

**Item 1. Cover Page**

**Brochure of**  
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This brochure provides information about the qualifications and business practices of Crescent Park Management, L.P. ("Crescent Park"). If you have any questions about the contents of this brochure, please contact us at Telephone: (650) 285-4300 or [doug@crespark.com](mailto:doug@crespark.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.

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

**Item 2. Material Changes**

Not applicable.

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

Crescent Park is a Delaware limited partnership formed in February 2014. Crescent Park's founder, controlling owner and primary portfolio manager is Eli D. Cohen. Crescent Park's affiliate, CPM GP, LLC, a Delaware limited liability company, serves as Crescent Park's general partner.

Although Crescent Park may manage additional client accounts in the future, it currently serves as the investment adviser to (1) Crescent Park Master Fund, L.P., a Cayman Islands exempted limited partnership (the "Master Fund"), (2) Crescent Park FOF Partners, L.P., a Delaware limited partnership (the "FOF Fund"), which is only available for investment by Crescent Park personnel, friends, family and industry colleagues, and their affiliates, (3) Crescent Park SPV I, L.P., a Delaware limited partnership (the "SPV I Fund") and (4) Crescent Park LC Master Fund, L.P., a Cayman Islands exempted limited partnership (the "LC Master Fund").

The Master Fund is a "master fund" whose limited partners are Crescent Park Offshore Fund, Ltd., a Cayman Islands exempted company (the "Offshore Feeder") and Crescent Park Partners, L.P., a Delaware limited partnership (the "U.S. Feeder"). The LC Master Fund, L.P. is a "master fund" whose limited partner is Crescent Park LC Fund, L.P., a Delaware limited partnership (the "U.S. LC Feeder," and, together with the LC Master Fund, the Master Fund, the Offshore Feeder, the U.S. Feeder, the FOF Fund and the SPV I Fund, the "Funds"). The Offshore Feeder is available for investment primarily by non-U.S. investors and U.S. tax-exempt investors that are "qualified purchasers" so that it can be excluded from the definition of an "investment company" under section 3(c)(7) of the Investment Company Act of 1940 ("ICA"). The U.S. Feeder, the U.S. LC Feeder, and the SPV I Fund are available for investment primarily by taxable U.S. investors that are "qualified purchasers" so that each also can rely on ICA section 3(c)(7). The FOF Fund is available for investment as described in the previous paragraph, and it relies on the exclusion from the definition of an "investment company" under ICA section 3(c)(1).

As of December 31, 2019, Crescent Park had total regulatory assets under management of approximately \$654,415,968 (which amount excludes regulatory assets under management related to LC Master Fund, which launched in 2020).

Crescent Park invests principally, but not solely, in equity and equity-related securities and commodities that are that are traded publicly in U.S. and non-U.S. markets on behalf of the Funds. Unlike the other Funds which have broad investment mandates, the SPV I Fund focuses on investments in securities of publicly-traded alternative asset managers ("Public Alternative Advisers"). Crescent Park, however, is authorized to enter into any type of investment transaction that it deems appropriate under the terms of the Funds' partnership or other account agreements. Crescent Park selects all Fund investments and strategies, and Fund investors have no opportunity to select or evaluate any Fund investments or strategies.

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

Fees and Allocations. Crescent Park's compensation is negotiable and varies, and is disclosed in each Fund's confidential offering circular or private offering memorandum. Crescent Park typically charges management fees which are calculated as a percentage of assets of each Fund as

of the first day of each fiscal quarter. The percentage is variable and is based on Crescent Park's and its affiliates' aggregate net fee-paying assets under management as of the first day of each fiscal quarter. The management fee is payable in quarterly installments at the beginning of each fiscal quarter based on the net market value of each client's account on the date the fee accrues and becomes payable.

Crescent Park's affiliate, Crescent Park GP, LLC, a Delaware limited liability company ("Crescent Park GP"), serves as general partner of each Fund (other than the Offshore Feeder). As general partner, Crescent Park GP directly deducts the management fee described above, which it has assigned to Crescent Park, and is allocated a performance-based profits allocation or fee, which is based on a percentage of net profits (including both realized and unrealized gains). Investors in each feeder fund pay these management fees and performance allocations indirectly at the applicable master fund.

If a Fund terminates or an investor withdraws or redeems, the investor bears expenses, the pro rata portion of the management fees and performance allocations or fees through the date of termination or withdrawal or redemption, except that if an investor withdraws or redeems from a Fund on a date other than a Permitted Withdrawal Date (as defined in each Fund's offering documents), there is no refund to that investor of any management fee that it previously paid for that period.

