

**Item 1: Cover Page**

**PART 2A OF FORM ADV – BLEICHROEDER LP**

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Bleichroeder LP (“Bleichroeder”). If you have any questions about the contents of this Brochure, please contact us at (212) 698-3113. 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.

Bleichroeder has filed an SEC registration application as a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

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

## **Item 2: Material Changes**

Since its last amendment in December 2019, this Brochure has been amended to update our risk disclosures, affiliations and code of ethics sections (namely Items 8, 10 and 11), and to make other minor edits as we deemed appropriate.

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#### **Item 4: Advisory Business**

Bleichroeder LP (“Bleichroeder”) is an investment advisory firm organized as a limited partnership under the laws of the State of Delaware. Andrew Gundlach and Michael Kellen, the principal owners of Bleichroeder, founded the company in May 2019. Bleichroeder Holdings LLC is the general partner of Bleichroeder and is controlled by Mr. Gundlach and Mr. Kellen.

Bleichroeder provides investment advisory services on a discretionary basis to high net worth individuals and institutional investors through privately offered pooled investment vehicles (each a “Fund” or collectively the “Funds”), and separately managed accounts (each a “Managed Account,” and collectively, the “Managed Accounts”). Each Fund and Managed Account may be referred to herein as a “Client” or collectively, the “Clients.”

In providing such services to the Clients, Bleichroeder has discretion, subject to the terms of the Clients’ Governing Documents (as defined below), to formulate investment objectives, direct and manage the investment and reinvestment of the Clients’ assets.

Terms of investments, including Client objectives, limitations and strategies are governed exclusively by the terms of the private placement memorandum, limited partnership or operating agreement, and/or an investment management agreement, as applicable (collectively, the “Governing Documents”). Bleichroeder offers the same and different suites of services to its Clients. Specific Client investment strategies and their implementation are dependent upon the Client’s investment objectives. Managed Account Clients may impose restrictions on investing in certain securities or types of securities. Investors in the Funds (“Investors”) cannot generally place investment restrictions on Bleichroeder and may not tailor Bleichroeder’s advisory services to their individual needs.

Please see Item 8 (Methods of Analysis, Investment Strategies, and Risk of Loss) for more information.

As of the date of this Brochure, Bleichroeder has approximately \$2.9 billion in discretionary and \$0 in non-discretionary assets under management.

#### **Item 5: Fees and Compensation**

Bleichroeder typically receives compensation from its Clients from the following sources: (a) fees based on a percentage of assets under management; and (b) fees or allocations based on a percentage of the performance of the Client accounts. Fees for Managed Account clients are negotiable. Bleichroeder is entitled to enter into side letter agreements with some Investors in the Funds varying the terms of their investment, including lower fee arrangements. Current and prospective clients should carefully review all fees charged by Bleichroeder. Different fees are

charged to different Clients and Investors, and fees can be waived, rebated or reduced for certain Clients and Investors.

Management Fee:

In consideration for its services to the Funds, Bleichroeder is generally entitled to a management fee measured as a percentage of average monthly value of each Investor's capital account balance during the particular quarter (the "Management Fee"). Bleichroeder, at its sole discretion can offer to investors different classes of interest in the Funds with preferential terms. For more details regarding the Management Fee and different classes of interests in the Funds, please refer to the applicable Fund Governing Documents.

Generally, the Management Fee is calculated and paid each calendar quarter in arrears. Bleichroeder or the General Partner, as applicable, can reduce or eliminate the Management Fee with respect to any Investor in its sole discretion. Bleichroeder and its affiliates may not be charged any Management Fees with respect to their interests in the Funds.

Performance based Compensation:

Subject to certain terms and limitations disclosed in the Governing Documents, Bleichroeder is entitled to receive performance based compensation (the "Incentive Allocation") with respect to the Funds in an amount equal to a percentage of the net capital appreciation attributable to each Investor's capital account in the Fund (after taking into account expenses of the Fund, including any Management Fees). The Incentive Allocation is payable annually after year-end or at the time the Investor withdraws from the Fund if before year-end. The Incentive Allocation will be calculated on the basis of the aggregate balance in an Investor's capital account, irrespective of how many or when capital contributions are made to such capital account by such Investor.

