

**Brochure**

**Central Park Advisers, LLC**

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**New York, NY 10019**

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**November 2023**

This Brochure provides information about the qualifications and business practices of Central Park Advisers, LLC. If you have any questions about the contents of this Brochure, please contact us at (212) 317-9200. 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.

Central Park Advisers, LLC is a registered investment adviser. Registration does not imply any level of skill or training.

Additional information about Central Park Advisers, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

Since its most recent annual update in March 2022, changes made to this Brochure, in March 2023 include:

- Minor changes and updates to the descriptions under Advisory Business (including AUM update), Performance-Based Fees and Side-By-Side Management (regarding allocation) Methods of Analysis, Investment Strategies and Risk of Loss (regarding market risk) and Other Financial Industry Activities and Affiliations and Client Referrals and Other Compensation (to reflect integration into Macquarie (as defined below)); and
- Other non-material changes.

In October 2023, this Brochure was further updated to delete any references to a possible transfer of the advisory business of Central Park Advisers, LLC to an affiliate, and to provide that Access Funds or Funds of Funds (each as defined below) may invest in affiliated funds.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting our Operations group at [MAMWSOperations@macquarie.com](mailto:MAMWSOperations@macquarie.com).

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## Item 4 – Advisory Business

Central Park Advisers, LLC (“CPA”), a wholly owned subsidiary of Central Park Group, LLC (“CPG”), was founded in 2006. On March 11, 2022, the equity interests in CPG were acquired by Macquarie Management Holdings, Inc. (“Macquarie”). CPA continues to operate as a wholly-owned subsidiary of Macquarie.

CPA is an investment advisory firm specializing in the development of alternative investment strategies. CPA primarily provides investment management services as discretionary manager to pooled investment vehicles (“Funds”) and not individually to Fund investors. CPA has historically acted as adviser to Funds which invest substantially all of their assets in a specified, unaffiliated underlying fund (an “Access Funds”) or multiple unaffiliated underlying funds (a “Fund of Funds”). CPA also has acted as adviser to a Fund that is actively managed by an unaffiliated third-party sub-adviser (the “Sub-Advised Fund”) and may enter into similar arrangements in the future. Certain of the Funds are “Registered Funds”, i.e., Funds that are registered as closed-end management investment companies under the Investment Company Act of 1940, as amended (the “1940 Act”). CPA currently does not serve, and does not expect to serve, as investment adviser to any mutual fund. The information below is correct as of December 31, 2022, but is subject to change.

**Access Funds and Fund of Funds.** CPA provides investment advisory services to “Access Funds” and “Fund of Funds”, which are funds that invest substantially all of their assets in an underlying fund or funds that are managed by another party. The general partner, managing member or adviser to the underlying fund may be affiliated with CPA, as described in the applicable fund’s offering documents. The underlying funds may include hedge funds, private equity funds, private credit funds, real estate funds, fund of funds or other similar investment funds. The individual needs of the investors in the Access Fund or Fund of Funds are not the basis of investment decisions by CPA. Investment advice is provided directly to the Access Fund or Fund of Funds and not individually to Fund investors.

**Registered Funds and Fund of Funds.** CPA may serve as the investment advisor of one or more registered funds (“Registered Funds”) and fund of funds (“Registered Fund of Funds”). CPA is responsible for the investment and reinvestment of the assets of the Registered Funds and Registered Fund of Funds in accordance with the investment policies and restrictions of the applicable Registered Fund or Registered Fund of Fund, subject to the supervision of the Registered Fund’s or Registered Fund of Fund’s Board of Directors. In the case of the Sub-Advised Fund, CPA has delegated the investment management of such Registered Fund to a third-party sub-adviser. The individual needs of the investors in the Registered Funds and Registered Fund of Funds are not the basis of investment decisions by CPA. Investment advice is provided directly to the Registered Fund or Registered Fund of Fund, as the case may be, and not individually to the Fund’s investors.

**Other Clients.** CPA may provide similar investment advice to other private investment funds, registered funds, or separately managed accounts in the future (such persons, together with the Funds, being referred to as “Clients”). In addition, CPA may provide non-discretionary investment advice to individuals and small institutions in connection with

investing in alternative investments. In the event such advice involves investing in a Fund where CPA is an adviser, CPA would generally not receive any separate or additional compensation for such advice.

