

Item 1.

Cover Page



**35 Beechwood Road, Suite 2A
Summit, NJ 07901**

tel. 973.994.0606

www.egiscapitalpartners.com

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This brochure provides information about the qualifications and business practices of Egis Capital Partners LP ("Egis"). If you have any additional questions about the contents of this Brochure, please contact us at 973.994.0606. 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.

Egis Capital Partners LP is a registered investment adviser. Registration as an investment adviser does not imply a certain level of skill or training.

Additional information about Egis Capital Partners LP is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2. Material Changes

Registered investment advisers are required to identify any material changes to this Form ADV Part 2A in this Item 2. The only material change is a change in the ownership of the Adviser. Messrs. Polk and Bissell are no longer principal owners or employees of Egis and will move forward with Egis as senior advisors. As a result, the only principal owner of Egis is Robert M. Chefitz.

Except as otherwise specified, all information set forth or referenced in this brochure is as of the date hereof. Subject to the requirements of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and other applicable laws, Egis is under no obligation to update any such information.

Egis encourages all recipients to read this brochure carefully and in its entirety.

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Item 4. Advisory Business

Egis Capital Partners LP (“Egis”) was formed in 2008 as a private equity firm specializing in the security and protection industry. Investors are in one Fund versus the other depending upon their eligibility as qualified purchasers. Egis’s principal owner is Robert M. Chefitz.

The investment advisory services Egis provides (the “Services”) consist of investment management services for pooled investment funds and the sponsors of such funds. An entity affiliated with Egis typically serves as the general partner (“General Partner”) for each of the pooled investment funds for whom Egis provides Services (each, a “Fund” and together the “Funds”). Egis currently provides Services to Funds and their respective General Partner, as well as provides management services to the portfolio companies in which each Fund invests. The Services are discretionary in nature and consist of the ongoing and continuous review of the portfolio companies in which Egis invests on behalf of its Funds.

Such management services may also include having employees of Egis serve as officers and/or directors of portfolio companies. In such capacities Egis employees may be reimbursed for expenses and/or paid expense allowances by the portfolio companies as governed by the relevant agreement with each Fund or portfolio company, as applicable. Egis focuses on providing investment and management services related to portfolio investments within the security and protection industry.

Though Egis employs the same investment strategy of investing in the security and protection industry for each of its Funds, Egis tailors its Services to the specific needs of each particular Fund by complying with the terms of each Fund’s governing documents and such other limitations which a Fund may require. The Funds may communicate to Egis restrictions on investment securities, asset classes, custodians or any other restrictions imposed on their portfolio investments.

As of December 31, 2022, Egis had \$145,614,218 in discretionary regulatory assets under management.

Item 5. Fees and Compensation

Egis charges each of its Funds a management fee for its Services which is calculated and payable quarterly in advance. The fee is equal to 2% per annum of the total capital commitments of all limited partners of the relevant Fund, with the exception of side letter agreements or General Partner status, during its investment period or until the closing of a successor pooled investment fund. After the investment period, the fee is reduced to 2% per annum of the limited partner capital invested in portfolio investments and the remaining limited partner capital commitments reserved for follow-on investments by the Fund. The management fee will be further reduced by any directors’ fees, transaction fees, investment banking fees, break-up fees, consulting fees and monitoring fees received from the Fund’s portfolio companies received by Egis or any of its affiliates.

Management fees are generally paid by or on behalf of a Fund by requiring the Limited Partners in the Fund to make a capital contribution in respect of such fees. The fees paid by the Fund are called in capital calls and sent to the Funds, which then get transferred to Egis’s management company.

Management fees are offset by fees that may be paid to Egis by a portfolio company, such as monitoring fees, transaction fees, or other fees that the Funds might charge. In addition to the management fees paid by the Funds and Other Fees related to portfolio investments of the Funds, Egis is reimbursed for certain out of pocket expenses. These expenses are described in detail in each Fund's governing documents. Investors and prospective investors in the Funds should review governing documents for any particular investment carefully before investing.

