



Hatteras Investment Partners
Form ADV Part 2A – Disclosure Brochure

March 30, 2022

This Form ADV Part 2A Disclosure Brochure (“Brochure”) provides information about the qualifications and business practices of Hatteras Investment Partners, L.P. (“Hatteras”). If you have any questions about the contents of this brochure, please contact us at 919.846.2324. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Any reference to or use of the terms “registered investment adviser” or “registered” does not imply that Hatteras Investment Partners or any person associated with it has achieved a certain level of skill or training.

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

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Item 2: Material Changes

Hatteras Investment Partners (“Hatteras”, the “Firm” or the “Adviser”), has experienced the following material changes since the filing of the prior annual amendment in March 2022 and the amended filing in October 2022:

Hatteras continues to work towards the completion of the Plan of Liquidation for The Hatteras Core Alternatives Fund, L.P., the Hatteras Core Alternatives TEI Fund, L.P., the Hatteras Core Alternatives Institutional Fund, L.P., the Hatteras Core Alternatives TEI Institutional Fund, L.P., the Hatteras Evergreen Private Equity Fund, LLC and the Hatteras Evergreen Private Equity TEI Fund, LLC, the Hatteras Global Private Equity Partners Institutional Fund, LLC, the Hatteras GPEP Fund, L.P. and the Hatteras GPEP Fund II, LLC.

The Adviser has updated its regulatory assets under management.

Currently, our Brochure may be requested by contacting 919.846.2324 or 866.388.6292. Our Brochure is also available on the SEC’s website, www.adviserinfo.sec.gov free of charge.

Additional information about Hatteras is also available via the SEC’s website www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Hatteras who are registered, or are required to be registered, as investment adviser representatives of Hatteras.

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Item 4: Advisory Business

Hatteras Investment Partners, L.P. (“Hatteras” or “We”) is a 100% employee-owned alternative investment boutique and investment adviser registered with the U.S. Securities and Exchange Commission (“SEC”) since March 2014. Hatteras serves as the Investment Manager to pooled investment vehicles (or “Hatteras Limited Partnerships”) that are exempt from registration under the Investment Company Act of 1940 (“1940 Act”) and serves as Investment Adviser to additional pooled investment vehicles. Hatteras serves as Investment Manager to closed-end funds registered under the 1940 Act and Securities Act of 1933 (or “Hatteras Registered Funds”). Hatteras also serves as General Partner to the Hatteras Limited Partnerships. Hatteras furnishes investment advice to the Hatteras Registered Funds, Hatteras Limited Partnerships, Hatteras Ben Legacy, L.P. and the Hatteras Ben Private Legacy, L.P. (together the “Funds”) that it manages and does not provide advisory services directly to individuals or other entities.

Hatteras has one clear mission: to strengthen the relationship between the Advisor and the Investor through performance-focused private investment solutions designed to help build more robust and resilient portfolios.

Depending upon the registration status or exemption and investor qualifications, the Funds may either be publicly offered or private limited offerings. The Funds are managed in accordance with the investment objectives, strategies and guidelines as outlined in the current registration statement or offering document and are not tailored to any particular investor in the Funds. Hatteras does not provide individualized investment advice to investors; therefore, investors should consider whether a particular fund meets their investment objectives, risk tolerance and financial situation. Investors may also consider seeking the advice and guidance of a qualified financial professional.

Hatteras’s investment management services include setting the mandate of the Funds, determining the investment objectives of the Funds, manager search and selection, asset allocation decisions across fund investment strategies and monitoring existing and prospective investments in light of each fund’s objectives and risk parameters.

Hatteras has entered into Investment Management Agreements or Investment Advisory Agreements with each fund, as applicable and/or required. The Investment Management Agreements and Investment Advisory Agreements describe the terms of the agreements, but in general, each agreement may be terminated at any time in writing by Hatteras or by the applicable fund upon 60 days prior written notice to Hatteras or the applicable fund, respectively.

As of December 30, 2022, Hatteras has approximately \$670 million in assets under management, with approximately \$389 million of assets managed on a discretionary basis and approximately \$281 million managed on a non-discretionary basis.

The Funds managed by Hatteras Investment Partners are as follows:

The **Hatteras Master Fund, L.P.** (the “Master Fund”), an investment company registered under the 1940 Act. The Master Fund is the master fund in a master/feeder structure comprised

of the Master Fund and the Hatteras Core Alternatives Funds (“Feeder Funds”). Historically, the Master Fund invested in other investment funds (the “Portfolio Funds”) and managed accounts.

The Hatteras Core Alternatives Fund, L.P.; the Hatteras Core Alternatives TEI Fund, L.P.; the Hatteras Core Alternatives Institutional Fund, L.P.; and the Hatteras Core Alternatives TEI Institutional Fund, L.P. (collectively referred to as the “Core Alternatives Funds” or the “Feeder Funds”) are Delaware limited partnerships that are registered under the 1940 Act, as non-diversified, closed-end management investment companies whose units are registered under the Securities Act of 1933. The Core Alternatives Funds invest substantially all of their assets in the Master Fund. Historically, the Master Fund used a number of independent Adviser Funds selected by Hatteras, the investment manager of the Master Fund. Hatteras primarily pursued the Core Alternatives Funds’ investment objective by investing the Master Fund’s assets in hedge fund strategies and private investments.

Due to an active Plan of Liquidation, the Hatteras Core Alternatives Funds are not accepting new investments.

Effective December 7, 2021, the Board of Directors approved a Plan of Liquidation for the Hatteras Master Fund, Hatteras Core Alternatives Fund, Hatteras Core Alternatives TEI Fund, Hatteras Core Alternatives Institutional Fund, and the Hatteras Core Alternatives TEI Institutional Fund, collectively referred to herein as the “Funds”. Pursuant to each Fund’s agreement of limited partnership and Plan of Liquidation, and in accordance with the laws of the State of Delaware, as soon as is reasonable and practicable and based on the investment judgment of Hatteras and the ability of the Master Fund to liquidate its assets, all portfolio securities of each Fund will be liquidated in a manner reasonably designed to preserve the value of limited partnership interests in the Funds. As soon as possible after the conversion of all the Fund’s investments in portfolio securities to cash, each Fund will make to its Partners a final liquidating distribution equal to the Partner’s proportionate interest in the net assets of the applicable Fund.

On December 7, 2021, the Hatteras Core Alternatives Funds (“the Funds”) exchanged all the Funds’ underlying investments for an equivalent amount of Beneficient Preferred Series B-2 Unit Accounts (the “Preferred B-2 Units”). The initial valuation of the Preferred B-2 Units (the “Estimated Closing NAV”) was determined using a reference date of September 30, 2021, for the exchanged investments. The final valuation of the Preferred B-2 Units (the “Adjusted Closing NAV”) was determined by the value of the exchanged investments as of December 31, 2021. The Adjusted Closing NAV was finalized as of September 1, 2022.

As of the publishing date of this report, the timing for the Liquidating Distribution is unknown. Upon the conversion of all the Fund’s assets to cash, Hatteras will execute the Liquidating Distribution as soon as reasonable.

Effective June 30, 2022, the Investment Sub-Advisory Agreement between Portfolio Advisors, LLC and Hatteras Investment Partners, LP for the Hatteras Master Fund, LP, has been terminated in relation to the ongoing Plan of Liquidation for the Hatteras Master Fund, LP.

Hatteras Evergreen Private Equity Fund, LLC (the "Funds") is a Delaware Limited Liability Company that is not registered under the 1940 Act by reason of the provisions of section 3(c)(7). Historically, the investment objective of the Fund was long-term capital appreciation through an evergreen portfolio of private equity and related investments ultimately diversified by vintage year, manager, strategy, and subclass with a focus on lower middle-market North American buyouts. An evergreen fund generally is a continuously offered investment vehicle in which distributions generated by underlying portfolio company exits may be reinvested for the purpose of maintaining a more consistent portfolio allocation to private equity. The Fund is sub-advised by RCP Advisors, LLC ("RCP") an Illinois-based investment adviser registered with the SEC since November 2005.

Hatteras Evergreen Private Equity TEI Fund (the "EPEF TEI") is a Delaware Limited Liability Company that is not registered under the 1940 Act by reason of the provisions of section 3(c)(7). The Manager invests all of the assets of Hatteras EPEF TEI in Hatteras Evergreen Private Equity Offshore Fund Ltd (the "Offshore Fund"). The Offshore Fund's investment objective and strategy are identical to the Hatteras Evergreen Private Equity Fund.

