

GLDUS132 EverWatch Financial
iCapital Advisors, LLC
Form ADV Part 2A
ICAPITAL ADVISORS, LLC
FORM ADV PART 2A
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March 30, 2018

This brochure provides information about the qualifications and business practices of iCapital Advisors, LLC ("iCapital"). If you have any questions about the contents of this brochure ("Brochure"), please contact us at [REDACTED].

The information in this Brochure has not been approved or verified by the United States

Securities and Exchange Commission ("SEC") or by any state securities authority. Additional

information about iCapital is also available on the SEC's website at www.adviserinfo.sec.gov.

iCapital is registered as an investment adviser with the SEC pursuant to the Investment Advisors

Act of 1940, as amended (the "Advisers Act"). Recipients of this Brochure should be aware

that registration with the SEC does not in any way constitute an endorsement by the SEC of an

investment adviser's skill or expertise. Further, registration does not imply or guarantee that a

registered adviser has achieved a certain level of skill, competency, sophistication, expertise or

training in providing advisory services to its clients.

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Item 2: Material Changes

This brochure amendment is made in connection with iCapital's annual updating requirement for

2018 and serves as an update to iCapital's brochure dated March 31, 2017.

This brochure contains

routine annual updates and clarifying changes to the prior brochure, an

update to Item 5 relating to

the collection of an investor servicing fee, an update to Item 8 relating to the scope of diligence

conducted on certain Funds, and an update to Item 14 relating to iCapital's business relationship

with Fidelity Brokerage Services LLC. In addition, in December 2017,

Institutional Capital Network,

Inc., the parent company of iCapital, acquired the U.S. private equity

access fund platform from the

Asset Management division of Deutsche Bank. iCapital took over as the investment manager of

these private equity access funds.

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iCapital Advisors, LLC ("iCapital", "we", "us" or "the Firm"), is a Delaware limited liability company that has been in business since May, 2014. We are wholly-owned by Institutional Capital Network, Inc. (the "Company") and have our principal place of business in New York, NY. iCapital Securities, LLC ("iCapital Securities"), is a broker-dealer primarily engaged in the private placement of securities and is registered with the SEC and a member of the Financial Industry Regulatory Authority. iCapital Securities serves as the Firm's private placement agent in respect of many Funds (as defined below) advised by iCapital and is also a wholly-owned subsidiary of the Company. For additional information on iCapital Securities, see Item 14 below. iCapital provides investment advisory services to each of iCapital Carlyle Property Investors Access Fund, L.P., iCapital-SV7, L.P., iCapital-SLP V Access Fund, L.P., iCapital-MSD Private Credit Opportunity II Access Fund, L.P., iCapital-BTAS IV Access Fund, L.P., BTAS IV Private Investors (U.S.), L.P., Invesco Venture Alpha Feeder Fund, L.P., Private Equity Select Master	

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Trust I, Private Equity Global Select Master Fund, Private Equity Global
Select Master Fund II,
Private Equity Global Select Master Fund III, Private Equity Global Select
Master Fund IV,
Private Equity Global Select Master Fund V, Private Equity Global Select
Fund VI (U.S.), L.P.,
Private Equity Global Select Fund VII (U.S.), L.P., Private Equity Asia
Select Master Fund, Private
Equity Asia Select Master Fund II, Private Equity Asia Select Fund III
(U.S.), L.P., Private Equity
Asia Select Fund III (International), L.P., Private Equity Asia Select Fund
IV (U.S.), L.P., Private
Equity Asia Select Fund IV (International), L.P., Opportunistic Real Estate
and Infrastructure
Select Fund (International) L.P., Opportunistic Real Estate and
Infrastructure Select Fund (U.S.),
L.P., Private Equity & Credit Opportunities Select Fund (U.S.), L.P.,
Private Equity & Credit
Opportunities Select Fund (International), L.P., Energy Select Fund (U.S.),
L.P., Energy Select
Fund (International), L.P., Credit Opportunities Access Fund
(International), L.P., Secondary
Opportunities Fund II Private Client Feeder Fund., KKR Credit Select Access
Fund (U.S.), L.P.,
6200 Hollywood Blvd. North, Dislocation Opportunities Access Fund (U.S.),
Dislocation
Opportunities Access Fund (International), Secondary Opportunities Fund III
Private Client
Feeder Fund (U.S.), L.P., Apollo Credit Select Access Fund (International),
L.P., BEP Private
Investors II GP, Ltd., BEP Private Investors II (International), L.P., BTAS
2015 Private Investors
(U.S.), L.P., BTAS 2015 Private Investors (International), L.P., KKR Credit
Select Access Fund II
(U.S.), L.P., Vista Software Select Access Fund (U.S.), L.P., Private Equity
Global Select II SICAR,
S.C.A., Private Equity Global Select IV SICAR, S.C.A., Private Equity Global
Select V S.C.A.,
SICAR, Private Equity Asia Select III S.C.A., SICAR, Private Equity & Credit
Opportunities
Select, iCapital-OrbiMed Royalty Opportunities II Access Fund, L.P.,
iCapital-KVV Access Fund,
L.P., iCapital-TEP Access Fund,
L.P.,
iCapital-TEP Non-U.S. Access Fund,
Structured Credit Recovery Access Fund, L.P.,
iCapital-2015 Vintage Access Fund,
iCapital-Apollo

L.P.,
iCapital-Warburg Pincus Private Equity XII Access Fund, L.P., iCapital-KV Seed C Access Fund,
L.P., iCapital-SH Access Fund, L.P., iCapital- HG Vora Access Fund, L.P., Royalty Investment
Fund Limited Partnership, iCapital Private Credit Access Fund, L.P., iCapital Arbitrage Fund, a
series of iCapital Global Access Partnership II, L.P., and Horizon Opportunities Fund, a series
of
(each of the foregoing, a "Private Access L.P., and International Growth Equity Fund and L.P.
iCapital provides investment
iCapital Global Access Partnership II, Fund"), along with iCapital MLP Fund, International Value Equity Fund, each a series of iCapital Global Access Partnership II, L.P.
(each a "Direct Investment Fund," each Private Access Fund or Direct Investment Fund, a
"Fund" and collectively referred to herein as the "Funds").
advisory services to the Funds and may provide investment advisory services to other
investment vehicles in the future. Investment advice is provided directly to the Funds, subject
to the discretion and control of the applicable general partner, and not individually to the
investors in a Fund. Each of the Funds is exempt from registration under the Investment
Company Act of 1940, as amended. The Funds' securities are not registered under the
Securities Act of 1933, as amended.
iCapital's advisory services primarily include identifying
underlying private equity or hedge fund managers with whom to invest the assets of its Private
Access Funds or identifying sub-advisors to assist iCapital in managing the Direct Investment
Funds. Each Fund is managed in accordance with the applicable Fund's confidential private
placement memorandum (the "PPM").
The Private Access Funds managed by iCapital were formed to pool investments of investors
for the purpose of
investing each such Fund's assets with private equity or hedge funds ("Underlying Funds") managed by third-party managers ("Underlying Managers")
that
are selected by iCapital. Each Underlying Fund has its own PPM ("Underlying Fund PPM"),
which includes important disclosures with respect to investment related risks, macroeconomic
considerations, fees and other potential conflict issues, and such other

disclosures as are
determined appropriate by the Underlying Managers. The Direct Investment
Funds primarily
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make investments directly in certain equity securities recommended by a sub-adviser (a "SubAdviser")

selected by iCapital in accordance with each such Fund's respective investment

objective and any investment guidelines, as set forth in that Fund's PPM.

These Funds permit investors to access leading private equity and hedge funds at investment

minimums which may be as low as \$100,000, as set forth in the applicable PPM.

Each Fund is managed only in accordance with its own investment objectives and restrictions

and is not tailored to any particular private fund investor (each an "Investor"). Since iCapital

does not provide individualized advice to Investors,

Investors should consider whether a

particular Fund meets their investment objectives and risk tolerance prior to investing. We do

not permit Investors in the Funds to impose limitations on the investment activity described in

the Funds' offering documents.

Information about each Fund can be found in its offering

documents, including its PPM and limited partnership agreement (the "LPA").

As of December 31, 2017 total discretionary assets under management were

\$4,014,735,581.86. Please note that for certain Funds, December 31, 2017 values were not

available from the Underlying Funds and as a result, assets under management for these Funds

are as of September 30, 2017.1

iCapital has included in its regulatory assets under management the assets of any clients for

which it (or one of its affiliates) serves as general partner.

Institutional Capital Network,

Inc., the parent of

iCapital, is owned by various persons,

including certain management persons and employees of iCapital, none of which own 25% or

more of the corporation.

Michael Stanton is iCapital's Chief Compliance Officer ("CCO").

Item 5: Fees and Compensation

Management Fee for the Funds:

iCapital will charge each Fund a management fee, generally charged quarterly in advance, equal

to the aggregate management fee assessed with respect to each Investor. The management fee

charged will typically range between 0.25% to 1.25% per annum, a portion of which, in respect

of the Direct Investment Funds only, is paid by iCapital or its affiliates to the applicable SubAdviser

for services provided by the Sub-Adviser. To the extent an Investor

withdraws or is
 withdrawn other than at the end of a calendar quarter, and the Investor
 prepaid the
 1 Funds with 9/30/2017 values are as follows: Private Equity Select Master
 Trust I, Private Equity Global Select Master Fund, Private Equity Global
 Select
 Master Fund II, Private Equity Global Select Master Fund III, Private Equity
 Global Select Master Fund IV, Private Equity Global Select Master Fund V,
 Private
 Equity Global Select Fund VI (U.S.), L.P., Private Equity Global Select Fund
 VII (U.S.), L.P., Private Equity Asia Select Master Fund, Private Equity
 Asia Select
 Master Fund II, Private Equity Asia Select Fund III (U.S.), L.P., Private
 Equity Asia Select Fund III (International), L.P., Private Equity Asia
 Select Fund IV (U.S.),
 L.P., Private Equity Asia Select Fund IV (International), L.P.,
 Opportunistic Real Estate and Infrastructure Select Fund (International)
 L.P., Opportunistic Real
 Estate and Infrastructure Select Fund (U.S.), L.P., Private Equity & Credit
 Opportunities Select Fund (U.S.), L.P., Private Equity & Credit
 Opportunities Select
 Fund (International), L.P., Energy Select Fund (U.S.), L.P., Energy Select
 Fund (International), L.P., Credit Opportunities Access Fund
 (International), L.P.,
 Secondary Opportunities Fund II Private Client Feeder Fund., KKR Credit
 Select Access Fund (U.S.), L.P., 6200 Hollywood Blvd. North, Dislocation
 Opportunities Access Fund (U.S.), Dislocation Opportunities Access Fund
 (International), Secondary Opportunities Fund III Private Client Feeder Fund
 (U.S.), L.P., Apollo Credit Select Access Fund (International), L.P., BEP
 Private Investors II GP, Ltd., BEP Private Investors II (International),
 L.P., BTAS 2015
 Private Investors (U.S.), L.P., BTAS 2015 Private Investors (International),
 L.P., KKR Credit Select Access Fund II (U.S.), L.P., Vista Software Select
 Access
 Fund (U.S.), L.P., Private Equity Global Select II SICAR, S.C.A., Private
 Equity Global Select IV SICAR, S.C.A., Private Equity Global Select V S.C.A.,
 SICAR,
 Private Equity Asia Select III S.C.A., SICAR, Private Equity & Credit
 Opportunities Select, iCapital Vintage II Access Fund, L.P., iCapital-SV7,
 L.P., Invesco
 Venture Alpha Feeder Fund L.P., iCapital- KV Seed C Access Fund, L.P.,
 iCapital- TEP Non-US Access Fund, L.P., iCapital- TEP Access Fund, L.P.,
 iCapitalKVV
 Access Fund, L.P., iCapital Private Credit Access Fund, L.P., iCapital- 2015
 Vintage Access Fund, L.P..