Crescent Park may provide certain investors special fee and allocation arrangements that it does not provide to other investors. Crescent Park may waive all or any portion of the management fees or performance allocations with respect to any investor.

Crescent Park complies with Rule 205-3 under the Investment Advisers Act of 1940, if required. Performance allocations may create an incentive for Crescent Park to make more risky and speculative investments than it would otherwise make.

Crescent Park believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

Expenses. Each Fund is responsible for its own costs and expenses, including trading costs and expenses (such as brokerage commissions, expenses related to short sales, and clearing and settlement charges), research consultants, service contracts related to on-line research, ongoing legal, accounting and bookkeeping fees and expenses, and the fees and expenses charged by the Funds' administrator for its accounting, bookkeeping and other services. Crescent Park and Crescent Park GP each bears its own operating, general, administrative and overhead costs and expenses, other than the expenses described above. Securities brokerage firms and futures commission merchants ("FCMs") that execute securities and commodities trades for the Funds, however, may pay part of these costs and expenses, as discussed in Item 12 below.

Crescent Park typically deducts management fees and performance allocations directly from client accounts.

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

Crescent Park currently manages only accounts that pay performance-based compensation as described in Item 5. While Crescent Park may waive the management fees or profit allocations for any Fund, it is more likely to waive such fees or allocations for the FOF Fund. The potential differences in the amount of fees or allocations that the Funds pay may create an incentive for Crescent Park to disproportionately allocate time, services or functions to Funds paying at a higher rate, or disproportionately allocate investment opportunities to such Funds. To address this conflict, Crescent Park typically allocates all investment opportunities within each strategy on a pro rata basis, based on each account's assets. Additionally, Crescent Park has policies and procedures to review client account investment allocations on a regular basis. Crescent Park does not manage accounts that do not pay performance-based compensation.

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

Crescent Park provides investment advice to investment funds. Investors in the U.S. Feeder, the Offshore Feeder and the U.S. LC Feeder are required to invest at least \$5,000,000, while investors in FOF Fund and the SPV I Fund are required to invest at least \$250,000. Crescent Park may waive these minimums.

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

### Investment Strategy

The investment objective of the Master Fund and FOF Fund (the "Primary Funds") is to compound capital by investing principally in a relatively concentrated portfolio of securities, long and short, where Crescent Park believes it has identified a mispricing opportunity that can be exploited over a multi-year holding period. The Primary Funds invest in and trade securities, consisting principally, but not solely, of equity and equity-related securities that are traded publicly in U.S. and non-U.S. markets.

The investment objective of the LC Master Fund is to compound capital by investing primarily in the long positions of the Master Fund (typically without the short positions), although the LC Master Fund may invest in other positions Crescent Park determines appropriate. Descriptions below of the risks related to the Primary Funds apply equally to the LC Master Fund except as noted. Accordingly, the term "Primary Fund" shall be deemed to include LC Master Fund as the context requires.

The investment objective of the SPV I Fund is to exploit the market inefficiencies Crescent Park perceives in the securities of Public Alternative Advisers. The SPV I Fund invests in and trades securities, consisting principally, but not solely, of equity and equity-related securities of Public Alternative Advisers.

The Primary Funds, the LC Master Fund and the SPV I Fund also generally may invest in preferred stocks, convertible securities, warrants, rights, options (including covered and uncovered puts and calls and over-the-counter options), swaps and other derivative instruments, bonds and other fixed income securities, private securities, non U.S. currencies, futures, options on futures, other

commodity interests and money market instruments, and may engage in short selling, margin trading, hedging and other investment strategies.

The investment strategy summarized above represents Crescent Park's current intentions, is general in nature and is not exhaustive. There are no limits on the types of securities and commodities in which Crescent Park may take positions on behalf of the Funds (although the SPV I Fund is focused on Public Alternative Advisers and the LC Master Fund is typically not expected to take short positions), the types of positions that it may take, the concentration of its investments or the amount of leverage that it may use. Crescent Park may use any trading or investment techniques, whether or not contemplated by the expected investment strategy described above. In addition, there are limitations in describing any investment strategy due to its complexity, confidentiality and indefinite nature. Depending on conditions and trends in securities and commodities markets and the economy generally, Crescent Park may pursue any objectives or use any techniques that it considers appropriate and in the Funds' interest.

### Risk Factors

Investing in securities and commodities involves risk of loss that investors should be prepared to bear. Below are brief summaries of some of the risks that investors should consider before investing in a Fund. Any or all of these risks could materially and adversely affect investment performance, the value of a Fund or any security or commodity held by that Fund, and could cause investors to lose substantial amounts of money. Potential Fund investors should review the Fund's offering circular or private offering memorandum carefully and in its entirety, and consult with their professional advisers before deciding to invest. A potential investor should discuss with Crescent Park's representatives any questions that such person may have before investing in a Fund.

