

Cardinal Hill Energy Partners LLC

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September 2, 2011

This brochure provides information about the qualifications and business practices of Cardinal Hill Energy Partners LLC. If you have any additional questions about the contents of this Brochure, please contact us at 212.573.0967. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Cardinal Hill Energy Partners LLC is a registered investment advisor. Registration as an investment advisor does not imply a certain level of skill or training.

Additional information about Cardinal Hill Energy Partners LLC is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2. Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This brochure dated September 2, 2011 has been prepared according to the SEC’s new requirements and rules. This Brochure is the first such brochure that Cardinal Hill Energy Partners LLC has been required to produce since Cardinal Hill Energy Partners LLC is a newly registered investment adviser.

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

Pursuant to new SEC Rules, we will prepare a summary of any material changes to this Brochure within 120 days of the close of our fiscal year.

Currently, our Brochure may be requested by contacting Brian Daly at 212.573.0967 or emailing your request to brian_daly@cardinalhillenergy.com.

Additional information about our firm is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any of our affiliated persons who are registered, or are required to be registered, as investment advisor representatives of Cardinal Hill Energy Partners LLC.

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Item 4. Advisory Business

Cardinal Hill Energy Partners LLC (“Cardinal Hill”) is a federally registered investment advisor that provides investment advisory services to clients, as further described below. Cardinal Hill is a Delaware limited liability company which has been in business since December 2010. Cardinal Hill’s President and Managing Member is Brian Daly. The other members of Cardinal Hill are William VanHerwarde and Brett Macune.

Cardinal Hill is a newly registered investment adviser and as such, it currently has no clients. Cardinal Hill intends to provide portfolio management services (the “Services”) to institutional investors such as pension plans (each, an “Institutional Client” and together, “Institutional Clients”) and pooled investment vehicles. Cardinal Hill intends to form pooled investment vehicles (each, a “Fund” and together the “Funds”) and provide the Services to such Funds. Affiliated entities of Cardinal Hill will serve as the general partner for each of the Funds. While Cardinal Hill generally specializes in the investment and recommendation of securities within a particular industry, Cardinal Hill does not hold itself out as specializing in a particular type of advisory service. The Services are discretionary in nature and consist of the ongoing and continuous review of each of the Institutional Clients and/or Funds (together, the “Clients”) investments.

Though Cardinal Hill intends to employ the same investment strategy for each Client, Cardinal Hill will tailor its Services to the specific needs of each particular Client by limiting the holdings of a Client’s portfolio to address certain legal or tax purposes or as may be directed by the Client (in the case of a Fund, the Fund’s governing documents may set forth details regarding the needs of such Fund). The Clients may communicate to Cardinal Hill restrictions on securities, asset classes, custodians, holdings or any other restriction they would like to impose on their portfolios.

As of September 2, 2011 Cardinal Hill had had \$0.00 in discretionary assets under management, since it was just commencing operations as an investment adviser.

Item 5. Fees and Compensation

Cardinal Hill will charge Clients an investment management fee for its services. The fees are calculated and payable quarterly, in arrears. In the case of Institutional Clients, the fee will be 1.5% of assets under management, plus a performance fee (for more information see Item 6 below) and such fee will be calculated and paid quarterly in arrears based on the market value of the account on the last business day of such calendar quarter. In the case of Funds, the fee is 1.5% of the value of the total capital commitments of all limited partners during the first five years a limited partner is invested. Afterward, the fee is 1.5% of the funded capital commitments (reduced by the amount of distributions to investors in

the Funds which distributions constitute a return of invested capital and the amount of any permanent write downs), plus the performance fee.

Accounts that are not open for a full calendar quarter will be responsible for the pro-rata portion of the fee based on the number of days the account is open during the quarter.

Fees paid by Institutional Clients will be automatically deducted from each of the Institutional Clients' custodial accounts. The method and calculation will be provided on the custodial statement provided to the Institutional Clients by the custodian. The custodian will be selected by the Institutional Client and will execute a separate custodial agreement with each such custodian.

Fees will generally be paid by or on behalf of Funds by requiring the investors in the Funds to make a capital contribution in respect of such fees or by withholding the amount of such fees from any investment proceeds that would otherwise be distributable to the investors in the Funds. Additional details as to how the Funds will collect fees will be detailed in the private placement memorandum for each Fund.

