

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page



A E T H E R
INVESTMENT PARTNERS, LLC

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Aether Investment Partners, LLC. If you have any questions about the contents of this Brochure, please contact us at 720-961-4190 and/or info@aetherip.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Additional information about Aether Investment Partners, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

If you are amending your *brochure* for your annual update and it contains material changes from your last annual update, identify and discuss those changes on the cover page of the *brochure* or on the page immediately following the cover page, or as a separate document accompanying the *brochure*. You must state clearly that you are discussing only material changes since the last annual update of your *brochure*, and you must provide the date of the last annual update of your *brochure*.

This Brochure dated September 2022 amends the Brochure dated September 2021. The following are the material changes made to this Brochure since the last annual update of the Brochure in September 2021:

- In April 2022, Aether Investment Partners, LLC held a first close of its ninth private fund, Aether Real Assets Seed Partners I, L.P. Various sections of the Brochure have been updated to reflect this new private fund and its business activities.

Item 3 Table of Contents

Item 1	Cover Page.....	i
Item 2	Material Changes	ii
Item 3	Table of Contents	iii
Item 4	Advisory Business	1
Item 5	Fees and Compensation	3
Item 6	Performance-Based Fees & Side-By-Side Management.....	6
Item 7	Types of Clients.....	8
Item 8	Methods of Analysis, Investment Strategies & Risk of Loss	9
Item 9	Disciplinary Information	14
Item 10	Other Financial Industry Activities & Affiliations	15
Item 11	Code of Ethics, Participation or Interest in Client Transactions & Personal Trading	17
Item 12	Brokerage Practices	20
Item 13	Review of Accounts.....	22
Item 14	Client Referrals & Other Compensation	23
Item 15	Custody	24
Item 16	Investment Discretion.....	25
Item 17	Voting Client Securities	26
Item 18	Financial Information	27

Item 4 Advisory Business

A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).

Aether Investment Partners, LLC (hereinafter “AIP”) was formed in Delaware in 2008 to manage private funds focused on real assets and related sectors. AIP currently serves as the investment manager to private investment funds organized as Delaware limited partnerships (the “Investment Fund Clients”).

As of June 30, 2022, AIP had \$1,577,309,931 in regulatory assets under management. AIP generally provides investment management and supervisory services to its Investment Fund Clients on a discretionary basis.

Affiliates of AIP typically serve as the general partner of Investment Fund Clients organized as limited partnerships (the “Investment Fund Client General Partners”). Investment Fund Clients are neither registered under the Securities Act of 1933, as amended, nor registered under the Investment Company Act of 1940, as amended. Accordingly, interests in Investment Fund Clients are offered exclusively to investors satisfying the applicable eligibility and suitability requirements either in private placement transactions within the United States or in offshore transactions. No offer to sell interests in these Investment Fund Clients (or a solicitation of an offer to purchase interests) is made by the descriptions in this Brochure, nor is this Brochure an offer or agreement to provide advisory services to any person. Please see Item 7 (Types of Clients) of this Brochure for more information with respect to AIP’s clients.

The owner of AIP is Northern Lights Midco II, LLC, a wholly owned subsidiary of Northern Lights Midco, LLC. Northern Lights Midco II, LLC is an affiliate of Northern Lights Capital Partners, LLC. Further information about Northern Lights Capital Partners, LLC and other related entities is provided in Item 10.

B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

AIP pursues investments exclusively in real assets and related sectors, excluding the commercial and residential real estate sectors. AIP generally provides advisory services to Investment Fund Clients regarding investments primarily in the natural resources, infrastructure, and opportunistic sectors.

C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.

The advisory services provided by AIP to the Investment Fund Clients are tailored to the investment objectives and investment restrictions, if any, as set forth in the governing documents of the Investment Fund Client and/or the investment management agreement entered by AIP with such Investment Fund Client. In general, AIP does not tailor its advisory services to the individual needs of investors in the Investment Fund Client and generally does not accept investment restrictions imposed by such Investment Fund Client investors.

Each of the Investment Fund Clients, Investment Fund Client General Partners and AIP from time to time enter into agreements (“Side Letters”) with one or more investors whereby in consideration for agreeing to invest certain amounts in the Investment Fund Client and/or other consideration deemed material, such investors are granted favorable rights not afforded other investors in such Investment Fund Client, generally. Such rights include, but are not limited to, for example, special rights or terms necessary in light of an investor’s specific legal, regulatory, or public policy characteristics; special reporting or notice obligations; consideration of client bans on investments in certain countries; reduced performance fees and management fees for investors affiliated with AIP, the Investment Fund Clients’ General Partners or owners

thereof; waiver of certain confidentiality obligations; consent to certain transfers by an investor; the right to appoint advisory committee members; and reduced performance fees for early participants in Investment Fund Clients. Such Side Letters are entered into by Investment Fund Clients, Investment Fund Client General Partners, and AIP without the consent of or notice to the other investors in such Investment Fund Clients.

D. If you participate in *wrap fee programs* by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.

AIP does not participate in “wrap fee arrangements,” whereby clients select AIP to manage funds through an investment program presented to the clients by a third-party program sponsor.

E. If you manage *client* assets, disclose the amount of *client* assets you manage on a *discretionary basis* and the amount of *client* assets you manage on a *non-discretionary basis*. Disclose the date “as of” which you calculated the amounts.

The amount of client assets managed by AIP on a discretionary basis is \$1,407,115,091 as of June 30, 2022. The amount of client assets managed by AIP on a non-discretionary basis as of June 30, 2022, is \$170,194,840.

Item 5 Fees & Compensation

A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

AIP is compensated for its advisory services generally through a management fee charged to Investment Fund Clients. The management fee is typically in the range of 0.60% to 1.25% per year of the aggregate commitments of an Investment Fund Client's limited partners (the "Investment Fund Client Limited Partners") during an initial period for the relevant Investment Fund Client and thereafter the fee percentage is typically based on the remaining cost basis of the Underlying Vehicles (as defined below) then held by the Investment Fund Client or scaled down by a certain percentage. Please see Item 6 for a description of the performance-based allocations the Investment Fund Client General Partners receive from Investment Fund Clients.

Investment Fund Client General Partners and/or AIP has in the past and may again in the future elect to waive all or any portion of the management fee. Please see Item 4.C for a description of Side Letters that have been entered into with certain investors related to fees.

