



## Part 2A of Form ADV: Brochure

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### SharpVue Capital, LLC

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Date: March 30, 2022

This brochure ("Brochure") provides information about the qualifications and business practices of SharpVue Capital, LLC, a North Carolina limited liability company ("SharpVue"), which is an investment adviser registered with the United States Securities and Exchange Commission (the "SEC"). If you have any questions about the contents of this brochure, please contact Lee H. Roberts, Chief Compliance Officer at (919) 890-0530 or [lee.roberts@sharpvuecap.com](mailto:lee.roberts@sharpvuecap.com), or please contact SharpVue at (919) 890-0515. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment adviser with the SEC does not imply any level of skill or training.

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

## **Item 2: Material Changes**

This Brochure, dated March 30, 2022, is SharpVue's annual amendment. Since our last annual amendment on March 29, 2021, SharpVue added SharpVue SBIC Management, LP as a relying adviser. Updates were made throughout this Brochure to reflect a new Private Investment Fund managed by SharpVue SBIC Management, L.P.

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## **Item 4: Advisory Business**

### **Firm Overview**

SharpVue is an asset management firm providing services to private pooled investment vehicles. SharpVue was originally founded in 2015. Effective June 1, 2019, SharpVue completed an organizational spin-out and became an independent firm. SharpVue is headquartered in Raleigh, North Carolina. SharpVue SBIC Management, L.P. is registered as an investment adviser pursuant to SharpVue's registration in accordance with SEC guidance under the Investment Advisers Act of 1940, as amended. SharpVue and SharpVue SBIC Management, L.P. are under common control and operate as a single advisory business. References herein to "SharpVue" shall be deemed to include SharpVue SBIC Management, L.P. where applicable.

### **Firm Ownership**

Lee Roberts and Doug Vaughn are principal owners of SharpVue. Lee Roberts, Doug Vaughn and James Burke are principal owners of SharpVue SBIC Management, L.P.

### **SharpVue Offerings**

SharpVue provides discretionary portfolio management services to private pooled investment vehicles (the "Private Investment Funds") in accordance with the investment guidelines set forth in each Private Investment Fund's offering documents. SharpVue is responsible for the investment decisions and performance of the Private Investment Funds. SharpVue does not tailor its investment advice to the needs of investors in the Private Investment Funds.

Investors are required to meet certain suitability requirements, such as being an "Accredited Investor", a "Qualified Client" and/or a "Qualified Purchaser" as defined under federal laws. Investors interested in a Private Investment Fund should refer to the Private Investment Fund's offering documents for important information regarding the Private Investment Fund's investment objectives, risks, fees and additional disclosures for a complete understanding of the terms and conditions for investing in the relevant Private Investment Fund.

### **Wrap-Fee Programs**

SharpVue does not participate in any wrap fee programs.

### **Assets Under Management**

As of December 31, 2021, SharpVue had \$223,637,143 of regulatory assets under management. All assets are managed on a discretionary basis.

## Item 5: Fees and Compensation

### **Adviser Compensation**

***Management Fees:*** Private Investment Fund investors bear their proportionate share of the applicable investment management fee charged to such Private Investment Fund. Compensation earned by SharpVue for providing investment advisory services to the Private Investment Funds is generally comprised of an asset-based management fee, which does not exceed 2% and is generally payable quarterly in advance. In the event that an advisory agreement is terminated prior to the conclusion of a billing period, SharpVue will refund a pro rata portion of any pre-paid management fees. The management fee is generally deducted directly from the Private Investment Fund. Private Investment Funds that hold private equity, real estate or other illiquid investments are typically charged fees based upon the capital commitments made by investors rather than the market value of the relevant Private Investment Fund. For the SharpVue Capital Credit Fund II, L.P., SBA leverage is included in the management fee calculation.

***Performance Fees:*** In addition to the asset-based management fee, the general partner or managing member of each Private Investment Fund, which is an affiliate of SharpVue, will receive a performance-based fee of up to 20%, provided that the Private Investment Funds returns to investors exceed a high-water mark and any applicable hurdle amounts or preferred return. SharpVue and the general partner or managing member of each Private Investment Fund have the authority to waive or reduce fees charged to certain investors.

Details about a particular Private Investment Fund's specific fee structure can be found in the relevant Private Investment Fund's offering documents.

