

**Sunley House Capital Management LLC**

75 State Street  
Boston, MA 02109

(617) 951-9400

December 20, 2017

This brochure (the “Brochure”) provides information about the qualifications and business practices of Sunley House Capital Management LLC (“Sunley House”). If you have any questions about the contents of this Brochure, please contact us at (617) 951-9400. 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.

Sunley House is registered as an investment adviser with the SEC. Registration with the SEC does not imply any level of skill or training.

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

**Item 2. Material Changes**

Item 2 does not apply to this amended filing.

### **Item 3. Table of Contents**

#### **Contents**

Item 1. Cover Page .....	1
Item 2. Material Changes .....	2
Item 3. Table of Contents .....	3
Item 4. Advisory Business .....	4
Item 5. Fees and Compensation .....	5
Item 6. Performance-Based Fees and Side-by-Side Management .....	6
Item 7. Types of Clients .....	6
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9. Disciplinary Information .....	17
Item 10. Other Financial Industry Activities and Affiliations .....	18
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .	19
Item 12. Brokerage Practices .....	23
Item 13. Review of Accounts .....	24
Item 14. Client Referrals and Other Compensation .....	25
Item 15. Custody .....	25
Item 16. Investment Discretion .....	25
Item 17. Voting Client Securities .....	25
Item 18. Financial Information .....	26

#### **Item 4. Advisory Business**

Sunley House Capital Management LLC (“Sunley House” or “We” or “Us”), a limited liability company organized under the laws of the State of Delaware, was formed in 2014 and is a wholly owned subsidiary of Advent International Corporation (“AIC” and, together with its affiliates, but excluding Sunley House and Sunley House Capital Management Ltd., “Advent”), an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) (SEC No. 801-29357). Sunley House provides investment advisory services to pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the securities of which are exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”) (each a “Fund” and collectively, the “Funds”). The Funds are organized in a “master-feeder” structure in which feeder Funds invest substantially all of their assets into the master Fund (“Master Fund”), and in turn, the Master Fund makes investments.

The investors in the Funds are primarily “accredited investors,” as defined in the Securities Act, and/or “qualified purchasers” (or “knowledgeable employees”), as defined in the Investment Company Act, but investors in the non-U.S. feeder Funds may also include qualified investors who are not “U.S. Persons,” as defined under Regulation S of the Securities Act.

As an investment adviser, Sunley House identifies investment opportunities and carries out the acquisition, monitoring and disposition of investments for the Funds. The primary investment objective of the Funds is to achieve substantial capital appreciation primarily through investments in publicly traded securities globally. Please see Item 8 of this Brochure for a general description of the investment strategies followed by the Funds.

Sunley House generally provides investment advisory services to each Fund pursuant to a separate investment advisory agreement (each, an “Investment Management Agreement”). The terms of the investment advisory services to be provided by Sunley House to each Fund, including any specific investment guidelines or restrictions, are set forth in the Fund’s Investment Management Agreement. Specific investment guidelines or restrictions for each Fund, if any, are set forth in the organizational or offering documents of the applicable Fund. Investment advice is provided directly to the Fund, and not individually to the investors in the Funds. As used herein, the term “client” generally refers to each Fund.

As of November 30, 2017 Sunley House had approximately \$339.8 million in discretionary regulatory assets under management.

## **Item 5. Fees and Compensation**

Sunley House generally charges asset-based investment advisory fees to each Fund. Advisory fees paid by a Fund are indirectly borne by investors in such Fund. Such investment advisory fees are deducted from Fund assets and generally payable quarterly in advance, depending upon the Fund. The amount of any investment advisory fee is prorated for periods of less than a full billing cycle at the beginning or end of Sunley House's provision of investment advisory services, and any prepaid amount in excess of the prorated fee will be returned upon termination of investment advisory services. Advisory fees may be waived or reduced by Sunley House in its sole discretion. Thus, the precise amount of, and the manner and calculation of, the advisory fees for each Fund are established by Sunley House, as modified by negotiations with investors in the applicable Fund, and are set forth in such Fund's Investment Management Agreement, organizational documents, offering documents and/or other documentation received by each investor prior to investment in such Fund ("Governing Documents").

Consistent with the Funds' Governing Documents, the investors in the Funds who are eligible current or former employees of Advent or Sunley House are not being charged an asset-based investment advisory fee.

For certain Funds, expense reimbursements (including, among other things, expenses related to legal and accounting fees, costs and other expenses incurred in connection with the structuring, organization, syndication and closing of the Fund, and all offering expenses of the Fund and any other investment vehicle formed in the future to invest, directly or indirectly, in the Fund, which include, without limitation, expenses relating to the offering of interests therein or shares thereof) may be payable by the Fund to Sunley House or its affiliates. These expense reimbursements are generally disclosed to investors under the Governing Documents of the applicable Fund and are in addition to the investment advisory fees discussed above. Please see Item 10 of this Brochure for a general description of the services provided by Sunley House affiliates.

Additionally, and consistent with its Governing Documents, each Fund also generally bears all of its expenses which include, but are not limited to, investment-related expenses, operational expenses, expenses determined in good faith to be related to the investment of each such Fund's assets, internal and external administrative consulting and recordkeeping fees and expenses, brokerage commissions, execution services, other charges for transactions in securities and other instruments, costs of or relating to licensing, subscription fees, out-of-pocket costs related to specific investments, due diligence expenses, research and market data expenses (including, without limitation, news, quotation, statistics and pricing services), consulting and travel expenses in connection with due diligence, transactions and research, in each case, whether or not a transaction is consummated, margin interest expenses, custodial expenses, fees of risk management consultants, risk management system expenses, hardware, software, data bases and other technical and telecommunications services and equipment used in the investment management and order management processes, third-party and out-of-pocket fees and expenses relating to systems and software used in connection with the operation of the Fund and investment related activities, interest on borrowings, the cost of structuring, implementing and disposing of any investments, subsidiaries or special purpose vehicles, income, franchise, transfer, stamp or similar taxes or charges (including penalties), insurance costs, administration fees and expenses, tax and internal and external accounting fees and expenses, maintenance of books and records

costs, audit fees, legal fees, consulting (including fees and expenses of operating partners, industry advisors and other third-party consultants) and other professional expenses, including those of valuation firms, and expenses associated with compliance with securities regulations, servicing fees, costs and expenses arising from all Fund communications, the admission or withdrawal of the limited partners or shareholders of the Fund, purchases or redemptions of interests or shares by investors in the Fund, dispatches of checks, financial reports, tax returns and notices, extraordinary expenses (including litigation, indemnification and contribution expenses) and all other expenses and/or liabilities incurred in connection with the operation of the Fund. Generally, the feeder Funds will bear their pro-rata share of all expenses of the Master Fund; provided, however, that the general partner of the Master Fund may, in its sole discretion, specially allocate expenses between the feeder Funds in any manner it determines to be appropriate in its sole discretion.

