

**CORDILLERA INVESTMENT PARTNERS, L.P.**

**PART 2A OF FORM ADV: FIRM BROCHURE**

**Cordillera Investment Partners, L.P.  
1 Letterman Drive, C3-950  
San Francisco, CA 94129**

**March 2018**

**This brochure provides information about the qualifications and business practices of Cordillera Investment Partners, L.P. (the “Firm”). If you have any questions about the contents of this brochure, please contact Agustin “Gus” Araya, the Firm’s Chief Compliance Officer, at (415) 738-7944 or [compliance@cordillera-ip.com](mailto:compliance@cordillera-ip.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Any reference to the Firm as a registered investment adviser does not imply a certain level of skill or training.**

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

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***Item 2: Material Changes***

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This is the initial filing of the Form ADV Part 2A. In the future, this Item 2 will discuss specific material changes that have been made since the last annual filing and will provide a summary of those changes, which will be reflected below.

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**Item 3: Table of Contents**

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**Item 4: Advisory Business**

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**Item 4.A.**

Cordillera Investment Partners, L.P. (“**Cordillera**” or the “**Firm**”), a Delaware limited partnership, was formed in July 2015 and filed to become a registered investment adviser with the United States Securities and Exchange Commission (“**SEC**”) in March 2018. As indicated on the Firm’s Form ADV Part 1A, Agustin “Gus” Araya, Chris Heller and Ashley Marks are the Firm’s principal owners. Cordillera Investment Partners, LLC serves as the Firm’s general partner.

**Item 4.B.**

The Firm is an investment management firm that provides advisory services on a discretionary basis to a number of privately offered pooled investment vehicles (collectively, the “**Funds**” and each a “**Fund**”). Currently, Cordillera manages three Funds, each of which is a Delaware limited partnership: Cordillera Investment Fund I, L.P. and Cordillera Investment Fund I-B, L.P.; and Cordillera Investment Fund II, L.P. Cordillera also manages six co-investment vehicles (“**Co-Investment Vehicles**”, and together with the Funds, the “**Advisory Clients**” and each an “**Advisory Client**”), each a Delaware limited partnership, which have participated in certain investments alongside the Funds. These are: Cordillera Crystallex Co-Investment Fund, L.P.; Cordillera Crystallex Co-Investment Fund II, L.P.; Cordillera Spectrum Co-Investment, L.P.; Cordillera Spectrum Co-Investment II, L.P.; Cordillera Primary Wave Co-Investment Fund, L.P.; and Cordillera Suntex Co-Investment Fund, L.P. In the future, Cordillera may form additional funds, including feeder and parallel funds, co-investment vehicles and special purpose vehicles.

Each of Cordillera Investment Partners GP I, LLC and Cordillera Investment Partners GP II, LLC (each an “**Affiliated General Partner**” and, collectively, the “**Affiliated General Partners**”) serve as the general partner of its respective Advisory Clients. Each of the Affiliated General Partners is a related person of Cordillera and is under common control with Cordillera. While each Affiliated General Partner retains management authority over the business and affairs, including investment decisions, of its respective Advisory Client, Cordillera has been delegated the role of investment adviser.

Cordillera intends to offer co-investment opportunities to Fund investors interested in participating in any such opportunity. Decisions regarding whether and to whom to offer co-investment opportunities, as well as the applicable terms, are made in the sole discretion of Cordillera or its related persons or other participants in the applicable transactions, such as co-sponsors. As such, co-investment opportunities may be offered to some and not other Fund investors, in the sole discretion of Cordillera or its related persons, and certain persons other than Fund investors, will, from time to time be offered co-investment opportunities, in the sole discretion of Cordillera or its related persons.

Cordillera does not limit its investment advice to only certain types of investments. Please see Item 8.A. for additional information regarding the Firm’s investment strategy.

**Item 4.C.**

Cordillera’s investment management and advisory services to Advisory Clients are provided pursuant to the terms of the applicable private placement memorandum, offering documents or governing documents and Advisory Client investors cannot obtain services tailored to their individual specific needs.

**Item 4.D.**

Cordillera does not participate in a wrap fee program.

**Item 4.E.**

As of December 31, 2017, Cordillera manages approximately \$278,660,583 in regulatory assets under management on a discretionary basis. Cordillera does not intend to manage any Advisory Client assets on a non-discretionary basis.

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**Item 5: Fees and Compensation**

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**Item 5.A.**

Cordillera is generally compensated for its advisory services through asset-based management fees. Each Fund will be assessed an annual management fee, which is payable quarterly in advance to the Firm or the designated Affiliated General Partner, in an amount of up to 1.25% per annum during the initial term, starting with a base of capital commitments, and stepping down to a base of the lower of cost and fair market value at the earlier of the end of the commitment period and when a successor fund begins to pay management fees. The management fee is pro-rated on a daily basis if the effective date is on a date other than the first day of a calendar quarter.

Subject to the terms and limitations set forth in the applicable governing documents of each Fund (including periodic clawback obligations), Cordillera and/or the respective Affiliated General Partner generally is entitled to receive carried interest distributions equal to 10% of net profits derived from the disposition of investments (following a return of capital contributions attributable to disposed assets and a preferred rate of return of 8% per annum to investors).