The Incentive Allocation is subject to what is commonly known as a "high water mark." That is, if a capital account underperforms during a calendar year, the net underperformance will be recorded and carried forward to future calendar years (such amount is referred to as the "Loss Carryforward"), and Bleichroeder will not receive the Incentive Allocation with respect to such capital account for future calendar years until the Loss Carryforward amount has been recovered (i.e., when the Loss Carryforward amount has been exceeded by the cumulative net outperformance in the calendar years following the Loss Carryforward). Once the Loss Carryforward has been recovered, the Incentive Allocation shall be based on the excess net capital appreciation over the Loss Carryforward amount, rather than on all net capital appreciation. The "high water mark" procedure prevents Bleichroeder from receiving the Incentive Allocation for net capital appreciation that simply restores previous underperformance and is intended to ensure that the Incentive Allocation is based on the long-term performance of the Fund.

Managed Account Clients are also subject to the Management Fee and performance-based compensation similar to those described above. The level of compensation can vary by Client, based on a Client's investment objectives and limitations. Bleichroeder deducts fees directly from the Client accounts.

Bleichroeder renders its services to the Clients at its own expense and is responsible for its overhead expenses including: office rent; utilities; furniture and fixtures; stationery; secretarial/internal administrative services; salaries and bonuses; entertainment expenses; employee insurance and payroll taxes.

*Other Expenses Charged to the Clients:*

Expenses described below are general in nature and not intended to be exhaustive. For more information regarding expenses associated with investing in the Fund, please refer to applicable Fund Governing Documents. Managed Account expenses vary by Client and are negotiated directly with each prospective client prior to commencement of advisory services.

Investors are subject to the following expenses associated with their investments in the Fund, in addition to the Management Fee and Incentive Allocation described above: the organizational and initial offering costs of the Fund, including legal, accounting, printing, marketing and comparable expenses.

Each Investor bears the Fund's pro rata share of operating expenses that include, but is not limited to: legal, auditing, accounting and other professional expenses, administration expenses and fees, investment expenses such as commissions, interest on margin accounts and other indebtedness, custodial fees, bank service fees and other expenses related to the purchase, sale or transmittal of Fund assets. Each Fund will also pay its allocable portion, up to a quarterly sum of 0.025% (0.1% annualized) of the Funds' average net asset value during said quarter, of Bleichroeder's overhead expenses related to internal legal, compliance, administrative and accounting services provided to the Funds, including, without limitation, salaries, rent, trade execution and management software, compliance, risk and portfolio analysis software and premiums for liability insurance covering Bleichroeder and Bleichroeder's members, directors, officers, employees and agents. See Item 12 for more information about brokerage costs.

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

As discussed in Item 4, Bleichroeder or its affiliate is entitled to receive an Incentive Allocation from the Funds. These payments are subject to Section 205(a)(1) of the Advisers Act, in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

Performance-based fees or compensation, in general, can create an incentive for Bleichroeder or its supervised persons to make investments that are riskier and more speculative than would be the case in the absence of a performance-based fee. Such fee arrangements can also create an incentive to favor higher fee paying Clients over other Clients in the allocation of investment opportunities. To mitigate any such conflict(s), Bleichroeder has implemented policies and procedures to ensure that all Clients receive equitable and fair treatment consistent with Bleichroeder's fiduciary duty.

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

As mentioned in Item 4, Bleichroeder provides investment advisory services to Managed Accounts and Funds. Interests in the Funds is offered only to sophisticated and qualified investors, including but not limited to: high-net-worth individuals, family offices and institutions.

The minimum investment in the Funds is \$100,000, although Bleichroeder can elect to accept a lesser amount in its sole discretion.

As of the date of this Brochure, Bleichroeder does not have a set minimum to open a Managed Account.

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

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

Set forth below are summaries of the investment strategies primarily employed by Bleichroeder.