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

The Funds' Governing Documents generally provide for a special performance-based allocation of a portion of their investment profits to the general partner of the Master Fund, which general partner is affiliated with Sunley House. The performance-based allocation may be waived or reduced by the general partner of the Master Fund in its sole discretion. When such performance-based allocations apply to any investor in the Funds, they may create an incentive for Sunley House to take risks in managing the Funds overall that it would not otherwise take in the absence of such arrangements. Such performance-based allocations may be waived or reduced for certain investors.

Consistent with the Funds' Governing Documents, the investors in the Funds who are eligible current or former employees of Advent or Sunley House will not be charged a performance-based allocation.

#### **Item 7. Types of Clients**

Sunley House's only advisory clients are the Funds. Investments in the Funds are subject to minimum investment requirements. See Item 4 of this Brochure and refer to the Funds' Governing Documents for more information.

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

##### **A. Methods of Analysis and Investment Strategies**

Sunley House's investment oversight committee (the "Investment Oversight Committee") is responsible for setting the general strategy for the Fund's portfolio and for providing further guidance and insights into potential investment opportunities. The executive officers of Sunley House make and execute day-to-day trading decisions within such strategy. The Investment Oversight Committee currently consists of two senior members of Sunley House's investment team who are employed by Sunley House and three executives of Advent who are involved in Advent's private equity business. Sunley House's investment team also participates in sector meetings and discussions with senior members of Advent's private equity team who have specific industry and/or geographic expertise that may be useful in identifying, analyzing and monitoring investments for the Funds.

Sunley House focuses on identifying companies that exhibit the potential for substantial capital appreciation through anticipated earnings sustainability or growth. Sunley House's research and diligence process generally focuses on a company's potential performance over a three to five year horizon. Companies with strong fundamentals and growth opportunities typically trade at premium valuations, so Sunley House seeks to invest at those times when short-term uncertainty leads to attractive valuations. Sunley House seeks to uncover such opportunities through a fundamental, research-intensive, security selection process.

The Funds' portfolio is expected to be constructed through the acquisition of investments which Sunley House believes to have the greatest potential return, taking into account risk considerations.

Sunley House's fundamental, research-intensive, security selection process and post-investment monitoring program require the commitment of substantial time and resources. Consequently, the Funds' portfolio may be relatively concentrated in a small number of issuers or investments.

The Funds currently focus on investing in corporate securities globally, including equity and fixed income with an emphasis on equity. These securities may include common stocks, preferred stocks, convertible securities, warrants, stock purchase rights, depository receipts, shares of investment companies, and other equity related interests, bank loans, bonds and other debt instruments. Sunley House may also implement the Funds' strategy with investments in other securities and instruments, including but not limited to partnership interests, market indices, foreign currencies, swaps, options and other financial, derivative, or similar instruments or investments that Sunley House deems appropriate. The Funds invest in long positions, but may also sell securities and other investments short. The Funds may also engage in a wide range of transactions designed to allow the Funds to leverage their returns from specific securities or to enhance the Funds' return overall, and may employ active portfolio management strategies both as a hedge against volatility and to seek to produce additional income and capital appreciation.

The Funds may also invest in futures on securities, and related options, but do not currently intend to engage in the use of commodity futures contracts and related options or to purchase or sell other commodities. Excess funds may be invested in government securities, money market funds, certificates of deposit and bankers' acceptances and other money market instruments deemed appropriate by Sunley House.

There are no material limitations on the asset classes, instruments or countries in which the Fund may invest. The descriptions contained herein of specific activities which may be engaged in by the Fund should not be construed as limiting the Fund's investment activities. The Fund reserves the right to expand its investment focus and modify its investment strategy as described in the Governing Documents.

## **B. Material Risks**

The investment strategies described above, and other strategies that may be pursued by the Funds, involve a substantial degree of risk, and the Funds may lose all or a substantial portion of the value of their investments. Material risks relating to the investment strategies and methods of analysis described above are described in more detail in the applicable Fund's offering document and

representatives of Sunley House or its affiliates are available to discuss with potential investors risks involved in the strategies pursued by a Fund.

*Investment Strategies.* The Funds' primary investment strategies entail the following material risks:

Financial Market Fluctuations. General fluctuations in the market prices of securities may affect the value of the investments held by the Fund. Instability in the securities markets will also likely increase the risks inherent in the Fund's investments. There is no guarantee that ordinary and prudent precautions for natural and other disasters will provide an effective connection between Sunley House and markets in the event of large-scale disruptions in the United States or, alternatively, in the countries where Sunley House executes trades.

Valuation. Securities that Sunley House believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame Sunley House anticipates. In particular, purchasing securities at prices that Sunley House believes to be distressed or below fair value is no guarantee that the price of such securities will not decline even further.

Market Disruption and Geopolitical Risk. The Fund is subject to the risk that geopolitical and other events (e.g., wars and terrorism) will disrupt securities markets and adversely affect global economies and markets, thereby decreasing the value of the Fund's investments. Sudden or significant changes in the supply or prices of commodities or other economic inputs (e.g., the marked decline in oil prices that began in late 2014) may have material and unexpected effects on both global securities markets and individual countries, regions, sectors, companies, or industries, which could significantly reduce the value of the Fund's investments.

Market disruptions, including sudden government interventions, can also prevent the Fund from implementing its investment program and achieving its investment objective. For example, a market disruption may adversely affect the ordinary functioning of the securities markets and may cause the Fund's derivatives counterparties to discontinue offering derivatives on some underlying commodities, securities, reference rates, or indices or to offer them on a more limited basis. To the extent the Fund has focused its investments in a particular region, adverse geopolitical and other events in that region could have a disproportionate impact on the Fund.

Continuing market uncertainty may have a significant impact on the Fund. Among other things, the level of investment opportunities may decline from Sunley House's current expectations. As a result, fewer investment opportunities may be available for the Fund, although if credit markets continue to be constrained, the Fund may have the opportunity to take larger positions in potential transactions. One possible consequence of fewer investment opportunities is that the Fund may take a longer than anticipated period to invest capital, as a result of which, at least for some period of time, the Fund may be relatively concentrated in a limited number of investments. Consequently, during any such period, the returns realized by investors in the Fund may be substantially adversely affected by the unfavorable performance of a small number of these investments. In addition, a slowdown in the global economy and increases in the prices of oil and gas, raw materials and agricultural commodities may affect inflation rates and currency exchange rates, which may in turn have a negative impact on the Fund.



