

Item 1 – Cover Page

Form ADV Part 2A: FIRM BROCHURE



BURFORD CAPITAL INVESTMENT MANAGEMENT LLC

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This brochure provides information about the qualifications and business practices of Burford Capital Investment Management LLC (the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (312) 757-6070 or info@burfordcapital.com. 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.

The Adviser is a registered investment adviser with the SEC. Registration status with the SEC does not imply a certain level of skill or training.

Additional information about the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since the previous annual filing in March 2019.

A copy of this brochure may be requested by contacting us at (312) 757-6070.

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Item 4 – Advisory Business

Burford Capital Investment Management LLC (“we” or “the Adviser”), a Delaware limited liability company founded in February 2013, became an exempt reporting adviser with the SEC in April 2013 and a registered investment adviser in March 2014. The Adviser provides discretionary investment advisory services to its advisory clients (each a “Client,” and collectively, “Clients”), which include private fund limited partnerships and other private fund advisory clients.

We provide investment advisory services to our Clients based on each Client’s specific investment programs and objectives. Our Clients include private fund limited partnerships (the “Funds”) and other private fund advisory clients. The general partners of the Funds are collectively referred to herein as the “General Partners.” The limited partners of, or members in, our Clients are referred to in this brochure as the “Investors.”

BCIM Holdings, LLC (“BCIM Holdings”) is the sole member of the Adviser. BCIM Holdings and the General Partners are indirectly owned by Burford Capital Limited (collectively with its subsidiaries, where applicable, “Burford”), a publicly held Guernsey company, the equity securities of which are listed on the AIM market of the London Stock Exchange.

The General Partners, in their capacity as general partners of the Funds, operate closely with the Adviser as an advisory business enterprise and share ultimate common ownership, officers, partners, or persons occupying similar positions.

This brochure provides only summaries of the subjects of the Items below. Investors should refer to the relevant Client’s private placement memorandum, limited partnership agreement or other governing documents for definitive and more detailed information regarding the matters described in this brochure.

The Adviser has broad and flexible investment authority. For Clients, the Adviser offers advice on investments in litigation finance or other legal or regulatory finance opportunities, which generally includes (1) investing in or financing the costs of commercial legal claims, (2) financing the costs of defending against commercial legal claims, (3) providing capital secured by individual or portfolios of commercial cases managed by select law firms or other legal or regulatory processes where the underlying claims fit within a Client’s investment profile, (4) entering into other structures or contractual arrangements, the value of which are derived from the performance or outcome of an underlying legal claim or series of legal claims, of other legal or regulatory processes, (5) financing the costs of defending against or to indemnify the liabilities related to individual or portfolios of legal claims or other legal or regulatory processes, and (6) investing in securities in connection with catalyst-driven legal developments, most notably related to litigation or administrative proceedings. The Adviser also offers advice on investments that primarily consist of the acquisition or financing of large legal fees, judgments and settlements after the underlying litigation or transactional matter is largely resolved. These instruments are

generally directly negotiated, unlisted instruments, although in some cases a Client may invest in public securities. Other private fund advisory clients are generally established to facilitate single investments similar to those described above.

The Adviser does not tailor its advisory services to the individual needs of Investors. The Adviser provides investment advice to the Clients, not to the individual Investors. The Adviser may enter into individual agreements with Investors regarding their subscriptions in the Funds. These agreements are referred to as side letters and may encompass a broad range of agreed-upon terms.

As of December 31, 2019, the Adviser has approximately \$2,911.1 million of Client regulatory assets under management, which are managed on a discretionary basis. Certain Clients have also committed up to an additional \$222.4 million in assets on a non-discretionary basis, for a total amount of Client assets under management of \$3,133.5 million. The Adviser does not participate in wrap fee programs.

Item 5 – Fees and Compensation

Management Fees; Performance-Based Compensation

The Adviser and the General Partners receive compensation based both on assets under management and performance.

The rate or amount at which fees are charged, the basis on which such fees are calculated, and the timing of payment, vary across Clients and, as to a particular Client, may also vary across investment options available to underlying investors in or members of the Client. In general, pursuant to the terms of the applicable limited partnership agreements, the Funds pay the Adviser a management fee quarterly that ranges from 1.5% annually to 2.0% annually of the Investors' capital commitments during the Funds' investment periods with some funds paying the Adviser a lower fee until capital is called. After the Funds' investment periods, certain Funds cease to pay the Adviser a management fee, while other Funds continue to pay the Adviser a management fee quarterly that ranges from 0.5% annually to 2.0% annually of all amounts committed or deployed in investments, measured at the lower of cost or market.

Certain large or strategic investors may (and currently do) pay lesser fees, as set forth in the Funds' governing documents. For example, one large investor currently pays no management fee in exchange for agreeing to pay an increased performance-based fee and reimbursing certain costs. The other private fund advisory clients (which are generally single-purpose and single-asset) generally do not pay the Adviser management fees. The Adviser may also be entitled to other revenues as a litigation consultant from counterparties of Client investments. Such revenues, if any, accrue to the benefit of the Clients holding such investments.