Due to an active Plan of Liquidation, the Hatteras Evergreen Private Equity Fund and Hatteras Evergreen Private Equity TEI Fund are not accepting new investments.

Effective December 7, 2021, the Hatteras Evergreen Private Equity Fund and Hatteras Evergreen Private Equity TEI Fund, collectively referred to herein as the "Funds" have entered into a Plan of Liquidation. Pursuant to each Fund's limited liability company agreement and Plan of Liquidation, and in accordance with the laws of the State of Delaware, as soon as is reasonable and practicable and based on the investment judgment of Hatteras and the ability of the Fund to liquidate its assets, all portfolio securities of each Fund will be liquidated in a manner reasonably designed to preserve the value of Member interests in the Funds. As soon as possible after the conversion of all the Fund's investments in portfolio securities to cash, each Fund will make to its Members a final liquidating distribution equal to the Member's proportionate interest in the net assets of the applicable Fund.

On December 7, 2021, the Hatteras Evergreen Private Equity Fund and the Hatteras Evergreen Private Equity TEI Fund ("the Funds") exchanged all the Funds' underlying investments for an equivalent amount of Beneficient Preferred Series B-2 Unit Accounts (the "Preferred B-2 Units"). The initial valuation of the Preferred B-2 Units (the "Estimated Closing NAV") was determined using a reference date of September 30, 2021, for the exchanged investments. The final valuation of the Preferred B-2 Units (the "Adjusted Closing NAV") was determined by the value of the exchanged investments as of December 31, 2021. The Adjusted Closing NAV was finalized as of September 1, 2022.

As of the publishing date of this report, the timing for the Liquidating Distribution is unknown. Upon the conversion of all the Fund's assets to cash, Hatteras will execute the Liquidating Distribution as soon as reasonable.

Hatteras Global Private Equity Partners Institutional, LLC (the "GPEP Institutional Fund") is a Delaware Limited Liability Company that, since January 20, 2016, is exempt from registration under the 1940 Act in reliance on Section 3(c)(1) of the 1940 Act. The GPEP Institutional Fund is closed to new investors.

Hatteras GPEP Fund, L.P. (the "GPEP Fund") is a Delaware series Limited Partnership that since in late 2008, is exempt from registration under the 1940 Act in reliance on Section 3(c)(1) of the 1940 Act. The GPEP Fund, is closed to new investors.

Hatteras GPEP Fund II, LLC (the "GPEP Fund II" is a Delaware Limited Liability Company that is exempt from registration under the 1940 Act, in reliance on Section 3(c)(1) of the 1940 Act as of May 25, 2015. The GPEP Fund II is closed to new investors.

Effective December 7, 2021, the Hatteras Global Private Equity Partners Institutional, Hatteras GPEP Fund, and the Hatteras GPEP Fund II, collectively referred to herein as the "Funds" have entered into a Plan of Liquidation. Pursuant to each Fund's limited liability company agreement or limited partnership agreement and respective Plan of Liquidation agreements, and in accordance with the laws of the State of Delaware, as soon as is reasonable and practicable and based on the investment judgment of Hatteras and the ability of the Fund to liquidate its assets, all portfolio securities of each Fund will be liquidated in a manner reasonably designed to preserve the value of Member interests or limited partnership interests in the Funds. As soon as possible after the conversion of all the Fund's investments in portfolio securities to cash, each Fund will make to its Members or Partners a final liquidating distribution equal to the Member or Partner's proportionate interest in the net assets of the applicable Fund.

On December 7, 2021, the Hatteras Global Private Equity Partners Institutional, Hatteras GPEP Fund, and the Hatteras GPEP Fund II, collectively referred to herein as the "Funds" exchanged all the Funds' underlying investments for an equivalent amount of Beneficient Preferred Series B-2 Unit Accounts (the "Preferred B-2 Units"). The initial valuation of the Preferred B-2 Units (the "Estimated Closing NAV") was determined using a reference date of September 30, 2021, for the exchanged investments. The final valuation of the Preferred B-2 Units (the "Adjusted Closing NAV") was determined by the value of the exchanged investments as of December 31, 2021. The Adjusted Closing NAV was finalized as of September 1, 2022.

As of the publishing date of this report, the timing for the Liquidating Distribution is unknown. Upon the conversion of all the Fund's assets to cash, Hatteras will execute the Liquidating Distribution as soon as reasonable.

Hatteras VC Co-Investment Fund II, LLC (the "VCCI Fund II") was converted to a Liquidating Trust effective June 30, 2021, at the discretion of the Board of Managers of the Fund. Prior to the deregistration of the VCCI Fund II, the Fund was a Delaware Limited Liability Company registered under the 1940 Act, as a non-diversified, closed-end management company. The VCCI Fund II was closed to new investors. **The Hatteras VC Co-Investment Fund II Liquidating Trust** (the "VCCI Liquidating Trust") was established with the execution of a Liquidating Trust Agreement and names Hatteras Investment Partners as Liquidating Trustee. The Trust was established for the purpose of winding down and liquidating the assets of the VCCI Fund II.

Hatteras Ben Legacy, L.P. is a Delaware limited partnership designed to acquire, hold, sell and exchange, either directly or indirectly, interests in the limited partnerships or other pooled investment vehicles as described in the Limited Partnership Agreement. Hatteras has been engaged, appointed, and retained to provide non-discretionary investment advisory,

administrative, reporting and monitoring services whereby the services are related to a portfolio of hedged and private investments.

Hatteras Ben Private Legacy, L.P. is a Delaware limited partnership designed to acquire, hold, sell and exchange, either directly or indirectly, interests in the limited partnerships or other pooled investment vehicles as described in the Limited Partnership Agreement. Hatteras has been engaged, appointed, and retained to provide non-discretionary investment advisory, administrative, reporting and monitoring services whereby the services are related to a portfolio of private investments.

Item 5: Fees and Compensation

A description of how Hatteras is compensated for its advisory services is summarized below. Fees and other expenses not disclosed here may be incurred by the Funds, such as but not limited to, fund administration fees, fund accounting fees, custodian fees, audit fees and transfer agency fees and expenses, as applicable and further detailed in each Fund's prospectus or offering document. The fee structures are reviewed annually, with the fee structures for the Hatteras Core Alternatives Fund reviewed with the Board of Directors during the Annual 15(c) Board of Directors Meeting.

Hatteras Core Alternatives Funds

The Master Fund will pay the Investment Adviser a management fee at an annual rate of 1.00%, payable monthly in arrears, based upon the Master Fund's net assets as of each month-end. Although the Feeder Funds will not pay any direct investment management or advisory fees, the Feeder Funds will bear, as a result of their investment in the Master Fund, their allocable portion of the management fees charged to the Master Fund.

As compensation for the services rendered by the Agent, each Feeder Fund intends to pay compensation to the Investment Manager for fund services in accordance with a fund servicing agreement between each Feeder Fund and Hatteras (in such capacity, the "Servicing Agent"). The Servicing Agent receives a monthly fund servicing fee ("Fund Servicing Fee") equal to 1/12th of 0.65% (0.65% on an annualized basis) of the aggregate value of each Fund's net assets as of the end of each month. The Fund Servicing Fee payable to the Servicing Agent will be borne pro rata by all Partners of each corresponding Feeder Fund before giving effect to any repurchase of Units in a Feeder Fund effective as of that date and will decrease the net profits or increase the net losses of the Feeder Fund that are credited to its Partners. The Servicing Agent may waive (to all investors on a pro rata basis) or pay to third parties all or a portion of any such fees in its sole discretion. The Servicing Agent may delegate some or all of its servicing responsibilities to one or more service providers.

In addition to the management fee, as detailed in Item 6, Hatteras will be entitled to receive a Performance Allocation.

Hatteras Evergreen Private Equity Fund

The Hatteras Evergreen Private Equity Fund will pay a management fee to the Investment Manager equal to 1.00% for Class F Units and 1.25% for Class Z Units on an annualized basis of the net assets of the Fund as of each month-end. The management fee will be paid to the Investment Manager out of the Hatteras Evergreen Private Equity Fund's assets and will therefore decrease the net profits or increase the net losses of the Fund. The Adviser will pay RCP Advisors ("RCP") a portion of the management fee it receives from the Fund pursuant to the Sub-Advisory Agreement between Hatteras and RCP.