#### *Risks Associated with Crescent Park's Investment Strategy*

- The Funds may not achieve their investment objectives. A strategy may not be successful and investors may lose some or all of their investment.
- Investor sentiment on the market, an industry or an individual stock, fixed income or other security or commodity is unpredictable and can adversely affect the Funds' investments.
- The Funds' may hold stocks that disappoint earnings expectations and decline, and may short stocks that beat earnings expectations and rise.
- Crescent Park may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. Crescent Park also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for the Funds when the Funds could make a profit or avoid losses.
- The Primary Funds may take positions in securities of small, unseasoned companies that are less actively traded and more volatile than those of larger companies.

- The Primary Funds may invest in technology companies. Securities of companies in the emerging growth technology industry tend to be substantially more volatile than the rest of the market. Particular risks relating to those types of investments may include, but are not limited to, the following:
  - The growth of the market for various new technologies may be affected by the availability and size of government subsidies and economic incentives. The failure to extend or enhance these subsidies or incentives may adversely affect the ability of technology companies to arrange financing for certain projects and may otherwise adversely affect the attractiveness of securities of those companies.
  - The technology sector is characterized by short product cycles, declining product prices, significant competition from new companies, patent infringement and other intellectual property violations, and product and technology failures and obsolescence. A technology company may fail to acquire or develop necessary technology, it may acquire the rights to or develop a technology that is rendered obsolete by other technological developments, its product or service may not prove to be commercially successful, or it may be subject to intellectual property litigation. All of these risks heighten the volatility of the securities of such companies and may lead to significant losses for the Funds.
  - The market for technology products and services is heavily influenced by foreign, federal, state and local government regulations and policies, which are subject to change at any time. Any new government regulations pertaining to technology products may result in significant additional expenses to companies in this industry and their customers and, as a result, could cause a significant reduction in demand for their products.
  - Many technology sector companies have micro- to small-sized market capitalizations, which involve substantially higher risks than do investments in securities of non-technology sector and larger companies.
- The SPV I Fund will focus on investments in the securities of Public Alternative Advisers. Investing in such securities involves unique risks, including: (1) there is increasing competition for investors and investment opportunities, which may lead to declining fees and revenues and losses for the applicable Public Alternative Advisers and the SPV I Fund; (2) Public Alternative Advisers are highly regulated, and regulatory compliance may consume significant resources and time for Public Alternative Advisers; (3) many public Alternative Advisers depend on the performance of certain key individuals, the loss of any one of whom could lead to material investor withdrawals and losses for the SPV I Fund; (4) certain Public Alternative Advisers depend on debt markets for financing, which could lead to losses if credit markets change; and (5) revenues of many Public Alternative Advisers are highly variable and may be subject to clawbacks, and as a result their securities may be discounted, and Crescent Park's expectations of future earnings and the timing of those earnings may differ from the market generally.

- Crescent Park may engage in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, resulting in losses on both the hedged security and the hedging instrument. Crescent Park is not obligated to hedge the Funds' portfolio positions, and it frequently may not do so.
- The Primary Funds (although typically other than the LC Master Fund) may sell securities short, resulting in a theoretically unlimited risk of loss if the prices of the securities sold short increase.
- Management and stockholders of an issuer may sue short sellers to deter short sales of the issuer's securities. Crescent Park could be subject to such actions, even if they are baseless, and the Primary Funds (although typically other than the LC Master Fund) could incur substantial costs defending them.
- To make a short sale, Crescent Park must borrow the securities being sold short. It may be impossible to borrow securities at the most desirable time to make a short sale, particularly in illiquid securities markets.
- If the prices of securities sold short increase, the Primary Funds (although typically other than the LC Master Fund) may need to provide additional funds or collateral to maintain the short positions. This could require the Primary Funds (although typically other than the LC Master Fund) to liquidate other investments to provide additional collateral. Such liquidations might not be at favorable prices.
- Subject to the terms of each Fund's governing documents, Crescent Park may use leverage by borrowing on margin, selling securities short and trading futures, other commodity interests and derivatives, which increases volatility and risk of loss. These instruments can be difficult to value. An incorrect valuation could result in losses.
- The Funds may sell covered and uncovered options on securities. The sale of uncovered options could result in unlimited losses.
- Counterparties such as brokers, dealers, FCMs, custodians and administrators with which Crescent Park does business on behalf of the Funds may default on their obligations. For example, a Fund may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- Crescent Park may enter into repurchase agreements or reverse repurchase agreements on behalf of the Funds. These instruments can have effects similar to margin trading and leveraging strategies.
- Crescent Park may invest in fixed income securities that are subject to interest rate risk, inflation rate risk, limited liquidity risk and other risks.
- The Funds may invest in securities of non-U.S. issuers. The risks of these investments include political risks, economic conditions and legal systems of the country in which the



issuer is located, limitations on foreign investment in any such country, currency exchange risks, withholding taxes, limited information about the issuer, limited liquidity and limited regulatory oversight.