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management fee up through the end of that calendar quarter, such Investor will generally

receive a pro rata share of any management fee it prepaid for any quarter, based on the

Investor's date of withdrawal, unless the applicable Fund documents provide otherwise.

Notwithstanding the foregoing, iCapital in its sole and absolute discretion may elect to waive

or otherwise reduce the management fee attributable to any Investor.

Investor Servicing Fee:

In addition to the management fee described above, iCapital may be entitled to receive an investor

servicing fee from the Underlying Manager typically charged as a percentage of the Fund's aggregate

capital contributions. Typically, the General Partner of the Underlying Fund is responsible for

payment of the Investor Servicing Fee to iCapital. Investors should refer to the Fund's PPM for full

disclosure relating to all the fees an investor might be subject to or received by iCapital.

Payments to Underlying Managers:

In addition to the management fee described above, the Private Access Funds are generally

subject to their pro rata portion of any fees charged by the Underlying Funds. These fees

typically include a management fee, which generally ranges from 1% - 2% on an annual basis,

and in most cases an incentive compensation arrangement, which generally ranges from 10% -

20% of the capital appreciation in the Underlying Fund. In respect of the Underlying Funds that

are private equity funds, such Private Access Funds are often subject to a preferred return and

general partner catch-up.

In addition, each Fund will

fees,

indirectly bear its pro-rata share of

organizational expenses and other operational expenses and costs and expenses payable by the

Fund to the Underlying Fund. Furthermore, certain Underlying Funds will offset the amount of

any management fees payable by a Private Access Fund (and its other limited partners or

shareholders) by the amount of any transaction fees, break-up fees, commitment

underwriting fees, amendment fees, waiver fees, modification fees,

monitoring fees, consulting

fees, directors' fees, advisory fees, closing fees and other similar fees

received and retained by the Underlying Fund Manager (or any of its affiliates) in respect of such Underlying Fund. Investors should refer to the Underlying Fund PPMs for full disclosure relating to all the fees a Private Access Fund would be subject to in connection with its investment in an Underlying Fund.

Service Providers:

In connection with its management activities, iCapital may engage various service providers. Service providers to each Fund may be compensated as a fund expense (as described below) or may be compensated out of iCapital's fee. iCapital has engaged Dynasty Securities, LLC ("Dynasty") as a service provider for certain Funds. Dynasty may provide certain administrative, marketing and technical support services to iCapital and may receive fees typically ranging from .075% - .25% in relation to investors who are clients of Dynasty's network of financial advisory firms. Dynasty is an independent company, not affiliated with iCapital. There is no form of legal partnership, agency, affiliated or similar relationship between iCapital and Dynasty.

Organizational Expenses:

Each Fund will bear its own organizational and offering expenses. Such organizational and offering expenses generally include, but are not limited to, legal expenses, travel, accounting,

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filing, capital-raising and other expenses incurred in connection with the formation of the Fund

and the offering of the Interests (including costs associated with preparing and distributing

offering memoranda). These expenses may be subject to a cap based on the terms set forth in

each Fund's PPM. Please refer to the applicable Fund PPM for further details.

Fund Expenses:

The Private Access Fund will generally pay the costs and expenses of the Private Access Fund,

including without limitation: the management fee; organizational expenses; liquidation expenses

of the Private Access Fund; any sales or other taxes, fees or government charges which may be

assessed against the Private Access Fund; expenses and fees related to audits of the Private

Access Fund's books and records and preparation of the Private Access Fund's tax returns;

costs of preparing and distributing financial

statements and other reports to and other

communications with the Partners, as well as costs of all governmental returns, reports and

filings; any subsequent closing interest charged to the Private Access Fund in connection with

its admission to an Underlying Fund; extraordinary one-time expenses of the Private Access

Fund; all expenses relating to litigation and threatened litigation involving the Private Access

Fund,

including indemnification expenses; commissions or brokerage fees or similar charges

incurred in connection with the purchase or sale of securities;

legal, administrative (including any fees and expenses of the administrator for the

the costs and expenses

(including travel related expenses) of hosting meetings of the Partners, or otherwise holding

meetings or conferences with limited partners, whether individually or in a group; expenses

attributable to normal and extraordinary investment banking, commercial banking, accounting,

appraisal,

Private Access Fund related to the Private Access Fund or the General Partner), custodial and

registration services provided to the Private Access Fund and any expenses attributable to

consulting services, including in each case services with respect to the proposed purchase or

sale of securities by the Private Access Fund that are not reimbursed by the issuer of such securities or others (whether or not any such purchase or sale is consummated); and premiums for liability or other insurance to protect the Private Access Fund, the General Partner and any of their respective partners, members, employees, agents or affiliates in connection with the activities of the Private Access Fund. In addition to the foregoing costs and expenses, limited partners will indirectly bear the cost of the Private Access Fund's pro rata share of management fees, carried interest, organizational expenses, taxes, indemnification and other costs and expenses payable by the Private Access Fund as an investor in the Underlying Funds. Please refer to the applicable Fund PPM and/or Underlying Fund PPM for further details. The Direct Investment Funds will bear all the ordinary and extraordinary expenses in connection with the offering of its interests and operations, including without limitation: the cost of producing and distributing offering memoranda and other marketing and subscription materials; printing and mailing costs; filing and regulatory fees and expenses (including any costs and expenses in connection with regulatory filings and reports required to be made by a Direct Investment Fund, the applicable general partner or the Firm relating to such Direct Investment Fund), pricing and valuation fees and expenses (including the costs and expenses of valuation agents); accounting, custodial, administrative, legal, audit, bookkeeping and tax preparation fees and expenses (including fees and expenses of any administrator or custodian); computer software, licensing, programming and operating expenses; investment research and research-related products and services; data processing costs; consultant fees; tax, litigation and extraordinary expenses, if any, including, without limitation, indemnification, dispute stockholders, officers, directors,

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resolution, litigations and related legal
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fees and expenses; investment expenses whether
relating to investments that are consummated or unconsummated (e.g.,
expenses which, in the
determination of the applicable general partner, iCapital or any sub-
adviser, if appropriate, are
related to the investment of such Direct
Investment Fund's assets, such as brokerage
commissions, spreads, mark-ups on securities, interest expenses, custodial
and sub-custodial
transaction charges and any costs associated with collateral management);
insurance expenses,
bank charges, currency hedging costs; and other investment and operating
expenses. Expenses
borne by any such Direct Investment Fund for audit expenses, preparation of
the Funds' tax
returns and liquidation expenses of such Direct Investment Fund may be
subject to a cap as set
forth in the applicable Direct Investment Fund's PPM. Please refer to the
applicable Fund PPM
for further details.
iCapital will pay all overhead expenses, including its employees' salaries,
rent, utilities, etc.

Item 6: Performance-Based Fees and Side by Side Management
iCapital may charge the Funds a performance-based fee or carried interest to
its Investors.
Performance-based compensation may
create an
incentive for
iCapital to make more
speculative investments than would otherwise be made or make decisions
regarding the timing
and manner of realization of
investments differently than if such compensation were not
received. In addition, a Private Access Fund will bear its pro rata share of
management fees,
performance fees, carried interest or other expenses charged by an
Underlying Fund. Please
refer to the iCapital and applicable Underlying Funds' PPM for further
details and methods of
calculating the fees charged to the applicable Private Access Fund.

Item 7: Types of Clients
The Clients of iCapital are the Funds. The Funds rely on an exemption from
the definition of
"investment company" under Section 3(c)(7) or Section 3(c)(1) of the
Investment Company
Act, which requires that its securities are to be held exclusively by
"Qualified Purchasers" as

defined in the Investment Company Act.
iCapital offers interests in the Funds pursuant to Regulation D and Regulation S under the 1933 Act. Investors in the Funds may include high net worth individuals and estate planning vehicles as well as a variety of institutional investors (e.g., employee benefit plans, endowments, foundations, corporations and other types of entities and other corporations or businesses) meeting the terms of the exceptions and exemptions under which the Funds operate and wishing to invest in accordance with a particular Fund's investment objective.
iCapital does not have a minimum size for a Fund, but the minimum investment commitment in a Fund is generally \$100,000 or \$250,000 depending on the Fund, although iCapital has the authority to accept subscriptions for a lesser amount.
iCapital may from time to time enter into letter agreements or other similar agreements (collectively, "Side Letters") with one or more investors or shareholders of a pooled investment vehicle which provide such investor or shareholder(s) with additional and/or different rights (including, without limitation, with respect to management fees, the performance allocations, withdrawals, access to information and additional capacity offered by the third-party managers, minimum investment amounts and liquidity terms) than such shareholder(s) or investors have pursuant to general terms of such pooled investment vehicle. iCapital will not be required to notify any or all of the other investors or shareholders of any such written agreements or any of the

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rights and/or terms or provisions thereof, nor will iCapital be required to offer such additional and/or different rights and/or terms to any or all of the other investors or shareholders.

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

Underlying Fund Manager/Sub-Adviser Selection:

The Private Access Funds' primary investment objective will be to allow investors to gain

exposure to select fund managers at significantly lower investment minimums than would be

required for a direct

leveraging our sourcing advantages and employing an ongoing "bottom-up" diligence approach.

The Direct Investment Funds'

portfolio management by a variety of Sub-Advisers selected by iCapital.

Bottom-up Diligence (Private Equity Funds):

iCapital's due diligence team is focused on conducting investment, operations, and legal due

diligence on the Private Access Fund offerings made available on iCapital's platform. iCapital's

due diligence process comprises three stages. In the initial quantitative phase of evaluation,

iCapital reviews the forward calendar of funds coming to market to develop market maps

across the various private equity strategies (buyouts, growth capital, mezzanine, etc.)

to

identify funds likely to be appealing to iCapital's network. At this stage, iCapital also identifies

fundraising schedules and targets and compares performance against benchmarks and against

specific managers in the pipeline.