Bleichroeder's investment objective is to seek capital appreciation. In seeking its objective, Bleichroeder invests Client assets in a portfolio of stocks, bonds, notes, options and other securities and derivatives, commodities and currencies. Bleichroeder's investment strategy is to purchase securities of companies that Bleichroeder believes are attractive investment opportunities, at advantageous prices when the market presents the opportunity. Bleichroeder will generally sell investments if it believes that the price of the investments adequately reflects potential future events. Bleichroeder's investment philosophy contemplates bottom-up, research-oriented value investing.

Bleichroeder utilizes a global investment approach and may invest in U.S. and non-U.S. investments. Bleichroeder's investments may be concentrated and there is no limit on the amount that can be invested in a particular security, sector or geography. Bleichroeder may invest in companies regardless of market capitalization.

In managing Clients' investment portfolios, Bleichroeder will attempt to be flexible in seeking both to maximize Clients' investment returns and to conserve capital, and may invest all or a substantial portion of Clients' assets in fixed-income securities and hold cash and cash equivalents.

This does not constitute a change in Bleichroeder investment objective, but could prevent or delay it from achieving its objective.

Bleichroeder may sell securities short and employ the use of margin borrowing or other leverage. In addition, Bleichroeder may, but is not obligated to, use various investment techniques to attempt to hedge a portion of its investment portfolio against certain risks or to pursue its investment objective.

In this regard, Bleichroeder may purchase and sell options on securities and stock indexes and other derivatives. Bleichroeder may invest in illiquid securities (including restricted securities, private placements, pre-initial public offering investments and other investments that do not have a generally recognized market). Bleichroeder may, but is not required to, hedge currency exposure by entering into currency futures or forward contracts. There can be no assurance that Bleichroeder will on behalf of its Clients enter into any hedging arrangements or if it does so that they will be successful.

**BLEICHROEDER'S INVESTMENT STRATEGY INVOLVES A HIGH DEGREE OF BUSINESS AND FINANCIAL RISK THAT CAN RESULT IN SUBSTANTIAL LOSSES AND IS SUITABLE ONLY FOR INVESTORS PREPARED TO BEAR SUCH RISK. THE RISKS FACTORS BELOW ARE NOT INTENDED TO BE EXHAUSTIVE. PROSPECTIVE CLIENTS SHOULD ALSO CAREFULLY REVIEW THE RISKS DESCRIBED IN THE APPLICABLE CLIENT'S GOVERNING DOCUMENTS:**

#### **Market Risks**

The profitability of a significant portion of Bleichroeder's investment program depends to a great extent upon correctly assessing the future course of movements in interest rates, currencies, equities, other investments and the marketplace in general. Given the increasing interdependence among global economies and markets, conditions in one country, market, or region, as well as natural disasters and disease, are increasingly likely to adversely affect markets, issuers, and/or foreign exchange rates in other countries, including the United States. These disruptions could prevent Bleichroeder from executing advantageous investment decisions in a timely manner and negatively impact Bleichroeder's ability to achieve its investment objectives. Any such events could have a significant adverse impact on the value and risk profile of investments with Bleichroeder.

#### **Non-U.S. Securities**

Bleichroeder may invest a substantial portion of Clients' portfolio in non-U.S. securities. Investing in securities of non-U.S. governments and companies which are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the



United States Government or United States companies. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less governmental supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

### **Currency Risks**

Investments in securities or other instruments that are denominated in a currency other than U.S. dollars are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Bleichroeder may try to hedge these risks by investing in currencies other than U.S. dollars, currency futures contracts and options thereon, forward currency exchange contracts or similar instruments, or any combination thereof. To the extent any such hedges are profitable during any month or quarter, the profits will be invested at the end of such month or quarter into Clients' core investment portfolio. Conversely, if such hedges generate losses in any month or quarter, Bleichroeder may liquidate a portion of Clients' core investment portfolio to cover such losses. There can be no assurance that such hedges will be effective or that Bleichroeder will hedge Clients' overall currency exposure.