The management fees are payable without regard to the overall success or income earned by Investment Fund Clients and therefore may create an incentive on the part of AIP to raise or otherwise increase assets under management to a higher level than would be the case if AIP were receiving a lower or no management fee.

AIP's fees are generally not negotiable.

Current and prospective investors in Investment Fund Clients should refer to the private placement memorandum or other offering documents of the respective Investment Fund Client for additional information regarding fees and restrictions. The information contained herein is a summary only and is qualified in its entirety by such documents.

B. Describe whether you deduct fees from *clients'* assets or bill *clients* for fees incurred. If *clients* may select either method, disclose this fact. Explain how often you bill *clients* or deduct your fees.

AIP (or an affiliate) typically deducts fees from Investment Fund Clients' assets. The management fees of Investment Fund Clients typically are payable twice a year, in advance, by calling capital from the Investment Fund Client Limited Partners for payment of such fees. The payment of management fees to AIP by Investment Fund Clients is subject to the provisions of the respective governing documents of Investment Fund Clients.

Performance compensation typically is deducted from Investment Fund Clients' assets and allocated to the respective Investment Fund Client General Partner pursuant to the governing documents of the Investment Fund Client.

Current and prospective investors in Investment Fund Clients should refer to the private placement memorandum or other offering documents of the respective Investment Fund Client for detailed information with respect to how fees are paid with respect to their assets. The information contained herein is a summary only and is qualified in its entirety by such documents.

C. Describe any other types of fees or expenses *clients* may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that *clients* will incur brokerage and other transaction costs, and direct *clients* to the section(s) of your *brochure* that discuss brokerage.

Investment Fund Clients incur brokerage and other transaction costs, as applicable. Please see Item 12 of the Brochure for further discussion of brokerage practices.

AIP's fees are exclusive of Investment Fund Clients' own operating and other expenses generally including, without limitation: organizational expenses, placement fees (subject to the offset detailed in the offering documents), management fees, transaction expenses, any fund administration, accounting, audit, or legal expenses, bank fees and interest expense (including fees and expenses related to an Investment Fund Client's line of credit), investment-related travel, shipping and postage expenses of the Investment Fund Client, filing fees, indemnification expenses of the Investment Fund Client, investor communication expenses, advisory committee and/or limited partner annual meeting expenses, all unreimbursed out-of-pocket expenses of the Investment Fund Client relating to unconsummated transactions (including legal, tax, accounting, background check, and consulting expenses and broken-deal expenses that would have been borne by co-investors if the transaction were consummated), fees relating to the preparation of financial and tax reports, portfolio valuations, and tax returns of the Investment Fund Client, Investment Fund Client-specific regulatory filing expenses (e.g., Commodity Futures Trading Commission and National Futures Association exemption filings, Form D and blue sky filings), the costs of prosecuting any legal action for or on behalf of (or defending any legal action against) the Investment Fund Client or its subsidiaries, the costs of any litigation, director or officer liability insurance, cyber insurance, or other insurance and indemnification or extraordinary expense or liability relating to the affairs of the Investment Fund Client, liquidating expenses, any taxes, fees, or other governmental charges levied against the Investment Fund Client and all expenses incurred in connection with any tax audit, investigation, settlement, or review of the Investment Fund Client (other than taxes allocated to one or more partners pursuant to the offering documents) and all other expenses of the Investment Fund Client.

Execution of Investment Fund Client transactions does not typically, but in some circumstances may, require payment of brokerage commissions by the Investment Fund Client. Item 12 below describes the factors that, when applicable, AIP typically considers in selecting or recommending broker/dealers for the execution of transactions and determining the reasonableness of their compensation (e.g., commissions).

Current and prospective investors in Investment Fund Clients should refer to the private placement memorandum or other offering documents of the respective Investment Fund Client for detailed information with respect to the fees and expenses they may pay in connection with an investment in such Investment Fund Client. The information contained herein is a summary only and is qualified in its entirety by such documents.

D. If your *clients* either may or must pay your fees in advance, disclose this fact. Explain how a *client* may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.

Management fees of Investment Fund Clients typically are paid semi-annually in advance as described in the investment management agreement between Investment Fund Clients and AIP and/or the governing documents of the Investment Fund Clients. If management fees are pre-paid with respect to a billing cycle and the advisory contract between the Investment Fund Client and AIP is terminated prior to the end of such billing cycle, a pro-rated amount of such management fees (based on the number of days during such billing cycle that advisory services were provided) generally will be refunded to Investment Fund Clients no later than 90 days following the date of such termination.

Current and prospective investors in Investment Fund Clients should refer to the private placement memorandum or other offering documents of the respective Investment Fund Client for detailed information with respect to the fees and expenses they may pay in connection with an investment in such Investment Fund Client. The information contained herein is a summary only and is qualified in its entirety by such documents.

E. If you or any of your *supervised persons* accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.

1. Explain that this practice presents a conflict of interest and gives you or your *supervised persons* an incentive to recommend investment products based on the compensation received, rather than on a *client's* needs. Describe generally how you address conflicts that arise, including your

procedures for disclosing the conflicts to *clients*. If you primarily recommend mutual funds, disclose whether you will recommend “no-load” funds.

2. Explain that *clients* have the option to purchase investment products that you recommend through other brokers or agents that are not affiliated with you.

3. If more than 50% of your revenue from advisory *clients* results from commissions and other compensation for the sale of investment products you recommend to your *clients*, including asset-based distribution fees from the sale of mutual funds, disclose that commissions provide your primary or, if applicable, your exclusive compensation.

4. If you charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.

Neither AIP nor its employees receive, directly or indirectly, any compensation from the sale of securities or investments that are purchased or sold for Investment Fund Client accounts. AIP is compensated through the stated management fee and performance compensation agreed upon in the governing documents of the respective Investment Fund Client. Accordingly, AIP believes that it does not have any conflicts of interest regarding the receipt of additional compensation relating to Investment Fund Client assets that AIP manages, except as specifically disclosed from time to time.

Item 6 Performance-Based Fees & Side-By-Side Management

If you or any of your *supervised persons* accepts *performance-based fees* – that is, fees based on a share of capital gains on or capital appreciation of the assets of a *client* (such as a *client* that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your *supervised persons* manage both accounts that are charged a *performance-based fee* and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your *supervised persons* face by managing these accounts at the same time, including that you or your *supervised persons* have an incentive to favor accounts for which you or your *supervised persons* receive a *performance-based fee*, and describe generally how you address these conflicts.

