

# Kayne Anderson

*Capital Advisors, L.P.*

## Item 1 – Cover Page

Kayne Anderson Capital Advisors, L.P.

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March 29, 2016

This brochure on Form ADV (the “Brochure”) provides information about the qualifications and business practices of Kayne Anderson Capital Advisors, L.P. (“KACALP”). If you have any questions about the contents of the Brochure, please contact Michael O’Neil, Chief Compliance Officer, at (310) 282-7905 and/or [moneil@kaynecapital.com](mailto:moneil@kaynecapital.com). The information in the Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Kayne Anderson Capital Advisors, L.P. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about KACALP is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Since the last annual update of the Brochure, dated March 31, 2015, the following material changes have occurred in the categories identified:

Item 4 – Advisory Business. This section has been revised to reflect changes to KACALP’s investment strategies and funds.

KACALP recently launched a new real estate debt strategy which seeks to capitalize on commercial real estate debt opportunities driven by the confluence of capital markets volatility in a highly liquid real estate environment.

Item 11 – Code of Ethics. This section has been revised to reflect changes to KACALP’s Political Contributions Policy and to clarify, in detail, KACALP’s Co-Investment Policy.

Item 12 – Brokerage Practices. The Trade Aggregation and Allocation section has been revised to include additional language with respect to KACALP’s Trade Allocation Policy.

In the past, we have offered or delivered information about our qualifications and business practices to clients on no less than an annual basis. Pursuant to SEC Rules, you will receive a summary of any materials changes to the Brochure, and any subsequent versions of the Brochure within 120 days of the close of our fiscal year, which is December 31. We may further provide other ongoing disclosure information in the event of changes that are material to our clients.

Currently, you may request the Brochure free of charge by contacting Michael O’Neil, Chief Compliance Officer, at (310) 282-7905 or [moneil@kaynecapital.com](mailto:moneil@kaynecapital.com). The Brochure is also available on our web site, [www.kaynecapital.com](http://www.kaynecapital.com), also free of charge.

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Additional information about KACALP is available via the SEC's web site, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with KACALP who are registered, or are required to be registered, as investment adviser representatives of KACALP.

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## Item 4 – Advisory Business

Kayne Anderson Capital Advisors, L.P. (“KACALP”) has engaged in the investment advisory business since its inception in 1984, during all of which time it has been registered as an investment adviser with the SEC. KACALP is owned by its employees (other than interests owned by a few former (retired) employees and by the widow of our late co-founder, John Anderson). Richard Kayne, our Founder and Chairman, through his majority ownership of Kayne Anderson Investment Management, Inc., is the majority owner of KACALP. Richard Kayne and Robert Sinnott (CEO and President of KACALP) collectively own approximately 75% of the Firm and approximately 34 other individuals have an ownership interest in the Firm.

KACALP engages in alternative investing primarily through private pooled vehicles (except as described below), and to a lesser extent separate accounts and sub-advisory relationships. KACALP focuses on generating returns across a variety of strategies, which include (1) public investing in master limited partnerships and other energy infrastructure companies, (2) private investing in midstream and upstream oil and gas companies, (3) middle market credit (including mezzanine and senior secured debt), (4) specialized real estate assets (primarily student housing, medical offices, and senior living facilities), and (5) specialty private investing in growth equity and distressed municipal debt opportunities. Kayne manages assets for institutional investors, family offices, high-net-worth and retail clients and employs approximately 300 employees in eight offices across the United States. KACALP is also affiliated with KA Fund Advisors, LLC (“KAFA”), a separately registered investment adviser. KAFA is the investment manager of four publicly traded closed-end funds (NYSE: KYN, KMF, KED, KYE) and a limited number of separate accounts, or pooled vehicles that largely operate as separate accounts managed on behalf of select institutional clients. KACALP is the sole managing member of this adviser.

### **Privately Offered Pooled Investment Vehicles**

KACALP serves as investment adviser to privately offered pooled investment vehicles formed as limited partnerships or limited liability companies (where KACALP or a subsidiary is the general partner or manager), or offshore corporations. KACALP’s pooled investment vehicles are available only to outside investors who are “accredited investors” under the Securities Act of 1933, as amended (the “1933 Act”), and “qualified clients” under the Investment Advisers Act of 1940, as amended. In most cases, investors must also be “qualified purchasers” under the Investment Company Act of 1940, as amended. These pooled investment vehicles are not made available to the general public and are not registered investment companies. KACALP’s private pooled investment vehicles are managed by KACALP (or a controlled subsidiary) in its sole discretion.

KACALP’s private pooled investment vehicles include: (i) redeemable funds, where capital contributions and withdrawals are permitted at stated intervals (generally, monthly or quarterly) at then-current net asset values, and (ii) lock-up funds, where each limited partner makes an up-front commitment to contribute a stated amount of capital as it is called by KACALP (or a controlled subsidiary) for investment, and generally may not withdraw capital prior to the end of the stated multi-year term of the fund.

**Redeemable Funds** Our redeemable funds seek to generate attractive risk-adjusted absolute returns primarily through equity and debt investments in publicly traded master limited partnerships (MLPs), as well as owners and other affiliates of MLPs and other companies that, as their principal business, operate assets used in the gathering, transporting, processing, storing, refining, distribution, mining or marketing of natural gas, natural gas

liquids, crude oil, refined petroleum products or coal. Certain funds employ hedging strategies to protect against company, market, and interest rate risk by utilizing direct MLP shorts, U.S. Treasury and ETF shorts, options, index ETFs and credit default swaps.

As of March 2016, our active redeemable funds include:

## Energy Marketable Securities

- Kayne Anderson Capital Income Partners (QP), L.P. (“KACIP”)
- Kayne Anderson Income Partners, L.P. (“KAIP”)
- Kayne Anderson MLP Fund, L.P. (“KAMLP”)
- Kayne Anderson Real Asset Fund, L.P. (“KARAF”)
- Kayne Anderson Midstream Energy Fund, Ltd (“KAMEF”)
- Kayne Anderson Midstream Institutional Fund, L.P. (“KAMIF”)
- Energy Infrastructure Fund, L.P. (“EIF”)
- Kayne Anderson Infrastructure Income Fund, L.P. (“KAIIF”)
- Kayne Energy Credit Opportunities, L.P. (“KECO”)
- Kayne Institutional Energy Growth and Income Fund, L.P. (“KIEGIF”)
- Kayne Select Midstream Recovery Fund, L.P. (“KSMRF”)
- Kayne Anderson Midstream Private Opportunities Fund, L.P. (“KMPO”)

## Alternative Marketable Securities

- Kayne Event Driven Fund, L.P. (“KEDF”)
- Kayne Focus Fund, L.P. (“KFF”)
- Kayne Anderson Non-Traditional Investments, L.P. and KANTI (QP), L.P. (collectively “KANTI”)
- KARBO, L.P. (“KARBO”)

KAMEF is unlike the other redeemable funds in that it is a Cayman Limited Corporation duly registered with the Cayman Islands Monetary Authority as a regulated mutual fund under Cayman law. KAMEF is also registered under the Alternative Investment Fund Managers Directive in the European Union, specifically in the United Kingdom. The Fund invests in a substantial portion of its assets in total return swaps. KANTI is also distinguishable from the other redeemable funds in that it employs an internal fund-of-funds strategy, investing a significant portion of its assets in KACALP’s lock-up funds.