With respect to the Co-Investment Vehicles, the management fees payable to Cordillera and/or the Co-Investment Vehicle's respective Affiliated General Partner, typically ranges from 0% to 1.0% per annum of the commitment of each investor of the Co-Investment Vehicle. Additionally, subject to the terms and limitations set forth in the applicable governing documents of the respective Co-Investment Vehicle, Cordillera and/or the Co-Investment Vehicles' Affiliated General Partner generally are entitled to receive carried interest distributions from the Co-Investment Vehicles ranging from 3% to 10%.

The management fees and carried interest distributions are generally not negotiable; however, Cordillera, in its sole discretion, may waive or modify the management fees or carried interest distributions for certain investors as set forth in the applicable offering and governing documents.

***It should be noted that any new Advisory Client launched by Cordillera may have materially different terms than those summarized above.***

**Item 5.B.**

Management fees are typically funded with capital contributions drawn for such purpose, but may also be funded with or withheld from proceeds from portfolio investments. Carried interest distributions generally will be distributed to the applicable Cordillera entity from time to time upon the disposition of portfolio investments by an Advisory Client and are distributed to such Cordillera entity in accordance with the terms of the applicable governing documents.

### **Item 5.C.**

Cordillera and each Affiliated General Partner shall bear all of their own operating, general, administrative, and overhead costs and expenses incurred in managing the Advisory Clients including salary and wages, rent, and expenditures for equipment.

#### *Fund Expenses*

Each Fund is responsible for all costs and expenses incurred by or on behalf of the Fund or for its benefit. Such costs and expenses generally include, but are not limited to, (a) all costs and expenses associated with negotiating and entering into contracts and arrangements in the ordinary course of the Fund's business, (b) all costs and expenses related to due diligence for prospective investments, whether or not consummated, and managing, monitoring, administering, and overseeing portfolio investments (including, without limitation, travel and travel related expenses, including first class and chartered travel, with respect to portfolio investments and prospective investments, whether or not consummated, and credit checks, background checks and similar investigations with respect to prospective investments, whether or not consummated), (c) all interest on and other expenses related to any Fund borrowings, bridge financing, commitment, origination, and similar fees and expenses, (d) all expenses relating to the investment of the Fund's capital (including, without limitation, custodial, brokerage and finder's fees and commissions), (e) all costs and expenses of any meetings of the investors (including meals and entertainment at such meetings), (f) all costs and expenses of the Limited Partners Advisory Committee ("LPAC"), including meetings of the LPAC (including meals and entertainment at such meetings), and other reasonable out-of-pocket costs, (g) all costs and expenses incurred for the purposes of protecting and enhancing the value of the Fund's assets (including, without limitation, the costs of instituting or defending lawsuits), (h) all administration, bookkeeping, recordkeeping (including maintaining the books and records of the Fund, including related internal costs that the Cordillera may incur to produce any such books and records), legal, accounting, auditing, tax preparation and all professional, subject matter and industry matter expert and consulting fees and expenses arising in connection with the Fund's activities, including, without limitation, fees and expenses of counsel for the Fund, the Affiliated General Partner or one or more officers or managers of the Affiliated General Partner for legal services for the benefit of the Fund, service contracts related to on-line research and other information services (including data and information service subscriptions, related systems and services from data providers and data management software), portfolio management and quotation services and equipment (including computer hardware and software related thereto), third party diligence software, information technology, system expenses (including the costs of developing, implementing and maintaining computer software and hardware and other technological systems for the benefit for the Fund and the investors, or an investment or potential investment), and all fees, costs and expenses of accounting, bookkeeping and recordkeeping services of the Fund's administrator or any similar service provider retained by the Affiliated General Partner to assist it in performing these services for the Fund, (i) all fees, costs and expenses of communicating with investors (including, without limitation, communications costs, the costs of printing and distributing offering materials, subscription materials, reports and notices, legal and accounting fees and expenses and governmental and self-regulatory agency filing fees, costs and expenses), (j) all costs and expenses of investing the Fund's assets indirectly, such as through a partnership or other entity, such as a master fund, holding vehicle or joint venture, including the Fund's proportionate share of the costs and expenses of organizing and operating such a master fund, holding vehicle or joint venture, (k) all premiums and other costs and expenses of insurance policies as the Affiliated General Partner or the Firm considers appropriate, including, without limitation, such policies as to insure the Fund, the Affiliated General Partner, the Firm and their affiliates against liabilities that may arise in connection with the business or management of the Fund or any portfolio investment, and cybersecurity insurance premiums, (l) expenses related to attending trade association meetings, conferences or similar meetings in connection with the evaluation of investment opportunities or business sector opportunities (including the evaluation of potential investments, regardless of whether such investment is ultimately consummated) and risk

management assessment expenses, (m) any contingencies for which the Affiliated General Partner determines reserves are required, (n) any extraordinary expenses (including, without limitation, fees and expenses associated with any pending or threatened litigation, audit, investigation, administrative or other proceedings, (o) all legal, tax preparation, accounting and appraisal fees and expenses (including, without limitation, the fees and expenses of counsel for the Affiliated General Partner, the Firm or their affiliates) arising in connection with the Fund's business, and (p) all regulatory and compliance costs and expenses which are directly related to the affairs of the Fund, including, without limitation, completion and submission of Form PF, Form ADV, and compliance by the Fund with the Investment Advisers Act of 1940, as amended, (the "**Advisers Act**") the AIFMD, and any other applicable law, regulation, rule, order, directive or opinion issued or implemented by any governmental authority or agency.