The Investment Fund Client General Partners have in the past and may in the future accrue or receive performance-based allocations from Investment Fund Clients. Generally, these performance-based allocations represent a share of distributions made by an Investment Fund Client in excess of the relevant Investment Fund Client Limited Partners' invested capital, and allocable fees and expenses. Typically, such performance-based allocations do not exceed 10% of profits and are subject to certain preferred return hurdles. Please see Item 4.C for a description of Side Letters that have been entered into with certain investors related to fees.

As current Investment Fund Clients have similar fee structures, including performance-based fees, AIP and its supervised persons do not expect to manage accounts that are charged only asset-based or only performance-based fees. Accordingly, AIP does not consider such current structure to present any conflicts of interest as it does not have an incentive to favor one account structure over another account structure. AIP does, however, manage some Investment Fund Clients that have higher commitment or asset-based fees or performance-based allocations than other Investment Fund Clients. As a general matter, an adviser charging performance fees to some accounts but not to other accounts, or higher performance fees to some accounts than other accounts, faces a variety of conflicts because the adviser can potentially receive greater fees from its accounts having a performance-based compensation structure or higher fee structure than from those accounts it charges a fee unrelated to performance or that have a lower performance-based fee. As a result, such advisers may have an incentive to direct the best investment ideas to, or to allocate or sequence transactions in favor of, the account that pays a performance fee or a higher performance fee. AIP and/or its affiliates are entitled to receive higher commitment or asset-based fees or performance-based allocations from certain Investment Fund Clients, and therefore face a conflict of interest because it has an incentive to favor these Investment Fund Clients. Among other things, as further described in Item 11, AIP has in place a policy with respect to the allocation of investment opportunities to Investment Fund Clients that is designed to address such conflicts.

Clients should be aware that the performance-based fee arrangement may create an incentive for AIP to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. To address this potential conflict, AIP employs a conviction-based approach when determining investment allocations. Rather than equally weighting each investment, factors such as perceived organizational risk, team risk, strategy risk, and legal risk in comparison to the potential return and diversification benefits associated with a strategy will heavily influence commitment amounts to each Underlying Vehicle. AIP and its management persons have substantial investments in Investment Fund Clients, which should mitigate the incentive for AIP to recommend riskier investments. AIP and its management persons typically have investments in Investment Fund Clients as limited partners and/or through affiliation with the Investment Fund Client General Partners.

Performance-based fees will only be charged in accordance with the provisions of Rule 205-3 of the Investment Advisers Act of 1940 and/or applicable state regulations. To qualify for a performance-based fee arrangement, a client (or Investment Fund Client Limited Partner, as applicable) must generally either demonstrate a net worth of at least \$2,200,000 or must have at least \$1,100,000 under management with AIP or meet certain other requirements.

Current and prospective investors in Investment Fund Clients should refer to the private placement memorandum or other offering documents of the respective Investment Fund Client for detailed information with respect to the fees they may pay in connection with an investment in such Investment Fund Client. The information contained herein is a summary only and is qualified in its entirety by such documents.

Item 7 Types of Clients

Describe the types of *clients* to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.

AIP generally provides advice to pooled investment vehicles whose interests are offered in reliance upon various exemptions available under the securities laws for privately offered securities. Currently, AIP's clients are ARA I, ARA II, ARA III, ARA III Surplus, and ARA SP I, each a closed-end fund of funds, ARA IV, ARA SONJ, and ARA V, each a closed-end fund of funds that also makes certain direct investments, and ARA Co-Invest I, a closed-end fund making direct co-investments.

Interests in Investment Fund Clients are offered only to qualified investors that meet certain financial criteria and suitability requirements. Investment Fund Clients typically require an initial minimum investment of \$1,000,000, which requirement has and may again in the future be lowered in the sole discretion of the respective Investment Fund Client General Partner.

Item 8 Methods of Analysis, Investment Strategies & Risk of Loss

A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that *clients* should be prepared to bear.

In formulating investment advice or managing assets for Investment Fund Clients, AIP employs an opportunistic approach to investing and embraces a broad definition of real assets, encompassing both established and emerging real assets categories and strategies. Certain Investment Fund Clients operate as fund of funds, investing capital in funds and other investment vehicles (the “Underlying Vehicles”) which in turn make investments in real assets and related sectors. AIP currently manages one Investment Fund Client that makes direct co-investments in real assets and related sectors (such Investment Fund Client, “Co-Investment Fund”), and manages certain Investment Fund Clients that also make direct investments (the entities or assets in which such Co-Investment Funds and ARA IV, ARA SONJ, and ARA V make direct investments are also referred to herein as “Underlying Vehicles”). ARA SP I seeks to secure management company and/or general partner interests (or other revenue sharing arrangements) concurrent with ARA SP I’s commitments to funds or successor funds managed by those investment managers (“Seed Investments”). ARA SP I will also selectively consider the acquisition of economic interests in existing investment management firms, which may or may not be accompanied by commitments to funds managed by those firms (“GP Stakes”, and together with Seed Investments, the “ARA SP I Investments”).

AIP considers investments in any geography, strategy, or category of real assets and related sectors that can be reasonably expected to provide a combination of the following:

- Attractive absolute and relative return potential
- Diversification relative to other asset classes
- A hedge against inflation
- A store of value in a crisis

AIP generally focuses on three primary industry sectors for Investment Fund Client investments: natural resources, infrastructure, and opportunistic. Within these primary sectors, investments will generally be categorized into the following subsectors: oil and natural gas, food and agriculture, livestock and aquaculture, timber, power and renewables, IT and communications, transport, water infrastructure, water rights, environmental assets, or other. AIP will generally avoid strategies that focus on or are dependent upon technological innovation to achieve targeted returns and will not consider investments in commercial or residential real estate.

AIP’s investment process consists of the following activities: (i) investment identification, (ii) investment evaluation, (iii) portfolio construction, and (iv) investment monitoring.

In evaluating investments, the main sources of information used by AIP include, but are not limited to, discussions with general partners of private placement vehicles or third-party fund sponsors, materials provided by other private placement vehicles or third-party fund sponsors, including their private placement memoranda, limited partnership agreements (or similar governing documents) and relevant subscription documents, and information requested by AIP and delivered by the general partners (or their equivalent) of such vehicles. The investment process employed with respect to the Co-Investment Fund generally parallels and leverages the investment process employed by AIP with respect to other Investment Fund Clients.