The performance-based fees paid by each Fund are described in the relevant governing documents of the Fund and vary from Fund to Fund and among Investors in the same Fund

pursuant to the terms of those documents. In general, Investors are subject to a performance-based incentive fee that ranges from 10% to 50% of actual cash receipts with respect to investments, net of all expenses, liabilities and reserves. For certain investment options, the incentive fee is subject to a preferred return that ranges from 5% to 12.5% as described more fully in the relevant governing documents of the particular Fund. The incentive fee is payable to the respective Fund's General Partner. The other private fund advisory clients may be subject to a similar performance fee payable to the manager or Adviser. Our full fee schedule is omitted, as this brochure is delivered only to clients who are qualified purchasers as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended.

The General Partners of the Funds have the right to reduce, waive, assign, participate, or otherwise share incentive or performance fees without the consent of other Investors. The Adviser must provide notice of any change to other Investors unless the change relates solely to officers and employees of the Adviser, their affiliates, or their respective family members.

On behalf of each of the Funds, the General Partners make capital calls for both investment capital and Fund expenses, including management fees and performance-based compensation (when applicable). After receiving contributed capital from Investors, the Funds directly pay the Adviser (in the case of management fees) or the relevant General Partner (in the case of performance-based compensation) the amount of accrued compensation then owed. Investors do not have the ability to choose to be billed directly for fees. Management fees are paid quarterly in advance or arrears, according to the relevant Fund governing documents, and performance-based compensation (if applicable) is paid generally as earned.

Investors should refer to the relevant Fund's private placement memorandum for more detailed information regarding the treatment of fees in the event of a withdrawal, redemption or termination (where applicable).

Costs and Expenses

Unless otherwise specified by the Funds governing documents, each Fund bears all costs and expenses relating to the Fund's activities, operations, and maintenance. Such expenses may include, but are not limited to, the management fees; Organizational Costs (as described below); expenses incurred in connection with the sourcing, originating, structuring, organizing, negotiating, consummating, financing, refinancing, acquiring, bidding on, holding, managing, hedging, restricting, monitoring, valuing and disposing of investments or proposed investments (including, without limitation, due diligence and investment-related travel and entertainment expenses, as well as all fees and expenses due to any legal, financial, accounting, consulting, or other advisory service); fees paid to any finders or placement agents; taxes, fees or other governmental charges (including, without limitation, any entity-level taxes, fees, or other governmental charges levied); the costs of any insurance; expenses incurred in connection with the collection of monies owed to a Fund; extraordinary expenses (including, without limitation, litigation-related and indemnification expenses); legal, lobbying, auditing, compliance, consulting,

research and accounting fees and expenses; costs of attending conferences, costs of any reporting to investors and meetings with investors or any limited partner advisory board; costs incurred with respect to transfers or defaults by limited partners, the reasonable out-of-pocket expenses, if any, incurred by members of Burford's investment committee in connection with their activities on behalf of the Fund; the maintenance of the Fund's books and records; and expenses incurred in connection with the dissolution, liquidation and termination of the Fund. Investors should consult the relevant governing documents for more specific information regarding the costs and expenses of each Fund. For one large investor, and in exchange for agreeing to pay an increased performance-based fee, Burford has agreed to pay such expenses with reimbursement coming pursuant to the relevant Fund's waterfall. Other private fund advisory clients (which are generally single-purpose and single-asset) bear expenses and costs specific to the vehicles' activities, operations, and maintenance.

"Organizational Costs" are all costs and expenses incurred in connection with the formation and organization of the relevant Fund. Organizational Costs may be amortized over the first 60 months of the Fund's operations. Organizational Costs may be subject to caps or other limits as set forth in the respective Fund's governing documents.

Notwithstanding the foregoing, and subject to certain limitations, certain expenses related to the Funds' activities, operations, and maintenance are shared by the relevant Fund(s) and other Burford-affiliated entities, in accordance with a pre-determined formula, where the expenses are determined to relate to services provided to or resources consumed by both parties, and/or to investments considered for or effected by both parties.

The fee structures described above may be modified from time to time; however, once the relevant Client has been established and has commenced operations, such compensation and expenses are generally not negotiable. Management fees and performance-based fees differ from one Client to another, and these fees may vary among Investors in the same Client.

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

As described in Item 5 above, the relevant General Partners will receive performance-based compensation from the Funds. The Adviser or an affiliate may receive a performance-based fee in connection with management of the other private fund advisory clients.

These performance fee arrangements have been structured subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act") in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

Management fees, performance fees and other compensation payable to the Adviser and its affiliates are established by the Adviser and/or the General Partners at the time of the establishment of the relevant vehicle and may be negotiated with participating Investors prior

to making their investment. Once the relevant Client has been established and commenced operations, such compensation and expenses are generally not negotiable.

The other private fund advisory clients are generally single-purpose and single-asset. Such entities are generally formed due to concentration limits, investment policy restrictions or investment scope limitations within the Funds. The permissibility of potential side-by-side pooled investment vehicles is also addressed by the relevant Fund's governing documents.