Each Fund is responsible for its organizational expenses, including all fees (including legal, accounting, consulting and financial advisory fees, but excluding placement agent fees) and out-of-pocket costs and expenses of and incidental to organizing the Fund and any parallel funds and offering and selling interests in the Fund and any parallel funds (including any stamp duty or transfer taxes, travel costs (including first class and chartered travel), printing costs and the cost of governmental and agency filings).

#### *Co-Investment Vehicle Expenses*

Investors in a Co-Investment Vehicle will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the Co-Investment Vehicle. A Co-Investment Vehicle will generally bear its pro rata portion of expenses incurred in the making of an investment. If a proposed transaction is not consummated, no such Co-Investment Vehicle generally will have been formed, and the full amount of any expenses relating to such proposed but not consummated transaction ("**Dead Deal Costs**") would therefore be borne by the applicable Fund (including reverse termination fees, extraordinary expenses such as litigations costs and judgements and other expenses). Furthermore, if a proposed transaction is not consummated and a Co-Investment Vehicle has been formed for the purpose of making an investment in such proposed transaction (or co-investor(s) have otherwise committed to invest in the proposed transactions), some or all of the Dead Deal Costs may be borne solely by the applicable Fund, and not by the Co-Investment Vehicle or other co-investor(s) to which the co-investment opportunity was offered. Similarly, Co-Investment Vehicles are not typically allocated any share of break-up fees paid or received in connection with such an unconsummated transaction. To the extent a Co-Investment Vehicle is formed in connection with a proposed transaction, expenses relating to such Co-Investment Vehicle may, in certain situations, be borne by the applicable Fund, regardless of whether such proposed transaction is consummated

#### *Other Fees*

While uncommon, Cordillera and its affiliates may perform transaction-related, financial advisory, monitoring and other services for, and receive fees from, actual or prospective portfolio companies or other investment vehicles of the Advisory Clients, including fees in connection with structuring investments in such portfolio companies, as well as mergers, acquisitions, add-on acquisitions, refinancings, public offerings, sales or other dispositions and similar transactions with respect to such portfolio companies. Cordillera and its affiliates may also receive fees in connection with serving on the board of directors of a portfolio company and in connection with an unconsummated transaction (all such fees, the "**Other Fees**"). Although Other Fees are in addition to Cordillera's management fees, Cordillera will, to the extent described in the applicable governing documents, reduce the amount of management fees paid by investors in connection with the receipt of such Other Fees.

### *Operating Support Providers*

Cordillera and/or the Affiliated General Partners and the portfolio companies will from time to time retain other companies and individuals (“**Operations Support Providers**”), which may be affiliates of Cordillera and/or the Affiliated General Partners, employees of Cordillera and/or the Affiliated General Partners, portfolio companies of Advisory Clients, third party consultants (including specialized consultants, external executives, and industry advisory roundtable members), “operating partners” or “senior advisors”. The Operations Support Providers are engaged to provide operational support, specialized operations and consulting services and similar or related services to, or in connection with, one or more portfolio companies in relation to the identification, acquisition, holding, improvement and disposition of such portfolio companies (“**Operations Support Services**”). These services may be high-level insight or extensive day-to-day roles, and may include support to the General Partner or portfolio companies. Operations Support Providers may be offered the ability to co-invest alongside Funds, including in investments in which such Operations Support Provider is involved or participates in the management thereof.

Fees and expenses associated with Operations Support Services (“**Operations Expenses**”) may be paid and/or reimbursed by portfolio companies and/or an Advisory Client. To the extent any Operations Expenses are payable to any affiliated Operations Support Provider by an Advisory Client or a portfolio company, such Operations Expenses will not reduce any fees otherwise payable to Cordillera or its Affiliated General Partner. Over time, certain existing and former employees of Cordillera (including senior personnel) may transition to an Operations Support Provider role, which may shift the burden of compensation of such persons from Cordillera to the Advisory Client and/or its portfolio companies.

### *Brokerage Fees*

The investment strategies employed with respect to the Advisory Clients generally do not involve the purchase or sale of publicly offered securities, and as such, do not typically entail expenses related to brokerage commissions. To the extent applicable, each Advisory Client generally is responsible for and pays any of its custodial fees and expenses. See Item 12 below.

### **Item 5.D.**

Advisory Clients will pay a management fee in advance as set forth in Item 5.A. above.

### **Item 5.E.**

Not applicable. Cordillera or its supervised persons are not compensated for the sale of securities or other investment products and mutual funds.

***It is important that investors refer to the relevant governing documents for a complete understanding of expenses and fees they may pay through an investment in the Advisory Clients. The information contained herein in this Item 5 is a summary only and is qualified in its entirety by such documents.***

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

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As noted under Item 5 above, Cordillera and/or an Affiliated General Partner generally is entitled to receive carried interest distributions with respect to applicable Advisory Clients. As a fiduciary, Cordillera recognizes that it must treat all Advisory Clients fairly and must refrain from favoring one Advisory Client’s interests (or Cordillera’s own interests) ahead of another Advisory Client(s).



Differences in performance-based fees, particularly if some Advisory Clients would pay higher performance-based fees, creates an incentive for Cordillera to direct the best investment ideas to, or allocation investments in favor of, the account that pays the higher performance-based fee. To alleviate potential conflicts of interest, Cordillera has generally structured its Advisory Clients to avoid overlapping investment scopes, although some overlap may occur. In general, Cordillera attempts to address any material conflicts through full and fair disclosure in the applicable governing documents. Additionally, the allocation of investments with respect to each Advisory Client are made by Cordillera in a manner that it considers fair and equitable to each Advisory Client relative to the other Advisory Client over time, taking into account all relevant facts and circumstances.