Investing in private funds and making direct investments in entities or assets involves risk of loss that clients should be prepared to bear. Purchases of interests in Investment Fund Clients are suitable only for persons of substantial financial means who can make a long-term investment, can bear the risk of loss of their entire investment in Investment Fund Clients, and have no need for liquidity of their investment.

B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent

trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

As described above, AIP's investment strategy for Investment Fund Clients is generally to invest in Underlying Vehicles that are focused on three primary industry sectors: natural resources, infrastructure, and opportunistic. The material risks inherent with investments are detailed in the Investment Fund Client private placement memoranda and limited partnership agreements or other similar governing documents.

Risks generally associated with investments in AIP's primary industry sectors include the following:

- Volatility of pricing in commodity markets that could affect valuation of investments
- Operating risks and hazards in the energy industry, such as unusual or unexpected geologic formations, pressures, downhole fires, mechanical failures, blow-outs, cratering, explosions, pipe failure, uncontrollable flow of oil, gas or well fluids and pollution and other environmental risks such as waste-water disposal and water contamination related to hydraulic fracturing
- Extensive governmental and environmental regulation may have a significant adverse impact on the financial condition and profitability of investments
- Operational risks and hazards in the natural resources industry, including uninsured risks
- Challenges associated with the acquisition and retention of title to mineral and metal rights
- Complex and evolving laws and regulations in the natural resources industry that may impose substantial costs or subject investments to significant potential liabilities
- Risk of decreased supply of natural resources
- Reliance on the third-party operators for certain mining, development, and production activities of natural resource assets may have material adverse consequences if the third-party operator fails to comply with laws, rules, and regulations or otherwise perform their duties
- Adverse publicity from consumer social and environmental groups
- Wide fluctuations in the availability and price of agricultural commodities
- Agricultural production and trade flows are subject to government policies and regulations, such as tariffs and currency manipulation
- Product liability claims regarding food products sold for human consumption
- Underlying Vehicles' title to the licenses and other assets relating to investments made by the Underlying Vehicles may be challenged, impaired, or impugned
- Native land claims may be made against a state or country's title to land and have a deleterious effect on the progress of development and future production
- Underlying Vehicles may use, or may invest in companies that use, herbicides and other hazardous substances in the operation of their business
- Competitiveness of the timberlands business from wood and non-wood products and the fluctuating nature of the values of timberlands
- Long-term timber supply contracts could limit the ability to capitalize on favorable short-term spot market opportunities
- Numerous regulations relating to timber properties to protect the environment and otherwise manage forest activities
- Natural causes of disaster that are not insured, such as fire and severe weather
- The impact associated with a global pandemic
- Risks associated with terrorist attacks
- Risks associated with contracts with counterparties
- Risks associated with greater than expected asset depreciation
- Risks associated with the use of leverage
- Risks associated with heavy dependence on regulatory support and evolving regulation
- Risks associated with disputes in countries with less developed laws
- Timing of revenue recognition associated with timber cutting contracts may result in fluctuations in the Underlying Vehicle's operating results, and thereby impact the Investment Fund Client's operating results
- Solar power is heavily dependent on suitable meteorological conditions and specific technology
- Wind power is heavily dependent on suitable wind conditions, which are variable and difficult to predict
- Hydroelectric power generation is directly impacted by water sources which can be severely impacted in periods of severe flooding or drought

- Geothermal power is heavily dependent on the specific geological attributes of the area in which the facility operates, and variability of the underlying geology may lead to variability in the operating efficiency of the geothermal facility
- Conventional power assets are dependent on the ability to source fuel inputs

Current and prospective investors in Investment Fund Clients should refer to the respective private placement memorandum for information regarding these and other risks associated with an investment in the Investment Fund Client. The information contained herein is a summary only and is qualified in its entirety by such documents.

Certain risks are also associated with AIP's strategy of investing Investment Fund Client assets in Underlying Vehicles. Many of the investments made by Underlying Vehicles will be highly illiquid and the Underlying Vehicle may not be able to realize such investments at attractive prices or effect a successful realization or "exit" strategy from their investments. Capital and profits, if any, from an investment will generally only be realized upon the partial or complete disposition of the investment. An Underlying Vehicle may also acquire securities or assets that cannot be sold except pursuant to a registration statement filed under the Securities Act of 1933, as amended (the "Securities Act"), or in a private placement or other transaction exempt from registration under the Securities Act. Additionally, an Underlying Vehicle may acquire securities or assets that are subject to contractual or other restrictions on transfer, such as limited partnership interests that may only be transferred with the consent of the limited partnership's general partner.

Certain of the entities or assets in which such Investment Fund Clients may invest may be exposed to additional risks such as less diversification and greater geographic concentration, and in the case of co-investments, may require additional financing to satisfy their working capital requirements or acquisition strategies. If the funds provided are not sufficient, an entity or asset may have to raise additional capital at a price unfavorable to the existing investors, including such Investment Fund Clients. In addition, if follow-on investments are required, the inability of such an Investment Fund Client to make a follow-on investment may have a substantial negative impact on the entity or asset in which such Investment Fund Client is invested that needs such investment or may result in a missed opportunity for such Investment Fund Client.

In general, valuations of investments made by an Investment Fund Client that makes direct investments are subject to uncertainty and there can be no assurance that such an Investment Fund Client's general partner or investment manager will correctly evaluate the nature or magnitude of the various factors that could affect the value of and return on investments. Also, by reason of their activities related to such an Investment Fund Client or any other investment activities, such Investment Fund Client's general partner or investment manager may acquire material non-public information that renders them precluded or restricted from initiating transactions in certain securities held by the Investment Fund Client. Such an Investment Fund Client may co-invest with third parties through partnerships, joint ventures, or other entities which may have larger or controlling ownership interests in the underlying entity or asset. Such investments may involve risks not present in investments where a third-party is not involved, including the possibility that a third-party co-investor or partner may at any time have financial difficulties resulting in a negative impact on such investment, economic or business interests or goals that are inconsistent with those of such Investment Fund Client, or may be able to take or block action contrary to such Investment Fund Client's investment objectives.

Because AIP's due diligence with respect to potential co-investments and direct investments typically relies on third-party sponsors and sources, there is a risk that co-investments and other direct investments made by Investment Fund Clients may be based on incomplete and inaccurate information, which could have an adverse impact on the performance of such an Investment Fund Client.