Item 7 – Types of Clients

The Adviser provides investment advisory services to the Funds and other private fund advisory clients, which collectively are its Clients. The Clients generally limit their Investors to persons who are both “accredited investors,” as defined in the Securities Act of 1933, as amended, and “qualified clients” or “qualified purchasers,” as defined in the Investment Company Act of 1940, as amended. This excludes 501(c)3 organizations investors. Investments in the Funds are subject to a minimum investment amount ranging from \$100,000 per Investor to \$10,000,000 per Investor, with such amount being subject to waiver at the discretion of the relevant General Partner. Investments in other private fund advisory clients can be subject to a minimum; such terms vary based on the circumstances.

Investors in the Clients include U.S. and non-U.S. investors, including, among others, public pensions, endowments, financial institutions, family offices, sovereign wealth funds, private foundations, and high-net-worth individuals. The members of the other private fund advisory clients are generally Fund limited partners, affiliates of Fund limited partners, and/or a Fund. In addition, certain employees and other persons associated with the Adviser and/or its affiliates have made capital commitments to the Clients.

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

Methods of Analysis and Investment Strategies

The Adviser provides capital and other financing solutions to companies, law firms, and investment funds involved with or invested in complex litigation, arbitration, and other matters. In some cases, the Adviser purchases legal claims or awards outright or invests in equity securities and then advances certain legal claims in connection with those interests. In managing assets on behalf of and making recommendations to Clients, the Adviser generally aims to achieve attractive risk-adjusted and non-correlated returns.

The Adviser employs a comprehensive underwriting process, from initial sourcing to ongoing risk management and investment monitoring, for each opportunity it reviews.

The Adviser's proactive dialogue with its extensive network of law firms, commercial claimholders and defendants, and various other third parties allows it to identify potential investment opportunities. The Adviser markets its product offering through both individual solicitations and broader marketing and distribution.

The Adviser typically enters into a confidentiality agreement with a potential counterparty that allows the Adviser to conduct due diligence, working with the party and counsel to implement a thorough analysis that culminates in an internal investment recommendation addressing relevant factors.

Depending on their size and nature, potential investments are reviewed, and investment decisions made by the relevant commitment committee or by a subset of such committee consisting of senior investment professionals.

The Adviser currently invests in listed and non-listed equities on behalf of certain Clients. Every non-listed equity investment entails customized terms and structuring. The investment objective for those Clients for when the Adviser invests in listed equities is to generate attractive, risk-adjusted returns through the active management of public securities impacted by catalyst-driven legal developments, most notably related to litigation or administrative proceedings initiated directly by the Adviser. The Adviser employs both fundamental and quantitative analyses of publicly-traded companies, their respective securities, and the underlying legal processes impacting the value of those securities, when implementing this strategy.

Once an investment is consummated, the Adviser monitors the litigation and implements a valuation process to determine whether the carrying cost of the investment has changed.

A Client may have the opportunity to deploy incremental capital at various stages of the investment, and the Adviser will implement the relevant and appropriate underwriting process again if and when further capital is required.

Risk Factors

A Client's investment objectives may not be achieved, and the Adviser's risk management techniques may not successfully protect against loss. An investment in a Client should be viewed as speculative and is not intended as a complete investment program. Investments are designed only for certain experienced and sophisticated persons who are able to bear the risk of substantial impairment or total loss of their investment.

The Adviser has broad discretion in making litigation finance or other legal or regulatory finance investments for the Clients. The Adviser may not correctly evaluate the nature or magnitude of the various factors that could affect the value of and return on investments. Investment results may be volatile. A variety of factors that are inherently difficult to predict, such as the timing and ultimate outcome of litigation, may detrimentally impact the legal claims in which the Adviser invests on behalf

of the Clients. These factors and others may significantly affect the results of the Client's activities and the value of an Investor's investment in a Client.

The Clients are subject to numerous risks related to investments in general as well as additional risks associated with investing in litigation finance or other legal or regulatory finance opportunities. The ability of the Clients to profit from their investments will be highly dependent upon the ability of their investments to generate a favorable settlement or damages award. Numerous factors may impede or prevent an investment from reaching this point, including inadequate capital, unforeseen unfavorable case developments, inability to collect or delay in collections of investment proceeds, lack of sufficient referral relationships with law firms, inadequate management by law firms or loss of key members of a particular legal team, regulatory developments and technology obsolescence. Investments made by Clients may face significant funding shortfalls for a wide variety of reasons. In any such event, a Client may be asked to provide additional capital. The inability of a litigation finance or other legal or regulatory finance asset to obtain all financing it requires may result in the failure of the investment and a loss of the relevant Client's investment in that asset.

All Investors should be aware of risk factors, which include, but are not limited to, the factors described below. This is a summary of these risks; for additional details, Investors should review the governing documents applicable to the relevant Client.

The following are risks inherent in an investment with a Client:

Investment Selection and Performance: The Clients' performance depends on whether the investments and financings they undertake are successful and pay returns. Assessing the value, strengths, and weaknesses of litigation is complex, and the outcome is not certain.