The Fund will also pay the Adviser for its fund administrative services a monthly Fund Services Administrative Fee equal to 0.25% on an annualized basis of the net assets of the Hatteras Evergreen Private Equity Fund. The Fund Services Administrative Fee will be paid to the Adviser out of the Hatteras Evergreen Private Equity Fund's assets and will decrease the net profits or increase the net losses of the Hatteras Evergreen Private Equity Fund.

A Hatteras affiliate, Hatteras Capital Distributors, LLC ("HCD"), a SEC-registered broker and FINRA Member, serves as a placement agent ("Placement Agent") on behalf of the Funds pursuant to a placement agreement ("Placement Agreement") between Hatteras and HCD. HCD is located at 8510 Colonnade Center Drive, Suite 150, Raleigh, North Carolina, shares the same personnel as Hatteras, and acts as placement agent to the Hatteras Evergreen Private Equity Fund on a best-efforts basis, subject to various conditions, pursuant to the Placement Agreement. As the Placement Agent, HCD is also responsible for selecting brokers and dealers in connection with the offering of Units and for negotiating the terms of any such arrangements. Neither the Placement Agent nor any other party is obligated to buy from the Fund any Units.

In addition to the management fee, as detailed in Item 6, Hatteras is entitled to receive an Incentive Allocation subject to the terms described in the offering memorandum.

GPEP Institutional Fund

The GPEP Institutional Fund will pay the Investment Manager a management fee that shall equal 1.25% based on an annualized basis of the net assets of the Fund as of each quarter-end.

A Service fee of 0.50% is charged by the Fund Servicing Agent, Hatteras, on all assets in GPEP Institutional Fund. During the offering period, investments in GPEP Institutional Fund were subject to a placement fee payable to the primary placement agent, Hatteras Capital Distributors, LLC, an affiliate of Hatteras. The Placement Agent entered into an expense reduction agreement pursuant to which it rebated to the Fund, in order to offset operating expenses, any amount it received as a placement fee.

In addition to the management fee, as detailed in Item 6, Hatteras is entitled to receive an Incentive Allocation subject to the terms described in the offering memorandum.

Hatteras GPEP Fund

The GPEP Fund will pay the Investment Manager a management fee that shall equal (i) until the last day of the Investment Period, 1.00% per year of aggregate commitments at the time such

payment is payable; and (ii) in respect to the remainder of the term of the Fund and during any suspension period, 1.00% per year of the cost basis of the Fund's remaining fund investments less any unrealized losses related to such fund investments.

In addition to the management fee, as detailed in Item 6, Hatteras is entitled to receive a carried interest allocation.

Hatteras GPEP Fund II

The GPEP Fund II will pay the Investment Manager a management fee that shall equal 1.25% on an annualized basis of the net assets of the Fund as of each quarter-end.

A Service fee of 0.50% is charged by the Fund Servicing Agent, Hatteras, on all assets in GPEP Fund II. During the offering period, investments in GPEP Fund II were subject to a placement fee payable to the primary placement agent, Hatteras Capital Distributors, LLC, an affiliate of Hatteras. The Placement Agent entered into an expense reduction agreement pursuant to which it rebated to the Fund, in order to offset operating expenses, any amount it received as a placement fee.

In addition to the management fee, as detailed in Item 6, Hatteras is entitled to receive a carried interest allocation subject to the terms described in the offering memorandum.

VC Co-Investment Fund II Liquidating Trust

According to the terms of the VC Co-Investment Fund II Liquidating Trust Agreement, the Trustee (Hatteras), including any successor Trustee, shall serve in such capacity without compensation, provided, however, the Trust shall pay as Trust Administrative Expenses the reasonable expenses of the Trustee (including, but not limited to, attorneys' fees) incurred in connection with its service as Trustee.

Hatteras Ben Legacy, L.P.

Pursuant to an Investment Advisory Agreement between the Hatteras Ben Legacy, L.P. and Hatteras Investment Partners, Hatteras Ben Legacy, L.P. will pay the Investment Adviser (Hatteras) a management fee in an amount equal to 0.25% (1.00% per annum) of the net asset value of the Account as of the last business day of each applicable calendar quarter.

In addition to the management fee, as detailed in Item 6, Hatteras will be entitled to receive a Performance Allocation.

Hatteras Ben Private Legacy, L.P.

Pursuant to an Investment Advisory Agreement between the Hatteras Ben Private Legacy, L.P. and Hatteras Investment Partners, Hatteras Ben Private Legacy, L.P. will pay the Investment Adviser (Hatteras) a management fee in an amount equal to 0.25% (1.00% per annum) of the net asset value of the Account as of the last business day of each applicable calendar quarter.

In addition to the management fee, as detailed in Item 6, Hatteras will be entitled to receive a Performance Allocation.

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

Hatteras has entered into the performance related fee arrangements described below, which are more fully elaborated on in the applicable offering memorandum for the Funds.

Hatteras also has an incentive to allocate investment opportunities to Accounts that have a higher performance compensation instead of other Accounts. To resolve this issue, Hatteras has adopted an allocation policy to ensure that all Accounts are treated fairly and equitably.

Hatteras Core Alternative Funds

Hatteras serves as the General Partner of the Master Fund. As such, the General Partner of the Master Fund is allocated a performance allocation (calculated and accrued monthly and payable annually and calculated separately for the Core Alternatives Fund, the TEI Fund and each other fund that serves as a feeder fund to the Master Fund) equal to 10% of the amount by which net new profits of the limited partner interests of the Master Fund exceed the non-cumulative “hurdle amount,” which is calculated as of the last day of the preceding calendar year of the Master Fund at a rate equal to the yield-to-maturity of the 90 day U.S. Treasury Bill as reported by the Wall Street Journal for the last business day of the preceding calendar year of the Master Fund (the “Performance Allocation”). The Performance Allocation is made on a “peak to peak,” or “high watermark” basis, which means that the Performance Allocation is made only with respect to new net profits. If, with respect to a Fund, the Master Fund has a net loss in any period followed by a net profit, no Performance Allocation will be made with respect to such subsequent appreciation until such net loss has been recovered.

As a result of the Plan of Liquidation for the Hatteras Core Alternatives Funds, performance fees subsequent to 2021 will not be realized until the Fund’s portfolio is liquidated.

Hatteras Evergreen Private Equity Fund, LLC

The Adviser will be entitled to receive an incentive fee equal to 10% of the excess, if any, of (i) the net profits of the Fund for the calendar quarter over (ii) the then balance, if any, of the New Loss Recovery Account (as defined below). The Fund will maintain a memorandum account (the “New Loss Recovery Account”) which will have an initial balance equal to zero. The Loss Recovery Account will be (i) increased by the amount of the net losses of the Fund for the quarter, or (ii) decreased (but not below zero) by the amount of the net profits of the Fund for the quarter. Net profits of the Fund shall include all items of income, gain, and loss attributable to Fund, less all expenses of the Fund, all recorded on an accrual basis. Pursuant to the Sub-Advisory Agreement between Hatteras and RCP, Hatteras will pay RCP a portion of the incentive fee it receives from the Fund.

As a result of the Plan of Liquidation for the Hatteras Evergreen Private Equity Funds, incentive fees subsequent to 2021 will not be realized until the Fund's portfolio is liquidated.

GPEP Institutional Fund

GPEP Institutional Fund will pay an incentive allocation at the end of each calendar year (and at certain other times, including upon the effective date of any repurchase), to Hatteras in an amount equal to 10% of the excess, if any, of the net profits of GPEP Institutional Fund above the then balance of GPEP Institutional Fund's loss recovery account; provided that GPEP Institutional Fund has earned at least a 6% annualized return (prior to the deduction of the Incentive Allocation) for the period. Any incentive allocation will be deducted pro-rata from each Member's Units.

As a result of the Plan of Liquidation for the Hatteras GPEP Institutional Fund, performance fees subsequent to 2021 will not be realized until the Fund's portfolio is liquidated.