Through its investment in the Underlying Vehicles, Investment Fund Clients have investments that are sensitive to movements in the overall economy or in certain industrial or economic sectors. In addition, the market values of these investments may be affected adversely by general securities market conditions or by factors specific to such investments. The returns of Investment Fund Clients will depend in large part on the efforts and performance results obtained by the general partners, managers, and/or management teams of the Underlying Vehicles. Although AIP will attempt to evaluate each such Underlying Vehicle based on criteria such as the performance history of such fund or its general partner, manager, and/or management team as well as such fund's investment strategy, the past performance of an Underlying Vehicle and its general partner, manager, and/or management team may not be a reliable indicator of future results. The general partner,

manager, and/or management team, their key personnel, or the investment strategy of such Underlying Vehicle, may change at any time without the consent of Investment Fund Clients. Further, non-compliance by an Underlying Vehicle with international requirements of anti-corruption, anti-money laundering, and “know your client” policies could compromise the reputation of investors, including an Investment Fund Client, by association with such non-compliant Underlying Vehicles. The Underlying Vehicle may participate in a limited number of portfolio investments and, consequently, the aggregate return of the Underlying Vehicles may be substantially adversely affected by the unfavorable performance of even a single portfolio investment. Similarly, Investment Fund Clients will invest in a limited number of Underlying Vehicles and, consequently, the aggregate return of an Investment Fund Client may be substantially adversely affected by the unfavorable performance of even a single Underlying Vehicle. Investment Fund Clients are also subject to certain tax risks, as well as the heightened risks associated with making investments outside of the U.S.

AIP, Investment Fund Clients, and the Underlying Vehicles (or manager thereof) in which an Investment Fund Client is invested may face cybersecurity threats to gain unauthorized access to confidential information, including, without limitation, information regarding the Investment Fund Client’s investors and investment activities, or to render data or systems unusable, which could result in significant losses.

Legal disputes, involving any or all Investment Fund Clients, the general partner of an Investment Fund Client(s), AIP, or their respective partners or affiliates, may arise from an Investment Fund Client’s activities and investments and could have a significant adverse effect on the Investment Fund Client.

Heightened anti-corruption enforcement activity, such as under the U.S. Foreign Corrupt Practices Act, could result in an Investment Fund Client’s underlying investment(s) and/or the Investment Fund Client and its affiliates being subject to liability under such anti-corruption regulations. Any such liability could have an adverse effect on the value of the Investment Fund Client’s investments and have a direct adverse effect on the Investment Fund Client and its affiliates. Further, enhanced scrutiny of the investment fund industry by regulatory authorities could have a negative impact on the Fund, including by restricting its ability to pursue its investment program.

Although Investment Fund Client advisory committees may be organized with the intention of acting as the representative of Investment Fund Client limited partners, the committee may not have the same interests as all investors, and subject to applicable law, advisory committee members do not have any fiduciary obligations to the limited partners. In addition, the advisory committee cannot be expected to be expert in the type of investments to be made by Investment Fund Clients, and certain of its determinations may, in fact, adversely affect the performance of Investment Fund Clients.

The Investment Fund Clients will rely upon third party service providers for certain functions, including, but not limited to, accounting and tax services, legal services, and other administrative services. There can be no assurance that such third-party service providers will continue to be engaged throughout the life of the Investment Fund Clients or that they will act in the best interests of the Investment Fund Clients. Errors are inherent in the operations of any business (including the Investment Fund Clients), and although AIP has adopted measures intended to prevent and detect errors by, and misconduct of, counterparties and service providers, and to transact with counterparties and service providers it believes to be reliable, such measures may not be effective in all cases. No assurances can be given that the due diligence performed by AIP will identify or prevent any such errors or misconduct, which could have a material adverse effect on the Investment Fund Clients.

Current and prospective investors in Investment Fund Clients should be aware of additional risks, restrictions on withdrawals and redemptions, and other important information associated with investment in Investment Fund Clients. This information is outlined in the private placement memorandum, limited partnership agreement, and subscription documents of the respective Investment Fund Client.

Prospective investors should refer to the private placement memorandum, limited partnership agreement and subscription documents of the respective Investment Fund Client for information regarding these important additional considerations. The information contained herein is a summary only and is qualified in its entirety by such documents.

C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.

As described above, Investment Fund Clients generally invest assets in the securities of Underlying Vehicles. Such securities typically take the form of limited partnership or limited liability company interests or, in the case of the Co-Investment Fund or other Investment Fund Clients that make direct investments, direct investments in real assets and related sectors, and in the case of ARA SP I, Seed Investments and GP Stakes. Given that Investment Fund Clients, as holders of such interests, do not have an active role in the management of the Underlying Vehicles, the returns of the investments in Investment Fund Clients will primarily depend on the performance of these unrelated investment and/or management teams. Although representatives of AIP have in the past and may again in the future serve on limited partner advisory or executive committees, advisory boards, or boards of directors of Underlying Vehicles, the Investment Fund Clients generally do not have control over the investment or other policies of the Underlying Vehicles and only have limited access to information concerning the Underlying Vehicles' investments and other matters. As a result, AIP may not be able to protect the value of Investment Fund Client investments in the Underlying Vehicles, and it is unlikely that Investment Fund Clients will be able to redeem or withdraw from an Underlying Vehicle once a commitment has been made. In addition, the managers and/or management teams of such Underlying Vehicles may have economic or business interests or goals that are inconsistent with those of Investment Fund Clients. Further, because Investment Fund Clients and Underlying Vehicles typically impose management fees and carried interest, investors in Investment Fund Clients are subject to an additional layer of fees.

Prospective investors should refer to the private placement memorandum, limited partnership agreement and subscription documents of the respective Investment Fund Client for additional information with respect to such risks.

Item 9 Disciplinary Information

If there are legal or disciplinary events that are material to a *client's* or prospective *client's* evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

AIP does not have any legal or disciplinary events to report.

Item 10 Other Financial Industry Activities & Affiliations

A. If you or any of your *management persons* are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.

Not applicable.

B. If you or any of your *management persons* are 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 the foregoing entities, disclose this fact.

Not applicable.

C. Describe any relationship or arrangement that is material to your advisory business or to your *clients* that you or any of your *management persons* have with any *related person* listed below. Identify the *related person* and if the relationship or arrangement creates a material conflict of interest with *clients*, describe the nature of the conflict and how you address it.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm
8. insurance company or agency
9. pension consultant
10. real estate broker or dealer
11. sponsor or syndicator of limited partnerships.