Clients will incur other expenses in connection with obtaining advisory services such as the third party expenses incurred in connection with the operation of the Institutional Client's accounts or the Funds and the investment portfolio. These fees include the costs and expenses related to the purchase, evaluation of, holding and sale of portfolio investments (to the extent not reimbursed); expenses of any agents, custodians, counsel and accountants (including audit, tax preparation and certification fees); any insurance, indemnity or litigation expenses, certain taxes, fees or other governmental charges levied; and in the case of the Funds, any out-of-pocket expenses and other extraordinary expenses associated with the management or offering of the Funds and all such fees are discussed in the offering documents for each of the Funds.

There may be other fees and expenses as well depending upon the particular investments. Clients and prospective Fund investors should review offering documents for any particular investment carefully before investing. In the event a marketable security is recommended for investment, the Client will be responsible for any brokerage, custodial, transfer-agent or other cost associated with such transaction.

Cardinal Hill does not typically recommend investment in public companies where there would be expenses such as brokerage expenses. Cardinal Hill also typically recommends selling any interests or investments before they become publically available. In the event Cardinal Hill does recommend such an investment (or holds an investment which becomes publically available and then the sale of such investment is recommended), any brokerage or transactional costs will be paid by the Client. Clients have the option to purchase such investment products through brokers or agents not affiliated with Cardinal Hill. Cardinal Hill does not intend to recommend any particular broker or agent for such transactions.

Distributions to investors in the Funds will typically be subject to some form of carried interest or similar profit allocation for the benefit of one of Cardinal Hill's affiliates, and the

details of the carried interest or similar profit allocation will be set forth in the offering memorandum for such Funds. For more information, please see Item 6 (Performance-Based Fees and Side-By-Side Management).

Item 6. Performance-Based Fees and Side-By-Side Management

Performance-based fees or carried interest profit allocations are subject to regulation under Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Cardinal Hill will seek to ensure that any Clients, whether they are Institutional Clients, Fund or investors in a Fund that will be directly or indirectly assessed performance-based fees or will be subject to carried interest profit allocations satisfy the qualifications of Rule 205-3 (specifically, they are all “Qualified Clients” as such term is defined by the Advisers Act) and are advised of such fees or allocations and their risks.

Clients may be charged performance-based fees or carried interest. The performance-based fees or carried interest allocations generally do not exceed 20% of profits, and in the case of the Funds may be subject to certain preferred return hurdles or high water marks as described in the offering memorandum of each such Fund. The manner of calculation and the application of performance-based fees or carried interest profit allocations will be disclosed in the offering documents for each of the Funds which are charged such fees.

Cardinal Hill does not intend to manage accounts which are charged performance-based fees accounts which are not. However, the standards and high water marks which may apply to certain accounts may lead to some accounts paying a performance based fees while others do not. Cardinal Hill has an incentive to take increased investment risk, with respect to those Clients which are charged performance-based fees or carried interest. Cardinal Hill has policies and procedures in place designed to address this conflict and to ensure allocation of investments to client accounts on a fair and equitable basis, taking into account factors such as the Client’s size, investment objectives, risk tolerance, return targets, diversification considerations, and the liquidity needs of each Client. Cardinal Hill has developed allocation policies and procedures for the allocation of the same shares or interests held by different Clients. Orders for all accounts seeking to make the same investments will be aggregated and executions will be allocated pro rata across all participating accounts (See Section 12 “Brokerage Practices” below). Furthermore, in instances where Cardinal Hill is managing accounts that may charge performance fees alongside accounts that pay only asset-based fees the Cardinal Hill, the compliance officer will conduct regular and routine reviews to ensure that no account, or group of accounts, is receiving preference in the trading process.

Cardinal Hill’s policies and procedures for allocation are monitored by Cardinal Hill’s Chief Compliance Officer, Brian Daly.