Participants in KACALP’s redeemable funds may invest or withdraw (entirely or partially) on either a monthly or quarterly basis, depending on the fund, subject in some cases to an early withdrawal charge or minimum investment period. Withdrawing partners must provide KACALP with proper advance written notice, which may be anywhere from 10 to 30 days depending on the fund and, in some cases, on the timing of the partner’s entry into the fund.

Lock-up Funds KACALP’s lock-up funds are single-strategy funds engaged in making private investments in (1) private oil and gas companies; (2) growth equity in lower middle market companies; (3) student housing, senior living, medical office and other specialized real estate assets; (4) mezzanine and/or senior secured debt investments in traditional middle-market companies; and (5) distressed and defaulted municipal securities.

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These funds are designed to provide capital to enable portfolio companies to fund strategic opportunities for internal or external growth and thereby build value for fund holdings, or in the case of real estate investments, to acquire and improve such assets.

As of March 2016, our active Lock-up Funds include:

## Energy Private Equity

- Kayne Anderson Energy Fund III (“KAEF III”)\*
- Kayne Anderson Energy Fund IV (“KAEF IV”)\*
- Kayne Anderson Energy Fund V (“KAEF V”)\*
- Kayne Anderson Energy Funds VI (“KAEF VI”)
- Kayne Anderson Energy Funds VII (“KAEF VII”)
- Kayne Anderson Energy Income Fund, L.P. (“KPEIF”)
- Canyon Midstream Co-Investment, LLC (“CAMCO”)
- KANG Fund, L.P. (“KANG”)
- Terra Co-Investment LLC (“Terra”)

## Growth Equity/ Mezzanine

- Kayne Anderson Private Investors (“KAPI”)
- Kayne Anderson Private Investors II (“KAPI II”)\*
- Kayne Partners Fund (“KPF”)
- Kayne Partners Fund II (“KPF II”)
- Kayne Partners Fund III (“KPF III”)\*
- Kayne Partners Fund IV (“KPF IV”)
- Conservice/KPF Coinvestment Fund (“KPF Conservice”)
- Conservice/KPF Coinvestment Fund II (KPF Conservice 2”)
- Conservice/KPF Coinvestment Fund III (KPF Conservice 3”)

## Specialty Real Estate

- Kayne Anderson Real Estate Partners I (“KAREP”)
- Kayne Anderson Real Estate Partners II (“KAREP II”)\*
- Kayne Anderson Real Estate Partners III (“KAREP III”)
- Kayne Anderson Real Estate Partners IV (“KAREP IV”)
- Kayne Anderson Real Estate Partners V (“KAREP V”)
- AG Member Senior Housing I LLC (“KAGREIT”)
- Kayne Anderson Real Estate Debt Fund, L.P. (“KARED”)
- Kayne Real Estate Debt Fund I, L.P. (“KRED I”)
- Kayne Real Estate Debt Fund II, L.P. (“KRED II”)
- Kayne Real Estate Debt Fund III, L.P. (“KRED III”)
- Kayne Real Estate Debt Fund IV, L.P. (“KRED IV”)

## Middle Market Credit

- Kayne Anderson Mezzanine Partners (“KAMP”)\*

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- Kayne Anderson Mezzanine Partners Offshore (“KAMPO”)
- Kayne Senior Credit Fund (“KSCF”)\*
- Kayne Senior Credit Fund II (“KSCF 2”)
- Kayne Senior Credit II Offshore Fund (“KSC 2 OF”)
- Kayne Credit Opportunities Fund (“KCOF”)\*

## Municipal Credit

- Kayne Saybrook Municipal Opportunity Fund (“KSMOF”)

\*Each of these lock-up funds includes separate parallel partnerships for Accredited Investors and Qualified Purchasers, all of whom are Qualified Clients.

Investments in the lock-up funds are permitted only at scheduled fund closings. As portfolio holdings are sold in a lock-up fund, the proceeds realized (as well as cash interest and dividends received) are generally distributed to limited partners. However, limited partners in these funds generally may not otherwise reduce or withdraw their investments until the fund’s maturity without the consent of KACALP (or a controlled subsidiary) in its capacity as general partner. Such consent, if given, may require that the withdrawing partner be penalized for such early withdrawal.

*Internal Fund-to-Fund Investments* KANTI is designed to invest a significant portion of its assets in KACALP’s lock up funds. Other of our redeemable funds may also invest in KACALP’s lock-up funds where such investment is consistent with the investment strategy of the investing redeemable funds. In cases where the redeemable funds pay the normal management and carried interest fees charged by the lock-up-funds, the redeemable funds do not also charge the same fees on the amounts so invested.

From time to time, on an opportunistic basis, KACALP forms special purpose funds for its principals to invest in private funds managed by other, unaffiliated persons or to make a direct investment in an operating business. These external investments may be offered to clients. KACALP generally does not charge management fees to its clients with respect to such investments, but may charge performance fees and may receive a commitment fee from the third-party fund or operating company.

## Separate Accounts

In addition to managing the investment vehicles described above, KACALP serves as investment adviser or sub-advisor to separate accounts for institutional and ultra high-net worth clients and registered investment companies. KACALP may act in such a capacity under an investment advisory agreement or as the manager of a joint venture limited liability company or limited partnership. These accounts invest in the same strategies generally employed by one or more of KACALP’s pooled investment vehicles, but generally have modified investment guidelines that are tailored to the individual objectives of the client.

KACALP does not participate directly in any wrap fee programs. However, KACALP acts as a sub-advisor to a traditional wrap program manager, and, in such role, it manages trades a pool of capital for accounts under a commercial mortgage-backed security strategy.

## **Assets Under Management**

As of February 29, 2016, the total assets under management amounted to \$14.83 billion (which amount does not include \$5.62 billion managed by KAFA).

## **Customized Advisory Services**

Certain long-time clients who are high-net worth individuals and sophisticated investors have requested that KACALP provide certain financial planning services. As a result, KACALP has engaged a former employee to serve in a consulting capacity and provide such services to a limited number of clients. KACALP has not, and will not solicit such business and does not collect fees on such business. All fees earned are paid to such consultant or used to offset any expenses incurred by KACALP. KACALP does not in any way incentivize such consultant to promote KACALP-managed products.

## **Item 5 – Fees and Compensation**

### **Privately Offered Pooled Investment Vehicles**

*Redeemable Funds* KACALP's redeemable funds are charged annual management fees of 0.75% to 1.5% of portfolio assets, calculated and payable quarterly or monthly either in advance based on the fair market value of the account portfolio at the beginning of the period or in arrears based on such fair market value at the end of the period. In its redeemable funds, KACALP may also receive an incentive allocation (or fee for our offshore funds) based on the performance of the portfolio, and calculated on the basis of both realized and unrealized gains and losses. Performance allocations range up to 20% of such realized and unrealized gains, and may or may not be calculated after a stated "hurdle" rate of return to the limited partners. Performance allocations are calculated and accrued monthly but are payable annually after year-end or at the time a limited partner withdraws if before year-end. All performance-based allocations are calculated cumulatively or are subject to a high-water mark (on an individual investment basis) to prevent such fees from being generated on recouped gains.