- Changes in economic conditions can adversely affect investment performance. At times, economic conditions in certain parts of the world have deteriorated materially and rapidly, resulting in volatile securities markets and large investment losses. Depending upon the investment strategies employed and market conditions, the Funds may be adversely affected by such unforeseen events involving such matters as political crises, military actions, terrorist attacks, natural disasters, public health issues (including viral outbreaks such as the COVID-19 coronavirus), changes in currency exchange rates or interest rates, forced redemptions of securities, regulatory intervention or general market conditions creating illiquidity or pricing anomalies or value impairment. Such downturns may lead to material losses for the Funds. Further, government actions responding to these conditions could lead to inflation and other negative consequences to the Funds.
- While the Funds may acquire a large position in an issuer's securities, Crescent Park is nevertheless unlikely to have any control over the issuer's management. In addition, if the Funds hold a large position in an issuer's securities, their subsequent sale of all or any part of that position could depress the market for those securities.
- Some of the Funds' positions may be or become illiquid, in which case Crescent Park may not be able to sell these positions and investors may be unable to withdraw or redeem capital associated with these positions.
- Crescent Park may invest in restricted securities that are subject to long holding periods or that are not traded in public markets. These securities are difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded.
- The Primary Funds' investments may not be diversified and the SPV I Fund's investments will be concentrated in the securities of Public Alternative Advisers. Therefore, a loss in any one position, industry or sector in which the Funds have invested may cause significant losses.
- The Funds may have higher portfolio turnover and transaction costs than a similar account managed by another investment adviser. These costs reduce investments and potential profit or increase loss.
- The Funds may invest in other investment entities, which may cause investors to pay two levels of advisory fees or allocations.

#### *Fund Structure Risk*

- Crescent Park determines the value of securities and commodities held in the Funds' accounts, whether or not a public market exists for those instruments. If Crescent Park's valuation is inaccurate, among other possible consequences, it might receive more

compensation than that to which it is entitled, a new investor might receive an interest that is worth less than the investor paid or an investor that is withdrawing or redeeming from a Fund might receive less than the amount to which the investor is entitled. As such, inaccurate valuations have the potential to harm new investors, existing investors, withdrawing or redeeming investors and the Funds.

- The Funds are generally responsible for any trade error that Crescent Park makes in any of the Funds' accounts, even when the error hurts the Funds, unless such error results from Crescent Park's or its affiliate's gross negligence, willful misconduct or fraud.
- Crescent Park and its affiliates and agents generally are not responsible to any Fund investor for losses incurred in the Fund unless the conduct resulting in such loss constituted gross negligence, fraud or willful misconduct.
- There is not and will not be an active market for Fund interests or shares. It may be impossible to transfer any such interests or shares, even in an emergency.
- A Fund may not be able to generate cash necessary to satisfy investor withdrawals and redemptions. Substantial withdrawals and redemptions in a short period could force Crescent Park to liquidate investments too rapidly, and may reduce the size of the Primary Funds or the SPV I Fund to such an extent that the applicable Fund cannot generate returns or reduce losses.
- A Fund may limit or suspend withdrawals or redemptions of an investor's assets from the Fund.
- A Fund may establish a reserve for contingencies if Crescent Park or Crescent Park GP considers it appropriate. Investors may not withdraw or redeem assets covered by that reserve until it is lifted.
- If the assets that Crescent Park and its affiliates manage grow too large, it may adversely affect performance, because it is more difficult for Crescent Park to find attractive investments as the amount of assets that it must invest increases.
- No Fund investor has been represented by separate counsel. The attorneys who represent Eli D. Cohen do not represent Fund investors. Investors must hire their own counsel for legal advice and representation.
- A Fund may dissolve or expel any investor at any time, even if such actions adversely affect one or more investors.
- Crescent Park, Crescent Park GP, an administrator or any government agency may freeze assets that any of them believes an investor holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist, and may transfer such assets to a government agency. None of Crescent Park, Crescent Park GP, any Fund or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulations.