Leverage. Sunley House may utilize leverage in investing the Fund's assets, including through engaging in trading on margin by borrowing funds and pledging securities as collateral. While such use of borrowed funds increases returns if the Fund earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns if the Fund fails to earn as much on such incremental investments as it pays for such funds. The effect of leverage may therefore result in a greater decrease in the net asset value of the Fund than if the Fund were not so leveraged. Any use by the Fund of short-term margin borrowings will result in certain additional risks to the Fund.

Investment in Non-U.S. Securities. The Fund expects to invest in non-U.S. securities. Such investments may be subject to a greater risk than U.S. investments due to non-U.S. economic, political and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation of assets or nationalization, imposition of non-U.S. tax-filing obligations and additional taxes on dividends, interest payments, capital gains, or other income, the need for approval by government or other authorities to make investments, and possible difficulty in obtaining and enforcing judgments against non-U.S. entities and other factors beyond the control of Sunley House. Furthermore, issuers of non-U.S. securities are subject to different, often less comprehensive accounting, reporting or disclosure requirements than U.S. issuers. The securities markets of some countries in which the Fund may invest have substantially less volume than those in the United States, and securities of certain companies in these countries are less liquid and more volatile than securities of comparable U.S. companies. Accordingly, these markets may be subject to greater influence by adverse events generally affecting the market, and by large investors trading significant blocks of securities, than is usual in the United States. Brokerage commissions and other transaction costs on securities exchanges in non-U.S. countries are generally higher than in the United States. Non-U.S. securities settlements may in some instances be subject to delays and related administrative uncertainties. In some countries there are restrictions on investments or investors such that the only practicable way for the Fund to invest in such markets is by entering into swaps or other derivative transactions with its prime brokers or others. Such transactions involve counterparty risks which are not present in the case of direct investments and which may not be controllable by Sunley House.

Investments in Emerging Markets. The Fund may invest in emerging markets. Investments in emerging markets involve a greater degree of risk than investing in developed countries. Among other things, emerging market investments may be subject to the following risks: less publicly available information; more volatile markets and unstable market conditions, changes in interest rates, availability of credit and inflation rates; less liquidity or available credit; uncertainty in enforceability of documents; changes in local laws and regulations (including nationalization of industries); political or economic instability (including wars, terrorist acts or security operations); the relatively small size of the securities markets in such countries and the low volume of trading and less strict securities market regulation; less favorable tax or legal provisions; price controls and other restrictive governmental actions; changes in or non-approval of tariffs or other fees or rates charged, potential severe inflation or other serious adverse economic developments; unstable currency; expropriation of property; confiscatory taxation; imposition of withholding and other taxes on income or gross sales proceeds or dispositions; fluctuations in the rate of exchange between currencies, non-convertibility of currencies which can result in the inability to repatriate

funds, costs associated with currency conversion; and certain government policies that may restrict the Fund's investment opportunities. The foregoing may result in lack of liquidity and in price volatility.

Investment in Illiquid Securities. The Fund may invest in private equity investments. While Sunley House expects that the majority of the Fund's portfolio will consist of liquid investments, Sunley House may invest in private or restricted securities or investments (as determined by Sunley House in its sole discretion). Illiquid assets that the Fund may invest in include privately placed securities that are not registered under the Securities Act, and may have little or no trading market. In addition, the Fund may not be able to readily dispose of such investments, and, in some cases, may be contractually prohibited from disposing of such securities for a specified period of time. These limitations on liquidity of the Fund's investments could prevent a successful sale thereof, result in delay of any sale, or reduce the amount of proceeds that might otherwise be realized.

Cybersecurity Risk. As part of its business, Sunley House processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Fund and personally identifiable information of the investors in the Fund. Similarly, service providers of Sunley House, the Fund or the Master Fund, especially the Fund's administrator, may process, store and transmit such information. Sunley House has procedures and systems in place to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Sunley House may be susceptible to compromise, leading to a breach of Sunley House's network. Sunley House's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by Sunley House to investors in the Funds may also be susceptible to compromise. Breach of Sunley House's information systems may cause information relating to the transactions of the Fund and personally identifiable information of investors in the Funds to be lost or improperly accessed, used or disclosed.

The service providers of Sunley House, the Fund and the Master Fund are subject to the same electronic information security threats as Sunley House. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Fund and personally identifiable information of the investors may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of the Sunley House's or the Fund's proprietary information may cause Sunley House or the Fund to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Fund and the investors' investments therein.

*Hedging Techniques and Other Strategies.* The hedging and other strategies that the Funds may pursue over time or from time to time may entail the following additional material risks:

Equity Securities. The market price of securities owned by the Fund may go up or down, sometimes rapidly or unpredictably. A risk of investing in the Fund is that the equity securities in the Fund's portfolio will decline in value due to factors affecting equity securities markets generally or particular industries represented in those markets. The values of equity securities may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Other risks of investing globally in equity securities may include changes in currency exchange rates, exchange control regulations, expropriation of assets or nationalization, imposition of withholding or other taxes, and difficulty in obtaining and enforcing judgments against non-U.S. entities.

Fixed Income Securities. The Fund may invest in bonds or other fixed-income securities, including, without limitation, commercial paper and "higher yielding" (and, therefore, higher risk) debt securities. Such securities may be below "investment grade" and may face ongoing uncertainties and exposure to adverse business, financial or economic conditions that could lead to the issuer's inability to make timely interest and principal payments. The market values of certain of these lower rated debt securities tend to reflect individual corporate developments to a greater extent than do higher rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher rated securities. Companies that issue lower rated debt securities often are highly leveraged and may not have access to more traditional methods of financing. Trading in such securities may be limited or disrupted by an economic recession, resulting in an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn could affect adversely the ability of the issuers of such securities to repay principal and pay interest thereon and, therefore, increase the incidence of default for such securities.

Derivative Instruments. The use of derivatives involves the risk that their value may not change as expected relative to changes in the value of the assets, rates or indices they are designed to track. In addition, all derivative instruments involve risks that are in addition to, and potentially greater than, the risks of investing directly in securities and other more traditional assets, including:

- *Management Risks.* Derivative products are specialized instruments that require investment techniques and risk analyses different from those associated with equities and fixed income securities. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into and the ability to assess the risk that a derivative adds to the Fund's portfolio.
- *Counterparty Risks.* This is the risk that a loss may be sustained by the Fund as a result of the failure of the other party to a derivative (usually referred to as a "counterparty") to comply with the terms of the derivative contract. The Fund may post or receive collateral related to changes in the market value of a derivative. The Fund also may invest in

derivatives that (i) do not require the counterparty to post collateral, (ii) require collateral but that do not provide for the Fund's security interest in it to be perfected, (iii) require significant upfront deposits unrelated to the derivatives' fundamental fair (or intrinsic) value, or (iv) do not require that collateral be regularly marked-to-market. When a counterparty's obligations are not fully secured by collateral, the Fund runs a greater risk of not being able to recover what it is owed if the counterparty defaults. Even when derivatives are required by contract to be collateralized, the Fund typically will not receive the collateral for one or more days after the collateral is required to be posted.