Participants in KACALP's redeemable funds may withdraw, entirely or partially, on either a monthly or quarterly basis, depending on the fund, subject in some cases to an early withdrawal charge or minimum investment period. Withdrawing participants must provide KACALP with proper advance written notice, which may be anywhere from 10 to 30 days depending on the fund and, in some cases, the timing of the participant's entry into the fund. To enable periodic investments in and withdrawals from the redeemable funds (and to calculate management fees and performance allocations), the third-party administrator or KACALP, as applicable, determines net asset values for such accounts monthly. The fair market values of investments which do not trade on an exchange or in other active markets are valued by KACALP or the third-party administrator based on its judgment exercised in good faith taking into consideration all factors it believes to be relevant. Such fair market valuations may be based on, or provided by, third-party pricing services or other independent estimates of such value.

*Lock-up Funds* Generally, investors in KACALP's lock-up funds are charged annual management fees of 1.0% to 2.0% of capital commitments (which are expected to significantly exceed portfolio assets early on in the life of the funds), calculated and payable quarterly or semi-annually. After the investment commitment period, the

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management fee is typically based on the lower of aggregate net asset value or net invested capital. KACALP also receives a “carried interest” in its capacity as general partner generally entitling it to up to 20% of realized profits after a preferred return to limited partners. This carried interest is based on realized gains and received income only, and is payable as portfolio holdings are liquidated or otherwise monetized, subject, in some cases, to a reserve or claw-back arrangement to account for possible or actual losses incurred on holdings subsequently sold.

As portfolio holdings are sold in a lock-up fund, the proceeds received (as well as cash interest dividends received) are generally distributed to limited partners. However, limited partners in these funds generally may not otherwise reduce or withdraw their investments until the fund’s maturity without the consent of KACALP (or a controlled subsidiary) in its capacity as general partner. Such consent, if given, may require that the withdrawing partner be penalized for such early withdrawal.

### **Separate Accounts**

The separate accounts managed by KACALP are generally charged management fees and in some cases performance fees similar to (but not necessarily the same as) those applicable to its redeemable funds. A separate account client may terminate its investment advisory contract with KACALP on not less than 30 days’ notice.

KACALP believes that its fees, both for its pooled investment vehicles and its separate accounts, are competitive with those charged generally by other investment advisers for comparable services. However, some investment advisers may provide comparable services for lower or different fee structures. Performance-based allocations/fees are only charged consistent with applicable rules and regulations, including Rule 205-3 under the Investment Advisers Act of 1940 and the Employee Retirement Income Security Act (ERISA) as applicable.

### **Fee Arrangements and Payments**

KACALP generally does not negotiate different fee arrangements with clients in its pooled investment vehicles, but may do so for very large accounts at the sole discretion of such general partner or manager. KACALP may waive all or a portion of fees with respect to investments made by employees in its pooled investment vehicles. Separate account fee structures are determined through negotiation.

Investments in our redeemable funds can only be initiated and terminated at the beginning and end of the month or quarter, as applicable, which means that fee proration is not relevant. Fees are prorated with respect to partial proceeds in our lock-up funds and separate accounts. If such accounts are terminated during a fee period, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

KACALP’s fees are charged separately net of any of brokerage commissions, transaction fees, fund fees, or other fund or separate account related costs and expenses (which are incurred by the fund or separate account client, including legal and accounting costs).

### **Additional Fees and Expenses**

The offering and/or governing documents of each fund or managed account provide a description of any additional fees and expenses for which investors may be responsible in addition to the management fees and any

performance-based allocations or fees. Generally, each investor will be responsible for all costs and expenses relating to the organization of such fund or managed account and of maintaining the operations of such investment vehicle and the investments paid by or on behalf of such fund or managed account, including, without limitation, (i) administration fees and expenses, whether provided by a third party or by KACALP or an affiliate of KACALP; (ii) audit fees; (iii) broken deal expenses; (iv) brokerage commissions, clearing and settlement charges; (v) prime brokerage fees, custodial fees, other bank service fees; (vi) interest and other expenses incurred in respect of borrowings, if any; (vii) due diligence related expenses, including, without limitation, third party consultants and related travel; (viii) expenses associated with information, communication and periodic reporting to investors; (ix) expenses incurred in connection with legal and regulatory compliance with U.S. federal, state, local and non-U.S. or other law or regulation; (x) financial statements, tax returns and Schedules K-1; (xi) insurance premiums; (xii) legal fees, including costs of litigation involving the funds or accounts and the amount of any judgments or settlements paid in connection herewith; and (xiii) marketing expenses incurred in connection with fundraising activities in each case subject to the organization expense cap for the applicable fund.

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

As described in Item 5, KACALP generally receives a performance-based or incentive allocation or fee in its pooled vehicles and separate accounts. All such arrangements conform to Section 205(a)(1) of the Investment Advisers Act of 1940 and ERISA, as applicable. In measuring clients' assets for the calculation of performance-based fees, in our redeemable funds, we include realized and unrealized capital gains and losses. Performance fees in our lock-up funds are determined based on proceeds distributed to investors. Our redeemable fund fee arrangements may create an incentive to favor higher potential fee paying accounts over other accounts in the allocation of investment opportunities. Similarly, KACALP or its affiliates or employees may have a significant proprietary investment in a fund or account, and KACALP may have an incentive to favor such fund or account to the detriment of other funds or accounts. KACALP's procedures are designed to ensure that all investment decisions are made without consideration of KACALP's (or its affiliates' or employees') pecuniary interest but, instead, in accordance with KACALP's fiduciary duties to its clients.

## **Item 7 – Types of Clients**

KACALP provides investment supervisory services through privately offered (i.e., unregistered) pooled investment vehicles, and to a lesser extent, through separate accounts. KACALP generally provides its services and markets its funds and separately managed accounts to a limited number of institutional investors and high-net worth individual investors capable of understanding the risks of their investments. KACALP's investors consist of endowments, foundations, financial institutions, operating companies and other institutional clients, family offices, fund of funds, registered investment companies, and ultra high-net-worth individuals. Interests in funds are offered only to those investors who qualify as (i) "qualified clients" within the meaning of Rule 205-3 under the investment Advisers Act of 1940, as amended, (ii) "accredited investors", as defined in regulation D under the 1933 Act, and, where applicable, (iii) "qualified purchasers" within the meaning of Sections 2(a)(51) and 3(c)(7) of the Investment Company Act of 1940, as amended.

Each of KACALP's pooled investment vehicles has a stated minimum investment requirement. These range from \$250,000 to \$5 million. KACALP may, and in many cases has, accepted initial investments in its pooled investment

vehicles below the stated minimums. These situations are evaluated on a case-by-case basis and include a consideration of whether the investor has an existing investment in any other of KACALP's pooled investment vehicles or has an expectation of fulfilling the stated minimum requirement over a relatively short period of time. Additionally, KACALP manages separate accounts, where there is no stated minimum investment, although all of such accounts exceed the minimum requirements of comparable pooled investment vehicles.

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

### **Investment Strategies & Risks**

KACALP manages a variety of alternative investment products intended to take advantage of market opportunities. Certain of these products may involve a higher level of investment risk, while seeking greater returns than traditional investment products. These products are privately offered through private funds and are typically structured as limited partnerships or limited liability companies. KACALP, or a controlled subsidiary, acts as general partner, managing member, investment manager or otherwise exercises investment discretion with respect to these products in which clients are solicited to invest. Further information can be found in the Offering Memorandum for each fund.

KACALP may, from time to time and as appropriate, solicit clients to invest in such vehicles, and may make such investments on a discretionary basis on the client's behalf. As these may not be appropriate investments for all clients, not all clients will be offered the opportunity to invest, and not all clients afforded that opportunity will choose to invest.