GPEP Fund

Cash and securities received by the GPEP Fund from a portfolio fund ("Distribution Proceeds") will be distributed to each Limited Partner in proportion to its pro rata capital contribution made in respect to such portfolio fund, in the following order of priority:

- (a) First, 100% to such Limited Partner until the cumulative distributions to such Limited Partner equal the aggregate of such Limited Partner's Capital Contributions to the Fund made in respect to the portfolio fund from which proceeds are received (such Fund Investment, the "Distribution Source") plus such Limited Partner's Capital Contributions to the GPEP Fund used to fund the GPEP Fund's expenses including the Management Fee in respect to the Distribution Source, as of that time;
- (b) Second, to such Limited Partner until such Limited Partner's internal rate of return (calculated in accordance with the Partnership Agreement) on the Capital Contributions made in respect to such Distribution Source equals 7% (the "Preferred Return");
- (c) Third, to the General Partner (Hatteras Investment Partners) until 10% of the sum of all distributions made pursuant to clause (b) above and this (c); and
- (d) Thereafter, 90% to such Limited Partner and 10% to the General Partner (pursuant to clause (c) above and this (d), the "Carried Interest").

As a result of the Plan of Liquidation for the Hatteras GPEP Fund, performance fees subsequent to 2021 will not be realized until the Fund's portfolio is liquidated.

GPEP Fund II

After a Member has received distributions and/or repurchase proceeds equal to 125% of its Capital Contributions, GPEP Fund II will make distributions and repurchase proceeds on a 90% / 10% split among the Member and the Adviser respectively.

As a result of the Plan of Liquidation for the Hatteras GPEP Fund II, performance fees subsequent to 2021 will not be realized until the Fund's portfolio is liquidated.

VC Co-Investment Fund II Liquidating Trust

The VCCI Liquidating Trust does not charge performance-based fees.

Hatteras Ben Legacy, L.P.

Pursuant to the Hatteras Ben Legacy Limited Partnership Agreement, Hatteras is entitled to receive a performance-based allocation equal to 10% of the excess, if any, of the new Net Profits of the Investor Limited Partner's Capital Account, over the then balance, if any, of the New Loss Recovery Account. The Performance Allocation is made on a "peak to peak," or "high watermark" basis, which means that the Performance Allocation is made only with respect to new Net Profits. If the Partnership has a Net Loss in any Fiscal Period or Performance Period followed by a Net Profit in a subsequent Fiscal Period or Performance Period, no Performance Allocation will be made with respect to such subsequent appreciation until such Net Loss has been recovered.

Hatteras Ben Private Legacy, L. P.

Pursuant to the Hatteras Ben Private Legacy Limited Partnership Agreement, Hatteras is entitled to receive a performance-based allocation equal to 10% of the excess, if any, of the new Net Profits of the Investor Limited Partner's Capital Account, over the then balance, if any, of the New Loss Recovery Account. The Performance Allocation is made on a "peak to peak," or "high watermark" basis, which means that the Performance Allocation is made only with respect to new Net Profits. If the Partnership has a Net Loss in any Fiscal Period or Performance Period followed by a Net Profit in a subsequent Fiscal Period or Performance Period, no Performance Allocation will be made with respect to such subsequent appreciation until such Net Loss has been recovered.

Item 7: Types of Clients

Hatteras provides investment management services and investment advisory services to the Funds described in Item 4 including registered investment companies and private funds that may invest in hedge funds, other private limited partnerships, direct company investments, equities, fixed income, derivatives, and other types of investments as outlined in each Fund's respective prospectus, registration statement or offering memorandum. Please see the response

to Item 4 for a description of the Funds. Due to the active plan of liquidation, the Hatteras Core Alternatives Funds and Hatteras Evergreen Private Equity Funds are not accepting new investments.

Hatteras does not currently provide advisory services to individual clients and has no current plans to provide such services.

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

As with all investments, investing involves risk and loss of principal is possible. Clients should be prepared to bear such loss. Please see each Funds' prospectus, registration statement, or offering memorandum for a detailed discussion of the specific risks disclosed here and other important risks and considerations. Furthermore, please consult an investment professional for advice regarding your particular circumstances. An investment in the Funds may not be suitable for all investors.

Hatteras Core Alternatives Funds

As detailed in Item 4, effective December 7, 2021, the Board of Directors approved a Plan of Liquidation for the Hatteras Master Fund, Hatteras Core Alternatives Fund, Hatteras Core Alternatives TEI Fund, Hatteras Core Alternatives Institutional Fund, and the Hatteras Core Alternatives TEI Institutional Fund.

On December 7, 2021, the Hatteras Core Alternatives Funds ("the Funds") exchanged all the Funds' underlying investments for an equivalent amount of Beneficient Preferred Series B-2 Unit Accounts (the "Preferred B-2 Units"). The initial valuation of the Preferred B-2 Units (the "Estimated Closing NAV") was determined using a reference date of September 30, 2021, for the exchanged investments. The final valuation of the Preferred B-2 Units (the "Adjusted Closing NAV") was determined by the value of the exchanged investments as of December 31, 2021. The Adjusted Closing NAV was finalized as of September 1, 2022.

As of the publishing date of this report, the timing for the Liquidating Distribution is unknown. Upon the conversion of all the Fund's assets to cash, Hatteras will execute the Liquidating Distribution as soon as reasonable.

An investment in the Hatteras Core Alternatives Funds involves substantial risks, including the risk that the entire amount invested may be lost. The Feeder Funds, through their investment in the Master Fund, allocate their assets to the Preferred B-2 Units. Various other types of risks are also associated with an investment in the Feeder Funds, including risks relating to the fund of funds structure of the Master Fund, risks relating to the master-feeder structure, risks relating to compensation arrangements and risks relating to the limited liquidity of the Units. Additional risks include industry concentration risk, non-diversification risk, valuation risks, highly volatile markets, counter-party credit risk, and dilution. Please see each Feeder Fund's respective offering memorandum, prospectus, or registration statement for a detailed discussion of the specific risks disclosed here and other important risks and considerations.

The following represents the Fund's Methods of Analysis, Investment Strategies and Risk of Loss prior to the Plan of Liquidation.

Hatteras Investment Partners believes in a multi-manager approach to investing. Our investment philosophy is centered on the idea that by investing with multiple diversified managers the portfolio's idiosyncratic risks are significantly reduced which, over time, could lead to outperformance and reduced volatility.

In making investment decisions on behalf of the Core Master Fund, Hatteras utilized third party research and software, on-site visits, interviews, and fundamental analysis. The Hatteras Core Alternatives Funds were created to complement traditional portfolios by offering an allocation to a complete solution of alternative investments through a diversified, professionally managed, multi-strategy investment vehicle. To achieve the Fund's investment objective, the Hatteras Core Alternatives Funds invested in private and hedged investments with strategic asset allocation ranges for each strategy.

The Hatteras investment team met formally on a periodic basis in an effort to position the Master Fund to have the best possible opportunity to accomplish its stated long-term investment goals. Using the strategic asset allocation targets ranges as a guide, the goal of the asset allocation effort was to allocate as much capital to private investments while balancing the liquidity needs of the portfolio. The remaining capital was invested in a diversified mix of hedged strategies, which provided liquidity and served as a diversifier. The primary considerations that were taken into account when determining the amount of capital allocated to private investments included but are not limited to dollar weighted average age/vintage, sub strategy composition, market environment and portfolio liquidity needs.

Hatteras' manager selection stemmed from the Fund's overall investment process, which focused on creating a diversified portfolio across private and hedged investment strategies. Hatteras worked to create a portfolio of managers who are highly skilled within their respective strategies. Our long track record of investing in alternative assets and large professional network allowed us to effectively source and screen for high quality managers. Managers under consideration were subjected to a rigorous and dynamic due diligence review, with defined steps and documented metrics required for approval.

Within each strategy, we emphasized the importance of maintaining a fully diversified portfolio by strategy, sector, geography, and manager. The portfolio was constructed using a balanced approach, with investments in both private and hedged investments. The Investment Committee carefully considered liquidity needs with commitment levels to new private investments.

The investment management team utilized risk management tools to optimize portfolio construction across the strategies and sub-strategies. These tools included detailed cash flow models to guide decision-making and forecast future capital activity within the private investment strategy. Our private investment program incorporated a multi-vintage-year approach. The portfolio was designed to provide investors with an evergreen portfolio diversified by vintage, manager, stage, strategy, and geography.

Risk management is imbedded throughout the Fund's diversified approach across our investment strategies. A core belief is that risk can be mitigated by investing across a truly

diverse portfolio of public and private investments, with defined allocation limits and through position sizing.

First, the focus of risk management is on areas like liquidity, volatility and on meeting the Fund's investment objectives without taking unwanted risks. Second, the separate strategies each have unique characteristics that are analyzed by experienced investment staff. The investment team then defines and locates risk and decides whether the potential return is appropriate and allocates accordingly. Third, portfolio funds eligible for inclusion in the Fund are analyzed from a quantitative and non-investment perspective. Quantitative risk measurement during manager selection is driven by correlations, returns, and exposures. Our risk management processes are applied to understand not just the fund strategy, but how the fund's characteristics impact the portfolio. The last step of risk management is the operational due diligence process led by the Adviser's sub-committees.