Once iCapital has isolated funds coming to market in the ensuing 18 months, iCapital proceeds

to the second phase of the due diligence process. During this phase, iCapital conducts a

comprehensive evaluation of the manager's track record, a detailed benchmarking analysis, and

a thorough review of the competitive landscape.

iCapital has an initial meeting with the

investment team and seeks to analyze the fund's investment strategy, review the quality and

competency of the investment team, and understand the market outlook. Before meeting with

a manager, iCapital's diligence team spends a significant amount of time evaluating data room

materials provided by the manager. They prepare an agenda with a thorough

list of questions.

Also, during this phase of diligence, iCapital does a complete review of the fund's PPM, LPA, and ancillary marketing materials. Finally, iCapital makes reference calls to understand market

positioning, team stability and depth, and market demand.

iCapital's due diligence comprises both qualitative and quantitative components. The qualitative

manager assessment generally includes a full-day onsite during which iCapital meets with the

manager's investment, operational, and legal professionals. iCapital aims to cover many

different topics during these meetings, including team depth and stability, investment strategy

and marketing positioning, competitive landscape, discussion of poor investments and lessons

learned. iCapital

leverages these meetings, the review of the list

the managers' due diligence

questionnaire, and responses to any additional questions, to evaluate the fund relative to its

peers with a focus on assessing the team in the context of its depth, diversity, and longevity.

iCapital assesses the manager's compensation structure to ensure alignment of iCapital conducts both on the list and off

interest.

reference calls to contacts including

executives at portfolio companies, peer firms, institutional LPs, former employees, and service

providers such as bankers and lawyers.

iCapital's quantitative analysis

is focused on performing a comprehensive track record

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investment in any Underlying Fund. iCapital will accomplish this by investment objective is to provide its investors access to

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assessment. In this evaluation, iCapital looks at internal rate of return ("IRR"), multiple on invested capital ("MOIC"), distributions to paid-in ("DPI"), and residual value to paid-in capital (RVPI). iCapital looks at the dispersion of returns, benchmark performance, the loss ratio, partner attribution on individual deals, investment pacing, cumulative contributions, and other inputs.

Finally, iCapital does a comprehensive review of the fund terms and ensures that the terms are in line with similar strategies and follow market standards. Upon completion of the review, iCapital prepares a detailed due diligence report outlining the findings with a summary of strengths and weaknesses. The due diligence report is presented to iCapital's Investment Committee for approval and a unanimous vote of the Investment Committee is required for any investment opportunity to be marketed to our network.

Bottom-up Diligence (Hedge Funds):

The Hedge Fund Private Access Fund selection process encompasses five stages. In the first stage, iCapital investigates market opportunity and platform needs. iCapital seeks to identify strategies which are best suited for the current market environment. In particular, iCapital endeavors to add managers that are able to take advantage of a unique opportunity that a market dislocation might present. From a platform needs perspective, iCapital seeks to maintain an offering of 2 to 3 managers within each of the key hedge fund strategy buckets, across a diverse mix of fund manager profiles. As part of this process, iCapital is continually examining the peers of existing funds to better understand the markets and strategies.

At the second stage of the diligence process iCapital aims to identify managers to evaluate more closely. iCapital builds a peer group universe, leveraging iCapital's entire sourcing capability, to identify managers with strong performance track records, including looking at return, volatility and drawdowns.

The third stage of the diligence process is designed for iCapital to conduct initial diligence on select managers. As part of the initial due diligence iCapital will hold a meeting or conference call, followed by in-person meetings at the manager's or iCapital's offices.

In these meetings, iCapital seeks to understand the quality and stability of the investment team, the strength of the organization, the past drivers of the track record and the stability of the performance going forward.

In the fourth stage, iCapital proceeds with a diligence deep dive. iCapital makes all investment and fund selection decisions but has engaged Castle Hall Alternatives Inc. ("Castle Hall") to assist in hedge fund due diligence. Castle Hall performs an independent evaluation of the manager from an investment and operational due diligence perspective. Castle Hall's diligence process usually takes four to six weeks to complete.

In the last stage, if iCapital is comfortable with Castle Hall's due diligence findings, the manager will be presented to the iCapital Investment Committee. The due diligence report is presented to iCapital's Investment Committee for approval and a unanimous vote of the Investment Committee is required for any investment opportunity to be marketed to our network.

With respect to all of its diligence activities, while iCapital intends to conduct both investment and limited operational due diligence with respect to the Underlying Funds as part of the

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investment selection process and it believes its due diligence and

investment selection process

is thorough, there can be no assurance that the Underlying Funds selected will ultimately be

successful. Further, operational due diligence will be limited and will not consist of a full

forensic accounting or a detailed review of internal conflicts. Accordingly, there is the risk that

iCapital may not detect

conflicts of

interest,

fraudulent behavior or administrative or

operational weaknesses within the Underlying Funds that may give rise to substantial losses.

Private Access Funds: Custom Engagements

In certain cases, iCapital may be engaged by an Underlying Fund Manager or distribution agent

to facilitate access to an underlying investment vehicle. In such capacity, iCapital will create

and manage a Private Access Fund solely in an operational capacity to facilitate

such

investments and does not intend to conduct investment or operational due diligence with

respect to the underlying fund vehicle. Accordingly, there is the risk that iCapital may not

detect conflicts of interest, fraudulent behavior or administrative or operational weaknesses

within the Fund that may give rise to substantial losses.

References to "Fund" in the discussion of risks below shall mean any of the Private Access

Funds, Direct Investment Funds and/or Underlying Funds, as applicable.

Risk of Loss:

Investing in securities involves risk of loss that Investors should be prepared to bear. Investors

should consider the risks before investing in any Fund.

The list of risk factors below is not a complete enumeration or explanation of the risks

involved in an investment through iCapital or any of professional

investors are urged to consult their

memorandum and other legal documents of the particular Fund before deciding to invest.

Certain Risk Factors:

Potential Investors should carefully consider the risks of an investment in any Fund, which

include, but are not limited to, the risks outlined below. For the Private Access Funds such

risks include the detailed discussion with regard to risks and conflicts of interest generally applicable to the applicable Underlying Fund set forth in the Underlying Fund PPM. There can be no assurance that any Fund will be successful in achieving such Fund's investment objective or the strategies set forth in its PPM. Past results of any Funds, or any of the Underlying Managers or Sub-Advisers, are not necessarily indicative of the future performance of the Funds. There can be no assurance that a Fund's objectives will be achieved or that Investors will not lose their entire investment. Private investment funds generally involve various risk factors and liquidity constraints, a discussion of which is set forth in each Funds' offering documents, which will be provided to each prospective investor for review and consideration prior to investing. We strongly advise prospective investors to engage legal and tax counsel to review Fund offering documents prior to investing in any private investment fund. Investing in private investment funds is intended only for experienced and sophisticated investors who are willing to bear the high economic risks of the investment. Carefully review and consider potential risks before investing. Some of these risks include loss of all or a substantial portion of the investment due to leveraging or other speculative practices. Additionally, Investors may experience volatility of returns, a 10 the Funds it manages. Prospective advisers and review the offering

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potential lack of diversification, higher fees than those offered through more traditional

investment products (such as mutual funds), and lack of information regarding valuations and

pricing. Each prospective investor will be required to complete a subscription agreement for

any Fund in which it seeks to invest, pursuant to which the prospective investor shall establish

that he/she is qualified for investment in the Fund, and acknowledges and accepts the various

risk factors that are associated with such an investment.

The risks and conflicts of interest described in the Underlying Fund PPM with respect to the

Underlying Fund and an investment

therein apply generally

to a Private Access Fund.

Moreover, without limiting the application or generality of the foregoing, each Private Access

Fund will be either (A) a newly formed entity or (B) an entity with a limited operating history

(i) that will not be registered under the Investment Company Act, (ii) that will issue illiquid

securities that are not registered under the Securities Act or any other laws, (iii) that will not

register under the Exchange Act, (iv) the Interests of which will be subject to restrictions on

transfer, (v) which will not be permitted to make full or partial withdrawals from an Underlying

Fund pursuant to the terms of the Underlying Funds' governing agreement (except in very

limited circumstances) and

(vi) with respect to which, investors may lose the entire amount of their investment. The

returns of the Private Access Fund will depend almost entirely on the performance of its

investment in the Underlying Fund and there can be no assurance that the Underlying Fund will

be able to implement its investment objective and strategy. Certain ongoing operating

expenses of the Private Access Fund, which will be in addition to those expenses borne by the

Private Access Fund as an investor in the Underlying Fund (e.g., carried interest, management

fees, underlying fund expenses, organizational expenses and other expenses and liabilities

borne by investors in the Underlying Fund), generally will be borne by the Private Access Fund

and the Investors with a corresponding impact on the returns to the

Investors. Such additional expenses of the Private Access Fund will reduce the Private Access Funds' performance relative to the Underlying Fund. Pending investment in the applicable Underlying Fund, the Private Access Fund may invest a portion of its assets in short term interest bearing accounts which would not meet the Underlying Funds' overall return objectives. An investor in the Private Access Fund will have only those rights provided for in the PPM. iCapital is not the General Partner or manager of the Underlying Fund. None of any Private Access Fund, iCapital or any of their affiliates will take part in the management of the Underlying Fund or have control over its management strategies and policies. Each Private Access Fund is subject to the risk of bad judgment, negligence, or misconduct of the general partner or manager of the Underlying Fund and its affiliates. There have been a number of instances in recent years in which pooled investment vehicles investing in third-party funds have incurred substantial losses due to sponsor misconduct. The PPM will provide for indemnification of iCapital and its affiliates and certain other indemnified parties and any such indemnification (and the expense thereof) will be in addition to any indemnification granted under the Underlying Fund constituent documents. Investors in a Private Access Fund may receive in-kind distributions to the extent the Underlying Fund distributes securities in-kind to its investors and the securities or other assets so received in an in-kind distribution may not be marketable or otherwise freely tradable. With respect to any such securities or other assets distributed in-kind, the risk of loss and delay in liquidating these securities or assets will be borne by the Investors of the Private Access Fund, with the result that such Investors may receive less cash than reflected in the fair value of such securities as determined by iCapital pursuant to the offering documents.