- *Documentation Risks.* Many derivative instruments are also subject to documentation risk, which is the risk that ambiguities, inconsistencies or errors in the documentation relating to a derivative transaction may lead to a dispute with the counterparty or unintended investment results. Because the contract for each over-the-counter derivative transaction is individually negotiated, the counterparty may interpret contractual terms (e.g., the definition of default) differently than the Fund, and if it does, the Fund may decide not to pursue its claims against the counterparty to avoid the cost and unpredictability of legal proceedings. The Fund, therefore, may be unable to obtain payments Sunley House believes are owed to the Fund under derivative instruments or those payments may be delayed or made only after the Fund has incurred the cost of litigation.

Also, payment amounts calculated in connection with standard industry conventions for resolving contractual issues (e.g., ISDA Protocols and auction processes) may be different than would be realized if a counterparty were required to comply with the literal terms of the derivatives contract (e.g., physical delivery). In addition, the literal terms of an over-the-counter contract may be applied in ways that are at odds with the investment thesis behind the decision to enter into the contract.

- *Illiquidity Risks.* If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many over-the-counter derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous price. Less liquid derivative instruments also may fall more in price than other securities during market falls. During periods of market disruptions, the Fund may have a greater need for cash to provide collateral for large swings in the mark-to-market obligations arising under the derivative instruments used by the Fund.
- *Leverage Risks.* Because many derivatives have a leverage component (i.e., a notional value in excess of the assets needed to establish or maintain the derivative position), adverse changes in the value or level of the underlying asset, rate or index can result in a loss substantially greater than the amount invested in the derivative itself. In the case of swaps, the risk of loss generally is related to a notional principal amount, even if the parties have not made any initial investment. Notional amounts of swap transactions are not subject to any limitations, and swap contracts may expose the Fund to unlimited risk of loss. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment.
- *Derivatives Regulation.* In addition, the U.S. government has enacted legislation that provides for new regulation of the derivatives market, including clearing, margin,

reporting, and registration requirements, which could restrict the Fund's ability to engage in derivatives transactions or increase the cost or uncertainty involved in such transactions. The European Union (and some other countries) are implementing similar requirements, which will affect the Fund when it enters into a derivatives transaction with a counterparty organized in that country or otherwise subject to that country's derivatives regulations. Because these requirements are new and evolving (and some of the rules are not yet final), their ultimate impact remains unclear.

Transactions in some types of swaps (including interest rate swaps and credit default swaps on North American and European indices) are required to be centrally cleared. In a transaction involving those swaps ("cleared derivatives"), the Fund's counterparty is a clearing house rather than a bank or broker. Since the Fund is not a member of a clearing house and only members of a clearing house ("clearing members") can participate directly in the clearing house, the Fund holds cleared derivatives through accounts at a clearing member. In cleared derivatives positions, the Fund makes payments (including margin payments) to and receives payments from a clearing house through accounts at clearing members. Clearing members guarantee performance of their clients' obligations to the clearing house.

In some ways, cleared derivative arrangements are less favorable to funds than bilateral arrangements, for example, by requiring that funds provide more margin for their cleared derivatives positions. Also, as a general matter, in contrast to a bilateral derivatives position, following a period of notice to the Fund, a clearing member at any time can require termination of an existing cleared derivatives position or an increase in margin requirements above those required at the outset of a transaction. Clearing houses also have broad rights to increase margin requirements for existing positions or to terminate those positions at any time. Any increase in margin requirements or termination of existing cleared derivatives positions by the clearing member or the clearing house could interfere with the ability of the Fund to pursue its investment strategy. Further, any increase in margin requirements by a clearing member could expose the Fund to greater credit risk to its clearing member, because margin for cleared derivatives positions in excess of a clearing house's margin requirements typically is held by the clearing member. Also, the Fund is subject to risk if it enters into a derivatives transaction that is required to be cleared (or that Sunley House expects to be cleared), and no clearing member is willing or able to clear the transaction on the Fund's behalf. While the documentation in place between the Fund and its clearing member generally provides that the clearing member will accept for clearing all cleared derivatives transactions that are within credit limits (specified in advance) for the Fund, the Fund is still subject to the risk that no clearing member will be willing or able to clear a transaction. In those cases, the position might have to be terminated, and the Fund could lose some or all of the benefit of the position, including loss of an increase in the value of the position and loss of hedging protection. In addition, the documentation governing the relationship between the Fund and clearing members is drafted by the clearing member and generally is less favorable to the Fund than typical bilateral derivatives documentation. For example, documentation relating to cleared derivatives generally includes a one-way indemnity by the Fund in favor of the clearing member for losses the clearing member incurs as the Fund's clearing member. Also, such documentation typically does not provide the Fund any remedies if the clearing member defaults or becomes insolvent. While futures contracts entail similar risks, the risks may

be more pronounced for cleared derivatives due to their more limited liquidity and market history.

Some types of cleared derivatives are required to be executed on an exchange or on a swap execution facility. A swap execution facility is a trading platform where multiple market participants can execute derivatives by accepting bids and offers made by multiple other participants in the platform. While this execution requirement is designed to increase transparency and liquidity in the cleared derivatives market, trading on a swap execution facility can create additional costs and risks for the Fund. For example, swap execution facilities typically charge fees, and if the Fund executes derivatives on a swap execution facility through a broker intermediary, the intermediary may impose fees as well. Also, the Fund may indemnify a swap execution facility, or a broker intermediary who executes cleared derivatives on a swap execution facility on the Fund's behalf, against any losses or costs that may be incurred as a result of the Fund's transactions on the swap execution facility.

The Funds' transactions will be subject to variation margin requirements under new rules and Sunley House expects that transactions will be subject to initial margin requirements in 2020. Such requirements could increase the amount of margin the Fund needs to provide in connection with its derivatives transactions and, therefore, make derivatives transactions more expensive.

These and other new rules and regulations could, among other things, further restrict the Fund's ability to engage in, or increase the cost to the Fund of, derivatives transactions, for example, by making some types of derivatives no longer available to the Fund or otherwise limiting liquidity. The implementation of the clearing requirement has increased the costs of derivatives transactions for the Fund, since the Fund has to pay fees to its clearing members and is typically required to post more margin for cleared derivatives than it has historically posted for bilateral derivatives. The costs of derivatives transactions are expected to increase further as clearing members raise their fees to cover the costs of additional capital requirements and other regulatory changes applicable to the clearing members, and when rules imposing mandatory minimum margin requirements on bilateral swaps become effective. These rules and regulations are new and evolving, so their potential impact on the Fund and the financial system are not yet known. While the new rules and regulations and central clearing of some derivatives transactions are designed to reduce systemic risk (i.e., the risk that the interdependence of large derivatives dealers could cause them to suffer liquidity, solvency or other challenges simultaneously), there is no assurance that they will achieve that result, and in the meantime, as noted above, central clearing and related requirements expose the Funds to new kinds of costs and risks.