With respect to Item 10.C.11, AIP and its management persons established the Investment Fund Clients and certain limited liability companies through which the Investment Fund Clients make certain of their investments. AIP does not consider this arrangement to create a material conflict of interest with its Investment Fund Clients.

AIP’s affiliates, principals, and employees have in the past and may again purchase interests in certain Investment Fund Clients, and investments by such parties generally are not subject to the management fees or performance-based fees described in Items 5 and 6, above.

Pacific Current Group Limited (formerly Northern Lights Capital Partners, LLC and Treasury Group Limited) and its affiliates are part of an asset management group that includes investment advisers and other financial services entities. Such investment advisers and other financial services entities may be deemed to be related parties to AIP merely because AIP and such other advisers and financial services entities share common owners: Aurora Trust and Pacific Current Group Limited. Such advisers and financial services entities do not share with AIP any accounts, managers, advice, or systems, and except with respect to the marketing arrangement entered into between AIP and NLCG Distributors, LLC doing business as Pacific Current Group in 2022, AIP does not share any business dealings with such advisers or entities. Although AIP does not believe such advisers or entities pose a conflict of interest, there is a risk such a conflict will develop. A complete list of related advisers and entities is available upon request.

D. If you recommend or select other investment advisers for your *clients* and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices, and discuss the material conflicts of interest these practices create and how you address them.

Not applicable.

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

A. If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any *client* or prospective *client* upon request.

AIP has adopted a Code of Ethics which sets forth ethical standards of business conduct that AIP requires for its supervised persons, including compliance with applicable federal and state securities laws. AIP's Code of Ethics stresses that no person employed by AIP or otherwise subjected to its supervision shall prefer his/her own interests to those of Investment Fund Clients. AIP's Code of Ethics also prohibits the use of material non-public information. To supervise compliance with its Code of Ethics, AIP requires supervised persons associated with this advisory practice with access to advisory recommendations, client holdings, or other specified information to provide annual securities holdings reports and quarterly transaction reports of all reportable transactions to the firm's Chief Compliance Officer and requires employees to report political contributions on a regular basis. AIP's Code of Ethics also provides for sanctions when appropriate.

A copy of the Code of Ethics is made available to each supervised person. Each supervised person must acknowledge receipt of the Code of Ethics upon hire and annually return a signed certification of compliance with the Code of Ethics.

Personal Trading

The Code of Ethics places restrictions on the personal trading of supervised persons. AIP's Code of Ethics requires all supervised persons of AIP to provide initial and annual holdings reports and quarterly transaction reports to AIP's Chief Compliance Officer. This enables AIP to monitor inappropriate trading by its supervised persons, including the buying and selling of securities contemporaneously with client transactions (i.e., front running). Since Investment Fund Clients primarily invest in limited partnership and limited liability company interests in Underlying Vehicles, and Underlying Vehicles generally make direct investments in real assets and related sectors, AIP considers the likelihood of such inappropriate trading to be low. Pre-clearance from AIP's Chief Compliance Officer or her designee is required for certain transactions in securities.

Insider Trading; Privacy

AIP maintains an Insider Trading Policy that includes policies and procedures prohibiting the use of material non-public information that are designed to prevent the misuse of material non-public information by AIP and its supervised persons. In accordance with these policies, to prevent trading of public securities based on material non-public information, AIP may place certain securities on a "restricted" securities list. Companies about which a significant number of supervised persons are expected regularly to have material non-public information are generally placed on the restricted list. While an issuer is on the restricted list, AIP, and each person subject to the Insider Trading Policy is prohibited from purchasing, selling, or recommending the purchase or sale of that issuer's securities in personal accounts and AIP's Investment Fund Client accounts. AIP may place certain securities on a "watch list" when a limited number of supervised persons possess material non-public information about such securities.

AIP has a separate privacy notice designed to protect the security, confidentiality, and integrity of non-public, personal information of its clients.

Political Contributions

AIP prohibits its supervised persons from making or soliciting a political contribution for the purpose of influencing the official conduct of any elected official. The Code of Ethics includes specific limitations as to whom employees may make contributions and the amounts of such contributions, as well as preclearance requirements for political contributions.

Clients or prospective clients may obtain a copy of AIP's Code of Ethics upon request by contacting Kristen Federer, Chief Compliance Officer of AIP, at 720-961-4190 or info@aetherip.com.

Allocation of Investment Opportunities

AIP generally allocates investment opportunities to Investment Fund Clients in accordance with the governing documents of the respective Investment Fund Client(s).

In general, during a certain exclusivity period as described in the offering documents for the applicable Investment Fund Client, in allocating investment opportunities among such Investment Fund Client and any other Investment Fund Clients with similar investment objectives and strategies, AIP will give investment priority to such Investment Fund Client as described in the offering documents of such Investment Fund Client. Subject to the foregoing, the general partner of such Investment Fund Client will, in its reasonable discretion, allocate investment opportunities in a manner equitable to such Investment Fund Client and such other Investment Fund Clients. In the event a surplus Investment Fund Client has been organized in connection with a primary Investment Fund Client, such surplus Investment Fund Client will be allocated investment opportunities, but typically only to the extent that the primary Investment Fund Client has taken its maximum desired allocation of capacity to any such investment opportunity, as determined in the reasonable discretion of the general partner of the primary Investment Fund Client.

As discussed in Item 8, AIP currently manages a Co-Investment Fund. AIP may, from time to time, be presented with investment opportunities that fall within the investment objectives of the Co-Investment Fund and other Investment Fund Clients, and in such circumstances, AIP will allocate such opportunities among the Co-Investment Fund and those other Investment Fund Clients in accordance with the terms of the governing documents of the Co-Investment Fund. There may be situations in which the interests of the Co-Investment Fund conflict with the interests of one or more such other Investment Fund Clients. The general partner of the Co-Investment Fund is under no obligation to offer any co-investment opportunities to limited partners of the Co-Investment Fund.

In the event the Co-Investment Fund (or other Investment Fund Client that makes direct investments) and another Investment Fund Client (indirectly through an Underlying Vehicle) invest in the same underlying investment at different times and/or at a different cost basis, or if the Co-Investment Fund (or other Investment Fund Client that makes direct investments) or such Underlying Vehicle is unable to contribute capital to such investment for follow-on investments, this could have a negative impact on the Co-Investment Fund (or other Investment Fund Client that makes direct investments) or the other Investment Fund Client (indirectly through its investment in such Underlying Vehicle), as applicable.