**Investment.** CPA may invest, either directly or indirectly, in a select group of alternative investment funds that invest in a wide range of instruments, including, but not limited to, publicly traded and private domestic and foreign equities and equity-related instruments, options, futures, real estate, foreign exchange, forward contracts, loans, commodities, fixed income and other debt instruments and utilize both over-the-counter and exchange traded instruments (including derivative instruments), trade on margin and engage in short sales.

**Investment Program.** CPA provides discretionary investment advice consistent with the investment objectives, policies, restrictions and investment program described in the offering documents for a Fund and does not tailor such advice to Fund investors. CPA may provide non-discretionary advice to certain Clients regarding the decision to invest in a particular Fund but would not be separately compensated.

**Wrap Fee Programs.** CPA does not participate in any wrap fee programs.

**Assets Under Management.** As of 12/31/2022, CPA had \$4,407,801,145 discretionary assets under management and \$0 non-discretionary assets under management.

## Item 5 – Fees and Compensation

**Registered Funds and Fund of Funds.** For providing certain management and administrative services to Registered Funds and Registered Fund of Funds, CPA receives directly from each Fund a monthly or quarterly fee, as applicable, based on the net assets or capital commitments of the Fund, in accordance with the investment advisory or similar agreement applicable to that Fund and as disclosed in each Fund's offering documents. These fees are not negotiable by investors in the Registered Funds and Registered Fund of Funds but are subject to periodic renewal by the Fund's Board of Directors. For Registered Funds and Registered Fund of Funds, CPA does not receive any fees in advance of providing services and management fees are payable in arrears. Additionally, Registered Funds and Registered Fund of Funds may pay a fee to placement agents, distributors, sub-placement agents, dealers or selling agents out of the net assets of certain designated Fund shares or "units" based on the net asset value or capital commitments of such units as disclosed in a Fund's offering documents.

**Access Funds and Fund of Funds.** With regard to the Access Funds and Fund of Funds, CPA's fees are based on the services it provides, the amount contributed or committed by investors and whether there is a financial intermediary, all of which is set forth in the confidential offering memorandum for the applicable Fund. Generally, CPA will, as described in each Fund's offering documents, receive an asset-based fee directly from a Fund based on assets under management or capital commitments, and, in certain cases, an incentive allocation based on net new profits, subject to a high-water mark. In the event that CPA has received any fees in advance of providing services, it will, upon termination of its services, pro-rate and refund any excess amount.

These fees are generally not negotiable by investors in the Access Funds.

As disclosed in the applicable offering documents, CPA and its affiliates pay from their own resources compensation to affiliated persons and brokers or dealers in connection with the sale and distribution of shares, units or interests in the Funds described above. Additionally, CPA or its affiliates may pay from their own resources, a servicing fee to a distributor and to other selected securities dealers, placement agents and other financial industry professionals for providing ongoing broker-dealer services in respect of clients to whom they have distributed shares or interests. Such compensation arrangements present potential conflicts of interest. See Item 14.

Investors in CPA's Funds are generally qualified purchasers as defined in Section 2(a)(51) of the 1940 Act; except that investors in Registered Fund of Funds need only be accredited investors as defined in Regulation D of the Securities Act of 1933, as amended. In the case of the Sub-Advised Fund, as a Registered Fund that is also registered under the Securities Act of 1933, it will not need to limit investors to accredited investors; however, since the sub-adviser is to receive a fee based on the performance of the Fund, investors must be qualified clients as defined in Rule 205-3 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"). The Funds themselves are typically qualified purchasers.

The specific manner in which fees are charged by CPA is established in a Fund's written agreement with CPA.

Management fees and incentive fees/allocations are exclusive of brokerage commissions, transaction fees, administration, custody, and other related costs and expenses which shall be incurred by the Client. For Registered Fund of Funds, Fund of Funds and Access Funds, investors typically pay management fees, incentive fees/allocations, if any, and expenses at the Fund level but also indirectly bear underlying fees, expenses and allocations at the underlying fund level. Funds may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds, exchange traded funds, hedge funds, private equity funds also charge internal management fees and, if applicable, incentive based compensation, which are disclosed in a fund's prospectus or offering documents. Clients and Fund investors may also be charged account maintenance fees by their broker dealer. Such charges, fees and commissions are in addition to CPA's fees.

