods of Analysis – Permanent Harvesting Strategy

In implementing the Fund’s permanent harvesting strategy, CAM maintains an active monitoring program for the Fund’s investments. With respect to an investment in a fund, the monitoring process generally includes a review of all investment activity by that fund, including capital calls, new investments in portfolio companies and the performance of existing investments and may be

supplemented by periodic meetings with the fund manager to discuss portfolio company performance and resulting valuations in detail. In connection with the preparation of the Fund's financial reports, underlying funds are generally evaluated on a regular basis. With respect to a direct private equity investment, CAM uses a similar approach, making adjustments for the nature of the investment.

In addition, CAM analyzes potential opportunistic sales of all or a portion of the Fund's portfolio in an effort to seek to maximize long-term unit holder value. In its analysis, CAM evaluates many factors, including general market conditions, pricing, and the expected future performance of individual investments in the Fund's portfolio or the Fund's portfolio as a whole compared with CAM's view of expected Fund unit holder returns. In order to effectively evaluate any potential sale of assets, CAM seeks to have a clear understanding of the investments in the Fund's portfolio to generate a likely expected return for that investment. In addition, CAM continuously monitors pricing dynamics in the secondary market and conducts frequent discussions with prospective buyers and market intermediaries to understand the current market trends.

While in permanent harvesting strategy, CAM also considers potential follow-on investments to protect, support or enhance the Fund's existing investments. In so doing, CAM evaluates the fund manager, its track record, the terms and conditions of the investment opportunity, as well as current market conditions and the current composition of the Fund's portfolio, among other factors. In addition, CAM will analyze potential hedging transactions related to the Fund's portfolio.

In pursuing the Fund's permanent harvesting strategy, CAM also considers general partners' requests for amendments to limited partnership agreements or extensions thereof. In its evaluation of the request, CAM reviews, among other items, the performance of the investment, the remaining commitment of the Fund in the investment, and the terms and conditions of the amendment.

Risks

This description of risks is qualified in its entirety by reference to the Fund's offering documents and other filings made with or as required by the Fund's principal regulators.

Private equity funds and direct private equity investments are subject to a number of significant general risks. The value of the Fund's investments could decline significantly. Investing in private equity investments and securities involves risk of loss that the Fund should be prepared to bear.

The Fund's general risks while implementing its permanent harvesting strategy include the following:

- the Fund has historically followed an over-commitment strategy, and thus, it may need to dispose of investments at unfavorable prices or at inopportune times in order to fund capital calls; certain legal, practical, contractual or other restrictions may limit CAM's flexibility in selecting investments for disposal, which could require CAM to dispose of investments for the Fund that it would have preferred to retain;
- the Fund may not realize the full value of its assets in a disposition of all or a portion of the Fund's portfolio;
- many of the Fund's private equity fund investments are in leveraged buyout funds, which typically invest in portfolio companies that are highly leveraged and subject to significant debt service obligations, stringent operating and financial covenants and risks of default under financing and other contractual arrangements, any of which could have severe adverse consequences for such a company and the value of the Fund's investment in the fund holding such portfolio company investment; direct private equity investments in highly leveraged companies are subject to the same risks;
- companies in which the Fund or funds in the Fund's portfolio make private equity investments may have more limited financial resources, shorter operating histories, narrower product lines and smaller market shares than larger businesses, which may render them more vulnerable to competitors' actions and market conditions, as well as general market downturns;
- the private equity fund and direct private equity investments in the Fund's portfolio may be materially affected by conditions in the global financial markets and economic conditions throughout the world;
- companies in which the Fund and the funds in the Fund's portfolio make investments may be associated with risks inherent in establishing new products, developing new technologies or entering new markets;
- companies in which the Fund and the funds in the Fund's portfolio make private equity investments may be more likely to depend on the management talents and efforts of a small group of persons and, as a result, the death, disability, resignation or termination of one or more of those persons could have a material adverse impact on their business and prospects and the Fund's investments;
- companies in which the Fund and the funds in the Fund's portfolio make private equity investments may have less predictable operating results, may be engaged in rapidly changing businesses with products subject to substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position;