At a high level, KACALP's investment approach is to focus on industries and asset classes in which it has considerable knowledge and expertise, focusing first and foremost on downside protection and the preservation of capital. KACALP investment personnel conduct commercially reasonable and appropriate due diligence of each investment based on the facts and circumstances applicable to each potential opportunity. The objective of such analysis is to identify attractive investment opportunities and the possible risks associated with that investment in order to develop a sound investment strategy that has high probability of delivering attractive returns for our investors. When conducting due diligence and making an assessment regarding potential investment opportunities, KACALP relies primarily on publicly available information and resources. KACALP may also rely on information provided by the target of such investment, and, in some circumstances, third-party consultants where additional technical expertise is needed. As a result, the due diligence process may at times be subjective. Accordingly, KACALP cannot be certain that its due diligence with respect to potential investment opportunities will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. General market, economic, environmental, and other conditions, which by their nature are unpredictable, may have an adverse impact on the reliability of such due diligence.

There can be no assurance that the funds will successfully implement and execute their investment strategies. The availability of investment opportunities and our ability to identify and invest in such opportunities may be limited by market conditions, investment minimums, investor qualification requirements, research capacity limitations and available capital.

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Although each of the funds invests in a strategy which is designed to mitigate the risk of loss through the decision-making or “underwriting” process, the structuring of positions, and/or hedging techniques, each such strategy will nonetheless involve significant levels of risk as a result of market and issuer-specific factors affecting securities generally. A portfolio’s performance depends on the performance of individual securities in which the portfolio invests. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline or even become worthless.

Because the funds may make only a limited number of investments and since many of these investments involve significant degrees of risk, poor performance by a few of the investments could severely affect the total returns to investors. Concentrating investments in a particular industry, asset class, market or region means that performance will be more susceptible to loss due to adverse occurrences affecting that industry, asset class, market or region. For example, a portfolio concentrating in a single industry is subject to greater risk of adverse economic conditions and regulatory changes than a fund with broader industry diversification.

Although generally, the funds employ, at most, modest levels of leverage, the funds’ investments are expected to often include businesses or assets with significant leverage. Leverage may involve the use of various financial instruments or borrowed capital in an attempt to increase the return of an investment. The use of leverage involves risk, including the potential for higher volatility and greater declines of a portfolio’s value, and fluctuations of dividend or other distribution payments. A leveraged capital structure of a portfolio company or a leveraged asset will increase the exposure of that company or asset to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the company or its industry. Additional information on investment risk is discussed in each fund’s individual Private Placement Memorandum.

Investment in lock-up funds requires a long-term commitment, with no certainty of return. The funds may invest in companies that subsequently experience financial difficulties, which difficulties may never be overcome. Investments made by these funds are expected to be illiquid, and there can be no assurance that the funds will be able to realize such investments in a timely manner. Liquidity risk exists when particular investments are difficult to purchase or sell. This can reduce a portfolio’s returns because the portfolio may be unable to transact at advantageous times or prices.

Additionally, the funds may acquire securities that cannot be sold except pursuant to a registration statement filed under the 1933 Act or in accordance with Rule 144 of the 1933 Act or another exemption under the 1933 Act. There may be little or no near-term cash flow available to the investors

The capital markets can fluctuate substantially and even experience periods of extreme volatility. KACALP cannot guarantee any level of performance or that investors in the funds will not experience a loss of their account assets. There is no assurance that the funds or managed accounts will be able to generate returns or that the returns will be commensurate with the risks inherent in their investment strategy. The marketability and value of any such investment will depend upon many factors beyond the control of the Clients or the Registrant. Therefore, an investor should only invest in a fund or managed account if the investor can withstand a total loss of its investment. The past investment performance of a fund, managed account or investment professional cannot be taken to guarantee future results of a fund or managed account or any investment by or in a fund or managed account. As is the case with any investment, there is no guarantee of a minimum rate of return or of a limit on

losses. A portfolio's performance depends on the performance of individual securities in which the portfolio invests. Additional information on investment risk is discussed in the individual Private Placement Memorandum of each fund.

Please note that while this Item 8 contains a discussion of some of the risks associated with investments in our funds, it is not possible to identify all of the risks associated with investing and the particular risks applicable to a client account will depend on the nature of the account, its investment strategy or strategies and the types of securities held. Prior to making an investment in any KACALP-managed funds, potential investors are advised to carefully review each fund's private placement memorandum and limited partnership agreement for a detailed discussion of the specific risk factors associated with a particular fund or investment strategy. Clients should be aware that while KACALP does not limit its advice to particular types of investments, mandates may be limited to certain types of securities and may not be diversified. The accounts managed by KACALP are generally not intended to provide a complete investment program for a client or investor. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

## **Item 9 – Disciplinary Information**

Neither KACALP nor any of its executive officers, members of investment committees or “other management persons” as defined in Form ADV has been subject to the legal or disciplinary events related to this Item or is otherwise required to disclose any event required by this Item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

KACALP has claimed the appropriate exemptions from registration as a commodity pool operator and commodity trading adviser with the Commodity Futures Trading Commission (CFTC) and National Futures Association (NFA). The CFTC and NFA each administer a comparable regulatory system covering futures contracts and various other financial instruments in which certain KACALP managed funds may invest.

KACALP is affiliated with KA Associates, Inc. (“KAA”), a FINRA-member broker-dealer. KAA shares office space and certain overhead expenses with KACALP. In addition, certain officers and employees of KACALP are registered representatives of KAA. As a normal course of business, KACALP's policy is to not utilize KAA to execute trades or obtain any other service for KACALP. However, in limited circumstances, KACALP may open temporary brokerage accounts with KAA for certain private funds that trade in marketable securities. Such temporary arrangements are only permitted in circumstances where KACALP is in the process of onboarding a fund with a third-party prime broker or custodian and KACALP (or an affiliate) determines in good faith that waiting for such process to be completed may result in missed investment opportunities to the detriment of fund investors. Such arrangements require the prior approval of KACALP's General Counsel and Chief Compliance Officer and are terminated as soon as a third-party custody or prime brokerage account is available. No fees or commissions are charged by KAA for any trades executed under such arrangements.

KACALP is also affiliated with KA Fund Advisors, LLC (“KAFA”), a separately registered investment adviser. KAFA is the investment manager of four publicly traded closed-end funds (NYSE: KYN, KMF, KED, KYE) and a limited number of separate accounts, or pooled vehicles that largely operate as separate accounts managed on behalf of select institutional clients. KACALP is the sole managing member of this adviser.

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

### Code of Conduct and Ethics

KACALP has adopted a Code of Ethics in accordance with Rule 204A-1 of the Advisors Act.

As a fiduciary, KACALP owes its clients undivided loyalty – our clients trust us to act on their behalf, and we hold ourselves to the highest standards of fairness in all such matters. This is predicated on the principle that KACALP owes a fiduciary duty to its clients. As a fiduciary, KACALP must serve in its clients' best interests. In other words, employees may not benefit at the expense of advisory clients and must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients.

KACALP expects all employees to:

- act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospects, their employer, and their fellow employees.
- adhere to the highest standards with respect to any potential conflicts of interest with client accounts – simply stated, no officer or employee should ever enjoy an actual or apparent benefit over the account of any client.
- preserve the confidentiality of information that they may obtain in the course of our business and to use such information properly and not in any way adverse to our clients' interests, subject to the legality of such information.
- conduct their personal financial affairs in a prudent manner, avoiding any action that could compromise in any way their ability to deal objectively with our clients.