Carried interest distributions could motivate Cordillera to make investment decisions that are riskier or more speculative than would be the case if these arrangements were not in effect. For example, a carried interest distribution generally entitles Cordillera to a percentage of the net profits of an Advisory Client; however, such affiliate is not required to bear the same proportion of the net losses, if any, suffered by the Advisory Client as a whole. Cordillera generally attempts to mitigate conflicts of interest associated with carried interest distributions through: (i) the requirement that invested capital, a preferred return and expenses be returned to investors before Cordillera is entitled to receive any carried interest distributions; and (ii) the periodic clawback obligations of Cordillera.

In general, Cordillera attempts to address any material conflicts through full and fair disclosure in the applicable offering documents and this brochure, together with disclosures to the applicable advisory boards, as applicable.

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#### ***Item 7: Types of Clients***

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Cordillera provides discretionary investment advice solely to Advisory Clients, as described in Item 4.B. above.

Investors are generally “accredited investors” within the meaning of Rule 501(a) under the Securities Act of 1933, as amended, and are generally either “qualified purchasers” within the meaning of Section 2(a)(51) under the Investment Company Act of 1940, as amended, or “qualified clients” within the meaning of Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”).

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

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##### **Item 8.A.**

Cordillera’s objective is to invest in niche, non-correlated assets by targeting sectors that have not yet become mainstream or overcrowded among institutional investors. These strategies that are not yet institutionalized (“pre-institutional”) are generally in alternative sectors that are not overcapitalized, are not well understood, don’t fit neatly into traditional asset classes, and may be more nascent.

Cordillera is expected to invest Advisory Client assets through a variety of structures including directs (co-investments and joint ventures) and other private investment funds (“**portfolio funds**”). Often times, when Cordillera invests through a fund structure, Cordillera will be the founding institutional investor and will play a critical role in establishing the fund, including setting the strategy, negotiating the fund’s key terms, implementing a back-office for the fund, and structuring the vehicle. In return, Cordillera receives attractive

“founder’s” economics. Cordillera is generally agnostic to the specific structure as long as it is appropriate for the given opportunity.

The Firm has identified a number of areas of focus, each with multiple sub-components, that are relevant to the Fund’s strategy. These areas of focus include specialty resources, specialty finance, specialty real estate, and specialty assets. Cordillera expects that this set of opportunities will evolve over time, with those that become more mainstream and overcapitalized removed, and new pre-institutional opportunities added.

#### **Item 8.B. and Item 8.C.**

All securities investments risk the loss of capital. No guarantee or representation is made that Advisory Clients will achieve their investment objectives or that an Advisory Client investor will receive a return of its capital. Making an investment in an Advisory Client is speculative and such an investment is not intended as a complete investment program. An investment in Advisory Clients is designed for sophisticated persons who are able to bear the economic risk of the loss of their investment in the Advisory Clients and who have a limited need for liquidity in their investment. In addition, there will be occasions when Cordillera may encounter potential conflicts of interest in connection with Advisory Clients.

In evaluating whether to make an investment in the Advisory Clients, potential investors should consider all information contained in the respective Advisory Client’s offering documents, including the considerations and risk factors set forth in the relevant offering documents.

*Investment Risks.* Markets in which Advisory Clients’ portfolio investments are bought and sold fluctuate and the market value of any particular investment may vary substantially. An Advisory Client’s investment portfolio may not generate any income or appreciate in value. There is a risk that an investor could suffer a complete loss of its entire investment in an Advisory Client.

There can be no assurance that any currently expected deal flow trends will continue in the future, that any particular deal flow will be available to or provided to an Advisory Client, or that an Advisory Client will ultimately be able to consummate investments at the rates and on the timeline described herein. In addition, there can be no assurance that any exit opportunities will ultimately be consummated as planned.

*Concentration of Investments.* The Firm anticipates that an Advisory Client’s investment portfolio (on account of size and other considerations) likely will be confined to relatively few portfolio investments. If an Advisory Client concentrates its investments in several, relatively large portfolio investments or industries relative to its capital, a loss in any one investment or a downturn in any one industry could reduce the Advisory Client’s performance materially.

*Economic Conditions.* Changes in economic conditions, including, for example, interest rates, credit availability, inflation rates, industry conditions, government regulation, competition, technological developments, political and diplomatic events and trends, tax and other laws and innumerable other factors, can affect an Advisory Client’s investments and, as a result, the Advisory Client’s prospects, materially and adversely. None of these conditions is within the Firm’s control, and it may not anticipate these developments. These factors may affect the volatility of investment prices and the liquidity of the Advisory Clients’ investments. Unexpected volatility or illiquidity could impair an Advisory Client’s profitability or result in losses.

*Innovative Investments; Correlation with Other Asset Classes.* Innovative alternative investments are each exposed to a unique set of micro factors that present potential risks. These can include weather, longevity, climate change, and regulation in a particular industry or area. Some of these micro factors are desirable to mitigate, for example by hedging a specific crop or buying insurance. However, the Firm’s strategy is to

seek out investments that are exposed to a set of factors that are different from those generally associated with traditional asset classes, and then to select opportunities that offer the best overall risk-adjusted returns. These differentiated factors are what create the opportunity to earn return while increasing diversification. Thus, it is appropriate that some of these unique risks and drivers will not be avoided. In addition, some innovative alternative strategies and managers have limited track records.