- *Other Risks.* Other risks in using derivatives include the risk of mispricing or incorrect valuation of derivatives. Many derivatives, in particular over-the-counter derivatives, are complex and their valuation often requires modeling and judgment, which increases the risk of mispricing or incorrect valuation. The pricing models used may not produce valuations that are consistent with the values the Fund realizes when it closes or sells an over-the-counter derivative. Valuation risk is more pronounced when the Fund enters into over-the-counter derivatives with specialized terms because the market value of those derivatives in some cases is determined in part by reference to similar derivatives with more standardized terms. Incorrect valuations may result in increased cash payment

requirements to counterparties, over- and/or under- collateralization, and/or errors in calculation of the Fund's net asset value.

The Fund's use of derivatives may not be effective or have the desired result. Derivatives involve the risk that their value may not change as expected relative to changes in the value of the assets, rates or indices they are designed to track. The risk may be more pronounced when outstanding notional amounts in the market exceed the amounts of the referenced assets. Derivatives are also subject to currency and other risks. Moreover, suitable derivatives may not be available in all circumstances. For example, the economic costs of taking some derivatives positions may be prohibitive. In addition, Sunley House may decide not to use derivatives to hedge or otherwise reduce the Fund's risk exposures, potentially resulting in losses for the Fund.

Counterparties to derivatives contracts may have the right to terminate such contracts if the Fund's net asset value declines below a certain level over a specified period of time. The exercise of such a right by the counterparty could have a material adverse effect on the Fund's operations.

The Fund's use of derivatives may be subject to special tax rules and could generate additional taxable income for investors. In addition, the tax treatment of the Fund's use of derivatives may be unclear because there is little case or other law interpreting the terms of most derivatives or determining their tax treatment.

Option Transactions. Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. Although an option buyer's risk is limited to the amount of the original investment for the purchase of the option, an investment in an option may be subject to greater fluctuation than is an investment in the underlying securities. In theory, an uncovered call writer's loss is potentially unlimited, but in practice the loss is limited by the term of existence of the call. The risk for a writer of a put option is that the price of the underlying securities may fall below the exercise price. The ability to trade in or exercise options may be restricted in the event that trading in the underlying securities interest becomes restricted.

Unlike exchange-traded options, which are standardized with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of over-the-counter options (options not traded on exchanges) are generally established through negotiation with the other party to the option contract. While this type of arrangement allows the Fund greater flexibility to tailor an option to its needs, over-the-counter options generally involve greater credit risk than exchange-traded options, which are guaranteed by the clearing organization of the exchanges where they are traded.

Short Sales. Short selling exposes the Fund to unlimited risk with respect to a security, currency or other instrument sold short due to the lack of an upper limit on the price to which an investment can rise. Purchasing securities, currencies or other instruments to close out a short position can itself cause the price of the securities, currencies or other instruments to rise further, thereby exacerbating any losses. Under adverse market conditions, the Fund may have difficulty purchasing securities, currencies or other instruments to meet its short sale delivery obligations, and may have to sell portfolio securities, currencies or other instruments to raise the capital necessary to meet its short sale obligations at a time when it would be unfavorable to do so. If a

request for return of borrowed securities, currencies and/or other instruments occurs at a time when other short sellers of the securities, currencies and/or other instruments are receiving similar requests, a “short squeeze” can occur, and the Fund may be compelled to replace borrowed securities, currencies and/or other instruments previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities, currencies and/or other instruments short. In addition, the Fund may have difficulty purchasing securities, currencies and/or other instruments to meet its delivery obligations in the case of less liquid securities, currencies and/or other instruments sold short by the Fund such as certain emerging market country securities or securities of companies with smaller market capitalizations. Short sales of securities, currencies or other instruments the Fund does not own and “short” derivative positions involve forms of investment leverage, and the amount of the Fund’s potential loss is theoretically unlimited. The Fund is subject to increased leveraging risk and other investment risks to the extent it sells short securities, currencies or other instruments it does not own or takes “short” derivative positions. The SEC and other regulators have in the past and may in the future adopt restrictions or other requirements on short sales.

Commodity Derivative Contracts. Commodity prices can be extremely volatile and may be directly or indirectly affected by many factors, including changes in overall market movements, real or perceived inflationary trends, commodity index volatility, changes in interest rates or currency exchange rates, population growth and changing demographics, and factors affecting a particular industry or commodity. In addition, some commodities are subject to limited pricing flexibility because of supply and demand factors, and others are subject to broad price fluctuations as a result of the volatility of prices for certain raw materials and the instability of supplies of other materials.

Swaps. Notional amounts of swap transactions are not subject to any limitations, and swap contracts may expose the Fund to unlimited risk of loss. Swaps may be used as an alternative to futures contracts. To the extent the Fund invests in repos, swaps, forwards, futures, options and other “synthetic” or derivative instruments, counterparty exposures can develop and the Fund takes the risk of nonperformance by the other party on the contract. This risk may differ materially from those entailed in exchange-traded transactions which generally are supported by guarantees of clearing organizations, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default. In the international securities markets, the existence of less mature settlement structures and systems can result in settlement default and exposure to counterparty credits.

Futures. Investment in futures contracts involves risk. A purchase or sale of futures contracts may result in losses in excess of the amount invested in the futures contract. If a futures contract is used for hedging, an imperfect correlation between movements in the price of the futures contract and the price of the security, currency, or other investment being hedged creates risk. In the event of an imperfect correlation between a futures position and the portfolio position (or anticipated position) intended to be hedged, the Fund may realize a loss on the futures contract at the same time the Fund is realizing a loss on the portfolio position intended to be hedged. The successful use of transactions in futures contracts and related options for hedging also depends on the direction and extent of exchange rate, interest rate, and asset price movements within a given time frame. The Fund may purchase futures contracts (or options on them) as an anticipatory hedge against a possible increase in the price of a currency in which



securities the Fund anticipates purchasing are denominated. If the Fund does not then invest in those securities, the Fund may realize a loss on the futures contract that is not offset by a reduction in the price of the securities purchased.

There is no guarantee that the Fund will be able to enter into an offsetting closing transaction for a purchased or sold futures contract, by selling or purchasing, respectively, an instrument identical to the instrument purchased or sold. In addition, under certain circumstances, futures exchanges may establish daily limits on the amount that the price of a futures contract can vary from the previous day's settlement price, thereby effectively preventing liquidation of unfavorable positions. It is also possible that an exchange or governmental authority may suspend or restrict trading on an exchange or in particular securities or other instruments traded on the exchange. If the Fund is unable to liquidate a futures position due to the absence of a liquid secondary market or the imposition of price limits or other restrictions, it could incur substantial losses. Furthermore, the Fund would continue to be subject to market risk with respect to the position.