Risk management continues beyond the manager selection process into asset allocation and portfolio construction. At the asset allocation level, liquidity analysis is run to incorporate a liquidity risk budget. Portfolio allocation tools are utilized to inform how changes in allocation may impact the portfolio. Here, the investment team is looking to define and highlight where risks are and then decide whether the potential return is appropriate and how to allocate accordingly.

An investment in the Hatteras Core Alternatives Funds involves substantial risks, including the risk that the entire amount invested may be lost. The Feeder Funds, through their investment in the Master Fund, previously allocated their assets to Portfolio Funds that invested in and actively traded securities, commodities and other financial instruments using a variety of strategies and investment techniques that may have involved significant risks. Various other types of risks are also associated with an investment in the Feeder Funds, including risks relating to the fund of funds structure of the Master Fund, risks relating to the master-feeder structure, risks relating to compensation arrangements and risks relating to the limited liquidity of the Units. Additional risks include industry concentration risk, non-diversification risk, leverage, turnover, valuation of Portfolio Funds, highly volatile markets, counter-party credit risk, and dilution. Please see each Feeder Fund's respective offering memorandum, prospectus, or registration statement for a detailed discussion of the specific risks disclosed here and other important risks and considerations.

Hatteras Evergreen Private Equity Funds

The Evergreen Funds (Hatteras Evergreen Private Equity Fund and Hatteras Evergreen Private Equity TEI Fund) have entered into a Plan of Liquidation effective December 7, 2021.

On December 7, 2021, the Evergreen Funds exchanged all the Evergreen Funds' underlying investments for an equivalent amount of Beneficient Preferred Series B-2 Unit Accounts (the "Preferred B-2 Units"). The initial valuation of the Preferred B-2 Units (the "Estimated Closing NAV") was determined using a reference date of September 30, 2021, for the exchanged investments. The final valuation of the Preferred B-2 Units (the "Adjusted Closing NAV") was determined by the value of the exchanged investments as of December 31, 2021. The Adjusted Closing NAV was finalized as of September 1, 2022.

As of the publishing date of this report, the timing for the Liquidating Distribution is unknown. Upon the conversion of all the Fund's assets to cash, Hatteras will execute the Liquidating Distribution as soon as reasonable.

An investment in the Evergreen Funds involves substantial risks, including the risk that the entire amount invested may be lost. The Evergreen Funds allocate their assets to the Preferred B-2 Units. Various other types of risks are also associated with an investment in the Evergreen Funds, including risks relating to compensation arrangements and risks relating to the limited liquidity of the Units. Additional risks include industry concentration risk, non-diversification risk, valuation risks, highly volatile markets, counter-party credit risk, and dilution.

The following represents the Evergreen Funds' Methods of Analysis, Investment Strategies and Risk of Loss prior to the Plan of Liquidation.

Hatteras Investment Partners, LP ("Hatteras" or the "Adviser") and RCP Advisors, LLC ("RCP" or the "Sub-Adviser") and (together as appropriate when the context so requires, the "Advisers") worked together with the intention to manage the Fund's commitment strategy with a view towards achieving attractive risk-adjusted returns and managing liquidity. Commitments to Portfolio Funds are generally not immediately invested. Instead, committed amounts are drawn down and invested over time, as underlying investments are identified by the relevant manager – a process that may take a period of several years. During this period, investments made early in the portfolio fund's life are often realized (generating distributions to the Fund) even before the committed capital has been fully drawn. As a result, without an appropriate commitment strategy a significant investment position could be difficult to achieve.

Accordingly, the commitment strategy aimed to keep the Fund invested where possible by making commitments based on anticipated future distributions from investments. The commitment strategy also took other anticipated cash flows into account, such as those relating to new subscriptions, the redemption of Units by investors and any distributions made to investors. To forecast portfolio cash flows, the Sub-adviser utilized a proprietary quantitative model that incorporated historical private equity data, actual portfolio observations and qualitative forecasts by the Sub-Adviser's investment professionals.

The Adviser intended to use a range of techniques to reduce the risk associated with the commitment strategy. These techniques included, without limitation: Actively managing cash and liquid assets; and establishing a credit line on behalf of the Fund to provide liquidity for drawdowns by underlying Portfolio Funds and to satisfy tender requests.

The Fund was expected to hold liquid assets to the extent required for purposes of liquidity management. To enhance the Fund's liquidity, particularly in times of possible net outflows through the redemption of Units by investors, the Adviser could sell certain of the Fund's assets.

There can be no assurance that the Fund's objectives with respect to liquidity management would be achieved or that its portfolio design and risk management strategies would be successful. If the Fund were to fail to properly forecast future distributions, it may face liquidity risks associated with its commitment strategy. If the Fund failed to properly forecast future distributions, the Fund may mitigate such risks by using the techniques described above,

including actively managing cash and liquid assets and/or establishing a line of credit. During the time that the Fund's assets are not invested in Portfolio Funds or when the Fund otherwise uses the above techniques to reduce its liquidity risk, that portion of the Fund's assets may not be used to pursue the Fund's investment objective.

The GPEP Funds

The GPEP Funds (Hatteras GPEP Fund, Hatteras Global Private Equity Partners Institutional Fund and Hatteras GPEP Fund II) have entered into a Plan of Liquidation effective December 7, 2021.

On December 7, 2021, the GPEP Funds exchanged all the Funds' underlying investments for an equivalent amount of Beneficient Preferred Series B-2 Unit Accounts (the "Preferred B-2 Units"). The initial valuation of the Preferred B-2 Units (the "Estimated Closing NAV") was determined using a reference date of September 30, 2021, for the exchanged investments. The final valuation of the Preferred B-2 Units (the "Adjusted Closing NAV") was determined by the value of the exchanged investments as of December 31, 2021. The Adjusted Closing NAV was finalized as of September 1, 2022.

As of the publishing date of this report, the timing for the Liquidating Distribution is unknown. Upon the conversion of all the Fund's assets to cash, Hatteras will execute the Liquidating Distribution as soon as reasonable.

An investment in the GPEP Funds involves substantial risks, including the risk that the entire amount invested may be lost. The GPEP Funds allocate their assets to the Preferred B-2 Units. Various other types of risks are also associated with an investment in the GPEP Funds, including risks relating to compensation arrangements and risks relating to the limited liquidity of the Units. Additional risks include industry concentration risk, non-diversification risk, valuation risks, highly volatile markets, counter-party credit risk, and dilution.

The following represents the Fund's Methods of Analysis, Investment Strategies and Risk of Loss prior to the Plan of Liquidation.

The GPEP Funds' investment objective was to seek attractive long-term capital appreciation by investing in a globally diversified portfolio of private equity investments. The GPEP Funds' investments were expected to include: (i) primary and secondary investments in private equity funds managed by third-party managers; (ii) direct investments in the equity and/or debt of operating companies, frequently alongside professional lead investors; and (iii) listed private equity investments, such as business development companies.

The principal elements of the GPEP Funds' investment strategy included (i) strategically allocating the assets of the Fund across the global private equity market; (ii) identifying investments that appear most attractive in sectors of the private equity market place that are believed to offer superior relative value; (iii) performing detailed due diligence of targeted investment opportunities using an established proprietary process that assesses both qualitative

and quantitative aspects; and (iv) seeking to manage risk through ongoing monitoring of the portfolio.

The first phase of the investment process involved strategic asset allocation, which was designed to provide a framework for the GPEP Funds' long-term diversification. The strategic asset allocation addressed various dimensions of the global private equity market, such as: (i) primary, secondary, direct and listed private equity investments; (ii) buyout, venture capital / growth capital, mezzanine debt, distressed debt, and other special situations; and (iii) investments focused in North America, Europe, Asia and Emerging Markets. Asset allocations stemmed from top-down, macroeconomic analysis that incorporated Hatteras's beliefs about the distinct risk, return and correlation characteristics of different private equity investments.

As a result of the review of strategic asset allocation, Hatteras attempted to seek sectors of the private equity marketplace that exhibited a reasonable relationship between demand for and supply of investment capital, anticipated trends in the private equity marketplace, and avoided overweighting highly competitive sectors or geographies that might not offer the best risk reward potential.