There can also be no assurance that an Advisory Client's returns will not be correlated with the returns of other asset classes, including mainstream alternative investments or the public markets.

*Investment in Portfolio Funds: Partnerships, Joint Ventures and Other Entities.* Certain Advisory Clients will make investments through portfolio funds (typically, partnerships), joint ventures or other entities. Such investments may involve risks not present in direct investments, including, for example, the possibility that a co-venturer or partner of the Advisory Client might become bankrupt, or may at any time have economic or business interests or goals which are inconsistent with those of the Advisory Client, or that any such co-venturer or partner may be in a position to take action contrary to the Advisory Client's objectives. Furthermore, if such co-venturer or partner defaults on its funding obligations, it may be difficult for the Advisory Client to make up the shortfall from other sources. The Advisory Client may be required to make additional contributions to replace such shortfall, thereby reducing the diversification of its investments. Any default by such co-venturer or partner could have an extremely deleterious effect on an Advisory Client, its assets and the interests of its investors. In addition, an Advisory Client may be liable for the actions of its co-venturers or partners. The Firm will attempt to limit the liability of the Advisory Clients by reviewing the qualifications, previous experience and financial information of co-venturers or partners.

*Investments in Portfolio Funds may also be subject to multiple levels of fees and expenses.* Although in most cases the portfolio funds and other investments in which an Advisory Client invests are difficult for investors to access directly, an investor who meets the conditions imposed by and has access to such securities may be able to invest directly in such securities. By investing in the portfolio funds directly and in securities of the portfolio funds indirectly through an Advisory Client, an investor may be charged fees (including asset-based and performance-based fees) by both the portfolio funds and the Advisory Client. In addition to bearing fees at two levels, an investor in an Advisory Client may bear its share of the transaction related expenses and other operating costs of both the Advisory Client and the portfolio funds.

*Investments in Portfolio Funds: Access to Information and Control of Portfolio Managers.* The Firm generally requests information from each manager of a portfolio fund regarding the manager's historical performance and investment strategy. The Firm also generally requests detailed portfolio information on a continuing basis from each manager of a portfolio fund. However, Cordillera may not always be provided with such information because certain of this information may be considered proprietary information by the particular manager. This lack of access to information may make it more difficult for Cordillera to select, allocate among, and evaluate managers.

*Private Equity.* Investment in private equity involves many of the same types of risks associated with an investment in any operating company. However, securities issued by portfolio funds which themselves invest in private equity investments may be more illiquid than securities issued by other portfolio investments generally, because these partnerships' underlying investments may tend to be less liquid than other types of investments. Attractive investment opportunities in private equity may arise only periodically, if at all.

*Special Situations.* An Advisory Client and portfolio funds may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. Because there is substantial uncertainty

concerning the outcome of these transactions involving financially troubled companies, there is a potential risk that an Advisory Client may lose some or all of its investment.

*Equity Securities.* An Advisory Client may invest, directly or indirectly, in equity and equity-related securities, which may or may not be publicly traded. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, interest rates and general economic environments.

*Natural Resources.* An Advisory Client may invest, directly or indirectly, in natural resources related sectors such as agriculture, water, energy, mining, and timber, among others. Natural resources related investments may be subject to various risks including volatility of commodity prices, political conditions in producing regions, changes in demand, changes in supply, substitution by other products, changes in environmental regulation, weather, and natural disasters. The production and marketing of commodities, energy and natural resources may be affected by actions and changes in governments and may be subject to broad price fluctuations. Some of these companies may also be subject to the risks of mining and oil drilling, and the risks of other hazards, such as fire and drought, as well as, construction risks, costs of pollution and waste disposal, and general project and operating risks. Furthermore, certain natural resources are geographically concentrated, and political and other events in those parts of the world may affect their values. The natural resources industries are extensively regulated, which could lead to increased costs, penalties or fines or adversely affect investments in these industries. An Advisory Client may invest in projects that require development and which may not produce income for several years. Development projects may be subject to several risks, including regulatory approvals, unanticipated delays, and increased expenses. An Advisory Client may invest in certain assets in which estimates of reserves and resources are important factors in determining their value. These estimates are subject to significant variability driven by changes in commodity prices and the expected cost of extraction. Thus it is possible that reserve estimates may be incorrect or need to be revised, which may adversely affect the value of investments made by an Advisory Client. Securities issued by portfolio funds or operating companies investing in natural resources investments may be more illiquid than securities issued by other portfolio funds or operating companies generally because these investments may tend to be less liquid by their terms than other types of investments.

*Real Estate.* To the extent an Advisory Client invests in real estate, either directly or indirectly, the Advisory Client will be subject to the risk generally incident to the ownership of real property, including uncertainty of cash flow to meet fixed and other obligations; adverse changes in local market conditions, population trends, neighborhood values, community conditions, general economic conditions, local employment conditions, interest rates, and real estate tax rates; changes in fiscal policies; competition from other properties; and uninsured losses and other risk that are beyond the control of the Advisory Client. There can be no assurance of profitable operations because the cost of owning the Advisory Clients' investments may exceed the income produced, particularly since certain expense related to real estate and its development and ownership, such as property taxes, utility cost, maintenance costs, and insurance, tend to increase over time and are largely beyond the control of the owners.