On occasion, the Funds may hold, and therefore transact, in publicly traded securities or other securities where brokerage costs apply to the purchases or sales of securities. This may occur if a private company a Fund owns becomes public, or if a Fund invests directly in public securities. As a result of holding, buying, or selling these securities, brokerage expenses are likely to be imposed on Funds' transactions. In the event Egis decides to invest in securities with respect to which brokerage costs would apply, the Fund will bear any such costs or expenses. Egis does not have any affiliated brokers or dealers.

Distributions and allocations to the Limited Partners in each Fund are typically subject to carried interest or similar profit allocation for the benefit of the General Partner of such Fund which is an affiliate of Egis. For more information on the carried interests payable to Egis's affiliates, please see Item 6 (Performance-Based Fees and Side-By-Side Management).

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

Limited Partners in the Funds are charged performance-based fees in the form of carried interest payable to the General Partner of the Fund. The carried interest profit allocations do not exceed 20% of aggregate profits otherwise allocable to the Limited Partners and are subject to certain preferred return hurdles for the benefit of the Limited Partner. The manner of calculation and the application of carried interest profit allocations by the Fund are disclosed in the limited partnership agreement of each Fund.

Because Egis manages investments for Funds in which its affiliates receive performance-based carried interests, Egis potentially has an incentive to take increased investment risk with respect to the portfolio investments it makes on behalf of the Funds. Egis has policies and procedures in place designed to address this conflict of interest, including requiring personnel to acknowledge their fiduciary duty to clients and requiring that portfolio companies be reviewed for compliance with each Fund's governing documents.

The Funds that have investment programs which are similar may be managed in a similar way and may invest in the same portfolio companies. Investment opportunities which satisfy the investment parameters of more than one Fund will be allocated in accordance with Egis's policies and procedures and in accordance with the applicable provisions of the Fund's limited partnership agreement to ensure allocation of portfolio investments on a fair and equitable basis. Egis's policies and procedures for the allocation of investments are monitored by Egis's Chief Compliance Officer.

Item 7. Types of Clients

Egis provides discretionary management and advisory services to the Funds directly, subject to the direction and control of the General Partner of each Fund, and not individually to the Limited Partners. Limited Partners in the Funds may include, but are not limited to, high net worth individuals, pension plans (corporate, state and foreign), endowments, family offices, and pooled investment vehicles (e.g., funds-of-funds). The minimum commitment for a Limited Partner is outlined in the governing documents for each Fund; however Egis maintains discretion to accept less than the minimum investment threshold.

Item 8. Method of Analysis, Investment Strategies and Risk of Loss

For a more complete discussion of Egis's investment process, please refer to the offering documents for the Funds.

Egis employs a thesis-driven investment strategy focusing on investments in the growing and global market for security and protection products and services that protect people, property, and information. Egis will typically seek growth equity investments in high-growth companies and control equity investments in lower to middle market private companies based in North America with enterprise values between \$25 million and \$300 million.

Proactive Sourcing

Egis has built an extensive network within the security and protection industry which it uses to identify potential target companies. Once a target company has been identified, Egis will proactively approach the company and share what it believes is the company's market opportunity moving forward and how Egis may be able to help it achieve that opportunity.

Due Diligence

Once an investment has passed an initial screen, the multi-pronged due diligence process begins. Diligence will typically focus on, but is not limited to, company positioning, product and process, an assessment of the existing management team and background checks, competitor analysis, as well as technology, insurance, legal, and financial reviews. Each diligence prong can be completed either internally or by outsourcing to law firms and specialty service providers. Part of this process includes assessing exit alternatives, as the goal is for investors to realize returns on each investment.