### **Other Non-Advisory Fees**

SharpVue's fees are exclusive of brokerage commissions, transaction fees and other related costs and expenses that may be incurred by the client. Other fees and expenses may include without limitation:

- Brokerage and trading costs and expenses and commissions;
- Third-party custody fees;
- Fees and expenses of money market funds that hold cash balances; and
- Private Investment Fund operating fees and expenses, including without costs and expenses related to the organization of the Private Investment Fund and its general partner/managing member and offering interests to investors; litigation-related (including audits, examinations and investigations) and indemnification expenses (subject to any limitations specified in the applicable Private Investment Fund's operating agreement); administrative expenses specific to the Private Investment Fund; bookkeeping expenses; information technology and other systems expenses; financial reports and notices required pursuant to the applicable Private Investment Fund's operating agreement; fees payable to a third-party administrator;

bank commitment fees and interest expenses; fees and expenses of professional advisors, such as legal counsel, accountants and auditors, appraisal fees and costs of errors and omissions liability and other insurance; all out-of-pocket costs related to an investment including, but not limited to, professional fees and diligence costs (including travel, meals and entertainment) related to the investigation of an investment opportunity; taxes, fees and other governmental charges levied against the Private Investment Fund; other professional fees and extraordinary or non-recurring charges; fees and expenses related to acquiring, restructuring, selling and otherwise disposing of the Private Investment Fund's investments; fees and expenses associated with site design, planning and development, public finance, property management, architectural and design, engineering, environmental assessment and leasing; and broker deal or diligence expenses related to the pursuit of transactions that are not consummated.

All fees paid to SharpVue for investment advisory services are separate and distinct from the fees and non-advisory fees referenced above. More details related to the fees and expenses borne by the Private Investment Funds are included in their respective offering documents. Neither SharpVue nor any of its supervised persons receive placement fees or commissions from third-parties for the sale of securities or other investment products, including asset-based charges or service fees from the sale of mutual funds.

Item 12 further describes the factors that SharpVue considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation.

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

### **Performance Based Fees**

As described above in Item 5: Fees and Compensation, with respect to each Private Investment Fund, a portion of the profits of each such Private Investment Fund are distributed to certain affiliates of SharpVue as "carried interest" (the "Carried Interest"). While the receipt of Carried Interest is intended to align SharpVue affiliates' interests with those of the relevant Private Investment Fund, the nature of the Carried Interest creates a potential conflict of interest between SharpVue affiliates and the Private Investment Funds.

SharpVue typically charges the Private Investment Funds a performance-based fee, which is based upon a share of capital gains or capital appreciation of the assets of each Private Investment Fund. The nature of performance fees can encourage unnecessary speculation with Private Investment Fund assets in order to earn or increase the amount of the fee. The result of riskier investments can have a positive effect in that results could equal higher returns when compared to an asset based fee account. On the other hand, riskier investments historically have a higher chance of losing value.

SharpVue evaluates investment opportunities that are in the best interests of the Private Investment Funds without regard to fee arrangements.

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

SharpVue provides portfolio management services to private pooled investment vehicles. The minimum investment in a Private Investment Fund varies according to strategy and can be found in the relevant Private Investment Fund's offering documents.

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

### *Methods of Analysis and Investment Strategy*

The real estate strategy focuses on investments in the Southeast region of the United States.

The private equity strategy focuses on growing businesses in the lower middle market.

The private equity strategy focuses on opportunistic growth and buyout opportunities. Potential targets include both control and minority positions in revenue generating businesses, with proven, scalable models and defensible market positions. The private equity strategy will also coinvest or invest directly in funds managed by other sponsors.

To research potential investments, SharpVue gathers information from financial market analyses, inspection of corporate activities, research materials prepared by others, regulatory filings, industry data providers, governmental statistics offices and company annual reports. SharpVue seeks to leverage the varied business experience and knowledge of their personnel to achieve this objective by marshalling contacts across industries, as well as thoroughly researching business opportunities within its areas of expertise.

When reviewing potential investments in real estate assets, SharpVue's research process may also include visits to the investment and comparable properties. SharpVue will also consider local conditions, competitors, and suppliers, and may attend industry conferences and trade shows.