### **Non-Diversification; Concentration in Sectors**

Clients' portfolio may be non-diversified. This means that it may hold fewer investments than a more diversified portfolio of comparable size. In addition, Clients' portfolio may be concentrated in one or more sectors. Therefore, its investment portfolio may be subject to more rapid change in value than would be the case if Bleichroeder were to maintain a wide diversification among securities or industry sectors. Furthermore, even within these sectors, the investment portfolio may be relatively concentrated. This lack of diversification may subject the investments Clients' portfolio to more rapid change in value than would be the case if the assets were more widely diversified.

### **Small Capitalization Stocks**

At any given time, Bleichroeder may make significant investments in smaller-sized companies of a less seasoned nature whose securities may be traded in the over-the-counter market. These "secondary" securities often involve significantly greater risks than the securities of larger, better-known companies. In addition to being subject to the general market risk that common stock prices may decline over short or even extended periods, Bleichroeder may invest in securities of

companies that are not well known to the investing public, may not have significant institutional ownership and may have cyclical, static or only moderate growth prospects. The stocks of such companies may be more volatile in price and have lower trading volumes than the larger capitalization stocks.

### **Nature of Investments**

Bleichroeder will have broad discretion in making investments on behalf of its Clients. There can be no assurance Bleichroeder will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as U.S. or international economic and political developments, may significantly affect the results of Bleichroeder's activities and the value of Clients' investments. No guarantee or representation is made that Clients' investment objective will be achieved.

### **Style Risk**

Bleichroeder may invest in securities of companies in industries that appear to be temporarily depressed. The prices of securities in these industries may tend to go down more than those of companies in other industries. Because of Bleichroeder's investment style, there may be times when Client portfolios may have significant cash positions. A substantial cash position may impact performance in certain market conditions.

### **Lack of Liquidity of Client Assets**

Client portfolios regularly, at any given time, include securities and other financial instruments or obligations which are thinly-traded or for which no market exists and/or which are restricted as to their transferability, disposition or trade-ability under applicable securities laws. Bleichroeder's strategy is not limited in the amount it can invest in illiquid private placements that are not readily marketable. The sale of any thinly-traded or illiquid investments is oftentimes only possible at substantial discounts. In the discretion of Bleichroeder, distributions to an Investor by reason of Fund redemptions may be made partly or completely in securities, including thinly-traded and illiquid securities. Fund redemptions can also be suspended and/or severely limited. Investments in Client portfolios are expected to be highly illiquid and Investors cannot expect a timely return of their investment proceeds.

### **Valuation of Securities**

Valuation of Clients' securities and other investments may involve uncertainties and judgmental determinations. For example, securities held by Clients may routinely trade with bid-ask spreads that may be significant and certain securities may, from time to time, be valued at the mean between such spreads. If such valuations should prove to be incorrect, Clients' portfolios could be adversely affected. Independent pricing information may not at times be available or may be difficult to obtain with respect to certain of Clients' securities and other investments. Certain

investments may be difficult to value and may be subject to varying interpretations of value. The value of an investment may be determined by, among other things, utilizing marked to market prices provided by dealers and pricing services and, if necessary, through relative value pricing. Bleichroeder is entitled to rely, without independent investigation, upon pricing information and valuations furnished by third parties, including pricing services.

### **Short Sales**

Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on Clients' portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There is a risk that Bleichroeder would have to return the securities it borrows on behalf of Clients, in connection with a short sale, to the securities lender on short notice. If a request for return of borrowed securities occurs at a time when other short sellers of the security are receiving similar requests, a "short squeeze" can occur, and Bleichroeder may be compelled to replace borrowed securities previously sold short with purchases on the open market at the most disadvantageous time, possibly at prices significantly in excess of the proceeds received in originally selling the securities short.