Risks

Investing in portfolio company securities involves substantial risks, including the potential loss of a Fund's principal, which Limited Partners should be prepared to bear. While a more complete discussion of risk factors is found in the respective Fund's governing documents, the following is a summary of some of the risks:

General Considerations

An investment in a Fund requires a long-term commitment, with no certainty of return. There most likely will be little or no near-term cash flow available. The activity of identifying, completing and realizing attractive private equity investments is highly competitive and involves a high degree of uncertainty. There can be no assurance that a Fund will be able to locate, consummate and exit investments that realize upon their values, or that a Fund will be able to invest fully its committed capital. Many if not all investments will be highly illiquid, and there can be no assurance that any Fund will be able to realize on such investments in a timely manner. Contemplated exit strategies for its investments can be adversely affected by numerous factors, many of which may be unforeseen or unexpected at the time the investments are made. Consequently, dispositions of Fund investments may require a lengthy time period or may result in distributions in kind to the Partners. Additionally, investments most likely will not be able to be sold except pursuant to a registration statement filed under the Securities Act or in a private placement or other transaction exempt from registration under the Securities Act and that complies with any applicable non-U.S. securities laws. Certain investments may be in businesses with little or no operating history. Certain investments may be in businesses with high levels of debt or may be investments in leveraged buyouts; leveraged buyouts by their nature require companies to undertake a high ratio of fixed charges to available cash flow. Leveraged investments are inherently more sensitive to declines in revenues and to increases in expenses. There can be no assurance that the targeted IRR will be attained.

Failure to Achieve Investment Objective

There can be no assurance that a Fund will be able to achieve its targeted returns or its investment objectives. Any given investment made by a Fund may prove to be worthless. Investors in a Fund should be prepared and able to absorb a loss of some or all of the capital invested in a Fund.

Difficulty of Locating Suitable Investments

A Fund may be unable to find a sufficient number of attractive opportunities to meet its investment objectives.

Security and Protection Industry Concentration

Investments will be concentrated in the security and protection industry, and will be subject to numerous risks that affect the security and protection industry as a whole or specific sectors within that industry. Because of the concentration of investments in this industry, an investment in a Fund may be subject to greater risk than an investment in a portfolio of securities representing a broader range of industries.

Nature of Security and Protection Industry Investments

The security and protection industry is subject to macroeconomic factors that may negatively impact a portfolio company's results of operations, including prolonged downturns in the economy. The security and protection industry is dependent in part on national, regional and local economic conditions. In particular, where disposable income available for discretionary spending is reduced (such as by higher real estate, energy, interest or other costs or where the actual or perceived wealth of customers has decreased because of circumstances such as lower real estate values, increased foreclosure rates, inflation, recession, increased tax rates or other economic disruptions), the security and protection industry could experience

increased customer attrition rates and reduced consumer demand. In periods of economic downturn, no assurance can be given that it will be able to continue acquiring customers or that it will not experience higher attrition rates. If there are prolonged durations of general economic downturn, a portfolio company's results of operations and growth could be materially and adversely affected.

Reliance on the General Partner and Portfolio Company Management.

The Funds have limited operating history and will be dependent on the General Partner. Control over the operation of the Funds will be vested with the General Partner, and the Funds' future profitability will depend largely upon the business and investment acumen of the Managing Partner. The loss or reduction of service of one or more of the senior professionals could have an adverse effect on the Funds' ability to realize its investment objectives. In addition, the Managing Partner currently, and may in the future, manage other investment funds besides the Fund and the Managing Partner may need to devote substantial amounts of their time to the investment activities of such other funds, which may pose conflicts of interest in the allocation of the time of the Managing Partner. Limited Partners generally have no right or power to take part in the management of the Fund, and as a result, the investment performance of the Fund will depend on the actions of the General Partner. In addition, certain changes in the General Partner or circumstances relating to the General Partner may have an adverse effect on the Fund or one or more of its portfolio companies including potential acceleration of debt facilities.

Although the General Partner will monitor the performance of each Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate such portfolio company on a day-to-day basis. Although the Fund generally intends to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with the Fund's objectives.

Lack of Liquidity

There is no liquidity for Fund interests. They have not been registered under the Securities Act or any other applicable securities laws. There is no public market and none is expected to develop. In addition, transfers are not permitted except with the consent of the General Partner, which may be withheld by the General Partner in its sole discretion, and subject to the terms and conditions of the Partnership Agreement of the Fund. Consequently, Limited Partners are not likely to be able to liquidate their investments prior to the end of the Fund's term.