The second step of the investment process was to proactively identify and source a large number of private equity investments across different investment types, sub-strategies, and geographic regions. Hatteras used a number of tools to compare investments and evaluate the investments' relative positioning in the marketplace. Standardized screening was a pre due diligence phase of the investment process and allowed for comparative analysis across investments. The key comparison parameters included management and incentives, investment strategy or business model, track record analysis, moral hazard, adverse selection, potential conflicts of interest, specific terms related to the investment, and the supply and demand of capital related to the specific strategy. Hatteras attempted to use this analysis to identify the investments with the most attractive risk and reward characteristics in each segment of the private equity market.

Investments that appeared to meet the initial due diligence requirements were documented in a formalized report to the Investment Committee, which determined whether to perform detailed due diligence on the opportunity. The Investment Committee could instruct Hatteras to discontinue the analysis of the investment or provide specific information and guidelines for Hatteras to seek upon the initiation of the second, more detailed phase of due diligence.

The final step in the investment process was the selection of investments. The investment decision making process was guided by a rigorous due diligence process that involved a detailed analysis of various aspects of each opportunity, including both qualitative and quantitative assessments, as well as initial feedback from the Investment Committee. Various proprietary tools were used to better understand market trends, potential return scenarios and/or the historical or anticipated sources of value creation for an investment. The due diligence verification process was generally based upon such information as interviews with key personnel, reference checks targeting key personnel, on-site visits, and track record analysis. During this process, Hatteras looked for a deeper understanding of aspects such as the investment strategy of the fund (or business model of the company), the management team involved with the investment, the operational effectiveness of the fund, the competitive advantage of the investment, the fund's historical track record and valuation procedures. In conjunction with the commercial due diligence process, the tax treatment and legal terms of the

investment were considered. After resolving all open issues and negotiating terms, a final Investment Proposal was prepared and presented to the Investment Committee, which finally approved or declined the investment.

Post investment, the Investment Committee would monitor the portfolio through ongoing interaction with the managers represented in the GPEP Funds' portfolio. This interaction facilitated ongoing portfolio analysis and resolution of issues such as strategy drift, loss of key team members or proposed changes in constituent documents. It also provided ongoing due diligence feedback, which can be extremely valuable as additional investments with a particular manager are considered.

Investments in the GPEP Funds involve a high degree of risk, including the complete loss of capital. General Risks, Special Risks and Investment-Related Risks of the GPEP Funds include, but are not limited to, Limited Operating History of the Fund, Limited Liquidity, Reporting Requirements, Non-Listed Status of Units, Non-Diversified Status, Legal, Tax and Regulatory Risks, Underlying Portfolio Funds Not Registered, Portfolio Funds Generally Non-Diversified, Valuation of Portfolio Funds, Multiple Levels of Fees and Expenses, Portfolio Fund Managers Invest Independently, Portfolio Fund Operations Not Transparent, Concentration of Investments, Derivative Instruments, Distressed Investments, Valuation of Illiquid Securities and Derivative Positions, Unspecified Investments, Leverage, Risks of Capital Call Failures, and Limited Selectivity of Investments.

Hatteras VC Co-Investment Fund II Liquidating Trust

The Hatteras VC Co-Investment Fund II Liquidating Trust (the "VCCI Liquidating Trust") was established for the purpose of winding down and liquidating the assets of the Hatteras VC Co-Investment Fund II, LLC. The VCCI Liquidating Trust continues to hold investments in three private companies. Prior to the conversion to a liquidating trust, the investment objective for the Hatteras VC Co-Investment Fund II was to seek superior risk-adjusted returns by investing in venture-backed companies. The Hatteras VC Co-Investment Fund II aimed to achieve its investment objective by investing all or substantially all of their assets in venture-backed companies alongside top-tier venture capital firms.

Exposure to venture capital investments further diversifies a portfolio and could potentially produce excess rates of return compared to investments in the public markets. However, historical statistics suggest that it is access to top-tier firms which acts as the critical element for achieving these superior investment returns. The top-tier firms gain access to good ideas and good entrepreneurs before many in the industry. However, even the best venture capitalists sometimes invest in firms that do not achieve a liquidity event. Such venture capitalists do not know with certainty which companies will falter and which will return multiples of invested capital.

An investment in the Hatteras VC Co-Investment Fund II, LLC involved a substantial amount of risk, including the risk that the entire amount invested may be lost. The underlying venture capital investments are not required to provide transparency with respect to their financial statements or investments. Investment by the Hatteras VC Co-Investment Fund II in certain companies may involve a high degree of risk in that such companies may be in a relatively early-stage of development with little operating history and with a need for substantial

additional capital to support expansion or to achieve or maintain a competitive position. Such companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities, and a larger number of qualified managerial and technical personnel. The value of equity securities varies in response to many factors. Factors specific to the company, such as certain decisions by management or loss of a key executive, could result in a decrease in the value of a company's securities. Factors specific to the industry in which the company participates, such as increased competition, can have a similar effect. The value of a company's stock can also be adversely affected by changes in financial markets generally, such as an increase in interest rates or a decrease in consumer confidence, that are unrelated to the company itself or its industry.

Hatteras Ben Legacy, L.P.

Hatteras has been engaged, appointed, and retained to provide non-discretionary investment advisory, administrative, reporting and monitoring services related to a portfolio of hedged and private investments strategies. Hedged investment strategies may include, but are not limited to, long/short equity, relative value, event driven, and global macro. Private investment strategies may include, but are not limited to, private equity, private real estate, private energy and natural resources and private credit.

Hatteras Ben Private Legacy, L.P.

Hatteras has been engaged, appointed, and retained to provide non-discretionary investment advisory, administrative, reporting and monitoring services related to a portfolio of private investments strategies with a focus on North American Lower Middle Market Buyout Funds.

Pandemic Risk. The recent COVID-19 pandemic has caused and continues to cause disruptions in economies and individual companies and volatility in financial markets throughout the world, including those in investments in which Hatteras manages. The impact of the pandemic and resulting economic disruptions may negatively impact such investments and the performance of their portfolios due to, among other things, (i) interruption of business operations resulting from travel restrictions, reduced consumer spending, and quarantines of employees, customers and suppliers in areas affected by the outbreak, (ii) closures of manufacturing facilities, warehouses and logistics supply chains, and (iii) uncertainty about the duration of the virus' impact on global financial markets. Governments and central banks throughout the world have responded to the pandemic and resulting economic disruptions with a variety of fiscal and monetary policy changes, including direct capital infusions into companies and other issuers, new monetary policy tools and lower interest rates, but the ultimate impact of these efforts is uncertain. It is not possible to determine the duration or severity of the disruption in financial markets or the long-term economic impact of the COVID-19 pandemic, or other future epidemics or pandemics, which may adversely affect the Clients' performance and investment strategies and significantly reduce available investment opportunities.

Item 9: Disciplinary Information

There is no material, legal or disciplinary event to disclose related to Hatteras's business or its management.

Item 10: Other Financial Industry Activities and Affiliations

Hatteras Investment Partners is a 100% employee-owned alternative investment boutique.

Hatteras Capital Distributors, LLC ("HCD"), a limited use capital acquisition broker and FINRA member broker-dealer, is a wholly owned subsidiary of Hatteras Investment Partners, LP. HCD may act as a distributing agent or placement agent for the Hatteras Funds and earn fees in connection with the servicing of investors in those Funds. It should be noted that certain directors, officers, and employees of Hatteras Investment Partners, are also registered representatives of HCD.

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

Hatteras has adopted a code of ethics that complies with SEC Rule 204A-1 under the Investment Advisers Act, including a personal securities trading policy as well as standards of employee conduct. The Code of Ethics governs personal securities transactions of Access Persons of Hatteras that may pose a conflict of interest with the Funds managed by Hatteras. Under the Code of Ethics, Hatteras personnel deemed to be Access Persons are required to report quarterly all their personal securities transactions and to request pre-clearance for certain types of transactions including private placements (inclusive of all private funds), initial public offerings ("IPOs"), and closed-end funds advised by Hatteras. Hatteras will provide a free copy of its Code of Ethics upon request. For a complete copy of the Hatteras Code of Ethics, please call 919.846.2324 or 888.363.2324.