Item 7. Types of Clients

Cardinal Hill intends to provide Services to institutional clients such as pension plans and Taft-Hartley plans as well as pooled investment vehicles. Cardinal Hill will be granted the discretionary authority to buy or sell, or determine the securities to buy or sell, without the Client's consent, as set forth in an investment management agreement which will be executed by each Client prior to Cardinal Hill's provision of services to each Client. Cardinal Hill requires a minimum of \$5 million for opening or maintaining an account. However, an investor in a Fund may be subject to different minimums, as set forth in the applicable Fund's offering memorandum. The offering documents for each Fund will typically set forth a minimum fund size, however, Cardinal Hill will begin to manage an account as soon as a Fund's minimum capital commitments are met and will continue to manage assets for the Fund until the Fund is terminated.

Item 8. Method of Analysis, Investment Strategies and Risk of Loss

Cardinal Hill specializes in identifying high-growth, recurring-revenue companies in the power generation industry. Using a mezzanine debt and equity strategy, Cardinal Hill's investments are in power generation plants or portfolios which require an investment in the \$20-\$150 million range. Cardinal Hill seeks investments where it will be the sole or controlling investor in its tranche of the capital structure. Investments are typically intended to be long-term investments, with a holding period of 7 to 15 years. However, Cardinal Hill may also invest in certain assets with a short-term holding period of 2 to 5 years in order to generate superior risk adjusted rates of return. Cardinal Hill looks for companies which have a certain expected internal rate of return and/or a desired multiple of invested capital. Cardinal Hill analyzes these factors in deciding which sectors Cardinal Hill believes will experience stable revenue and cash flow.

While Cardinal Hill has not, as of the date of this brochure, begun to provide services to any Client, Cardinal Hill intends to employ a particular investment strategy and has developed a number of risk management strategies to limit the downside risk of the investment strategy. These techniques include typically limiting investments to companies which have a recurring revenue business model, conservative levels of debt financing, taking small positions in companies which are new investments when such smaller exposure is warranted, and having amortizing repayment structures or multiple exit strategies for each investment. Since, as of the date of this brochure Cardinal Hill has not yet commenced operations as an investment adviser, there may be additional strategies employed which may lead to additional risks. Cardinal Hill will update this Item in the event additional risks arise based on the investments Cardinal Hill recommends.

Investing in securities and other financial instruments involves risks, including the potential loss of the client's principal, which Clients should be prepared to bear. While certain strategies may offer the potential for greater growth, these same strategies may

have greater potential volatility. While it is Cardinal Hill's intent to reduce risk when possible, certain strategies may impose more risk than others.

Cardinal Hill may invest in Non-U.S. investments ("Non-U.S. Investments"). Investing in Non-U.S. investments will subject a client to certain risks not typically associated with investing in securities in the United States. Non-U.S. investments may be affected by changes in currency rates. A decline in an exchange rate of the foreign currency in which a portfolio security is quoted or denominated relative to the U.S. dollar would reduce the value of the portfolio security in U.S. dollars proportionately. The costs and expenses associated with investing in Non-U.S. markets are generally higher than in U.S. markets. There generally may be less publicly available information regarding Non-U.S. Investments than U.S. companies. In addition, certain Non-U.S. economies are less stable than the U.S. economy due to, among other things, volatile political environments and less stable monetary systems.

Cardinal Hill invests in a particular market sector and in a limited number of investments. As a result, there is greater risk that a Client's portfolio will be adversely affected by the unfavorable performance of even a single investment.

Investments in power companies are subject to federal and local laws and regulations governing, among other things, the operation, ownership and control of such companies. These regulations may restrict the manner in which investments and divestitures of the companies invested in may occur.

Investments in the energy industry has specific risks, such as the risk that the technology employed in an energy project will not be effective or efficient or the risk that equipment failure, fuel interruptions, loss of sale and supply contracts or fuel contracts, acts of God or other catastrophes. Other risks associated with investments in this industry include regulatory, environmental, supply-and-demand, uncertainty of energy source availability, conservation efforts or governmental events.

Within the energy sector, the investment in oil and natural gas may be subject to higher risks as a result of problems in drilling and completing of wells, the presence of unanticipated pressures or irregularities in formations, accidents or other losses. Investments in oil and gas businesses are highly speculative and often rely on estimates of oil and gas reserves.

The prices of oil and natural gas are inherently uncertain. The worldwide supply of oil and natural gas may be impacted by political instability or armed conflicts in producing nations, the price of foreign imports, availability of alternative fuels and changes in existing governmental regulation, taxation and price controls. Prices for oil and natural gas have fluctuated greatly during the past, and markets for oil, natural gas and natural gas liquids continue to be volatile.