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

In some cases, CPA has entered into performance-based fee arrangements with qualified clients. CPA will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In the calculation of performance-based fees, CPA will include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for CPA to recommend investments which may be riskier or more speculative than those which

would be recommended under a different fee arrangement. If CPA advises more than one account with a similar strategy, one account with a performance fee/allocation and another account with another fee structure (e.g., flat fee, asset-based fee, etc.), CPA may have an incentive to favor the performance fee/allocation account. Currently, CPA does not have any such circumstance. As more fully described below, CPA has procedures designed and implemented to ensure that all clients are treated fairly and equally, in light of the applicable account's requirements, objectives and circumstances, and to prevent this conflict from influencing the allocation of investment opportunities among clients. This potential conflict of interest is mitigated with respect to each Access Fund however, since the Access Fund will generally only invest in one class of the underlying fund.

CPA has an allocation policy to address situations where CPA (or funds managed by affiliates of CPA where such funds are managed by the same portfolio managers as the Funds (a "Related Fund")) would like to subscribe or commit larger amounts of money in individual investment opportunities than is available or offered or where CPA (or such affiliate) would like to redeem more interests than the issuer is offering liquidity for (each, a "Limited Opportunity"). Prior to the time a Limited Opportunity is allocated, CPA must decide whether a particular Limited Opportunity is appropriate for more than one Fund client or Related Fund by considering numerous factors, such as: the applicable Funds' or Related Funds' mandate, size (assets under management or commitments), composition, available cash, liquidity needs and regulatory limitations. If it is determined that a Limited Opportunity is suitable for a given Fund or Related Fund, CPA will determine how much it would like to invest in the Limited Opportunity on behalf of each Fund. Once a proposed investment decision has been determined for each suitable Fund, all investment requests for a Limited Opportunity will be aggregated into one amount to determine if the aggregated investment requests exceed the available capacity in the Limited Opportunity. In instances where a Limited Opportunity will not meet the entire aggregated amount, CPA will employ a set of established principles it considers fair and equitable under the particular circumstances. This may include pro rata allocation, giving priority to Fund of Funds over Access Funds, preference to single fund sponsor Funds, or waiver of immaterial allocations. Any situation not specifically addressed in the policy must be approved by the Chief Compliance Officer of CPA or his designee.

As a general rule, the decision to redeem from a Limited Opportunity is an investment decision based upon facts and circumstances of the applicable Funds or Related Fund. If more than one fund elects to redeem from a Limited Opportunity but the Limited Opportunity is unable to satisfy the redemption requests of all funds, redemptions generally will be determined pro rata based on position size, and relative assets under management or commitments.

## **Item 7 – Types of Clients**

Generally, CPA's clients are registered investment companies, private investment funds and qualified purchasers.

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

Investing in securities involves risk of loss that Clients should be prepared to bear. See Risk Considerations below.

**Process.** The investment process for a Fund generally consists of: setting an investment objective, strategy selection, manager research and selection, risk management, and verification/monitoring.

Setting an investment objective and parameters consists of: identifying a theme or strategy and determining a manager whom CPA thinks may execute against such theme or strategy.

In the case of Fund of Funds, asset allocation includes: determining, among other things, appropriate liquidity and capacity.

Manager research and selection consists of: identifying a manager universe, defining attributes and assessing competitive edge, analyzing fund information and investment track records and conducting investment and operational due diligence.

In selecting underlying funds for Access Funds, Fund of Funds and Registered Fund of Funds, CPA will rely on, among other things, the results of the due diligence it conducts, communications it has with industry contacts, third party background checks and publicly available information. CPA also may retain consultants to assist in the investment decision-making process.

**Risk Considerations.** Alternative investments are speculative and involve substantial risks. It is possible that investors may lose some or all of their investment.

Alternative investments may not be appropriate for all investors. The risks associated with alternative investments arise from several factors, depending on the specific type of investment.

Some alternative investments:

- Use leverage and other speculative strategies that may increase the risk of loss
- Are impacted by fluctuations in interest rates, currency values or credit quality
- Do not provide periodic pricing or valuation information to investors
- May delay distribution of important tax information
- May charge high fees
- May provide limited or no liquidity

Before investing in a Fund, a Fund investor should review the detailed explanation of risks as well as all other information in the offering materials. CPA does not provide tax or legal advice.