### **Commodity and Futures Contracts**

Trading in commodity and futures contracts and options thereon are highly specialized activities which while they may increase the total return in Clients' investments, may entail greater than ordinary investment risks. Commodity futures markets are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin deposits normally required in commodity futures trading, a high degree of leverage may be typical of a commodity futures trading account. As a result, a relatively small price movement in a commodity futures contract may result in substantial losses to the trader. Commodity futures trading may also be illiquid. Certain commodity exchanges do not permit trading in particular futures contracts at prices that represent a fluctuation in price during a single day's trading beyond certain set limits. If prices fluctuate during a single day's trading beyond those limits, Bleichroeder could be prevented from promptly liquidating unfavorable positions and thus be subject to substantial losses. Commodity options, like commodity futures contracts, are speculative, and their use involves risk. Specific market movements of the cash commodity or futures contract underlying an option cannot be predicted, and no assurance can be given that a liquid offset market will exist for any particular futures option at any particular time.

### **High Yield Securities**

Bleichroeder may invest in "high yield" bonds (commonly called "junk bonds") and securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable nonrated securities). Securities in the lower rating categories are subject to greater risk

of loss of principal and interest than higher-rated securities and are generally considered to be predominately speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions. Because investors generally perceive that there are greater risks associated with the lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. In addition, adverse publicity and investor perceptions about lower-rated securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such lower-rated securities. An economic recession or environment may be characterized by a shortage of liquidity that could severely disrupt the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn or liquidity squeeze could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

### **Debt Securities**

Bleichroeder may take positions in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. Bleichroeder may take positions in debt securities which are not protected by financial covenants or limitations on additional indebtedness. Bleichroeder may invest in securities which are moral obligations of issuers or subject to appropriations. Client portfolios will therefore be subject to credit and liquidity risks.

### **Derivatives and Related Instruments**

Certain instruments, sometimes referred to as "derivatives", include instruments and contracts the value of which is related to one or more underlying security, financial benchmark or index. Examples of instruments typically considered "derivatives" include futures contracts, options, forward contracts, swaps, caps, floors and collars. These instruments typically allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark or index at no cost or at a fraction of the cost of investing in the underlying asset. The value of this type of instrument depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to trading derivatives related to such asset.

### **Margin Borrowing**

Margin borrowing may increase returns to Clients if the portfolio earns a greater return on leveraged investments than the cost of such leverage. However, the use of margin borrowing also exposes Clients to additional levels of risk including (i) greater losses from investments than would otherwise have been the case had Bleichroeder not borrowed to make the investments, (ii) margin

calls or changes in margin requirements may force premature liquidations of investment positions, and (iii) losses on investments where the investment fails to earn a return that equals or exceeds Bleichroeder's cost of leverage related to such investments. In case of a sudden, precipitous drop in value of Client assets, Bleichroeder might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying the losses incurred by Clients.

**THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN ADVISER'S METHODS OF ANALYSIS AND INVESTMENT STRATEGIES USED IN FORMULATING INVESTMENT ADVICE OR MANAGING ASSETS. PROSPECTIVE CLIENTS SHOULD CAREFULLY REVIEW THE RISKS DESCRIBED IN THE APPLICABLE GOVERNING DOCUMENTS.**

#### **Item 9: Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to investor's evaluation of Bleichroeder or the integrity of Bleichroeder's management.

There are no legal or disciplinary events that are material to an evaluation of Bleichroeder's advisory services or the integrity of its management.

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

Bleichroeder is not registered, and does not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no employees of Bleichroeder are registered representatives of a broker-dealer.

Bleichroeder is not registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of as a commodity pool operator with the U.S. Commodity Futures Trading Commission.

Bleichroeder and its affiliates will devote so much of their time and effort to the affairs of Clients as may, in their judgment, be necessary to accomplish the Clients' purposes. Bleichroeder and its affiliates may conduct any other business and charities, including any business within the securities industry, whether or not such business is in competition with Clients.

Prior to forming Bleichroeder in 2019, both Michael Kellen and Andrew Gundlach were on the investment team of First Eagle Investment Management, LLC ("FEIM"), which is an investment adviser registered with the SEC. Although no longer part of the investment team at FEIM, Messrs. Kellen and Gundlach remain as shareholders and directors of First Eagle Holdings, Inc. ("First Eagle Holdings"), which is a parent company of FEIM. Messrs. Kellen and Gundlach's continued involvement with First Eagle Holdings does not include any knowledge of or oversight of any

FEIM client portfolios (other than knowledge gained as an adviser to Clients in FEIM products). Certain relatives of Messrs. Kellen and Gundlach and employees of Bleichroeder are minority shareholders of FEIM.