The low initial margin deposits normally required in futures trading permit an extremely high degree of leverage. Accordingly, a relatively small price movement in a futures contract can result in immediate and substantial losses. All participants in the futures markets are subject to margin deposit and maintenance requirements. Instead of meeting margin calls, investors may close futures contracts through offsetting transactions, which could distort normal correlations.

#### **Item 9. Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of the investment adviser or the integrity of its management. Sunley House has no disciplinary matters required to be disclosed under this Item.

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

##### **A. Other Financial Industry Activities**

A registered investment adviser is required to disclose whether it or any of its management persons are registered, or have an application pending to register, as a (a) broker-dealer or a registered representative of a broker-dealer, or (b) futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. Neither Sunley House nor any of its management persons is registered as such or has any application for such registration pending.

##### **B. Material Relationships and Arrangements**

Sunley House has a material arrangement with AIC pursuant to which Sunley House carries out its compliance, finance and other operational functions on an integrated basis with Advent, allowing it to leverage Advent's experience and the breadth of its global organization at no additional cost to the Funds.

Sunley House is also affiliated with a significant number of investment advisers and other related parties.

Sunley House has established the following wholly owned subsidiary to provide investment advisory services to Sunley House.

- Sunley House Capital Management Ltd.

AIC has established the following majority owned and wholly owned subsidiaries to provide investment advisory services, directly or indirectly, to Advent in various countries.

- Advent Do Brasil Consultoria E Participacoes Ltda – Brazil
- Advent International Advisory S.L. – Spain
- Advent International Colombia S.A.S. — Colombia
- Advent International Cyprus Limited — Cyprus
- Advent International Hong Kong Limited
- Advent International PE Advisors, S.C. — Mexico
- Advent International plc — United Kingdom
- Advent International S.A.C. - Peru
- Advent International S.A.S. — France
- Advent International s.r.o. — Czech Republic

The following entities provide investment advisory services, directly or indirectly, solely to Advent.

- Advent Investment Advisory GmbH — Germany
- Advent International GmbH — Germany
- Advent International Sp. Zo.o.sp.k. — Poland

Additionally, AIC holds a direct or indirect interest in the entities listed below; these entities have been established for the purpose of serving as the general partner or managing member of AIC's funds and co-investment funds:

- ACEE III GP Limited Partnership
- ACEE IV GP (Delaware) Limited Partnership
- ACEE IV GP Limited Partnership
- Advent AH General Partner, L.P.
- Advent Cayman GPE IV- D GP LTD
- Advent Funds LLC
- Advent International AILP LLC
- Advent International LLC
- Advent International Cayman L.L.C.
- Advent International GPE VII, LLC
- Advent International GPE VIII, LLC
- Advent International LAPEF VI, LLC
- Advent International Limited Partnership

- Advent Latin II-C Management Limited Partnership
- AHLS III GP Limited Partnership
- AP GPE VIII GP Limited Partnership
- Dragonera Holding B.V.
- GPE V GP Limited Partnership
- GPE VI FIS GP Sarl
- GPE VI GP (Delaware) Limited Partnership
- GPE VI GP Limited Partnership
- GPE VI OT Co-Investment GP Limited Partnership
- GPE VII FIS GP Sarl
- GPE VII GP (Delaware) Limited Partnership
- GPE VII GP Limited Partnership
- GPE VII OT Co-Investment GP Limited Partnership
- GPE VIII GP (Delaware) Limited Partnership
- GPE VIII GP Limited Partnership
- GPE VIII OT Co-Investment GP Limited Partnership
- LAPEF III GP Limited Partnership
- LAPEF IV GP Limited Partnership
- LAPEF V GP Limited Partnership
- LAPEF VI GP Limited Partnership

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

Sunley House has established a Code of Ethics in accordance with Rule 204A-1 under the Advisers Act. Sunley House's Code of Ethics contains provisions that remind employees of their obligations to the clients and obligations to comply with federal securities laws, sets forth standards of conduct, restricts personal securities trading and requires reporting of personal securities transactions and holdings. Sunley House's Code of Ethics also contains provisions related to reporting violations of, and enforcing, Sunley House's Code of Ethics. Each Sunley House employee is required to acknowledge at the time of hire and then on an annual basis that he or she received, read and understands Sunley House's Code of Ethics.

The Code of Ethics is designed to prevent the personal securities transactions and interests of the employees of Sunley House from interfering with (i) making decisions in the best interest of the clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts where appropriate. The Code of Ethics prohibits Sunley House employees (but not Advent personnel who are members of the Investment Committee or who otherwise spend some of their time on Sunley House matters) from purchasing any type of a company's publicly listed securities, and requires pre-clearance for all Sunley House employees (including all Investment Committee members) for sales of, and personal securities transactions in, initial public offerings and limited offerings.

Interested persons may request a copy of the Code of Ethics by contacting Jaime Utano, Compliance Manager, at (617) 951-9473 [or jutano@adventinternational.com](mailto:jutano@adventinternational.com).

*Cross-Trades, Principal Transactions, and Trade Aggregation*

Sunley House may effect client cross-transactions where it causes a transaction to be effected between the Funds and another account managed or advised by Sunley House or any of its affiliates when they believe such transactions are appropriate and in accordance with applicable regulatory requirements. To the extent that a cross transaction may be viewed as a principal transaction due to the ownership interest in the Funds or such other client by Sunley House or its affiliates, Sunley House will comply with the requirements of Section 206(3) of the Advisers Act, including obtaining the requisite consent. To the extent permitted by law, Sunley House is permitted to bunch or aggregate orders for the Funds' account with orders for other accounts, notwithstanding that the effect of such aggregation may operate to the disadvantage of the Funds.

### *Conflicts of Interest*

Various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities of Sunley House, its affiliates and their respective clients. The following briefly summarizes some of these conflicts; it is not intended to be an exhaustive list of all such conflicts.

Sunley House is owned and controlled by AIC, an SEC registered investment adviser that advises private equity funds. AIC and other affiliates of Sunley House engage in a broad spectrum of activities, including direct private equity investment activities and investment advisory activities, and have extensive investment activities, both on behalf of other funds and accounts for which they act as manager and on a principal basis, that are independent from, and may from time to time conflict with, the Funds' investment activities. Under certain circumstances as a result of these other activities, the Funds' investment activities may be restricted or the Funds may be obligated to obtain approval from a Sunley House affiliate prior to making an investment, hold an investment for an extended period of time, roll-over an investment into an illiquid position, sell an investment at an inopportune time or price, or forego an investment opportunity all together.