Violations of this Code of Conduct may warrant sanctions which may include suspension or dismissal, at the discretion of management.

### Co-Investments

KACALP may sponsor and manage co-investment vehicles that invest in one or more portfolio companies alongside funds and accounts managed on behalf of KACALP's clients. Such co-investment vehicles are open to employees and strategic institutional relationships as applicable. These vehicles will generally, but not always, invest at the same time and price and on the same terms as other participating funds and accounts. Management fees or incentive allocations charged to such co-investment vehicles may differ from those of other funds and accounts.

Moreover, because issuers may, over time, engage in a series of private placements, it is possible that KACALP, its partners, officers and employees may participate in one or more of such placements in which its clients do not also participate for various reasons. Such participation could cause conflicts of interest affecting clients. For example, there may be a conflict as to which offerings should be purchased for clients. There may also be situations where KACALP or its partners, officers and employees have already acquired securities at a lower cost in an earlier private placement and would therefore benefit from a subsequent client investment.

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KACALP's investment decisions in such situations are made in good faith in the client's interest and without regard to the impact on KACALP or its officers or employees pecuniary interest. Often, the overriding consideration with respect to such co-investment decisions is KACALP's desire to expand its business, increase participation in existing businesses, and further align its interests with those of its clients.

Any such co-investment opportunities, whether in private placements or registered securities require the prior approval of KACALP's General Counsel and/or Chief Compliance Officer. Such approval is only granted in situations where, in KACALP's good faith determination, participation would not adversely impact the pricing and availability of the transaction for clients or otherwise operate to the detriment of clients.

### **Personal Trading**

KACALP participates in (purchases) private placements of equity and debt securities on behalf of its clients. KACALP, its partners, officers and employees may participate alongside KACALP's clients in such placements. Moreover, because issuers may, over time, engage in a series of private placements, it is possible that KACALP, its partners, officers and employees may participate in one or more of such placements in which its clients do not also participate for various reasons. Such participation could cause conflicts of interest affecting clients. For example, there may be a conflict as to which offerings should be purchased for clients. There may also be situations where KACALP or its partners, officers and employees have already acquired securities at a lower cost in an earlier private placement and would therefore benefit from a subsequent client investment. KACALP's investment decisions in such situations are made in good faith in the client's interest and without regard to the impact on KACALP or its partners, officers or employees.

KACALP and its partners, officers and employees may participate alongside KACALP's clients in the purchase and/or sale of registered securities, but only if such participation, in KACALP's good faith determination, would not adversely impact the pricing and availability of the transaction for clients or otherwise operate to the detriment of clients. In addition, employees may sell such holdings only after client accounts and/or funds have sold such positions in their entirety.

Any such co-investment opportunities, whether in private placements or registered securities require the prior approval of KACALP's General Counsel and/or Chief Compliance Officer.

KACALP's Chief Compliance Officer receives and reviews all trading reports and employee certifications to determine that any personal trading (as well as other activities subject to compliance oversight) conducted by employees and other covered persons is consistent with requirements and restrictions set forth in the Code Ethics and does not otherwise indicate any improper trading activities.

As a general rule, KACALP's employees are not permitted to purchase and sell for their own accounts marketable securities in the industry sectors in which KACALP's pooled investment vehicles primarily invest (i.e. energy master limited partnerships and related energy infrastructure companies). Policies and procedures have been designed to ensure that any employee personal securities transactions do not disadvantage KACALP's clients. These procedures require pre-clearance of all personal trades by employees in securities (other than open-end mutual funds, U.S. government securities, exchange traded funds, and various money market instruments) and require employees to represent an intent to hold the securities for at least 90 days. Neither KACALP nor its

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employees may enter trades on behalf of their own account or any account over which they have control or in which they have a beneficial interest if, in KACALP's judgment, such trade would cause them or any such account to benefit from any trade entered into or being contemplated on behalf of any client of KACALP or cause the accounts of any such clients to be disadvantaged.

Clients may request a copy of KACALP's Code of Conduct and Code of Ethics by contacting Michael O'Neil, Chief Compliance Officer, at (310) 282-7905 or David Shladovsky, General Counsel, at (310) 284-6438.

### **Political Contributions**

It is the policy of KACALP to not make, and to prohibit its employees from making, any political or charitable contributions for the purpose of influencing a KACALP client or prospective client, a public official or his or her agency. However, employees may make personal or charitable contributions in accordance with the requirements and restrictions of applicable law and KACALP's policies. To help ensure compliance with SEC rules and the many state and local pay-to-play rules, all KACALP employees must obtain prior approval from the Chief Compliance Officer or General Counsel before they (or their spouse or dependents) make contributions to a political candidate, government official, or political action committee in accordance with KACALP's policies and procedures.

In 2015, KACALP revised its Political and Charitable Contributions Policy to include the following general prohibition: All employees (and their immediate family members) are prohibited from making any contributions or gifts to, or soliciting or coordinate any contributions or gifts for (i) any incumbent US state or local officeholder (including one who is a candidate for federal office); (ii) any candidate or elections winner for US state or local office; and (iii) any staff member or employee of a US public pension fund, or any elected or appointed trustee, fiduciary, or other official whose official duties involve responsibility for such a fund.

### **Potential Conflicts Relating to Advisory Clients**

The results of the investment activities of a KACALP client may differ significantly from the results achieved by KACALP for other current or future clients. KACALP will manage the assets of a client in accordance with the investment mandate of the applicable fund or, if a separate account, as selected by such client. However, because of differing guidelines, risk profiles, timing issues and other possible considerations, KACALP may give advice, and take action, with respect to a client account (including its own account), that may differ from the advice KACALP may give to, or an investment action KACALP may take on behalf of, another client account. In particular, KACALP or one or more clients may buy or sell positions while another KACALP client is undertaking the same or a differing, including potentially opposite, strategy. The purchase, holding and sale, as well as voting of investments by KACALP clients may enhance the profitability or increase or decrease the value of a KACALP or KACALP clients' own investments in such companies. This may give rise to certain potential conflicts of interest.

### **Inconsistent Investment Positions and Timing of Competing Transactions**

Under certain circumstances, a KACALP client (or group of clients) may invest in a transaction in which one or more other KACALP clients are expected to participate, or already have made or will seek to make, an investment. Such clients may have conflicting interests and objectives in connection with such investments, including with

respect to views on the operations or activities of the portfolio companies involved, the targeted returns from the investment, the timeframe for, and method of exiting the investment. Conflicts will also arise in cases where different clients (or group of clients) invest in different parts of an issuer's capital structure, including circumstances in which one or more clients may own private securities or obligations of an issuer and other clients may own public securities of the same issuer.

## **Principal Transactions with Clients**

KACALP's practice (and that of its principals) is to avoid engaging in securities transactions with its managed accounts. However, KACALP believes that there may be circumstances from time to time where it is beneficial to its clients for KACALP (or its principals) to engage in a securities transaction with such clients. This would most likely involve the sale by an investor to KACALP of such investor's limited partnership interest in a lock-up fund. It may also involve the sale of thinly traded portfolio holdings by a liquidating redeemable fund. Under such circumstances, provided informed prior written consent is given by the affected client(s), KACALP may engage in a principal transaction. All principal transactions require the prior written authorization of KACALP's Chief Compliance Officer and/or General Counsel.