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iCapital cannot predict
the timing and amounts of
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the capital contributions that will be
required to be made by Investors to any Private Access Fund. Such capital
contributions may
be called on an irregular basis, although as previously noted, iCapital will
require each Investor
to make a capital contribution to a Private Access Fund on or before the
date it is admitted to
a Private Access Fund (which amount will be held in escrow pending
acceptance of the
Investor's Subscription by iCapital). iCapital will provide written notice
of the exact size and
timing of the initial capital contribution in advance of the initial closing
of a Private Access
Fund. If an Investor fails to make a required capital contribution to a
Private Access Fund on its
due date (including, without limitation, recalls of distributed capital),
regardless of the reason
(including legal or other prohibitions),
iCapital may impose substantial penalties on such
in the
to its investment
Investor and use any available remedies to enforce the contribution
obligation. If a Private
Access Fund fails to make a capital contribution with respect
Underlying Fund when due, whether as a result of a default of an Investor or
otherwise, the
Underlying Fund may exercise various remedies against the Private Access
Fund, including
forfeiture of all, or a part of, its investment in the Underlying Fund,
which will have a material
negative impact on the return of the Private Access Fund as a whole.
By making the Private Access Funds available, neither iCapital nor any of
its affiliates is
providing investment advice or making any recommendation as to the
advisability of an
investment in a Private Access Fund or the Underlying Fund.
iCapital and its affiliates and
personnel are not required to devote all or any specified portion of their
time to managing the
Private Access Funds' affairs, or from engaging in any other business
activities, whether or not
competitive with a Private Access Fund. Each prospective investor in a
Private Access Fund
should consult with its own counsel and advisors as to all legal, tax,
financial and related
matters concerning an investment in the Private Access Fund.

No Recourse Against the Underlying Fund. Investors in a Private Access Fund will not be limited partners of the Underlying Fund, will have no direct interest in the Underlying Fund and will have no standing or recourse against the Underlying Fund, the Underlying Fund Manager, their respective affiliates or any of their respective advisors, officers, directors, employees, partners or members.

No Rights to Vote or Participate. In the event that there is an issue to be voted upon by the investors of any Underlying Fund, iCapital, and not the Investors in any Private Access Fund, will determine how a Private Access Fund's interest in the applicable Underlying Fund will be voted. In addition, Investors in any Private Access Fund will have no opportunity to participate directly in the day-to-day operations of such Underlying Fund.

Terms of the Underlying Fund. The terms of each Underlying Fund are subject to change. There can be no assurances that the partners of any Underlying Fund will not amend such Underlying Funds' governing agreement. Neither any Private Access Fund nor iCapital will have the ability to unilaterally block any amendment of any Underlying Funds' governing agreement. None of any Underlying Fund Manager, any Underlying Fund or iCapital will have any liability or responsibility to any Investor for any changes to the terms of the Underlying Fund. iCapital is under no obligation to revise or supplement the applicable PPM. notwithstanding any amendments to any Underlying Funds' governing agreement.

Repayment of Distributions. In the event any Underlying Fund is unable otherwise to meet its indemnification obligations, a Private Access Fund may be required to repay to such Underlying Fund or to pay creditors of such Underlying Fund, as applicable, distributions previously

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received by it. In addition, a Private Access Fund may be required to pay to an Underlying Fund

amounts that are required to be withheld by the Underlying Fund for tax purposes. A Private

Access Fund may require Investors to return to the Private Access Fund all or part of any

distribution by the Private Access Fund to the Investors in order to satisfy all or any portion of

such Private Access Fund's indemnification and other obligations in respect of itself or the

applicable Underlying Fund. Similarly, Investors may be required to repay or pay such amounts

to a Private Access Fund if the Private Access Fund is unable otherwise to meet its obligations.

Annual Income Tax Information. Investors will be required to obtain extensions for filing U.S.

federal, state and local income tax returns. Each Investor will be furnished information on a

Schedule K-1 for preparation of such Investor's individual U.S. federal income tax return. The

furnishing of such information is subject to, among other things, the timely receipt by a Fund of

information from the applicable Underlying Fund or Sub-Adviser.

Tax Liabilities in Excess of Cash Distributions. Due to potential timing differences between income

recognition for tax purposes and actual cash distributions by a Fund, an Investor may incur

income tax liabilities in excess of actual cash distributions made prior to the date such liabilities

arise or such taxes are due.

Tax-Exempt Investors and UBTI. Tax-exempt investors may recognize UBTI from a Fund for U.S.

federal income tax purposes and any such amounts of UBTI could be significant.

Illiquidity of Private Access Fund Investments. Certain of the Private Access Funds'

is

limited, and the transferability of such investments

is

investment

portfolios will primarily consist of investments in private equity funds.

Prospective investors

should be aware of the long-term nature of these types of investments. An investment by a

Private Access Fund in a private equity fund is highly illiquid because the market for the sale of

such investments

also generally

restricted. There are no assurances that a Private Access Fund will be able to liquidate a particular private equity fund interest at the time and upon the terms it desires.

Economic and Market Risk. Companies and securities in which a Fund will for example, including, exchange rate fluctuations, industry invest may be inflation rates, competition, sensitive to general downward swings in the overall economy or in their specific industries or geographies. Factors affecting economic conditions, currency devaluation, conditions, technological developments, domestic and worldwide political, military and diplomatic events and trends and innumerable other factors, none of which will be in the control of a Fund, can substantially and adversely affect the business and prospects of the Funds. A major recession or adverse developments in the securities market might have an impact on some or all of a Fund's investments. In addition, where a Fund is a private equity fund, factors specific to a portfolio company may have an adverse effect on the underlying private equity funds' investment in such company.

iCapital may rely upon an Underlying Fund Manager's or SubAdviser's projections concerning an underlying Fund's or a security's future performance in making investment decisions. Such projections are inherently subject to uncertainty and to certain factors beyond the control of such Fund and iCapital.

Consequences of Default. In the event that a Private Access Fund that invests in an Underlying Fund that is a private equity fund fails to make a capital contribution to that Underlying Fund as a result of the failure of an Investor to make a capital contribution to the Private Access Fund, the Underlying Fund may impose certain remedies against the Private Access Fund, including without limitation, causing the Private Access Fund to forfeit all or a portion of its interest in

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such Underlying Fund.

With respect to any capital contribution (or portion thereof) that is subject to a default (the

"Defaulted Amount"), iCapital may call additional capital from the Investors that have already

made the applicable capital contribution (not in excess of their unfunded Subscriptions), pro

rata based on the ratio of such Investor's unpaid Subscription to the aggregate unpaid

Subscriptions of all Investors, to the extent necessary to fund the Defaulted Amount.

If an Investor fails to pay in full any requested capital contributions, iCapital may take certain

actions which may result in a sale of such Investor's Interest or a forfeiture of all or a portion

of such Investor's Interest. Additionally, iCapital may pursue any available legal remedies, with

the expenses of collection of the unpaid amount, including attorneys' fees, to be paid by such

defaulting Investor. A defaulting Investor will be responsible for interest charges and default

charges imposed by an Underlying Fund that arise from or relate to such Investor's failure to

pay requested capital contributions.

Series Limited Partnership; Cross-Series Liabilities. Certain Funds have been established as a single

series of a series limited partnership (each, a "Partnership"). The Delaware Act provides

that if certain requirements of

the Delaware Act are satisfied, the debts, liabilities and

obligations relating to a particular series of a series limited partnership are enforceable only

against the assets of that series and not against the assets of the limited partnership generally

or the assets of any other series of the limited partnership. Because these provisions were

enacted relatively recently, there is a dearth of case law interpreting those provisions. Further,

a Partnership may operate or have assets held on its behalf or be subject to claims in other

jurisdictions which may not necessarily recognize the legal segregation of a Fund and other

series of

the Partnership.

Finally, other

contractual

arrangements entered

into by

a

Partnership, a Fund or another series of the Partnership may have the effect of defeating the segregation protections of the Delaware Act. Accordingly, the degree of separation that a Fund enjoys from the debts, liabilities and obligations of other series of a Partnership is not certain. Each Partnership intends that the assets of each series of that Partnership including the applicable Fund will be structured to comply with the Delaware Act and that such Fund will be operated with the assets of each

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series segregated on the books and records of such Partnership so that the assets of one series of the Partnership are not subject to the liabilities of any other series; however, there is no assurance that this structure and operation will be respected in all circumstances and in all jurisdictions. It is therefore possible that the assets attributable to one series may be insufficient to meet the debts, liabilities and obligations of such series and, consequently, that creditors of such series will seek recourse against the assets of a Fund.

Reliance on the Sub-Adviser and its Personnel. Under the applicable sub-advisory agreement in respect of certain of the Funds, a Sub-Adviser has complete discretion in selecting portfolio investments on behalf of that Fund. The success of a Fund depends, to a great extent, on a Sub- Adviser's ability to identify favorable investment opportunities and to effectively allocate the assets of the Fund among such opportunities. Accordingly, a Direct Investment Fund's success will depend substantially on the skill and acumen of key employees of that Sub-Adviser.

If a Sub- Adviser or any Sub-Adviser's key employees should cease to participate in that Fund's business, the Fund's ability to select attractive investments and manage its portfolio could be impaired.

In addition, to the extent a sub-advisory agreement is terminated for any reason, sub-adviser engaged by the general partner will have equivalent

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either by the applicable Sub-Adviser or the applicable general partner, there is no assurance that any replacement

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experience, skill or resources as the existing Sub-Adviser.

General Economic and Market Conditions and Issuer Risk. Any investment in securities carries certain market risks.

In addition to the factors discussed in the applicable Fund's PPM, investments by a Fund may decline in value for any number of reasons over which the Fund may have no control, including changes in the overall market for equity or equity-like securities and other general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, currency exchange rates and controls and national and international political circumstances (including wars and security operations).

The value of a Fund may also decline as a result of factors pertaining to particular portfolio securities held by such Fund, such as perception or changes in the issuer's management, the market for the issuer's products or services, sources of supply, technological changes within the issuer's industry, the availability of additional capital and labor, general economic

conditions, political conditions, and other similar conditions. All of these factors may affect the level and volatility of security prices and the liquidity and the value of the securities held by a Fund. Unexpected volatility or illiquidity could impair a Fund's profitability or result in it suffering losses.

Equity Securities Risks. Equity securities represent an ownership interest, or the right to acquire an ownership interest, in an issuer. Equity securities also include, among other things, preferred stocks, securities issued by investment companies including ETFs, interests in REITs, convertible

stocks, equity interests in trusts, partnerships, joint ventures, limited liability companies and similar enterprises, warrants, and stock purchase rights. The values of equity securities, such as common stocks and preferred stocks, may decline due to general market conditions that are not related to a specific company, such as: real or perceived adverse economic conditions; changes in the general outlook for corporate earnings; and changes in interest or currency

rates or adverse investor sentiment generally. The value of equity securities may also decline due to factors that affect a particular industry or industries, such as workforce shortages or increased production costs and competitive conditions within an industry.