In addition, the Fund may, under certain circumstances, invest in the same companies as AIC's private equity funds (and such investments may be made in the same or different securities or at the same or different times). Conflicts may arise in determining the terms of the investments, particularly where these clients may invest in different types of securities in a single portfolio company. Questions may arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be refinanced. Decisions about what action should be taken in a troubled situation, including whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, whether or not or in what manner to exercise a voting or consent right, and the terms of any work out or restructuring may raise conflicts of interest. In such circumstances, the Fund may be required to make such investments in a manner that does not result in the Fund holding any voting rights with respect to the underlying securities or to otherwise agree not to exercise any such right to vote. There can be no assurance that the returns of the Fund with respect to an investment would be equal to and not less than an AIC private equity fund investing in the same company or that it would have been as favorable as it would have been had such conflict not existed.

Certain transactions by the Fund involving issuers of securities held or to be held by AIC's private equity funds may require approval of the limited partner advisory committees, or, in certain cases, the investment committee, of such AIC private equity funds. Such transactions may include,

without limitation, instances where the Fund owns interests in a company and an AIC private equity fund buys shares in the same company; the Advent private equity fund owns interests in a company and the Fund subsequently buys interests in the same company; the Fund buys securities from an AIC private equity fund, or vice versa; or the Fund and an AIC private equity fund co-invest in the same company. All such transactions will require the approval of the limited partner advisory committee of the applicable AIC private equity fund(s) at any time when certain related persons own 10% or more of the direct or indirect interests in the Master Fund. In addition, if certain related persons own 25% or more of the direct or indirect interests in the Master Fund, certain Fund transactions may require compliance with the requirements of Section 206(3) of the Advisers Act, including obtaining the requisite consent.

Sunley House, its affiliates and their respective clients may also make investments that would be appropriate for the Funds. Such investments may be different from those made on behalf of the Funds. In addition, affiliates and clients of Sunley House may make investments that are senior to, or have interests different from or adverse to, the investments made by the Funds. Sunley House and/or its affiliates may at certain times be simultaneously seeking to purchase and dispose of investments for their respective accounts, the Funds, any similar entity for which they serve as investment manager and for their respective clients or affiliates. Subject to the requirements of the governing instruments pertaining to Sunley House or its affiliates, investment opportunities sourced by Sunley House will generally be allocated to the Funds in a manner that Sunley House or other of its affiliates believe, in their judgment, to be appropriate given factors they believe to be relevant. Such factors may include the investment objectives, liquidity, diversification, and other limitations of the Funds and Sunley House or other affiliates and the amount of funds each of them has available for such investment. Investment opportunities sourced by AIC that are appropriate for both the private equity funds and the Funds will be allocated among the private equity funds and the Funds as provided in AIC's Fund Allocation Policy, subject to complying with any requirements in the organizational documents of the private equity funds. It is anticipated that under certain circumstances, and in compliance with the Funds' Governing Documents, the Funds may co-invest in certain portfolio companies with private equity funds advised by AIC.

Neither Sunley House nor any of its affiliates is under any obligation to offer investment opportunities of which they become aware to the Funds or to account to the Funds (or share with the Funds or inform the Funds of) any such transaction or any benefit received by them from any such transaction or to inform the Funds of any investments before offering any investments to other funds or accounts that Sunley House and/or its affiliates manage or advise. Furthermore, Sunley House and/or its affiliates may make an investment on behalf of any account that they manage or advise without offering the investment opportunity or making any investment on behalf of the Funds. Furthermore, affiliates of Sunley House may make an investment on their own behalf without offering the investment opportunity to, or Sunley House making any investment on behalf of, the Funds. Affirmative obligations may exist or arise in the future, whereby affiliates of Sunley House are obligated to offer certain investments to funds or accounts that such affiliates manage or advise before or without Sunley House offering those investments to the Funds. Sunley House may make investments on behalf of the Funds that it has declined to invest in for its own account, the account of any of its affiliates or the account of its other clients. Sunley House and its affiliates will endeavor to resolve conflicts arising therefrom in a manner that it deems equitable to the extent possible under the prevailing facts and circumstances and applicable law.

In exercising its discretion to allocate investment opportunities, Sunley House and its affiliates may be faced with a variety of potential conflicts of interest. For example, in allocating an investment opportunity among funds or accounts with differing fee, expense and compensation structures, Sunley House and its affiliates may have an incentive to allocate investment opportunities to the funds or accounts from which Sunley House and its affiliates or their related persons may derive, directly or indirectly, a higher fee, compensation or other benefit. In addition, directors, officers, principals and employees of Sunley House and its affiliates may invest in funds or accounts managed by AIC and may therefore participate in investments made by the funds or accounts in which they invest. Such interests will vary from one fund or account to another. The existence of these varying circumstances may present conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a fund or account, including the Funds.

The Funds' investors will include taxable and tax-exempt entities and may include persons or entities organized in multiple jurisdictions. The various types of investors may have conflicting investment, tax and other interests with respect to their investment in the Funds. When considering a potential investment, Sunley House will generally consider the investment objectives of the applicable Fund, as a whole, and not the investment objectives of any investor individually. Consequently, Sunley House may make decisions from time to time that may be more beneficial to one type of investor than another.

Although the principals, employees and professional staff of Sunley House will devote as much time to the Funds as Sunley House deems appropriate to perform its duties in accordance with its Investment Management Agreements and in accordance with reasonable commercial standards, such principals, employees and professional staff may have conflicts in allocating their time and services among the Funds and other funds and accounts of Sunley House and its affiliates.

Because the Funds will bear their expenses or, if incurred by Sunley House, are reimbursed by the Funds, Sunley House may not necessarily seek out the lowest cost options when incurring (or causing the Funds to incur) such expenses.

As described in Item 12 below, Sunley House has engaged an unaffiliated registered broker-dealer to provide the Funds with exclusive execution services for global public equity securities, including providing in effect an outsourced trading desk service, and the broker-dealer will be compensated for such services on an agreed commission basis (in addition to any commission charged by other brokers with whom transactions are executed or cleared). Sunley House will monitor and oversee the services provided, consistent with its duty of best execution; however, the effect of this arrangement is that the Funds will bear the costs of the equity trading desk functions, whereas if Sunley House provided trading desk services directly, it would bear the costs of such services. This presents a potential conflict of interest; however, given the global equity strategy of the Funds and the need to understand and have current information with respect to multiple global markets, Sunley House believes that such arrangement is in the best interest of the Funds. Sunley House anticipates that the experience and market knowledge offered through outsourcing will benefit the Funds, although there can be no assurance that any benefits will be achieved.