Bleichroeder has an administrative services arrangement with FE Administrative Services, LLC (“FEAS”), which is wholly owned and operated by FEIM. Pursuant to the administrative services arrangement, FEAS provides employees to Bleichroeder, as well as various other services, including, among others, human resource services, technology and other similar back-office and administrative services, as well as space and related accommodation services. FEAS does not, however, provide any investment advisory services to Bleichroeder or its Clients.

While Bleichroeder, FEIM and FEAS operate in near proximity to one another, Bleichroeder does not share the same office spaces or business operations with either firm. Rather, the firms’ business operations are subject to physical barriers, and they operate as entirely separate businesses. Bleichroeder does not believe that such relationships with First Eagle Holdings, FEIM or FEAS create material conflicts of interest, but Clients are put on notice of this continued relationship and any potential conflicts that may exist.

Mr. Gundlach is also a principal owner of GoldIron GP, LLC (“GoldIron”), an SEC registered investment adviser. GoldIron manages a pooled investment vehicle that was formed to hold an interest in a single company. GoldIron and Bleichroeder have materially different investment strategies, although the investment strategies of the firms may alter over time. GoldIron is a minority shareholder of FEIM. Bleichroeder does not believe that Mr. Gundlach’s involvement with GoldIron creates material conflicts of interest, but Clients are put on notice of this continued relationship and any potential conflicts that may exist.

Bleichroeder does not have any other financial industry activities and affiliations that are material to its business.

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

### Code of Ethics and Personal Trading

In connection with its registration, Bleichroeder has adopted a written Code of Ethics (the “Code”) predicated on the principle that Bleichroeder owes a fiduciary duty to its Clients. The Code is designed to address and avoid or mitigate potential conflicts of interest, and is applicable to all officers, directors, partners and employees of Bleichroeder, as well as other persons under the supervision and control of Bleichroeder (collectively, the “Employees”). Bleichroeder requires its

Employees to act in Clients' best interests, abide by all applicable regulations, and avoid any action that is, or could even appear to be, legally or ethically improper.

Bleichroeder requires pre-clearance before purchasing an IPO or limited offering (i.e., private placement); requires periodic reporting of Employees' personal securities transactions and all holdings; places other restrictions on Employee personal trading; and requires prompt internal reporting of Code violations. Bleichroeder endeavors to maintain current and accurate records of all personal securities accounts of its Employees in an effort to monitor all such activity. A copy of Bleichroeder's Code is available upon written request by any Client or perspective Client.

Certain transactions in which Bleichroeder engages can require, for either business or legal reasons that no Employee trade in the subject securities for specified time periods. Such securities will appear on a list (the "Restricted List") that will be circulated to all Employees. No Employee can engage in any sort of trading activity with respect to a security or a derivative thereof on the Restricted List without obtaining prior written approval from the Chief Compliance Officer ("CCO").

Bleichroeder can also give advice or take action with respect to some Clients that differs from the advice given with respect to other clients. To the extent a particular investment is suitable for multiple Client accounts, such investments will be allocated between Clients in a manner that Bleichroeder determines to be is fair and equitable under the circumstances to all of its Clients.

Each Client account will not necessarily participate in the same transaction. As a result of the foregoing, Bleichroeder can have conflicts of interest in allocating time and activities between Client accounts, in allocating investments among such accounts and in effecting transactions between multiple Client accounts, including ones in which Bleichroeder has a greater financial interest. In all circumstances, however, Bleichroeder will seek to allocate investments among Clients in a manner it believes is fair and equitable.