Investments in Non-U.S. Issuers. Certain Funds invest in equity and equity related securities of foreign issuers, depository receipts and other securities or instruments that represent an indirect interest in securities of foreign issuers, collective vehicles that invest in foreign securities and other securities, derivatives or instruments whose performance is linked to the performance of foreign securities or baskets of foreign securities. Investments in foreign securities are affected by risk factors generally not thought to be present in the United States. These risks may be increased to the extent that a Fund invests in issuers in emerging markets. Such factors include, but are not limited to, the following: varying custody, brokerage and settlement practices; difficulty in valuation and pricing; less public information about issuers of foreign securities; less governmental regulation and supervision over the issuance and trading of securities; the unavailability of financial information regarding the foreign issuer or the difficulty of interpreting financial information prepared under foreign accounting standards; less liquidity and more volatility in foreign security markets; the possibility of expropriation or nationalization; the imposition of withholding and other taxes; adverse political, social or diplomatic developments; limitations on the movement of funds or other assets of a Fund between different countries; difficulties in invoking the legal process outside of the U.S. and enforcing contractual obligations; and the difficulty of assessing economic trends in foreign countries. Moreover, governmental issuers of foreign securities or other instruments may be unwilling to repay principal and interest due and may require that the conditions for payment be renegotiated. Investment in foreign countries also involves higher brokerage and custodian

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expenses than does investment in U.S. securities traded on a U.S. securities exchange or market.

Among numerous other types of securities, certain Funds will purchase

American Depositary

Receipts (ADRs), European Depositary Receipts (EDRs) and Global Depositary Receipts

(GDRs). ADRs, EDRs and GDRs are certificates evidencing ownership of shares of a non-U.S.

issuer and are alternatives to directly purchasing the underlying non-U.S. securities in their

national markets and currencies. However, such investments continue to be subject to many of

the risks associated with investing directly in non-U.S. securities. These risks include the

political and economic risks of the underlying issuer's country, as well as in the case of

depositary receipts traded on non-U.S. markets, foreign exchange risk. ADRs, EDRs and GDRs

may be sponsored or unsponsored. Unsponsored receipts are established without the

participation of the issuer. Unsponsored receipts may involve higher expenses, they may not

pass-through voting or other shareholder rights, and they may be less liquid. The performance

of ADRs, EDRs and GDRs may be different from the performance of the ordinary shares of

the non-U.S. issuer to which they relate.

Investment in Emerging Markets. Certain Funds will invest in securities of companies based in,

traded on an exchange in, or with substantial business in or issued by the governments of,

emerging markets,

including, but not

limited to, certain Central and Eastern European

countries, Asian countries and Latin American countries. These securities involve risks and

may be highly volatile and subject to significant market swings, due to the inexperience

of financial intermediaries, the lack of modern technology, the lack of a sufficient capital base to

expand business operations, and the possibility of temporary or permanent termination of

trading. Political and economic structures in many emerging markets may be undergoing

significant evolution and rapid development, and emerging markets lack the social, political and

economic stability characteristics of more developed countries. As a result,

the risks relating to investments in foreign securities described above, including the possibility of nationalization or expropriation, may be heightened. In addition, certain countries may restrict or prohibit investment opportunities in issuers or industries deemed important to national interests. Such restrictions may affect the market price, liquidity and rights of securities that may be purchased by a Fund. Settlement mechanisms in emerging securities markets may be less efficient and less reliable than in more developed markets and placing securities with a custodian or brokerdealer in an emerging country may also present considerable risks. The small size of securities markets in such countries and the low volume of trading may result in a lack of liquidity and in substantially greater price volatility.

Foreign Currency. Because a Fund may invest its assets in instruments quoted or denominated in currencies other than the U.S. dollar or the price of which is determined with reference to currencies other than the U.S. dollar, changes in the U.S. dollar exchange rate will affect the dollar value of securities in such Fund's portfolio and the realized and unrealized appreciation or depreciation of investments. A Fund will, however, value its securities and other assets in U.S. dollars. A Fund may, but is not required to, hedge the currency exposure inherent in the Fund's investments in non-U.S. securities. To the extent unhedged, the value of a Fund's assets will fluctuate with U.S. dollar exchange rates as well as the price changes of the Fund's investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which a Fund makes its investments will reduce the effect of increases and magnify the effect of declines in the values of the Fund's securities denominated in currencies of their local markets. Conversely, a decline in the value of the U.S. dollar will have the opposite effect on a Fund's non-U.S. dollar-denominated securities. Currency exchange rates may fluctuate significantly over short periods of time.

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They generally are determined by the forces of supply and demand in the foreign exchange

markets and the relative merits of investments in different countries, changes in interest rates

and other factors. Currency exchange rates can also be affected by intervention, or the failure

to intervene, by U.S. and foreign governments or central banks, or by currency controls or

political developments in the United States and abroad. The exchange rate between the

currencies of various emerging market countries and the U.S. dollar has changed substantially

in the last two decades and may fluctuate substantially in the future.

Credit Risk. An issuer or counterparty may fail to pay its obligations to a Fund when they are

due. Financial strength and solvency (or the perceived financial strength or solvency) of an

issuer are the primary factors influencing credit risk. Changes in the financial condition of an

issuer or counterparty, changes in specific economic, social or political conditions that affect a

particular type of security or other instrument or an issuer, and changes in economic, social or

political conditions generally can increase the risk of default by an issuer or counterparty,

which can affect a security's or other instrument's credit quality or value and an issuer's or

counterparty's ability to pay interest and principal when due. The values of lower quality debt,

including loans, tend to be particularly sensitive to these changes. The values of investments

also may decline for a number of other reasons that relate directly to the issuer, such as

management performance, financial leverage and reduced demand for the issuer's goods and

services, as well as the historical and prospective earnings of the issuer and the value of its

assets. In addition, lack or inadequacy of collateral or credit enhancements for a debt obligation

may affect its credit risk. Credit risk of an investment may change over time, and securities or

other instruments that are rated by ratings agencies may be subject to downgrade. Ratings are

only opinions of the agencies issuing them as to the likelihood of payment. They are not

guarantees as to quality and they do not reflect market risk. If an issuer or counterparty fails to

pay interest, a Fund's income might be reduced and the value of the

investment might fall, and if an issuer or counterparty fails to pay principal, the value of the investment might fall and the Direct Investment Fund could lose the amount of its investment.

Concentration. Certain Funds' portfolios are expected to be concentrated from time to time and/or have investments focused in particular countries, regions, sectors, companies or industries with high positive correlations to one another and the effect of this, together with its long-term approach to investment, could result in large movements in the portfolio value. A concentrated portfolio increases the importance of the selection of each stock, industry and/or country as a determinant of investment performance and also increases the volatility of a Fund.

In addition, companies in an industry, country or region in which a Fund concentrates may fall out of favor with investors, causing the Fund to lose money or underperform the stock market or funds concentrated in other industries, countries or regions. Accordingly, to the extent the portfolio does concentrate in any of these ways, the overall adverse impact on a Fund of adverse developments in the business of such issuer, such industry or the government or affairs of such countries or regions, could be considerably greater than if it did not concentrate its investments to such an extent. Although the investment guidelines of a Fund are intended to help mitigate these risks of portfolio concentration, there is no assurance such guidelines will be effective in limiting the adverse effects.

Settlement Risk. Settlement and clearance procedures in certain foreign markets differ significantly from those in the U.S. Foreign settlement and clearance procedures and trade regulations also may involve certain risks (such as delays in payment for or delivery of securities) not typically associated with the settlement of U.S. investments. At times, settlements in certain foreign countries have not kept pace with the number of securities transactions. These problems may make it difficult for the Fund to carry out transactions. If a

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Fund cannot settle or is delayed in settling a purchase of securities, it may miss attractive investment opportunities and certain of its assets may be uninvested with no return earned thereon for some period. If a Fund cannot settle or is delayed in settling a sale of securities, it may lose money if the value of the security then declines or, if it has contracted to sell the security to another party, the Fund could be liable for any losses incurred. Small or Medium-Sized Companies. Investing in the securities of small or medium-sized companies can involve greater risk and the possibility of greater portfolio price volatility than is typically associated with equity investments in larger, more established issuers. Historically, stocks of small or medium-sized companies and recently organized companies have been more volatile in price than those of larger companies. Among the reasons for greater price volatility of the stocks of these smaller companies is the lower degree of liquidity in the markets for such stocks. Further, smaller companies and unseasoned companies may have limited product lines, markets or financial resources, and they may depend upon a limited or less experienced management group. The securities of smaller companies may be traded only on the over-the-counter markets or on a regional securities exchange and may not be traded daily or in the volume typical of trading on a larger, more established securities exchange or trading platform. Liquidity of Investments. Certain Funds' portfolios will include securities that are not actively or widely traded (including without limitation securities issued by certain small or medium-sized companies), are not registered under the applicable securities laws or are contractually or otherwise restricted from resale. Such investments may be or may become illiquid (including as a result of size of a Fund's investment relative to the security's average daily trading volume) and involve a high degree of business and financial risk which can result in substantial losses. Because of the absence of active or regulated trading markets for these illiquid investments, and because of the difficulties in determining market values accurately, longer to be able to liquidate these positions (if they can be liquidated)

than would be the case for more liquid securities. The prices realized on the resale of illiquid securities could be less than those originally paid by a Fund. Further, companies whose securities are not publicly listed may not be subject to public disclosure and other investor protection requirements applicable to issuers of publicly traded securities.

Convertible Securities Risk. Convertible securities include corporate bonds, notes, preferred stocks or debt-securities of issuers that can be converted into (that is, exchanged for) common stocks or other equity securities at a stated price or rate. Convertible securities also include other securities, such as warrants, that provide an opportunity for equity participation. Because convertible securities can be converted into equity securities, their value will normally vary in some proportion with those of the underlying equity securities. Due to the conversion feature, convertible securities generally yield less than non-convertible fixed income securities of similar credit quality and maturity. A Fund's investment in convertible securities may at times include securities that have a mandatory conversion feature, pursuant to which the securities convert automatically into common stock at a specified date and conversion ratio, or that are convertible at the option of the issuer. When conversion is not at the option of the holder, a Fund may be required to convert the security into the underlying common stock even at times when the value of the underlying common stock has declined substantially.

Participation Certificates Risks. The price, performance, liquidity and value of a participation certificate are all linked directly to the underlying security, so that investing in a participation certificate subjects a Fund to the risks associated with an investment in the underlying equity security. Investing in a participation certificate also exposes a Fund to counterparty risk, which is the risk that the bank or broker-dealer that issues the certificate will not fulfill its contractual

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it may take a Fund

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obligation to timely pay the Fund the amount owed under the certificate.

Cash Position Risk. A Fund may hold any portion of its assets in cash or cash equivalents at any

time or for an extended time. The applicable Underlying Fund Manager or Sub-Adviser will

determine the amount of such Fund's assets to be held in cash or cash equivalents at its sole

discretion, based on such factors as it may consider appropriate from time to time. To the

extent that a Fund holds assets in cash or cash equivalents and is otherwise uninvested, the

ability of the Fund to meet its investment objective may be limited.

