

Part 2A of Form ADV: Firm Brochure

**1. Cover Page**

**Backcast Partners Management LLC  
601 Lexington Avenue, 55<sup>th</sup> Floor  
New York, NY 10022  
212-332-5800  
[www.backcastpartners.com](http://www.backcastpartners.com)**

**This brochure provides information about the qualifications and business practices of Backcast Partners Management LLC. If you have any questions about the contents of this brochure, please contact our finance and compliance team at 212-332-5800 or [financeandaccounting@backcastpartners.com](mailto:financeandaccounting@backcastpartners.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Backcast Partners Management LLC is available on the SEC's web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)**

**We refer to ourselves as a “registered investment adviser”. Registration does not imply a certain level of skill or training.**

## **2. Material Changes**

N/A

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## 4. Advisory Business

Founded in 2016, Backcast Partners Management, LLC (“Backcast Partners,” “us,” “we,” “our”) is a registered investment adviser. Currently, Backcast Partners is raising capital for its inaugural investment fund, the Backcast Credit Opportunities Fund I, L.P. and its related investment vehicles (collectively, the “Fund”). In addition, Backcast Partners manages a number of coinvestment vehicles as well as a separately managed account (the “SMA”, and collectively with the Fund, the “Vehicles”). The Vehicles will seek to pursue investments primarily in senior and junior secured debt, unitranche and mezzanine debt in traditional middle market companies primarily based in North America (“Debt Securities”). The Vehicles may also invest in the preferred and common equity securities of such companies. The principal owners of Backcast Partners are Edward Cerny and David Petrucco (collectively, the “Principals”).

The investment management services that we will provide to the Vehicles primarily consist of investigating, structuring and negotiating investments and dispositions, monitoring the performance of investments and performing certain administrative services. These services will be provided pursuant to an investment management agreement or limited partnership agreement with the Vehicles. Investment advice will be provided directly to the Vehicles and not individually to investors. We will provide tailored advice to the Vehicles that takes into account their investment objectives and the investment restrictions contained in the governing documents, which may include a limited partnership agreement, a confidential private placement memorandum, and an investment management agreement, among others.

Backcast Partners may provide certain management consulting and advisory services to the portfolio companies of the Vehicles, including with respect to the evaluation, structuring and negotiation of potential investments, the direction and oversight of such portfolio companies following an acquisition, and analysis of potential disposition opportunities.

In connection with the provision of its investment management services, Backcast Partners entered into an arrangement with Centre Partners Management LLC, an established third party private equity firm (the “Back-Office Provider”) to provide finance, bookkeeping, compliance (including the appointment of one of the Back Office Provider’s employees as Backcast Chief Compliance Officer), information technology and other administrative services to Backcast Partners and who also has a 25% non-voting interest in Backcast Partners.

We will seek to invest the Vehicles in companies with strong growth prospects, predictable and stable free cash flows and defensible competitive positions. We intend to concentrate our efforts where we believe that our differentiated “Value Creation Platform” (focused around a group of seasoned operating executives (“Operating Partners”) who may also be utilized by the Back-Office Provider’s investment vehicles) and highly flexible capital solutions capabilities can add value to the companies in which we invest. We intend to invest the Vehicles in Debt Securities (and, in more limited circumstances, in preferred and common equity securities) in a variety of situations including both private equity sponsor-owned and

private family and management-owned companies, buyouts of divisions or subsidiaries of larger private or public companies, going private transactions, re-financings, and growth capital financings.

While the Operating Partners will not be employees or directors of Backcast Partners, Backcast Partners expects that the Operating Partners will provide expertise and collaboration on the Fund's investments. They may also participate throughout our investment process, including actively sourcing opportunities, directly investing in their respective portfolio companies and actively participating on boards of directors. The Operating Partners are sources of expert operational and practical business advice and providers of immediate operating solutions when necessary. We believe that they will help us assess and win transactions and then add value to portfolio companies over the life of each investment.

We do not participate in wrap fee programs.

Our assets will be managed on a discretionary and non-discretionary basis. As of December 31, 2019, our regulatory assets under management is equal to \$282,484,374.