On occasion and subject to applicable law and a fund's governing documents, KACALP may purchase limited partnership interests in or investments on behalf of, a new fund prior to it reaching its target size or commencing operations. Partnership interests may be transferred to investors and such investments may be transferred to the fund. Generally, to the extent permitted by law, the transfers would be effected at KACALP's acquisition cost, which may or may not include interest expenses associated with bank financing. Since prior to such transfer, such investments would be owned by KACALP, conflicts of interest may arise regarding the decision of whether or not to transfer such investments and the timing of such transfers. More information on these arrangements can be found in the offering documents of the particular fund.

## **Cross Trades**

KACALP may cause a security to be traded between two clients (other than an ERISA client) where it believes such trade to be in the interest of each client. KACALP generally has such authority under the general grant of investment discretion given to it by its clients in the limited partnership agreements of its funds. KACALP's practice is to engage in such "cross trades" in limited circumstances where the purchase and sale of the same security at the same time by different clients helps to achieve more favorable terms to each client than separate transactions not involving a cross trade. These circumstances can arise when a client wishes to sell a security to generate cash or to realign such client's asset allocation at a time when KACALP would like to purchase the security for other clients. In some cases, KACALP may determine to reallocate assets (which may involve generating cash to fund withdrawals or investing new capital) within its managed partnerships and thereby create a need to sell the security from one partnership account and a need to purchase the same security in another partnership account. The lower the liquidity for a given security, the more likely there will be a benefit to effecting a cross transaction.

KACALP's duty to be unbiased and fair to clients on both sides of a cross transaction may pose an inherent conflict of interest. To ensure that it fulfills its duty to each client that is party to a cross transaction, KACALP seeks to ensure the appropriateness of the transaction for each client and that it is fair to both sides of the transaction. It

does so by (i) confirming that the security is under-represented in the purchasing client's portfolio based on KACALP's target portfolio weightings at the time, (ii) confirming that the security is over-represented in the selling client's portfolio based on target portfolio weightings or that client does not have alternative options for generating needed cash or reallocating assets as desired, (iii) determining current market prices based on current market quotes, and (iv) for less liquid securities, contacting market participants to determine if the security could be purchased or sold at a better price notwithstanding prevailing market quotes. Cross trades between clients are normally priced at the mid-point between the best bid and offer prices known to be available at the relevant size order.

In causing cross trades to be effected between clients, KACALP will generally utilize an unaffiliated broker-dealer at normal commission rates. However, in extraordinary circumstances, it may utilize KAA to effect the trade, and in such case, KACALP will obtain the written informed consent of the participating client prior to trade settlement or it will cancel the trade at no cost to the client(s).

### **Material Non-Public Information/Insider Trading**

From time to time, KACALP personnel may obtain, either voluntarily or involuntarily, material non-public information (that is not available to other investors) or other confidential information which, if disclosed, would likely affect an investor's decision to buy, sell or hold a security. Accordingly, should KACALP personnel obtain such information with respect to an issuer, it may be prohibited from communicating such information to, or using such information for the benefit of, KACALP clients, which could limit the ability of KACALP clients to buy, sell, or hold investments. KACALP has adopted an Insider Trading Policy, which establishes procedures reasonably designed to prevent the misuse of material non-public information by KACALP and its personnel. Under the Insider Trading Policy, KACALP is generally not permitted to use material non-public information obtained by any department or related person in the course of its business activities or otherwise, in effecting purchases and sales in securities for KACALP clients even if failure to do so would be detrimental to the interests of such client(s). To further mitigate the risks associated with insider trading, KACALP has adopted an Ethical Wall Policy in order to minimize the likelihood that portfolio management teams will come into possession of material non-public information known by other investment teams within KACALP, thereby also minimizing the likelihood that a particular team will be precluded from taking action on behalf of its clients. Nonetheless, the investment flexibility of KACALP may be constrained as a consequence of policies and related legal requirements.

### **Related Financial Interests**

Senior personnel of KACALP serve as officers or directors of some of the publicly and privately held companies whose securities are purchased for KACALP's clients. In such capacities, these individuals, each of whom may make investment decisions on behalf of KACALP, may learn material, non-public information concerning a company's operations or securities. As discussed above, KACALP has established Ethical Wall and Insider Trading Policies to guard against the use of non-public information by it to benefit client accounts. KACALP's clients may be disadvantaged because KACALP may not be able to effect transactions in the securities of these companies when officers of its general partner possess material, non-public information.

## **Pricing and Valuation of Securities and Other Investments**

In many cases, KACALP's fees are based on the value and performance of assets held in the client account. KACALP generally does not price securities or other assets for purposes of determining fees. However, to the extent permitted by applicable laws, including ERISA, KACALP or an affiliate may be charged with the responsibility of, or have a role in, determining asset values with respect to KACALP products or accounts from time to time and KACALP, or such an affiliate, may be required to price a portfolio holding when a market price is not readily available or when KACALP has reason to believe that the market price is unreliable. To the extent that KACALP's fees are based on the value or performance of client accounts, KACALP would benefit by receiving a fee based on the impact, if any, of the increased value of assets in an account. When pricing a security, KACALP attempts, in good faith and in accordance with applicable laws, to determine the fair value of the security or other assets in question. KACALP generally relies on prices provided by a custodian, a broker-dealer or another third-party pricing service for valuation purposes. When market quotations are not readily available or are believed by KACALP to be unreliable, the security or other assets are valued by KACALP in accordance with KACALP's valuation procedures.

With respect to private investments in public equities (PIPEs) or other securities that are convertible into or otherwise will become publicly traded (e.g., through subsequent registration or expiration of a restriction on trading), they will be valued at the market value of the publicly traded security less a discount. The discount will initially be equal in amount to the discount negotiated at the time an agreement is reached on price with the issuer. To the extent that such securities are convertible or otherwise become publicly traded within a time frame that may be reasonably determined, KACALP may determine an amortization schedule for the discount in accordance with an approved methodology. Investments in convertible preferred equity will generally be valued using a convertible security pricing model that takes into account the attributes of the preferred units.

## **Item 12 – Brokerage Practices**

### **Investment Discretion**

KACALP has full discretion with respect to securities transactions effected for its pooled investment vehicles. In addition, with limited exception, KACALP also has full discretion under its separate account investment advisory contracts to buy and sell securities without prior client approval. KACALP exercises its investment discretion consistent with the applicable investment strategy, as well as any separate account investment guidelines or restrictions imposed by the client and accepted by KACALP. KACALP does not advise clients concerning holdings outside their respective accounts with KACALP.

### **Brokerage Discretion**

KACALP has full authority to determine broker-dealers to be utilized and commissions to be paid with respect to securities transactions effected for its pooled investment vehicles. Similarly, unless a separate account client directs the use of a particular broker-dealer, KACALP has the authority to select broker-dealers to be used to effect trades and the commission rates to be paid. KACALP's policy is to not effect trades through its affiliated broker-dealer, KAA.