Inability to Locate, and Delay in Entering Into, Investments: The Clients' success depends on the conclusion, management, and realization of suitable investments. There is no guarantee that the Clients will be successful in sourcing suitable investments in a timely manner or at all, or in sourcing a sufficient number of suitable investments that meet the diversification, underwriting, and other requirements of the Clients. There can be no assurance that the Adviser will be successful in identifying such investments and/or in pursuing associated investment returns, nor is it certain that the Adviser will be able to identify a sufficient volume of such transactions to fully deploy the relevant Client's available capital or achieve desired investment returns for investors. The Adviser's efforts in researching potential investments and pursuing investment returns will incur material costs that will be borne by the relevant Client regardless of whether the investment is ultimately consummated and results in a favorable outcome. Accordingly, the relevant Client may incur these costs without the opportunity to achieve a corresponding investment gain in the case of unsuccessful transactions, which could result in losses.

Changes in Law or Regulation: The Adviser relies on executing certain strategies under current statutory law and judicial interpretations related thereto. Changes to statutory or common law could affect the success of active investments of the relevant Client, as well as the overall attraction of investment strategies in the future.

Law and professional regulation (including ethics regulation) in the area of acquiring or otherwise taking a financial position or commercial interest with respect to legal claims and defenses can be complex and uncertain. Some jurisdictions prohibit or restrict the purchase of claims (known as maintenance, and a form of maintenance called champerty), assignment of certain kinds of claims, and/or participating in a lawyer's contingent fee interests (including through ethical rules against lawyers' sharing fees with non-lawyers). Such prohibitions and restrictions, if any, are contained within the rules and regulations of each state and jurisdiction in the United States and elsewhere and vary in degrees of strength and extent of enforcement. This is a complex issue that involves both substantive law and also choice-of-law principles. Burford has retained counsel experienced in ethics and other professional matters and assesses the foregoing legal and ethical and other issues as appropriate and on an overall ongoing basis. In many jurisdictions, however, the relevant issues may not have been considered by the courts or addressed by statute, thus increasing the difficulty of obtaining clear legal opinions or advice. As a result, the Clients' investments could be open to challenge or subsequently reduced in value or extinguished. Changes in laws, regulation, or ethical rules could further reduce or limit opportunities for the Clients to make investments or could result in the reduction or extinction of the value of investments already concluded by the Clients.

Competition: Competition for attractive investment opportunities may lead to lower potential returns than expected from individual investments, which may affect the Clients' ability to invest on terms they consider attractive. The Clients may face competition from other entities, some of which (i) may have significantly greater financial and/or technical resources than the Clients, or (ii) may develop or market alternative financial arrangements that are more effective or less susceptible to challenge than those developed or marketed by the Clients, potentially rendering the Clients' investment strategy obsolete or uncompetitive.

Currency and Exchange Rate Risk: The Clients may invest in financial instruments denominated in currencies other than the U.S. Dollar or that are determined with references to currencies other than the U.S. Dollar. The Clients, however, will generally value their assets in U.S. Dollars. The value of the Clients' assets can fluctuate with U.S. Dollar exchange rates as well as with price changes of their investments in the various local markets and currencies. Thus, an increase in the value of the U.S. Dollar compared to the other currencies in which the Clients may make investments will reduce the effect of increases and magnify the U.S. Dollar-equivalent of the effect of decreases in the prices of the Clients' financial instruments in their local markets. Conversely, a decrease in the value of the U.S. Dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Clients' non-U.S. Dollar financial instruments. Changes in foreign currency exchange rates may also affect the value

of gains and losses realized on the sale of financial instruments and net investment income and gains, if any, of the Clients.

Recovery Collection Risks and Timing Uncertainty: The Clients are exposed to credit risk in various investment structures. In general, the Client assumes the risk of non- performance by the counterparty to its agreement, and the credit risk and default risk of the ultimate payor. Upon becoming contractually entitled to proceeds, depending on the structure of the particular investment, a Client could be a creditor of, or otherwise subject to credit risk from, a claimant, a defendant, both, or other parties. Moreover, a Client may be indirectly subject to credit risk to the extent a defendant does not pay a claimant immediately, notwithstanding successful adjudication of a claim in the claimant's favor. If a counterparty or ultimate payor defaults on its obligation to pay any contractual amounts, including, without limitation, by virtue of the bankruptcy or insolvency of such counterparty or ultimate payor, the Client could suffer losses of some or all of its investment. Part of the case selection process for investment involves an assessment by the Client of the ability of a defendant to pay a judgment or award if the case is successful. If the defendant is unable to pay or the claimant or defendant challenges the judgement or award, a Client may encounter difficulties in recovery. The Client may lack recourse against the counterparties or ultimate payors of cash flows, and no certainty can be provided that a bankruptcy or other court process will afford the Client the ability to recoup any of its investment or potential investment return. Further, given the nature of litigation recoveries, a Client cannot control the ultimate timing and amount recovered, and the Adviser may not be able to predict the timing and/or amount of any payments.

Liquidity of Investments: The Clients will originate and acquire highly illiquid investments that are difficult, if not impossible, to dispose of quickly and may also contain contractual provisions limiting or prohibiting their disposition. The relevant Client may be required to hold positions for extended periods. The Client's inability to exit its positions at certain times may prevent the Adviser from pursuing other investment opportunities on behalf of the Client. Moreover, the Client may be subject to the risk of intervening changes in the values of the investments that it holds while awaiting the ultimate outcome of its investments. Although the Adviser may seek to hedge against such risks, it is not required to do so, and may not be successful in doing so in all cases.