## **5. Fees and Compensation**

As described in the Fund's governing documents, we generally anticipate receiving an annual management fee from the Fund and performance-based fees (or carried interest) as detailed in **Item 6, Performance-Based Fees and Side-By-Side Management**. Annual management fees typically equal a specified percentage of aggregate capital commitments of the Fund during the Fund's investment period and a lower percentage of the Fund's invested capital after the investment period for the remainder of the Fund's life. Any management fees payable are paid quarterly in advance. In general, if we cease to serve as the investment manager of the Fund during a quarterly period, the management fee payable by the Fund for such period will be pro-rated based on the number of days during such period that we served as investment manager, and we will refund any excess. Generally, we will deduct management fees from the Fund account.

We may also receive financing, break up, commitment, closing, amendment and other fees (other than selling commissions or similar fees) in connection with the activities of the Fund ("Other Fees"). In addition, we may be reimbursed by the Fund's portfolio companies or other third parties for expenses we incur in connection with our performance of the services that give rise to Other Fees. In general, the aggregate management fee that the Fund may pay us will be reduced by a portion of any Other Fees received by us in connection with the activities of the Fund. We also bear the economic burden of any placement fees.

The Operating Partners may receive fees or other compensation in connection with the activities of the Fund. However, such fees or other compensation will not be deemed to be "Other Fees" subject to offset against the Fund's management fee.

We also receive compensation on occasion for certain consulting services provided by members of Backcast.

Additional fees and expenses for which the Fund may be responsible are described in the limited partnership agreement of the Fund. Generally, the Fund will pay all costs and expenses relating to its operations, including but not limited to: legal, auditing, consulting and accounting fees and expenses; expenses of meetings of its limited partner advisory committee and of limited partners; expenses and costs associated with activities of (including meetings of) the Operating Partners, to the extent applicable to the activities of the Fund; expenses and costs incurred in connection with any regulatory filings required to be made in respect of the Fund or any related investment vehicle (including Form PF); indemnification and insurance expenses; expenses associated with the acquisition, holding and disposition of its proposed or actual investments (including related due diligence expenses); extraordinary expenses such as litigation; interest, fees and expenses arising out of any permitted borrowing; expenses relating to unconsummated transactions; expenses of liquidating the Fund; and any taxes, fees or other governmental charges levied against the Fund and any expenses incurred in connection with any tax audit, investigation, settlement or review of the Fund. Expenses associated with the acquisition, holding and disposition of an investment may also include the expenses of brokers or dealers to the extent that any such person is engaged in connection with a transaction. See **Item 12, Brokerage Practices**. Such expenses may also include commissions, custodian fees, appraisal fees and other transaction expenses.

In addition to the compensation from the Fund described above, the coinvestment vehicles and the SMA also provide compensation to Backcast from a combination of management fees and/or performance based fees (or carried interest).

Neither we nor any of our “supervised persons” accepts compensation for the sale of securities or other investment products.

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

Carried interest is a share of the net profits realized on the disposition of investments that will be paid to an affiliate of Backcast Partners as an incentive to maximize performance of the investments. The carried interest percentage is negotiated at the time a Vehicle is formed and will be calculated and distributed in accordance with the specific provisions outlined in such Vehicle’s governing documents. The fact that a significant portion of Backcast Partners’ compensation is directly computed on the basis of profits generated by the sale/disposition of investments may create an incentive for Backcast Partners to make investments on behalf of the Vehicles that are riskier or more speculative than would be the case in the absence of such compensation. With respect to the Fund, the existence of a capital commitment by a Backcast Affiliate to the Fund may reduce this incentive. Additionally, the Fund’s general partner will be subject to a “clawback” of carried interest previously received to the extent that it has received cumulative distributions in excess of amounts otherwise distributable to such general partner by the Fund as carried interest, applied on an aggregate basis covering all transactions

of the applicable Fund. In no event will a general partner of the Fund be required to restore more than the cumulative distributions received by such general partner as carried interest on an after-tax basis. Each coinvestment vehicle and the SMA has its own carried interest provisions which may differ from the Fund.

## **7. Types of Clients**

We provide discretionary investment management services to the following private funds: Backcast Credit Opportunities Fund I, L.P., Backcast Co-Invest Spectra, L.P., Backcast Co-Invest Spectra II, L.P., Backcast Co-Invest Spectra III, L.P., Backcast Co-Invest Spectra IV, L.P., Backcast Co-Invest Spectra V, L.P., Backcast Co-Invest MMRI, L.P., Backcast Co-Invest MMRI II, L.P., Backcast Co-Invest MMRI III, L.P. and Backcast Co-Invest Sensio, L.P. We do not have any requirements for opening or maintaining an account.