- the Fund invests in private equity funds as a limited partner or a passive investor and as such, the Fund has virtually no ability to influence the activities of the funds in which it invests or their portfolio companies and the Fund has limited ability to control the timing of any cash flows from its investments;
- little public information may exist about companies in which the Fund and funds in the Fund's portfolio make private equity investments and the Fund or such funds may not be able to make fully informed investment decisions;
- the Fund's investments may fail to appreciate or may decline in value and there is no assurance of any gains or income that will be sufficient to offset any losses that may be sustained;
- past performance of the Fund or any fund in the Fund's portfolio is not a guarantee of future results and should not be regarded as indicative of future performance;
- investing in funds involves substantial risk of loss and could result in the loss of part or all of an investor's investment;
- any credit facility in place for the Fund would be subject to a variety of conditions, covenants and obligations, which could limit the Fund's operations in certain circumstances;
- certain actions taken by the Fund could cause payments under a credit facility in place for the Fund to accelerate or could cause such credit facility to be limited or to terminate;
- adverse developments in the ability and cost of debt financing could limit the ability of the private equity funds in the Fund's portfolio to successfully structure and consummate investments;
- an increase in interest rates could increase the cost of making payments on any debt issued by the Fund or make it more difficult or expensive for the Fund to obtain debt financing and could decrease the Fund's returns;
- to the extent that the Fund has entered into agreements providing for certain services and transactions, the Fund is exposed to risk in the event that the counterparties do not meet the terms of such agreements;
- private equity investments are illiquid and require long-term commitments;
- the Fund's financial performance depends in part on CAM's ability to maintain a seasoned portfolio that minimizes the negative effects of the customary "J Curve," an endeavor at which CAM may not succeed;
- investing in companies located outside of the United States involves risk and considerations not typically associated with investments in companies established in the United States;
- CAM may not be successful in establishing a perfect correlation between the instruments used in any hedging or other derivative transaction and the position being hedged on behalf of the Fund;

- unanticipated market changes may result in poorer investment performance of any hedging transaction than if the transaction had not been executed;
- the lack of valuations based on market prices could result in purchases or dispositions of private equity investments at prices that do not accurately reflect their fair value, which could adversely affect the Fund's results of operations;
- laws and regulations (including tax laws and applicable rates) applicable to the Fund and the funds in its portfolio may restrict the Fund's activities and could change from time to time, which could affect the Fund's performance and financial position;
- the relationship and agreements between Bank of America, Oak Hill, CAM and the Fund, as applicable, may create certain conflicts of interest between such parties and the Fund;
- the terms of the arrangements between the Fund, Bank of America, Oak Hill and CAM may be less favorable to the Fund than would otherwise have resulted if the negotiations had involved unrelated parties;
- Bank of America and Oak Hill may each terminate its participation in CAM at any time for any reason and each of Bank of America and Oak Hill can terminate each other's involvement in CAM in specified circumstances, which could cause considerable disruption to the Fund's operations;
- the services agreement between the Fund and CAM contains provisions that make it difficult for the Fund to terminate such agreement, which may impose significant costs upon the Fund;
- the structure of the management fee and administrative fee paid to CAM is based on assets under management, which may create an incentive for CAM to retain assets when it may be less advantageous for the Fund to do so and may affect the timing of CAM's disposition of Fund assets;
- although the performance fee mechanism was designed to create a sustainable structure that aligns the interests of the Fund with CAM over the long term, it can result in the payment of a performance fee when NAV has grown by more than the 7% annual threshold since the last high water mark even though life-to-date returns do not exceed 7% annually (and may in fact be negative on a life-to-date basis);
- certain agreements currently in place contain disclaimers of fiduciary duties owed to the Fund by CAM, Bank of America and Oak Hill; and
- the Fund has agreed to indemnify certain parties, including Bank of America, Oak Hill and CAM and certain affiliates thereof in certain circumstances.

Item 9 Disciplinary Information

Not applicable

Item 10 Other Financial Industry Activities and Affiliations

Financial Industry Affiliations

Certain affiliates of Bank of America and Oak Hill Investors, L.P. are also affiliates and “related persons” of CAM. This results from various relationships among the parties, including that affiliates of Bank of America and Oak Hill each own a controlling interest in CAM. In addition, the Fund’s investment committee is comprised of two persons appointed by Bank of America, two persons appointed by Oak Hill and two CAM employees selected by CAM’s board, and currently includes CAM’s chief executive officer and one of CAM’s managing directors. Furthermore, affiliates of Bank of America and Oak Hill are unit holders of the Fund. Such parties have the right to appoint one non-voting observer to the Fund’s independent board of directors, which, if exercised by such parties, could have the effect of delaying certain actions proposed to be undertaken by the Fund. Such parties may enter into various transactions with the Fund, such as selling their units of the Fund back to the Fund and buying assets from the Fund.