SharpVue attempts to limit the risk of capital loss, but all methods, strategies, and investments carry a risk of loss, including a total loss of principal. Investors should refer to the offering documents of any relevant Private Investment Fund for additional information relating to investment strategies.

### *Material Risks of Investment Strategies*

There is no guarantee of success of the investment strategies offered by SharpVue. The investment portfolios managed by SharpVue may be adversely affected by general economic and market conditions such as interest rate fluctuations, availability of credit, inflation rates, changes in laws, and national and international political circumstances. These strategies may not employ limitations on

particular sectors, industries, countries, regions or securities. Investors should also consider the following risks:

General Economic and Market Conditions. The success of a portfolio's activities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of certain investments. Unexpected volatility or illiquidity could impair a portfolio's profitability or result in losses.

Illiquidity. Portfolios may invest in private market securities or other illiquid investments, which may make it difficult or impossible to dispose of such investments at desired times, thereby increasing the risk of loss.

Management Risk. Judgments about the value and potential appreciation of a particular investment may be wrong and there is no guarantee that the investment will perform as anticipated. The value of any single investment can be more volatile than the market as a whole or SharpVue's intrinsic value approach may fail to produce the intended results. There is dependence on the diligence, skill and business contacts of SharpVue's investment advisory personnel for the execution of SharpVue's strategies, including the selection, structuring and closing of the Private Investment Fund's investments.

Market Risk. There is the possibility that the value of equity securities may decline due to fluctuations in the securities markets generally. Stock prices may change daily as a result of many factors, including, but not limited to, developments affecting the condition of both individual companies and the market in general. The price of a stock may even be affected by factors unrelated to the value or condition of its issuer, such as changes in interest rates, national and international economic and/or political conditions and general equity market conditions. In a declining stock market, prices for all companies may decline regardless of their long-term prospects.

Business, Terrorism and Catastrophe Risks. Investments are subject to the risk of loss arising from the occurrence of various events, including hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on SharpVue's business and Private Investment Funds' portfolios.

Sector Focus Risk. Portfolios may be more heavily invested in certain sectors or industries, which may cause the value of their investments to be especially sensitive to factors and economic risks that specifically affect those sectors and may cause the value of the portfolios to fluctuate. Certain sectors in which the portfolios invest are continuously evolving and are subject to rapid technological and regulatory change. The success of any business operating in these sectors is, to a large extent, dependent on its ability to acquire, develop, adopt and exploit new and existing technologies and strategies and to distinguish its products and services from those of its competitors. The acquisition, development, adoption, exploitation and distribution of new and existing technology and strategy may take long periods of time and may require significant capital investment. In addition, the success



of any business in these sectors is dependent on its ability to anticipate and adapt to regulatory change. These sectors are also characterized by intense competition.

Geographic Concentration of Investments. Private Investment Funds may be concentrated in the Southern and Mid-Atlantic United States or other geographic regions. Consequently, regional factors may negatively affect the performance of portfolios.

Non-diversified Risk. Because Private Investment Funds may invest more of their assets in securities of a single issuer or a limited number of issuers, rather than a portfolio with greater diversification limitations, they may be more susceptible to a single adverse economic or political occurrence affecting one or more of these issuers.

Use of Leverage. Leverage including SBA leverage magnifies the potential for gain and loss on monies invested, and, therefore, results in an increase in the speculative character of Private Investment Funds utilizing leverage. An investor in the Private Investment Fund will bear a greater share of the losses in a particular investment than would be the case in an unleveraged investment fund. Moreover, certain Private Investment Fund's investments are expected to include portfolio companies whose capital structures may include significant leverage. The leveraged capital structure of such portfolio companies will increase their exposure to adverse economic factors such as rising interest rates, downturns in the economy and deteriorations in the conditions of the portfolio company or its industry. If a portfolio company is unable to generate sufficient cash flow to meet principal and interest payments on its other indebtedness, the value of the Private Investment Fund's investment in such company could be significantly reduced or even eliminated.

#### **Small Business Investment Company ("SBIC") Funds**

Receipt of SBIC License and Unavailability of Leverage. There is no guarantee that a Private Investment Fund intending to be licensed by the U.S. Small Business Administration ("SBA") will be licensed by the SBA, and, further, becoming licensed as an SBIC does not automatically assure that the Private Investment Fund will receive debenture funding. Receipt of SBA leverage funding is dependent upon the Private Investment Fund continuing to be in compliance with SBA regulations and policies as well as the availability of funding. The amount of SBA leverage funding available to SBICs requires SBA approval and is dependent upon annual Congressional authorizations and, in the future, may be subject to annual Congressional appropriations. There can be no assurance that there will be sufficient Debenture funding available at the times desired by the Private Investment Fund.