In addition, we provide non-discretionary investment management services to the SMA.

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

We emphasize the preservation of capital, the stability and predictability of portfolio companies' free cash flows, earning a significant portion of our return from contractual current interest payments.

The Principals, Messrs. Cerny and Petrucco, have been working and investing together in the traditional middle market (defined as companies with EBITDA between \$10 million and \$50 million) since the late 1990's. These individuals have worked for industry leading middle market debt platforms and have founded and managed similar funds previously. Our goal with the Fund is to build a diversified portfolio of investments in the middle market, earn a high current rate of return (which is expected to be distributed to investors quarterly).

Recognizing the competitive nature of the direct lending investing environment, we seek to differentiate ourselves and to optimize investment value and returns for our investors by assiduously pursuing the following:

- Utilizing our Operating Partners network, which we believe is highly differentiated in middle market direct lending;
- Offering customized financing solutions, which we believe provides portfolio companies with more flexible and appropriate borrowing options than what most of our competitors can offer;
- Cultivating our relationship-based transaction sourcing network;
- Nurturing our cohesive and collaborative culture and sharing meaningful economics with our entire team of investment professionals;
- Focusing long-term on the North American middle market, which we believe many larger asset managers have forsaken in favor of financing larger companies; and

- Maintaining our disciplined diligence process and focusing first and foremost on the protection of the capital we invest.

We expect to invest in a variety of businesses with attractive characteristics in a wide array of industries across North America. We generally focus on companies that have some form of a competitive advantage, are established in their markets and have shown a propensity to generate meaningful and steady free cash flow that can be used to service and repay their debt.

We seek situations in which we can enhance our returns by deploying the “Value Creation Platform” and by working with portfolio companies’ management teams to provide them with greater financial flexibility and to assist them in achieving their stated goals. We prefer to partner with managers who desire to have meaningful economic stakes in their businesses and who aspire to build companies that are leaders in their markets. We are not investors who typically “control” portfolio companies, as most of our investments are debt investments, although we do invest in common equity, but generally at modest levels as co-investors alongside company owners. We do, however, expect to work closely with management teams and boards of directors by bringing in relevant relationships (e.g. professionals in our Operating Partners network) to assist them in building both strategic and tactical plans for their companies’ development. We seek to work as partners as much as we do lenders, and try to be supportive of our portfolio companies in ways that may not be common for typical middle market lenders. By marrying the collective knowledge, experience and networks developed by Backcast Partners and our Operating Partners during the many years of investing in our core markets with our customized financial solution capabilities, we believe that we have successfully differentiated Backcast Partners from most other middle market direct lenders.

Making an investment in a Vehicle involves a number of risks. An investment in each Vehicle may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing such risk. No guarantee or representation is made that the Vehicles will achieve their investment objective or that investors will receive a return of their capital. The discussion below of risks associated with an investment in the Fund, coinvestment vehicles and the SMA does not purport to be an exhaustive list of all such risks. Please see the confidential private placement memorandum of the Fund for a more detailed discussion of risks.

*Reliance on Key Personnel.* The success of the Vehicles will depend in substantial part upon the skill and expertise of Backcast Partners’ investment professionals providing investment advice. There can be no assurance that such professionals will continue to be associated with Backcast Partners. The loss of the services of one or more of the investment professionals could have a material adverse impact on the Vehicle’s ability to realize its investment objectives or otherwise.

*General Business and Management Risk.* Investments in portfolio companies subject the Vehicles to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the company level,

interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors, such as the outbreak of the Coronavirus. With respect to management at the portfolio company level, many portfolio companies rely on the services of a limited number of key individuals, the loss of any one of whom could significantly adversely affect the portfolio company's performance.