There are risks associated with investing in alternatives, including hedge funds, funds of funds, private equity and real estate. There is no assurance that objectives will be achieved or that an investment program will be successful. Risks typically associated with hedge funds and fund of funds include investments in short sales, options, small cap stocks, “junk bonds”, derivatives, futures, foreign exchange, options, forward contracts, commodities, distressed securities, non-U.S. securities and illiquid investments. Investors in Funds of Funds bear management fees as well as other fees, incentive allocations, carried interests, if any, and expenses imposed by the Funds of Funds as well as those of the underlying funds. Investors in Access Funds bear an additional layer of fees and expenses. Private equity Access Funds and Registered Funds of Funds may involve capital

calls that may be made on short notice and failure to meet the capital calls can result in consequences including, but not limited to, a total loss of investment. Risks relating to real estate include debt, changes in general economic or local market conditions, changes in government, tax, real estate and zoning laws.

All investments in securities involve risk of the loss of capital. Market risks, including political, regulatory, market, economic and social developments, and developments that impact specific economic sectors, industries or segments of the market, can affect the value and liquidity of a Fund's investments in underlying funds and their investments. In addition, turbulence in financial markets and reduced liquidity in equity and/or fixed-income markets may negatively affect underlying funds and issuers, which could adversely affect a Fund. These risks may be magnified if certain events or developments adversely interrupt the global supply chain, and could affect companies worldwide. Recent examples include: pandemic risks related to the novel coronavirus ("Covid-19") and the aggressive measures taken worldwide in response by governments and businesses; geopolitical consequences arising from Russia's invasion of the Ukraine; and economic consequences occasioned by fiscal tightening, widespread inflation and attempts to contain it, and possible recession in various countries. For private capital investment funds, market risks, including political, regulatory, market, economic and social developments, and developments that impact economic sectors, industries or segments of the market, can affect the value of a Fund's investment in investment funds its underlying investments, the timing of realizations, the availability of credit and the length of time certain investments may be held.

Alternative investments are sold to qualified investors only by a confidential offering memorandum or prospectus. Alternative investments provide limited or no liquidity and include, among other things, the risks inherent in investing in securities, futures, commodities and derivatives, using leverage and engaging in short sales. An investment in an alternative investment fund is speculative, involves substantial risks, and should not constitute a complete investment program. An alternative investment fund may be highly leveraged and the volatility of the price of its interests may be significant. Alternative investments may involve complex tax structures and there may be delays in distributing important tax information.

CPA is not limited in respect of the types of investment strategies utilized by the underlying funds it selects, in the case of Funds of Funds. Fund assets may be deployed utilizing whatever investment strategies are deemed appropriate under prevailing economic and market conditions as permitted by each Fund's stated investment objectives as set forth in each Fund's offering materials. For a more detailed discussion of risks, please refer to each Fund's offering documents.

## **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 CPA or the integrity of CPA's management. There are no legal or disciplinary events to report.

## Item 10 – Other Financial Industry Activities and Affiliations

An affiliate of Macquarie, Delaware Distributors, L.P. (“DDLDP”), an SEC-registered broker-dealer and member of the Financial Industry Regulatory Authority, acts as distributor or placement agent, as applicable, for the Funds advised by CPA and CPG’s registered personnel will be licensed through DDLDP.

As disclosed in the applicable Fund offering document, CPA or the placement agent for a Fund at the time of the offering of interests in such Fund, whether DDLDP or a predecessor, may receive a fee from a fund sponsor or an affiliate thereof based on the aggregate amount of assets or capital commitments that are invested in an underlying fund. Additionally, as disclosed in a Fund’s offering memorandum if applicable, a former senior advisor of an underlying fund sponsor was a member of the Board of Managers of CPG prior to the acquisition of CPG by Macquarie. CPG had granted restricted equity to the underlying fund sponsor in connection therewith. Further, CPA may receive compensation in connection with certain referrals of qualified purchasers to unaffiliated investment advisers.

Additionally, CPA and its affiliates or the Funds may pay or receive the fees and compensation described in Item 5.