The overriding consideration in allocating client orders for execution is the maximization of client profits (or minimization of losses) through a combination of controlling transaction costs and seeking the most effective uses of a broker's capabilities. When KACALP has the authority to select brokers or dealers to execute transactions for its clients, it seeks the best execution reasonably available under the circumstances (which may or may not result in paying the lowest available brokerage commissions or spread). In doing so, KACALP considers all factors it deems relevant. Such factors may include, but are not limited to: (i) the nature and character of the security or instrument being traded and the markets on which it is purchased or sold; (ii) the desired timing of the transaction; (iii) KACALP's knowledge of negotiated commission rates and spreads currently available; (iv) the activity existing and expected in the market for the particular security or interest; (v) the full range of brokerage services provided; (vi) the broker's or dealer's capital strength and stability, as well as its execution, clearance, and settlement capabilities; (vii) if applicable, the quality of the research and services provided (See "Soft Dollars" below); (viii) the reasonableness of the commission or its equivalent for the specific transaction; and (ix) KACALP's knowledge of any actual or apparent operational problems of a broker or dealer.

KACALP endeavors to be aware of current charges assessed by relevant broker-dealers and to minimize the expense incurred for effecting portfolio transactions, to the extent consistent with the interests and policies of the client account. However, KACALP will not select broker-dealers solely on the basis of "posted" commission rates nor always seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction. Although KACALP generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent as transactions that involve specialized services on the part of a broker-dealer generally result in higher commission rates or equivalents than would be the case with more routine transactions. KACALP may pay higher commission rates to those broker-dealers whose execution capabilities, brokerage services or other legitimate and appropriate services are particularly helpful in seeking good investment results.

The reasonableness of the commissions is based on KACALP's view of the broker's ability to provide professional services, competitive commission rates, and other services which will help KACALP in providing investment advisory services to its clients, viewed in terms of either the particular transaction or KACALP's overall responsibility to its clients, as the extent to which the commission rate or net price associated with a particular transaction reflects the value of services provided often cannot readily be determined. In making these determinations, KACALP recognizes that some firms are better at executing some types of orders than others, and it may be in the clients' best interests to use a broker-dealer whose commission rates are not the lowest but whose executions and other services, KACALP believes, may result in lower overall transaction costs or more favorable or more certain results.

### **ECNS, Swap Clearing Firms and Other Trading Systems**

KACALP may also place orders for the purchase and sale of securities or other instructions for its clients through electronic trading systems or ATSS, including ECNs, swap clearing firms or with brokers or dealers that participate in such trading systems or platforms, consistent with its duty to seek best execution of client transactions. ECNs and swap clearing firms may charge fees for their services, including access fees and transaction fees. Access fees may be paid by KACALP even though incurred in connection with executing transactions on behalf of clients, while

transaction fees will generally be charged to clients and, like commissions and markups/markdowns, would generally be included in the cost of the securities purchased.

## **Research and Other Soft Dollar Benefits**

Research services include economic forecasts, investment strategy advice, fundamental and technical advice, market analysis, statistical services and analyses of particular securities and investment situations. Some of these services would be considered “soft dollars”. Where these services are provided by the executing broker-dealer, KACALP may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction if KACALP determines in good faith that the amount of commission is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer, viewed in terms of either the particular transaction or KACALP’s overall responsibilities with respect to the account over which it exercises investment discretion. KACALP does not have any third-party soft dollar arrangements.

It is possible that accounts which may not directly benefit from the ancillary service provided by a particular broker-dealer will enter occasional transactions through such broker-dealer, but KACALP believes that the overall effect of such occasional transactions on all accounts, when the ancillary services furnished to all accounts are considered in totality, will be beneficial to all accounts.

## **Trade Aggregation and Allocation**

KACALP is aware of its fiduciary obligation to seek the “best execution” on securities transactions. Best execution entails the efficient placement of orders, clearance, settlement and overall execution quality as well as the price obtained in the transaction. As part of its efforts to obtain best execution, KACALP may aggregate orders or “block trade” for several clients. Each client that participates in a block trade will receive the average share price and a pro rata portion of the transaction cost on a trade. Because clients have different affiliate relationships, some client accounts may not be eligible to participate in block trades.

KACALP seeks to allocate investment opportunities among client accounts in a fair and equitable manner over time. Securities are generally allocated among client accounts on a pro rata, percentage, or other objective basis. KACALP may also allocate securities among such accounts based upon the nature of the investment opportunity and an assessment of the appropriateness of that opportunity for such accounts, taking into consideration the various risk characteristics associated with the investment opportunity and the relative risk profile of the accounts. All allocations of securities will be subject, where relevant, to certain allocation metrics.

A variety of allocation metrics will be considered in making such allocation decisions. These metrics include (i) Investment objectives of the accounts; (ii) risk or investment concentration parameters of the accounts; (iii) supply or demand for a security at a given price level; (iv) size of available investments; (v) cash availability and liquidity requirements of the accounts; (vi) relative size of the accounts; (vii) regulatory and client-imposed restrictions applicable either to the accounts or to the securities; (viii) tax considerations of the accounts; (ix) minimum investment size of the accounts (including maintaining rounds lots); and (x) such other factors as may be relevant to a particular transaction.

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Investments may not be allocated to one client account over another based on any of the following (i) to unduly favor an account in which KACALP, its employees or affiliates has a significant interest at the expense of another client account; (ii) to generate higher fees paid by one client account over another or to produce greater performance compensation to KACALP; (iii) to develop or enhance a relationship with a client of prospective client; (iv) to compensate a client for past service or benefits rendered to KACALP or to induce future services or benefits to be rendered to KACALP; and (v) to manage or equalize investment performance among different client accounts.

The separate accounts advised by KACALP are precluded generally by provisions of the 1940 Act from co-investing with any of the four closed-end funds (which are registered investment companies under the 1940 Act) managed by KA Fund Advisors, LLC, a controlled affiliate, in private placements of securities, other than in cases where no term other than price is negotiated by KACALP. These co-investment restrictions generally do not apply to the purchase of Rule 144A securities. KACALP's policy is that eligible funds and accounts will participate only in permissible co-investment opportunities after the closed-end funds receive the full amounts of their desired allocations, and such participation will be allocated consistent with KACALP's Trade Allocation Policy. Further, such funds and accounts may participate in other (i.e., non co-investment) private placement opportunities only if all of the closed-end funds decline to participate, and, again, such participation will be allocated to any such funds and accounts managed by KACALP consistent with its Trade Allocation Policy.

As indicated earlier, co-investment opportunities may be offered to investors in funds and accounts managed by KACALP, employees, and third parties who KACALP believes may provide a strategic benefit to such investment or future capital raising opportunities. Such opportunities will only be provided in accordance with applicable regulations and with the prior approval of KACALP's Chief Compliance Officer and General Counsel.

### **Trade Errors**

Trading errors are reportable to the Chief Compliance Officer immediately upon discovery and corrected as promptly as practicable at no cost to the client. If KACALP is wholly at fault and the trade is at a loss KACALP reimburses the client for that loss. Correcting a trade error may require multiple transactions. After the details of the trade error have been determined, the appropriate individual completes an error resolution form and submits it to compliance. Compliance maintains documentation to establish an "audit trail" of a trading error and be responsive to the course of action taken. Errors of \$5,000 or more are subject to review by the General Counsel.