In general, Hatteras directors, officers and employees may purchase or sell securities that Hatteras also recommends to the Funds it manages creating a conflict of interest. These purchases or sales must be effected in accordance with Hatteras's Insider Trading policies and Code of Ethics, which includes a personal trading policy. Personal securities transactions will generally not be allowed in a security which is being actively purchased or sold or is being considered for purchase or sale on behalf of a fund managed by Hatteras. All personal securities transactions by Access Persons in Funds where Hatteras serves as adviser, must receive pre-clearance which is performed electronically through an automated platform made available through a third-party service provider monitored by the Firm's Chief Compliance Officer ("CCO") or designee.

All Hatteras Access Persons must submit on an annual basis a complete listing of all personal securities holdings and must certify annually that they have read, understand and have complied with the Hatteras Code of Ethics.

Hatteras's Insider Trading policy prohibits any director, officer, or employee from personally trading public securities on non-public information, including confidential fund information. Hatteras's Code of Ethics sets forth conduct standards, which requires all employees to comply with the federal securities laws, protect material non-public information, and report to Hatteras's Chief Compliance Officer any violations. Violations of its Code of Ethics can result in serious sanctions, up to and including dismissal from employment.

In addition, Hatteras has strict policies with respect to the receipt of gifts by, or entertainment of, firm employees. Hatteras employees are prohibited from giving or accepting gifts greater than \$100. All gifts, regardless of their value, must be reported quarterly to the CCO. Reasonable entertainment by Hatteras's employees is permitted as long as the entertainment is not based or conditioned on the sales of Hatteras products or services. Additionally, reasonable entertainment by Hatteras's employees is permitted if it is neither so frequent nor so extensive as to raise any question of appropriateness. The CCO and Hatteras senior management actively monitor compliance with these policies.

Certain Hatteras business relationships may give rise to conflicts of interest or perceived conflicts of interest with the firm. Hatteras employees and principals incur meal and entertainment expenses involving or relating to consultants and fiduciaries that are reimbursed by the Firm and must be reported periodically to the CCO. Hatteras employees and principals may individually make charitable and political contributions to these consultants and fiduciaries or related organizations.

These arrangements may create a conflict of interest in connection with the consultant's or fiduciary's recommendation of Hatteras's products to a client or prospect. It is Hatteras's policy to limit these activities to generally accepted business practices consistent with its fiduciary responsibilities. In no instance, however, are Hatteras employees and principals permitted to seek to improperly influence these consultants and fiduciaries as a result of these expenditures or attempt to interfere with the consultants' and fiduciaries' independent decision making.

Hatteras recognizes the importance of protecting the non-public personal information when providing advisory and other services. Please contact Hatteras or visit its website at <https://www.hatterasinvestmentpartners.com> for more information on, or for a copy of, its privacy policies. Hatteras does not sell or provide non-public personal information for marketing purposes to others.

Item 12: Brokerage Practices

Hatteras has a fiduciary obligation to seek to obtain best execution on behalf of each client (fund), and brokers are selected with a view to obtaining best execution of transactions. This obligation applies to all circumstances where Hatteras has discretion to trade on behalf of a client (fund) account.

In accordance with the terms of its investment management agreement with the Funds managed by Hatteras, Hatteras, either directly or via a fund's sub-advisor, places and executes orders for the purchase and sale of securities. In general, investment decisions for each fund are made

independently and are made with specific reference to the individual needs and objectives of each fund.

It is the policy of the Funds to obtain the best results in connection with affecting its portfolio transactions taking into account factors similar to those expected to be considered by Hatteras. In most instances, certain Funds will purchase interests in a Portfolio Fund or investment security directly from the Portfolio Fund or investment security, and such purchases by the Funds may be, but are generally not, subject to transaction expenses. Nevertheless, the Funds contemplate that consistent with the policy of obtaining the best net result, any brokerage transactions of the Funds may be conducted through affiliates of Hatteras.

Hatteras must seek to obtain best execution, which the SEC generally describes as a duty to execute securities transactions so that a client's total costs or proceeds in each transaction are the most favorable under the circumstances. The SEC also has stated that when seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution. Accordingly, Hatteras will consider the full range and quality of a broker's services, including execution capability, commission rate, financial responsibility, and responsiveness to the Adviser. Hatteras may also periodically and systematically evaluate the performance of broker-dealers executing their transactions. Hatteras will seek to obtain best execution for brokerage transactions for the Funds, as its client.

Additionally, Hatteras may utilize a broker/dealer to act as an agent in a private transaction, at which time Hatteras will determine the broker/dealer to be used and may negotiate the commission to be paid. Hatteras may utilize the investment banking services of a nonaffiliated broker/dealer to introduce investment opportunities to the Funds managed by Hatteras. In this scenario, the investment bank is typically compensated on a contingency basis by the entity that is raising capital. Hatteras has not, but may, negotiate on the compensation earned by the investment bank in this type of transaction. Additionally, Hatteras has in place guidelines for the Hatteras Registered Funds (i.e., 17d-1 procedures) that must be followed to provide assurance that a Fund and its affiliated persons do not engage in prohibited joint transactions in connection with the fund's investment activities, e.g., primary and secondary investments, direct debt/equity investments and investments in listed private equity vehicles.

Hatteras does not directly utilize soft dollars or generate soft dollar credits via trades with brokers. Sub-Advisors to the Funds may utilize soft dollars or generate soft dollar credits. Each sub-advisor is required to adhere to the Hatteras Soft Dollar Arrangement Policies. Any soft dollar arrangements are disclosed to the respective fund's board and appropriate reporting of any such soft-dollar or "mixed-use" credits and expenses are reported on a quarterly basis. In addition, it is currently the policy of Hatteras to prohibit directed brokerage arrangements.

When Hatteras determines that it would be appropriate for one or more Funds managed by Hatteras to participate in an investment transaction in the same investment at the same time, it will attempt to aggregate, place and allocate orders on a basis that Hatteras believes to be fair and equitable and consistent with its responsibilities under applicable law. Decisions in this regard are necessarily subjective and there is no requirement that all Funds participate, or participate to the same extent as other accounts, in all investments or trades. However, no participating entity or account will receive preferential treatment over any other and Hatteras will take steps to ensure that no participating entity or account will be systematically disadvantaged by the aggregation,

placement and allocation of orders and investments. Situations may occur, however, where a Fund managed by Hatteras could be disadvantaged because of the investment activities conducted by Hatteras for other Funds. Such situations may be based on, among other things, the following: (1) legal restrictions or other limitations on the combined size of positions that may be taken for the Hatteras Funds, thereby limiting the size of the Hatteras Funds' positions or the availability of the investment opportunity; (2) the difficulty of liquidating an investment for the Hatteras Funds where the market cannot absorb the sale of the combined positions; and (3) the determination that a particular investment is warranted only if hedged with an option or other instrument and there is a limited availability of such options or other instruments. In particular, the Hatteras Funds may be legally restricted from entering into "joint transactions" (as defined in the 1940 Act) with respect to the securities of an issuer without first obtaining exemptive relief from the SEC.

Item 13: Review of Accounts

The Funds are reviewed on a periodic basis, not less than annually, by each respective Fund's Investment Committee or Portfolio Management team detailed below.

Master Fund – Investment Committee Member(s) from Hatteras: David B. Perkins, Chief Executive Officer. The focus of these reviews is to confirm performance consistency with objectives and guidelines associated with the applicable registration statement. Reviews are also conducted as needed to update and confirm compliance with any new regulations, guidelines, or restrictions as outlined in the registration statement.

Investors in the Feeder Funds (i.e. Limited Partners) will receive unaudited capital account statements regarding their investment in the Feeder Funds at least monthly from the respective Funds' transfer agent. In addition, Limited Partners receive annual audited financial statements and are able to access a quarterly performance letter and other information at <https://www.hatterasinvestmentpartners.com>.

Hatteras Evergreen Private Equity Funds – Investment Committee Member(s) from Hatteras: David B. Perkins, Chief Executive Officer, Thomas Riegert, Chief Investment Officer, Bryan Lloyd, Senior Vice President of Risk Management.

Investors in these Funds (i.e. Members) will receive unaudited capital account statements regarding their investment at least quarterly and annual audited financial statements.

VCCI Liquidating Trust - Investment Committee Member(s): David B. Perkins, Chief Executive Officer, Thomas Riegert, Chief Investment Officer, Bryan Lloyd, Senior Vice President of Risk Management.

Hatteras GPEP Fund - Investment Committee Member(s): David B. Perkins, Chief Executive Officer, Thomas Riegert, Chief Investment Officer, Bryan Lloyd, Senior Vice President of Risk Management.