*Lack of Liquidity.* The Vehicles invests in instruments where there is very rarely an actively traded market. Moreover, many of the Vehicle's investments may be held by relatively few or no other investors. The Principals' experience has been that they are often the only lender in the particular investment tranche of the companies in which they invest. Under adverse market or economic conditions or in the event of adverse changes in the financial condition of an issuer or of an asset, the Vehicles may find it more difficult to sell such instruments when Backcast Partners believes it advisable to do so or may be forced to sell them at prices lower than if the instruments were widely held. Thus, the range of disposal strategies available to the Vehicles may be limited. Finally, dispositions of investments may be subject to contractual and other limitations on transfer, or other restrictions that would interfere with subsequent sales of such investments or adversely affect the terms obtainable upon a disposition.

There is no public market for the interests in any of the Vehicles, and one is not expected to develop. Investors in the Fund and the coinvestment vehicles are not permitted to sell, transfer, assign, pledge or otherwise dispose of their interest in the Fund or the coinvestment vehicles without the prior written consent of the general partner of the relevant entity, which generally may be given or withheld in such general partner's sole discretion.

*Highly Competitive Market for Investment Opportunities.* The activity of identifying, completing and realizing attractive investments is highly competitive and involves a high degree of uncertainty. The Vehicles will face competition from numerous competitors in all fields of activity. The Vehicles compete for investments with a variety of other public and private investment vehicles, as well as individuals, financial institutions and other institutional investors. There can be no assurance that the Vehicles will be able to locate and complete investments that satisfy its investment objectives or permit the full investment of all available capital.

*Leverage.* The Vehicles' investments are expected to include portfolio companies whose capital structures may have significant leverage. Although Backcast Partners seeks to use leverage in a manner it believes is appropriate under the circumstances, the leveraged capital structure of such portfolio companies increases the exposure of the portfolio companies to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the portfolio company or its industry. In the event that such a portfolio company is unable to generate sufficient cash flow to meet principal and/or interest payments on its indebtedness, the value of the Vehicles' investment in such portfolio company could be significantly reduced or even eliminated.

*Concentration of Investments.* The Fund will generally invest in a limited number of portfolio companies and, as a result, its returns may be affected by the performance of a single



investment. Furthermore, because we have broad discretion to invest a considerable portion of a Fund's assets in a limited number of investments and industries, adverse movements in the value of a single investment or the health of a particular industry could have a considerably greater negative impact on such Fund than would be the case if we were not permitted to concentrate investments to such an extent. Coinvestment vehicles typically invest in a single portfolio investment, and as such, will have more risk due to the single asset nature of such investment.

*Control Position.* As a result of foreclosure, bankruptcy proceedings or otherwise, the Vehicles may acquire control or exercise influence over the management, operation and strategic direction of portfolio companies in which it invests. The exercise of control and/or significant influence over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise management and other types of liability in which the limited liability generally characteristic of business operations may be ignored. The exercise of control and/or significant influence over a portfolio company could expose the assets of the Vehicles to claims by such portfolio company, its other security holders and its creditors. While the General Partner intends to manage the Vehicles in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

*Minority Investments.* The Vehicles may make minority equity investments in portfolio companies where it may have limited influence. Such portfolio companies may have economic or business interests or goals that are inconsistent with those of the Fund, and the Fund may not be in a position to protect the value of its investment in such portfolio companies. The Vehicles' control over the investment policies of such portfolio companies may also be limited. This could result in the Vehicles' investments being frozen in minority positions that incur substantial losses. In addition, although the Vehicle may generally seek board representation in connection with minority investments, there is no assurance that such representation, if sought, will be obtained.

*Cybersecurity Risk.* Backcast Partners, its affiliates, service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Vehicles and their investors, despite the efforts of Backcast Partners and service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Vehicles. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of the Vehicles, service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of our systems to disclose sensitive information in order to gain access to our data or that of the Vehicles' investors. A successful penetration or circumvention of the security of our systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage

to a computer or network system or costs associated with system repairs. Such incidents could cause the Vehicle, Backcast Partners or any of their respective affiliates or service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

## **9. Disciplinary Information**

None.

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

Neither we nor any of our management persons are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither we nor any of our management persons are registered or have any application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

Backcast Credit Opportunities GP, LLC is the general partner of the Fund. Such general partner is under common control with Backcast Partners Management LLC.

Centre Partners Management, LLC (“Centre”), a registered investment adviser, provides back office services for the Fund as described in Item 4, **Advisory Business**, above. Centre owns a 25% non-voting interest in Backcast Partners.