Following the acquisition by Macquarie, CPA is an indirect wholly-owned subsidiary of Macquarie Group Limited (“MGL”), a global provider of banking, financial, advisory, investment and funds management services with various entities registered across the world, and, therefore, affiliated with various U.S. and non-U.S. investment advisers, broker-dealers, and pooled investment vehicles, among other financial entities. From time to time, CPA may enter into agreements and arrangements with certain MGL entities as is permitted under applicable law.

Through MGL’s ownership of CPA, DDLDP is likely to maintain affiliations with certain other broker-dealers. However, CPA does not have any relationships with an affiliated broker-dealer other than DDLDP that are material to CPA’s advisory business or its clients.

For additional information regarding our affiliates, please refer to Part 1A of CPA’s Form ADV. From time to time, CPA may engage in business activities with any of its affiliates, subject to our policies and procedures governing how we handle conflicts of interest. We may use our affiliates to provide other services to our clients to the extent permitted under applicable law. It is important to note that certain entities that are under common control with CPA provide investment banking services such as advising on merger and acquisition activity and the underwriting of initial public offerings and secondary offerings. Due to restrictions under the 1940 Act and certain client guidelines, this affiliation may result in clients not being able to participate in all transactions due to the involvement of a CPA affiliate in the transaction or in having the clients’ participation in the transaction structured in a different manner or otherwise altered in order to be consistent with applicable restrictions. Similarly, while CPA is not prohibited from executing transactions through its affiliates that operate as brokers and/or dealers, any such execution will be subject to applicable statutory, regulatory and client contracts and/or guidelines, which can ultimately result in the transaction being placed with

another broker-dealer or limiting certain aspects of the transaction (such as commission costs).

Additionally, portfolio and advisory employees of CPA and its affiliates may share information, perceptions, advice and recommendations about market trends, the valuation of individual securities, and investment strategies, except where prohibited by information barriers established by CPA or its affiliates or applicable law or regulation. Persons associated with CPA may have investments in securities that are recommended to clients or held in client accounts, subject to compliance with our policies regarding personal securities trading.

Finally, due to the global nature of MGL's and its affiliates' investment advisory activities throughout the financial industry, CPA and/or its affiliates may, at times, receive indirect economic benefits related to our advisory business as a whole, rather than any particular client (*e.g.*, a volume discount on costs associated with operation of services supplied by vendors).

## **Item 11 – Code of Ethics**

CPA's Code of Ethics is, among other things, designed to satisfy the requirements of Rule 204A-1 under the Advisers Act and Rule 17j-1 under the 1940 Act. It is designed, among other things, to address certain conflicts of interest, to guard against self-dealing or advantaging one Client over another, and to prevent the misuse of material, non-public information. It is also designed to set forth standards of conduct regarding CPA's fiduciary obligation to its investment advisory clients, and to address issues associated with the personal trading activities of a subset of employees defined as "access persons".

The Code, and any subsequent amendments, is provided to all employees of CPA who are subject to the Code and each such employee is responsible for acknowledging receipt.

Employees are required to promptly report any suspected violation of the Code. Violations of the Code may result in discipline, up to and including termination.

CPA will provide a copy of the Code to any Client or prospective Client upon request.

CPA and its affiliates may buy and sell securities or other investments for their own accounts and may have actual or potential conflicts of interest with respect to investments made on behalf of Clients. Such person may hold positions that are the same as the Clients', or different from the Clients', or made at a different time. In order to mitigate the possibility that Clients would be adversely affected by such personal trading, CPA has adopted procedures in respect of securities trading in the personal accounts of investment professionals and others who normally come into possession of information regarding the investments of Clients.

## **Item 12 – Brokerage Practices**

Currently, CPA acts as adviser only to Access Funds, Fund of Funds, Registered Funds of Funds and the Sub-Advised Fund. Accordingly, CPA does not typically directly select or recommend broker-dealers for client transactions, but may do so in certain circumstances such as, for example, in the instance of a security received as a distribution in kind by an underlying fund. With respect to Fund of Funds and Registered Fund of Funds, CPA has investment discretion over the selection of funds and determines which of these funds to invest in, withdraw from and allocate or reallocate capital to. All such transactions are made with the goal of meeting each Fund's investment objective, policies and restrictions.

## **Item 13 – Review of Accounts**

CPA will review the performance monthly or quarterly, as disclosed in the applicable Fund's offering documents.