Leverage. A Fund may utilize leverage in pursuing its investment strategy.

Leveraging a Fund

creates an opportunity for increased net income or capital appreciation but, at the same time,

creates special risk considerations. Leveraging will generally exaggerate the effect on the value

of a Fund's assets of any increase or decrease in the market value of the Fund's investments.

Although the principal of borrowings underlying any leverage will be fixed, a Fund's assets may

change in value during the time the borrowing is outstanding. Because any decline in value of a

Fund's investments will be borne entirely by the Fund (and thus by investors in the Fund) and

not by those persons providing the leverage to the Fund, the effect of leverage in a declining

market would be a greater decrease in the value of the Fund's portfolio investments than if the

Fund were not so leveraged. Leveraging will create interest expenses for a Fund, which can

exceed the investment return from the borrowed funds. To the extent the investment return

derived from securities purchased with borrowed funds exceeds the interest a Fund will have

to pay,

the Fund's investment return will be greater than if

Conversely,

if the investment return from the assets acquired with borrowed funds is not sufficient to cover the cost of leverage, the investment return of a Fund

will be less than if

leverage were not used. Additionally, a Fund must maintain sufficient liquid assets, marked-to-market

daily, to cover its leveraged transactions. This will limit a Fund's investment flexibility,

as well as its ability to meet current obligations.

Leverage may include borrowing and also the use of margin. Other borrowings

take the form of, or are embedded in, margined option premiums, repurchase agreements, bank or dealer credit lines or the notional principal amounts of swap transactions. There can be no assurance that a Fund will be able to maintain adequate financing arrangements under all market circumstances.

As a general matter, discretionary margin, the banks and dealers that provide financing to a Fund can apply haircut, financing and valuation policies, or impose other credit limitations or restrictions, whether due to market circumstances or government regulation or judicial action. Such application or losses may result in large margin calls, loss of financing, forced liquidations of positions at disadvantageous prices, termination of swap and repurchase agreements and cross-defaults to agreements with other dealers. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants simultaneously. The imposition of any such limitations or restrictions could compel a Fund to liquidate all or part of its portfolio at disadvantageous prices, perhaps leading to a loss of the Fund's equity.

Derivatives Risk. A derivative is a financial contract whose value depends on changes in the value of one or more underlying assets, reference rates or indexes.

These instruments include, among others, participation certificates, credit default swaps, currency forward contracts, currency swap contracts and other swap agreements and similar instruments. A Fund's use of derivatives may involve risks different from, or greater than, the risks associated with investing in more traditional investments, such as stocks and bonds. Derivatives can be highly complex

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leverage were not used.

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and may perform in ways unanticipated by a Fund's Sub-Adviser or an Underlying Fund

Manager. In addition to the risks of an adverse change in the value of the underlying reference

asset, a Fund's use of derivatives involves the risk that the other party to the derivative

contract will fail to make required payments or otherwise to comply with the terms of the

contract. Derivatives transactions can create investment leverage and may be highly volatile,

and a Fund could lose more than the amount it invests. Derivatives may be difficult to value

and highly illiquid, and a Fund may not be able to close out or sell a derivative position at a

particular time or at an anticipated price.

Warrants and Stock Purchase Rights. A Fund may participate in rights offerings and may purchase

warrants, which are privileges issued by corporations enabling the owners to subscribe to and

purchase a specified number of shares of the corporation at a specified price during a specified

period of time. Subscription rights normally have a short life span to expiration. The purchase

of rights or warrants involves the risk that a fund could lose the purchase value of a right or

warrant if the right to subscribe to additional shares is not exercised prior to the rights' and

warrants' expiration. Also, the purchase of rights and/or warrants involves the risk that the

effective price paid for the right and/or warrant added to the subscription price of the related

security may exceed the value of the subscribed security's market price such as when there is

no movement in the level of the underlying security. Buying a warrant does not make the fund

a shareholder of the underlying stock. The warrant holder has no voting or dividend rights

with respect to the underlying stock. A warrant does not carry any right to assets of the

issuer, and for this reason, investment in warrants may be more speculative than other equitybased

investments. Transactions in off-exchange warrants may involve greater risk than dealing

in exchange traded warrants because there is no exchange market through which to liquidate

your position, or to assess the value of the warrant or the exposure to risk. Bid and offer

prices need not be quoted when dealing with off-exchange warrants, and even

where they are,
they will be established by dealers in these instruments and consequently it
may be difficult to
establish what is a fair price.

Debt Securities Risks. The value of a debt security changes in response to
various factors,
including, for example, market-related factors, such as changes in interest
rates or changes in
the actual or perceived ability of an issuer to meet its obligations. A Fund
may invest in debt
securities without considering the maturity of the instrument. In general,
the value of a debt
security may fall in response to increases in interest rates. The value of a
security with a longer
duration will be more sensitive to changes in interest rates than a similar
security with a
shorter duration. As a result, changes in interest rates in the U.S. and
outside the U.S. may
affect a Fund's debt investments unfavorably.

Debt securities in which a Fund invests may be rated below investment grade,
or unrated
securities that are determined by its Sub-Adviser or the Underlying Fund
Manager to be of
comparable quality, are high yield, high risk bonds, commonly known as "junk
bonds." These
bonds are predominantly speculative. They are usually issued by companies
without long track
records of sales and earnings, or by companies with questionable credit
strength. These bonds
have a higher degree of default risk, may be less liquid and may be subject
to greater price
volatility than higher-rated bonds

High Yield Securities ("Junk Bond") Risk. Fixed income instruments rated
below investment grade,
or unrated securities that are determined by its Sub-Adviser to be of
comparable quality, are
high yield, high risk bonds, commonly known as "junk bonds." These bonds are
predominantly
speculative. They are usually issued by companies without long track records
of sales and
earnings, or by companies with questionable credit strength. These bonds
have a higher degree

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of default risk and may be less liquid than higher-rated bonds. These securities may be subject

to greater price volatility due to such factors as specific corporate developments, interest rate

sensitivity, negative perceptions of junk bonds generally, and less secondary market liquidity.

This potential lack of liquidity may make it more difficult for a Fund to accurately value these

securities. In the event that a Fund disposes of a portfolio security after it is downgraded, the

Fund may experience a greater loss than if such security had been sold prior to the downgrade.

Interest Rate Risk. The values of debt

increases in interest rates.

instruments held by a Fund may fall

in response to

In general, the values of debt securities fall in response to increases

in interest rates, and rise in response to decreases in interest rates. The value of a security

with a longer duration will be more sensitive to increases in interest rates than a similar

security with a shorter duration. Duration is a measure of the expected life of a bond that is

used to determine the sensitivity of a security's price to changes in interest rates. For

example, the price of a bond fund with an average duration of three years generally would be

expected to fall approximately 3% if interest rates rose by one percentage point.

floaters,

Inverse

interest-only and principal-only securities are especially sensitive to interest rate

changes, which can affect not only their prices but can also change the income flows and

repayment assumptions for those investments. Adjustable rate instruments also react

to

interest rate changes in a similar manner, although generally to a lesser degree (depending,

however, on the characteristics of the reset terms, including the index chosen, frequency of

reset and reset caps or floors, among other things). Given the current historically low

interest rate environment, risks associated with rising rates are heightened.

If interest rates rise, repayments of principal on certain debt securities, including loans, may

occur at a slower rate than expected and the expected length of repayment of

those securities could increase as a result (i.e., extension risk). Securities that are subject to extension risk generally have a greater potential for loss when prevailing interest rates rise, which could cause their values to fall sharply. Prepayment risk results from borrowers paying debt securities prior to their maturity date. When a prepayment happens, all or a portion of the obligation will be prepaid. A borrower is more likely to prepay an obligation which bears a relatively high rate of interest. This means that in times of declining interest rates, a portion of a Fund's higher yielding securities are likely to be pre-paid and the Fund will probably be unable to reinvest those proceeds in an investment with as high a yield. A decline in income received by a Fund from its investments is likely to have a negative effect on the yield and total return of the Fund's shares.

Swaps. Investments in swaps involve the exchange by a Fund with another party of all or a portion of their respective interests or commitments. In the case of currency swaps, a Fund may exchange with another party their respective commitments to pay or receive currency. Use of swaps subjects a Fund to risk of default by the counterparty. If there is a default by the counterparty to such a transaction, a Fund will have contractual remedies pursuant to the agreements related to the transaction. There are currently a large number of banks and investments banking firms acting both as principals and agents and utilizing standardized swap documentation. As a result, swap markets are generally relatively liquid in comparison with the market for other similar instruments that are traded in the interbank market. In times of market turmoil, however, spreads can widen substantially and these markets can become very illiquid with the result that positions may not be able to be offset or closed out at a reasonable price, if at all.

A Fund may also enter into currency, interest rate, total return or other swaps that may be surrogates for other instruments such as currency forwards and interest

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rate options.

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Generally, the value of such instruments depends upon price movements in the underlying

assets as well as counterparty risk.

Real Estate Investment Trusts (REITs). A Fund may invest in shares of REITs, which are pooled

investment vehicles that invest in real estate or real estate loans or interests. Investing in REITs

involves risks similar

to those associated with investing in equity securities of small

financing, default by borrowers,

self-liquidation, and the

capitalization companies. REITs are dependent upon management skills, are

not diversified, and

are subject to risks of project

possibilities of failing to qualify for the exemption from taxation on

distributed amounts under

the Code.

Cybersecurity Risk. Where a Fund is a private equity fund, a cyber-attack on a portfolio company

may have a negative effect on the underlying private equity fund. To the

extent that a portfolio

company is subject

to cyber-attack or other unauthorized access is gained to a portfolio

company's systems, such portfolio company may be subject to substantial

losses. In certain

events, a portfolio company's failure or deemed failure to address and

mitigate cybersecurity

risks may be the subject of

civil

litigation or

regulatory or other

action. Any

such

circumstances could subject a portfolio company, or the relevant Fund, to

substantial losses. In

addition, in the event that such a cyber-attack or other unauthorized access

is directed at

iCapital or one of

its service providers holding its financial or investor data, iCapital,

Please refer to the applicable Fund's or Underlying Fund's PPM for further

details.