Regulation by SBA. If a Private Investment Fund is licensed as an SBIC, the Private Investment Fund will be subject to SBA regulations and policies which may change during the life of the Private Investment Fund in ways that might require the Private Investment Fund to alter its business activities. Current SBA regulations provide the SBA with certain rights and remedies if an SBIC violates SBA regulations or policies. If the Private Investment Fund utilizes leverage, it will be required to avoid "Capital Impairment" which will be considered to exist if the Private Investment Fund's "Capital Impairment Ratio" (calculated by adding the Private Investment Fund's realized losses and net unrealized depreciation and dividing the result by the Private Investment Fund's

private capital) exceeds permitted levels detailed in the SBA Regulations, and which vary depending on the proportion of equity investments made by the Private Investment Fund. Remedies for regulatory violations are graduated in severity depending on the seriousness of Capital Impairment or other regulatory violations. For minor regulatory infractions, warnings are given. For serious infractions, the use of SBA leverage may be limited or prohibited, and outstanding debentures can be declared to be immediately due and payable, restrictions on distributions and making new investments may be imposed, management fees may be required to be reduced and investors may be required to pay their remaining unfunded Capital Commitments to the Private Investment Fund, to be used to retire outstanding SBA leverage. In severe cases, the SBA may require removal of the general partner or its officers or directors, or the SBA may obtain federal court appointment of a receiver for the Private Investment Fund.

### *Material Risks of Securities Used in Investment Strategies*

Judgements about the value and potential appreciation of a particular security may be wrong and there is not guarantee that securities will perform as anticipated. The value of a security can be more volatile than the market as a whole.

Private Investment Vehicles. Private Investment Fund portfolios may be invested in other private funds, such as real estate funds, venture capital funds or other private pooled vehicles. Investments in a private fund may be subject to wide swings in value and may employ the use of leverage or hold illiquid securities. An investment in a private fund will not be liquid and may not have limitations on particular sectors, industries, countries, regions or securities. Because private investment vehicles are not registered investment companies, they are not subject to the same regulatory reporting or oversight as registered entities.

Real Estate Risks. Investments in real estate are subject to various known and unknown risks, including unforeseen changes in the local, national, and global economy, dynamic shifts in the geopolitical environment, the financial conditions of tenants, changes in the number of buyers for a specific asset type or geography, increases in the supply of product relative to demand, changes in availability and terms of third party financing, increases in interest rates, real estate tax rates, energy prices, and other operating expenses, changes in environmental laws and regulations, zoning laws, and other governmental rules and policies, volatility of real estate cash flows that can affect debt service and overall returns, commodity and labor prices impacting the cost of construction, as well as acts of God, terrorism, labor shortages, material shortages, and uninsurable losses, and other factors that are beyond the control of SharpVue. The acquisition, ownership, management, and disposition of property carries potential litigation risks, which could result in unexpected losses to the real estate fund.

Private Company Risks. Companies in which the Private Investment Funds invest, directly or indirectly through other funds, may be in the early stages of growth, and the performance of early stage companies may be more volatile due to their limited product lines, markets or financial reserves, or their susceptibility to competitors' actions, major economic setbacks or downturns. The

portfolio companies may also depend on the management talents and efforts of a small group of people and, as a result, the death disability, resignation or termination of one or more of those persons could have a material adverse impact on the prospective business opportunities and the investments made. Additionally, some of the companies may require a significant investment of capital to support their operating, or finance the development of their products or markets, and may be highly leveraged and subject to significant debt service obligations, which could have a material adverse impact on the Private Investment Funds' investments.

### **Risks Related to Fixed Income Investments**

Credit Risk. Credit risk is the risk that the issuer or guarantor of a debt security or counterparty to the portfolio's transactions will be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the portfolio's income may be reduced. If the issuer, guarantor, or counterparty fails to repay principal, the value of that security and the value of the portfolio may be reduced.