An Advisory Client may acquire or invest indirectly in properties that are subject to liabilities or that have problems relating to environmental conditions, state of title, physical conditions, or compliance with zoning laws, building codes, or other legal requirements. In each case, the Advisory Client's acquisitions of a real estate property may be without any recourse, or with only limited recourse, with respect to unknown liabilities or conditions. As a result, if any liability were asserted against an Advisory Client or one of its portfolio investments relating to those properties, or if any adverse condition existed with respect to such properties, the Advisory Client or a portfolio investment might have to pay substantial sums to settle or cure it, which could adversely affect the cash flow and operational results of the Advisory Client.

Investments in REITs and other real estate-related securities are subject to the general risks incident to the ownership and operation of real estate. Securities issued by portfolio funds investing in real estate investments may be more illiquid than securities issued by other portfolio investments generally because these investments may tend to be less liquid by their terms than other types of investments.

*Other Real Assets.* An Advisory Client may invest, directly or indirectly, in real assets that are not natural resources or real estate. These other real assets may include investments in infrastructure, power, shipping, aircraft, and railcars among others. These types of investments may be subject to various risks including changes in demand, changes in supply, variability in input costs, and the credit worthiness of offtakers. The value of these types of assets may fluctuate due to changes in the competitive landscape, changes in replacement costs, and substitution.

*Debt, High Yield and Specialty Finance Investments.* An Advisory Client may invest, directly or indirectly, in various debt instruments, “high yield” bonds, preferred securities other specialty finance investments that are rated in the lower rating categories by various third party credit rating agencies (or in comparable non-rated securities). Securities in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be largely speculative with respect to the issuer’s capacity to pay interest and repay principal. Because of these and other risks associated with these types of securities, there is a greater likelihood that the Advisory Client may lose some or all of the investment.

*Non-U.S. Investments.* An Advisory Client may invest in portfolio investments and in portfolio funds with assets located throughout the world. An Advisory Client may be subject to additional risks, which include possible adverse political and economic developments, possible seizure or nationalization of non-U.S. deposits or assets, and possible adoption of non-U.S. governmental restrictions that might adversely affect the payment of principal and interest to investors located outside the country of the issuer, whether from currency blockage or otherwise. Furthermore, some of the investments may be subject to taxes levied by non-U.S. governments, which may have the effect of increasing the cost of such investment and reducing the realized gain or increasing the realized loss on such investment at the time of sale. Many of the laws that govern private and foreign investment, securities transactions, creditors’ rights and other contractual relationships in developing countries are new and largely untested. As a result, an Advisory Client may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations.

Many markets are not as developed or efficient as others. Assets located in certain countries may be less liquid and more volatile than comparable assets in other countries. Similarly, volume and liquidity in certain markets vary and, at times, volatility of prices can be greater in some countries than in others. Certain countries may have different regulations than other countries. In addition, there may be less available information about potential investments in some markets as opposed to potential investments in other markets.

*Risks Associated with Unspecified Transactions.* Inasmuch as an Advisory Client must identify portfolio investments in which it may invest new money, there are risks and uncertainties to investors with respect to the selection of investments. The business of identifying and structuring transactions is highly competitive and involves a high degree of uncertainty. No assurance can be given that an Advisory Client will be successful in obtaining suitable investments.

*Leveraged Nature of Investments; Borrowing by Portfolio Funds.* While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a high degree of

risk. An Advisory Client's investments may from time to time involve significant leverage, as a result of which operating problems and other general business and economic risks may have a pronounced effect on the profitability or survival of the Advisory Client's portfolio companies. Also, increased interest rates generally increase portfolio company interest expenses. In the event any portfolio company cannot generate adequate cash flow to meet debt service, the Advisory Client may suffer a partial or total loss of capital invested in the portfolio company. In addition, portfolio funds may borrow amounts of money in the normal course of business for any number of reasons in accordance with the terms of their governing documents. The use of leverage will increase the volatility of the Advisory Clients' investment.

*Fraud.* An Advisory Client could be adversely affected by material misrepresentations or omissions on the part of a borrower or counterparty or by fraudulent behavior by a joint venture partner, manager or other service provider. Inaccuracies or incompleteness of representations may adversely affect the valuation of collateral underlying loans and may adversely affect the ability of an Advisory Client to perfect or effectuate a lien on the collateral securing a loan. Fraudulent behavior by a counterparty could result in the misappropriation of Advisory Client assets or otherwise reduce the value of one or more of an Advisory Client's investments. The Advisory Clients will rely upon due diligence by the Firm and the accuracy and completeness of representations made by borrowers, other counterparties, joint venture partners, managers and other service providers and cannot guarantee that it will detect occurrences of fraud.

*Options, Futures and Other Derivatives.* An Advisory Client and the portfolio funds may use both exchange-traded and over-the-counter derivatives, including, but not limited to, futures, options and contracts for difference. These instruments can be highly volatile and expose an Advisory Client or portfolio fund to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, depending on the type of instrument, a relatively small change in the price of the contract may result in a profit or a loss that is high in proportion to the Advisory Client's or portfolio fund's funds actually placed as initial collateral and may result in unquantifiable further loss exceeding any collateral deposited. These changes are extremely difficult to predict.