Transactions Between Clients

Although AIP generally does not expect to engage in such transactions, AIP may elect in the future to effect purchase and sale transactions between an Investment Fund Client and its other clients with respect to particular investments; provided that (i) such transactions are effected at a price that is fair to each party to the transaction, (ii) no fees are paid to the Investment Manager or any of its affiliates in connection with such transaction and (iii) the trade is in the best interests of each party to the transaction.

B. If you or a *related person* recommends to *clients*, or buys or sells for *client* accounts, securities in which you or a *related person* has a material financial interest, describe your practice, and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Examples: (1) You or a *related person*, as principal, buys securities from (or sells securities to) your *clients*; (2) you or a *related person* acts as general partner in a partnership in which you solicit *client* investments; or (3) you or a *related person* acts as an investment adviser to an investment company that you recommend to *clients*.

AIP, its principals, and other related persons have interests in certain Investment Fund Clients. Further, it is anticipated that the Investment Fund Client General Partners and their affiliates will collectively contribute up to 1% of Investment Fund Client aggregate commitments and the principals and certain related persons will participate in the Investment Fund Client General Partners' investments. AIP does not consider these

investments to present any conflict of interest as AIP, its principals, and its other related persons will not purchase the same securities as Investment Fund Clients outside of the Investment Fund Client investment structure, and they will not in any other way compete with Investment Fund Clients in connection with limited investment opportunities.

Entities under common control with AIP are typically general partners of Investment Fund Clients as discussed in Item 4, and each Investment Fund Client is typically the sole member of one or more special purpose vehicles organized as limited liability companies through which the Investment Fund Client will make certain investments. AIP does not consider these arrangements to create a conflict of interest.

The fact that AIP's related persons, in their capacities as general partners of certain Investment Fund Clients, and AIP's principals, employees, and other related persons have financial ownership interests in Investment Fund Clients creates a potential conflict in that it could cause AIP to make different investment decisions than if such parties did not have such financial ownership interests. AIP may have an incentive to favor accounts in which such persons have an interest with respect to allocation of investment opportunities.

AIP has adopted stringent rules to detect and prevent conflicts of interest that arise when AIP's related persons own, buy, or sell securities. The Code of Ethics requires supervised persons to place the interests of clients first, and on an annual basis each AIP supervised person must certify that he or she has read and understands the Code of Ethics and has complied with its provisions. Each supervised person of AIP is required to adhere to AIP's personal trading rules. Pre-clearance from AIP's Chief Compliance Officer or his/her designee is also required for certain transactions in securities. AIP's personal trading requirements are described in Item 11.A.

C. If you or a *related person* invests in the same securities (or related securities, e.g., warrants, options, or futures) that you or a *related person* recommends to *clients*, describe your practice, and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

AIP, its principals, and other related persons have interests in certain Investment Fund Clients, giving each of them an indirect interest in securities of Underlying Vehicles in which Investment Fund Clients invest. AIP does not consider these investments to present any conflict of interest as AIP, its principals, and its other related persons will not purchase the same securities as Investment Fund Clients outside of the Investment Fund Client investment structure, and they will not in any other way compete with Investment Fund Clients in connection with limited investment opportunities.

D. If you or a *related person* recommends securities to *clients*, or buys or sells securities for *client* accounts, at or about the same time that you or a *related person* buys or sells the same securities for your own (or the *related person's* own) account, describe your practice, and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Please refer to Items 11.A, 11.B and 11.C.

Item 12 Brokerage Practices

A. Describe the factors that you consider in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (e.g., commissions).

Due to the nature of its investment model, AIP will generally not use retail broker dealers to invest in private placement funds. Depending on the specific circumstances surrounding an investment opportunity, AIP may either subscribe to a private placement fund through direct solicitation of its general partner or by responding to a solicitation by a finder. Typically, due to the limited nature of the investment opportunities sought, multiple subscription sources or multiple finders will not be available, and AIP may not be able to negotiate finder fees, if any.

If ever a circumstance arises where AIP has the ability to select the broker dealer used to implement any Investment Fund Client transactions, where possible, AIP will consider such factors as price, the ability of the broker to effect transactions, the broker's facilities, reliability and financial responsibility and the provision of other services that are of benefit to Investment Fund Clients, AIP, and its affiliates. Investment Fund Clients may pay commissions to such brokers in an amount greater than the amount another firm might charge.

1. Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.

Not applicable.

a. Explain that when you use *client* brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products, or services.

Not applicable.

b. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your *clients'* interest in receiving most favorable execution.

Not applicable.

c. If you may cause *clients* to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.

Not applicable.

d. Disclose whether you use soft dollar benefits to service all your *clients'* accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to *client* accounts proportionately to the soft dollar credits the accounts generate.

Not applicable.

e. Describe the types of products and services you or any of your *related persons* acquired with *client* brokerage commissions (or markups or markdowns) within your last fiscal year.

Not applicable.

f. Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits you received.

Not applicable.

2. Brokerage for *Client* Referrals. If you consider, in selecting or recommending broker-dealers, whether you or a *related person* receives *client* referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

Not applicable.

a. Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving *client* referrals, rather than on your *clients'* interest in receiving most favorable execution.

Not applicable.

b. Explain the procedures you used during your last fiscal year to direct *client* transactions to a particular broker-dealer in return for *client* referrals.

Not applicable.

3. Directed Brokerage.

a. If you routinely recommend, request, or require that a *client* direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their *clients* to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship, and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of *client* transactions, and that this practice may cost *clients* more money.

Not applicable.

b. If you permit a *client* to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of *client* transactions. Explain that directing brokerage may cost *clients* more money. For example, in a directed brokerage account, the *client* may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the *client* may receive less favorable prices.

Not applicable.

B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various *client* accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice, and describe the costs to *clients* of not aggregating.

Due to the nature of AIP's investment model, which involves the purchase of privately offered interests in Underlying Vehicles or co-investments and direct investments, the opportunity for aggregating the purchase or sale of securities for client accounts is not available.

Item 13 Review of Accounts

A. Indicate whether you periodically review *client* accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the *supervised persons* who conduct the review.

Reviews of underlying investment financial and qualitative reporting for Investment Fund Clients is generally conducted no less frequently than quarterly by AIP's investment team. Accounts of Investment Fund Clients (i.e., accounts that hold cash or assets other than Underlying Vehicle limited partnership interests, limited liability company interests, or other private securities) are generally reviewed quarterly by Aether's Chief Financial Officer or the Chief Financial Officer's designee.