Concentration of Investments: The Clients' deployed capital is expected to be concentrated in a relatively small number of investments. This concentration of investments may expose the Clients to greater risk than if their investments were spread across a larger number of opportunities. Negative outcomes for one or more investments may impact a Client's overall returns much more negatively than they would if the investments were diversified over a broader number of litigation finance or other legal or regulatory finance positions.

Potential Commitments in Excess of Funds Raised: The Clients may contract for commitments in excess of their total funds. While the Adviser intends to manage each Client's investment portfolio in such a manner as to minimize the risk of a mismatch between commitments and available cash, it is possible that such a mismatch will occur, which could

cause damage to such Clients and the potential loss of business and financial relationships.

Reliance on Lawyers: The Clients rely on lawyers to litigate claims and defenses with due skill and care. While the Clients evaluate the lawyers involved in any investment (lawyers who generally are not selected by the Clients), there is no guarantee that the outcome of a case will be in line with the lawyers' assessment of the case or in line with the expected skill and care from the lawyers.

Legal Professional Duties: For some investments, the Client will not have an attorney-client relationship with the law firm representing the party to the litigation or transaction, and will not have the ability to control decisions made by the parties or the law firm. Lawyers are generally required to act pursuant to their clients' directives and are fiduciaries to their clients, not to the Client. The law firms involved also will be subject to an overriding duty to the courts and not to the Client.

Cybersecurity: The Clients rely on the information technology systems of Burford to conduct its business, including producing documentation, producing financial and management reports on a timely basis and maintaining accurate records. Burford's processes and systems may not operate as expected, may not fulfill their intended purpose, or may be damaged or interrupted by increases in usage, human error, unauthorized access, natural hazards or disasters, or similarly disruptive events. Computer and data-processing systems are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses, and a range of other hardware, software, and network problems). Any such malfunction or disruptions could cause economic losses. While Burford maintains business continuity plans and a global cybersecurity policy, Burford does not control the cybersecurity processes of third-party service providers and any data breaches that could occur within the data systems under their control.

Tax: Any change in tax status, or in taxation legislation of any jurisdictions in which business carries on, or is deemed to carry on, a trade or business or from which its income is sourced, could affect the value of the Client's investments. The Fund transacts within a unique asset class that may involve subjectivity in assessing the relevant income tax consequences. The limited partners report their share of the Fund's income or loss on their respective income tax returns and are ultimately responsible for determining the income tax consequences of the information provided to the limited partners by the Fund on the relevant reporting forms.

Certain Clients also have the following risks:

Terminated or Rejected Settlements: Some investments pertain to litigation in which a settlement agreement or some form of agreement in principle between parties exists. However, in some circumstances, these settlements, whether finalized or under a memorandum of understanding, require court approval or procedural steps beyond the Client's control. If parties to an agreement or agreement in principle, or the relevant jurisdictional authorities, terminate or reject a settlement, the Clients could suffer losses in

their investments.

Leverage: The Client may borrow funds to make new investments or to pay expenses because the General Partners and the Adviser believe that the use of leverage may enable the Client to achieve a higher rate of return. The amount of borrowings that the Client may have outstanding at any time may be substantial in relation to its capital. While leverage presents opportunities for increasing the Client's total return, it has the effect of potentially increasing losses as well. Accordingly, any event that adversely affects the value of an investment by the Client would be magnified to the extent the Client leveraged. The cumulative effect of the use of leverage by the Client in a market that moves adversely to the Client's investments could result in a substantial loss to the Client that would be greater than if the Client were not leveraged. The use of leverage may create interest expense for the Client, which can exceed the investment return from borrowed funds, causing the Client's investment return to be less than it would have been if leverage were not used.

Equity Securities: Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of common stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer. The value of equity securities may fluctuate in response to specific situations for each company, industry market conditions and general economic environments. The relevant Client may invest in equity securities regardless of market capitalization, including micro- and small-cap companies. The securities of smaller companies may involve more risk and their prices may be subject to more volatility. The relevant Client may also invest in distressed equity securities, which are generally considered to be riskier, speculative and relatively illiquid.

Appraisal Arbitrage: A majority of investment positions for certain Clients in listed equities is expected to be based upon a strategy which seeks to generate excess returns above an agreed-upon consideration in announced mergers and other transactions by pursuing appraisal proceedings. Appraisal arbitrage also carries certain unique risks, including, but not limited to, the Adviser's ability to identify suitable appraisal targets and successfully conclude appraisal proceedings; the arbiter of such proceeding may have wide latitude to modify the consideration in ways not anticipated or intended by the Adviser and that are beyond the Adviser's control; and the relevant Clients may be required to hold the positions established in connection with its appraisal arbitrage strategy for extended periods. The inability to exit its appraisal arbitrage positions at certain times may prevent the Adviser from pursuing other investment opportunities on behalf of the Clients.

Item 9 – Disciplinary Information

Like other registered investment advisers, the Adviser is required to disclose all material facts regarding

any legal or disciplinary events that would materially impact an Investor's evaluation of the Adviser or the integrity of the Adviser's management. No such disciplinary events have occurred at the Adviser.

Item 10 – Other Financial Industry Activities and Affiliations

Neither the Adviser nor any of its management persons is registered or has an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither the Adviser nor any of its management persons is registered or has an application pending to register as a futures commission merchant, a commodity pool operator, a commodity trading adviser or associated person of the foregoing.