*Swaps and Other Securities-Linked Instruments.* An Advisory Client and the portfolio funds may use derivative instruments, such as swaps, contracts for difference, participation notes, equity swaps, and zero strike calls and warrants, to gain economic exposure (whether long or short) to a particular underlying security that the Advisory client or a portfolio fund cannot or does not want to own directly. An Advisory Client or portfolio fund may not have control of when any such derivative transaction will be terminated. A counterparty may have the right to terminate a derivative transaction on limited or no notice at its discretion or when certain events occur. The counterparty may have the right to recoup its losses due to such termination. Any such termination may occur at a time that is disadvantageous to the Advisory Client.

There may not be an exchange on which to close out an open swap position or other derivative transaction. An Advisory Client or portfolio fund could experience losses and delays in closing a derivative transaction, due to, among other things: (a) a counterparty's default on, or inability or refusal to perform, its obligations with respect to a transaction, including refusing to pay amounts that otherwise would be due to the Advisory Client; (b) a decline in the value of collateral the Advisory Client or a portfolio fund holds during the period in which the Advisory Client or the portfolio fund seeks to enforce its rights with respect to such collateral; (c) expenses of enforcing their rights under the agreements governing the derivative transaction; and (d) the loss of collateral the Advisory Client or portfolio fund has posted with the counterparty in the event of the counterparty's bankruptcy or insolvency (the Advisory Client or the portfolio fund likely will be treated as an unsecured creditor with respect to such collateral). The occurrence of any such event could subject the Advisory Client or portfolio fund and Advisory Client investors to substantial losses.

*Valuation.* There is no actively traded market for most of the securities owned by the Advisory Clients. When estimating fair value, Cordillera will apply a methodology based on its best judgment that is

appropriate in light of the nature, facts and circumstance of the investments. Cordillera determines the value of the portfolio investments, whether or not a public market exists for investments of the same class or type. Valuations are generally subject to multiple levels of review for approval and ensuring that portfolio investments are fairly valued is an important focus of Cordillera. However, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such securities and will differ from the prices at which such securities may ultimately be sold. In the case of a portfolio fund, Cordillera generally relies heavily on the valuations of the manager of that portfolio fund. If Cordillera's valuation of any such portfolio investment is inaccurate, it might receive a management fee that is greater than the fee to which it would otherwise be entitled. Cordillera may not be able to effectively manage an Advisory Client's investment portfolio, diversification and other internal guidelines and risks if the Advisory Client's portfolio is inaccurately valued. Any such inaccuracy could affect Advisory Client investors adversely.

*Investments Longer than Term.* An Advisory Client may invest in investments with maturity dates later than the date which the Advisory Client will be dissolved, either by expiration of the Advisory Client's term or otherwise. Although Cordillera will generally make such investments with the expectation that such investments will either be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, an Advisory Client may have to sell, distribute or otherwise dispose of such investments at a disadvantageous time as a result of dissolution.

*Cybersecurity Risk.* Cordillera, Advisory Client's service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Advisory Clients and their investors, despite the efforts of Cordillera and an Advisory Clients' service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to Advisory Clients and their investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of the Firm, the Advisory Clients' service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of the Firm's systems to disclose sensitive information in order to gain access to the Firm's data or that of Advisory Client investors. A successful penetration or circumvention of the security of the Firm's systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Advisory Clients, the Firm or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss. In addition, the Firm may incur substantial costs related to forensic analysis of the origin and scope of a cybersecurity breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, adverse investor reaction or litigation.

Similar types of operational and technology risks are also present for the companies in which Advisory Clients invest, which could have material adverse consequences for such companies, and may cause the Advisory Clients' investments to lose value.

***The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in an Advisory Client. Prospective investors should read the offering documents and consult their own counsel and advisors before deciding to invest in an Advisory Client.***

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***Item 9: Disciplinary Information***

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Cordillera and its supervised persons have no reportable disciplinary events to disclose.

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

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**Item 10.A.**

Not applicable. Cordillera is currently not applying to register as a broker-dealer and does not intend to.

**Item 10.B.**

Not applicable. Cordillera and its management persons are not registered, and have not applied to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or associated persons of a futures commission merchant.

**Item 10.C.**

As noted in Items 4.B., 5.A. and 6, each Affiliated General Partner serves as general partners to its respective Advisory Clients and are entitled to a performance based fee. Affiliated General Partners also commit capital to their respective Advisory Clients, and as a result every investment made by an Advisory Client involves a purchase of securities whereby related persons of Cordillera indirectly acquire an indirect interest in such securities.

**Item 10.D.**

Not applicable. Cordillera and its supervised persons do not recommend or receive compensation for selection of other investment advisers for its Advisory Clients.

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

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**Item 11.A.**

In order to address conflicts of interest that may exist between the Firm and its clients, Cordillera has adopted a Code of Ethics (the “**Code**”), which is applicable to all of Cordillera’s officers, directors, managers, members, and employees (collectively, “**Employees**”). The Code generally sets the standard of ethical and professional business conduct that Cordillera requires of Employees, sets forth the fiduciary obligations that Cordillera and each Employee owes to each client, and requires Employees to comply with applicable federal securities laws and regulations. Additionally, the Code sets forth Cordillera’s policies and procedures with respect to personal trading, material non-public information and other confidential information, political contributions, gifts and entertainment, electronic communications and other matters related to potential conflicts of interest. The Code is circulated at least annually to all Employees, and each Employee at least annually must certify in writing that he or she has received and read the Code and any amendments thereto.



A copy of Cordillera's Code of Ethics is available to investors and prospective investors upon request. Contact information is provided on the cover of this Brochure.