Bank of America

As a diversified global financial services firm, Bank of America, through its various affiliates and subsidiaries, engages in a broad spectrum of activities where its interests or the interests of Bank of America’s clients and the interests of the Fund may conflict. These activities include the following:

- sponsoring and managing private investment funds
- commercial and investment banking
- lending
- principal investing
- financial and merger acquisition advisory services
- merchant banking
- principal finance
- direct proprietary lending, including private equity and hedge fund investing
- underwriting
- investment management activities
- brokerage
- trustee and similar activities

Bank of America also operates a dedicated private equity coverage team and is a large provider of capital to the leveraged buy-out industry. As such, Bank of America earns significant revenue from

private equity fund managers, private equity funds and portfolio companies. The Fund, CAM and/or Oak Hill may engage Bank of America for any of the aforementioned services and would expect to do so on arms length terms.

The Fund's offering documents include disclosures regarding the conflicts of interest between the Fund and Bank of America that may arise and such documents, as well as certain other agreements to which the Fund is a party, require the Fund and its investors to waive any conflicts of interest that may occur from the relationship. The Fund should refer to its offering documents for further details.

Oak Hill

Oak Hill and its affiliates and related persons engage in a broad spectrum of activities, including investment advisory activities for private investment funds and proprietary accounts, and have extensive investment activities that are independent from and may conflict with the Fund's investment activities. Oak Hill Investment Management, L.P. is a party to a subadvisory agreement with CAM pursuant to which it provides subadvisory services to the Fund. Oak Hill may enter into various transactions with the Fund, such as selling its units of the Fund back to the Fund and buying assets from the Fund.

The Fund's offering documents include disclosures regarding the conflicts of interest between the Fund and Oak Hill that may arise and such documents, as well as certain other agreements to which the Fund is a party, require the Fund and its investors to waive any conflicts of interest that may occur from the relationship. The Fund should refer to its offering documents for further details.

Addressing Certain Conflicts of Interest

Investment Decisions

In implementing the Fund's permanent harvesting strategy, CAM expects that investment decisions for the Fund will be generally limited to follow-on investments and potential opportunistic sales of all or a portion of the Fund's portfolio. Investment decisions for the Fund are made through an investment committee comprised of two members appointed by Bank of America, two members appointed by Oak Hill, and two members from CAM selected by the board of CAM. Except in cases involving potential conflicts of interest, decisions require the affirmative vote of five of the six members of the investment committee, including approval of at least one member from Bank of America and at least one member from Oak Hill. In the event that a conflict

of interest exists between Bank of America and/or Oak Hill and the Fund, a unanimous vote of all disinterested members of the investment committee is required to approve such transactions. The approval of the independent directors of the Fund's managing general partner is required for individual investment decisions where both Bank of America and Oak Hill have a potential conflict interest. In the event of a sale of assets to the Fund or purchase of assets from the Fund by either Bank of America or Oak Hill, the transaction requires the approval of the independent directors of the Fund's managing general partner in addition to the unanimous approval by the disinterested members of the investment committee. An interested party is required to make a general disclosure of the nature of its relationships to the investment committee prior to the investment committee making a decision, although such party is not required to disclose overt specific conflicts that exist and will not be required to disclose information that is subject to confidentiality or privacy obligations. Conflicts of interest may not always be easy to identify.

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

Code of Ethics and Personal Trading

CAM has adopted a Securities Compliance Policy and Code of Ethics for the purpose of establishing, maintaining and enforcing written policies and procedures reasonably designed, taking into consideration the nature of CAM's business, to prevent fraudulent, deceptive or manipulative acts, including the misuse of material, non-public information by CAM and its covered persons. The Securities Compliance Policy strictly prohibits any covered person and any immediate family members sharing a household with such covered person from trading securities if they possess any material non-public information with respect to those securities. CAM has adopted procedures designed to monitor personal trading by covered persons and their immediate family members and prevent insider trading, which may include (i) limiting the communication of restricted information to those persons who need it to perform their daily functions, (ii) physically securing any restricted information, (iii) maintaining a restricted list of securities, (iv) pre-clearing personal trades and (v) reviewing brokerage accounts.

CAM will provide its Securities Compliance Policy and Code of Ethics to the Fund or a prospective client upon request.

Participation or Interest in Client Transactions

CAM may, for the Fund's account, sell private equity investments in which a related person, such as Bank of America or Oak Hill, has a financial interest. Such related persons of CAM may be invested in the same private equity investments that CAM had recommended to the Fund for such

related persons' own accounts or for the accounts such related persons' clients. In addition, CAM may sell private equity investments for the Fund's account at or about the same time that related persons of CAM buy or sell such investments for such related persons' accounts or the accounts of such related persons' clients. In addition, each of Bank of America and Oak Hill enter into various transactions with the Fund, such as selling their units of the Fund back to the Fund and buying assets from the Fund. For a discussion addressing conflicts of interest, see Item 10 herein.