The impact of terrorist attacks or regional hostilities (particularly in the Middle East) may have a significant impact on the energy industry. The impact of such attacks or hostilities

on investments recommended by Cardinal Hill is not known at this time. Uncertainty surrounding military strikes or a sustained military campaign may affect the operations of the companies in unpredictable ways, which may include significant costs or losses.

Regulation in the energy industry is significant. Political developments and a wide range of laws, rules and regulations (at many governmental levels) can impact the operations and economics of energy companies.

Investments in the energy sector often require extensive due diligence activities and regulatory approvals prior to acquisition. Due diligence may include feasibility and technical studies, preliminary engineering and marketing studies, legal, regulatory and environmental review, any or all of which may entail significant third-party expenses. In the event that an investment is not consummated, Funds may bear some or all of such third party expenses and any termination fees.

Mezzanine capital is a broad financial term that refers to unsecured, high-yield, subordinate debt or preferred stock. The intermediate position of mezzanine capital results in unique risk-return characteristics, as mezzanine capital has claims that are subordinate to senior lenders yet have priority over equity investors. Mezzanine capital represents an intermediary between equity and debt in a company's balance sheet. Due to increased credit risk, mezzanine capital is a relatively expensive source of company financing. For this reason, it is most appropriate for financing power companies with long term contracts or other off-take agreements. Mezzanine debt investments are typically unsecured, and investing in mezzanine debt may involve a heightened level of risk, including a loss of principal or the loss of the entire investment.

Many of the investments recommended will be highly illiquid and there can be no assurance that such investments can be liquidated or transferred in a timely manner. Many of the investments Cardinal Hill recommends will have little or no operating history, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

The investments recommended may be junior in the companies' capital structure and therefore subject to the greatest risk of loss. Generally, there is no collateral to protect an investment once made.

The investments are typically concentrated in a small number of industries or industry segments and the performance of a few holdings may substantially affect the portfolios aggregate return.

Investments may be in companies with high levels of existing debt. Cardinal Hill may also finance a Fund's investment in a company through leverage. Leverage magnifies the risk of loss of an investment. The cost and availability of leverage, and the restrictions which can be associated with leverage may impair a company's operations. The companies Cardinal Hill recommends will generally not be rated by a credit agency.

Small and mid-sized capitalization companies may be subject to higher degrees of risk, because companies of this kind may have earnings which are less predictable, valuations which are more volatile, and liquidity less than that of large capitalization companies.

Performance is largely dependent on the talents and efforts of certain individuals. There can be no assurance that Cardinal Hill's investment professionals will continue to be associated with Cardinal Hill and the failure to retain such investment professionals could have an adverse effect on the value of an investment.

As described in Items 5 and 6, performance-based fees and carried interest may create an incentive for Cardinal Hill to recommend investments which are more speculative or riskier than would be the case in the absence of this arrangement.

Item 9. Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Cardinal Hill or the integrity of Cardinal Hill's management. There are no material legal or disciplinary events to disclose related to Cardinal Hill's business or its management.

Item 10. Other Financial Industry Activities and Affiliations

Cardinal Hill is not affiliated with any particular broker-dealer, nor does Cardinal Hill have personnel who are registered representatives of a broker-dealer. Neither Cardinal Hill nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor.

Cardinal Hill does not recommend or select other investment advisors. It does not receive compensation from any advisors or third parties.

Cardinal Hill intends to offer certain Services to Funds. Such Funds will typically be under common control with the general partners for the Funds, and each of those Funds (collectively, the "Cardinal Hill Affiliates"). Cardinal Hill intends to serve as the investment adviser to each of these pooled investment vehicles. Cardinal Hill does not intend to engage in transactions with or alongside the Cardinal Hill Affiliates. Such investing may give rise to a conflict of interest and in the event Cardinal Hill's policy with respect to such investment, Cardinal Hill will develop policies and procedures accordingly.

Certain of the Cardinal Hill Affiliates will likely serve as sponsors or syndicators to limited partnerships. Please see Item 11 for a discussion of the potential conflicts which may arise with these Cardinal Hill Affiliates and the policies and procedures Cardinal Hill has adopted to address these conflicts.