**Item 11.B through Item 11.D.**

Certain conflicts that may be encountered in the course of Cordillera's activities for or on behalf of the Advisory Clients are described in Items 5, 6, 8 and 10 above and reference is made thereto. In addition, the governing documents of the Advisory Clients address in detail certain other reasonably anticipated potential conflicts.

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***Item 12: Brokerage Practices***

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Cordillera currently does not engage in trading transactions on behalf of its Advisory Clients or utilize the services of broker-dealers for transaction related services. In the event it requires the services of a broker-dealer, Cordillera will seek to obtain best execution for all transactions. To the extent they aggregate orders for purchase and sale, Cordillera will aggregate such orders as it deems appropriate and in accordance with Advisory Clients' organizational documents and in the best interests of Advisory Clients.

Cordillera may face actual or potential conflicts of interest when allocating investment opportunities among Advisory Client. The general policy of Cordillera is to allocate investment opportunities among the applicable Advisory Clients in a fair and equitable manner and in accordance with the terms of its policies and the applicable governing documents for such Advisory Clients.

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***Item 13: Review of Accounts***

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**Item 13.A. and 13.B.**

The portfolio investments of Advisory Clients are continuously reviewed by a team of investment professionals, consisting of Cordillera's principals and other investment professionals of Cordillera. Cordillera conducts an ongoing assessment of each investment and its joint venture partner/operator/manager ("**Operating Partner**"). For direct investments, prior to purchasing an asset and concurrently with due diligence, Cordillera along with its Operating Partner will develop a well-defined and achievable business plan that includes measurable financial milestones. Quarterly operational reports from its partner including cash-flow forecasts, variance reports, income and balance sheet statements allows Cordillera to effectively oversee its Operating Partners.

**Item 13.C.**

Investors in the Advisory Clients will typically receive, among other things, a copy of audited financial statements of the relevant Advisory Client within 120 days (or 180 days for an Advisory Client that operates as a fund of funds) after the fiscal year end of such Advisory Client. In addition, investors in each Advisory Client will typically receive written reports containing unaudited summary financial information regarding such Advisory Client on a quarterly basis.

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

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**Item 14.A.**

Not applicable. Cordillera does not select or recommend broker-dealers for client transactions.

**Item 14.B.**

Not applicable.

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***Item 15: Custody***

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In accordance with Rule 206(4)-2 under the Advisers Act (“**Custody Rule**”), Advisory Clients will be subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and audited financial statements of each Advisory Client will be prepared in accordance with generally accepted accounting principles and distributed to investors within 120 days of the end of each Advisory Client’s fiscal year (and 180 days for any Advisory Client that operates as a fund of funds). Investors should carefully review the audited financial statements of the Advisory Clients upon receipt, and should compare these statements to any account information provided by Cordillera.

As Cordillera’s investment program generally involves investments in certain privately offered securities, Cordillera generally will be exempt from the requirement that securities be maintained with a “qualified custodian.” Cordillera anticipates that many of its investments will involve securities that are (i) acquired from the issuer in a transaction or chain of transactions not involving any public offering; (ii) uncertificated, and ownership thereof is recorded only on the books of the issuer or its transfer agent in the name of the client; and (iii) transferable only with prior consent of the issuer or holders of the issuer’s outstanding securities.

To the extent that Cordillera holds any publicly traded securities or securities which are otherwise ineligible for an exemption from the qualified custodian requirement of the Custody Rule, Cordillera will maintain such securities with a qualified custodian in an account in the name of the Advisory Client or in accounts that contain only funds and securities owned by the Advisory Clients, under Cordillera’s name as agent or trustee for the Advisory Client.

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***Item 16: Investment Discretion***

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Cordillera has discretionary authority to manage securities accounts on behalf its Advisory Clients. As explained in Item 4.B above, each Advisory Client’s investment strategy is set forth in detail in such Advisory Client’s offering and governing documents. Investors do not have the ability to impose limitations on this discretionary authority. Investors must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in the applicable Advisory Client.

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***Item 17: Voting Client Securities***

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To the extent that Cordillera has discretion to vote the proxies on behalf of an Advisory Client, Cordillera will vote any such proxies in the best interests of the Advisory Clients and in accordance with its proxy voting policies contained in the Compliance Manual. Generally, Advisory Clients will not directly hold publicly-traded securities that solicit proxy votes. It is expected that the proxies voted by Advisory Clients will be related to proposed term changes to be made by underlying portfolio funds. Under certain circumstances, Cordillera may abstain from voting specific proxies if it believes that doing so is in the best interests of the applicable Advisory Client.

In the event of a material conflict of interest, Cordillera will follow the written policies and procedures detailed in the Compliance Manual. Although not intended to be used on a regular basis, Cordillera may retain an independent third party to vote proxies in certain situations (including situations where a material conflict of interest is identified).

Investors generally do not have the ability to direct proxy votes. Advisory Clients may obtain additional information regarding how Cordillera voted proxies and may obtain a copy of Cordillera's proxy voting policies and procedures by contacting the Chief Compliance Officer. Contact information is provided on the cover of this Brochure.

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***Item 18: Financial Information***

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**Item 18.A.**

Not applicable. Cordillera does not require nor solicit pre-payment of more than \$1,200 in fees per client, six months or more in advance.

**Item 18.B.**

Cordillera is not aware of any financial condition that is reasonably likely to impact its ability to meet its contractual commitments to clients.

**Item 18.C.**

Not applicable. Cordillera has not been the subject of a bankruptcy petition at any time during the past ten years.