The Adviser is an indirect, wholly-owned subsidiary of Burford. Burford, through its various affiliates, engages in a number of legal-finance-related businesses in the United States and abroad, including, among others, litigation finance and risk management, judgment enforcement, corporate intelligence, insurance and legal services, and a wide range of law firm financing activities. Burford's affiliates in the United Kingdom and Guernsey include a law firm and insurance business; in general, the Adviser has no connection to those Burford entities that is material to its advisory business Investors, except in certain limited instances when those entities may be compensated for services at prevailing market rates. However, as described below and in Item 11, certain Funds will also invest alongside Burford in investments that are within both parties' respective investment mandates, which could mean that some deals sourced for Burford in which the Funds participate, may originate from a Burford affiliate in the United Kingdom and Guernsey.

The Adviser and Burford utilize an integrated underwriting and investment process. As part of this integrated approach, in cases where an investment opportunity is identified that is within a Fund's investment mandate and also appropriate for proprietary investment by Burford, the Adviser and Burford allocate such opportunity between the Fund(s) and Burford's proprietary investment, in accordance with a predetermined formula. Our actively investing multiple Investor pre-settlement Fund shares a mandate with another pre-settlement Fund-of-one and Burford. The pre-settlement Fund is allocated 25% of an investment, the pre-settlement Fund-of-one arrangement is allocated 50% (of which the Burford balance sheet is a 1/3 co-investor), and Burford is allocated 25%.

While this allocation formula could benefit Burford in that it will acquire a larger proportion of certain investments that also are held by the Funds, the Adviser believes that the consistent application of the formula provides for an impartial and equitable allocation of such investments to the Funds, based upon the target investment size for the participating Funds, and will benefit the Funds by increasing their access to a larger pool of quality investment opportunities by leveraging Burford's underwriting processes and capital available for investment.

The Adviser has no other arrangements with a related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that sponsors or syndicates limited partnerships that are material to its advisory services, the Clients or the Investors. The Adviser does not have any relationships with persons in these categories that create a material conflict of interest.

As described in Item 4, the Adviser is affiliated with each Fund's General Partner. These affiliated entities operate as a single advisory business together with the Adviser and serve as General Partners of private investment funds. They share common ultimate ownership, officers, partners, or persons occupying similar positions.

The Adviser has developed and will continue to develop relationships with professionals who provide services that it does not provide, including legal, accounting, banking, tax preparation, insurance brokerage, and other personal services. None of the above relationships create a material conflict of interest with any of the Clients or their Investors.

The Adviser serves as the investment manager to the Clients, and each General Partner is the general partner of, and receives performance-based compensation from, its affiliated Fund. Certain of the Adviser's officers, employees, affiliates, and respective family members may invest directly in the Clients. Investments in the Clients made by these persons generally are not subject to the management fees or performance-based compensation described in Item 5 above.

The Adviser does not recommend or select other investment advisers for the Client or Investors. From time to time, the Adviser receives training, information, promotional material, meals, gifts or prize drawings from vendors and others with whom it may do business or to whom it may make referrals. At no time will the Adviser accept any benefits, gifts or other arrangements that are conditioned on directing individual Client transactions to a specific litigation finance or other legal or regulatory finance investment or other security, product or provider.

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

The Adviser has adopted a Code of Ethics (the "Code") that is designed to meet the requirements of Rule 204A-1 of the Advisers Act. The Code applies to the Adviser's access persons and other Burford employees and sets forth a standard of business conduct that takes into account the Adviser's status as a fiduciary and requires access persons to place the interests of the Clients and their Investors above their own interests and those of the Adviser. The Code requires Burford employees to comply with applicable federal securities laws.

Further, Burford employees are required to promptly bring violations of the Code to the attention of the Adviser's Chief Compliance Officer. All access persons are provided with a copy of the Code and are required to acknowledge receipt and understanding of the Code on at least an annual basis.

The Adviser's Code and policies cover standards of business conduct, confidentiality of client information, personal trading limitations, insider trading, reporting of personal securities transactions, restrictions on accepting and giving significant gifts, social media, political contributions, and reporting of certain gifts and business entertainment items, among other things.

As required by Rule 204A-1 of the Advisers Act, the Adviser's access persons must provide a list of their personal accounts and an initial holdings report within 10 days of becoming an access person. The Adviser also requires its access persons to report their securities transactions on a quarterly basis thereafter and disclose their securities holdings on an annual basis. The Adviser restricts the personal trading of Burford employees. In general, the Code provides that Burford employees (other than those with purely clerical or support functions, as determined by the CCO) may not buy or sell any Reportable Security (as that term is defined in the Code) without obtaining prior approval from the CCO. Any trades by the CCO must be preapproved by the CEO. The Code also includes insider trading policies and procedures that are designed to prevent the improper use of material, non-public information. Such insider trading policies and procedures prohibit the Adviser and its personnel from trading for the Clients or themselves, or recommending trading, in securities of an issuer while in possession of material, non-public information about the issuer, and from disclosing such information to any person not entitled to receive it. Violations of the Code may result in remedial actions, including, but not limited to, fines, censure, suspension or termination.