Item 12 Brokerage Practices

Not applicable. CAM does not actively engage in the trading of public securities for the Fund, as the Fund is a publicly traded portfolio of third party private equity funds. In the event that the Fund has the need to engage the services of a broker-dealer (due to, for example, the desire to sell any public securities that have been distributed to the Fund by a private equity fund in the Fund's portfolio), CAM has delegated authority to trade the public securities in the Fund's portfolio to the Subadviser.

Item 13 Review of Accounts

Finance professionals at CAM, led by its Finance Director, assist the Fund's Chief Financial Officer in the preparation of the Fund's quarterly financial statements. The final portfolio valuation determination is made by the Fund's Chief Financial Officer. The Fund's independent board of directors is ultimately responsible for the Fund's financial statements. An independent valuation firm provides third party valuation consulting services to the Fund and performs a periodic valuation review of a portion of the Fund's assets. In addition, an independent public accounting firm reviews the Fund's financial statements periodically and audits them on an annual basis.

CAM provides written portfolio and other reviews to the Fund's board generally on a quarterly basis at board meetings. In addition, CAM communicates regularly with the Fund's Chief Financial Officer regarding day-to-day operations of the Fund.

The performance of the private equity funds in the Fund's portfolio is monitored on a regular basis and is subject to ongoing supervision and review by CAM. CAM generally performs a detailed portfolio review on a semi-annual basis. See Item 8 herein.

Item 14 Client Referrals and Other Compensation

Not applicable

Item 15 Custody

The Fund's cash and marketable securities are held by a qualified custodian who is not a related person of CAM. CAM may be deemed to have custody of certain of the Fund's assets because certain employees of CAM have been given limited authority by the Fund's Chief Financial Officer to make certain expenditures up to a certain prescribed amount on behalf of the Fund without separate authorization from the Fund. In addition, CAM has possession of the private placement memorandums, limited partnership agreements, subscription and other documents related to the Fund's investments.

Item 16 Investment Discretion

Pursuant to the services agreement with the Fund and subject to the Fund's permanent harvesting strategy discussed herein, CAM has full discretion when selecting, acquiring and disposing of investments for the Fund's account. CAM has delegated the disposition (and acquisition) of any public securities owned by the Fund to the Subadviser. Under a services agreement between the Fund and CAM, the Fund has delegated setting the Fund's investment policies and restrictions to CAM. The Fund has imposed certain restrictions with respect to investments that would affect the Fund's tax status. In addition, under the Fund's permanent harvesting strategy, the Fund has discontinued all new private equity investments, other than funding existing commitments and protective follow-on investments, unless otherwise approved by the Fund's board. CAM, through its investment professionals, officers and certain employees, exercise this discretion as authorized signatories for the Fund through resolutions approved by the board of directors of the Fund's general partner and CAM.

Item 17 Voting Client Securities

CAM has a Proxy Voting Policy and Procedures that it follows with respect to voting proxies. The Fund may obtain a copy of CAM's Proxy Voting Policy and Procedures upon request. In addition, the Fund may obtain information about how CAM voted securities by calling the telephone number on the front cover of this brochure.

Public Securities

If a proxy is solicited on behalf of a public company, CAM's Proxy Voting Policy states that such proxies will be voted by the Subadviser. The Subadviser has directed CAM to vote such proxies in

accordance with the public company board of director's recommendation as stated in the proxy statement unless otherwise directed by the Subadviser. The Fund does not generally have the right to direct a vote on a particular proxy solicited by a public company.

Private Investments

CAM routinely receives requests for amendments to the limited partnership agreements and certain consents from the general partners of the limited partnerships in which the Fund is invested. Although not "proxies," CAM has a policy for processing such requests. The investment professionals at CAM, in consultation with CAM's general counsel, will consider and discuss the requested action and the general counsel or an authorized officer of CAM shall timely submit the necessary paperwork, if any, indicating CAM's decision on the matter back to general partner making the request.

In the event that the general counsel has identified a potential conflict of interest between CAM and the Fund with respect to processing private investment consent requests, such conflicts of interest will be resolved through discussions with CAM's Managing Directors. Such persons will seek to resolve such issues in the best interest of the Fund. In resolving potential conflicts of interest, CAM may (i) make appropriate disclosures to the Fund regarding the potential conflict and seek the Fund's consent, (ii) defer to the voting recommendation of the Fund or another independent third-party provider of proxy services, or (iii) take such other action in good faith which would protect the interests of the Fund.

Item 18 Financial Information

Not applicable

Item 19 Requirements for State Registered Advisers

Not applicable