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

Cardinal Hill has adopted a Code of Ethics that complies with Rule 204A-1 under the Advisers Act. The Code of Ethics applies to all of Cardinal Hill's supervised persons. The term "supervised person" means any partner, officer, director (or other person occupying a similar status or performing similar functions) or employee of Cardinal Hill, or other person who provides investment advice on behalf of Cardinal Hill and is subject to Cardinal Hill's supervision and control. Cardinal Hill's supervised persons must certify on an annual basis that they have received, read and understood the Code of Ethics.

Cardinal Hill's Code of Ethics addresses the following areas of Cardinal Hill's business: procedures for personal securities transactions of directors, officers and employees; initial public offerings and private offerings; and serving on the Boards of Directors for portfolio companies. Each officer, director and employee is required to certify annually that he or she has read and understands the Code of Ethics. Cardinal Hill will provide a copy of its Code of Ethics to any Client or prospective Client upon request. Please contact Brian Daly at brian_daly@cardinalhillenergy.com for a copy.

Cardinal Hill, its directors, officers and employees do not intend to purchase or sell securities that Cardinal Hill recommends to Clients.

Cardinal Hill's Chief Compliance Officer, Brian Daly, is responsible for ensuring that Cardinal Hill receives duplicate brokerage confirmations and brokerage account statements for anyone associated with Cardinal Hill who has a securities account with a broker-dealer. A review of the trading activity of Cardinal Hill personnel with such securities accounts will be conducted quarterly to ensure that the personnel comply with the personal trading policy of Cardinal Hill.

Cardinal Hill intends to advise Clients and Funds which have investment focuses which are similar to one another. Clients may co-invest in certain investments alongside each other to the extent that Cardinal Hill has determined that such co-investment opportunities are available. Such co-investments will be done in accordance with the investment management agreement with each Client and Cardinal Hill will seek to ensure that each Fund participates on comparable terms. This may not be practical or appropriate in all circumstances however, and as a result, a Client may participate on different (and potentially less favorable) terms if Cardinal Hill deems such participation as being otherwise in the applicable Client's best interests. Cardinal Hill will otherwise allocate investment opportunities among the Clients in a fair and equitable manner or otherwise in accordance with related disclosure provided to the relevant Clients and their underlying investor or as may have been otherwise agreed to in the investment management agreement, limited partnership agreements or other Fund governing documents.

Item 12. Brokerage Practices

To the extent Cardinal Hill required by applicable law and in the event Cardinal Hill recommends investment in a marketable security, Cardinal Hill has a fiduciary duty to seek to obtain best execution on behalf of each Client, and brokers will be selected with a view to obtaining best execution of transactions. Cardinal Hill believes that best execution is typically achieved not necessarily by negotiating the lowest commission rate but by seeking to obtain the best overall result. Cardinal Hill will consider all factors it deems relevant including execution capabilities, financial stability of the broker, responsiveness, confidentiality, promptness, clearance, settlement, and price.

Cardinal Hill does not receive research, products or services other than execution from broker-dealers or third parties in connection with client securities transactions.

Cardinal Hill does not recommend, request or require that a Client direct Cardinal Hill to execute transactions through a specified broker-dealer.

Given the nature of Cardinal Hill's business, where investments are made primarily in private companies, without the aid of a broker-dealer, Cardinal Hill will not typically block trades. A block trade is where a purchase of securities is made at an average price and is later allocated to individual client accounts. Because the investments will typically be negotiated in a private transaction and will not occur on the open market, there is no need for Cardinal Hill to block the trades to receive an average price for shares. Instead, all Clients will receive interests of ownership or shares at the price set by the acquired company. In the event a transaction occurs which may be aggregated, each Client will receive shares on a pro-rata basis. Cardinal Hill has policies and procedures to address any potential conflicts which may arise as a result of aggregating trades.

Cardinal Hill may arrange for a cross trade, which occurs when one Client buys a security and another Client sells the same security to the Client buying the security. The security therefore crosses from one Client account to another Client account. Cardinal Hill will effect cross trades for Clients only if the conditions are in the best interest of the impacted Clients. Cardinal Hill will not receive any compensation for facilitating cross trades.