## **Item 12. Brokerage Practices**

Sunley House has complete discretion in deciding which financial instruments are bought and sold by the Funds, the amount and price of the financial instruments, the brokers or dealers to be used for a particular transaction, and the commissions or markups and markdowns paid. In executing portfolio transactions for the Funds, including financings, and selecting brokers and dealers, Sunley House will seek best execution, taking into consideration the factors Sunley House considers relevant, including price and, to the extent applicable, transaction costs, ability to effect transactions, facilities, confidentiality, reliability and financial responsibility, access to company management, access to deal flow, experience with precedent transactions, ability to provide financing commitments, as well as other factors that the Sunley House deems appropriate to consider under the circumstances.

Subject to its obligation to seek best execution, Sunley House may delegate execution of trading functions to one or more third parties, and in executing transactions for the Funds and placing orders with brokers and dealers, Sunley House (or its delegates) may also give consideration to placing portfolio transactions with those brokers and dealers who furnish marketing assistance, capital introduction, consulting services, research, research-related services and consulting services relating to technology and office space and other services to the Funds, Sunley House or its other clients, as the case may be, and as permitted by applicable law, regardless of whether the Funds in any particular instance are the direct or indirect beneficiary of such research or other services provided. Sunley House has engaged an unaffiliated registered broker-dealer to provide exclusive execution services for global public equity securities, including providing in effect an outsourced trading desk service. Sunley House expects to execute transactions in other securities directly. Sunley House monitors and oversees all of its brokerage and trading relationships (including the outsourced arrangement) consistent with its duty of best execution. Sunley House is not obligated to solicit competitive bids or to seek the lowest available commission cost.

Except with respect to the outsourced trading function for global equities, Sunley House has no formal arrangements with specific brokers or dealers to receive research or other services beyond transaction execution in exchange for brokerage commissions from client transactions (so-called “soft dollar” arrangements). However, brokers or dealers may be selected who provide Sunley House with brokerage and research services, including but not limited to: proprietary research and analyses concerning specific securities, companies or sectors; news, quotation, statistics and pricing services, as well as discussions with research personnel and consultants; software, databases and other technical and telecommunications services and equipment utilized in the investment management process; and consulting fees in connection with investigating and monitoring potential and existing investments – all of which may be attractive for one or more Funds or to Sunley House itself.

In accordance with Section 28(e) of the Securities Exchange Act of 1934, as amended, broker-dealers providing such services may be paid commissions on Fund transactions in excess of those that other broker-dealers not providing such services might charge so long as Sunley House determines in good faith the amount of commissions is reasonable in relation to the value of the brokerage and research services provided, taking into account all of the accounts over which Sunley House exercises investment discretion. Recognizing the value of the brokerage and research

services provided, Sunley House may allow a brokerage commission or negotiated term in excess of that which another broker might have charged for effecting the same transaction.

When Sunley House uses Fund brokerage commissions to obtain brokerage or research services, we receive a benefit to the extent that we do not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of Fund brokerage commissions results in a conflict of interest, because we have an incentive to direct Fund brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for the Funds.

It is Sunley House's policy to not enter into directed brokerage arrangements. A "directed brokerage" arrangement is an arrangement whereby a client of an investment adviser instructs the adviser to direct a portion of its brokerage transactions to a particular broker-dealer.

### **Item 13. Review of Accounts**

At the time of any investment by a Fund, Sunley House evaluates whether the investment will satisfy the investment strategy established by the Investment Oversight Committee with respect to such Fund. After an investment is made by a Fund, Sunley House monitors the investment for the Fund. Any decision to sell securities held by a Fund is effected by Sunley House personnel consistent with the general investment strategy established by Sunley House's Investment Oversight Committee. Portfolio reports are periodically reviewed by the Sunley House investment team. Portfolio reports typically include the securities held by the Fund; unit cost and current value of each security in the Fund's portfolio; and the Fund's performance information.

In addition and as provided in the Governing Documents of the Funds, each Fund delivers to each limited partner an unaudited investor statement on a monthly basis. Such statement generally includes the limited partner's capital allocation and the Fund's performance for that time period. Each investor also receives the Fund's audited condensed financial statement on an annual basis.

The Sunley House team creates a commentary on a quarterly basis that is distributed to each current investor that highlights the Funds' portfolio among other things.

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

Sunley House does not receive economic benefits from non-clients for providing investment advice and other advisory services. Nor does Sunley House, nor any related person, directly or indirectly compensate any person who is not a supervised person for client referrals.

### **Item 15. Custody**

Sunley House will be deemed to have custody of the Funds' assets because of the authority that Sunley House and/or its affiliated entities have over these assets. Advisers who are deemed to have custody of the assets of clients formed as pooled investment vehicles may comply with the Rule 206(4)-2 under the Advisers Act (the "Custody Rule") if the assets are held by a qualified custodian, the pooled investment vehicle has audited financial statements that are prepared in accordance with generally accepted accounting principles, and such statements are distributed to



investors in the pooled investment vehicle within 120 days of the end of the pooled investment vehicle's fiscal year. Sunley House intends to cause the Funds to receive and to distribute to their investors audited financial statements within 120 days of the end of each Fund's fiscal year.

#### **Item 16. Investment Discretion**

Pursuant to the Investment Management Agreement of each Fund, and subject to the direction and control of the general partner of such Fund, Sunley House has full discretion over investment decisions and generally performs the day-to-day investment operations of each such Fund in accordance with the terms and conditions of the Governing Documents of such Fund.

#### **Item 17. Voting Client Securities**

Sunley House has established proxy voting policies and procedures and Sunley House's Compliance Department oversees the proxy voting process on behalf of the Funds. Designated Sunley House employees are responsible for reviewing, analyzing, monitoring and voting all proxies.

Sunley House will vote proxies on a case-by-case basis in a manner that it determines to be in the best interest of each particular Fund. Sunley House defines the best interest of a Fund in this context primarily with reference to the impact that the issue being voted upon may have on the desirability of owning the security from the perspective of the Fund.

Sunley House's proxy voting policies and procedures include guidelines regarding: (i) the determination, on a case-by-case basis, of how proxies will be voted; (ii) the responsibility of certain designated employees with regard to the proxy voting process; (iii) how material conflicts of interest are addressed so that all proxies are considered and voted in the best interest of the applicable Fund; and (iv) record keeping requirements.

Upon request, Sunley House will provide a Fund or an investor in a Fund with information regarding how the applicable Fund's proxies were voted and will provide a copy of its proxy voting policies and procedures. To obtain this information, please send a written request to:

Sunley House Capital Management LLC  
800 Boylston Street  
Boston, MA 02199  
Attn: Jhaleh Ghassemi  
Fax: (617) 439-6074

#### **Item 18. Financial Information**

As a registered investment adviser, Sunley House is required in this Item to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients. Sunley House has no financial condition that impairs its ability to meet contractual commitments to its clients. Sunley House has not been the subject of a bankruptcy petition.