Item 9: Disciplinary Information

iCapital does not believe that there have been any legal or disciplinary

events that are material

to our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

iCapital Securities, LLC ("iCapital Securities")

Affiliated Broker-Dealer.

its affiliates or the Funds may also be at risk of loss, despite efforts to prevent and mitigate such risks under iCapital's policies. Institutional Capital Network, Inc., the parent company of iCapital, is the sole member of iCapital Securities. iCapital Securities is a broker-dealer registered with the Securities and Exchange Commission ("SEC"), and a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). iCapital Securities is also registered as a limited purpose broker-dealer with those state securities authorities where it services clients and is not otherwise exempt from such registration. iCapital Securities acts as a broker-dealer in respect of each of iCapital's private placements. (See Item 14 below for additional information). See "Conflicts of Interest" in Item 11 below for a description of how the Adviser addresses any conflicts of interest created by iCapital's relationship with iCapital Securities. Gen II Fund Services, LLC and Gen II Hedge Fund Services ("Gen II") Fund Administrator. Certain Principals of Gen II are minority owners of Institutional Capital Network, Inc., the parent company of iCapital. Gen II provides fund administration services to the Private Access Funds. In this capacity, Gen II provides iCapital accounting and investor reporting, capital call and distribution processing and investor support services. This relationship may create an incentive to select Gen II to provide services in respect of the

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Funds. The Gen II relationship will be managed by several iCapital executives.

BNY Capital Corporation ("BNY")

BNY holds a minority ownership interest in Institutional Capital Network, Inc., the parent

company of

iCapital. Certain of the Funds hold cash in accounts at BNY and utilize BNY administrative services. This relationship may create an incentive to select BNY to provide

services in respect of the Funds.

iCapital Investors

A number of asset managers have invested in Institutional Capital Network, Inc., the parent

company of iCapital, including affiliates of BlackRock, Inc. ("BlackRock") and Credit Suisse

Group AG ("Credit Suisse"). iCapital may offer products managed or sponsored by such

investors as BlackRock and Credit Suisse or its affiliates and these relationships may create an

incentive to select BlackRock or Credit Suisse products as the underlying fund in an iCapital

Private Access Fund.

In addition, select

financial services companies,

including affiliates of Morgan Stanley Smith

Barney ("Morgan Stanley") and UBS Financial Services ("UBS") have made equity investments

in Institutional Capital Network, Inc. iCapital may offer Private Access Funds to clients of

Morgan Stanley and UBS and such investment in iCapital's parent may create an additional

incentive for Morgan Stanley and UBS to direct its investments to an iCapital Private Access

Fund.

Finally, iCapital has and may continue to engage with certain of its equity investors to provide

services to the Funds, including administration or other services. iCapital will manage these

conflicts by identifying them in the applicable Fund offering documents and if applicable, by

maintaining its independent diligence process and procedures, regardless of the identity of the

underlying manager, and by negotiating on an arms-length basis the terms of any service

providers to the Funds, including any equity investors in iCapital.

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

Code of Ethics Pursuant to Rule 204A-1 of the Advisers Act

Pursuant to Rule 204A-1 of the Advisers Act, iCapital has adopted a Code of Ethics that establishes various procedures with respect to investment transactions in accounts in which employees of iCapital or related persons have a beneficial interest or accounts over which an employee has investment discretion. iCapital's Code of Ethics was adopted to avoid possible conflicts of interest and ensure the propriety of our employees' and principals' trading activity. iCapital's Code of Ethics prohibits insider trading and provides instructions to employees when coming into possession of material nonpublic information. The foundation of the Code of Ethics is based on the underlying principles that:

- Employees must at all times place the interests of the client first;
- Employees must make sure that all personal securities transactions are conducted

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consistent with the Code of Ethics; and

- Employees should not take inappropriate advantage of their position.

Employees (and any accounts in which an employee has beneficial ownership) must obtain

written authorization from the CCO prior to making a personal investment in other private

investment vehicles. The Code of Ethics also provides that the CCO (or his designee) will

monitor employee investments in equity securities or other instruments;

however, because the

Sub-Advisers of the Direct Investment Funds maintain investment and trading authority on

behalf of the Direct Investment Funds which should minimize any conflicts of interest that may

arise out of the employees' personal trading activities. Furthermore,

iCapital generally provides

to each Sub-Adviser a list of companies at which any of

iCapital's related persons has a

material financial interest (e.g., board membership) so that such Sub-

Adviser may include such

company on its own restricted list. The spirit of the Code of Ethics is to discourage frequent

trading in personal employee accounts. Employees also may not participate in any initial public

offerings or engage in any outside business activities or private placements without obtaining

prior written authorization from the CCO. iCapital's Code of Ethics is available upon request.

Participation or Interest in Client Transactions

iCapital serves as the investment adviser to the Funds. Employees, affiliates of the employees,

and relatives of the employees may make investments in the Funds.

iCapital may waive or

reduce fees in respect of any Investor and generally intends to waive the fees in respect of any

employees of iCapital and certain affiliates and estate-planning vehicles thereof.

Each Underlying Manager or Sub-Adviser, as applicable, is responsible for making portfolio

investments for any Fund it manages. Neither iCapital nor the Funds have any discretion or

control over an Underlying Manager's or Sub-Adviser's decisions.

Conflicts of Interest

iCapital and its related entities engage in a broad range of activities, including investment

activities for their own account and for the account of other investment funds, and providing

transaction-related,

investment advisory, management and other services to funds. In the

ordinary course of conducting its activities, the interests of a Fund may conflict with the interests of iCapital, other Funds or their respective affiliates. Certain of these conflicts of interest, as well as a description of how iCapital addresses such conflicts of interest, can be found below.

Compensation from Underlying Fund Managers. iCapital Securities, LLC may receive a placement fee as a result of its placement of certain investors in certain Private Access Funds. Such placement fee is typically a percentage of the aggregate capital commitments of an iCapital Private Access Fund to its respective underlying fund. The existence of such placement fee could create a potential conflict of interest. The prospect of receiving such compensation creates an incentive for iCapital Securities, LLC to place investors in the iCapital Private Access Funds from which it receives a placement fee over other investment vehicles from which it does not receive a placement fee. In addition, iCapital may retain and compensate registered investment advisers or placement agents for the purpose of marketing and selling the interests.

Any such arrangement may incentivize a registered investment adviser or placement agent to recommend the interests to investors where they might not otherwise make such recommendation or to recommend the interests to investors over another

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investment. Certain management persons of iCapital (or its affiliates) are also involved with

soliciting investment advisers to participate in iCapital offered funds and in performing diligence

on such investment advisers with which to launch access vehicles.

Such relationship may

create potential conflicts of interest. iCapital addresses these conflicts by providing in its Code

of Ethics that all supervised persons have a duty to act in the best interests of each investor

and by providing training to supervised persons with respect to conflicts of interest and how

such conflicts are resolved under the iCapital's policies and procedures.

Furthermore,

compensation for management persons is not based on any transaction-based compensation

received by iCapital Securities (or its affiliates).

Fees Paid by Brokerage Limited Partners. Limited partners in one or more of the Funds may elect

to be treated as "brokerage limited partners" and in connection therewith, pay a larger

management fee than limited partners that are not "brokerage limited partners" for reporting,

administrative and other services provided by such brokerage limited partner's registered

investment adviser or adviser representative. The amount of any such additional management

fee will generally be allocated to third parties or

affiliates that provide investor-related

services, including such brokerage limited partner's adviser representative.

The existence of

such fee may incentivize an investor's registered investment adviser or adviser representative

to recommend a Fund over other investments from which such registered investment adviser

or adviser representative would not receive such fee.

Estimates. The governing documents of each Fund provide that values of the Fund's assets shall

generally be calculated by the Fund's administrator based on estimates provided by the

applicable Underlying Fund Manager or Sub-Adviser. The Underlying Fund Manager or Sub-Adviser

will have a conflict of interest in determining such valuations if the applicable Fund

charges its fees based on the value of the Fund's investments, including any performance-based

compensation charged by such Fund. The general partner (or its affiliates, as applicable) of each

Fund may also benefit from any overvaluation of an Underlying Fund's investments if the management fee for those Funds is based on the net asset value of a Fund's investment in the Underlying Fund.

Educational Programs. iCapital may, from time to time, offer (and, under certain circumstances, subsidize) certain educational and professional certification programs for financial advisers that recommend products included on the Institutional Capital Network platform. The provision of such programs may create a conflict of interest because the offering of such programs may incentivize the advisers that participate in such programming to recommend iCapital and interests in iCapital Private Access Funds over a manager or administrative agent who has not provided such educational opportunities. A prospective investor should carefully consider such conflict when determining whether to subscribe for Interests.

Privacy Policy

iCapital is committed to maintaining the confidentiality, integrity and security of our Investors' personal information. It is iCapital's policy to collect only information necessary or relevant to our management business and use only legitimate means to collect such information. iCapital does not disclose any non-public, personal information about our Investors to anyone except as needed for servicing and processing transactions, as consented to by an investor and required by law. iCapital restricts access to non-public, personal Investors to those employees with a legitimate business need for the information. maintains security practices, physical,

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information about our iCapital electronic and procedural safeguards to guard each

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Investor's non-public, personal information. Upon request, iCapital will provide a copy of our written privacy policies and procedures.

Item 12: Brokerage Practices

With respect to the Private Access Funds, iCapital generally will not make investments in

securities listed on national exchanges. However, there may be limited situations where we are

allocated a listed security and need to place trade(s) through a broker. In such circumstances,

we will seek "best execution" in light of the circumstances involved in the transaction. In

selecting a broker for any transaction, we may consider a number of factors, including, for

example, broker's reputation, net price or spread, reputation, financial strength and stability,

market access, efficiency of execution and error resolution, and the size of the transaction. In

seeking to achieve best execution, iCapital will not be obligated to obtain the lowest

commission or best net price for a Private Access Fund in respect of any particular transaction.

Further, in respect of each Direct Access Fund, iCapital has selected a Sub-Adviser that had

been delegated trading authority on behalf of the applicable Direct Access Fund. In selecting

brokers to effect portfolio transactions for a Direct Access Fund, the applicable Sub-Adviser

will not be obligated to seek the lowest available transaction cost, but may take into account

such factors as the Sub-Adviser considers appropriate and consistent with its obligation to

seek best execution as outlined in the Sub-Adviser's order execution policy, including, without

limitation, the financial stability and reputation of the brokerage firm and its research, and

brokerage services as a broker-dealer. A Sub-Adviser may use "soft dollar" credits generated

by a Direct Access Fund's securities transactions with broker-dealers to pay for research and

execution products or services that fall within the safe harbor created by Section 28(e) of the

Securities Exchange Act of 1934. See the applicable PPM for additional details regarding a Sub-Adviser's

brokerage policies.

Item 13: Review of Accounts

The Funds' performance and the performance of the Underlying Funds, as applicable, and the

Underlying Funds' conformity with the investment objectives and guidelines are reviewed on a periodic basis by iCapital's Manager Due Diligence and Origination team. Investors in Funds structured as private equity funds will generally receive quarterly statements detailing their account information including the account's beginning and ending equity, and the account's performance for that period. Investors in the Fund generally receive monthly statements detailing the Fund's NAV. We may provide certain access to more frequent and detailed information as determined by iCapital. Additionally, each investor will receive statements for which they are invested, within 180 days of such Funds' fiscal year end.