The Adviser will provide a copy of its Code to any existing or prospective Investor upon request to its Chief Compliance Officer, Anne Duffy, at (312) 778-8760.

The Adviser occasionally engages in principal transactions subject to obtaining any required consent, most commonly to facilitate transactions in which the Burford balance sheet and Clients are intended to participate. Principal transactions are generally defined as transactions involving an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, that buys from or sells any security to any advisory client, or when a security is traded between an affiliated fund and another client account. An agency cross transaction is defined as a transaction involving a person acting as an investment adviser or any person controlled by or under common control with the investment adviser, acting as broker for both the advisory client and for the other counterparty to the transaction. Agency cross transactions may arise when an adviser is dually registered as a broker-dealer or is affiliated with a broker-dealer. This does not apply to the Adviser. The Adviser may engage from time to time in cross transactions at fair market value without the consent of, but with notice to, the limited partners. In the context of the Adviser's business, a cross transaction would be a transaction executed by the Adviser between two Clients managed by the Adviser.

Certain Funds have advisory boards that are established under the respective Fund's offering and governing documents. Each Fund's advisory board comprises select limited partners of the Fund. A conflict of interest may exist in that not all limited partners are asked to join a Fund's advisory board.

If any matter arises that the Adviser determines in its good faith constitutes an actual conflict of interest, the Adviser may take such actions as may be necessary or appropriate, within the context of such Client's applicable governing documents, to ameliorate the conflict.

As explained in Item 10 above, the Adviser serves as the investment manager to the Clients. The Adviser and certain of its officers, employees, affiliates, and respective family members may invest directly in the Clients, which investments generally are not subject to management fees or performance-based compensation. Investments by these persons are subject to the same liquidity terms as all other Investors. The Adviser recognizes the potential conflicts of interest that arise when its related persons invest in the Clients. The Adviser addresses these potential conflicts through its Code, which sets forth a fiduciary standard that requires access persons to act in the best interests of the Clients and to place the interests of Clients ahead of their own interests and those of the Adviser's access persons.

Additionally, as described in Item 10, the Adviser and Burford utilize an integrated underwriting and investment process, and Burford makes proprietary investments alongside certain Funds. As a result, Burford may benefit from acquiring a larger proportion of certain investments that also are held by the Funds, but the Adviser has addressed potential conflicts of interest by implementing the allocation policy described in Item 10 above. While the allocation policy could, in certain cases, result in a Fund owning less of a particular investment than might have been the case had it invested separately, the Adviser believes that this objective policy provides the Funds with appropriate capacity to access attractive shared investment opportunities, and that the Funds will benefit from greater access to such investment opportunities as a result of the collaborative underwriting and investment process with Burford.

The Adviser addresses potential conflicts through regular monitoring of the Clients' portfolios for consistency with the Clients' objectives, strategies and target capacity. The Adviser and its related persons do not invest in the same securities as recommended to the Clients other than through their investments in the Clients and through Burford's proprietary investments described above. Subject to the Code, which significantly restricts the ability of access persons and other Burford employees to trade any Reportable Security (as that term is defined in the Code), access persons may carry on investment activities for their own account or for others.

The Adviser may be subject to conflicts relating to its selection of third-party service providers for the Clients, including prime and other brokers, banks, administrators, vendors and other service providers. Such third-party service providers may provide services that are beneficial to the Adviser, but not necessarily beneficial to the Clients, such as certain capital introductions. Such services and relationships may influence the Adviser's selection of service providers. In addition,

a Fund may invest alongside certain service providers in particular investment opportunities or otherwise make investments in which such service providers have a direct or indirect interest, which may influence the decisions made by the Adviser with respect to certain investments. Some service providers may be global firms with affiliated banking, asset management or other financial advisory divisions, and may have various relationships with employees including providing personal services such as lines of credit, banking, advisory, investment, tax or accounting services. The Adviser selects third-party service providers for the Funds based on a number of relevant factors including qualifications, price, reputation and reliability, among others. Also, the Adviser has adopted policies and procedures to mitigate such conflicts via its Code, which sets forth a standard of business conduct that takes into account the Adviser's status as a fiduciary and requires access persons to place the interests of the Clients and their Investors above their own interests and those of the Adviser.

Access persons and other Burford employees are prohibited from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding these securities or communicating material non-public information to others.

Item 12 – Brokerage Practices

The Clients primarily invest in private litigation finance or other private legal or regulatory finance investments; research and brokerage arrangements typical to securities exchange transactions do not apply to these types of investments. However, the Adviser may from time to time use Client funds to pay various intermediaries for helping to source or facilitate certain Client investments. When this is the case, the Adviser will take steps to ensure that any fees paid to such intermediaries are market appropriate. The Adviser also invests in public securities in connection with legal claims. In connection with those investments, the Adviser has entered into brokerage arrangements to execute those transactions. The Adviser seeks best execution with respect to all types of Client transactions, and it selects broker-dealers and evaluates the reasonableness of their commissions on this basis.

During the course of the brokerage relationship, the Adviser may receive customary research from the Adviser's executing broker-dealers that the Adviser believes are generally made available to other users of such broker-dealers. The Adviser does not direct Client trades to such broker-dealers in order to receive this research. However, any research provided to the Adviser by a broker-dealer is reviewed to ensure compliance with Section 28(e) of the Exchange Act.