### **Directed Brokerage**

A separate account client may direct KACALP to use a specified broker-dealer. In such cases, (1) a higher commission rate may be paid by such client, in part because of additional services which may be available from such broker-dealer, as well as KACALP's inability to negotiate the commission rate and/or obtain a volume discount when the client's transaction is combined with those of other clients in a block trade; (2) such client's trades may be regularly executed at times different from those at which trades are executed for clients who do not direct KACALP to use a specific broker-dealer; and (3) execution of all trades for the client by the designated broker-dealer could result in failure to receive the best execution in some transactions. A client who directs

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KACALP to use a particular broker-dealer, including a client who directs use of a broker-dealer that will also serve as a custodian (whether or not recommended by KACALP), should consider whether commissions, expenses, execution, clearance and settlement charges, and custodial fees, if applicable, will be comparable to those otherwise obtainable by KACALP.

### **Changes to Brokerage Arrangements**

KACALP may from time to time choose to alter or choose not to engage in the above described arrangements to varying degrees, without notice to clients, to the extent permitted by law.

### **Item 13 – Review of Accounts**

All accounts are reviewed on a continuous basis to determine their conformity with investment objectives and guidelines. Each Portfolio Manager receives daily updates of portfolio positions and transactions for which such Portfolio Manager is responsible. With members of the respective investment team or investment committee as applicable Portfolio Managers regularly review and discuss portfolio status, potential investments and related issues.

Participants in KACALP's private pooled accounts (i.e., investment partnerships and offshore funds) receive quarterly statements indicating their capital balances and the account's balance sheet and income statement. These materials are provided with a letter highlighting the developments for the period. Separate account clients receive quarterly (weekly, if requested) reports showing open positions, dividend and interest income, realized gains and losses, and performance for the period. Portfolio managers or other KACALP investment professionals may also make themselves available to clients, upon request, to conduct portfolio reviews or answer other relevant questions.

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

KACALP may, depending on fundraising activities with respect to our pooled investment vehicles, enter into a small number of contractual agreements with unaffiliated parties who may refer clients to KACALP. Such referral sources may be registered or licensed as investment advisers. All referral agreements are made in writing pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940. While the specific terms of each agreement may differ, the referral source may or may not receive a percentage of the management fees received by KACALP from accounts referred by the referral source. Any compensation payable to a referral source is not a factor in determining the fee KACALP will charge for its investment management services. Generally, KACALP has been phasing out these relationships and not entering into new such relationships.

### **Item 15 – Custody**

Investment and cash are held by third-party custodians. Nonetheless, by virtue of its ability to deduct fees from its accounts, KACALP may be deemed under applicable rules to have custody of client accounts. Investors in pooled investment vehicles receive quarterly statements from KACALP. Investors receive audited financials within 120 days following the end of the pooled investment vehicle's fiscal year. Audited financial statements are

prepared by an independent accounting firm, which is registered and subject to inspection by the Public Company Accounting Oversight Board.

## **Item 16 – Investment Discretion**

KACALP has full discretion with respect to securities transactions effected for its pooled investment vehicles. In addition, with some exception, KACALP also has full discretion in its separate accounts to buy and sell securities without prior client approval. KACALP exercises its investment discretion consistent with the applicable investment strategy, as well as any separate account investment guidelines or restrictions imposed by the client and accepted by KACALP. KACALP does not advise clients concerning holdings outside their respective accounts with KACALP.

## **Item 17 – Voting Client Securities**

KACALP acknowledges its responsibility to vote proxies consistent with its fiduciary obligations, in the best interests of the clients and to prevent conflicts of interest from influencing proxy voting decisions made on behalf of clients.

While third-party instructions may be useful, KACALP may, and generally is expected to have in-depth knowledge of the vast majority of the companies in which it has invested, particularly in areas such as energy related master limited partnerships and related sectors, which knowledge may provide good reason to vote in a manner that is not consistent with the advice of the third-party service provider. After receiving voting instructions from the research analyst and/or portfolio manager, Compliance will vote the proxy(ies) according to the instructions received.

There may be circumstances which lead KACALP to vote the same proxy in two directions for different accounts. This may occur, for example, if a client requires KACALP to vote a certain way on an issue, while KACALP deems it beneficial to vote in the opposing direction for its other clients. In all such cases, KACALP maintains relevant supporting documentation.

KACALP may occasionally be subject to conflicts of interest in the voting of proxies because of business or personal relationships it maintains with persons having an interest in the outcome of specific votes. The firm and its employees may also occasionally have business or personal relationships with other proponents of proxy proposals, participants in proxy contests, corporate directors, or candidates for directorships. If at any time, the responsible voting parties become aware of any type of potential conflict of interest relating to a particular proxy proposal, they will promptly report such conflict to the General Counsel and/or Chief Compliance Officer. Conflicts of interest are handled in various ways depending on the nature of the conflict and its perceived materiality.

For inquiries regarding how a specific proxy proposal was voted, please contact Michael O’Neil at (310)-282-7905.

## **Item 18 – Financial Information**

KACALP is in sound financial standing and does not use long-term borrowings in its capitalization structure. KACALP has no financial commitment that impairs its ability to meet its contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

# Kayne Anderson

*Capital Advisors, L.P.*

## Item 19 – Privacy Policy

### WHAT DOES KAYNE ANDERSON CAPITAL ADVISORS, L.P. DO WITH YOUR PERSONAL INFORMATION?

<b>WHY?</b>	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share and protect your personal information. Please read this notice carefully to understand what we do.
<b>WHAT?</b>	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security Number and Investment Experience</li> <li>• Account Balances and Assets</li> <li>• Wire Transfer Instructions and Transaction History</li> <li>• Address</li> <li>• Photo Identification</li> </ul> <p>When you are no longer our customer, we continue to share your information as described in this notice.</p>
<b>HOW?</b>	All financial companies need to share customer’s personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customer’s personal information; the reasons Kayne Anderson Capital Advisors, LP (“KACALP”) chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does KACALP Share?	Can you limit this sharing?
For our everyday business purposes - such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	No	We don’t share
For joint marketing with other financial companies	No	We don’t share
For our affiliates’ everyday business purposes – information about your	Yes	No

# Kayne Anderson

Capital Advisors, L.P.

transactions and experiences		
For our affiliates' everyday business purposes – information about your creditworthiness	No	We don't share
For non-affiliates to market to you	No	We don't share
<b>Questions?</b>	Call (800) 638-1496 or go to <a href="http://www.kaynecapital.com">www.kaynecapital.com</a>	
<b>Who we are</b>		
Who is providing this notice?	Kayne Anderson Capital Advisors, L.P.	
<b>What we do</b>		
How does KACALP protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.	
How does KACALP collect my personal information?	We collect your personal information, for example, when you: <ul style="list-style-type: none"> <li>• Open an account;</li> <li>• Give us income information;</li> <li>• Make a wire transfer;</li> <li>• Give us your employment information;</li> <li>• Give us your contact information.</li> </ul>	
Why can't I limit all sharing?	Federal law gives you the right to limit only: <ul style="list-style-type: none"> <li>• Sharing for affiliates' everyday business purposes- information about your creditworthiness</li> <li>• Affiliates from using your information to market to you</li> <li>• Sharing for non-affiliates to market to you</li> </ul>	
<b>Definitions</b>		
Affiliates	Companies related by common ownership or control they can be financial and nonfinancial companies. <ul style="list-style-type: none"> <li>• <i>Our affiliates include financial companies such as KA Fund Advisors, LLC and KA Associates, Inc.</i></li> </ul>	
Non-Affiliates	KACALP does not share with non-affiliates so they can market to you.	
Joint Marketing	KACALP does not jointly market.	

# Kayne Anderson

*Capital Advisors, L.P.*