- The Funds do not intend to make distributions, but intend instead to reinvest substantially all income and gains. Therefore, an investor may have taxable income from a Fund without a cash distribution to pay the related taxes.
- If a Fund becomes insolvent, investors may be required to return with interest any distributions and forfeit any undistributed profits.
- Crescent Park provides certain initial founding investors with reduced fees and allocations, certain capacity and other preferential rights, and following an initial lock-up period, preferential liquidity rights that it does not provide to other investors or clients. Crescent Park may additionally provide certain other investors preferential liquidity rights or informational rights (subject to acceptable prior notice) or other similar rights under limited circumstances outlined in each Fund's confidential offering circular or private offering memorandum. These preferential rights, such as enhanced liquidity, may adversely affect a Fund's portfolio positions, and accordingly, the other investors.

### *General Risks*

- Federal, state and international governments may increase regulation of investment advisers, private investment funds and derivative securities, which may increase the time and resources that Crescent Park must devote to regulatory compliance, to the detriment of investment activities.
- Crescent Park is not registered with the SEC as a broker-dealer or with the Commodity Futures Trading Commission as a commodity pool operator or commodity trading adviser. The equity interests in the Funds are not registered under the Securities Act of 1933, and the Funds are not registered investment companies under the Investment Company Act of 1940. As a result, Fund investors do not have certain regulatory protections that they would have if these registrations were in place. Crescent Park believes that none of these registrations is required because exemptions are available under applicable law. If a regulatory authority deems that any of these registrations is required, Crescent Park and the Funds could be subject to expensive and distracting legal action and potential termination.
- Crescent Park's and its affiliates' activities could cause adverse tax consequences to investors, including liability for interest and penalties.
- Crescent Park's activities may cause a Fund that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.
- The success of Crescent Park's investment strategy depends on the skill and acumen of Eli D. Cohen in selecting the Fund investments directly and in selecting other managers and other employees. If Mr. Cohen should cease to participate in Crescent Park's activities, its ability to select attractive investments and manage the Funds' portfolios could be impaired.
- Crescent Park and its affiliates may spend time on activities that compete with the Funds or distract them from managing the Funds without accountability to Fund investors,

including investing for other clients and their own accounts. If Crescent Park receives better compensation and other benefits from these activities compared to managing the Funds, it has incentive to allocate more time to those other activities. These factors could influence Crescent Park not to make investments on the Funds' behalf even if such investments would benefit the Funds, or otherwise reduce the time Crescent Park or its affiliates spend managing the Funds.

The above is only a brief summary of some risks that a Fund investor may encounter. Before deciding to invest in a Fund, prospective investors should consider carefully all of the risk factors and other information in the Fund's offering circular or private offering memorandum.

**Item 9. Disciplinary Information**

This Item is not applicable, because Crescent Park has no reportable disciplinary information.

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

As stated under Item 5, Crescent Park's affiliate Crescent Park GP, serves as general partner of the Master Fund, the U.S. Feeder, the FOF Fund, the SPV I Fund, the LC Master Fund and the U.S. LC Feeder.

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

Crescent Park has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, that establishes standards of conduct for Crescent Park's supervised persons. The Code of Ethics includes general requirements that Crescent Park's supervised persons comply with their fiduciary obligations to the Funds and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to comply with the personal trading restrictions described below and periodically to report their personal securities transactions and holdings to Crescent Park's Compliance Officer, and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the Compliance Officer. Each supervised person of Crescent Park receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received those materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during the preceding year. Clients and prospective clients may review Crescent Park's Code of Ethics at Crescent Park's offices by contacting Doug Edwards at [doug@crespark.com](mailto:doug@crespark.com).

Under Crescent Park's Code of Ethics, Crescent Park's employees generally may personally invest only in certain exchange-traded funds and mutual funds, and generally may not invest in single securities of the same classes as Crescent Park purchases for the Funds and may not own securities of issuers whose securities Crescent Park subsequently purchases for the Funds. To further address any potential conflicts, Crescent Park's employees typically must obtain pre-approval before engaging in most securities transactions, other than purchases and sales of index-related exchange-traded funds and mutual funds. Crescent Park and its employees may buy or sell specific securities

for their own accounts based on personal investment considerations aside from company or industry fundamentals, which Crescent Park does not believe appropriate to buy or sell for clients.