The Adviser will typically aggregate a Client's securities transactions with those of other Client trades that are being made simultaneously in the same security. Each Client will pay its proportionate share of the total commission and pay or receive its proportionate share of the total cost or sales proceeds. All Clients will participate at the average purchase or sale price and no Client will be favored over another.

Item 13 – Review of Accounts

The Adviser continuously reviews the portfolios with regard to investment policy, the suitability of the investments used to meet policy objectives, and the investment objectives of the Clients. The portfolios are reviewed frequently to evaluate and assess, among other things, investment performance, sensitivity to market changes and whether the Clients continue to meet certain established investment criteria.

Investors generally receive unaudited capital summary reports at least semi-annually and receive audited financial statements within 120 days of the end of the fiscal year. In addition, Investors in each Fund generally receive quarterly updates.

Item 14 – Client Referrals and Other Compensation

For a general discussion of fees and compensation, see Item 5. The Adviser receives compensation in the form of management fees paid by the Investors as well as performance-based compensation. The Adviser receives no economic benefit from non-clients but from time to time, the Adviser may enter into arrangements pursuant to which it compensates third-party placement agents for referrals that result in a potential investor becoming a limited partner in a Fund. All such placement agents engaged by the Adviser will be registered broker-dealers. Additionally, the cost of any fees and expenses payable to any placement agents will be borne entirely by the Adviser and not by any limited partner. While in the past the Adviser has engaged the services of a third-party placement agent to solicit limited partners, no such third-party placement agent was engaged during 2019.

Item 15 – Custody

The Adviser and each of the General Partners, or affiliates, may be deemed to have custody of certain Client's assets. For such Clients, the Adviser maintains custody of Client assets in compliance with applicable rules and regulations.

The Adviser utilizes the services of unaffiliated banks / qualified custodians, and to ensure compliance with Rule 206(4)-2 under the Advisers Act, the Adviser has arranged for the Clients to be audited in accordance with U.S. Generally Accepted Auditing Standards (GAAS) by an independent public accountant registered with, and subject to inspection by the Public Company Accounting Oversight Board, on an annual basis, and ensures that all Investors in the Clients are provided with copies of these audited financial statements within 120 days of the end of the Clients' respective fiscal years (i.e., generally by April 30). Some Clients provide financial statements in accordance with International Financial Reporting Standards (IFRS) but are reconciled to U.S. Generally Accepted Accounting Principles (GAAP) standards and audited in the same manner as described above.

Investors should carefully review the Clients' audited financial statements.

Item 16 – Investment Discretion

The Adviser has discretionary authority to manage the Clients. The Adviser is authorized to make purchase and sale decisions for the Clients.

Item 8 above describes the Clients' investment strategies and further detail is found in the governing documents applicable to the relevant Client. Investors do not have the ability to impose limitations on the Adviser's discretionary authority. Prospective investors are provided with a private placement memorandum or other governing documentation prior to their investment and are encouraged to carefully review the private placement memorandum and other governing documents, together with all other relevant offering materials, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective investors should also consult with their legal, tax or other advisors prior to making any investment. Prospective investors must also execute a subscription agreement for each Fund investment, in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, Investors must execute the limited partnership agreement for the applicable Fund, or the management agreement for any other private fund vehicle.

A limited partner may impose limitations on the Adviser's authority and the Adviser may choose to accept reasonable limitations or restrictions at its discretion. For example, in connection with its subscription in a Fund, one limited partner has restricted the Adviser's ability to invest where a company in a certain industry is an adverse party in the underlying litigation. Such limitation is evidenced in a side letter.

From time to time, and outside of the shared mandate between pre-settlement Funds discussed in Item 10, the Adviser may be presented with investment opportunities that would be suitable for more than one of the Clients operated by the Adviser or advisory affiliates of the Adviser. In determining which investment vehicles should participate in such investment opportunities, the Adviser and its affiliates are subject to conflicts of interest among the investors. The Adviser attempts to resolve these conflicts of interest in light of its obligations to investors and attempts to allocate investment opportunities among investors in a fair and equitable manner in accordance with governing documents applicable to the relevant Client. Where necessary, the Adviser may consult with and/or receive consent to conflicts from the requisite percentage interest of Investors in or an advisory board consisting of Investors in the applicable Funds and/or other private fund advisory clients. As noted above, certain Funds will also invest alongside Burford in investments that are within both parties' respective investment mandates, in accordance with the policies described in Items 10 and 11.

Item 17 – Voting Client Securities

Voting of securities is not applicable to most Clients' investments. However, in the case of investments in public securities, the Adviser may abstain or vote against management

recommendations in securities in the relevant Client investments. Investors may obtain a copy of the Adviser's proxy voting policies and procedures and/or information about how the Adviser has voted a Client's securities by contacting its Chief Compliance Officer, Anne Duffy, at (312) 778-8760.

Item 18 – Financial Information

There are no financial conditions that are reasonably likely to impair the Adviser's ability to meet contractual commitments to its Clients.

Item 19 – Requirements for State-Registered Advisers

Not applicable.