Risk Arising from Provision of Managerial Assistance

The Funds will use commercially reasonable efforts to structure investments so that the Fund will qualify as a venture capital operating company, or VCOC, within the meaning of regulations promulgated under ERISA. This requires that the Fund obtain rights to participate substantially in and to influence substantially the conduct of the management of the majority (valued at cost) of the portfolio companies. The Funds typically will designate directors to serve on the boards of directors of portfolio companies. The designation of board members and other representatives and the exercise of other management rights could expose the assets of the Fund to claims by a portfolio company, its security holders or its creditors, including claims that the Fund is a controlling person and thus is liable for securities laws violations by a

portfolio company. These measures also could result in claims against, or liabilities to, the Fund in the event of the bankruptcy or reorganization of a portfolio company; could result in claims against the Fund if the designated directors violate their fiduciary or other duties to a portfolio company or fail to exercise appropriate levels of care under applicable corporate or securities laws, environmental laws or other legal principles; and could expose the Fund to claims that it has interfered in management to the detriment of a portfolio company. While Egis intends to manage a Fund in a way that will minimize the exposure to these risks, the possibility of successful claims cannot be precluded.

Uncertain Timing and Amounts of Distributions

No assurance can be given as to the timing or amount of any distributions. Partners will not begin to receive significant cash distributions, if at all, until the Fund makes a significant number of investments and such investments themselves result in distributions to the Fund or are sold or otherwise liquidated by the Fund. There is no assurance that a portfolio company, once the Fund has invested in it, will operate profitably and that the Fund's interest in such company will have economic value. Moreover, there is a limited market for the sale or disposition of the types of portfolio company investments in which the Fund will invest. There can be no assurance that portfolio companies will generate cash flow available for distribution to the Fund and its Partners, or that the Fund will be able to liquidate its investments on favorable terms.

Potential Conflicts of Interest

Investors should be aware that there may be occasions where Egis and its affiliates encounter potential conflicts of interest in connection with the Fund's activities. Egis and its affiliates may engage in activities involving security and protection, including financial advisory activities and investment activities that are independent from, and may from time-to-time conflict with, that of the Fund. In the future, there may arise instances where the interests of Egis and its affiliates conflict with the interest of the Fund and its Partners. The General Partner will continue to devote such time and attention to the Fund as is required to discharge their duties relating thereto. Also, as a result of existing investments and activities, the General Partners and their affiliates may from time to time acquire confidential information that they will not be able to use for the benefit of the Fund.

Indemnification

Each Fund will be required to indemnify the General Partner, Egis and their affiliates and each of their respective members, officers, directors, employees, stockholders, shareholders or partners, for liabilities incurred in connection with the affairs of the Fund. Such liabilities may be material. For example, in their capacity as directors of portfolio companies the members, managers or affiliates of the General Partner may be subject to derivative or other similar claims brought by shareholders of such companies. The indemnification obligation of the Fund would be payable from the assets of the Fund, including the unpaid Capital Commitments of the Limited Partners.

Item 9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Egis or the integrity of Egis's management. There are no material legal or disciplinary events to disclose related to Egis's business or its management.

Item 10. Other Financial Industry Activities and Affiliations

- A. Egis is not affiliated with any particular broker-dealer, nor does Egis have personnel who are registered representatives of a broker-dealer.
- B. Neither Egis nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Advisor.
- C. Egis does not recommend or select other investment advisers. It does not receive compensation from any advisers or third parties.

Related General Partner

A limited liability company (the "General Partner") serves as general partner of the Funds, and the managing member of the General Partner is an entity owned by the Managing Partner and other partners. The Managing Partner also own and control Egis. For a description of material conflicts of interest created by the relationship among Egis and the General Partner, as well as a description of how such conflicts are addressed, please see Item 11 below.