B. If you review *client* accounts on other than a periodic basis, describe the factors that trigger a review.

Additional reviews may be triggered by material changes in variables such as Investment Fund Clients' specific circumstances; organizational, personnel, or strategy changes of Underlying Vehicles; or the market, political, or economic environment. In addition to the initial due diligence process related to Underlying Vehicles, AIP conducts periodic reviews of Underlying Vehicles selected for Investment Fund Clients.

C. Describe the content and indicate the frequency of regular reports you provide to *clients* regarding their accounts. State whether these reports are written.

The Investment Fund Client General Partners furnish to the Investment Fund Client Limited Partners, as soon as practicable after the end of each fiscal year (or as otherwise required by law), written annual reports, financial statements audited by Investment Fund Clients' independent auditors, and such tax information as is necessary for each Investment Fund Client Limited Partner to complete federal and state income tax or information returns, along with any other tax information required by law. The Investment Fund Client General Partners also furnish to the Investment Fund Client Limited Partners written unaudited financial statements and quarterly reports as soon as practicable after the end of the first, second, and third calendar quarters.

Item 14 Client Referrals & Other Compensation

A. If someone who is not a *client* provides an economic benefit to you for providing investment advice or other advisory services to your *clients*, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

AIP does not receive any monetary compensation or any other economic benefit from a non-client for AIP's provision of investment advisory services to an Investment Fund Client.

B. If you or a *related person* directly or indirectly compensates any *person* who is not your *supervised person* for *client* referrals, describe the arrangement and the compensation.

AIP has entered into a marketing arrangement with NLCG Distributors, LLC doing business as Pacific Current Group ("NLCG"), an affiliate of Pacific Current Group Limited, pursuant to which NLCG provides certain sales and marketing services as a finder and solicitation agent with respect to potential investors for ARA SP I. AIP and its affiliates earn management and incentive fees from these investors which may be higher than what such investors might pay another investment manager or collective investment vehicle. AIP will take any necessary actions to comply with Rule 206(4)-3 under the Advisers Act (i.e., the SEC's cash solicitation rule) and as of November 4, 2022, as applicable, amended Rule 206(4)-1 under the Advisers Act (i.e., the SEC's "new" marketing rule).

Item 15 Custody

If you have *custody* of *client* funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your *clients*, explain that *clients* will receive account statements from the broker-dealer, bank or other qualified custodian and that *clients* should carefully review those statements. If your *clients* also receive account statements from you, your explanation must include a statement urging *clients* to compare the account statements they receive from the qualified custodian with those they receive from you.

AIP and its related persons serving as general partners to, or the management persons of, Investment Fund Clients are deemed, under federal securities laws, to have custody of Investment Fund Client assets by virtue of their status as investment manager, general partner, or management persons, respectively. AIP and such related persons generally do not have actual physical custody of Investment Fund Client assets; rather, all such assets are held in the name of each of the applicable Investment Fund Clients by independent qualified custodians, unless an exception applies. Such Investment Fund Clients are typically audited annually, and investors receive annual financial statements, as required by applicable law.

The qualified custodians for the applicable Investment Fund Clients are Silicon Valley Bank, 3003 Tasman Drive, Santa Clara, CA 95054 and UMB Bank, N.A., 928 Grand Blvd., 5th Floor, Kansas City, MO 64106.

Item 16 Investment Discretion

If you accept *discretionary authority* to manage securities accounts on behalf of *clients*, disclose this fact and describe any limitations *clients* may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).

Please refer to Item 4 for information regarding AIP's discretionary authority to manage securities accounts on behalf of clients.

Investment Fund Client investors typically execute a subscription agreement or partnership agreement in connection with their investments that each contain a power of attorney granting the general partner of the Investment Fund Client certain powers related to the orderly administration of the affairs of the Investment Fund Client.

Item 17 Voting Client Securities

A. If you have, or will accept, authority to vote *client* securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your *clients* can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your *clients* with respect to voting their securities. Describe how *clients* may obtain information from you about how you voted their securities. Explain to *clients* that they may obtain a copy of your proxy voting policies and procedures upon request.

AIP, as a matter of policy and as a fiduciary to its clients, has responsibility for voting proxies for portfolio securities consistent with the best economic interests of its clients. With respect to Investment Fund Clients that are structured as funds of funds, in most cases the duty to vote proxies will rest with Underlying Vehicle managers, but the obligation for AIP to vote proxies may arise from time-to-time. With respect to the Co-Investment Fund or other Investment Fund Clients that make direct investments, the obligation for AIP to vote proxies is more likely to arise. Accordingly, AIP maintains written policies and procedures as to the handling, research, voting, and reporting of proxy voting and makes appropriate disclosures about AIP's proxy policies and practices. If proxy voting guidelines have been issued by a client, AIP will vote proxies consistent with such guidelines.

AIP votes proxies related to securities held by any Investment Fund Client in a manner solely in the interest of the Investment Fund Client. AIP considers only those factors that relate to the Investment Fund Client's investment, including how the vote will economically impact and affect the value of the Investment Fund Client's investment. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders. Proxy votes generally will be cast against proposals having the opposite effect. In certain circumstances, AIP may determine that it is in the best interests of its Investment Fund Clients not to vote or consent or that a vote or consent is not required.

If AIP determines that a material conflict may exist between Investment Fund Clients' interests and AIP's interest or between two or more Investment Fund Clients' interests, the Managing Directors and the Chief Compliance Officer together will determine the appropriate course of action.

If AIP's clients request information regarding how proxies or consents were voted in a specific situation, the Chief Compliance Officer will respond in writing to such client.

AIP's clients may obtain a copy of AIP's proxy voting policies and procedures by contacting Kristen Federer at 720-961-4190 or info@aetherip.com.

B. If you do not have authority to vote *client* securities, disclose this fact. Explain whether *clients* will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) *clients* can contact you with questions about a particular solicitation.

Not applicable.

Item 18 Financial Information

A. If you require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, include a balance sheet for your most recent fiscal year.

Not applicable.

1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.

2. Show parenthetically the market or fair value of securities included at cost.

3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X.

B. If you have *discretionary authority or custody* of *client* funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to *clients*.

AIP is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Investment Fund Clients.

C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

AIP has not been the subject of a bankruptcy petition at any time during the past ten years.