Crescent Park may solicit investors who may or may not be Crescent Park's clients to invest in the Funds. Crescent Park has an incentive to cause a client to invest in a Fund instead of an individually managed account because of the reduced expenses and administrative burdens of managing a Fund compared to an individually managed account, Crescent Park's performance compensation from a Fund that is a limited partnership receives more favorable tax treatment than that from an individually managed account and investors in the Funds have less transparency and liquidity than individual account clients. In addition, if a Fund investor also has an individually managed account with Crescent Park that uses an investment strategy that is similar to that of the Fund, the investor may use knowledge of the other account's portfolio to decide if and when to make an additional investment or withdraw or redeem assets from the Fund at times when other Fund investors would have made similar decisions had they had similar transparency. Crescent Park discloses these conflicts of interest to clients and investors.

Because Crescent Park may manage more than one account, there may be conflicts of interest over the time it devotes to managing any one account and allocating investment opportunities among all accounts that it manages. For example, Crescent Park selects investments for each client based solely on investment considerations for that client. Different clients may have differing investment strategies and expected levels of trading. Crescent Park may buy or sell a security for one type of client but not for another, or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. Crescent Park may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client. Crescent Park is not obligated to acquire for any account any security or commodity that Crescent Park or its employees may acquire for its or their own accounts or for any other client, if in Crescent Park's absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

## **Item 12. Brokerage Practices**

Crescent Park has complete discretion in selecting the broker or FCM that it uses for client transactions and the commission rates that clients pay such brokers and FCMs.

Crescent Park generally selects brokers and FCMs based on best execution and other factors or services paid for or provided by those brokers and FCMs that benefit Crescent Park or its affiliates, the Funds or other client accounts, including, among other things:

- Research reports, services and conferences (including third party research fees);
- Economic and market information;
- Portfolio strategy advice;
- Industry and company comments;
- Technical data;
- Performance measuring data;
- On-line pricing;
- Special execution capabilities;
- Outsourced trading services;

- Block trading and block positioning capabilities;
- Willingness to execute related or unrelated difficult transactions in the future;
- Willingness to commit capital;
- Knowledge of market participants;
- Order of call;
- Offering to Crescent Park on-line access to data regarding client accounts;
- Clearance and settlement;
- Reputation, financial strength and stability;
- Confidentiality;
- Efficiency of execution and error resolution;
- Quotation services;
- Availability of stocks to borrow for short trades;
- Custody, recordkeeping and similar services;
- General business or operational consulting; and
- Other matters involved in the receipt of brokerage services generally.

Crescent Park also may purchase from a broker or FCM, or allow a broker or FCM to pay for, all or a portion of operating costs and expenses of Crescent Park, the Funds or their affiliates, such as:

- Newswire charges;
- Proxy voting services;
- Portfolio management and quotation services;
- Periodical subscription fees; and
- Third party research fees.

Crescent Park may receive soft dollar credits based on principal, as well as agency, securities and commodities transactions with brokers and FCMs or direct a broker or FCM that executes transactions to share some of its commissions with a broker or FCM that provides soft dollar benefits to Crescent Park.

Crescent Park may allocate the costs of certain computer software used for both research and brokerage (on the one hand) and non-research and non-brokerage (on the other hand) between their research or brokerage uses and non-research or non-brokerage uses, and use soft dollars to pay only for the portion that Crescent Park allocates to research uses.

Crescent Park has retained Morgan Stanley & Co. Incorporated, UBS Securities LLC and National Financial Services LLC (and their affiliates) to serve as the Funds' prime brokers and custodians. In addition, Citibank, N.A., BNY Mellon, and Deutsche Bank AG, may also provide custody services. Crescent Park may replace any such firm or appoint an additional prime broker and custodian at any time. The services that these firms currently provide as prime brokers and custodians may include custody, margin financing, clearing, settlement and stock borrowing in accordance with the terms of the prime brokerage and custody agreements entered into between the Master Fund and each of these firms. Morgan Stanley & Co. Incorporated's address is 1221 Avenue of the Americas, New York, New York 10020. UBS Securities LLC's address is 51 West 52nd Street, New York, New York 10019. National Financial Services LLC's address is 200 Seaport Boulevard, Boston, Massachusetts 02210. These firms have custody of most of the Funds' assets and provide Crescent Park with other services. These services may include: technology

services (such as internet access, IT support, Bloomberg connections, wireless networking, email archiving and disaster recovery systems), portfolio reporting and access to electronic communications networks. These firms also may, at their discretion, provide capital introduction services. Crescent Park expects to use a substantial portion of these services for research and trading on behalf of the Funds, but some may be used for administrative purposes, which would not be within the safe harbor of section 28(e), although Crescent Park intends to comply with section 28(e) in all material respects. Although many prime brokers and custodians provide similar services to investment advisers in exchange for brokerage, custody and clearance fees and other charges, if Crescent Park did not receive these services from these firms, Crescent Park would be required to pay for all or some portion of them. Crescent Park is not required to direct a particular number of trades to any of these firms or to continue to use them as the Funds' custodians, but it has an incentive to do so based on their prior and continued services.