Investors typically receive audited financial reports annually and unaudited performance reports at least semi-annually. In addition, investors may receive quarterly letters.

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

CPA affiliates and DDLP (or a predecessor placement agent for the Funds) may have entered into arrangements to be paid placement fees from an underlying fund sponsor. Such placement fees are typically one-time fees of between 0-3% that may be payable over 1-3 years and are based upon the assets or capital committed to a fund. In certain circumstances, placement fees may be ongoing. These payments may present a potential conflict of interest because CPA's affiliates may have an incentive to offer a Fund for which it receives compensation from an underlying fund sponsor or its affiliates. The offering documents of each Fund will disclose the potential conflict, if applicable.

Investors in a Fund may be charged a placement fee, sales commission or transaction fee or other similar upfront fee which will equal a percentage of the purchase price of the investor's investment in or capital commitment to a Fund. The placement fee, sales commission, transaction fee or other similar upfront fee will be paid by the investor and does not constitute assets of the Fund. Payment of all or a portion of the placement fee, sales commission, transaction fee or other similar upfront fee may be waived or rebated. CPA may compensate third-party securities dealers and other industry professionals for their ongoing servicing of clients to whom they have sold interests in a Fund and such compensation will be based upon a formula that takes into account the amount of client assets being serviced. CPA in its sole discretion may waive all or any portion of a management fee or incentive allocation with respect to a Fund investor in an Access Fund or Fund of Funds, including for the managing member of a Fund and for employees, officers, members and directors of CPA and its affiliates. These arrangements are disclosed in the applicable Fund's offering documents.

## Item 15 – Custody

Each Registered Fund for which CPA acts as adviser has a third-party custodian. For Access Funds and Fund of Funds, CPA complies with the applicable Custody Rule. Each Fund is audited annually. The audited financial statements of each Access Fund and Fund of Funds are to be distributed to such Fund's investors within 180 days following the end of such Fund's fiscal year. Fund investors generally receive capital accounts statements at least quarterly.

## Item 16 – Investment Discretion

CPA generally has investment discretion only on behalf of Funds and not individual Fund investors. The Fund's offering documents, investor certificate, investor application, limited liability agreement, investment management agreement and related agreements provide the general scope of the authority.

## Item 17 – Voting Client Securities

**Registered Funds and Fund of Funds.** CPA acts as adviser to Registered Funds of Funds. Fund investors will not have authority to direct CPA's vote with respect to underlying securities held by such Fund of Funds. Investments in the underlying funds do not typically convey traditional voting rights, and the occurrence of corporate governance or other consent or voting matters for this type of investment is substantially less than that encountered in connection with registered equity securities. On occasion, however, a Registered Fund of Funds may receive notices or proposals from the underlying funds seeking the consent of or voting by holders ("proxies"). Funds will delegate any voting of proxies in respect of portfolio holdings to the Adviser to vote each Registered Fund's proxies in accordance with CPA's proxy voting guidelines and procedures. In the case of the Sub-Advised Fund, voting of proxies has been delegated to the sub-adviser. In general, CPA believes that voting proxies in accordance with the policies described below will be in the best interests of the Registered Funds.

CPA will generally vote to support management recommendations relating to routine matters, such as the election of board members (where no corporate governance issues are implicated) or the selection of independent auditors. CPA will generally vote in favor of management or investor proposals that CPA believes will maintain or strengthen the shared interests of shareholders and management, increase value for investors and maintain or increase the rights of investors. On non-routine matters, CPA will generally vote in favor of management proposals for mergers or reorganizations and investor rights plans, so long as it believes such proposals are in the best economic interests of the Registered Funds. In exercising its voting discretion, CPA will 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 CPA, CPA will make written disclosure of the conflict to the "non-interested" Board Members of the Registered Funds indicating how CPA proposes to vote on the matter and its reasons for doing so.

Each Registered Fund of Funds generally intends to hold its interests in the underlying funds in non-voting form. Where only voting securities are available for purchase by a Registered Fund, in general, the Registered Fund will seek to create by contract the same result as owning a non-voting security by entering into a contract, typically at the time of or before the initial purchase, to relinquish the right to vote in respect of its investment.

**Access Funds and Fund of Funds.** If there is an issue to be voted on, the managing member, and not individual Fund investors, will determine how the Fund's interest will be voted.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. CPA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