Currently, Bleichroeder provides office space to certain unaffiliated investment advisers or investment professionals ("Third-Party Advisers"), and from time to time, it may enter into such arrangements with additional Third-Party Advisers. Bleichroeder does not supervise the Third-Party Advisers and does not subject them to its compliance manual or code ethics, although it may implement whatever compliance procedures it deems appropriate in its discretion. The Third-Party Advisers are independent from Bleichroeder and pursue various strategies for their clients that may overlap with or be contrary to Bleichroeder's investment decisions. Bleichroeder has taken a number of steps to mitigate potential conflicts of interest that include, but are not limited to, establishing: (1) physical barriers, (2) various levels of separation and (3) separate network and printers. Bleichroeder does not believe that the existence of this co-location arrangement creates

material conflicts of interest, but Clients are put on notice of this arrangement and any potential conflicts that may exist.

### **Item 12: Brokerage Practices**

In certain cases, such as with the Funds, Bleichroeder is authorized to determine the broker or dealer to be used for Client securities transactions. In selecting the brokers for Client accounts, Bleichroeder considers such factors as: research, liquidity/pricing, price and commission rate, transactional considerations, reliability/responsiveness, financial stability and regulatory history and industry reputation.

Bleichroeder need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Commission rates are generally negotiable, and selecting brokers on the basis of considerations that are not limited to commission rates can result in higher transaction costs than would otherwise be obtainable. Brokers can provide research and brokerage services directly or by paying service providers engaged by Bleichroeder. In addition, Bleichroeder can, subject to its best execution policy, trade with certain brokers primarily in consideration for providing research services. In any such case, Bleichroeder will determine in good faith that the amount of commissions charged is reasonable in relation to the value of the brokerage and research products or services provided by the broker.

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

Bleichroeder performs various daily, monthly and quarterly reviews of the Clients' portfolios. These reviews will be conducted by Andrew Gundlach and certain back office personnel, working for Blue River, who are responsible for confirmations, settlements, and position reconciliation.

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

Bleichroeder does not receive any economic benefit, including sales awards or prizes, from any third party for providing advisory services to Clients.

Bleichroeder does not directly or indirectly compensate any person for Client or Investor referrals.

### **Item 15: Custody**

Rule 206(4)-2 of the Advisers Act (the "Custody Rule") defines custody as holding client securities or assets or having any authority to obtain possession of them, including the authority to withdraw funds or securities from a client's accounts or ownership of or access to client funds or securities. Bleichroeder does not have custody of Client funds or securities, however, affiliates of Bleichroeder, specifically the general partner of the Funds is deemed to have custody of Fund assets. All assets and securities of the Funds are held by qualified custodians with the exception of assets that are considered to be "privately offered securities" under the Custody Rule. Fund limited



partners receive annual financial statements audited by an independent public accounting firm within 120 days. Fund limited partners are urged to carefully review such statements and compare these statements to the quarterly statements provided by the Adviser.

Bleichroeder does not have custody of Managed Account Clients' assets. Such Clients receive statements directly from the qualified custodians on at least a quarterly basis. Clients are urged to carefully review custodian statements and compare the information with any reports provided by Bleichroeder.

#### **Item 16: Investment Discretion**

Bleichroeder exercises discretion in managing the Clients' investments based on the investment objectives, policies, and strategies disclosed in the applicable Governing Documents. Bleichroeder contractually assumes discretionary authority over the assets of the Funds under an investment management agreement entered into between Bleichroeder and the Funds.

Bleichroeder generally will manage Client accounts and make investment decisions without consultation with Clients as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share.

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

As agreed, Bleichroeder will vote proxies for any securities in the Funds and Managed Accounts. When Bleichroeder accepts such responsibility, it will cast proxy votes in a manner consistent with the best interests of its Clients. Absent special circumstances, which are fully described in Bleichroeder's proxy voting policies and procedures, all proxies will be voted consistent with guidelines established and described in Bleichroeder's proxy voting policies and procedures, as they may be amended from time-to-time. Clients may contact Bleichroeder to request information about how Bleichroeder voted proxies for that Client's securities or to obtain a copy of Bleichroeder's proxy voting policies and procedures.

#### **Item 18: Financial Information**

Bleichroeder does not require or solicit prepayment of more than \$1,200, six months or more in advance. Bleichroeder does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its Clients. Bleichroeder has not been the subject of a bankruptcy petition at any time during the past ten years.