Item 14: Client Referrals and Other Compensation

iCapital Securities, LLC, an affiliate of iCapital, acts as the broker-dealer for private placement

of
interests of
the Funds.

iCapital Advisors does not receive any placement fees. Any placement fees generated from an investment by a Private Access Fund in an Underlying Fund will be paid to iCapital Securities by an Underlying Fund Manager (or its affiliates). From time to time, third-party broker-dealers may assist iCapital in the private placement of interests of the Funds. Any such third party is required to provide prospective clients with a current copy of iCapital's Part 2A of Form ADV. Typically, such third-party broker-dealer referring the investor will receive a percentage of the placement fee generated with respect

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to such

Investors in Funds structured as hedge funds will receive the particular Funds' audited financial

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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

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
investment risk and maximize return.
are intended to minimize
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

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Item 17: Voting Client Securities
In respect of

the Private Access Funds,
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iCapital does not anticipate owning any equity securities granting us the right to vote proxies. Investors in any Private Access Fund will not be Limited Partners of the Underlying Fund and will have no voting rights in the Underlying Fund.

For purposes of exercising any voting rights under the Underlying Funds' constituent

documents, iCapital intends to vote in the best interest of each Fund and may request that the

Investors in the applicable Fund vote on certain matters that the Fund is asked to vote on with

respect to its investment in an Underlying Fund.

In respect of the Direct Investment Funds, iCapital has delegated the obligation to vote all proxies which are solicited in respect of such Funds' investments to the Sub-Adviser and any

such proxies shall be voted in accordance with the Sub-Adviser's proxy voting procedures.

However, iCapital has established a Proxy Voting Policy in the event that it is required to vote

a proxy for certain investments.

iCapital will vote proxies as it deems necessary or appropriate, on a case by case basis. Prior to voting, the CCO will make a determination as to

whether a material conflict of interest exists and will either resolve the conflict or refer the

proxy vote to an outside service for its independent consideration. Upon request, we will

provide an Investor with a copy of our proxy voting policies and procedures and information

on how the proxies were voted.

Item 18: Financial Information

Registered investment advisers are required in this Item to provide you with certain financial

information or disclosures about the Firm's financial condition.

iCapital 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.

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60 East 42nd
iCapital Advisors, LLC
Street, 26th
New York, NY 10165
[REDACTED]

Floor

March 30, 2018

This Brochure Supplement provides information about Eileen Duff Blalock, Phil Pool, John Robertshaw, Daniel Vene and Nicholas Veronis that supplements the iCapital Advisors, LLC's Form ADV Brochure.

Please contact Michael Stanton, iCapital Advisors, LLC's Chief Compliance Officer, at 1-[REDACTED]

or by email at [REDACTED] if you did not receive iCapital Advisors, LLC's Brochure

or if you have any questions about the contents of this supplement.

Additional information about iCapital Advisors, LLC is available on the SEC's website at

www.adviserinfo.sec.gov.

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iCapital Advisors, LLC

Eileen Duff Blalock

Educational Background and Business Experience

Ms. Blalock is a member of iCapital Advisor's investment committee. Ms.

Blalock is Managing Partner

and Head of Distribution for iCapital Network where she is responsible for sales, relationship

management and investor relations supporting the RIA, broker-dealer, private banking and family office

communities. Prior to joining iCapital, Eileen was Head of Alternative Investments, North America at

Credit Suisse, where she built and oversaw the origination and distribution functions for private equity,

hedge funds, managed futures, real estate and other key alternative asset classes. Previously, Ms. Blalock

was with Donaldson, Lufkin & Jenrette where she was responsible for global marketing in the private

client group. She is a graduate of University of Delaware and holds FINRA Series 7 and 24 licenses.

Disciplinary Information

Ms. Blalock has not been the subject of any material legal or disciplinary events required to be disclosed

in this Item.

Other Business Activities

Ms. Blalock is a Managing Partner at iCapital Network and Principal of iCapital Securities, LLC. In order

to minimize any conflicts of interest, she does not receive sales commission. All employees of iCapital

Advisors are instructed to put client interest first at all times.

Additional Compensation

None

Supervision

Mr. Michael Stanton, iCapital's CCO, supervises Ms. Blalock for compliance purposes. Mr. Stanton's

contact information can be located on the cover page to this ADV 2B.

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iCapital Advisors, LLC

Phil Pool

Educational Background and Business Experience

Mr. Pool is a member of iCapital Advisor's investment committee. Mr. Pool is Co-Founder and

Chairman of the Board of iCapital Network. He also serves as Co-Chairman of First Avenue Partners, a

placement agent firm based in London and New York. Most recently, Mr. Pool was a partner of Willis

Stein & Partners, a Chicago-based private equity firm. Previously, he worked as a Managing Director of

Credit Suisse following CSFB's acquisition of Donaldson, Lufkin & Jenrette Securities Corporation where

he co-founded and headed the Private Fund Group. From 1985 to 1994, he was an investment banker

with Merrill Lynch, and from 1980 to 1985, he was an investment banker with Kidder, Peabody & Co.

Mr. Pool received an M.B.A. degree from Columbia University and a B.S. degree from the McIntire

School of Commerce of the University of Virginia. He serves on the Board of Directors of The Teagle

Foundation.

Disciplinary Information

Mr. Pool has not been the subject of any material legal or disciplinary events required to be disclosed in this Item.

Other Business Activities

Mr. Pool is a Board Member at iCapital Network and Principal of iCapital Securities, LLC. He further

serves as Co-Chairman of First Avenue Partners. In order to minimize any conflicts of interest with

iCapital Securities, he does not receive sales commission. All employees of iCapital Advisors are

instructed to put client interest first at all times.

Additional Compensation

Mr. Pool is compensated by First Avenue Partners.

Supervision

Mr. Michael Stanton, iCapital's CCO, supervises Mr. Pool for compliance purposes. Mr. Stanton's

contact information can be located on the cover page to this ADV 2B.

Form ADV Part 2B

GLDUS132 EverWatch Financial

iCapital Advisors, LLC

John C. Robertshaw

Educational Background and Business Experience

Mr. Robertshaw is a member of iCapital Advisor's investment committee. Mr.

Robertshaw is a CoFounder

and Special Advisor to iCapital Network. Until 2016, he served as a Vice

Chairman of Credit

Suisse Securities (USA) LLC. He served as Co-Head of the Private Fund Group

at Credit Suisse from

2004 through 2013, during which time the Private Fund Group represented more

than 170 funds raising

in excess of \$250 billion. He also served as a member of the Asset

Management Operating Committee

as well as the Alternative Investments Operating Committee at Credit Suisse.

Mr. Robertshaw joined

Credit Suisse in November 2000, when the Bank merged with Donaldson, Lufkin

& Jenrette, where he

was a Managing Director in the Private Fund Group. Mr. Robertshaw joined DLJ

in September 1995

from Salomon Brothers, where he was in charge of Private Equity Placements.

He spent seven years

with Salomon, the last five as a private placement specialist. Mr.

Robertshaw received a B.A. in English

Literature from Yale University.

Disciplinary Information

Mr. Robertshaw has not been the subject of any material legal or

disciplinary events required to be

disclosed in this Item.

Other Business Activities

Mr. Robertshaw is a Special Advisor to iCapital Network and iCapital

Securities, LLC. In order to

minimize any conflicts of interest, he does not receive sales commission.

All employees of iCapital

Advisors are instructed to put client interest first at all times.

Additional Compensation

None.

Supervision

Mr. Michael Stanton, iCapital's CCO, supervises Mr. Robertshaw for

compliance purposes. Mr.

Stanton's contact information can be located on the cover page to this ADV

2B.

Form ADV Part 2B

GLDUS132 EverWatch Financial

iCapital Advisors, LLC

Daniel Vene

Educational Background and Business Experience

Mr. Vene is a member of iCapital Advisor's investment committee. Mr. Vene is Co-Founder and one of

the Managing Partners of iCapital Network where he leads enterprise-level platform integration with

banks, asset managers, wirehouses and other large-scale organizations. Prior to founding iCapital, Mr.

Vene was head of private real estate capital raising at Fir Tree Partners, a \$12.5 billion AUM multistrategy

investment firm. He was also formerly a partner at Eaton Partners where he was responsible

for real estate and real asset fund origination, structuring, and distribution. Mr. Vene previously was

Founder and CEO of Earnings.com, a leading financial database and aggregator of corporate events,

which was acquired by Thomson Financial in 2001. He received a B.S. degree in finance and marketing

from Cornell University, and is a member of PREA and NCREIF. He holds FINRA licenses Series 7 and

63 as well as an FSA license.

Disciplinary Information

Mr. Vene has not been the subject of any material legal or disciplinary events required to be disclosed in this Item.

Other Business Activities

Mr. Vene is a Managing Partner at iCapital Network and employee of iCapital Securities, LLC. In order

to minimize any conflicts of interest, he does not receive sales commission.

All employees of iCapital

Advisors are instructed to put client interest first at all times.

Additional Compensation

None.

Supervision

Mr. Michael Stanton, iCapital's CCO, supervises Mr. Vene for compliance purposes. Mr. Stanton's

contact information can be located on the cover page to this ADV 2B.

Form ADV Part 2B

GLDUS132 EverWatch Financial

iCapital Advisors, LLC

Nicholas Veronis

Educational Background and Business Experience

Mr. Veronis is a member of iCapital Advisor's investment committee. Mr.

Veronis is Co-Founder and

one of the Managing Partners of iCapital Network where he oversees origination and due diligence. Mr.

Veronis spent 11 years at Veronis Suhler Stevenson, a middle market private equity firm where he was a

Managing Director responsible for originating and structuring investment opportunities. At VSS, he

specialized in the business information services sector and helped spearhead the firm's investment

strategy in the financial software and data sector. Mr. Veronis was

previously an operating advisor to

Atlas Advisors, an independent investment bank based in New York. He began his career as a financial

journalist for The Boston Business Journal, was a reporter for The Star-Ledger, and an associate in the

New Media Division of Newhouse Newspapers. He holds a BA degree in economics from Trinity College

and FINRA licenses Series 7, 79 and 63.

Disciplinary Information

Mr. Veronis has not been the subject of any material legal or disciplinary events required to be disclosed

in this Item.

Other Business Activities

Mr. Vene is a Managing Partner at iCapital Network and employee of iCapital Securities, LLC. In order

to minimize any conflicts of interest, he does not receive sales commission.

All employees of iCapital

Advisors are instructed to put client interest first at all times.

Additional Compensation

None.

Supervision

Mr. Michael Stanton, iCapital's CCO, supervises Mr. Veronis for compliance purposes. Mr. Stanton's

contact information can be located on the cover page to this ADV 2B.

Form ADV Part 2B