Item 13. Review of Accounts

Cardinal Hill will review Client accounts on an ongoing basis, both informally and formally through scheduled weekly meetings of the relevant Cardinal Hill investment professionals. Investment models and capital markets are monitored on a continuous basis. Cardinal Hill prepares quarterly Client reports and Brian Daly (Managing Member and Chief Compliance Officer) and William VanHerwarde (Managing Member) review the reports. Brian Daly and William VanHerwarde are members with the responsibilities to select and oversee the investments recommended by Cardinal Hill. The quarterly reports which will be prepared

and provided to Clients will be written and will contain a detailed list of holdings, performance review, and general market information.

Item 14. Client Referrals and Other Compensation

This Item requires an investment advisor to provide information relating to its arrangements with third-parties through which it receives compensation from a third-party for providing investment management services to its clients or through which it provides compensation to third-parties for client referrals. Cardinal Hill does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to its Clients.

Certain employees of Cardinal Hill may receive directors' fees for serving on the board of companies which Cardinal Hill recommends for investment. These fees are not offset against carried interest or other performance related compensation paid to Cardinal Hill or its affiliates and may be retained in whole or in part by the relevant individuals. Serving on such boards (and the receipt of compensation as a board member) may give rise to conflicts to the extent that an employee serving as a director has a fiduciary duty to the company that conflicts with the interests of its Clients or the investors in the Funds. Cardinal Hill addresses this conflict by requiring approval by Cardinal Hill prior to permitting any employee from accepting a position on such a board.

Item 15. Custody

Cardinal Hill does not have custody of the assets of the Institutional Clients. Cardinal Hill does have custody of the assets of the Funds and these Funds and their investors will receive annual audited financial statements from the Funds' auditor, within 120 days of the end of the Funds' fiscal year. All assets including cash and certain other assets will be custodied with a Qualified Custodian, in accordance with the requirements of Rule 206(4)-2 of the Advisers Act. For those accounts held by a Qualified Custodian, the Qualified Custodian sends the Funds quarterly statements in accordance with Rule 206(4)-2.

Item 16. Investment Discretion

Cardinal Hill will receive discretionary authority from the Clients at the outset of an investment advisory relationship to select the securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the Clients before any advisory relationship begins in the investment advisory agreement each Client executes. The Clients will provide Cardinal Hill with discretionary authority through a limited power of attorney in the investment management agreement and such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client's account.

Investment guidelines and restrictions must be provided to Cardinal Hill in writing. In most cases, a Client's investment guidelines and restrictions will be set forth in the investment management agreement or in the Clients' governing documents. Clients can limit the amount of exposure to any one particular investment and the amount of each Clients' assets invested in Non-U.S. Investments.

Item 17. Voting Client Securities

Cardinal Hill will retain the authority to vote proxies on behalf of Clients in the investment management agreement. Cardinal Hill will not accept a Client's vote with respect to any particular situation. The voting securities held by the Clients generally will entail large or controlling interests of privately held issuers. Unlike the limited voting rights attributable to publically traded securities, the Clients generally will have broad voting authority on a wide range of matters affecting these privately held issuers. Cardinal Hill's policies provide that Cardinal Hill will vote such interests, on behalf of the Clients, in the economic interests of the applicable Client. Cardinal Hill's investment professionals will make the decisions with respect to proxies. When voting securities, Cardinal Hill will consider the relevant factors, which include the impact of a particular vote on the value of the securities, the anticipated economic and non-economic costs and benefits associated with a proposal, the effect on liquidity, and customary industry and business practices. There may be a conflict of interest when the best interests of a Fund differ from the best interests of a Fund's investors or when the proposal could impact other businesses or industries in which a Fund invests. Cardinal Hill has adopted policies and procedures to address these and other conflicts which may arise. Cardinal Hill may depart from its stated guidelines in order to avoid voting decisions believed to be contrary to the best interests of the Clients. Clients and Fund investors will be provided a copy of Cardinal Hill's proxy voting policies and procedures upon request.

Item 18. Financial Information

This Item requires investment advisors to provide certain financial information or disclosures about their financial condition. Cardinal Hill does not charge Clients in advance and Cardinal Hill does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance. Therefore it is not required to include a balance sheet with this Brochure. Cardinal Hill has no financial hardships or other conditions that might impair its ability to meet its contractual obligations to Clients. Cardinal Hill has not been the subject of a bankruptcy proceeding.