Fixed Income Securities. Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). The market values of fixed income securities tend to vary inversely with the level of interest rates. Notwithstanding the foregoing, when economic conditions appear to be deteriorating, medium to lower rated securities may decline in value due to heightened concern over credit quality, regardless of prevailing interest rates.

### *Risk of Loss*

**Investing in securities involves risk of loss that clients should be prepared to bear.** SharpVue does not represent, warrant, or imply that the services or methods of analysis employed by SharpVue can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

All investments present the risk of loss of principal – the risk that the value of securities, when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The investment risks described above represent some but not all of the risks associated with the various types of investments and investment strategies. Investors should refer to the offering documents of any relevant Private Investment Fund for additional information relating to investment risks.

## **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 your evaluation of SharpVue or the integrity of SharpVue's management. SharpVue has no information applicable to this Item.

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

SharpVue provides portfolio management services to the Private Investment Funds and is not an insurance agency or broker-dealer. SharpVue does not receive insurance commissions or brokerage revenue of any kind. Neither SharpVue nor any management persons are registered, nor does SharpVue or any management persons have an application to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Affiliates of SharpVue, SharpVue Real Estate GP 2016, LLC, SharpVue Real Estate GP 2016 QP, LLC, SharpVue Real Estate GP 2018 QP, LLC, SharpVue Real Estate GP 2018 AI, LLC, SharpVue Capital Opportunity QP Fund GP, LLC, SharpVue Capital Opportunity AI Fund GP, LLC, SharpVue Capital Credit Fund II GP, LLC, and SharpVue Real Estate Partners II GP, LLC serve as the General Partner to the Private Investment Funds and oversee the management and investment operations of the Private Investment Funds managed by SharpVue.

Medical Mutual Insurance Company of North Carolina ("Medical Mutual") owns an interest in the General Partners to the Private Investment Funds. As a result, Medical Mutual may have information about and access to the Private Investment Funds that exceeds information and access available to other investors. Medical Mutual provides professional liability insurance to physicians and medical practices.

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

SharpVue has adopted a Code of Ethics pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended which applies to all supervised persons of the firm and describes its high standard of business conduct and fiduciary duty to the Private Investment Funds. The Code of Ethics includes provisions related to the confidentiality of client and investor information, a prohibition on insider trading, restrictions on and reporting of significant gifts and business entertainment as well as policies and procedures governing trading securities in personal accounts. All supervised persons at SharpVue must acknowledge the terms of the Code of Ethics upon employment, annually, and as amended.

The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of the supervised persons of SharpVue will not interfere with (i) making decisions in the

best interest of the Private Investment Funds and (ii) implementing such decisions while, at the same time, allowing supervised persons to invest for their own accounts. Under the Code of Ethics certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of SharpVue's clients. In addition, the Code of Ethics requires pre-clearance of transactions involving Initial Public Offerings, Limited Offerings, and private placements.

Related persons of SharpVue may invest their own money in the Private Investment Funds.

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. SharpVue may effect principal transactions between the Private Investment Funds for reallocation and other purposes. SharpVue has established policies and procedures to comply with the requirements of the Investment Advisers Act of 1940 as it relates to principal transactions, including, among other things, disclosure regarding any proposed principal transaction and that any required prior consent to the transaction be received. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. It is SharpVue's policy that the firm will not effect any agency cross securities transactions for client accounts.

Investors or prospective investors may request a copy of the firm's Code of Ethics by contacting Lee Roberts at (919) 890-0515.

## **Item 12: Brokerage Practices**

SharpVue primarily engages in private equity and real estate transactions. In the event SharpVue engages in public securities transactions, SharpVue will seek to use a custodian/broker who will hold the Private Investment Funds' assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors including, among others:

- Price
- The size of the transaction
- The nature of the market
- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- Capability to execute, clear and settle trades (buy and sell securities for your account)
- Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Quality of services

- Reputation, financial strength, and stability of the provider
- Their prior and anticipated service to us and our other clients

SharpVue does not currently maintain any soft dollar arrangements. SharpVue does not currently maintain any referral arrangements with broker/dealers. SharpVue does not accept directed brokerage.