Each Fund's obligations to those custodians and their affiliates will be secured by a first priority perfected security interest over all of such Fund's assets held in custody by them and their affiliates. A custodian may transfer to itself all rights, title and interest in and to those assets as collateral and may deal with, lend, dispose of, pledge or otherwise use all such collateral for its own purposes. If any such transfer occurs, the Funds will rank as such custodian's (or affiliate's) unsecured creditors. If such custodian or affiliate becomes insolvent, the Funds may not be able to recover such equivalent securities in full. In addition, the Funds' cash held by a custodian may not be segregated from such custodian's own cash and, if not so segregated, may be used by such custodian or affiliate in the course of its business and the Funds will therefore rank as unsecured creditors in relation thereto.

If any of a Fund's investments are registered in the name of a custodian or its affiliate due to the nature of the law or market practice of a particular jurisdiction, such investments will not be segregated from the custodian's or affiliate's own investments and if such custodian or affiliate becomes insolvent, the Fund may not be able to recover such equivalent investments in full.

Crescent Park may select a broker to act as a "trading broker" for a client. In such cases, Crescent Park or the trading broker may select the executing broker, and the trading broker would then place or manage the order. The trading broker is compensated (through commissions or otherwise) for this trading service in addition to the commissions paid to the executing brokers. As with all soft dollar arrangements, using a trading broker in this manner causes the client to pay brokerage commissions, mark-ups and other transactions fees that are higher than might otherwise be paid if brokers were selected solely based on lowest execution cost. In addition, using a trading broker (rather than an employee of Crescent Park) to provide those services may allow Crescent Park to reduce its own personnel expenses.

Section 28(e) of the Securities Exchange Act of 1934 provides a "safe harbor" to investment advisers who use commission dollars of their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decision-making responsibilities. Conduct outside of the safe harbor of section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. If Crescent Park uses commission dollars to pay for products or services that provide administrative or other nonresearch assistance to itself or its affiliates, such payments may not fall within the section 28(e) safe harbor, although Crescent Park intends to comply with section 28(e) in all material respects.

Crescent Park may pay to a broker or FCM commissions and mark-ups that exceed those that another broker or FCM might charge for effecting the same transaction because of the value of the brokerage, research, other services and soft dollar relationships that such broker or FCM provides. Crescent Park determines in good faith that such compensation is reasonable in relation to the value of such brokerage, research, other services and soft dollar relationships, in terms of either the specific transaction or Crescent Park's overall fiduciary duty to its clients. A Fund may, however, pay higher commissions and mark-ups than are otherwise available or may pay more commissions or mark-ups based on account trading activity. The research and other benefits resulting from Crescent Park's brokerage relationships benefit Crescent Park's operations as a whole and the Funds, including, if any, those that do not generate the soft dollars that pay for such research. Crescent Park does not allocate soft dollar benefits to the Funds proportionately to the soft dollar credits that the Funds generate.

Crescent Park's relationships with brokers and FCMs that provide soft dollar services influence Crescent Park's judgment and create conflicts of interest in allocating brokerage business between firms that provide soft dollar services and firms that do not, and in allocating the costs of mixed-use products between their research and non-research uses. Crescent Park has an incentive to select or recommend a broker or FCM based on Crescent Park's interest in receiving soft dollar services rather than clients' interest in receiving the most favorable execution. These conflicts of interest are particularly influential to the extent that Crescent Park uses soft dollars to pay expenses it would otherwise be required to pay itself.

Crescent Park addresses these conflicts of interest by periodically evaluating the trade execution services that Crescent Park receives from the brokers and FCMs that it uses to execute trades for clients. Such evaluation includes comparing those services to the services available from other brokers and FCMs. Crescent Park considers, among other things, alternative market makers and market centers, the quality of execution services, the value of continuing with various soft dollar services and adding or removing brokers or FCMs, increasing or decreasing targets for each broker or FCM and the appropriate level of commission rates.

Crescent Park is generally not responsible for any trade error made in any of the Funds' accounts with any brokers or FCMs, even when the error hurts the Funds, unless such error results from Crescent Park's or its affiliate's gross negligence, willful misconduct or fraud. Crescent Park has established policies and procedures to identify and address trade errors.