Industry Advisory Board

Egis has engaged, and may in the future engage, certain Industry Advisory Board members (collectively, "Industry Advisory Board") in order to provide the General Partner, the Management Company and/or the Fund and their respective affiliates, as well as portfolio companies, with access to experienced professionals with expertise in specific areas, including operational matters. Industry Advisory Board members may provide services in such areas to one or more of Egis's or the Fund's portfolio companies and/or their respective affiliates. Members of the Industry Advisory Board will be compensated with carried interest received by the General Partner of the Fund. Industry Advisory Board members may provide services in such areas to one or more of Egis's or the Fund's portfolio companies and/or their respective affiliates. Any compensation, including fees, incentive equity or other stock awards, and any reimbursement of certain travel and other costs, received by members of the Industry Advisory Board may be paid by a portfolio company or prospective portfolio company (which payments are not included as "Transaction Fees") and will not result in offsets to or reductions of the Management Fee.

Please see Items 6 and 11 for a discussion of the potential conflicts which may arise with these Egis Affiliates and the policies and procedures Egis has adopted to address these conflicts.

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

Egis has adopted a written Code of Ethics that is applicable to all of its members, officers, and employees, as well as officers and employees of its affiliates and certain independent contractors (collectively, “Egis Personnel”). The Code of Ethics helps Egis detect and prevent potential conflicts of interest. The Code of Ethics, which is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (as amended, the “Advisers Act”), establishes guidelines for professional conduct and personal trading procedures, including certain pre-clearance and reporting obligations. While highly unlikely due to the nature of Fund investments, Egis Personnel and their households may purchase investments for their own accounts, subject to the terms of the Code of Ethics. Under the Code of Ethics, Egis Personnel are also required to file certain periodic reports with Egis’s Chief Compliance Officer as required by Rule 204A-1 under the Advisers Act.

A copy of the Code of Ethics is available to any client or prospective client upon written request to: Attn: Chief Compliance Officer, Egis Capital Partners LP, 35 Beechwood Road, Suite 2A, Summit, NJ 07901.

Egis or a company related to Egis serves as the investment adviser and general partner, respectively, to the Funds. Egis, its employees, and/or the General Partner of the Funds will have an investment in the Funds. Therefore, Egis may be considered to participate indirectly in transactions effected for those clients. The foregoing relationships, fees, and any other actual or potential conflicts of interest arising therefrom are disclosed in the respective Funds’ governing documents.

Item 12. Brokerage Practices

Egis focuses primarily on making investments in private securities, thus, they anticipate that investments in publicly traded securities will be infrequent occurrences (e.g., money market instruments pending investment in a portfolio company, securities held as a result of initial public offerings of portfolio companies, going-private transactions, etc.) Therefore, Egis does not engage in traditional brokerage transactions, utilize any soft dollar relationships with any broker, nor permit investors to stipulate the direction of brokerage. Also, as a private equity fund manager, Egis does not aggregate the purchase or sale of securities across the Funds. However, the Funds may co-invest together, with third parties through joint ventures, Investors or other entities (“Co-Investors”). Such investments may involve risks not present in investments where a Co-Investor is not involved, including the possibility that a Co-Investor may at any time have economic or business interests or goals which are inconsistent with those of the Funds, or may be in a position to take action contrary to the Fund’s investment objectives. In addition, there may be a limited amount of interests available for investing. Thus, the Funds may receive a limited offering due to the Co-Investors investing with the Funds. Also, Co-Investors may receive terms that are more advantageous than those received by the Funds. In the event that a portfolio company becomes publicly traded, Egis will develop and disclose appropriate procedures for trading, brokerage, soft dollars, trade aggregation, and any other trading or brokerage related issue relevant to the Firm at the time.

Item 13. Review of Accounts

Egis reviews the Funds' holdings on an ongoing basis, both informally and formally through meetings of Egis's Investment Committee, which is comprised of the firm's General Partner. Egis's Investment Committee works in conjunction with members of Egis's team of investment professionals to identify potential investments, and continues to monitor such investments once approved by the Investment Committee. Investment models and capital markets are monitored on a continuous basis. Egis personnel along with the Managing Partner prepare written quarterly reports and members of the Investment Committee review such reports before they are sent to investors. The quarterly reports contain a detailed list of holdings, performance review, and general market information.

Item 14. Client Referrals and Other Compensation

For details regarding economic benefits provided to Egis by non-clients, including a description of related material conflicts of interest and how they are addressed, please see Item 11 above.