SharpVue may be presented with investment opportunities that fall within the investment objective of more than one Private Investment Fund. When two or more Private Investment Funds are formed to invest on a parallel basis, SharpVue will allocate investments to such Private Investment Funds pro rata based on commitments, subject to any limitations in the applicable Private Investment Fund's offering documents. In addition, one or more non-parallel Private Investment Funds may invest together, subject to limitations set forth in the applicable Private Investment Fund's offering documents. SharpVue will determine allocations of investment opportunities in a manner that they believe is fair and equitable to the Private Investment Funds consistent with SharpVue's obligations to each such Private Investment Fund, including as set forth in the applicable Private Investment Fund's offering documents and SharpVue's trade allocation procedures.

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

SharpVue's Managing Partners are responsible and have ultimate authority for all transactions and investment decisions made on behalf of the Private Investment Funds. At least annually, the Private Investment Funds' portfolios are reviewed by a Managing Partner to ensure compliance with Private Investment Funds' objectives and restrictions as stated in the Private Investment Funds' offering documents.

The Private Investment Fund's investments are reviewed on an ongoing basis and may be reviewed specifically with regard to certain factors such as cash flows or in response to market conditions.

SharpVue, or its service provider, will furnish each Private Investment Fund investor with written reports pursuant to the terms set forth in each Private Investment Fund's offering documents

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

SharpVue does not receive any economic benefits from persons other than clients for providing investment advice or other advisory services to clients.

SharpVue does not currently maintain any referral arrangements with individuals or entities that may be compensated, directly or indirectly. If SharpVue were to enter into an arrangement with a third party, it would do so in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940.

## **Item 15: Custody**

SharpVue is deemed to have custody of the assets of the Private Investment Funds by reason of legal ownership or access to such assets because affiliated entities serve as General Partner to the Private Investment Funds. However, all client assets and transferrable securities are maintained at independent qualified custodians. SharpVue will comply with the requirements of the Custody Rule, as defined in the Investment Advisers Act of 1940, with regard to the custody as a result of affiliates serving as General Partner to the Private Investment Funds. SharpVue has entered into a written agreement with an independent public accountant to provide audited financial statements to each Private Investment Fund's investors within 120 days following the Private Investment Fund's fiscal year end (180 days for any fund of funds).

## **Item 16: Investment Discretion**

SharpVue is retained by the General Partner of the Private Investment Funds to provide investment advisory services on a discretionary basis. When engaged by the client on a discretionary basis, SharpVue is generally authorized to make the following decisions according to the specified investment objectives:

- which securities to buy or sell;
- the broker or dealer through whom securities are bought or sold;
- the total amount of securities to buy or sell;
- the commission rates at which securities transactions for the Private Investment Fund account are effected; and
- the prices at which securities are to be bought or sold, which may include dealer spreads or mark-ups and transaction costs.

Investments for the Private Investment Funds are managed in accordance with each Private Investment Fund's investment objectives, strategies and restrictions, and are not tailored to the individualized needs of any particular investor in the Private Investment Funds. Any limitations on this discretionary authority are described in the Private Investment Funds' offering documents.

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

### **Proxy Voting Generally**

SharpVue maintains a Proxy Voting Policy in its Compliance Manual. Where SharpVue has proxy voting authority over client securities, SharpVue seeks to vote proxies in the best interest of its clients. When making proxy voting decisions, SharpVue may seek advice or assistance from third-party consultants, such as proxy voting services or legal counsel.

Upon request, SharpVue will provide any investor or prospective investor in the Private Investment Funds with a copy of its Proxy Voting Policy. Please contact Lee H. Roberts at (919) 890-0515 or [lee.roberts@sharpvuecap.com](mailto:lee.roberts@sharpvuecap.com) to obtain a copy of SharpVue's Proxy Voting Policy.

#### **Proxy Voting: Private Investment Funds**

Unless provided otherwise in an offering document, SharpVue, or an affiliate thereof, will have voting power with respect to a Private Investment Fund's securities, but it is unlikely that a Private Investment Fund would hold any security for which proxies would be solicited. If the situation arises, SharpVue will monitor for potential conflicts of interest between the Private Investment Fund's interests and its own within the proxy voting process.

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

SharpVue does not require or solicit prepayment of fees six months or more in advance.

SharpVue is not aware of any financial condition that is reasonably likely to affect its ability to meet contractual and fiduciary commitments to clients.

SharpVue has never been the subject of a bankruptcy proceeding.