Crescent Park may aggregate securities sale and purchase orders for a client with similar orders being made contemporaneously for other accounts that Crescent Park manages or with accounts of its affiliates. In such event, Crescent Park may charge or credit a client, the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the client than it would be if Crescent Park were not executing similar transactions concurrently for other accounts. Crescent Park may also cause a client to buy or sell securities directly from or to another client, if such a cross-transaction is in the interests of both clients.

Crescent Park may direct a certain amount of brokerage to a broker or FCM in return for the broker's or FCM's referral of prospective clients or investors. Directing brokerage to a broker in exchange for client or investor referrals creates a conflict of interest in that Crescent Park has an



incentive to refer its clients' brokerage business to brokers to which it might not otherwise direct transactions. Crescent Park has policies and procedures to review its brokerage practices regularly, including its use of brokers from which Crescent Park receives client or investor introductions.

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

Crescent Park's portfolio manager, Eli D. Cohen, reviews all accounts on a regular basis. Those reviews may take into account such matters as asset allocation, cash management, the prospects of individual securities, changes in issuer earnings, industry outlook, market outlook and price levels. Each account receives a monthly letter stating performance for the month and a quarterly letter discussing quarterly performance and investment outlook. The Funds may change the content and frequency of such reports or send certain investors more frequent reports (e.g., monthly or weekly). Crescent Park also furnishes to Fund investors appropriate tax information each year.

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

Crescent Park may engage solicitors to whom it pays cash or a portion of the advisory fees paid by clients referred to it by those solicitors. In such cases, this practice is disclosed in writing to the client and Crescent Park complies with the other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, to the extent required by applicable law.

#### **Item 15. Custody**

Not applicable.

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

Crescent Park has discretionary authority to manage investment accounts on behalf of the Funds pursuant to a grant of authority in each Fund's limited partnership agreement or a limited power of attorney in its investment adviser agreement. Fund investors generally may not place any limits on Crescent Park's authority beyond those set forth in the Funds' offering and governing documents.

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

After considering whether a proposal will have a material effect on an account's investment strategy, Crescent Park's Chief Compliance Officer/Chief Financial Officer ("CCO") initially decides either to abstain from voting the proxy or to escalate the proxy to a member of the investment staff, which may include the portfolio manager. The initial analysis frequently leads Crescent Park to not vote proxies. If a member of the investment staff decides that Crescent Park will vote a proxy, Crescent Park will vote for or against a proposal based on a number of factors, including:

- the proposal's economic effect on shareholder value;
- the threat that the proposal poses to existing rights of shareholders;
- the dilution of existing shares that would result from the proposal;
- the effect of the proposal on management or director accountability to shareholders; and

- if the proposal is a shareholder initiative, whether it wastes time and resources of the company or reflects the grievance of one individual.

Crescent Park abstains from voting proxies when Crescent Park believes that it is appropriate to do so.

If a material conflict of interest over proxy voting arises between Crescent Park and a client, Crescent Park will vote all proxies in accordance with the policy described above. If Crescent Park determines that this policy does not adequately address the conflict of interest, Crescent Park will notify the client of the conflict and request that the client consent to Crescent Park's intended response to the proxy solicitation. If the client consents to Crescent Park's intended response or fails to respond to the notice within a reasonable time specified in the notice, Crescent Park will vote the proxy as described in the notice. If the client objects in writing to Crescent Park's intended response, Crescent Park will vote the proxy as the client directs.

An investor can obtain a copy of Crescent Park's proxy voting policy and a record of votes cast by Crescent Park on behalf of that client by contacting Crescent Park.

If "class action" documents are received by Crescent Park on behalf of a client, the CCO will determine whether the client should participate in, or opt out of, any class action settlements. The CCO makes this decision based on the CCO's determination of whether it is in the best interest of such client to attempt to recover funds from a class action. In the event a client is eligible, but the CCO decides that such client should opt-out of participating in a class action, the CCO will maintain documentation supporting Crescent Park's basis for not participating, including any cost/benefit analysis to support the decision, if applicable. Recoveries obtained from any class actions related to a client's holdings will be directed to the client.

## **Item 18. Financial Information**

This Item is not applicable, because Crescent Park is not required to report financial information.

## **Privacy Policy**

Crescent Park and the Funds:

- collect non-public personal information about their investors from the following sources:
  - information received from their investors on applications or other forms, and
  - information about their investors' transactions with Crescent Park, its affiliates or others;
- do not disclose any non-public personal information about their investors or former investors to anyone, except as permitted by law;
- restrict access to non-public personal information about their investors to their employees who need to know that information to provide services to clients; and

- maintain physical, electronic and procedural safeguards that comply with federal standards to guard their investors' personal information.

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