GPEP Institutional Fund - Investment Committee Member(s): David B. Perkins, Chief Executive Officer, Thomas Riegert, Chief Investment Officer, Bryan Lloyd, Senior Vice President of Risk Management.

GPEP Fund II – Investment Committee Member(s): David B. Perkins, Chief Executive Officer, Thomas Riegert, Chief Investment Officer, Bryan Lloyd, Senior Vice President of Risk Management.

Hatteras Ben Legacy, L.P. - Investment Committee Member(s) from Hatteras: David B. Perkins, Chief Executive Officer, Thomas Riegert, Chief Investment Officer, Bryan Lloyd, Senior Vice President of Risk Management.

Hatteras Ben Private Legacy, L.P. - Investment Committee Member(s) from Hatteras: David B. Perkins, Chief Executive Officer, Thomas Riegert, Chief Investment Officer, Bryan Lloyd, Senior Vice President of Risk Management.

Limited Partners/Members of the Hatteras GPEP Fund, GPEP Institutional Fund and GPEP Fund II will receive unaudited capital balance reports regarding their investment in the Funds at least quarterly and annual audited financial statements. Investors in the VCCI Liquidating Trust will receive unaudited capital balance reports and/or account statements regarding their investment in these Funds annually.

The focus of these reviews is to confirm performance consistency with objectives and guidelines associated with the applicable registration statement. Reviews are also conducted as needed to update and confirm compliance with any guidelines or restrictions as outlined in the registration statement.

Item 14: Client Referrals and Other Compensation

Hatteras may enter into compensation arrangements with solicitors for new business, including arrangements with its affiliates. Any solicitation arrangements will comply with the Investment Advisers Act of 1940 pursuant to which persons introducing new client accounts may receive a portion of the advisory fee and does not result in any additional charge to the client.

Hatteras may assist some solicitors or placement agents in defraying costs of attending its due diligence and educational meetings. Hatteras may sponsor due diligence trips where solicitors may conduct due diligence and attend presentations by Hatteras's associates and managers. Hatteras may sponsor lunches and/or dinners during due diligence trips. Hatteras will seek to ensure that the locations of the meetings are appropriate to their purpose. Attendance at the meetings is not conditioned on the achievement of any previously specified sales target. Practical and reasonable expense reimbursements may be applied to the travel and lodging expenses of those conducting due diligence, however, there will be no cash compensation paid to any financial advisors in connection with their attendance at the meetings (e.g., appearance fees or attendance fees). Financial advisors will not receive any non-cash compensation in connection with their attendance at any meeting, nor will Hatteras gift any leisure activities such as golf, theater tickets, etc.

Item 15: Custody

Hatteras does not have actual physical custody of any client account or any client funds or securities including the Hatteras Registered Funds which are custodied by a qualified independent custodian unaffiliated with Hatteras or HCD.

Hatteras may be deemed to have custody under Investment Advisers Act Rule 206(4)-2, as amended, in relation to the Funds Hatteras manages, as Hatteras serves as both Adviser and General Partner to the Hatteras Limited Partnerships. Actual custody of all assets held within the portfolios of the Hatteras Limited Partnerships is maintained with a qualified independent custodian. Hatteras complies with Rule 206(4)-2 in these instances by ensuring that an independent accounting firm registered with, and subject to regulatory inspection by the Public Company Accounting Oversight Board (“PCAOB”) audits the Hatteras Limited Partnerships annually and the audited financial statements are distributed to the Limited Partner investors either within 120 days of the fiscal year end of each applicable Fund and within 180 days of the fiscal year end of each applicable fund of funds.

Clients should carefully review the statements sent directly by the qualified independent custodian.

Item 16: Investment Discretion

Hatteras provides investment management services to registered investment companies and private funds (together the “Funds”) on a discretionary basis and provides investment advisory services to private funds on a nondiscretionary basis. The investments of the Funds are managed in accordance with the investment objectives, strategies and guidelines as outlined in the current registration statement and are not tailored to any particular investor in the Funds. Hatteras does not provide individualized investment advice to investors.

Item 17: Voting Client Securities

A copy of Hatteras’s complete proxy voting policies and procedures may be obtained upon request by calling, toll-free, (888) 363-2324. Hatteras’s Policies and Procedures pursuant to Rule 206(4)-6 under the Advisors Act relating to Proxy Voting are summarized below.

Generally, Hatteras will conduct a thorough review and analysis of the underlying company’s proxy statements. The fundamental purpose that underlies the proxy voting policies and procedures is to ensure that each vote will be in a manner, which reflects the best interest of the Funds and, in Hatteras’s reasonable belief, maximizes the value of each fund’s investment. As detailed in Item 8, on December 7, 2021, the Hatteras Core Alternatives Funds (“the Funds”) exchanged all the Funds’ underlying investments for an equivalent amount of Beneficient Preferred Series B-2 Unit Accounts (the “Preferred B-2 Units”).

Closed-End Funds and Limited Partnerships (i.e. Private Funds)

Hatteras serves as a fiduciary to vote proxies on behalf of the closed-end funds and limited partnerships (together, the “Funds”) the Firm manages. Prior to December 7, 2021, when the Funds exchanged all of their underlying investments for Preferred B-2 Units, the Funds invested substantially all of their assets in Adviser Funds and other investment securities (collectively, “Portfolio Funds”), which included, but were not limited to, private partnerships, limited liability companies, direct company investments, investment securities or similar entities. Investments in Portfolio Funds do not typically convey traditional voting rights to the holder and the occurrence of corporate governance or other notices for this type of investment is substantially less than that encountered in connection with registered equity securities. On occasion, however, Hatteras and/or the Funds may have received notices from such Portfolio Funds seeking the consent of holders in order to materially change certain rights within the structure of the security itself or change material terms of the Portfolio Funds’ limited partnership agreement, limited liability company operating agreement or similar agreement with investors. To the extent that the Funds received notices or proxies from Portfolio Funds (or received proxy statements or similar notices in connection with any other portfolio securities), the Funds delegated proxy voting responsibilities with respect to the Funds’ portfolio securities to Hatteras, with the direction that proxies should be voted consistent with the Funds’ best economic interests. In general, Hatteras believes that voting proxies in accordance with the policies below are in the best interests of the Funds. If an analyst, trader or partner of Hatteras believes that voting in accordance with stated proxy-voting guidelines would not be in the best interests of a fund, the proxy will be referred to Hatteras’s Director of Operations for a determination of how such proxy should be voted.

If a proxy includes a matter to which none of the specific policies described above or in Hatteras’s stated proxy-voting guidelines is applicable or a matter involving an actual or potential conflict of interest as described below, the proxy will be referred to Hatteras’s Director of Operations for a determination of how such proxy should be voted.

In exercising its voting discretion, Hatteras and its employees seek to avoid any direct or indirect conflict of interest presented by the voting decision. If any substantive aspect or foreseeable result of the matter to be voted on presents an actual or potential conflict of interest involving Hatteras (or an affiliate of Hatteras), any issuer of a security for which Hatteras (or an affiliate of Hatteras) acts as sponsor, adviser, manager, custodian, distributor, underwriter, broker or other similar capacity or any person with whom Hatteras (or an affiliate of Hatteras) has an existing material contract or business relationship not entered into in the ordinary course of business (Hatteras and such other persons having an interest in the matter being called “Interested Persons”), Hatteras will make written disclosure of the conflict indicating how Hatteras proposes to vote on the matter and its reasons for doing so. If Hatteras does not receive timely written instructions as to voting or non-voting on the matter, Hatteras may take any of the following actions which it deems to be in the best interests of the Funds: (i) engage an independent third party to determine whether and how the proxy should be voted and vote or refrain from voting on the matter as determined by the third party; (ii) vote on the matter in the manner proposed to the Independent Directors (if applicable) if the vote is against the interests of all Interested Persons; or (iii) refrain from voting on the matter.

Hatteras Registered Funds are required to file Form N-PX, with their complete proxy voting record for the twelve months ended June 30th, no later than August 31st of each year. Each of the

Funds' Form N-PX filings are available: (i) without charge, upon request, by calling 888.363.2324, or (ii) by visiting the SEC's website at www.sec.gov.

Item 18: Financial Information

Hatteras does not require or solicit prepayment of more than \$1,200 in fees per fund, six months or more in advance and therefore is not required to include a balance sheet with this brochure. Hatteras has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to the Funds managed by Hatteras and has not been the subject of a bankruptcy proceeding.