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

Backcast Partners has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, which requires each of our employees to comply with all applicable federal and state laws and regulations. Our Code makes clear that our business will be conducted consistent with high ethical standards. The trust of our investors and the firm’s reputation are of paramount importance. To that end, our Code requires each employee to avoid any action that results in a conflict of interest with the firm and its clients, prohibits outside business activities without the consent of the Chief Compliance Officer, prohibits trading on the basis of material non-public information and prohibits accepting extravagant gifts or entertainment from the firm’s business relationships. Employees are required to report all personal securities transactions to the firm, and must obtain the approval of William Tomai, the Chief Compliance Officer, prior to trading in certain securities covered by the policy.

Backcast Partners will provide a copy of the Code of Ethics to any client or prospective client upon request.

### *Conflicts of Interest*

*Participation or Interest in Client Transactions.* Backcast Partners and an affiliated entity will serve as the investment adviser and general partner, as applicable, of the Vehicles and will have economic interests in such vehicles. The Fund's general partner will have an investment in such Fund. Therefore, Backcast Partners may be considered to participate indirectly in transactions effected for those clients. The foregoing relationships, fees, and any other actual or potential conflicts of interest arising therefrom are disclosed in the Fund's offering documents.

Backcast Partners and its affiliates may receive certain financing, break up, commitment, closing, amendment and other fees (other than selling commissions or similar fees) associated with investments or proposed investments or commitments made by the Fund, coinvestment vehicles and the SMA. All or a portion of such fees generally offset the management fee otherwise payable by the Fund, however, the offset may not apply to the coinvestment vehicles or the SMA.

*Allocation of Investment Opportunities.* The Fund's limited partnership agreement sets forth terms with respect to the allocation of investment opportunities. The Fund is currently the only committed investment vehicle planned to be managed by Backcast Partners, but Backcast Partners manage other investment vehicles or accounts with a similar or dissimilar investment strategies. To the extent any investment opportunity is suitable for the Fund and one or more other Backcast Partners' investment vehicles or accounts, each new portfolio investment generally will be allocated between such investment vehicles or accounts, on the one hand, and the Fund, on the other hand, based on Backcast Partners' policy regarding allocations of investment opportunities, which policy relies upon a number of factors, including whether such investment vehicles or the Fund has an existing portfolio investment in the issuer, the unpaid capital commitments of each of such investment vehicle(s) or the Fund, the size of the investment opportunity, the construction of each fund's respective portfolio, the time remaining in each fund's commitment period and potential conflicts of interest. In all instances, any allocation will in all events be done on a basis that the Backcast Partners believes in good faith to be fair and reasonable.

While Backcast Partners may enter into an arrangement with the Back-Office Provider for the provision of administrative services, neither the Back-Office Provider nor any of its affiliates are required to offer any investment opportunities to the Fund.

*Principal Transactions.* We do not anticipate entering into principal transactions, where we or any of our affiliates purchase or sell any security for our own account from or to the account of the Fund. In the event that we (or our affiliate) may engage in a principal transaction, we will obtain the approval of the Fund's limited partner advisory committee.

*Cross Transactions.* We are not affiliated with a registered broker-dealer and as such cannot engage in agency cross transactions. We may engage in a cross transaction, where one client purchases or sells a security for its own account from or to the account of another client, including in connection with assets warehoused by the SMA that are later transferred to the Fund. In the event of a cross transaction, we will obtain any required client approvals, including

that of the Fund's limited partner advisory committee in accordance with the terms of the Fund's limited partnership agreement.

*Valuation.* Although Backcast Partners will not receive performance fees based on unrealized investments, the limited partnership agreement of the Vehicles requires that we determine the fair value of the Vehicle's investments to the extent it would result in a write-down which would impact the calculation of carried interest. Such write-downs are also relevant to the calculation of management fees after the end of the investment period for the Fund. To mitigate potential conflicts, on an annual basis, the Fund's and coinvestment vehicles' valuations are reviewed by external auditors.

*Fees for Services.* To the extent that the Fund's general partner, Backcast Partners or any of their respective affiliates perform services for the Fund, coinvestment vehicles, the SMA, or any portfolio companies that would otherwise be provided by independent third parties, Backcast Partners or any such affiliate may receive fees at rates customarily charged for similar services by persons engaged in the same or substantially similar activities and the provisions of any such agreement will be at least as favorable to the applicable Vehicle or such portfolio company as the terms reasonably expected to be available in an arm's-length transaction with an independent third party.