While not a client solicitation arrangement, Egis may from time to time engage one or more persons to act as a placement agent for a Fund in connection with the offer and sale of interests to certain potential investors. Such persons generally will receive a fee in an amount equal to a percentage of the capital commitments for interests made by such potential investors to such Fund that are subsequently accepted. Placement fees are to be borne by the management company only and not the Funds.

Egis may receive directors' fees for serving on the boards of the portfolio companies in which Egis's Funds have invested. These fees are typically offset against the management fees paid to Egis by its Funds, except that such fees received by Egis's Industry Advisory Board and certain other unaffiliated persons appointed by Egis to sit as independent directors on a portfolio company board, may not be so reduced. Serving on boards of portfolio companies in which Egis invests Fund assets (and the receipt of compensation as a board member) may give rise to conflicts to the extent that an Egis representative serving as a director for such a company has a fiduciary duty to the company that potentially may conflict with the interests of Egis or its Funds. Egis addresses this potential conflict by requiring that all Egis representatives obtain prior approval from Egis before accepting a position on the board of a company in which an Egis Fund invests, and by seeking to ensure that such personnel serve consistently with the obligations applicable in each circumstance.

Egis may also receive Other Fees in the form of consulting fees from the portfolio companies in which its Funds invest. Such fees are generally paid in connection with management consulting services provided by Egis and its personnel. 80% of these fees are typically offset against management fees paid to Egis by its Funds.

Item 15. Custody

Certain Egis Affiliates have custody of certain Fund assets. An independent public accountant annually audits the Fund's financial statements. Each Fund and their Limited Partners receive annual audited financial statements from the Fund's auditor. Cash and certain other assets are custodied with a qualified custodian, in accordance with the requirements of Rule 206(4)-2 of the Advisers Act. For those Fund assets held by a qualified custodian, the qualified custodian sends statements to the relevant Fund at least quarterly in accordance with Rule 206(4)-2. Egis also prepares and sends quarterly financial statements to the Limited Partners in each of the Funds for the first three quarters of each fiscal year.

Item 16. Investment Discretion

In accordance with the terms and conditions of the governing documents, and subject to the direction and control of the General Partner of each Fund, the Advisor generally has discretionary authority to determine, without obtaining specific consent from the Funds or its limited partners, the securities and the amounts to be bought or sold on behalf of the Funds, and to perform the day-to-day investment operations of the Funds.

Item 17. Voting Client Securities

The Funds seek opportunities to acquire majority and minority control positions in portfolio companies. As such, Egis actively seeks to influence the management of such portfolio companies and exercises voting rights in such companies on behalf of the Funds. Investors in the Funds cannot direct Egis's vote with respect to any particular situation. The voting securities held by the Funds generally entail large or controlling interests of private companies. Unlike the limited voting rights attributable to publicly traded securities, the Funds generally have broad voting authority on a wide range of matters affecting these private companies. Egis and its personnel vote such interests, on behalf of the Funds, in the economic interests of the applicable Fund.

Egis does not typically handle public security proxies. In the event that a Fund delegates authority to Egis to vote any proxies that may arise in connection with a public security, Egis will vote such proxies in a manner consistent with its proxy voting guidelines and Egis's fiduciary obligations. Generally, Egis will cast proxy votes in favor of proposals that maintain or strengthen the interests of shareholders and management or that increase shareholder value. Egis considers other factors as set forth in Egis's policies and procedures. Egis may depart from its guidelines in order to avoid voting decisions believed to be contrary to the best interests of Egis's Funds.

Clients may discuss proxies and/or receive a copy of Egis's voting policies and guidelines by calling Egis at 973-994-0606.

Item 18. Financial Information

This Item requires investment advisers to provide certain financial information or disclosures about their financial condition. Egis does not require prepayment of fees six months or more in advance. Therefore, it is not required to include a balance sheet with this Brochure. Egis has no financial hardships or other conditions that might impair its ability to meet its contractual obligations to its Funds. Egis has not been the subject of a bankruptcy proceeding.