

referred Investor's investment in a Fund, in which case such payment will be made by iCapital Securities.

In respect of any Investors that elect to be treated as "Brokerage Limited Partners," iCapital will allocate a portion of the Management Fee it receives in respect of such Investors to certain broker-dealers or registered investment advisors for services provided by such broker-dealer or registered investment advisor to such Investor's account. Please refer to the applicable Fund's PPM for further details.

iCapital has entered into collaboration and services agreements with Fidelity Brokerage Services LLC and National Financial Services LLC (collectively, referred to as "Fidelity") pursuant to which the iCapital compensates Fidelity for providing certain administrative services in respect of investors who custody their investment in one or more iCapital Funds with Fidelity. The Fidelity investors subject to such arrangements will not bear any Fidelity custodial fees in respect of these assets. The fee, paid by an affiliate of iCapital, is typically a percentage of the net asset value an investor has in applicable iCapital Private Access Funds. Further, iCapital's affiliate, Institutional Capital Network, Inc., has committed to an annual marketing spend with Fidelity through which it will promote the iCapital network to Fidelity's platform of registered investment advisers and brokers. The existence of such compensation arrangements could create a potential conflict of interest. Any such compensation arrangement could create an incentive for Fidelity or any third party registered investment adviser or broker to recommend the interests in the iCapital Private Access Funds to investors where they might not otherwise make such recommendation.

Item 15: Custody

Advisers with custody of client funds and securities must maintain them with "Qualified Custodians" unless such advisers have custody of only certain privately offered securities as defined in Rule 206(4)-2(b)(2) of the Advisers Act. "Qualified Custodians" under the amended rule include banks and savings associations and registered broker-dealers.

However, advisers to fund-of-funds, which most of the Funds are categorized as, comply with the custody rule by: (i) having each Fund audited at least annually by an independent registered public accounting firm which is registered with the public company accounting oversight board; and (ii) distributing audited financial statements prepared in accordance with generally accepted accounting principles to all investors (or members or other beneficial owners) within 180 days of the end of the fiscal year of the Fund. For a Fund that is a fund-of-funds, iCapital will distribute the audited financial statements within 180 days of the end of the fiscal year to the Investors. For a Fund that is not a fund-of-funds, iCapital will distribute the audited financial statements within 120 days of the end of the fiscal year to the Investors.

Item 16: Investment Discretion

iCapital has discretionary authority to make investment decisions for the Funds. Generally, our authority is limited by our own internal policies and procedures, and each Fund's investment guidelines and other terms contained within the governing documents.

The investment guidelines governing the Firm's management of the Funds are specified under the limited partnership agreement, where investment limits are intended to minimize investment risk and maximize return.