*Service Providers.* Our service providers (including lenders, brokers, attorneys and investment banking firms) may be investors in the Fund, coinvestment vehicles and or the SMA and/or sources of investment opportunities and counterparties therein. This may influence Backcast Partners or an affiliate in deciding whether to select such a service provider. Notwithstanding the foregoing, investment transactions that require the use of a service provider will generally be allocated to service providers on the basis of best execution. Backcast Partners may from time to time receive a discount on services provided to it by such a common service provider even though a Vehicle and/or its portfolio companies may receive a lesser, or no, discount.

*Co-investment Opportunities.* In certain situations, Backcast Partners may determine that the purchase of an investment in its entirety would not be in the best interest of the Fund due to, for example, the investment being too large, the dynamics of the investment (i.e., possible significant equity investment requirements or industry restrictions) or general diversification considerations. In such instances Backcast Partners may, but is not obligated to, offer Fund investors, and certain third parties not affiliated with Backcast Partners the opportunity to "co-invest" alongside the Fund in any remaining portion of such investment opportunity (i.e., the portion of such investment opportunity that has not been allocated to the Fund). In respect of third parties, the Fund's general partner may offer such co-investment opportunities to individuals whom the general partner believes will add value to the Fund's or the applicable portfolio company's activities, including, without limitation, Operating Partners, lenders, placement agents, underwriters and purchasers of debt, equity and equity related securities of portfolio companies and other persons with whom Backcast Partners has a relationship. Decisions regarding whether and to whom to offer co-investment opportunities are made at the sole discretion of the Fund's general partner and may be offered to some and not to other Fund investors with allocations that may differ from their proportionate investments in the Fund and

may be based on a number of factors, including, without limitation, a Fund investor's expressed interest in co-investments, the size of such investor's capital commitment, and the Fund's general partner's assessment of such investor's ability to both fund and timely execute such co-investment. In light of the foregoing, no Fund investor should have any expectation of receiving co-investment opportunities.

Co-investors will typically bear their pro rata share of fees, costs and expenses related to the discovery, investigation, development, acquisition or consummation, ownership, maintenance, monitoring, hedging and disposition of their co-investments and may be required to pay their pro rata share of fees, costs and expenses related to potential investments that are not consummated, such as breakup fees or broken deal expenses. Although Backcast Partners will endeavor to allocate such fees, costs and expenses on a fair and equitable basis, co-investors may not agree to pay or otherwise bear fees, costs and expenses related to unconsummated co-investments (and in certain circumstances, co-investors may not bear such fees, costs and expenses because they have not been identified as of the time such potential investment ceases to be pursued). In such event, such fees, costs and expenses will be considered operating expenses of and be borne by the Fund.

*Material Non-Public Information.* By reason of their responsibilities in connection with the Vehicles and certain other activities of Backcast Partners and its affiliates, certain employees of Backcast Partners or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Vehicles will not be free to act upon any such information and such information may serve to restrict the Vehicles in their investment activities. Due to these restrictions, the Vehicles may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell a portfolio investment that it otherwise might have sold. In addition, Backcast Partners may decline to receive non-public information in order to avoid trading restrictions with regard to any other investment vehicle advised by Backcast Partners, even though access to such information may have been advantageous to the Vehicles.

Notwithstanding the maintenance of restricted lists and other internal controls, it is possible that the internal controls relating to the management of material non-public information could fail and result in Backcast Partners, or one of its investment professionals, buying or selling a security while, at least constructively, in possession of material non-public information. Inadvertent trading on material non-public information could have adverse effects on Backcast Partners' reputation, result in the imposition of regulatory or financial sanctions, and as a consequence, negatively impact Backcast Partners' ability to perform its investment management services on behalf of the Vehicles.

Backcast Partners management and its Chief Compliance Officer, William Tomai, will monitor the potential for conflicts of interest in connection with co-investment opportunities, especially those that may arise when an unaffiliated third party that is not an Investor is offered a co-investment opportunity. Backcast Partners management and Mr. Tomai will seek to ensure that all relevant parties receive disclosure regarding such conflicts of interest.

## **12. Brokerage Practices**

We do not make regular use of brokers for the purposes of purchasing or selling securities on behalf of the Fund, coinvestment vehicles or the SMA because the securities that we typically purchase or sell on behalf of the Vehicles are acquired and/or disposed of in privately negotiated purchase and sale transactions.

From time to time, we may use a broker to effect transactions in public securities resulting from, or in connection with portfolio investments. In those instances, we have full discretionary authority with respect to the selection of, and the commissions paid to, brokers. If we determine to engage a broker, we will select the broker considering the range and quality of its brokerage services, its execution capability, commission rate, financial responsibility and responsiveness to us, and the value to us of research provided, if any. Backcast Partners does not currently utilize any soft dollar benefits or client referrals from broker-dealers in connection with client transactions.

## **13. Review of Accounts**

The Principals review all client accounts on a current basis. Our investor reporting function is primarily managed by our CCO, Mr. Tomai. Fund investors will receive unaudited quarterly financial statements, audited annual financial statements and annual tax information for the completion of income tax returns.

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

We sponsor the formation of the Fund, and we do not engage or compensate third party referral agents to solicit new clients for us. In the event that we engage, and will make a cash payment to, any solicitor of clients, we will do so in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended. We will bear the full costs of any compensation paid to such solicitors. We have engaged a placement agent to solicit investors in the Fund.

## **15. Custody**

All funds and securities certificates of the Fund and coinvestment vehicles will be held in custody by unaffiliated broker/dealers or banks, including First Republic Bank. However, Backcast Partners will have access to client accounts since its affiliate serves as the general partner of the Fund and coinvestment vehicles. The Fund will be subject to an annual audit by a PCAOB registered and inspected independent public accountant. Investors in the Fund and the coinvestment vehicles will be provided with annual audited financial statements, prepared in accordance with U.S. GAAP, within 120 days of the Fund's fiscal year end. Backcast does not have custody of assets held in the SMA.

## **16. Investment Discretion**

As discussed above, we will provide discretionary investment advice to the Fund and to the coinvestment vehicles pursuant to investment management agreements. Such investment management agreements, together with the management authority granted to the general partner of the Fund and the co-investment vehicles pursuant to the applicable limited partnership agreement, will provide Backcast Partners with full discretion to determine investments to be purchased and sold on behalf of the Fund and the co-investment vehicles and the terms of the related transactions. Limitations on investment discretion are set forth in the investment management agreements with, and the limited partnership agreements of, the Fund and the coinvestment vehicles.

As discussed above, we will provide non-discretionary investment advice to the SMA. Limitations on investment non-discretion are set forth in the investment management agreement between us and the client in the SMA. We may enter into additional separately managed accounts in the future.

## **17. Voting Client Securities**

While the securities evidencing the private debt and equity investments made by the Fund and the coinvestment vehicles are not typically the subject of proxies, there could be certain circumstances where we, having discretionary authority over the accounts of the Fund and the coinvestment vehicles, may be asked to vote the securities of such Fund or coinvestment vehicle on restructuring or other corporate matters. We will ensure that a record of each securities position held by the Fund or any coinvestment vehicle is maintained and, where any such vote is to occur, we will ensure that we receive all relevant information, disclosure materials and such proxies or consents as are necessary for us to cast votes in a timely manner.

Backcast Partners will also determine where there is, or appears to be, a material conflict of interest that could influence the voting decision in a manner that would be adverse to the interests of the Fund or the coinvestment vehicle. If we determine that there is no material conflict of interest, then we will make the voting determination and take the required voting action. If we determine that, due to a conflict of interest, we are not capable of making an independent determination as to the voting decision then generally the voting decision will be that recommended by the Fund's or the coinvestment vehicle's limited partner advisory committee.

None of the Fund or any coinvestment vehicle can direct Backcast Partners to vote in a particular solicitation. The Fund and the coinvestment vehicles will be controlled by their general partner (a Backcast Partners affiliate) and, as such, the Fund and the coinvestment vehicles will be aware of how they voted with respect to its securities.

With respect to the SMA, the exercise of rights, powers, privileges and other incidents of ownership or possession with respect to investments, including the voting of investments, will be determined on an investment by investment basis.

A copy of the proxy voting policies and procedures will be provided to any client and prospective client upon request.

## **18. Financial Information**

Backcast Partners has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.

## **19. Requirements for State-Registered Advisers**

N/A